

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24117TN1972PLC006271

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT2591A

(ii) (a) Name of the company

TANFAC INDUSTRIES LIMITED

(b) Registered office address

14,SIPCOT INDUSTRIAL COMPLEXKUDIKADU,
CUDDALORE 607005
CUDDALORE 607005
Tamil Nadu
607005

(c) *e-mail ID of the company

invreln.tanfac@adityabirla.com

(d) *Telephone number with STD code

04142239001

(e) Website

(iii) Date of Incorporation

20/12/1972

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U65993TN1987PTC014964

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED ENTERPRISES (INDIA) PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

5A ,5TH FLOOR ,KENCES TOWERS,1, RAMAKRISHNA STREET
NORTH USMAN ROAD,T.NAGAR

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

28/09/2021

(b) Due date of AGM

31/12/2021

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TAMILNADU INDUSTRIAL DEVI	U65993TN1965SGC005327	Joint Venture	26.02
2	PILANI INVESTMENT AND INDU	L24131WB1948PLC095302	Joint Venture	4.99

3	BIRLA GROUP HOLDINGS PRIV.	U67120MH1980PTC023476	Joint Venture	19.96
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	9,975,000	9,975,000	9,975,000
Total amount of equity shares (in Rupees)	250,000,000	99,750,000	99,750,000	99,750,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	25,000,000	9,975,000	9,975,000	9,975,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	99,750,000	99,750,000	99,750,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,000,000	0	0	0
Total amount of preference shares (in rupees)	100,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
11% Redeemable Cumulative Preference Shares				
Number of preference shares	1,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	100,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	305,980	9,669,020	9975000	99,750,000	99,750,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
	0					
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
	0					
At the end of the year	305,980	9,669,020	9975000	99,750,000	99,750,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
<input type="text" value="0"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="0"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,478,955,000

(ii) Net worth of the Company

832,357,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	2,595,000	26.02	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,488,652	24.95	0	
10.	Others A.K. AGARWALA(PERSON ACTING	1,150	0.01	0	
	Total	5,084,802	50.98	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,642,667	26.49	0	
	(ii) Non-resident Indian (NRI)	66,230	0.66	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	0	0	0	
5.	Financial institutions	700	0.01	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	5,550	0.06	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,759,852	17.64	0	
10.	Others Clearing Member, Trust, LLP	415,199	4.16	0	
	Total	4,890,198	49.02	0	0

Total number of shareholders (other than promoters)

13,711

**Total number of shareholders (Promoters+Public/
Other than promoters)**

13,715

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	12,107	13,711
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	2	1	2	0	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VENKATARAMAN THIRU	00007648	Director	0	
MADRAS RAMANATHAN	00020075	Director	0	
RAMACHANDRAN KANNAN	00824621	Director	0	
SHANKAR NARASIMHAN	01484214	Director	0	
RAJALAKSHMI RAVIKRISHNAN	01985132	Director	0	
KALYAN RAM MADAN	08116290	Director	0	
SENDHIL KALYANASUN	08850046	Managing Director	0	
NALLANCHAKRAVARTY	AONPR6108K	CFO	50	
THANIGAIVEL ARCHANA	AWEPA2584R	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SENDHIL KALYANASUN	08850046	Managing Director	27/08/2020	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	28/09/2020	12,111	45	0.37

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/06/2020	6	5	83.33
2	07/08/2020	6	5	83.33
3	27/08/2020	7	6	85.71
4	10/11/2020	7	7	100
5	10/02/2021	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	23/06/2020	6	5	83.33
2	Stakeholders F	23/06/2020	3	2	66.67
3	Audit Committ	07/08/2020	6	5	83.33
4	Stakeholders F	07/08/2020	3	3	100
5	Audit Committ	10/11/2020	5	5	100
6	Stakeholders F	10/11/2020	3	3	100
7	Audit Committ	03/12/2020	6	6	100
8	Stakeholders F	10/02/2021	3	3	100
9	Audit Committ	10/02/2021	6	6	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2021
								(Y/N/NA)
1	VENKATARAMAN	5	5	100	5	5	100	Yes
2	MADRAS RAM	5	5	100	5	5	100	Yes
3	RAMACHANDRAN	5	5	100	5	5	100	Yes
4	SHANKAR NAIDU	5	5	100	5	5	100	Yes
5	RAJALAKSHMI	2	2	100	5	4	80	Yes
6	KALYAN RAM	5	5	100	5	5	100	Yes
7	SENDHIL KALYAN	2	2	100	5	5	100	Yes
8	Empty	0	0	0	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SENDHIL KALYAN	Managing Director	9,962,000	0	0	0	9,962,000
	Total		9,962,000	0	0	0	9,962,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NALLANCHAKRAN	CFO	5,306,000	0	0	0	5,306,000
2	THANIGAIVEL ARUN	Company Secretary	680,000	0	0	0	680,000
	Total		5,986,000	0	0	0	5,986,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENKATARAMAN	Director	240,000	0	0	0	240,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	MADRAS RAMANA	Director	240,000	0	0	0	240,000
3	SHANKAR NARASI	Director	180,000	0	0	0	180,000
4	RAJALAKSHMI RA'	Director	120,000	0	0	0	120,000
5	RAMACHANDRAN	Director	190,000	0	0	0	190,000
	Total		970,000	0	0	0	970,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K R JAGANNATHAN

Whether associate or fellow

Associate Fellow

Certificate of practice number

14698

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Sendhil Naathan

DIN of the director

08850046

To be digitally signed by

Jagannathan Ravichandran

- Company Secretary
- Company secretary in practice

Membership number

39636

Certificate of practice number

14698

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

TANFAC MGT8.pdf
47 AGM Minutes-signed.pdf

Remove attachment

Modify

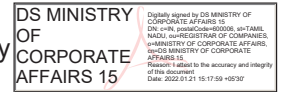
Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Auto-approved By



MINUTES OF THE FORTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TANFAC INDUSTRIES LIMITED HELD ON TUESDAY THE 28TH SEPTEMBER, 2021 AT 11.30 A.M. THROUGH VIDEO CONFERRING / OTHER AUDIO VISUAL MEANS AND DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.14, SIPCOT INDUSTRIAL COMPLEX, CUDDALORE – 607 005.

PRESENT:

1. MR M.R. SIVARAMAN ... DIRECTOR
2. MR M.R. SIVARAMAN ... DIRECTOR
3. MR.V.T.MOORTHY ... DIRECTOR
4. DR. SHANKAR NARASIMHAN ... DIRECTOR
5. MRS. R.RAJALAKSHMI ... DIRECTOR
6. MR. K.SENDHIL NAATHAN ... MANAGING DIRECTOR

BY INVITATION:

1. MR N.R. RAVICHANDRAN ... CHIEF FINANCIAL OFFICER
2. MR PRAVEEN DAGA ... M/s. KHIMJI KUNVERJI & CO.
STATUTORY AUDITORS

There were altogether 47 (Forty-Seven) Members present in person including 3 (Three) authorized representatives of corporate members (2 belonging to promotor group and one from public).

Since the meeting was held through Video Conference / Other Audio-Visual means (VC/OAVM) there were no proxies.

The Promoters of the Company, viz., Tamilnadu Industrial Development Corporation Limited (TIDCO), T.G.S. Investment and Trade Private Limited and Pileri Investment and Industries Corporation Limited, collectively holding 50,83,652 Equity Shares (50.96%) had participated in the remote e-voting prior to the AGM and exercised their vote cast.

On the proposal of Mr V.T. Moorthy, Director and seconded by Mr M.R.Sivarman, IAS (Retd.), Mr.R.Karthikeyan, Director was elected as Chairman of the Annual General Meeting.

The Chairman occupied the Chair and after ascertaining necessary quorum as required under the Companies Act, 2013 was present at the meeting commenced the proceedings.

The Chairman welcomed the Shareholders (including corporate representative) and announced that in view of the restrictions due to outbreak of COVID-19, the AGM had to be convened through VC/OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and the Company had tied up with Central Depositories and Securities Limited (CDSL) both for members participation in the AGM through VC/OAVM and also for remote e-voting. He then introduced the panel members comprising of Board members, CFO and the statutory auditor and then made further announcements with regard to E-voting during the AGM. He also informed that the Statutory Registers and other statutory documents as required under the provision of The Companies Act, 2013, were available for inspection of the Members and with the permission of the Members, the Notice, Board's Report and Financial Statement of the Forty Seventh Annual General Meeting were taken as read. Thereafter, the Chairman delivered his speech and the same was uploaded on the website of the company.

HIGHLIGHTS OF CHAIRMAN'S SPEECH:

COVID-19 AND OUTLOOK:

Chairman informed that the employees during the last 18 months ensured uninterrupted business support while adopting to the new paradigm of work from home. The management team also reassessed business models, to identify strategic and tactical opportunities to improve effectiveness, prune avoidable costs, as well as prepare for the new normal with clear focus on Value Added Products, (VAPs), getting closer to customers and connecting with all stakeholders.

He thanked all the employees of the company and particularly to those who have gone beyond their call of duty, in providing help and support to the affected persons during the pandemic.

OPERATIONS AND OVERALL PERFORMANCE:

The Chairman informed the Members that despite the pandemic-induced volatility in the business environment, the Company had registered higher EBIDTA and Net Profit compared to previous financial year due to spurt in the volume and realization of one of the Value-Added products (VAPs) which is used in the manufacture of one of the drugs used to treat severely affected covid patients besides other applications like Agro & Pharma. He further

informed that this increase in profitability was despite decrease in sales by 10% owing to sharp reduction in sale of HF and drop in sales price of Sulphuric Acid. He further informed that apart from VAP, in-house optimization of process through innovation and product / customer mix also contributed to the higher EBIDTA. Profit before depreciation, interest and taxation (EBIDTA) was at ₹34.1 Crores compared to ₹27.10 Crores during previous year. Total Comprehensive Income were ₹18.0 Crores compared to ₹17.3 Crores during previous year.

Q1FY'21 PERFORMANCE:

Chairman informed that despite the impact of the second wave the Company cashed on the temporary tailwinds in the form of increase in realization of Sulphuric Acid due to temporary demand supply gap on account of reduced imports due to port congestions and increase in realization of its Value-added products (VAPs) due to Covid 2nd wave related demand. He further informed that the above factors along with other initiatives like optimization of HF plant process using the recently commissioned new Kiln and reduction in utility norms of other products helped the Company post its highest-ever quarterly EBITDA of ₹ 30 crore compared to ₹ 5 crore during the first quarter of previous year. He further mentioned that though the short-term spurt in Sulphuric Acid & VAPs realization would not continue further and expected to normalize in the coming months the Company would continue to remain alert to capture any opportunities that may arise in the coming months.

After delivering his statement to the Members, the Chairman informed that since there was no qualification, the Independent Auditors' Report on the financial statement of the Company for the financial year ended 31st March, 2021 would not be read during the meeting.

Thereafter, the Chairman invited the Members who had registered earlier to speak and requested the Managing Director and his team to answer the questions raised by the members both during the meeting and through email.

The Managing Director then answered the questions raised by the members and further informed that in case members need further clarification they may write to the Company Secretary and handed over the session back to the Chairman.

The Chairman informed the Members that as per Section 108 of The Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company had set up the facility to exercise their right to vote at the Annual General Meeting by electronic means through e-Voting services provided by the Central Depository Services

(India) Limited (CDSL). The remote e-Voting period commenced on Saturday the 25th September, 2021 at 9.00 a.m. and ended on Monday the 27th September, 2021 at 5.00 P.M. Ms. Kalyani Srinivasan, Practicing Company Secretary (CP No.6047) had been appointed by the Board for scrutinizing the e-voting process.

In the interest of the Shareholders, the Chairman informed that e-voting during the meeting has been arranged for those members who did not avail the facility of e-voting earlier.

The Chairman further announced that the consolidated result of the remote e-voting and e-voting at the meeting would be uploaded on the Company's website and would also be communicated to Stock Exchange(s) and CDSL.

After vote of thanks from the Managing Director, the Chairman then formally declared the closure of 47th Annual General Meeting of the Company.

The following resolutions were passed by the Members through remote e-voting and e-voting during the AGM with a requisite majority.

ORDINARY BUSINESS :

ITEM NO.1

ADOPTION OF FINANCIAL STATEMENTS :

“RESOLVED THAT the financial statement of the Company for the year ended 31st March, 2021, including the Balance Sheet of the Company as at 31st March, 2021, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board's and Auditors thereon be and are hereby received adopted.”

Promoter/ Public	No. of Shares held	No of Votes cast	% of votes polled on Outstanding Shares	No. of Votes in Favour	No of Votes Against	% of votes in favour of votes casted	% of votes against on votes casted
Promoter Promoter Group	50,84,802	50,83,652	99.98	50,83,652	-	100	-
Pub Inst Holder	-	-	-	-	-	-	-
Public-Others	48,90,198	11,723	0.24	11,692	31	99.74	0.26

ITEM NO.2**RE-APPOINTMENT OF MR.KALYAN RAM MADABHUSHI, DIRECTOR, RETIRING BY ROTATION:**

“RESOLVED THAT Mr.Kalyan Ram Madabhushi, Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation”

Promoter/ Public	No. of Shares held	No of Votes cast	% of votes polled on Outstanding Shares	No. of Votes in Favour	No of Votes Against	% of votes in favour of votes casted	% of votes against on votes casted
Promoter and Promoter Group	50,84,802	50,83,652	99.98	50,83,652	-	100	-
Pub Inst Holder	-	-	-	-	-	-	-
Public-Others	48,90,198	11,723	0.24	11,692	31	99.74	0.26

SPECIAL BUSINESS :**ITEM NO.3****APPOINTMENT OF M/S SINGHI & Co., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE CONSECUTIVE YEARS FROM THE CONCLUSION OF 47TH AGM TO THE CONCLUSIN OF 52ND AGM OF:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Singhi & Co., Chartered Accountants, Calcutta (Firm Registration No.302049E) be and is hereby appointed as the Statutory Auditor of the Company in place of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.: 105146W), the retiring Statutory Auditor, to hold office from the conclusion of this Annual General Meeting (47th AGM) until the conclusion of the 52nd Annual General Meeting of the Company at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

Promoter/ Public	No. of Shares held	No of Votes cast	% of votes polled on Outstanding Shares	No. of Votes in Favour	No of Votes Against	% of votes in favour of votes casted	% of votes against on votes casted
Promoter and Promoter Group	50,84,802	50,83,652	99.98	50,83,652	-	100	-
Pub Inst Holder	-	-	-	-	-	-	-
Public-Others	48,90,198	11,723	0.24	11,667	56	99.52	0.48

ITEM NO.4**APPOINTMENT & RATIFICATION OF RENUNERATION TO COST AUDITOR:**

“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, 2022, 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.”

Promoter/ Public	No. of Shares held	No of Votes cast	% of votes polled on Outstanding Shares	No. of Votes in Favour	No of Votes Against	% of votes in favour of votes casted	% of votes against on votes casted
Promoter and Promoter Group	50,84,802	50,83,652	99.98	50,83,652	-	100	-
Pub Inst Holder	-	-	-	-	-	-	-
Public-Others	48,90,198	11,723	0.24	11,692	31	99.74	0.26

ITEM NO.5**APPOINTMENT OF MRS. R.LILLY, IAS., AS DIRECTOR OF THE COMPANY:**

“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, Mrs. R.Lilly, IAS (DIN: 03287345) who was appointed as Additional Director of the Company by the Board of Directors with effect from 13th August 2021, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 47th Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act 2013 proposing his candidature for the office of Director, be and hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

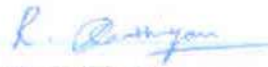
Promoter/ Public	No. of Shares held	No of Votes cast	% of votes polled on Outstanding Shares	No. of Votes in Favour	No of Votes Against	% of votes in favour of votes casted	% of votes against on votes casted
Promoter and Promoter Group	50,84,802	50,83,652	99.98	50,83,652	-	100	-
Pub Inst Holder	-	-	-	-	-	-	-
Public-Others	48,90,198	11,723	0.24	11,692	31	99.74	0.26

The results of the remote e-voting and e-voting at the AGM were informed to BSE Limited, where the Company's Equity Shares are listed, as required in terms of sub regulation 3 of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, within the stipulated time.

The Company has also sent the above results to the electronic service provider for e-voting platform, viz., Central Depository Services (India) Limited (CDSL) and also uploaded in the Company's website viz., www.tanfac.com

There being no other business to transact the meeting concluded with a vote of thanks to the Chairman.


(N.R. RAVICHANDRAN)
CHIEF FINANCIAL OFFICER


(R. KARTHIKEYAN)
CHAIRMAN OF THE MEETING



M/s R&RJ Associates
Practising Company Secretaries

1&2, 1st Floor,
Hotel Oriental Tower
Srinivasm Pillai Road,
Thanjavur – 613001
Contact:+91-9345798951
Mail: krjb7777@gmail.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s.TANFAC INDUSTRIES LIMITED - CIN (L24117TN1972PLC006271)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, We certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed there for;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members, Security holders, as the case may be
 6. Has not made any advances/loans to its directors and /or persons or firms or companies referred in section 185 of the Act;
 7. Contracts/arrangements with related parties as specified in section 188 of the Act;
 8. Has not made any issue or allotment or buy back of securities /redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates except transfer and transmission of shares effected as per request from the shareholders;






M/s R&RJ Associates
Practising Company Secretaries

1&2, 1st Floor,
Hotel Oriental Tower
Srinivasm Pillai Road,
Thanjavur – 613001
Contact:+91-9345798951
Mail: krjb7777@gmail.com

9. Keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, is not applicable
10. Unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund has been transferred in accordance with section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3)(4) and (5) thereof;
12. Constitution /appointment re-appointments/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them as per the provisions of the Act.
13. Appointment/re appointment of auditors of the company as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted/renewed/made repayment of deposits during the financial year 2018-19, but has accepted Inter Corporate Deposit and availed short term Loan from its group Companies which were under "arm's length basis"
16. No borrowings from its Directors, Members, but availed fund/non fund working capital facilities from its consortium banks and creation of charge in that respect;
17. Has not made any loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. Has not made alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

Place: Thanjavur
Date: 15.12.2021

K. R. Jagannathan

K. R. JAGANNATHAN
Membership No.39636
C. P. No. 14698
UDIN:A039636C001769232