

NOTICE OF THE FORTY SIXTH ANNUAL GENERAL MEETING

TANFAC INDUSTRIES LIMITED

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

CIN: L24117TN1972PLC006271

Website : www.tanfac.com

NOTICE OF THE FORTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 46th Annual General Meeting (AGM) of TANFAC INDUSTRIES LIMITED will be held on Monday, the 28th September 2020, 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 financial statement of the Company for the year ended 31st March, 2020, including the audited balance sheet as at March 31, 2020, 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 Mr. R. Karthikeyan, (DIN: 00824621) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

3. 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., 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 ending March 31, 2021, amounting to ₹60,000/- (Rupees Sixty 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."

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s), variation(s), and/or re-enactment thereof, for the time being in force) and the Articles of Association of the Company; Mr. K. Sendhil Naathan (DIN: 08850046), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, whose office shall not be liable to retirement by rotation.

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 give effect to the foregoing resolution."

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5. To approve appointment of Mr. K. Sendhil Naathan (DIN: 08850046) 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 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 appointment of Mr.K.Sendhil Naathan (DIN: 08850046) as Managing Director of the Company with effect from 27th August, 2020, for a period of 3 years upto 26th August 2023, 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 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

ARCHANA.T
COMPANY SECRETARY

Place : Cuddalore
Date : 27.08.2020

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NOTES:

1. In view of the continuing COVID-19 Pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2020 readwith circulars dated April 8, 2020 and April 13, 2020 (hereinafter referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA circulars, the AGM of the Company is being held through VC/OAVM. This also addresses the health and safety of the members.

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 607005 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.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday (22.09.2020) to Monday (28.09.2020) both days inclusive.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on 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.

4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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.19.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business under item Nos. 3 to 5 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.

The shareholders can also access the Annual Report 2019-20 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

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

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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 2010-11, to the Investors Education and Protection Fund Account, 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 2010-11 on the website of Ministry of Corporate Affairs and also the Company's website www.tanfac.com.
11. 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 in respect of dividends for the financial years upto 2010-11 lying with the Company as on September 25, 2018 (date of Annual General Meeting of Financial Year 2017-18) on the website of the Company (www.tanfac.com), as also on the website of the Ministry of Corporate Affairs. The Company had not declared / paid any dividend for the Financial Year 2011-12 and 2012-13.
12. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ("the Act") and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs on September 7, 2016 and subsequently amended vide notification dated February 28, 2017 ("the Rules"), all the Equity Shares of the Company in respect of which dividend amounts have not been paid or claimed by the shareholders for seven consecutive years or more are required to be transferred to demat account of Investor Education and Protection Fund Authority (IEPF Account).
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 transferred 3,48,130 shares (4,512 shareholders) as per above Rules.
14. 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.
15. 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.
16. As on 31.03.2020, 96.89% 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.
17. 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.

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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.

18. In compliance with the MCA circulars mentioned above and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice along with the Annual Report will also be made available on the Company's website at www.tanfac.com and website of the stock exchange www.bseindia.com where the Company's shares are listed. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

19. 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, 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, 2020 (Friday) 9.00 a.m. and ends on September 27, 2020 (Sunday) 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, 2020 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
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) 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.
- vii. If you are a first time user follow the steps given below:

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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).

<p>viii. After entering these details appropriately, click on "SUBMIT" tab.</p> <p>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.</p> <p>x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>xi. Click on the EVSN for TANFAC INDUSTRIES LIMITED to vote.</p> <p>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.</p>	<p>xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> <p>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.</p> <p>xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote</p> <p>xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.</p> <p>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.</p> <p>xviii. Shareholders can also cast their vote using CDSL's app m-Voting available for android based mobiles.</p> <p>The m-Voting app can be downloaded from Google Play store. Apple and Windows phone users can download the app from App store and the windows phone store respectively. Please follow the instructions</p>
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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

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 NSDL 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

ARCHANA.T
COMPANY SECRETARY

Place : : Cuddalore
Date : 27.08.2020

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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. 3

On the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 23rd June, 2020, had appointed Mr. N. Krishna Kumar, Cost Accountant (Membership No.27885), as the Cost Auditor of the Company for the financial year 2020-21 at a remuneration of ₹60,000/- (Rupees Sixty 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. 4 & 5:

Based on the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mr. K. Sendhil Naathan (DIN: 08850046) as an Additional Director under section 161 of the Companies Act, 2013 with effect from 27th August 2020 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. In order to regularize his appointment as a Director the approval of the members of the Company is sought. 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. The Board recommends this resolution for approval by the Members of the Company as an Ordinary Resolution.

It is further proposed to 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 three years from 27th August 2020 to 26th August 2023. The Board of Directors of the Company in their meeting held on 27th August 2020, on the recommendation of the Nomination and Remuneration Committee have approved the appointment of Mr. K. Sendhil Naathan as Managing Director of the Company for a period of 3 years from 27th August 2020 to 26th August 2023 .

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

A. Remuneration:

- a) Basic Salary ₹2,46,651/- (Rupees Two Lakhs Forty-Six Thousand Six Hundred and Fifty-One Only) per month with such increments as the Board may decide from time to time
- b) Special Allowance ₹2,32,425/- (Rupees Two Lakhs Thirty-Two Thousand Four Hundred and Twenty-Five Only) per month with such increments as the Board 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.

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- c) Annual Incentive Pay: Performance Bonus linked to the achievement of targets, subject to a maximum of ₹19,40,000/- (Rupees Nineteen Lakhs Forty Thousand Only) per annum. Performance Linked Bonus at on-target performance will be ₹9,70,000/- (Rupees Nine Lakhs Seventy Thousand only), for FY21, reduction of 50% of the amount applicable for FY'20 as per Group Policy.
- 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, considering the above.
- B. Perquisites**
- (a) Housing: Free semi-furnished accommodation or HRA of ₹98,660/- (Rupees Ninety-Eight Thousand Six Hundred and Sixty 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 ₹20,546/- (Rupees Twenty Thousand Five Hundred and Forty-Six Only) per month. 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 ₹35,416/- (Rupees Thirty-Five Thousand Four Hundred and Sixteen Only) per month.
- (e) Reimbursement of Car Operating Expenses subject to maximum of ₹33,333/- (Thirty-Three Thousand Three Hundred and Thirty-Three Only) per month as per Company Car Policy.
- (f) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company as per policy of the company.
- (g) Uniform Maintenance Allowance ₹800/- (Rupees Eight Hundred Only) per month as per Company policy.
- (h) Education Allowance ₹200/- (Rupees Two Hundred Only) per month as per Company policy.
- (i) Leave and encashment of leave. As per the policy of the Company
- (j) Personal accident Insurance Premium. As per the policy of the Company.
- (k) 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.
- (l) Gratuity and /or contribution to the Gratuity Fund of Company: As per the policy of the Company.
- (m) 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.



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Annual remuneration review is effective July 01 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 Aditya Birla Group in India.

The Board recommends the ORDINARY Resolution as set out in item No. 4 and 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

ARCHANA.T
COMPANY SECRETARY

Place : Cuddalore
Date : 27.08.2020

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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	Mr. R.Karthikeyan (DIN: 00824641)
Age	40 years
Date of Appointment/ Re-appointment	24 th August 2009; Reappointed on 25 th September 2018
Brief Resume - Qualification	B,E M.B.A.,
Expertise in Specific Functional Areas	Mr. R.Karthikeyan, an Engineer and Management Graduate, is currently working as Managing Director, TICEL Bio Park Limited and also handling Industrial projects as General Manager (Projects) at TIDCO. He has hands on experience in conceptualizing, evaluating and developing Industrial & infrastructure projects. His role is to facilitate the Joint venture companies in getting clearance / approvals of various Government Departments for smooth operations. He also holds directorship in many esteemed organizations and experienced in handling many Joint venture companies of TIDCO. In his current role, he is Managing TICEL Bio Park facility at Chennai and developing one more Biotech/IT facility at Coimbatore in an area of 2.30 lakh sq.ft in Coimbatore.
Other Directorships in Listed Companies	Nil
Memberships / Chairmanships of Committees in Listed Companies	Committee Membership: <u>TANFAC Industries Limited:</u> Audit Committee Stakeholders' Relationship Committee <u>SREE Maruthi Marine Industries Limited:</u> Audit Committee Committee Chairmanship: Nil
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	Nil
Number of Board Meetings Attended	4

Note: Pursuant to SEBI (LODR) Regulations, 2016, only two Committees viz., Audit Committee and Stakeholders' Relationship Committee are considered.

Place: Mumbai
Dated: 27th August 2020

By Order of the Board
Archana.T
Company Secretary

Regd. Office:
14, SIPCOT Industrial Complex,
Kudikadu
Cuddalore 607 005
Tel: 91 4142 239001 Fax: 91 4142 239005

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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	Mr. K. Sendhil Naathan (DIN: 00824641)
Age	59 years
Date of Appointment/ Re-appointment	27 th August 2020 (subject to members' approval in the AGM)
Brief Resume - Qualification	M. Tech., MBA
Expertise in Specific Functional Areas	Mr. K. Sendhil Naathan (DIN 0885006), is a M.Tech in Materials Science & Engineering from IIT Kharagpur and MBA from University of Leicester, UK. He has over 35 years of experience in Chemical industry, out of these 17 years were in overseas. He has extensive knowledge of the Business of Fluorine Industry. He has been with the Company for the past 10 years, has been instrumental in driving the team towards consistently delivering value to the customers and stakeholders. He has overseen the turnaround of the Company in the last 5 years. The Company will benefit immensely by his presence in the Board.
Other Directorships in Listed Companies	Nil
Memberships / Chairmanships of Committees in Listed Companies	Committee Membership: TANFAC Industries Limited: Nil Committee Chairmanship: Nil
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	Nil
Number of Board Meetings Attended	N.A

Note: Pursuant to SEBI (LODR) Regulations, 2016, only two Committees viz., Audit Committee and Stakeholders' Relationship Committee are considered.

Place: Mumbai
Dated: 27th August 2020

By Order of the Board
Archana.T
Company Secretary

Regd. Office:
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