



SECY/S.E./L.A./2023-24

September 05, 2023

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001.

Dear Sirs,

SCRIP CODE : 506854

Sub: Notice of 49th Annual General Meeting to be held on 27th September 2023

Ref: Regulation 44 of SEBI (LODR), Regulations, 2015.

We wish to inform that the 49th Annual General Meeting of the Company will be held on Wednesday, the 27th September, 2023 at 11.30 A.M. through Video Conference ('VC') & Other Audio-Visual Means ('OAVM') deemed to be held the Register Office at No.14, SIPCOT Industrial Complex, Kudikadu, Cuddalore – 607 005 in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

We have enclosed the Annual Report for the year 2022-23 including the Notice to the 49th Annual General Meeting (AGM).

The Notice of 49th AGM and the Annual Report for the financial year ended 31st March 2023 have also been uploaded on the Company's website www.tanfacs.com

Kindly take note of the same in your records.

Thanking you.

Yours faithfully,
for **TANFAC Industries Limited**

(H.Narayanarao)
Company Secretary

TANFAC INDUSTRIES LIMITED

(Joint Sector Company with TIDCO and Anupam Rasayan India Ltd.)

Registered Office & Factory: 14, SIPCOT Industrial Complex, Cuddalore - 607 005, Tamil Nadu, India

Tel: + 91 4142 239001 - 05 | Fax: +91 4142 - 239008 | Website : www.tanfacs.com

Chennai Office: Oxford Centre, 1st Floor, 66, Sir C P Ramaswamy Road, Alwarrrpet, Chennai - 600 018, Tamil Nadu, India

Tel.: +91 44 2499 0451 / 0561 / 0464 | Fax: +91 44 2499 3583

GST : 33AAACT2591A1ZU | CIN: L24117TN1972PLC006271

Notice of the 49th Annual General Meeting

NOTICE is hereby given that the 49th Annual General Meeting (AGM) of TANFAC INDUSTRIES LIMITED will be held on Wednesday, the 27th day of September 2023, at 11.30 AM through Video Conference (VC)/Other Audio-Visual means (OAVM), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend of 65% i.e, ₹ 6.50/- per equity share of face value of ₹ 10/- each for the financial year ended 31st March, 2023.
3. To appoint a director in place of Mr. Afzal Harunbhai Malkani, (DIN: 07194226) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration to Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all 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 thereof for the time being in force), the remuneration payable to the Cost Auditor, viz., Mr. N. Krishna Kumar (Membership No.27885 and Firm Registration No. 100814), appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2023-24, amounting to 70,000/- (Rupees Seventy Thousand only) in connection with the above said audit, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To approve re-appointment of **Mr. K. Sendhil Naathan (DIN: 08850046) as Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/ or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 (including any amendment(s), variation(s), statutory modifications and/or re-enactment(s) thereof for the time being in force) and the provision of Articles of Association of the Company, approval of the members be and is hereby accorded for the re-appointment of Mr. K.Sendhil Naathan (DIN: 08850046) as Managing Director of the Company with effect from 27th August, 2023, for a period of 18 months upto 26th February 2025, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act read with Schedule V, with the liberty to the Board of Directors (including any Committee of the Board of Directors), to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit, in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible by law, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose directorship is liable to retirement by rotation and to give effect to such modification(s), relaxation(s) or variation(s) without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement annexed to this Notice shall form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. K. Sendhil Naathan (DIN: 08850046) during his tenure as Managing Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

By Order of the Board
for **TANFAC Industries Limited**

H.Narayanarao
Company Secretary

Place: Cuddalore
Date: 17th August, 2023

Notes:

1. The Ministry of Corporate Affairs vide its Circular No. 10/2022 dated 28th December, 2022 read with Circular No. 02/2022 dated 5th May, 2022 read with Circular No.21/2021 dated 14th December, 2021 read with Circular No.02/2021 dated 13th January, 2021 read with Circular No. 20/2020 dated 5th May, 2020, Circular No.14/2020 dated 08th April, 2020 read with Circular No.17/2020 dated 13th April, 2020 allows conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is appended herewith and also available at the Company's website www.tanfac.com.
2. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. 14, SIPCOT Industrial Complex, Kudikadu, Cuddalore 607 005 which shall be the venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st September 2023 to Wednesday, 27th September, 2023 (both days inclusive) for the purpose of AGM and determining the entitlement of the shareholders to the final dividend for the financial year 2022-23.
4. Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 (SS-2) with respect to the Directors seeking re-appointment at the forth coming Annual General Meeting is appended to this Notice.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
7. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, Members holding shares in physical form are requested to provide/update bank account details to the Registrar and Share Transfer Agent or Company.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
9. (i) Pursuant to the Income Tax Act, 1961 and Rules made thereunder, with effect from 01st April, 2020 Dividend income is taxable in the hands of shareholders under current tax law and the Company is required to deduct tax at source (TDS) from same at the prescribed rates. There will be no TDS from dividend payable to a resident individual shareholder, if the total dividend to be received during FY 2023-24 from the Company does not exceed ₹ 5000/-
(ii) A resident individual shareholder with PAN who is not liable for income tax can submit declaration in Form 15G/15H as applicable to avail the benefit of non-deduction of tax. In case their PAN is not registered (with their Depository Participants (DPs) in the case of demat holding and with the RTA for physical holding), TDS would be at a higher rate of 20% Non-resident shareholders can avail beneficial rates under applicable Tax Treaty subject to furnishing Form-10F and providing necessary documents.
(iii) Form 15G/15H or Form 10F can be filed online with the RTA through their link <https://www.integratedindia.in/ExemptionFormSubmission.aspx>. These can also be downloaded from the Company website, duly completed, signed and scanned and emailed to the RTA at kalyan@integratedindia.in or tanfac.invreln@anupamrasayan.com on or before 20th September, 2023. You may visit the Company's website at www.tanfac.com for all the relevant details and to download the necessary forms
(iv) Members who have not encashed their dividend pertaining to the dividend declarations as mentioned in the below table are advised to write to the Company/RTA immediately claiming the dividends declared by the Company. The details of unpaid dividends that are due for transfer to Investor Education and Protection Fund (IEPF) along with due dates are furnished below. As per Section 124(6) of the Companies Act, 2013 ("Act"), all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more

DIVIDEND RELATED INFORMATION:

6. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors in their meeting held on 21st April 2023, if declared at the Meeting, will be paid within the time prescribed under law, to those Members whose name appear on the Register of Members as on 20th September, 2023. The dividend for the shares held in dematerialized form, will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

shall be transferred by the Company to the name of IEPF. The shareholders are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the IEPF Rules, 2016.

Sl. No	Nature of Dividend	Date of Declaration of Dividend	Due Date for Transfer to IEPF on
1	Interim Dividend	13 th August, 2021	16 th September, 2028
2	Final Dividend	26 th September, 2022	01 st November, 2029

10. In terms of the extant provisions of IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the dividend declarations as mentioned in the above table on the website of Ministry of Corporate Affairs and also in the Company's Website www.tanfac.com

Procedure for claiming the shares and unclaimed Dividend amounts from IEPF Authority is given at the end of this Notice of 49th Annual General Meeting.

11. Mandatory furnishing of PAN, KYC details & Nomination by holders of Physical Securities:

As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI through its Circular dated 16th March, 2023 in super session of its earlier Circulars dated 3rd November, 2021 and 14th December, 2021 provides revised common and simplified norms for processing investor's service request by RTAs and norms for mandatory furnishing of PAN, KYC details and Nomination including the fillable Forms are hosted on the Company's Website www.tanfac.com under "Investor". In this connection, the Company has issued reminder letters to all shareholders holding shares in physical, who have not updated any of the above said details. The RTAs shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details are received. It is also to be noted that the Folios of holders of physical shares wherein any of the above cited documents/details are not available on or after 1st October, 2023, particular folio shall be frozen by the RTA and with effect from 1st April, 2024 any dividend payment with respect to such frozen folios will be only through electronic mode only upon complying with the requirements of updation of all the details by the Investor as said above. Further, such frozen folios would be referred under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

12. Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 25th January, 2022, any request for effecting transfer, transmission or transposition of shares will be processed only in demat form. Therefore, the Company advises you

to take steps for dematerializing your shareholding in the Company.

13. The Company had already sent individual communication to the concerned shareholders by Registered Post, in this regard. The details are also available on the Company's website www.tanfac.com. No claim shall lie against the Company in respect of these shares post their transfer to IEPF. The shareholders will be able to claim these shares only from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in. The Company had so far transferred 3,48,130 shares (4,512 shareholders) as per above Rules.
14. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the members in electronic mode. Members can send an e-mail to tanfac.cosecy@anupamrasayan.com requesting for inspection of the Registers.
15. 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 his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
16. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date i.e. Wednesday, 20th September, 2023 only shall be entitled to avail of the remote e-voting facility as well as voting in the AGM
18. The business set out in the Notice will be transacted through an electronic voting system and the Company is providing the facility for voting by electronic means. The details of e-voting procedure are given under Note No. 27.
19. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of Board Resolution duly authorizing their representative to our Registered Office to attend and to vote on their behalf at the meeting.
20. The shareholders can also access the Annual Report 2022-23 of the Company circulated to the Members and other information about the Company on the Company's website, i.e., on www.tanfac.com and on websites of BSE Limited on which the Company's shares are listed viz., www.bseindia.com
21. Members holding their shares with multiple folios in physical mode in identical names or joint holding in the same order of names are requested to send their

Share Certificates with a request to our Registrar and Transfer Agent (RTA) viz., M/s. Integrated Enterprises (India) Limited, Kences Towers, Second Floor, No.1, Ramakrishna Street, Off. North Usman Road, T. Nagar, Chennai – 600 017 for consolidation. All documents relating to share transfer, transmission, change of address, change of bank account details may be sent to our above RTA.

22. Members desirous of obtaining any information as regards Accounts and Operations of the Company are requested to write at least one week before the meeting so that the same could be complied in advance.
23. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as pursuant to SEBI norms, with effect from 1st April 2019, share transfers cannot be effected in physical form.
24. Members holding shares in physical form can avail of the nomination facility by filing Form SH-13 (in duplicate) with the Company's Registrar and Share Transfer Agents which will be made available on request and in the case of shares held in dematerialized form, the nomination has to be lodged with their Depository Participant.
25. As on 31st March, 2023, 97.06% of the Company's shares have been dematerialized. Members, who have not yet dematerialized their shares, at their own interest, may please get their shares dematerialized to avail the benefits of electronic holding/trading.
26. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 5th January, 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and Annual Report has been uploaded on the website of the Company at www.tanfac.com. The Notice can also be accessed from the website of the Stock Exchange i.e. Bombay Stock Exchange Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the VC/OAVM facility, Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. For any communication, the shareholders may also send requests to the Company's investor email id: tanfac.inverln@anupamrasayan.com.
27. Voting Through Electronic Means Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management

and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated 28th December, 2022 read with 5th May, 2022, 14th December, 2021, 13th January, 2021, 5th May, 2020, 8th April, 2020 and 13th April, 2020, the Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

Mrs. Kalyani Srinivasan, Practicing Company Secretary (FCS No 5854 & C.P.No. 3109) has been appointed as the Scrutinizer to scrutinise the e-voting (Insta Poll) during the AGM and remote e-voting process in a fair and transparent manner.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

(i) The voting period begins on 24th September, 2023 (Sunday) 9.00 a.m. and ends on 26th September, 2023 (Tuesday) 5.00 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 (record date) of 20th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-Voting

facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form**.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for TANFAC INDUSTRIES LIMITED to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same with a copy to email address cskalyanisrinivasan@gmail.com.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address cskalyanisrinivasan@gmail.com and to the Company at the email address tanfac.invreln@anupamrasayan.com, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further the shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at tanfac.invreln@anupamrasayan.com. The shareholders who do not wish to speak during the AGM but have queries may e-mail their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number, etc. at tanfac.invreln@anupamrasayan.com. These queries will be replied by the Company suitably.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or at toll free no.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no.: 1800 22 55 33.

20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tanfac.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board
for **TANFAC Industries Limited**

H.Narayanarao
Company Secretary

Statement Pursuant to Section 102(1) of the Companies Act, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to Items 3 to 5 mentioned in the accompanying Notice.

ITEM NO. 4

On the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 21st April, 2023, had appointed Mr. N. Krishna Kumar, Cost Accountant (Membership No.27885), as the Cost Auditor of the Company for the Financial Year 2023-24 at a remuneration of ₹ 70,000/- (Rupees Seventy Thousand only) besides out of pocket expenses, if any, at actual.

As per Section 148 of The Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company at their Annual General Meeting. In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends the Ordinary Resolution as set out in Item No.4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel OR their relatives are in any way interested in the said resolution of the Notice.

ITEM NO. 5

Mr. K. Sendhil Naathan (DIN: 08850046) was appointed as Managing Director of the Company w.e.f 27th August, 2020 for three years upto 26th August, 2023.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company have re-appointed Mr. K. Sendhil Naathan (DIN: 08850046) as Managing Director under Section 196 of the Companies Act, 2013 with effect from 27th August, 2023 subject to consent by the Members of the Company at the ensuing Annual General Meeting and holds the office up to the date of ensuing Annual General Meeting of the Company.

The Board recommends this resolution for approval by the Members of the Company as Special Resolution. It is further proposed to re-appoint Mr. K. Sendhil Naathan (DIN: 08850046) as Managing Director of the Company (as defined under Section 2(54) of the Companies Act, 2013) and pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and within the applicable provision of Schedule V of The Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of Articles of Association for a period of 18 months from 27th August, 2023 to 26th February, 2025. The Board of Directors of the Company in their meeting held on 17th August, 2023, on the recommendation of the Nomination and Remuneration Committee have approved the re-

appointment of Mr. K. Sendhil Naathan as Managing Director of the Company for a period of 18 months from 27th August, 2023 to 26th February, 2025 .

During his tenure Mr. K. Sendhil Naathan will draw remuneration from the Company as set out below:

A. Remuneration:

- a) Basic Salary ₹ 4,50,833/- (Rupees Four Lakhs Fifty Thousand Eight Hundred and Thirty Three Only) per month with such increments as the Board/NRC may decide from time to time
- b) Special Allowance ₹ 4,48,410/- (Rupees Four Lakhs Fourty Eight Thousand Four Hundred and Ten Only) per month with such increments as the Board/NRC may decide from time to time. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- c) Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as per Company Policy for Senior Employees.
- d) Long-term Incentive Compensation (LTIC) including applicable to Senior Employees of the Company and/or any other Incentive applicable to Senior Employees of the Company, in such manner and with such provisions as may be decided by the Board/NRC, considering the above.

B. Perquisites:

- (a) Housing: Free semi-furnished accommodation or HRA of ₹ 1,80,333/- (Rupees One Lakh Eighty Thousand Three Hundred and Thirty Three Only) per month in lieu of Company provided accommodation.
- (b) Medical Expenses or Allowance Reimbursement: Medical Allowance ₹ 1,250/- (One Thousand Two Hundred and Fifty Only) per month as per Company policy. In addition, Reimbursement of expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- (c) Leave Travel Expenses: Leave Travel Expenses/Allowance for self and family in accordance with the policy of the Company (LTE/LTA Per Annum will be equal to One Month Basic Salary).
- (d) One car for use of Company's Business as per Company Car policy or Allowance of ₹ 1,02,505/- (Rupees One Lakh Two Thousand Five Hundred and Five Only) per month, including car operating expenses.
- (e) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company.
- (f) Uniform Maintenance Allowance ₹ 800/- (Rupees Eight Hundred Only) per month as per Company policy.

- (g) Education Allowance ₹ 200/- (Rupees Two Hundred Only) per month as per Company policy.
- (h) Leave and encashment of leave. As per the policy of the Company
- (i) Personal accident Insurance Premium. As per the policy of the Company.
- (j) Contribution towards Provident Fund (12% of Basic Salary per month) and Superannuation Fund or Annuity Fund or National Pension Scheme (15% of Basic Salary per month), as per policy of the Company.
- (k) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.
- (l) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Employees of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board, on the recommendation of Nomination and Remuneration Committee, from time to time decide.

Annual remuneration review is effective 1st April each year, as per policy of the Company.

- D. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Employees of the Company from time to time. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. K. Sendhil Naathan, will be considered as continuous service with the Company from the date of his joining.

The Board recommends the SPECIAL Resolution as set out in item no.5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. K.Sendhil Naathan are in any way interested in the said resolution of the Notice.

By Order of the Board
for **TANFAC Industries Limited**

Place: Cuddalore
Date: 17th August, 2023

H.Narayanarao
Company Secretary

PARTICULARS OF THE DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 (SS-2)

Name of the Director	Mr. Afzal Harunbhai Malkani (DIN: 07194226)	Mr. K.Sendhil Naathan (DIN: 08850046)
Date of Birth	15 th April, 1979	6 th September, 1961
Date of Appointment/ Re-appointment	11 th March, 2022	27 th August, 2023 (subject to Member's approval in the AGM)
Brief Resume - Qualification	B.Com & CA	M.Tech., MBA
Expertise in Specific Functional Areas	Mr. Afzal Malkani is a qualified as a Chartered Accountant from the Institute of Chartered Accountants of India and holds a bachelor's degree in commerce from South Gujarat University, Surat. He had joined Anupam Rasayan India Limited (a chemical manufacturing entity listed in March 2021 on BSE & NSE) in 28 th October, 2005 and was appointed as its Chief Financial Officer with effect from 1 st December, 2014. He has experience in corporate financing, fund raising from banks, financial institutions, private equity, treasury management, business development, mergers & acquisitions and has been heading the accounts, finance, debt management, investor relations etc. He had led the IPO of size ₹ 760 crores of Anupam Rasayan India Limited in 2020-21 .	Mr. K. Sendhil Naathan, Managing Director of the Company since August 2020, has MTech in Polymer Science from IIT Kharagpur and MBA from University of Leicester, UK. He has over 35 years of experience in chemical industry and has extensive knowledge of the market of fluorine industry. He has been with TANFAC for the past 13 years and has been one of the persons instrumental in the turnaround & growth of the Company in the last 9 years.
Other Directorships in Listed Companies	Nil	Nil
Listed entities from which resigned in the past three years	Nil	Nil
Memberships/Chairmanships of Committees in Listed Companies	Committee Membership: TANFAC Industries Limited: i) Audit Committee ii) Nomination and Remuneration Committee	Nil
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company	He is not related to any of the Director or Key Managerial Personnel of the Company
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on 31 st March, 2023	Nil	Nil
Skills and capabilities required for the role and the manner the proposed Independent Director meets such requirements	Not Applicable	Not Applicable
Number of Board Meetings Attended	5	5

Note: Pursuant to SEBI (LODR) Regulations, 2015, only two Committees viz., Audit Committee and Stakeholders' Relationship Committee are considered.

Place: Cuddalore

Date: 17th August, 2023

Regd. Office:

14, SIPCOT Industrial Complex,
Kudikadu,
Cuddalore 607 005.

Tel: 91 4142 239001 Fax: 91 4142 239005

By Order of the Board
for **TANFAC Industries Limited**

H.Narayanarao
Company Secretary

Procedure for claiming shares and unclaimed / unpaid amount from IEPF Refund

Shareholders whose unclaimed/ unpaid amount or shares has been transferred by the Company to IEPF may claim their refunds to the IEPF authority. To claim such amount, claimant needs to file form IEPF-5 along with requisite documents. The detailed procedure to claim the unclaimed dividend amount and equity shares from the IEPF is given below:

Step -1	Send the relevant documents for issue of Entitlement Letter to RTA of the Company., i.e., M/s. Integrated Registry Management Services Private Limited , 2nd Floor, "Kences Towers", No 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017.	
Step -2	Upon receipt of the Entitlement Letter, register yourself on the MCA website and login in website of MCA at https://www.mca.gov.in/mcafoportal/login.do	
Step -3	After login, click on the 'Investor Services' tab under the 'MCA Services' section for filing the web-based form IEPF-5. Attach the scanned copy of the requisite documents in the Form.	
Step -4	Upload the filled-in e-form, save a copy of the uploaded e-form, acknowledgement receipt and indemnity bond generated while uploading the e-form	
Step -5	Submit a self-attested copy of e- form, copy of acknowledgement and Indemnity Bond along with other documents mentioned in the form to the Company's RTA (address stated above) or to the Nodal Officer of the Company at its Registered Office in an envelope marked 'Claim for refund from IEPF Authority'.	
Step -6	After scrutinizing the documents received from RTA, the Nodal Officer of the Company verified the claim and furnished the e-verification report to the IEPF Authority within the timeline prescribed by the IEPF Authority.	
Step -7	Based on the e-verification report, the claim is processed by the IEPF Authority.	
Contact details	IEPF Authority: e-mail Id: iepf@mca.gov.in Tel.: 1800 114 66	Company: Nodal Officer 14, SIPCOT Industrial Complex, Kudikadu, Cuddalore 607 005