



TANFAC INDUSTRIES LIMITED
Regd. Office: 14, SIPCOT Industrial Complex,
Cuddalore – 607 005
CIN: L24117TN1972PLC006271
Phone: 04142-239001-005
e-mail: tanfac.invreln@anupamrasayan.com
web: www.tanfac.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Monday, May 12, 2025	Tuesday, June 10, 2025

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings / conducting postal ballot process through electronic voting ("remote e-voting") 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 (collectively referred to as "MCA Circulars") that the resolutions appended below, be passed by the members of the Company, through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting").

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said resolution setting out the material facts thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms a part of this Notice.



The Company is pleased to provide the facility for voting through 'electronic means' to enable the members to cast their votes through e-Voting by selecting appropriate options, in accordance with the provisions of the Act, 2013 and Regulation 44 of the Listing Regulations, 2015.

The remote e-voting window shall remain open from 9.00 a.m. IST on **Monday, May 12, 2025** and ends at 5:00 p.m. IST on **Tuesday, June 10, 2025** and the remote e-voting shall be disabled thereafter. Members are, therefore, requested to cast their votes on or before the above-mentioned date and time.

The Company, for this purpose, has engaged Central Depository Services (India) Limited, ("CDSL") an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolution through the remote e-Voting system.

Pursuant to MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

The Board of Directors of the Company at their meeting held on Monday, April 28, 2025 has appointed Ms. Kalyani Srinivasan, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit their report on the results of voting through "electronic means" to the Chairperson of the Company or any one person authorised by her after completion of the scrutiny of voting by electronic means. The results will be announced by the Chairperson or any one person authorised by the Chairperson, at its registered office on or before June 12, 2025. The results will also be intimated to the Stock Exchange where the shares of the Company are listed and also uploaded on the website of the Company <https://www.tanfac.com/> and on the website of CDSL and will also be displayed in the notice board of the Company at its registered office 14, SIPCOT Industrial Complex, Cuddalore – 607 005.



SPECIAL BUSINESS

Proposed Resolution:

ITEM NO.1:

To consider and if thought fit, to pass the following resolution as a *Special Resolution*:

Appointment of Dr. R. K. Tyagi (DIN:01509031) as Non-Executive-Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) / amendment(s) / or re-enactment thereof), the Articles of Association of the Company and based on the recommendations and approval of Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. R. K. Tyagi (DIN:01509031) who was appointed as an Additional Director, designated as Non-executive- Independent Director of the Company w.e.f. April 01, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-executive - Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from April 01, 2025 to March 31, 2030.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM No.2:

To consider and if thought fit, to pass the following resolution as a *Special Resolution*:

Appointment of Mr. Amreek Singh Sandhu (DIN: 08064880) as Non-Executive-Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) / amendment(s) / or re-enactment thereof), the Articles of Association of the Company and based on the recommendations and approval of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Amreek Singh Sandhu (DIN:08064880) who was appointed as an Additional Director, designated as Non-executive- Independent Director of the Company w.e.f. April 01, 2025 and in respect of whom the Company has received a



notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-executive - Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from April 01, 2025 to March 31, 2030.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all 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**

Cuddalore, April 28, 2025

Registered office:

14, SIPCOT Industrial Complex,

Cuddalore – 607 005

CIN: L24117TN1972PLC006271

Phone: 04142-239001-005

e-mail: tanfac.invreln@anupamrasayan.com

web: www.tanfacs.com

Notes:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Integrated Services India Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on May 08, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants.



3. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, May 08, 2025. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in TANFAC Industries Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.
4. 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 postal ballot by 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.

5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 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.
6. The detailed procedure with respect to remote e-Voting is mentioned in note no. 15 of this Postal Ballot Notice.
7. The remote e-Voting shall commence on Monday, May 12, 2025 at 9:00 a.m. (IST) and shall end on Tuesday, June 10, 2025 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
8. The Board of Directors of the Company at their meeting held on Monday, April 28, 2025 has appointed Ms. Kalyani Srinivasan, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.
9. The Scrutinizer will submit her report to the Chairperson, or any other person authorised by her, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.



10. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., June 10, 2025.
11. The results will be announced by the Chairperson or any one person authorised by the Chairperson, at its registered office on or before June 12, 2025. The results will also be intimated to the Stock Exchange where the shares of the Company are listed and also uploaded on the website of the Company <https://www.tanfac.com/> and on the website of CDSL and will also be displayed in the notice board of the Company at its registered office 14, SIPCOT Industrial Complex, Cuddalore – 607 005.
12. Members may download the Notice from the website of the Company at <https://www.tanfac.com/> or the website of CDSL at www.evoting.cdslindia.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com.
13. The vote in this Postal Ballot cannot be exercised through proxy
14. Members requiring any clarification may contact Mr. Vinod Kumar S, Company Secretary at the registered office of the Company or through e-mail tanfac.invreln@anupamrasayan.com or tanfac.cosecy@anupamrasayan.com

15. PROCEDURE FOR E-VOTING:

THE INTRUCTIONS 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 cdsi 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

	<p>e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-

(holding securities in demat mode) login through their Depository Participants (DP)	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 the relevant 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; cskalyanisrinivasan@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 **Company/RTA email id**.
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.

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 April 28, 2025 and shall be taken as forming part of the Notice.

Item No.1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors through circular resolution, appointed Dr. R. K. Tyagi (DIN:01509031) as an Additional Director - Non-Executive Independent Director, not liable to retire by rotation, for a term of five years commencing from April 01, 2025 to March 31, 2030 subject to approval of the Members by Special Resolution. In terms of Regulation 17(1C) (a) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of Members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Dr. R.K. Tyagi is a Bachelor of Engineering from Indian Institute of Technology (I.I.T.) Roorkee; MBA from IGNOU, New Delhi. Doctorate in Management Studies from Agra University.

Dr. R. K. Tyagi has a rich and vast experience of 45 years across various governmental organisations and non-governmental organisations including 14 years of experience at Board levels. He has been the Chairman and Managing Director of Pawan Hans Helicopters Limited from 2007 to 2012 and Chairman of Hindustan Aeronautics Limited from 2012 to 2015 apart from various other Directorships across various listed and unlisted entities.

Dr. R. K. Tyagi is a seasoned professional with an expertise in the areas of Organisational Strategy, Corporate Governance, Research and Development, technology, investment and risk management. He is also a turnaround specialist in Business operations and team leadership and building alliances with specific interest in the areas of Petroleum, Aerospace, Defence and Higher Education.

The Company has received a notice from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company. The Company has received from Dr. R. K. Tyagi (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the

Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Dr. R. K. Tyagi has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Dr. R. K. Tyagi is exempted from passing the online self-assessment test, having fulfilled the exemption criteria as mentioned in the said rules.

In the opinion of the Board, Dr. R. K. Tyagi fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Non-Executive Independent Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director. He is not related to any Director or Key Managerial Personnel (KMP) of the Company. Dr. R. K. Tyagi does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person.

In terms of proviso to Regulation 25(2A) of the Listing Regulations, 2015, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes, but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public Members in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation.

The Members may note that the particulars of Dr. R. K. Tyagi as required to be furnished under Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this notice.

The Board recommends the Special Resolution as set forth in the item no.1 for approval by the Members.

The terms and conditions of appointment of Dr. R. K. Tyagi as an Independent Director are uploaded on the website of the Company and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

Except Dr. R. K. Tyagi, 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.2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors through circular resolution, appointed Mr. Amreek Singh Sandhu (DIN:08064880) as an Additional Director - Non-Executive Independent Director, not liable to retire by rotation, for a term of five years commencing from April 01, 2025 to March 31, 2030 subject to approval of the Members by Special Resolution. In terms of Regulation 17(1C) (a) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of Members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Amreek Singh Sandhu is a financial professional with M. Com, LL.B. and MBA degrees along with certifications from FCS, FCMA and EAPAF-IIM. With over 4 decades of rich and vast experience spanning across various aspects of finance and accounts such as corporate finance, treasury, audit, mergers & acquisitions, public issues, secretarial matters, HR, administration and legal.

He has worked with various reputed companies before such as Organic Chemicals Ltd., Herman Milk foods Ltd., Gati Ltd., Ybrant Digital Ltd. and AMR India Ltd. to name a few. He has been engaged in the field of manufacturing (electronics, consumer goods, dairy products etc.), cargo, logistics, shipping, power, digital media, infrastructure and mining in his previous stints.

The Company has received a notice from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company. The Company has received from Mr. Amreek Singh Sandhu (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Mr. Amreek Singh Sandhu has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Mr. Amreek Singh Sandhu is exempted from passing the online self-assessment test, having fulfilled the exemption criteria as mentioned in the said rules

In the opinion of the Board, Mr. Amreek Singh Sandhu fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Non-Executive Independent Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director. He is not related to any Director or Key Managerial Personnel (KMP) of the Company. Mr. Amreek Singh Sandhu does not hold any

share in the Company in his individual capacity or on a beneficial basis for any other person.

In terms of proviso to Regulation 25(2A) of the Listing Regulations, 2015, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes, but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public Members in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation.

The Members may note that the particulars of Mr. Amreek Singh Sandhu as required to be furnished under Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this notice.

The Board recommends the Special Resolution as set forth in the item no.2 for approval by the Members.

The terms and conditions of appointment of Mr. Amreek Singh Sandhu as an Independent Director are uploaded on the website of the Company and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

Except Mr. Amreek Singh Sandhu, 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.

**By order of the Board of Directors
For TANFAC Industries Limited
Vinod Kumar S
Company Secretary**

Cuddalore, April 28, 2025

Registered office:

14, SIPCOT Industrial Complex,

Cuddalore – 607 005

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PARTICULARS OF THE DIRECTOR SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 (SS-2)

Name of the Director	Dr. R. K. Tyagi
Age	70 years
DIN	01509031
Qualifications	<ol style="list-style-type: none"> 1. Bachelor of Engineering from Indian Institute of Technology (I.I.T.) Roorkee 2. MBA from IGNOU, New Delhi. 3. Doctorate in Management Studies from Agra University.
Brief Profile, Experience and other details	<ol style="list-style-type: none"> 1. Dr. R. K. Tyagi has a rich and vast experience of 45 years across various governmental organisations and non-governmental organisations including 14 years of experience at Board levels. He has been the Chairman and Managing Director of Pawan Hans Helicopters Limited from 2007 to 2012 and Chairman of Hindusthan Aeronautics Limited from 2012 to 2015 apart from various other Directorships across various listed and unlisted entities. 2. Dr. R. K. Tyagi is a specialist in Business operations and team leadership and building alliances with specific interest in the areas of Petroleum, Aerospace, Defence and Higher Education.
Current remuneration (last drawn remuneration)	Not applicable
Details of remuneration sought to be paid	Dr. R. K. Tyagi is entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the Board, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015
Date of first appointment on the Board	April 01, 2025
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	none
The number of Meetings of the Board attended during the year	Not applicable

Other directorship/Membership/ Chairmanship of Committees of other Boards	<u>Directorship in the following Companies:</u> <ol style="list-style-type: none"> 1) Gold Plus Float Glass Private Limited 2) GMR Air Cargo and Aero Space Engineering Limited 3) Gold Plus Glass Industries Limited 4) GMR Visakhapatnam International Airport Limited 5) Delhi Cargo Service Centre Private Limited
Listed entities from which the person has resigned in the past three years or ceased to be Director on completion of the term.	Zen Technologies Limited
Nature of expertise in specific functional area	Dr. R. K. Tyagi is an expertise in the areas of Organisational Strategy, Corporate Governance, Research and Development, technology, investment and risk management. He is also a turnaround specialist in Business operations and team leadership and building alliances with specific interest in the areas of Petroleum, Aerospace, Defence and Higher Education.
Skills and capabilities required for the role and manner in which the appointee meets such requirements	The core skills/ competencies required for the Directors in the context of the Company's Business as identified by the Board of Directors of the Company include Corporate Governance, Research and Development, technology, investment and risk management
Key terms and conditions of appointment	As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013

Name of the Director	Mr. Amreek Singh Sandhu
Age	65 years
DIN	08064880
Qualifications	<ol style="list-style-type: none"> 1) M. Com, LL.B. 2) MBA degree 3) FCS, FCMA and EPAF-IIM.
Brief Profile, Experience and other details	<p>1)Mr. Amreek Singh Sandhu has about 4 decades of rich and vast experience spanning across various aspects of finance and accounts such as corporate finance, treasury, audit, mergers & acquisitions, public issues, secretarial matters, HR, administration and legal.</p> <p>2)Mr. Amreek Singh Sandhu has worked with various reputed companies before such as Organic Chemicals Ltd., Herman Milk foods Ltd., Gati Ltd., Ybrant Digital Ltd. and AMR India Ltd. to name a few. He has been engaged in the field of manufacturing (electronics, consumer goods, dairy products etc.),</p>

	cargo, logistics, shipping, power, digital media, infrastructure and mining in his previous stints.
Current remuneration (last drawn remuneration)	Not applicable
Details of remuneration sought to be paid	Mr. Amreek Singh Sandhu is entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the Board, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015
Date of first appointment on the Board	April 01, 2025
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	none
The number of Meetings of the Board attended during the year	Not applicable
Other directorship/Membership/ Chairmanship of Committees of other Boards	Nil
Listed entities from which the person has resigned in the past three years or ceased to be Director on completion of the term.	Zen Technologies Limited
Nature of expertise in specific functional area	Mr. Amreek Singh Sandhu is an expertise in the areas of corporate finance, treasury, audit, mergers & acquisitions, public issues, secretarial matters, HR, administration and legal.
Skills and capabilities required for the role and manner in which the appointee meets such requirements	The core skills/ competencies required for the Directors in the context of the Company's Business as identified by the Board of Directors of the Company include corporate finance, treasury, audit, mergers & acquisitions, public issues, secretarial matters, HR, administration and legal
Key terms and conditions of appointment	As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013