



TANFAC INDUSTRIES LIMITED
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Tamil Nadu
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NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra - Ordinary General Meeting of the members of TANFAC Industries Limited (“the Company”) will be held on Monday, February 23, 2026 at 11.00 A.M. through Video Conferencing (“VC”) or other Audio-Visual Means (“OAVM”) to transact the following businesses:

Special Business:

ITEM No.1:

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

Approval for sub-division of equity shares of the Company

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), Consent of the Members of the Company be and is hereby accorded and granted for sub-division of equity shares of the Company from its existing equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each to sub-divided into 2(Two) Equity Shares having face value of Rs. 5/- (Rupees Five Only) each ranking *pari-passu* with each other in all respects, with effect from the record date to be determined by the Board for this Purpose.

RESOLVED FURTHER THAT pursuant to the sub-division equity shares of the Company, all the equity shares having face value of Rs. 10/- (Rupees Ten Only) each existing on the Record Date, shall stand subdivided as follows:



Particulars	Pre-sub-division of equity shares (Rs. 10 Per Share)			Post- Sub-division of equity shares (Rs. 5 Per Share)		
	No. of Equity shares	Face Value per share (INR)	Total Share Capital (INR)	No. of Equity shares	Face Value per share (INR)	Total Share Capital (INR)
Authorized Share capital						
Equity Share Capital	2,50,00,000	10	25,00,00,000	5,00,00,000	5	25,00,00,000
Preference Share Capital	20,00,000	100	10,00,00,000	20,00,000	100	10,00,00,000
Issued, Subscribed and paid-up Capital (Equity Capital)						
Equity Share Capital	99,75,000	10	9,97,50,000	1,99,50,000	5	9,97,50,000
Preference Share Capital	Nil	Nil	Nil	Nil	Nil	Nil

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, with effect from the Record Date in the following manner:

- for the equity shares held in physical form, the existing Share Certificate(s) in relation to the said shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and
- for the equity Shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments including treatment of fractional entitlements, if any, on account of sub-division of equity shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division equity shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all



acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 2:

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

Approval for Alteration of the Capital Clause of the Memorandum of Association of the Company

“RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act') and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as may be required and on the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), Consent of the Members of the Company be and is hereby accorded to alter, modify and/or substitute the existing Clause V of the Memorandum of Association of the Company to the extent applicable in the following manner:

V. The authorized Share Capital of the Company is Rs.35,00,00,000/- divided into 20,00,000 - 11% (Redeemable Cumulative Preference Shares of Rs.100/- each and 5, 00,00,000 Equity Shares of Rs.5/- each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid change and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”



ITEM NO.3:

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

Approval for Raising of Funds in one or more tranches by way of issuance securities up to 10,00,000 equity shares of face value of ₹ 10 each aggregating up to ₹ 500 crores (i.e., up to 20,00,000 equity shares of face value of ₹ 5 each post proposed sub-division of equity shares aggregating up to ₹ 500 crores), through Qualified Institutional Placement or other permissible modes

“RESOLVED THAT pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (“the **Act**”) (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) and the Foreign Exchange Management Act, 1999 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules, regulations, circulars or notifications issued thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; the uniform listing agreements entered into by the Company with BSE Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed; and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (“GOI”), the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Registrar of Companies, Chennai, Tamil Nadu (“RoC”) and such other statutory/regulatory authorities, in India or abroad from time to time (“**Appropriate Authorities**”), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from the Appropriate Authorities or any other concerned statutory/regulatory authority, and guidelines and clarifications issued thereon from time to time and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (“**Board**”, which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded and granted to the Board to create, offer, issue and allot upto 10,00,000 equity shares of face value of ₹ 10 each aggregating upto ₹ 500 crores (i.e., up to 20,00,000 equity shares of face value of ₹ 5 each (“**Equity Shares**”) adjusted pursuant to the proposed sub-division of equity shares aggregating up to ₹ 500 crores) for cash in one or more tranches and/or one or more issuances, (inclusive of such premium to face value as may be fixed on such Securities),



whether rupee denominated or denominated in one or more foreign currencies, including by way of qualified institutions placement(s) /preferential allotment or a private placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to the eligible investors in the course of domestic or international offerings, through issue of preliminary placement document / placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with the Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds, alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above, whether they being existing holders of the Securities or not (collectively referred to as the "**Investors**"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations and in such manner and on such terms and conditions, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner as may be prescribed under applicable laws, and without requiring any further approval or consent from the Members at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors in consultation with the merchant banker to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India;

RESOLVED FURTHER THAT in the event the Company proposes to issue and allot any Securities by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of SEBI ICDR Regulations):

1. The allotment of Eligible Securities shall only be made to QIBs as defined in the SEBI ICDR Regulations;
2. The Eligible Securities to be so created, offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
3. The allotment of the Eligible Securities shall be completed within 365 (Three Hundred and Sixty-Five) days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the SEBI ICDR Regulations, the Act, and/or applicable and relevant laws/guidelines, from time to time;
4. The Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of Eligible Securities being offered through QIP, have been listed on a stock exchange for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company.
5. The Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank *pari-passu inter se* in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects from the date of allotment thereof



and shall be subject to the requirements of all applicable laws and subject to the provisions of the Memorandum and Articles of Association of the Company;

6. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:
 - i. in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,
 - ii. in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
7. The Eligible Securities (excluding warrants) shall be allotted as fully paid up and dematerialized and shall be subject to the applicable laws and regulations issued by RBI/ SEBI and all other applicable regulations;
8. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as rights issue, stock split or consolidation of shares, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
9. In accordance with Regulation 176(3) under Chapter VI of SEBI ICDR Regulations, no partly paid-up Equity Shares or other Securities shall be issued / allotted;
10. In accordance with Regulation 179(2) under Chapter VI of SEBI ICDR Regulations, a minimum of 10% (Ten per cent) of the Eligible Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs;
11. The Eligible Securities shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time
12. No single allottee shall be allotted more than 50% (Fifty per cent) of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
13. The Company shall not undertake any subsequent QIP until the expiry of 2 (two) weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;
14. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed 60 (sixty) months from the date of allotment;
15. Application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company

RESOLVED FURTHER THAT the issue of the holders of the securities, which are convertible into or exchangeable with the equity shares at a later date shall be, *inter-alia*, subject to the following terms and conditions:

In the event of consolidation and/or sub-division of equity shares into smaller face value or reclassification of the securities and/or involvement in such other event or circumstance which in the opinion of the stock exchange requires such adjustments, necessary adjustments will be made



RESOLVED FURTHER THAT in the event the Company proposes to issue and allot any Securities by way of QIP to QIBs in terms of Chapter VI of the SEBI ICDR Regulations, the Board, in consultation with the book running lead managers, may offer a discount of not more than 5% (Five per cent) or such other percentage as may be permitted under applicable law on the Floor Price;

RESOLVED FURTHER THAT the consent of the Members of the Company, be and is hereby accorded to Board or its duly constituted committee thereof, to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari-passu* with the existing Equity Shares in all respects;

RESOLVED FURTHER THAT in case of offering of any Securities, consent of the Members of the Company be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars, in accordance with the applicable laws;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, in consultation with the book running lead manager, advisors and/or other intermediaries as may be appointed in relation to the Issue, the Board or a committee of the Board named the "**Fund Raising Committee**", consisting of the following directors:

- (a) Mr. Afzal Harunbhai Malkani, Chairman
- (b) Dr. R. K. Tyagi, Member
- (c) Mr. R. Karthikeyan, Member
- (d) Mr. Amreek Singh Sandhu, Member

be and is hereby authorized to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits,



certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead managers, or other authorities or intermediaries involved in or concerned with the QIP or any other mode of issuance of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is hereby authorized by the Members of the Company to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment/engagement of any intermediaries and/or advisors (including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith;

RESOLVED FURTHER THAT the Board or duly constituted committee thereof is authorised by the Members of the Company to seek the listing of Eligible Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution;

RESOLVED FURTHER THAT the Board or duly constituted committee, thereof is authorised by the Members of the Company to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution.”



Item No. 4

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

Approval of change in designation of Mr. Afzal Harunbhai Malkani (DIN: 07194226) from Non-Executive Non-Independent Director to Managing Director.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("The Act") and the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time, and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be required, Mr. Afzal Harunbhai Malkani (DIN: 07194226) who was earlier appointed as Non-Executive Non-Independent Director of the Company be and is hereby appointed and designated as Managing Director of the Company for a term of 5 (five) consecutive years, commencing from the date of January 09, 2026 to January 08, 2031 whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Afzal Harunbhai Malkani, Managing Director be paid remuneration by way of salary, allowances, perquisites, incentive and retirement benefits, subject to the maximum limit under the applicable provisions of the Companies Act, 2013, as determined by the Nomination and Remuneration Committee and approved by the Board, for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), with effect from January 09, 2026.

RESOLVED FURTHER THAT subject to the maximum permissible limit under the provisions of the Companies Act, 2013, Mr. Afzal Harunbhai Malkani, Managing Director be paid the remuneration with effect from January 09, 2026 as set out in the explanatory statement annexed to this notice."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, facilities, incentive and retirement benefits to Mr. Afzal Harunbhai Malkani as may be determined by the Board or Nomination and Remuneration Committee, shall not, except with the approval of the shareholders by way of passing special resolution, exceed the limits prescribed under the Act and rules made there under or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorised to alter, modify and vary the terms and conditions including his designation and remuneration and/or perquisites payable or to be provided (including any monetary value thereof) to Mr. Afzal Harunbhai Malkani, to the extent the Board of Directors may at its discretion deem fit."



Item No. 5

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

Appointment of Mrs. Sandhya Venugopal Sharma (DIN: 08445015) as a Director (Category: Nominee Director, Non-executive)

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mrs. Sandhya Venugopal Sharma (DIN: 08445015), who was appointed as an Additional Director of the Company, by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee with effect from January 09, 2026, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Category: Nominee Director, Non-Executive Director) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board of Directors
For TANFAC Industries Limited
Vinod Kumar S
Company Secretary and Compliance Officer
Cuddalore, January 29, 2026**

Registered office:

14, SIPCOT Industrial Complex,

Cuddalore – 607 005

CIN: L24117TN1972PLC006271

Phone: 04142-239001-005

e-mail: tanfac.cosecy@anupamrasayan.com

web: www.tanfac.com

Notes:

1. A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act") in respect of special businesses set out in item no. 1 to 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and SS-2 Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of a director seeking appointment at the EGM are provided as an annexure to the Notice.
2. The Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021,



20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"), the Companies are permitted the conduct of the Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022, 2023, 2024 and 2025. The deemed venue for the EGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC / OAVM.

3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM ARE NOT ANNEXED TO THIS NOTICE.

5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPEG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [mdbaid@gmail.com](mailto: mdbaid@gmail.com) with a copy marked to tanfac.cosecy@anupamrasayan.com
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice convening the EGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
7. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website www.tanfac.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund)



Rules, 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of Shareholders whose shares are liable to be transferred to IEPF are available on the Company's website: www.tanfac.com. The Shareholders whose unclaimed dividend /share has been transferred to the Investor Education and Protection Fund, may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

THE VOTING PERIOD BEGINS ON FRIDAY, FEBRUARY 20, 2026 AT 9.00 AM AND ENDS ON SUNDAY, FEBRUARY 22, 2026 AT 5.00 PM. DURING THIS PERIOD SHAREHOLDERS OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR IN DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE MONDAY, FEBRUARY 16, 2026 MAY CAST THEIR VOTE ELECTRONICALLY. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.

9. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through remote e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

10. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically.
11. The detailed procedure with respect to remote e-Voting is mentioned in note no. 15 of this EGM Notice.
12. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will



not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.tanfac.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
14. The Board of Directors of the Company through circular resolution dated January 29, 2026 appointed M.D. Baid Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Remote e-voting for EGM through the e-voting process during the EGM in a fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this EGM.

15. PROCEDURE FOR E-VOTING:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

As per the SEBI Master Circular, login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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



	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for TANFAC INDUSTRIES LIMITED on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.



(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mdbaid@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),



Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800-21-09911.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at vinodkumar.s@anupamrasayan.com . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at vinodkumar.s@anupamrasayan.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated January 29, 2026 and shall be taken as forming part of the Notice.

Item No.1 & 2:

The Equity shares of the Company are listed and are being traded on the BSE Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small investors by making equity shares of the Company more affordable to invest in the equity shares of the Company, the Board of Directors of the Company, in its meeting held on January 09, 2026 has considered and approved the sub-division of the existing equity shares of the Company, such that each equity share having face value of Rs.10/- (Rupees Ten Only) each be subdivided into 2(Two) Equity Shares having face value of Rs. 5/- (Rupees Five Only) each ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders of the Company.

The Record Date for the aforesaid sub-division of equity shares shall be fixed by the Board (including any Committee thereof) after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, the proposed sub-division of the equity shares is in the best interest of the Company and the proposed sub-division of equity shares will not result in any change in the amount of Authorised, Issued, Subscribed and Paid-up equity share capital of the Company.

The sub-division of equity shares proposed under Item No. 1 of this notice shall also require consequential amendments to the existing Clause V ('Capital Clause') of the Memorandum of Association of the Company as set out in Item no. 2 of this notice to reflect change in the face value of equity shares of the Company.

Accordingly, the capital clause of the Memorandum of Association is modified as under:

Existing Clause V:

The Share Capital of the Company is Rs.35,00,00,000/- divided into 20,00,000 - 11% (Redeemable Cumulative Preference Shares of Rs.100/- each and 2,50,00,000 Equity Shares of Rs.10/- each.

Revised Clause:

V. The authorized Share Capital of the Company is Rs.35,00,00,000/- divided into 20,00,000 - 11% (Redeemable Cumulative Preference Shares of Rs.100/- each and 5, 00,00,000 Equity Shares of Rs.5/- each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution



of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same."

A Copy of the amended Memorandum of Association and other requisites documents are open for inspection for the shareholders at the registered office of the Company during working hours except on holidays as well as in electronic mode.

The Board recommends the resolution as set forth in the item no.1 and 2 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Resolution.

Item No.3

The Company has been exploring opportunities for its growth which would require sufficient resources including funds to be made available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have requisite enabling approvals in place and also such other corporate purposes as may be permitted under applicable laws. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

Accordingly, the Board at their meeting held on January 9, 2026 has recommended to the shareholders to give their consent through special resolution to the Board or any Committee of the Board to raise funds through issuance of Equity Shares by way of qualified institutions placement(s), to eligible qualified institutional buyers, at a price to be determined by the Board or committees thereof in accordance with the Chapter VI of the SEBI (Issue of Capital & Disclosure Requirement) Regulations, as amended (the "SEBI ICDR Regulations") or as per other applicable rules and regulations, for raising of the funds by issuing securities upto 10,00,000 equity shares of face value of ₹ 10 each aggregating upto ₹ 500 crores (i.e., up to 20,00,000 equity shares of face value of ₹ 5 each adjusted pursuant to the proposed subdivision of equity shares aggregating up to ₹ 500 crores) for cash in one or more tranches.

The issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board of Directors or any committee of the Board in consultation with lead manager/ book running lead manager(s), advisor and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company .Issue of securities shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws.

The enabling resolution is proposed to be passed as a special resolution pursuant to Sections 42 and 62(1)(c) of the Companies Act, 2013. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities on pro-rata basis to the existing shareholders or otherwise.

Certain terms of the proposed qualified institutional placement, in the manner as set out in the resolution vide agenda item no. 3 of this Notice, would be as under:



Object of the Issue:

The Company shall utilise the proceeds from the qualified institutional placement (after adjustment of expenses related to the qualified institutional placement, if any) at various stages, towards one or more, or a combination of the following:

(i) establishment of refrigerant gas plant for production of fluorinated chemical; (ii) repayment /prepayment of outstanding debt, if any, in this regard; (iii) funding working capital requirements, if any, in this regard; and (iv) for any other general corporate purposes.

The Net Proceeds shall be utilised for the objects in the manner as specified above, and within such timelines. In case the fund-raising is undertaken through a QIP, in terms of applicable circulars of BSE and NSE in this regard, including NSE notice No. NSE/ CML/2022/56 and BSE notice No. 20221213-47 each dated December 13, 2022, as well as the SEBI ICDR Regulations, (a) the details for deployment of the net proceeds, as approved by the Board or a duly authorised committee thereof, will be specifically mentioned in the preliminary placement document/ placement document, and (b) the funds to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through such QIP. A credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on a quarterly basis until 100 % (hundred per cent) of the proceeds have been utilised, in accordance with the SEBI ICDR Regulations.

The proceeds of the proposed issue shall be utilised for any of the aforesaid purposes to the extent permitted by law. The Securities allotted would be listed on the Stock Exchanges where the Equity Shares of the Company are listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

Maximum Amount to be raised / total number of Securities to be Issued:

The total amount to be raised, in one or more tranches, by issuance of Equity Shares through QIPs as mentioned in the resolution would be aggregating up to Rs.500 Crore (Rupees Five Hundred Crores only), (inclusive of such premium to market price or prices permitted under applicable law).

[The Company shall be issuing securities upto 10,00,000 equity shares of face value of ₹ 10 each aggregating upto ₹ 500 crores (i.e., up to 20,00,000 equity shares of face value of ₹ 5 each adjusted pursuant to the proposed sub-division of equity shares aggregating up to ₹ 500 crores) for cash in one or more tranches.

The details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company, timeline of the completion of allotment are not provided.]

Therefore, the proposal, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Act; the Foreign



Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

Pricing

The issue of Equity Shares may be consummated in one or more tranches, at such time or times, at such price, at a premium to market price in such manner and on such terms and conditions taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The price at which the Equity Shares shall be allotted in the Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchange during the two weeks preceding the Relevant Date.

Relevant Date

The relevant date for determining the issue price of the Equity Shares by way of QIP shall, subject to and in accordance with the Regulation 171(b)(i) of SEBI ICDR Regulations.

The “relevant date” means the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP as provided under the SEBI ICDR Regulations.

Class and Classes of persons to whom the Securities will be offered

The Equity shares will be offered and allotted to such Investors, being QIBs as defined under the SEBI ICDR Regulations, who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines.

Intention of the Promoters, Directors, or Key Managerial Personnel to subscribe to the QIP:

The Promoter, member of the Promoter group, Directors and Key Managerial Personnel or Senior Management will not subscribe to the Equity Shares offered through QIP.

Proposed time within which the allotment shall be completed

The allotment of the Equity Shares shall be completed within 365 (Three Hundred and Sixty-Five) days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time. Further, the allotment shall be completed within a period of sixty days from the date of receipt of subscription money from the proposed allottee(s);

No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottees



Change in control

There would be no change in control pursuant to the said issue of Equity Shares. The Equity Shares will be offered and issued to such Investors who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines. Equity Shares allotted pursuant to QIP shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Other Disclosures

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any.

The consent of the shareholders is being sought pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VI of the SEBI ICDR Regulations and in terms of the provisions of the SEBI Listing Regulations, each as amended.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot equity shares/ securities to investors who may or may not be the existing shareholders of the Company.

The Board recommends the Special Resolution as set forth in the item no.3 for approval by the Members

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Special Resolution.

Item No.4

Mr. Afzal Harunbhai Malkani (DIN: 07194226) was appointed as a Non-Executive, Non-Independent Director of the Company with effect from March 11, 2022, pursuant to the approval of the Members of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, at their meeting held on January 09, 2026, approved the proposal for change in designation and appointment of Mr. Afzal Harunbhai Malkani as Managing Director of the Company for a term of five (5) consecutive years, from January 09, 2026 to January 08, 2031, subject to the approval of the Members and such other approvals as may be required under the Companies Act, 2013 and the rules made thereunder.

Brief profile of Mr. Afzal Harunbhai Malkani:

Mr. Afzal Harunbhai Malkani is a Chartered Accountant with more than 25 years of experience in finance, accounts, corporate finance, capital markets, fund raising, mergers and acquisitions, and regulatory compliances. He was associated with Anupam Rasayan India Limited for about 17 years, where he served as Chief Financial Officer since 2014. During his tenure, he was responsible for finance, treasury, budgeting, banking, taxation, audit and statutory compliances. He played a key role in leading the Initial Public Offering (IPO) of Anupam Rasayan India Limited in 2021, including coordination with merchant bankers, legal



advisors, auditors, regulators and investors. He also handled post-listing compliances, investor relations, fund raising and acquisition-related activities. During his association, the revenues and market capitalization of Anupam Rasayan India Limited increased significantly.

For the last four years, Mr. Afzal Harunbhai Malkani has been associated with Zen Technologies Limited as Chief Financial Officer. During his tenure, he led a Qualified Institutional Placement (QIP) of approximately ₹1,000 crore and managed finance, investor relations, banking and regulatory compliances. During this period, the market capitalization of Zen Technologies Limited increased from approximately ₹1,500 crores to ₹15,000 crores, along with a substantial increase in revenues.

During his association with Tanfac Industries Limited as a Non-Executive, Non-Independent Director, the Company has achieved profitable growth and expanded its product portfolio. The Company has also witnessed improvements in operational efficiency, successfully commissioned the Solar Grade Diluted Hydrofluoric Acid Plant, and the establishment of the R-32 (Difluoromethane) facility is under pipeline. During this period, the Company's market capitalization increased from approximately from ₹500 crores to ₹4,000 crores.

Considering his extensive experience in listed company operations, capital market transactions, fund raising, financial management and corporate governance, and his contribution to the strategic direction and growth of the Company, the Board is of the opinion that the appointment of Mr. Afzal Harunbhai Malkani as Managing Director would be in the best interest of the Company.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Afzal Haurnbhai Malkani vast knowledge and varied experience will be of great value to the Company and has recommended the Resolutions at Item No.4 of this Notice relating to his change in designation as the Managing Director of the Company for a period of five years w.e.f. January 09, 2026 to January 08, 2031 as an Ordinary Resolution for your approval. Subject to the maximum permissible limit under the provisions of the Companies Act, 2013, Mr. Afzal Harunbhai Malkani, Managing Director be paid the following remuneration with effect from January 09, 2026 as recommended by the Nomination and Remuneration Committee and approved by the Board is as under:

Compensation Details		Compensation (INR Per Annum)
A	Basic Salary	73,00,000
	Total (A)	73,00,000
B	Allowances & Reimbursements	
	Special Allowance	47,87,537
	Uniform Allowance	9,600
	Education Allowance	2,400
	Medical Reimbursement	15,000
	Leave Travel Allowance	6,08,333
Total (B)		54,22,870
C	Car Valuation	6,50,000
	Car Operating Expense	4,80,000



	Total [C]	11,30,000
D	Retirals	
	PF	8,76,000
	Gratuity	3,51,130
	Superannuation / NPS	10,95,000
	Total (D)	23,22,130
E	Housing	
	HRA	18,25,000
	Total (E)	18,25,000
	Basic Salary (A)	73,00,000
	Guaranteed Cash compensation (G) (A+B)	1,27,22,870
	FC w/o Hsg (H) = (G+C+D)	1,61,75,000
	CTC (I) = (H+E)	1,80,00,000

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Mr. Afzal Harunbhai Malkani, has provided (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and has not been debarred or disqualified from being appointed as Director of a company by the SEBI, MCA or any such other statutory authority.

The Profile of Mr. Afzal Harunbhai Malkani along with details as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards on general meetings is furnished in Annexure to this notice.

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, 2015, the Company is required to seek approval of Members for appointment of Mr. Afzal Harunbhai Malkani either at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought through EGM for appointment of Mr. Afzal Harunbhai Malkani as Managing Director.

The Board recommends the resolution as set forth in the item no.4 for approval by the Members.

Except Mr. Afzal Harunbhai Malkani, none of the Directors, Key Managerial Personnel or his relatives are concerned or interested in the Resolution at Item No. 4 of this Notice. Mr. Afzal Harunbhai Malkani is not related to any other Director or Key Managerial Personnel of the Company.



Item No. 5:

Tamilnadu Industrial Development Corporation Limited (“TIDCO”), the co-promoter of the Company has nominated Mrs. Sandhya Venugopal Sharma, IAS, (DIN: 08445015) Chairperson of TIDCO on the Board of the Company and accordingly she was appointed as an Additional Director (Category: Nominee Director, Non-Independent) of the Company by the Board of Directors effective from January 09, 2026.

Brief profile of Mrs. Sandhya Venugopal:

Mrs. Sandhya Venugopal Sharma is a 1995 batch IAS officer of the Tamil Nadu cadre who has served in a variety of key administrative and technical roles during her career. Before her current appointment at TIDCO, she spent a significant period on central deputation with the Department of Space, where she served as Joint Secretary and later Additional Secretary in Bengaluru, contributing to Indian space and science administration from April 2019 to October 2025. During her deputation to the Government of Karnataka, she has anchored the Sarva Shiksha Abhigyan as State Project Director, which was funded by the Central & State Governments along with the World Bank, DFID and UNICEF and worked towards the universalization of elementary education. Earlier in her career she held diverse positions within the Tamil Nadu cadre, including Commissioner (Archives and Historical Research) and various Joint/Deputy Secretary and Controller roles in departments such as Commercial Taxes, Education, and the Tamil Nadu Public Service Commission, as well as district-level administrative assignments such as Assistant Collector in Chengalpattu and Tindivanam. These postings reflect her broad experience across finance, education, culture, human resources, and revenue administration prior to her current leadership role in industrial development.

Based on the recommendations of the Nomination and Remuneration Committee, considering her extensive administrative experience, leadership roles in public sector and government institutions, and her expertise in policy formulation, governance and industrial development, the Board of Directors is of the opinion that her appointment as Director would be beneficial to the Company.

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, 2015, the Company is required to seek approval of Members for appointment of Mrs. Sandhya Venugopal Sharma either at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought through EGM for appointment of Mrs. Sandhya Venugopal Sharma as a Director of the Company.

As such, Mrs. Sandhya Venugopal Sharma holds office as an Additional Director effective January 09, 2026, and is eligible for appointment as a Director (Category: Nominee Director, Non-Independent), liable to retire by rotation, subject to the approval of the Shareholders as required under the SEBI Regulations.

A notice under Section 160(1) of the Act has been received from a Member indicating the intention to propose Mrs. Sandhya Venugopal Sharma for the office of Director.



Further, Mrs. Sandhya Venugopal Sharma has furnished her consent to act as a Director in Form DIR-2 and an intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming that she is not disqualified under Section 164 of the Companies Act, 2013.

The Profile of Mrs. Sandhya Venugopal Sharma along with details as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards on general meetings is furnished in Annexure-A to this notice.

The Board recommends the resolution as set forth in the item no.5 for approval by the Members.

Except Mrs. Sandhya Venugopal Sharma, none of the Directors, Key Managerial Personnel or his relatives are concerned or interested in the Resolution at Item No. 5 of the Notice. Mrs. Sandhya Venugopal Sharma, is not related to any other Director or Key Managerial Personnel of the Company.

**By order of the Board of Directors
For TANFAC Industries Limited
Vinod Kumar S
Company Secretary and Compliance Officer
Cuddalore, January 29, 2026**

Registered office:

14, SIPCOT Industrial Complex,

Cuddalore – 607 005

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web: www.tanfac.com

**Annexure****Details of Directors seeking appointment**

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of the Director	Afzal Harunbhai Malkani	Sandhya Venugopal Sharma
DIN	07194226	08445015
Date of Birth & Age	15/04/1979 & 47 Years	09/02/1971 & 54 years
Date of Appointment on Board	07/06/2022	09/01/2026
Qualification	CA	IAS
Experience and Expertise	25 years	30 years
Number of Meetings of the Board attended during the year	4	NA
List of Directorship / Membership / Chairmanship of Committees of other Board	ARIL Fluorospeciality Private Limited Chairman of Risk Management Committee of TANFAC Industries Limited and Chairman of Corporate Social Responsibility Committee of TANFAC Industries Limited	Tamilnadu Industrial Development Corporation Limited TITAN Company Limited
Shareholding in the Company	Nil	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company
Terms and Conditions of appointment/reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	The terms and conditions of appointment along with details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.	No remuneration is payable