



Partners in Material Handling Solutions

TRUSTED RELIABLE INTEGRATED

59TH ANNUAL REPORT
2021-22

CAPABILITY | COMMITMENT | CUSTOMER CENTRICITY

Promoting Tata Values



Integrity



Pioneering



Unity



Responsibility



Excellence



Anti Bribery Anti
Corruption Policy



Prevention of Sexual
Harassment Policy



Gift and Hospitality
Policy



Prevention of Insider
Trading



Anti Money
Laundering Policy



3rd Party Ethics Helpline

Toll Free Number:
 **1800 102 0875**

Address:

P. O. Box No 71, DLF Phase 1, Qutub Enclave,
Gurgaon - 122002, Haryana, India

URL: www.in.kpmg.com/ethicshelpline/tslindia/

Email: tatasteel@ethicshelpline.co.in

Other Contacts

posh@trf.co.in (for concerns related to sexual harassment)

ethics.counsellor@trf.co.in (for concerns related to ethics)

Gift and Hospitality Policy

Applicability: All directors, officers, and employees of TRF Limited and their immediate family members, together with persons who perform services for or on behalf of the Company.

Gifts

Permitted:

- that is occasional including during festivals;
- the business purpose of which can be documented clearly;
- in all the above cases, the market value, of the gift should not exceed Rs. 3000/-.

Not Permitted:

- discounts made available to an individual that are not available to TRF Personnel generally;
- gifts being monetary in nature;
- gifts being given outside workplace;
- gifts in the form of non-cash benefit;
- any other form of undue advantage.

Hospitality

Permitted:

- is infrequent, rational and appropriate in the context of the business occasions;
- is related to a legitimate business purpose;
- is occasional and reasonable meetings over lunch or dinner;
- accommodation in certain regions where plants and factories are poorly-connected;
- hospitality as part of agreed contracts.

Not Permitted:

- is extravagant business entertainment;
- that which may be viewed as creating any affiliation of TRF or Tata brand;
- interaction in establishments not appropriate to conduct business;
- any other form of undue advantage.

Message from **Managing Director**

Dear Shareholders,

Greetings from TRF !

I am extremely happy to convey my best regards to all of you and sincerely pray for you, and your family's, health, safety, and well-being. As we progressively navigate towards normalising our lives, in the post-pandemic era, I urge everyone to continue observing necessary protocols and adhere to health & vaccination related guidelines, as issued from time to time.

During the year gone by, we endured two severe waves of the pandemic, which left behind a trail of unprecedented devastation and misery, impacting human lives, and having a distinctly destructive impact on businesses, economy, and financial health. Thankfully, the Government's sponsored mass vaccination program and other measures have effectively helped to mitigate the spread of the virus and restore normalcy.

The ongoing conflict in the European region is once again, further aggravating hardships in many forms – increasing geo-political tensions, straining trade relations, disrupting global supply chain, inducing supply shortages & commodity price increases, social unrests, and resultant economic & financial damages. In the backdrop of such adversities, the Company has demonstrated tremendous resilience and agility in responding to & overcoming the crises and performed remarkably well.

We re-calibrated our operations and projects activities and ensured continuity of operations by making all infrastructural arrangements and adopting Covid-appropriate protocols. Our efforts on sensitizing & encouraging employees, has culminated in 100 % vaccination. We continue to invest significant efforts on strengthening our Safety Excellence Journey, focusing on procedural aspects & policy interventions, infrastructure strengthening, competency building & behavioural improvements, and driven by a safety governance framework, which have helped us continue being a "Zero Fatality" Company.

Employees being a key stakeholder for any successful business enterprise, the Company is paying adequate attention on improving their morale, experience & engagement and undertaking several measures for talent retention & attraction, investing in capacity & capability building, and providing opportunities for career progression. Together, with the support of all employees, we ensured a very conducive and productive work environment.

Despite the continued qualms, fiscal 2021-22, was a fruitful year for the Company. After a gap of 5 years, our financial performance has seemingly turned around the corner, achieving positive EBITDA for the year. The Company also achieved a positive PAT in Q4, with a marked improvement in performance for the full year. This has been made possible through improvement in operational realisations, cost optimizations, financial restructurings, and new contracts.

The Company has been leveraging its core strength of Design & Engineering, Technical Services, Manufacturing, and Project Management, including Erection & Commissioning. While the Engineering group has been supporting the customers through design interventions and technical assistance in solving complex problems, the manufacturing operations has also demonstrated its technical competency by manufacturing many equipment for the first time.

The Projects business vertical has also made significant progress, which includes achieving contractual closure of NTPC Vindhyachal project; commissioning of 2nd & 3rd units of 660x3 MW NTPC Nabinagar Power Plant, and completion of material handling system at Nagarnar 3 mtpa Steel Plant, among others. The Company is working closely with its key customers, to achieve physical completion and contractual closure of all major projects and expedite liquidation of outstanding debtors.

Our strenuous focus on collections, cost and cash flow optimization, and diligent working capital management culminated in significant operational and business benefits, notable amongst them being, reductions in inventory, fixed overhead cost, bank guarantees, and debtor's liquidation, etc, which have helped in improving our liquidity position.

The Company's systems, processes and internal controls across functions are largely stabilized, with the adoption of Total Quality Management methodologies.

Going forward, we commit ourselves to be more agile and proactive in achieving Company's goals and creating consistent value for our stakeholders. The Company will concentrate on delivering value as part of its engagement with Tata Steel, through improved & effective utilization of its human capital and manufacturing resources, and expects better capital turnaround and cash flows, while mitigating its financial risks. We will continue our focus on strengthening safety & health; employee engagement & skill development; improving manufacturing capacity & capability; optimizing cost structure; expeditious closure of legacy projects and subsidiary restructuring. Strong impetus on ethical values, corporate governance, and compliance to statutory requirements will continue to remain our foundation pillars.

I would like to take this opportunity to thank all the employees of the Company for their commitment and seek shareholders support in securing a positive turnaround and sustainable growth in the coming days.

Best Regards

Alok Krishna



Value Addition Framework

Input Capital		
Financials	Borrowings	₹ 296 crore
	Net Fixed Assets	₹ 18 crore
	Cash and Cash Equivalent	₹ 0.63 crore
Intellectual	Design & Engineering Initiatives	i) Standardization ii) Design Improvements iii) Problem Solving iv) Technical Interventions v) Value Creation
	Capability Development	i) Knowledge Management ii) Technical Papers iii) Integrated Audit
Social and Relationship	CSR Commitment-1	Employee Volunteerism
	CSR Commitment-2	Health Awareness
	CSR Commitment-3	Other Engagements
Manufactured	Active Projects	8 Nos.
	Material and Sub Contractors Expense	₹ 38 crore
	Repair and Maintenance, Power, Fuel and Consumables Cost	₹ 4 crore
Human	Professional Deployment of Human Resource	332 Nos.
	Safety i) Initiatives ii) Observations	i) 22 Nos.; ii) 380 Nos.
	Good Governance & Conduct	Third Party Survey Score
	Skill Development and Training	~ 6200 Hours
Natural	Electricity Consumed (Manufacturing)	8.38 LKWH*
	Water Consumed	0.5 LKL**
	Applicable Statutes	Environment

* LKWH: Lakh Kilowatt Hour

** LKL: Lakh Kilo Litre

Output Capital

Financials	Total Income	₹ 148 crore
	EBITDA	₹ 18 crore
	Reduction in i) Net Debtors ; ii) Creditors	i) 28%; ii) 27%
	Reduction in Finance Cost	19%
	Reduction in BG Exposure	46%
	Improvement in PBT	70%
Intellectual	Design & Engineering Outcomes	i) Standardized Products/Systems : 24 Nos. ii) Improvements Undertaken : 10 Nos. iii) Solutions Provided : 13 Nos. iv) Technical Support : >700 Man days v) Value Generation : ₹ 3.75 crore
	Enhanced Capability	i) Knowledge Sessions : 24 Nos. ii) Technical Papers : 12 Nos. iii) Updated Processes : 15 Nos.
Social and Relationship	CSR Outreach	~1300 Hours
	Health Awareness Sessions	Mammography Camp - 02 Nos. Pranic Healing Session - 02 Nos. Covid-19 Vaccination Camp - 01 No.
	Wards Engagements	Career Counselling EduSport for Children
Manufactured	Number of Projects Completed	5 Nos.
	Delivery Units Shipped	₹ 42 crore
	Inventory Reduction	48%
Human	Revenue Generation from Resource Deployment	₹ 31 crore
	Safety :i) Fatalities ; ii) Loss Time Injury	i) Zero ; ii) 380 Nos.
	LBE Survey Score	90 (Out of 100)
	Effectiveness of Skill Development	Career Progression: Officer: 26%; Graded: 32% Number of Job Rotations: 89 Nos. Employee Engagement Survey Score 3.8/5
Natural	Material Yield Improvement	> 4%
	Reduction in Electrode Consumption	> 20% per Ton
	Utilization of Repurposed Material	> ₹ 3 crore
	Retrieval and Utilization of Steel Scrap	> 500 Ton
	Compliance to Environmental Statutes	100%

Business Performance, Strategy & Outlook

Risks and Opportunities

- Contract closure delays and Commercial Settlement leading to uncertainty in recovering retention amount.
- Companies' limitations (financially and capability wise) to participate in reasonably sized tenders.
- Talent retention is a challenge due to emerging job opportunities in the market
- Losing market share to SME/MSME on generic or spares business
- Significant growth opportunities in the Steel sector especially from Tata Steel's expansion projects
- Value creation through optimal & rational usage of existing assets.

Strategy and Resource Allocation

- Effective utilization of manufacturing capacities and deployment of key human capital in areas of Design & Engineering, Project Management, and other Support Services.
- Opportunity of partnering with Tata Steel Limited for its growth projects and operation & maintenance (O & M) services.
- Capacity and Capability building of Human Resources & Manufacturing assets.
- Expeditious completion and closure of balance legacy projects.
- Focus on liquidation of Debtors.

Key Business Activities

- Design and Engineering of Bulk Material Handling System
- Manufacturing of Products and Equipment
- Project Management: Erection & Commissioning of Material Handling Systems
- Life Cycle Services including Health Assessment & Technical Services, Operation & Maintenance Services, Spares and Solutions.

Key Performance

- Zero Fatality
- Statutory Compliance – nearly 100%
- Stabilized Processes, Systems and Internal Controls
- Established Governance & Conduct
- Completion of 05 Projects
- Total Income from Operations: ₹ 148 crore
- Improved EBITA: ₹ 18 crore
- Improved PBT: 70%
- Reduction in Debtor: 28%
- Reduction in Creditors: 27%
- Reduction in Bank Guarantee: 46%

Outlook

- Significant improvements & growth is expected in core sectors (Steel, Mining and Power etc), which will have a cascading effect on all associated sectors like material handling OEMs and demand for Project Management/Construction Services.

External Environment

- Intermittent waves of COVID-19 pandemic continue to pose significant threat to business sustenance.
- Geo-political conflicts in Europe continues to cast considerable uncertainty around economic growth.
- Opportunity in organic growth of Tata Steel vis-a-vis Project Management, Design & Technical Services and Manufacturing Services.

Corporate Information

Board of Directors

Mr. T.V. Narendran - Chairman
(Non-Executive, Non-Independent)

Mr. Ranaveer Sinha
(Independent Director)

Mr. Sabyasachi Hajara
(Independent Director)

Ms. Ramya Hariharan
(Independent Director)

Mr. Krishnava Dutt
(Independent Director)

Dr. Ansuman Das
(Independent Director)

Mr. Koushik Chatterjee
(Non-Executive, Non-Independent)

Mr. Avneesh Gupta
(Non-Executive, Non-Independent)

Mr. Alok Krishna
(Managing Director)

Company Secretary

Mr. Prasun Banerjee

Chief Financial Officer

Mr. Anand Chand

Statutory Auditors

M/s Price Waterhouse &
Co Chartered Accountants LLP

Board Committees

Audit Committee

Mr. Krishnava Dutt - Chairman

Mr. Ranaveer Sinha

Dr. Ansuman Das

Mr. Koushik Chatterjee

Nomination and Remuneration Committee

Mr. Sabyasachi Hajara - Chairman

Mr. T.V. Narendran

Mr. Ranaveer Sinha

Stakeholders Relationship Committee

Mr. Ranaveer Sinha - Chairman

Ms. Ramya Hariharan

Mr. Alok Krishna

Corporate Social Responsibility Committee

Dr. Ansuman Das - Chairman

Mr. Koushik Chatterjee

Mr. Alok Krishna

Corporate Identity Number (CIN)

CIN: L74210JH1962PLC000700

Registered Office

11, Station Road, Burmamines
Jamshedpur - 831007

Phone: 91 657 2345727

Fax: 91 657 2345715

E-mail: comp_sec@trf.co.in

Website: www.trf.co.in

Registrars and Transfer Agents

TSR Consultants Private Limited

C-101, 1st Floor, 247 Park,

Lal Bahadur Shastri Marg,

Vikhroli (West),

Mumbai - 400083

Tel. no: +91 8108118484

Fax: (022) 6656-8494

E-mail: csg-unit@tcplindia.co.in

Website: <https://www.tcplindia.co.in>

TRF LIMITED

Fifty Ninth Annual Report 2021-22

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59th Annual General Meeting of TRF Limited will be held on Tuesday, August 30, 2022 at 3:00 p.m. (IST)
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Notice

Notice is hereby given that the 59th Annual General Meeting of the Members of TRF Limited will be held on Tuesday, August 30, 2022 at 3:00 p.m. (IST) through Video Conferencing / Other Audio-Visual Means, to transact the following businesses:

A. Ordinary Business:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of the Auditors thereon.

3. Re-appointment of a Director

To appoint a Director in the place of Mr. T.V. Narendran (DIN: 03083605), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

4. Re-appointment of a Statutory Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants having Firm Registration No. 304026E/E300009, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term commencing from the conclusion of this Annual General Meeting till the conclusion of the 64th Annual General Meeting of the Company to be held in the year 2027, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

B. Special Business:

5. Ratification of Remuneration of Cost Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 3.50 lakh (Rupees three lakh and fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s Shome & Banerjee, Cost Accountants, (Firm Registration Number - 000001), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Approval of Material Related Party Transaction(s) with Tata Steel Limited-Financial Transactions

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), the applicable provisions of the Companies Act, 2013 (**‘Act’**), if any read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval 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 be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to enter into, contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Tata Steel Limited (**‘TSL’**), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and TSL, for availing non-fund based banking facility/ies, for an aggregate value of upto ₹ 150 crore (Rupees one hundred and fifty crore only) of TSL, for a period of 3 years, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/Regulatory Authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (**‘Act’**) setting out material facts concerning the businesses with respect to Item Nos. 4 to 6 forms part of this Notice. Additional information, pursuant to Regulations 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**) and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (**‘Meeting’** or **‘AGM’**) is furnished as an Annexure to the Notice.
2. In view of the ongoing COVID-19 pandemic and pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as **‘MCA Circulars’**), the Company is convening the 59th AGM through Video Conferencing (**‘VC’**) or Other Audio-Visual Means (**‘OAVM’**), without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 11, Station Road, Burmahines, Jamshedpur- 831007, which shall be deemed venue of the AGM.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE**