



27th May, 2023

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400 001.
Tel.: 2272 1233/34
Fax: 22721919

Scrip Code: 506854

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2023.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are forwarding herewith the Annual Secretarial Compliance Report for the year ended 31/03/2023 issued by Ms. Kalyani Srinivasan, Practicing Company Secretary.

This is for your information and records.

Thanking You,

for **TANFAC Industries Limited**

(H.Narayanarao)

Company Secretary & Compliance Officer

TANFAC INDUSTRIES LIMITED

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

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

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

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

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

GST : 33AAACT2591A1ZU | CIN: L24117TN1972PLC006271

Secretarial Compliance Report of Tanfac Industries Limited for the financial year ended March 31, 2023

(Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015 as amended from time to time)

I, Kalyani Srinivasan, have examined:

- (a) All the documents and records made available to us and explanation provided by Tanfac Industries Limited ("the listed entity"),
- (b) The filings / submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity.
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended as on March 31, 2023 ("Review Period") in respect to compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - (There were no events requiring compliance during the audit period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- (There were no events requiring compliance during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: (There were no events requiring compliance during the audit period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- (There were no events requiring compliance during the audit period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars / guidelines issued there under;



- (h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.
- (i) Securities and Exchange Board of India ((Registrars to an Issue and Transfer Agents) Regulations, 1993. (Registrars to an Issue and Share and circulars/guidelines issued there under;
- (j) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (There were no events requiring compliance during the audit period)

And based on the above examination. I hereby report that, during the Review Period the compliance status of the listed entity ended as below:

Sr. No.	Particulars	Compliance Status Yes/No/ NA	Observations/ Remarks by PCS*
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act 2013 and mandatorily applicable	Yes	
2	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI	Yes	
3	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) section of the website	Yes Yes Yes	



4	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013.	Yes	
5	<u>Details related to Subsidiaries of listed entities have been examined:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	--
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations 2015.	Yes	
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions. (b) The Listed entity has proved detailed reasons along with confirmation whether the transactions were subsequently approved/ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	Since. all Related Party Transactions were entered after obtaining prior approval of the Audit Committee point (b) is not applicable.
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI	Yes	



	(Prohibition of Insider Trading) Regulations, 2015.		
11	Actions taken by SEBI or Stock Exchange (s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	Yes	
12	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	

Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/ Remarks by PCS*
1	Compliances with the following conditions while appointing / re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; or</p> <p>ii. if the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	There was no appointment/reappointment or resignation of an auditor during review period.



2	Other conditions relating to resignation of Statutory Auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the</p>	NA	There is no concern reported by Statutory Auditor of the Company



	Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/ CMDI/ 114/2019 dated 18th October 2019.	NA	No such instance occurred during the period under review.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	(Regulations / circulars)	Deviations	Action Taken by	Type of action	Details of Violation	Fine Amount	Observations Remarks of the Practicing Company Secretary	Management	Remark
Not Applicable										

The listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	(Regulations / circulars)	Deviations	Action Taken by	Type of action	Details of Violation	Fine Amount	Observations Remarks of the Practicing Company Secretary	Management	Remark
Not Applicable										

Kalyani
Kalyani

CP No: 6047

PRC No : 795

UDIN: F005854E000394913

Place : Chennai

Date: 27th May, 2023

