



TRF LIMITED

June 13, 2024

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai - 400 001.
Maharashtra, India.
Scrip Code: **505854**

The Manager, Listing Department National
Stock Exchange of India Limited Exchange
Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.
Maharashtra, India.
Symbol: **TRF**

Dear Madam, Sir(s),

Appointment/Re-appointment of Directors

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board') of TRF Limited ('the Company') has today, i.e., June 13, 2024 unanimously approved the following:

1. Appointment of Independent Directors

The Board at its meeting held today, i.e., June 13, 2024 has approved appointment of Dr. Pingali Venugopal (DIN: 05166520) and Dr. Sougata Ray (DIN: 00134136) as an Additional Directors (Non-Executive, Independent) effective June 14, 2024 to hold office of Director up to the date of the ensuing Annual General Meeting of the Company. Further, the Board has approved the appointment of Dr. Venugopal as an Independent Director of the Company, for the first term commencing from June 14, 2024 through May 10, 2028 and Dr. Ray as an Independent Director of the Company for a term of 5 (five) consecutive years, effective June 14, 2024 through June 13, 2029, subject to the approval of the Shareholders of the Company.

There are no *inter-se* relations between Dr. Venugopal, Dr. Ray and the other members of the Board. Further, Dr. Venugopal and Dr. Ray are not debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The details in respect of Dr. Pingali Venugopal and Dr. Sougata Ray are enclosed herewith in **Annexure A**



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2. Re-appointment of Independent Directors

Ms. Ramya Hariharan (DIN: 06928511) and Mr. Krishnava Dutt (DIN: 02792753) were appointed as Independent Directors of the Company by the Shareholders at the 57th Annual General Meeting of the Company held on September 18, 2020. The appointment was for a period of 5 years, i.e., from September 19, 2019 through September 18, 2024 and October 15, 2019 through October 14, 2024, respectively.

The Board at its meeting held today, i.e., June 13, 2024, has approved re-appointment of Ms. Ramya Hariharan and Mr. Krishnava Dutt as an Independent Directors of the Company, for a second term of 5 (five) consecutive years, effective September 19, 2024 through September 18, 2029 and October 15, 2024 through October 14, 2029, respectively, subject to the approval of the Shareholders of the Company.

There are no *inter-se* relations between Ms. Hariharan, Mr. Dutt and the other Members of the Board. Further, Ms. Hariharan and Mr. Dutt are not debarred from holding office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The details in respect of Ms. Ramya Hariharan and Mr. Krishnava Dutt are enclosed herewith in **Annexure B**

The Board meeting commenced at 2:30 p.m. (IST) and concluded at 3:20 p.m. (IST).

The above announcement is also being made available on the website of the Company at www.trf.co.in

This disclosure is being made pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Yours faithfully,

TRF LIMITED

Prasun Banerjee
Company Secretary



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Annexure-A

Details pertaining to the appointment of Dr. Pingali Venugopal as an Additional Director (Non-Executive, Independent) of TRF Limited are given below:

S.N.	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointed as Additional Director (Non-Executive, Independent)
2	Date of appointment/cessation (as applicable) & term of appointment;	<p>Dr. Pingali Venugopal has been appointment as an Additional (Non-Executive, Independent) effective June 14, 2024, to hold office of Director up to the date of the ensuing Annual General Meeting of the Company.</p> <p>Further, he is appointed as an Independent Director of the Company to hold office for the first term effective June 14, 2024 through May 10, 2028, subject to the approval of the Shareholders of the Company.</p>
3	Brief profile	<p>Dr. Pingali Venugopal has rich experience of over four decades in research, academia and marketing. He has been a professor at XLRI, Jamshedpur since 1994 and the Dean of the institute from 2004 to 2010. He has also been a visiting faculty to leading institutes in India including the Indian Institutes of Management in Ahmedabad, Lucknow, Kolkata, Ranchi, Kashipur, Visakhapatnam and Indore and international Institutes including American University of Armenia and Educatiss University Switzerland. He has also been inducted as a co-trainer for programmes done by Indo- US-Africa Trilateral co-operation on food security for functionaries from Kenya, Malawi and Liberia.</p> <p>Prior to joining academics, he worked in the marketing department of Coromandel Fertilisers and Nagarjuna Fertilisers and Chemicals Ltd for a period of 10 years. He has published 8 books and several articles in leading international journals. European Scientific Research Journal has recognized him with the prestigious Distinguished Scholar Award for 2021.</p> <p>Dr. Venugopal is presently on the Boards of Jamipol Limited and Medica TS Hospital Pvt Ltd.</p>
4	Disclosure of Relationships between directors (in case of appointment of a director).	There are no <i>inter-se</i> relations between Dr. Venugopal and the other Members of the Board of the Company.

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Details pertaining to the appointment of Dr. Sougata Ray as an Additional Director (Non-Executive, Independent) of TRF Limited are given below:

S.N.	Particulars	Descriptions
1	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointed as Additional Director (Non-Executive, Independent)
2	Date of appointment/ cessation (as applicable) & term of appointment;	<p>Dr. Sougata Ray has been appointed as an Additional Director (Non-Executive, Independent) effective June 14, 2023 to hold office of Director up to the date of the ensuing Annual General Meeting of the Company.</p> <p>Further, he is appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years effective June 14, 2024 through June 13, 2029, subject to the approval of the Shareholders of the Company.</p>
3	Brief profile	<p>Dr. Sougata Ray is Thomas Schmidheiny Chair, Professor of Strategy and Entrepreneurship Practice, and Executive Director of the Thomas Schmidheiny Centre for Family Enterprise at Indian School of Business. Earlier he served at Indian Institute of Management Calcutta for over two decades as a Professor of Strategic Management and held top leadership responsibilities as a member of the Board of Governors and Dean. He has been a visiting scholar at several globally renowned business schools around the world. He also served as a senior level executive in Infosys Technologies Limited in a strategic role as General Manager & Head of Innovation Lab having the responsibility to spearhead the innovation initiatives and incubate the innovation services practice. He is an alumnus of Indian Institute of Management, Ahmedabad and Indian Institute of Engineering, Science and Technology, Shibpur.</p> <p>He has developed deep insight into strategy, innovations, entrepreneurship, international business, corporate sustainability, digital transformation, and corporate governance of firms in high growth economies through intense academic research, consulting and varied corporate and start-up experiences. He has over two decades of board-level experience and served as a</p>

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		<p>member of the boards of multiple Indian Oil and Tata Group companies and has the distinction of chairing all statutory board committees. He has been an advisor to many medium and large corporations, family businesses and start-ups, and a Principal Consultant to leading International Development Agencies.</p> <p>Dr. Ray is one of the most prolific and cited homegrown strategy scholars in India with over 150 research papers, monographs, book chapters, case studies and teaching notes. He has been publishing regularly in top tier international journals and presenting at prestigious peer-reviewed international conferences. He has held editorial positions in leading management journals and has been a recipient of several researches, teaching and other professional awards.</p>
4	Disclosure of Relationships between directors (in case of appointment of a director).	There are no <i>inter-se</i> relations between Dr. Ray and the other Members of the Board of the Company.



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Annexure B

Details pertaining to the re-appointment of Ms. Ramya Hariharan as a Non-Executive, Independent Director of TRF Limited are given below:

S.N.	Particulars	Descriptions
1	Reason for change viz. re-appointment, resignation, removal, death or otherwise;	Re-appointment of Ms. Ramya Hariharan as a Non-Executive, Independent Director of the Company.
2	Date of re-appointment/ cessation (as applicable) & term of appointment;	Ms. Ramya Hariharan has been re-appointment as Non-Executive, Independent Director, for a second term of 5 (five) consecutive years effective September 19, 2024 through September 18, 2029, subject to the approval of Shareholders of the Company.
3	Brief profile	<p>Ms. Ramya Hariharan is the founder of Citadel Law Chambers. She is a seasoned lawyer with over 20 years of experience. Her area of expertise includes, general corporate, mergers and acquisitions, banking and finance, insolvency and restructuring, projects and dispute resolution.</p> <p>She is also a qualified company secretary. She has worked in several leading law firms in the country, including in Shardul Amarchand Mangaldas and as a partner with Argus Partners and HSA Advocates before setting up Citadel Law Chambers.</p> <p>Ms. Hariharan has been listed among top 100 lawyers in the Forbes Legal Powerlist 2021 and 2022. Her firm Citadel Law Chambers has been recognised as a leading law firm (City Focus) and she has been recognised as leading individual (City Focus) by Legal 500 Asia Pacific 2023. She has also been listed as one of the 10 women legal consultants by CEO Insights.</p>
4	Disclosure of Relationships between directors (in case of appointment of a director).	There are no <i>inter-se</i> relations between Ms. Hariharan and the other Members of the Board of the Company.

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Details pertaining to the re-appointment of Mr. Krishnava Dutt as a Non-Executive, Independent Director of TRF Limited are given below:

S.N.	Particulars	Descriptions
1	Reason for change viz. re-appointment, resignation, removal, death or otherwise;	Re-appointment of Mr. Krishnava Dutt as a Non-Executive, Independent Director of the Company.
2	Date of appointment/ cessation (as applicable) & term of appointment;	Mr. Krishnava Dutt has been re-appointment as Non-Executive, Independent Director, for a second term of 5 (five) consecutive years effective October 15, 2024 through October 14, 2029, subject to the approval of Shareholders of the Company.
3	Brief profile	<p>Mr. Krishnava Dutt has an extensive experience in corporate commercial practice including mergers and acquisitions, private equity, banking and finance and commercial disputes. He is currently the Managing Partner of Argus Partners.</p> <p>Mr. Dutt has closely worked with several large corporate groups, investors, private equity funds and renowned banks and financial institutions. He has also worked closely with both the central and state governments in India while advising several transactions including disinvestments of public sector undertakings and framing of policies.</p> <p>He has been identified by India Business Law Journal as one of India's top 100 lawyers and has been mentioned amongst the India A-List lawyers of 2017, 2018 and 2019.</p> <p>RSG Consulting (London) has identified Mr. Dutt as being amongst the leading second generation of Indian corporate lawyers. Chambers and Partners has identified Mr. Dutt as a leading lawyer in India. IFLR1000 2020 rankings have identified Mr. Dutt as 'Highly Regarded' in M&A.</p>
4	Disclosure of Relationships between directors (in case of appointment of a director).	There are no <i>inter-se</i> relations between Mr. Dutt and the other Members of the Board of the Company.

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