



TANFAC INDUSTRIES LIMITED

REGD. OFFICE: 14 SIPCOT Industrial Complex CUDDALORE - 607 005, TAMILNADU

CIN: L24117TN1972PLC006271

Website : www.tanfac.com

NOTICE OF THE FORTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting of TANFAC INDUSTRIES LIMITED will be held on Wednesday, the 28th September 2016, at 11:30 A.M. at the Registered Office of the Company at 14, SIPCOT Industrial Complex, Kudikadu, Cuddalore – 607005 to transact the following businesses :

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2016, including the audited balance sheet as at March 31, 2016, 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 appoint a Director in place of Shri R. Karthikeyan, (DIN: 00824621) who retires by rotation and being eligible, offers him self for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard, 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 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai [Firm Regn. No.105146W], be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive financial years commencing from 2016-2017 to 2020-2021, on a such

remuneration as determined by the audit committee which may be agreed between the Auditors and the Board of Directors of the Company for carrying out Audit besides travelling and other out of pocket expenses, service tax and such other taxes as may be applicable from time to time.”

“RESOLVED FURTHER THAT the above appointment of Auditors approved by the Members at this Annual General Meeting be ratified at their every subsequent Annual General Meetings till the tenure appointment of Auditors made.”

SPECIAL BUSINESS :

4. To appoint Cost Auditor and ratify his remuneration and in this regard 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(3) and all other applicable provisions, if any, of The Companies Act, 2013 read with Rule 14 of 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., Shri 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 ending March 31, 2017, amounting to 40,000/- (Rupees Forty Thousand only) in connection with the above said audit, be and is hereby ratified and approved.”

NOTICE OF THE FORTY SECOND ANNUAL GENERAL MEETING

"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 report to BIFR on erosion of more than fifty percent of the peak net worth of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT the erosion of more than fifty percent of the peak net worth of the Company during immediately preceding four financial years, by its accumulated losses, as per the duly finalized audited accounts of the company for the financial year ended 31st March, 2016, as also the causes for such erosion, be and are hereby noted, in compliance with the provisions of Section 23(1) (a) (ii) of the Sick Industrial Companies (Special Provisions) Act, 1985 (including any statutory modification(s) or re-enactment thereof, for the time being in force)."

"RESOLVED FURTHER THAT the fact of the above erosion be reported to the Board for Industrial & Financial Reconstruction ("BIFR"), New Delhi OR such other authorities as may be notified from time to time, by the Board of Directors of the Company or by any person duly authorised by it in this behalf, in accordance with the provisions of the Section 23(1)(a)(i) of the said Act."

"RESOLVED FURTHER THAT a certified true copy of this resolution be forwarded to BIFR OR such authorities for their information and necessary action, if any, in accordance with the provisions of the said Act."

6. To re-designate the present Manager as Managing Director of the Company and in this regard, 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 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the 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 the provision of Articles of Association of the Company, consent of the Members be and is hereby accorded for the re-designation of Shri Lalit Naik, DIN: 02943588, from his present position as Manager to Managing Director of the Company with effect from 9th August, 2016, for his remaining period of office i.e. upto 21st January, 2020.

"RESOLVED FURTHER THAT Shri Lalit Naik, will not draw any remuneration from the Company during his tenure as Managing Director."

"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

Place : Chennai
Date : 09.8.2016

PUNITA AGGARWAL
COMPANY SECRETARY

NOTICE OF THE FORTY SECOND ANNUAL GENERAL MEETING

NOTES :

1. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday (22.9.2016) to Wednesday (28.9.2016) both days inclusive.
2. A Member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member.
3. The Form of Proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The details of e-voting procedure are given under Note No.17.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business under item Nos. 4 to 6 to be transacted at the Meeting is set out in the annexure.
7. 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.
8. 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.
9. 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.
10. The Company has transferred all unpaid/unclaimed payment of dividend for the financial years upto 2007-2008, to the Investors Education and Protection Fund Account within the due dates, established by the Central Government. Pursuant to the provisions of The Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts for the years up to 2007-2008 on the website of Ministry of Corporate Affairs and also the Company's website www.tanfac.com.
11. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividends for the financial year ended 31st March, 2009, which remain unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund of the Central Government on or before 29.9.2016.
12. Members, who have not encashed their dividend warrants for the financial year ended 31st March, 2009 and for the financial year 31st March, 2011, declared by the Company, may claim the unclaimed dividend(s) directly from the Company's Registered Office at 14, SIPCOT Industrial

NOTICE OF THE FORTY SECOND ANNUAL GENERAL MEETING (Contd.)

Complex, Cuddalore - 607005.

13. 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 dematerialised form, the nomination has to be lodged with their Depository Participant.
14. As on 31.3.2016, 92.91% 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 of the benefits of electronic holding/trading.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding the shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant(s), Members holding shares in physical form shall submit their PAN details to the RTA of the Company.
To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with our RTA/Depositories.
16. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.tanfacs.com.
17. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and of SEBI (LODR) Regulations, 2015, the Company is required to provide members

facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on **September 25, 2016 (Sunday) 9.00 a.m. and ends on September 27, 2016 (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 September 21, 2016** 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. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders
Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

NOTICE OF THE FORTY SECOND ANNUAL GENERAL MEETING (Contd.)

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Vishnu Ram with sequence number 1 then enter VI00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

viii After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the Electronic Voting Sequence Number (EVSN) for TANFAC INDUSTRIES LIMITED to vote.

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote

xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. 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.

xviii. Members can also cast their vote using CDSL's application m-Voting available for android based mobiles.

NOTICE OF THE FORTY SECOND ANNUAL GENERAL MEETING (Contd.)

The m-Voting application can be downloaded from Google Play store. Apple and the Windows phone users can be downloaded the Application from Apple store and the Windows phone store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non-Individual Shareholders and Custodians.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- (a) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (b) 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.
 - (c) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (d) 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 with a copy to the scrutinizer for verification at email id: cskalyanisrinivasan@gmail.com.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tanfacs.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

PUNITA AGGARWAL
COMPANY SECRETARY

Place : Chennai
Date : 09.8.2016

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice.

ITEM NO.4

The Board of Directors of the Company at their meeting held on 24th May, 2016, has, on recommendation by the Audit Committee, appointed Mr. N. Krishna Kumar, Cost Accountant (Membership No.27885), as the Cost Auditor of the Company for the financial year 2016-2017 at a remuneration of ₹ 40,000/- (Rupees Forty 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. 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

The audited accounts of your company for the Financial Year ended 31st March, 2016, has approved by the Board at its meeting held on 24th May, 2016 and being placed for consideration and adoption of accounts at the Annual General Meeting (AGM) to be held on 28th September, 2016 at the Registered Office.

In terms of the above referred duly finalized audited accounts of the Company, the net accumulated losses for the relevant financial year as on 31st March, 2016, amounted to ₹ 928.30 Lacs vis-a-vis the peak net worth of ₹ 1950.36 Lacs as at 31st March, 2012, being the peak net worth in the preceding four financial years, which has resulted in the erosion of more than 50% of the said peak net worth of ₹ 1950.36 Lacs.

By virtue of the provisions of Section 23(1)(a) (ii) of the Sick Industrial Companies (Special Provisions) Act, 1985, the Board of Directors of the Company is required to report the fact of such erosion along with their report on the causes for such erosion and the revival measures being taken by the Company to the Shareholders after the said Annual General Meeting, for consideration by the Shareholders.

The facts relating such erosion and its causes and the revival measures being taken by the Company are explained in the enclosed Report of the Board of Directors forming part of this Notice.

The Board of Directors of the Company has to report such erosion to the Board for Industrial & Financial Reconstruction in the prescribed Form "C", in compliance with the provision of Section 23(1)(a)(i) of the above referred Act OR such other forms as may be introduced from time to time.

The Board recommends the proposed resolution as set out in Item No. 5 of the Notice for your approval as an Ordinary Resolution.

The documents referred to in this notice and explanatory statement are available for inspection during business hours on all working days (except Sundays and holidays) at the Registered Office until the date of Annual General Meeting or any adjournment thereof.

None of the Directors and key managerial personnel and their relatives of the Company are in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of shareholding, if any, in the Company.

ITEM NO.6

The Members of the Company at their Extraordinary General Meeting held on 3rd March, 2015, had approved the re-appointment of Shri Lalit Naik, Director (DIN: 02943588) as Manager of the Company (as defined under Section 2(53) of The Companies Act, 2013)

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (Contd.)

pursuant to Sections 196 and 197 read with Schedule V for a period of five years with effect from 22nd January, 2015.

It is proposed to re-designate the appointment of Shri Lalit Naik (DIN: 02943588) as Managing Director of the Company (as defined under Section 2(54) of The Companies Act, 2013) and pursuant to Sections 196 and 197 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 the provisions of Articles of Association and within the applicable provision of Schedule V of The Companies Act, 2013, for his remaining period of office as Managing Director i.e. up to 21st January, 2020, as recommended by the Nomination and Remuneration Committee.

During his tenure he will not draw any remuneration from the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of the Notice for approval by the Members.

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

By order of the Board
For TANFAC INDUSTRIES LIMITED

Place : Chennai (PUNITA AGGARWAL)
Date : 09.8.2016 COMPANY SECRETARY

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 23(1)(a)(ii) OF THE SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985.

REPORT OF THE BOARD OF DIRECTORS OF TANFAC INDUSTRIES LIMITED PURSUANT TO THE PROVISIONS OF SECTION 23(1)(a)(ii) READ WITH SECTION 23(1)(b) OF THE SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985.

To

The Members
TANFAC INDUSTRIES LIMITED

As per the duly finalized audited accounts at the end of the financial year as on 31st March, 2016, the net accumulated losses as on the said date amounted to ₹ 928.30 Lacs, which eroded the peak net worth of ₹ 1950.36 Lacs in the preceding four financial years i.e. as on 31/03/2012, by more than 50%. Under Section 23(1)(a) and 23(1)(b) of the Sick Industrial Companies (Special Provisions) Act (SICA), 1985, the Company is required, within a period of 60 days from the date of finalisation of the duly finalized audited accounts of the company for the relevant financial year, to report the fact of such erosion to The Board for Industrial & Financial Reconstruction (BIFR). The Board of Directors of the company is also required to report to its shareholders the fact of such erosion with causes for such erosion by holding a general meeting of the shareholders of the Company for considering such erosion and hence, this report.

REASONS FOR EROSION OF 50% OF PEAK NET WORTH

The reasons for erosion of over 50% of the peak net worth of ₹ 1950.36 Lacs as at 31st March, 2012 during the last four years were due to:

I. VOLATILITY IN INDIAN RUPEE vs U S DOLLAR

Your Company's most significant exposure relates to US Dollar since key raw materials viz. Fluorspar and Sulphur are imported or linked to international prices and foreign currency movements. China is a major producer of Acid Grade Fluorspar and so it continues to determine the international

prices of Fluorspar. Similarly the demand-supply position of sulphur determines the sulphur price.

The selling price of your Company's key products like Aluminium Fluoride (AlF₃) and HF Acid are determined by the global market dynamics, international prices and also the exchange rate of Indian Rupee against US dollar.

II. LOWER VOLUME OF HF SALES:

The entire value chain of fluorspar – Hydrofluoric Acid suffers out of higher gaps in the supply and demand. China continues to enjoy the benefits of backward and forward integration in the value chain is becoming aggressive on competition.

Continued downward trend in demand for HF domestic market due to post withdrawal of CDM benefits on R22 and also downward trend in end user segments (auto-mobiles/stainless steel), competition in domestic and overseas competitors, removal of export duty for HF in China are put further pressure on both realisation and margin.

III. OTHER REASONS :

- (a) Higher interest charges due to an increase in interest rates and lower cash generation.
- (b) Impairment provision for IBAP plant and Bio Gas Plant during 2012-13

STEPS TAKEN FOR REVIVAL OF THE COMPANY

Your Company has successfully revived the IBAP project by successfully adding values to the by product generated from the process, thus significantly improving the overall returns from the product. Besides the Company has further improved the IBAP process and achieved targeted input norms of main raw materials and also significantly reduced power norms through modification thereby considerable saving in power rating.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 23(1)(a)(ii) OF THE SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985. (Contd.)

The ongoing steps taken by the Company to turn around the operations have started yielding results. After incurring continuous losses during the second and third quarters of the financial year, the Company has registered positive Profit after Tax of 0.99 Crore during the last quarter of the financial year.

Further, the Company has taken several initiatives to improve its overall operational performance which includes –

- Increasing in volume of HF exports to existing and new markets.
- Focus on PV grade DHF and Speciality Fluorides.
- Tight control on working capital to reduce overall debt.
- Taking up with bankers for reduction in interest rate considering improvement in operations.

- Expand the products base and increase the volume of new product introduced during the last financial year.
- Negotiate with its key suppliers for overall reduction in the prices of Fluorspar and Sulphur over and above the current pricing formula.
- **Manpower Optimization**

The Company is optimistic that these measures will lead to turnaround of the Company and restore the financial health.

For and on behalf of the Board of Directors
TANFAC INDUSTRIES LIMITED

LALIT NAIK
MANAGER AND DIRECTOR

Place: Chennai

Date : 24th May, 2016

**FORM NO.MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of The Companies Act, 2013 and rule 19(3) of
The Companies (Management and Administration) Rules, 2014]
FORTY SECOND ANNUAL GENERAL MEETING
Wednesday, September 28, 2016



Name of the member(s) :

Registered address :

I/We, being the member(s), holding Equity Shares of the above named company, hereby appoint –

- (1) Name: Address
- Email Id: Signature or failing him
- (2) Name: Address
- Email Id: Signature or failing him
- (3) Name: Address
- Email Id: Signature or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Second Meeting of the Company, to be held on Wednesday, September 28, 2016 at 11.30 A.M. at 14, SIPCOT Industrial Complex, Cuddalore – 607 005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolutions	Special/ Ordinary	Opitonal*	
			For	Against
Ordinary Business				
1.	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2016, the Reports of the Board of Directors and Auditors' thereon .	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
2.	Re-appointment of Shri R. Karthikeyan, Director retiring by rotation.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-appointment of M/s. Khimji Kunverji & Co., Chartered Accountants as Statutory Auditors of the Company	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
Special Business				
4.	Ratification of the remuneration to Cost Auditors for the financial year ending 31 st March, 2017.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
5.	Report to BIFR on erosion of more than fifty percent of the peak net worth of the Company for the financial year ended 31.3.2016 during immediately preceding four financial years.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
6.	Re-designation of Shri Lalit Naik as Managing Director of the Company.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2016

Signature(s).....

Affix
Re.1/-
Revenue
Stamp

- Notes:*
- This form of proxy in order to be effective, should be duly completed, stamped, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
 - It is optional to put a in the appropriate box column against the resolution(s) indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.
 - A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
 - The Proxy must be deposited at the Registered Office of the Company 48 hours before the time fixed for holding the meeting. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

TANFAC INDUSTRIES LIMITED
CIN: L24117TN1972PLC006271
REGD. OFFICE: PLOT NO.14 SIPCOT INDUSTRIAL COMPLEX
CUDDALORE – 607 005 TAMIL NADU
Website: www.tanfac.com Phone: 04142-239005 to 5 Fax: 04142-239008
Email: invreln.tanfac@adityabirla.com



ATTENDANCE SLIP
(To be presented at the entrance)

FORTY SECOND ANNUAL GENERAL MEETING	

*I certify that I am a Member/Proxyholder for the Member of the Company

I hereby record my presence at the Forty Second Annual General Meeting of TANFAC Industries Limited on Wednesday, 28th September, 2016 at 11.30 A.M. at the Registered Office at 14, SIPCOT Industrial Complex, Cuddalore – 607 005.

*Member's Folio/
Dp Id/Client Id No.

*Member's / Proxy's Name
(in BLOCK LETTERS)

*Member's / Proxy's
Signature

* Strikeout whichever is not applicable
.....

ELECTRONIC VOTING INFORMATION

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

- Note:
1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
 2. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the Meeting.
 3. Please read the instructions for e-voting information mentioned under SI.No.17 of Notes to Notice of 42nd Annual General Meeting.