

## NOTICE OF THE FORTY FOURTH 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 FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 44th Annual General Meeting of TANFAC INDUSTRIES LIMITED will be held on Tuesday, the 25th September, 2018, at 11.30 AM at the Registered Office of the Company at 14, SIPCOT Industrial Complex, Kudikadu, Cuddalore – 607 005 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, 2018, including the audited balance sheet as at March 31, 2018, 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 (including arrears) on 11% Cumulative Redeemable Non-Convertible Preference Shares of Rs.100 each.
3. To appoint a Director in place of Mr. R. Karthikeyan, (DIN: 00824621) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s) the following Resolution as SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Askaran Agarwal (DIN: 00023684), a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, who was reappointed in Annual General Meeting held on 25th

September 2017, be continued as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for the balance period of his current tenure, though he has crossed the age of 75 years.”

#### SPECIAL BUSINESS :

5. 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, 2019, 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.”

6. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

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“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. M.R.Sivaraman (DIN: 00020075), an Independent Director of the Company, be continued as an Independent Director of the Company to hold office for the balance period of his current tenure viz. upto 31st March 2020, though he has crossed the age of 75 years.”

7. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. V.T.Moorthy (DIN:

00007648), an Independent Director of the Company, be continued as an Independent Director of the Company to hold office for the balance period of his current tenure viz. upto 31st March 2020, though he has crossed the age of 75 years.”

8. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. T.S.Raghavan (DIN: 00446651), an Independent Director of the Company, be continued as an Independent Director of the Company to hold office for the balance period of his current tenure viz. upto 31st March 2020, though he has crossed the age of 75 years.”

By Order of the Board  
For TANFAC INDUSTRIES LIMITED

PUNITA AGGARWAL  
COMPANY SECRETARY

Place : Chennai  
Date : 09.08.2018

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### NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday (19.09.2018) to Tuesday (25.09.2018) 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 2009-10, 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 2009-10 on the website of Ministry of Corporate Affairs and also the Company's website [www.tanfac.com](http://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, 2011, which remain unpaid or

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unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund of the Central Government on or before 11.9.2018.

12. 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 2010-11 lying with the Company as on September 25, 2017 (date of last Annual General Meeting) on the website of the Company ([www.tanfac.com](http://www.tanfac.com)), as also on the website of the Ministry of Corporate Affairs
13. 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).

In compliance with the abovesaid Rules the company has already transferred equity shares for which dividend remain unpaid/unclaimed for a period of seven years from the date of declaration to the IEPF account after providing necessary intimations to those shareholders. The details of such shares and shareholders are also available on the company's website [www.tanfac.com](http://www.tanfac.com). No claim shall lie against the Company in respect of these shares which were transferred to IEPF. The shareholders will be able to claim those shares only from the IEPF

Authority by making an online application, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).

Members are requested to claim their unpaid dividend pertaining to the financial year 2010-11 as soon as possible directly from the Company's Registered Office at 14, SIPCOT Industrial Complex, Cuddalore - 607 005, so that shares in respect of which the dividend is pending are not transferred to IEPF at appropriate date.

14. 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.
15. As on 31.3.2018, 95.55% 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.
16. 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.
17. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.tanfac.com](http://www.tanfac.com).

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18. 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 22, 2018 (Saturday) 9.00 a.m. and ends on September 24, 2018 (Monday) 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 18, 2018 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](http://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](http://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:

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"> <li>• 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.</li> <li>• 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 VIO0000001 in the PAN field.</li> </ul>
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"> <li>• 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).</li> </ul>

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- 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 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. Shareholders can also cast their vote using CDSL's app m-Voting available for android based mobiles.
- 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 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](http://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](mailto: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](mailto: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

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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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

19. 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.

20. 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.

21. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.tanfacs.com](http://www.tanfacs.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

Place : Chennai                      PUNITA AGGARWAL  
Date : 09.08.2018                  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 4 to 7 mentioned in the accompanying Notice.

#### ITEM NO.4

At the 43rd Annual General Meeting of the members of the Company held on 25th September 2017, Mr.A.K.Agarwala was reappointed as Non-Executive Director subject to retire by rotation.

SEBI has vide Notification dated 9th May, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is

insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from 1st April, 2019.

Mr. A.K.Agarwala is aged 85 and therefore his continuance as an Non-Executive Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Mr. A.K.Agarwala has decades of experience as Wholetime director of Hindalco

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and Director of some of the group companies. He was also Chairman of the Business Review Council of the Aditya Birla Group. He has mentored many past and present leaders of the group. He is a Trustee of G.D.Birla Medical Research and Education Foundation and the Vaibhav Medical and Education Foundation. He has also held the post of the President of the Aluminum Association of India in the past. As Director of the company, he has been contributing a lot to the Board and the company through his rich experience. He is active and keeps good health. Having regard to his qualifications, rich experience and knowledge, in the opinion of the Board of Directors of the Company, his continuation as Non-Executive Director of the Company will be in the interest of the company. Accordingly, the Board of Directors recommend passing of the Special Resolution at Item No.4 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. A.K.Agarwala is concerned or interested in the Resolution.

### ITEM NO.5

The Board of Directors of the Company at their meeting held on 29th May, 2018, 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 2018-19 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.6

At the 41st Annual General Meeting of the members of the Company held on 29th September 2015, Mr.M.R.Sivaraman, IAS (Retd.) was appointed to hold office for five consecutive years. Accordingly, his tenure of appointment is valid upto 31st March 2020.

SEBI has vide Notification dated 9th May, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from 1st April, 2019.

Mr. M.R.Sivaraman is aged 78 and therefore his continuance as an Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Mr. M.R.Sivaraman is a retired IAS and also has Master's Degree in Economics with several decades of experience in the State Government of Madhya Pradesh which includes stints in the capacity of Finance and Planning Secretary. He also served in Central Government as Revenue Secretary, Department of Revenue, Ministry of Finance. Prior to that, he served as Additional Secretary in the Ministry of Commerce and Ministry of Civil Aviation. He also served as Executive Director in the International Monetary Fund (IMF). He had also been on the Board of SBI CAPS for several years. He is active and keeps good health. In the opinion of the Board of Directors of the Company, he continues to



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fulfill the conditions specified in the Companies Act, 2013 for being an Independent Director. Having regard to his qualifications, knowledge and experience, his continuance on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing of the Special Resolution at Item No.6 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. M.R.Sivaraman is concerned or interested in the Resolution.

### ITEM NO.7

At the 41st Annual General Meeting of the members of the Company held on 29th September 2015, Mr.V.T.Moorthy was appointed to hold office for five consecutive years. Accordingly, his tenure of appointment is valid upto 31st March 2020.

SEBI has vide Notification dated 9th May, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from 1st April, 2019.

Mr. V.T.Moorthy is aged 77 and therefore his continuance as an Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Mr. V.T.Moorthy, a Professional Mechanical Engineer, has served Aditya Birla Group of Companies for 45 years, having vast

and varied experience in Aluminium Metal and Chemical Industries. During his stint as Managing Director of the company, he was instrumental in introducing Total Productive Maintenance (TPM) concept, a system by Japanese Institute of Plant Maintenance (JIPM) for maintaining and improving the integrity of production and quality systems. He is an auditor for CII-TPM for all companies seeking Excellence Awards and Safety in Petro Chemical Industries. Post his retirement, as director of TANFAC, he has been advising the executives on various new initiatives and on many innovative schemes through his rich and varied experience. He is active and keeps good health. In the opinion of the Board of Directors of the Company, he continues to fulfill the conditions specified in the Companies Act, 2013 for being an Independent Director. Having regard to his qualifications, knowledge and rich experience in Chemical Industry, his continuance on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing of the Special Resolution at Item No.7 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. V.T.Moorthy is concerned or interested in the Resolution.

### ITEM NO.8

At the 41st Annual General Meeting of the members of the Company held on 29th September 2015, Mr.T.S.Raghavan was appointed to hold office for five consecutive years. Accordingly, his tenure of appointment is valid upto 31st March 2020.

SEBI has vide Notification dated 9th May, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director

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who has attained the age of 75 years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from 1st April, 2019.

Mr. T.S.Raghavan is aged 78 and therefore his continuance as an Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Mr. T.S.Raghavan, M.A.Economics, CAIIB, has more than thirty years of rich experience in banking industry. After holding many positions during his illustrious career, Mr.Raghavan was appointed as Chairman and Managing Director of Indian Bank during 1998 to 2000. During his stint as Chairman of the bank he was instrumental in turnaround of the bank to make operating

profit within one year. Mr.Raghavan is currently actively involved in social, charitable activities and authored books on management literature and Indian culture. He is active and keeps good health. In the opinion of the Board of Directors of the Company, he continues to fulfill the conditions specified in the Companies Act, 2013 for being an Independent Director. Having regard to his qualifications, knowledge and rich experience, his continuance on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing of the Special Resolution at Item No.8 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. T.S.Raghavan is concerned or interested in the Resolution.

By Order of the Board  
For TANFAC INDUSTRIES LIMITED

(PUNITA AGGARWAL)  
COMPANY SECRETARY

Place : Chennai  
Date : 09.08.2018

**Particulars of Directors 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 Directors	Mr. Askaran Agarwala (DIN: 00023684)	Mr.R.Karthikeyan (DIN: 00824621)	Mr. M.R.Sivaraman, IAS (Retd.) (DIN: 00020075)	Mr. V.T. Moorthy (DIN: 00007648)	Mr. T.S. Raghavan (DIN: 00446651)
Age	85 years	41 years	78 years	77 years	78 years
Date of Appointment/ Re-appointment	25 <sup>th</sup> September 2017	28 <sup>th</sup> September 2016	1st April 2015	1st April 2015	1st April 2015
Brief Resume - Qualification	B.Com, F.C.A, L.L.B.	B.E, M.B.A	M.A. (Eco.)	B.E, M.I.E.	M.A. (Eco.), C.A.I.I.B.
Number of Board Meetings Attended	2	4	4	4	4
Other Directorships in Listed Companies	1	1	1	Nil	Nil
Memberships / Chairmanships of Committees in Listed Companies	Committee Membership:	Committee Membership:	Committee Membership:	Committee Membership:	Committee Membership:
	Nil	Nil	Audit Committee of M/S Creative Eye Limited	TANFAC Industries Limited: Audit Committee Stakeholders' Relationship Committee	Nil
	Committee Chairman:	Committee Chairman:	Committee Chairman:	Committee Chairman:	Committee Chairman:
	Nil	Nil	TANFAC Industries Limited: Audit Committee Stakeholders' Relationship Committee	Nil	Nil
Disclosure of relationship (Relationship with other Directors, Manager and Key Managerial Personnels)	-	-	-	-	-
Shareholding in the Company	1,150	-	-	-	-

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

Place: Chennai  
Date: 9th August 2018

By Order of the Board  
Punita Aggarwal  
Company Secretary

Registered Office:  
14, SIPCOT Industrial Complex,  
Kudikadu  
Cuddalore 607 005  
Tel: 91-4142-239001-5; Fax: 91-4142-239008