



SECY/S.E./L.A./2024-25

February 17, 2025

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001
Scrip code: 506854

Dear Sirs,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find the enclosed herewith a copy of Notice of Postal Ballot of TANFAC Industries Limited dated February 07, 2025 along with the statement pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking the approval of the members of the Company to transact the special business as set out hereunder, by way of postal ballot, by voting through electronic means only ('remote e-voting').

S.No	Proposed Resolution	Type of resolution
01.	To approve re-appointment of Mr. K. Sendhil Naathan (DIN: 08850046) as Managing Director of the Company	Ordinary

Pursuant to MCA Circulars, the Company is sending Notice of Postal Ballot 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 remote e-Voting shall commence on Tuesday, February 18, 2025 to at 9:00 a.m. (IST) and shall end on Wednesday, March 19, 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, Friday, February 14, 2025 may cast their vote(s) electronically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to its members for voting on the resolution set out in the Notice of Postal Ballot dated February 07, 2025.

The said notice is also being made available on the website of the Company <https://www.tanfacs.com/documents/notice-of-postalball.pdf> and website of CDSL <https://www.evotingindia.com/noticeResults.jsp>

Thanking you,

Sincerely yours,

For TANFAC Industries Limited

Vinod Kumar Srinivasan
Digitally signed by Vinod Kumar Srinivasan
Date: 2025.02.17 18:05:16 +05'30'

Vinod Kumar S
Company Secretary

Enclosure: As above

TANFAC INDUSTRIES LIMITED

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

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

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

Chennai Office: Oxford Centre, 1st Floor, 66, Sir C.P. Ramaswamy Road, Alwarpet, Chennai 600 018,

TN, India Tel.: +91-44-2499 0451/0561/0464 Fax: +91-44-2499 3583

GST: 33AAACT2591A1ZU | CIN: L24117TN1972PLC006271



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
Tuesday, February 18, 2025	Wednesday, March 19, 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 resolution 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 Tuesday, February 18, 2025 and ends at 5:00 p.m. IST on Wednesday, March 19, 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 Friday, February 07, 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 March 21, 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 *an Ordinary Resolution*:

TO APPROVE RE-APPOINTMENT OF MR. K. SENDHIL NAATHAN (DIN: 08850046) AS MANAGING DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 196,197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) thereof, for the time being in force) and the provisions of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of Mr.K.Sendhil Naathan (DIN: 08850046) as Managing Director of the Company for a term of 6 (six) months effective from February 27, 2025 to August 26, 2025 on the terms and conditions including remuneration as stated in the explanatory statement attached to this notice not exceeding 5% of the net profits of the Company computed as per the provisions of Section 198 of the Act read with Schedule V of the Act and as recommended by the nomination and remuneration committee of directors and as determined by the Board of Directors of the Company (the Board), with effect from February 27, 2025.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement annexed to this Notice shall form part hereof and in the event of any inadequacy or absence of profits in the financial years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. K. Sendhil Naathan during his tenure as Managing Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee thereof, be and is hereby authorized to alter and vary the scope and quantum of remuneration and/or perquisites payable during the tenure of office, in the light of and in conformity with any amendments to the relevant provisions of the Act, 2013 / Income-tax Act, 1961 and / or the rules and regulations made thereunder and / or such guidelines, as may be notified by the Central Government, from time to time.

RESOLVED FURTHER THAT Mr. K. Sendhil Naathan shall carry out such duties as may be entrusted to him subject to the supervision and control of the Board from time to time.



RESOLVED FURTHER THAT the Board of Directors or any Committee thereof as per powers delegated to it, be and is hereby authorised to take all such steps as may necessary for obtaining any approvals - statutory, contractual or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution.”

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

Cuddalore, February 07, 2025

Registered office:
14, SIPCOT Industrial Complex,
Cuddalore – 607 005
CIN: L24117TN1972PLC006271
Phone: 04142-239001-005
e-mail: tanfac.invreln@anupamrasayan.com
web: www.tanfac.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 Friday, February 14, 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, Friday, February 14, 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 Tuesday, February 18, 2025 to at 9:00 a.m. (IST) and shall end on Wednesday, March 19, 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 Friday, February 07, 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., March 19, 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 March 21, 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>
<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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.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.nsd.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>
<p>Individual Shareholders</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-</p>

(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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 February 07, 2025 and shall be taken as forming part of the Notice.

Item No.1

The members of the Company at their Annual General Meeting held on September 27, 2023, re-appointed Mr. K. Senthil Naathan as Managing Director of the Company for a term of 18 months from August 27, 2023 to February 26, 2025. As the current term of office of Mr. K. Senthil Naathan expires on February 26, 2025. Considering his exemplary contributions towards the growth of the Company and his acumen in the fluorine products and industry and taking into account is vast and diverse experience in the Chemical Industry for about 36 years. It has been proposed to re-appoint Mr. K. Senthil Naathan as the Managing Director of the Company. Further, Mr. K. Senthil Naathan, has expertise, knowledge and business acumen required for managing the overall business of the Company and his re-appointment as Managing Director would be beneficial for the Company given the paucity of experienced and skilled personnel.

A brief profile of Mr. K. Senthil Naathan is as under:

Mr.K. Senthil Naathan is a M.Tech in Polymer Science from IIT Kharagpur and MBA from University of Leicester, UK. He has over 36 years of experience in the chemical industry and has extensive knowledge of the fluorine industry. He has been with Tanfac for the past 14 years and has been one of the persons instrumental in the turnaround and growth of the Company in the last 7 years and he is the Managing Director of the Company from August 2020.

Based on the recommendations of the nomination and remuneration committee, the Board at its meeting held on February 07, 2025, re-appointed Mr. K. Senthil Naathan as Managing Director of the Company for a term of Six (6) months from February 27, 2025 to August 26, 2025, subject to the approval of members.

Based on the recommendations of Nomination and Remuneration Committee, Mr. K. Senthil Naathan will draw remuneration from the Company as set out below:



A. Remuneration:

- a) Basic Salary ₹ 5,79,280/- (Rupees Five lakhs Seventy Nine Thousand Two Hundred and Eighty only) per month with such increments as the Board may decide from time to time
- b) Special Allowance ₹ 4,04,241/- (Rupees Four Lakhs Four Thousand Two Hundred and Forty-One only) per month with such increments as the Board may decide from time to time. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- c) Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as per Company Policy for Senior Employees.
- d) Long-term Incentive Compensation (LTIC) including applicable to Senior Employees of the Company and/or any other Incentive applicable to Senior Employees of the Company, in such manner and with such provisions as may be decided by the Board, considering the above.

B. Perquisites:

- a) Housing: Free semi-furnished accommodation or HRA of ₹ 2,10,647/- (Rupees Two Lakhs Ten Thousand Six Hundred and Forty-Seven only) per month in lieu of Company provided accommodation.
- b) Medical Expenses or Allowance Reimbursement: Medical Allowance ₹ 15,000/- (Fifteen thousand) per annum as per Company policy. In addition, Reimbursement of expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- c) Leave Travel Expenses: Leave Travel Expenses/Allowance for self and family in accordance with the policy of the Company (LTE/LTA Per Annum will be equal to One Month Basic Salary).
- d) One car for use of Company's Business as per Company Car policy or Allowance of ₹ 68,750/- (Rupees Sixty Eight Thousand Seven Hundred and Fifty Only) per month, including car operating expenses.
- e) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company.
- f) Uniform Maintenance Allowance ₹ 800/- (Rupees Eight Hundred Only) per month as per Company policy.
- g) Education Allowance ₹ 200/- (Rupees Two Hundred only) per month as per Company policy.
- h) Leave and encashment of leave. As per the policy of the Company.



- i) Personal accident Insurance Premium. As per the policy of the Company.
 - j) Contribution towards Provident Fund (12% of Basic Salary per month) and Superannuation Fund or Annuity Fund or National Pension Scheme (15% of Basic Salary per month), as per policy of the Company.
 - k) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.
 - l) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Employees of the Company and/or which may become applicable in the future and/ or any other allowance, perquisites as the Board, on the recommendation of Nomination and Remuneration Committee, from time to time decide. Annual remuneration review is effective 1st April each year, as per policy of the Company.
- C. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Employees of the Company from time to time. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. K. Sendhil Naathan, will be considered as continuous service with the Company from the date of his joining.

The proposed re-appointment is subject to the approval of the Members in terms of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. K. Sendhil Naathan, 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.

Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to seek approval of Members for re-appointment of Mr. K. Sendhil Naathan 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 Postal Ballot for re-appointment of Mr. K. Sendhil Naathan as Managing Director.

Accordingly, the Board recommends the resolution, as set out in item no.1 of this Notice to be approved by the shareholders, by way of an Ordinary Resolution.



None of the Directors, Key Managerial Personnel or their relatives other than Mr. K.Sendhil Naathan are in any way interested in the resolution set out in Item no.1 of this Notice.

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

Cuddalore, February 07, 2025

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

Name of the Director	Mr. K. Sendhil Naathan
Age	06.09.1961
DIN	08850046
Qualification	M.Tech., MBA
Brief resume of the Director	Mr.K. Sendhil Naathan is an M.Tech in Polymer Science from IIT Kharagpur and MBA from University of Leicester, UK. He has over 36 years of experience in the chemical industry and has extensive knowledge of the fluorine industry. He has been with Tanfac for the past 14 years and has been one of the persons instrumental in the turnaround and growth of the Company in the last 7 years and he is the Managing Director of the Company from August 2020.
Nature of expertise in specific functional area	Mr. K. Senthil Naathan, has expertise, knowledge and business acumen required for managing the overall business of the Company and his re-appointment as Managing Director would be beneficial for the Company given the paucity of experienced and skilled personnel.
Terms and conditions of re-appointment	As per the resolution read with statement setting out material facts pursuant to section 102 of the Companies Act, 2013
Details of remuneration sought to be paid	
Date of first appointment on the Board	27.08.2020
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. K. Sendhil Naathan is not related to any other Director or Key Managerial Personnel of the Company.
the number of Meetings of the Board attended during the year	During the financial year 2024-25. Mr. Sendhil Naathan has attended 6 Board Meetings
Other directorship/Membership/ Chairmanship of Committees of other Boards	Nil