



**TRF Limited**  
A **TATA** Enterprise

## Technological Leadership in Material Handling



51<sup>st</sup> Annual Report 2013-14

SUPERIOR TECHNOLOGY | PRODUCT QUALITY | DELIVERY CAPABILITY



## Vision

TRF will achieve **technological leadership** in Bulk Material Handling Equipment and Services business.

Upgradation of our people skills, engineering processes, manufacturing practices and project management techniques would underpin our ability to achieve the leadership.

We shall strive to be the preferred choice of customers based on **superior technology, product quality and delivery capability** for a sustainable value growth.

## Quality Policy

TRF Ltd shall provide engineering products, systems, services and solutions that consistently meet its customers quality requirements in terms of specifications, performance and delivery, and shall continually improve the effectiveness of its quality management system.

## Mission

To be an international leader in material handling equipment, processes and systems.

## Values

- Trust
- Respect
- Fellowship
- Excellence
- Responsibility

## Business Principles

- Sense of urgency
- Continuous improvement
- Consistency and detail

## Climate Change Policy for Tata Companies

Tata companies will play a leadership role in climate change by being knowledgeable, responsive and trustworthy, and by adopting environment-friendly technologies, business practices and innovation, while pursuing their own growth aspirations and the enhancement of the shareholder value.

Tata companies will measure their carbon footprint and will strive to:

- Be the benchmark in their segment of industry on the carbon footprint, for their plants and operations.
- Engage actively in climate change advocacy and the shaping of regulations in different business sectors.
- Incorporate 'green' perspective in all key organisational processes.

## Safety, Health & Environment Policy

TRF's Safety, Occupational Health and Environmental responsibilities are driven by our commitment to ensure zero harm to people we work with and our belief that safety and environmental concerns are integral to the way we do business.

1. We basically believe that all injuries can be prevented and each one of us is responsible for it.
  - We will identify, assess and manage our Safety, Health & Environment (S.H.E) Hazards, Risk and Impact;
  - We will build WILL & SKILL among our employees and partners for their involvement, responsibility and accountability to achieve sound S.H.E Performance.
2. We are committed to continual improvement in our S.H.E Performance.
3. We will truly succeed, when we achieve our Safety, Health and Environmental Goals and are valued by the Communities in which we work.

## BOARD OF DIRECTORS

(As on May 2, 2014)

Mr. Subodh Bhargava - Chairman

Mr. B. D. Bodhanwala

Mr. Ram Prit Singh

Mr. Ranaveer Sinha

Mr. R. V. Raghavan

Mr. Dipankar Chatterji

Mr. Prasad R. Menon

Mr. Sudhir L. Deoras - Managing Director

## MANAGEMENT

(As on May 2, 2014)

Mr. Sudhir L. Deoras - Managing Director

Mr. Hemant C. Kharkar - Chief Operating Officer - CS

Mr. P. K. Tibdewal - Chief Operating Officer - BMHB

Mr. Ranjit Sanyal - Chief, Projects

Mr. Ashish Banerjee - Chief, Engineering

Mr. S. Brahma - Chief, Finance & Accounts

Mr. Tarun Kr. Srivastava - Company Secretary

## Registered Office

11, Station Road, Burmamines, Jamshedpur - 831 007

## Bankers

Axis Bank  
Bank of Baroda  
Canara Bank  
Central Bank of India

DBS Bank  
Dena Bank  
HDFC Bank  
IDBI Bank

Indian Bank  
IndusInd Bank

## Auditors

M/s Deloitte Haskins & Sells, Kolkata  
*Chartered Accountants*

## Cost Auditors

M/s Shome & Banerjee  
*Cost Accountants*

## Registrar & Transfer Agents

TSR Darashaw Pvt. Limited  
6 - 10, Haji Moosa Patrawala Ind. Estate  
Near Famous Studio, 20, Dr. E. Moses Road  
Mahalaxmi, Mumbai - 400 011

## Contents

Notice .....	3-16
Highlights.....	17
Directors' Report .....	18-23
Management Discussion and Analysis.....	24-25
Report on Corporate Governance .....	26-36
Funds Flow Statement.....	37
Summarised Balance Sheet and Statement of Profit and Loss .....	38
Auditors' Report .....	39-43
Balance Sheet .....	44
Profit and Loss Account.....	45
Cash Flow Statement .....	46
Notes forming part of the Financial Statements .....	47-85
Consolidated Financial Statement :	
Auditors' Report .....	86-87
Consolidated Balance Sheet.....	88
Consolidated Statement of Profit and Loss .....	89
Consolidated Cash Flow Statement.....	90
Notes forming part of the Financial Statements.....	91-122
Summary of Financial Information of Subsidiary Companies .....	123

51<sup>st</sup> Annual General Meeting will be held on Saturday, August 2, 2014 at the Auditorium of Shavak Nanavati Technical Institute, 'N' Road, Bistupur, Jamshedpur - 831 001 at 12:00 noon

Members are requested to kindly bring their copies of the Annual Report to the meeting.

# Notice

Notice is hereby given that the 51<sup>st</sup> Annual General Meeting of TRF Limited will be held at the Auditorium of the Shavak Nanavati Technical Institute, 'N' Road, Bistupur, Jamshedpur-831001, on Saturday, August 2, 2014 at 12 noon to transact the following business:

1. To receive, consider and adopt –
  - a) the Standalone Financial Statements of the Company for the year ended March 31, 2014 and the report of the Directors and Auditors thereon; and
  - b) the Consolidated Financial Statements of the Company for the year ended March 31, 2014 and the report of the Auditors thereon.
2. To appoint Auditors to hold office from the conclusion of this meeting till the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

## Special Business:

3. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Subodh Kr. Bhargava (DIN: 00035672), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from August 2, 2014 upto March 29, 2017."
4. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. B. D. Bodhanwala (DIN: 00097326), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from August 2, 2014 upto August 1, 2019."
5. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Ranaveer Sinha (DIN: 00103398), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from August 2, 2014 upto August 1, 2019."
6. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. R. V. Raghavan (DIN: 01754139), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from August 2, 2014 upto April 3, 2017."

7. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Dipankar Chatterji (DIN: 00031256), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from August 2, 2014 upto August 1, 2019.
8. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
“RESOLVED THAT Mr. Prasad R. Menon (DIN: 00005078), who was appointed in terms of Section 260 of the Companies Act, 1956 by the Board of Directors as an Additional Director of the Company with effect from August 2, 2013 and holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
9. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:  
“RESOLVED THAT in supersession of all earlier resolutions passed by the Company in this regard and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall deem to include any committee thereof) to borrow, at any time or from time to time, any sum or sums of monies which together with monies already borrowed by the Company apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business, exceeding the aggregate of paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs 200 crores;  
RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”
10. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:  
“RESOLVED THAT in supersession of all earlier resolutions passed by the Company in this regard and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall deem to include any committee thereof) to create such charges, mortgages, and hypothecations in addition to the existing charges, mortgages and hypothecation created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions, corporates, other entities/persons and trustees for holders of debentures/bonds/other instruments to secure borrowings of the Company availed / to be availed by way of rupee/foreign currency loans/borrowings provided that the total amount of such loans/borrowings shall not exceed at any time Rs. 200 crores;  
RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

11. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) , consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which shall deem to include any committees thereof) to contribute to bonafide charitable and other funds provided that the aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in section 181 or a sum of Rs 15 lakh, whichever is higher.”

12. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules there under, the Cost Auditors, M/s. Shome & Banerjee, having office at 5A, Nurulla Doctor Lane (West Range), 2nd Floor, Kolkata – 700 017, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid a consolidated remuneration of Rs. 2,50,000/- (excluding applicable taxes) and they shall also be entitled to re-imbursement of out of pocket expenses as may be incurred by them, if any, during the course of their assignment;

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

- b) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 12 above, are annexed hereto.

- c) The Board of Directors of your Company comprised of 8 directors of which 5 directors viz. Mr Subodh Kr Bhargava, Mr B. D. Bodhanwala, Mr Ranaveer Sinha, Mr R. V. Raghavan, Mr Dipankar Chatterji are Independent Directors who are not liable to retire by rotation in terms of Sections 149 and 152 of the Companies Act, 2013. Mr. Prasad R. Menon, being an Additional Director of the Company is not liable to retire by rotation at this AGM.

Further, Mr. Sudhir L. Deoras, appointed as Managing Director of your Company, is not liable to retire by rotation, as per terms of his appointment. Mr. R. P. Singh, being appointed as a non-executive director and whose term was liable to expire at this AGM, has ceased to be a director of the Company with effect from July 31, 2014. Hence, none of the directors are liable to retire by rotation at this AGM in pursuance with the provisions of the Companies Act, 2013.

- d) The relevant details of Directors seeking appointments/re-appointment under Item Nos. 3 to 8 above, as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.
- e) The Register of Members and Share Transfer books of the Company will remain closed from Thursday, July 17, 2014 to Wednesday, July 23, 2014 (both days inclusive).
- f) Shareholders holding shares in the physical form are requested to notify any change in their address/mandate/bank details / e-mail address to TSR Darashaw Private Limited, the Registrars and Transfer Agents, to facilitate better services. Pursuant to the relevant provisions of Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid/unclaimed dividend account of the Company is required to be transferred to the Investors Education and Protection Fund (IEPF) set up by the Government of India.
- g) Members, who have not yet encashed their dividend warrant for the financial year ended March 31, 2007 and onwards, are requested to make their claims to the Registrars & Transfer Agents of the Company without any delay. Members, who still have their holdings in physical form are requested to convert them into dematerialized form (under ISIN No. INE391D01019).
- h) Members are requested to register their e-mail addresses with the Company / Depository Participant to enable us to send you the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.
- i) SEBI vide its circular ref no. MRD/DoP/ Cir-05/2009 dated 20.05.2009 has clarified that for securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/RTA for registration of such transfer of shares irrespective of the amount of such transaction.  
  
All intended transferee(s) are, therefore, requested to furnish a self certified copy of their PAN Card along with the relevant transfer deed for registration of transfer of shares. Please note that the shares lodged for transfer without self certified copy of PAN Card of the transferee(s) shall be returned under objection.
- j) Members desirous of any additional information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
- k) Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.
- l) The Company has provided facility of e-voting to its members as prescribed under the Companies Act, 2013. The instructions for e-voting are annexed to this Notice.
- m) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- n) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Annual General Meeting.
- o) Voting through electronic means
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their rights to vote at the 51<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:



- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s):
- i) Open email and open PDF file Viz; "TRF Limited e-Voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii) Click on Shareholder – Login
  - iv) Put user ID and password as initial password/PIN noted in step(i) above. Click Login.
  - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - vii) Select "EVEN" of TRF Limited.
  - viii) Now you are ready for e-voting as Cast Vote page opens.
  - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pramodkumar.pcs@gmail.com](mailto:pramodkumar.pcs@gmail.com) or [evoting@trf.co.in](mailto:evoting@trf.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):
- i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (e Voting Event Number)	USERID	PASSWORD/PIN
------------------------------	--------	--------------
  - ii) Please follow all steps from Sl.No.A(ii) to Sl.No.A(xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 28th July, 2014 (9.00 a.m.) and ends on 29th July, 2014 (6.00 p.m.). During this period shareholders' of the company holding shares either in physical form or in dematerialized form, as on the cut-off date of 27<sup>th</sup> June, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 27<sup>th</sup> June, 2014.

- VII. Mr. Pramod Kumar Singh, Practising Company Secretary (Membership No. FCS 5878) of M/s P. K. Singh & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - IX. The results shall be declared on or after the AGM of the company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.trf.co.in](http://www.trf.co.in) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the company and communicated to the Stock Exchanges where the company's shares are listed.
- p) All documents referred to in the accompanying Notice and the Explanatory Statement and the Annual Report of financial year 2013-14 will be available on the Company's Corporate website [www.trf.co.in](http://www.trf.co.in) for download and also shall be open for inspection at the Registered Office of the Company, on all working days, except Saturdays, between 9.30 a.m. and 4.00 p.m. up to the date of this AGM.

By Order of the Board of Directors

*Registered Office:*

11, Station Road,  
Burma Mines,  
Jamshedpur – 831 007.

Tarun Kumar Srivastava  
Company Secretary

*May 2, 2014*