



SECY/S.E./L.A./2019-20

August 26, 2019

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
MUMBAI – 400 001.

SCRIP CODE : 506854

Dear Sirs,

Sub: Notice of 45th Annual General Meeting to be held on 21st September 2019.
Ref : Regulation 44 of SEBI (LODR), Regulations, 2015.

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We wish to inform that the Forty Fifth Annual General Meeting of the Company will be held on Saturday, the 21st September, 2019 at 11.30 A.M. at the Registered Office of the company situated at No.14 SIPCOT Industrial Complex, Kudikadu, Cuddalore -607 005.

We have enclosed the Notice of 45th Annual General Meeting along with the Annual Report for the year 2018-19.

Kindly take note of the same in your records.

Thanking you,

Yours faithfully,
For TANFAC INDUSTRIES LIMITED


(PUNITA AGGARWAL)
COMPANY SECRETARY

TANFAC INDUSTRIES LIMITED

(Joint Sector Company with TIDCO)

Regd. Office & Factory : 14, SIPCOT Industrial Complex, Cuddalore - 607 005. Tamil Nadu, INDIA
Tel : +91 - 4142 - 239001 - 5, Fax : +91 - 4142 - 239008,
Chennai Off : Oxford Centre, 1st Floor, 66, Sir C.P. Ramaswamy Road,
Alwarpet, Chennai - 600 018. Tamil Nadu, INDIA.
Tel : +91 - 44 - 2499 0451 / 0561 / 0464, Fax : +91 - 44 - 2499 3583
Web : www.tanfac.com
GST : 33AAACT2591A1ZU CIN: L24117TN1972PLC006271



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NOTICE OF THE FORTY FIFTH ANNUAL GENERAL MEETING

TANFAC INDUSTRIES LIMITED

REGD. OFFICE: 14 SIPCOT Industrial Complex CUDDALORE - 607 005, TAMILNADU

CIN: L24117TN1972PLC006271

Website : www.tanfacs.com

NOTICE OF THE FORTY FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 45th Annual General Meeting of TANFAC INDUSTRIES LIMITED will be held on Saturday, the 21st September, 2019, at 11.30 AM at the Registered Office of the Company at 14, SIPCOT Industrial Complex, Kudikadu, Cuddalore – 607 005 to transact the following businesses :

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2019, including the audited balance sheet as at March 31, 2019, the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on 11% Cumulative Redeemable Non-Convertible Preference Shares of Rs.100 each.

SPECIAL BUSINESS :

3. To consider and if thought fit, to pass with or without modification(s) the following Resolution as ORDINARY RESOLUTION.

“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, Mr. Kalyan Ram Madabhushi (DIN: 08116290) who was appointed as a Non-Executive Director by the Board of Directors with effect from 22nd May 2019, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 45th 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.”

4. To appoint Cost Auditor and ratify his remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“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, 2020, 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.”

5. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the

NOTICE OF THE FORTY FIFTH ANNUAL GENERAL MEETING

Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Mr. M.R.Sivaraman (DIN: 00020075), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires on 31st March 2020, and is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of five consecutive years commencing from 1st April 2020 to 31st March 2025”.

“RESOLVED FURTHER 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, approval of the members be and is hereby accorded for the continuance of Mr. M.R.Sivaraman (DIN: 00020075) as an Independent Director of the Company for the above stated tenure, notwithstanding that he has crossed the age of 75 years.”

6. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Mr. V.T.Moorthy (DIN: 00007648), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires on 31st March 2020, and is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of five consecutive years commencing from 1st April 2020 to 31st March 2025”.

“RESOLVED FURTHER 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, approval of the members be and is hereby accorded for the continuance of Mr. V.T.Moorthy (DIN: 00007648) as an Independent Director of the Company for the above stated tenure, notwithstanding that he has crossed the age of 75 years.”

NOTICE OF THE FORTY FIFTH ANNUAL GENERAL MEETING

7. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Dr. Shankar Narasimhan (DIN: 01484214), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires on 31st March 2020, and is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of five consecutive years commencing from 1st April 2020 to 31st March 2025”.

8. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Mrs. Rajalakshmi. R (DIN: 01982132), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires on 24th March 2020, and is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of five consecutive years commencing from 25th March 2020 to 24th March 2025”.

By Order of the Board
For TANFAC INDUSTRIES LIMITED

PUNITA AGGARWAL
COMPANY SECRETARY

Place : Chennai
Date : 05.08.2019

NOTICE OF THE FORTY FIFTH ANNUAL GENERAL MEETING

NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday (15.09.2019) to Saturday (21.09.2019) both days inclusive.
2. A Member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member.
3. The Form of Proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The details of e-voting procedure are given under Note No.19.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business under item Nos. 4 to 6 to be transacted at the Meeting is set out in the annexure.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of Board Resolution duly authorizing their representative to our Registered Office to attend and to vote on their behalf at the meeting.
8. The shareholders can also access the Annual Report 2018-19 of the Company circulated to the Members and other information about the Company on the Company's website, i.e., on www.tanfac.com and on websites of BSE Limited on which the Company's shares are listed viz., www.bseindia.com
8. Members holding their shares with multiple folios in physical mode in identical names or joint holding in the same order of names are requested to send their Share Certificates with a request to our Registrar and Transfer Agent (RTA) viz., M/s. Integrated Enterprises (India) Limited, Kences Towers, Second Floor, No.1, Ramakrishna Street, Off. North Usman Road, T. Nagar, Chennai – 600 017 for consolidation. All documents relating to share transfer, transmission, change of address, change of bank account details may be sent to our above RTA.
9. Members desirous of obtaining any information as regards Accounts and Operations of the Company are requested to write at least one week before the meeting so that the same could be complied in advance.
10. The Company has transferred all unpaid/unclaimed payment of dividend for the financial years upto 2010-11, to the Investors Education and Protection Fund Account, established by the Central Government. Pursuant to the provisions of The Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts for the years up to 2010-11 on the website of Ministry of Corporate Affairs and also the Company's website www.tanfac.com.
11. Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed Amounts lying with companies) Rules,

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2012, the Company has uploaded the details of unpaid and unclaimed amounts in respect of dividends for the financial years 2010-11 lying with the Company as on September 25, 2018 (date of last Annual General Meeting) on the website of the Company (www.tanfacs.com), as also on the website of the Ministry of Corporate Affairs

13. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ("the Act") and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs on September 7, 2016 and subsequently amended vide notification dated February 28, 2017 ("the Rules"), all the Equity Shares of the Company in respect of which dividend amounts have not been paid or claimed by the shareholders for seven consecutive years or more are required to be transferred to demat account of Investor Education and Protection Fund Authority (IEPF Account).

The Company has already sent individual communication to the concerned Shareholders by Registered Post, in this regard. The details are also available on the company's website www.tanfacs.com. No claim shall lie against the Company in respect of these shares post their transfer to IEPF. The shareholders will be able to claim these shares only from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in. The Company has so far transferred 3,48,030 shares (4,511 shareholders) as per above Rules.

14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as pursuant to SEBI norms, with effect from 1st April 2019, share transfers cannot be effected in physical form. The transfer deeds once lodged prior to 31st March 2019 deadline and

returned due to deficiency in the document may be re-lodged for transfer even after the deadline of 1st April 2019.

15. Members holding shares in physical form can avail of the nomination facility by filing Form SH-13 (in duplicate) with the Company's Registrar and Share Transfer Agents which will be made available on request and in the case of shares held in dematerialized form, the nomination has to be lodged with their Depository Participant.
16. As on 31.03.2019, 96.04% of the Company's shares have been dematerialized. Members, who have not yet dematerialized their shares, at their own interest, may please get their shares dematerialized to avail the benefits of electronic holding/trading.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding the shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the RTA of the Company. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with our RTA/Depositories.
18. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.tanfacs.com.
19. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and of SEBI LODR, the Company is required to provide members facility to exercise their right to vote on resolutions proposed to be

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considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on September 18, 2019 (Wednesday) 9.00 a.m. and ends on September 20, 2019 (Friday) 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 14, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders
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) Members holding shares in Physical Form should enter Folio Number registered with the Company
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Vishnu Ram with sequence number 1 then enter VI00000001 in the PAN field.
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. 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 as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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

NOTICE OF THE FORTY FIFTH ANNUAL GENERAL MEETING

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.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for TANFAC INDUSTRIES LIMITED to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. 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.

xviii. Shareholders can also cast their vote using CDSL's app m-Voting available for android based mobiles.

The m-Voting app can be downloaded from Google Play store. Apple and Windows phone users can download the app from App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Shareholders and Custodians.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- (a) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (b) 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.
- (c) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (d) 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 with a copy to the scrutinizer for verification at email id: cskalyanisrinivasan@gmail.com.

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- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tanfac.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- By Order of the Board
For TANFAC INDUSTRIES LIMITED
- Place : Chennai PUNITA AGGARWAL
Date : 05.08.2019 COMPANY SECRETARY

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to Items 3 to 9 mentioned in the accompanying Notice.

ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Kalyan Ram Madabhushi was appointed as a Non-Executive Non-Independent Director of the Company with effect from 22nd May 2019 under Section 161 (1) of the Companies Act, 2013. He will hold office till the ensuing Annual General Meeting. As required under Section 160 of the Companies Act 2013, the Company have received notice from a member signifying his intention to propose Mr.Kalyan Ram Madabhushi as a candidate for the office of the Director of the Company. The brief profile of Mr.Kalyan Ram Madabhushi is given in the annexure and forms part of this Notice.

Having regard to his qualifications, knowledge and experience, the appointment of Mr.Kalyan Ram Madabhushi will be in the interest of the Company. The Board recommends the Resolution as set Out in item No. 3 of the Notice for approval of the members.

A copy of the draft Letter of Appointment, setting out the terms and conditions of appointment of Mr.Kalyan Ram Madabhushi as Non-Executive Non-Independent Director shall be open for inspection by the Members at the Registered Office (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting and is also available on the website of the Company www.tanfac.com.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Kalyan Ram Madabhushi is concerned or interested in the Resolution.

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ITEM NO.4

On the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 22nd May, 2019, had appointed Mr. N. Krishna Kumar, Cost Accountant (Membership No.27885), as the Cost Auditor of the Company for the Financial Year 2019-20 at a remuneration of 60,000/- (Rupees Sixty Thousand only) besides out of pocket expenses, if any, at actual.

As per Section 148 of The Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company at their Annual General Meeting. The Board recommends the Ordinary Resolution as set out in Item No.4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way interested in the said resolution of the Notice.

ITEM NOS.5 TO 8

At the 41st Annual General Meeting of the members of the Company held on 29th September 2015, Mr.M.R.Sivaraman, Mr. V.T.Moorthy and Dr.Shankar Narasimhan were appointed as Independent Directors to hold office for a term of five consecutive years upto 31st March 2020. At the same meeting, Mrs.R.Rajalakshmi was appointed as an Independent Director to hold office for a term of five consecutive years upto 24th March 2020.

The performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of structured parameters. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors have recommended the reappointment of Mr. M.R.Sivaraman, Mr.V.T.Moorthy, Dr. Shankar Narasimhan and Mrs. R.Rajalakshmi as

Independent Directors of the Company for a second term of five consecutive years in accordance with the provisions of the Companies Act, 2013 (Act) and the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr.M.R.Sivaraman and Mr.V.T.Moorthy have crossed the age of 75 years. As per SEBI Listing Regulations no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to this effect. The members had, at their 44th Annual General Meeting held on 25th September 2018, passed Special Resolutions for continuance of both the Independent Directors for their balance period of current tenure viz., upto 31st March 2020. Therefore, continuance/reappointment of these Directors as Independent Directors requires consent of the members by way of Special Resolution. These directors are active and keep good health.

Mr. M.R.Sivaraman is aged 79 and therefore his continuance as an Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Mr. M.R.Sivaraman is a retired IAS and also has Master Degree in Economics with several decades of experience in the State Government of Madhya Pradesh which includes stints in the capacity of Finance and Planning Secretary. He also served in Central Government as Revenue Secretary, Department of Revenue, Ministry of Finance. Prior to that, he served as Additional Secretary in the Ministry of Commerce and Ministry of Civil Aviation. He had also served as Executive Director in the International Monetary Fund (IMF).

Mr. V.T.Moorthy is aged 78 and therefore his continuance as an Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment.

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Mr. V.T.Moorthy, a Professional Engineer, has served Aditya Birla Group of Companies for four decades having vast and varied experience. During his stint as Managing Director of the company, he was instrumental in introducing Total Productive Maintenance (TPM) concept, a system by Japanese Institute of Plant Maintenance (JIPM) for maintaining and improving the integrity of production and quality systems. Post his retirement, as director of TANFAC, he has been advising the executives on various new initiatives and on many innovative schemes through his rich and varied experience.

Mr. M.R.Sivaraman, Mr.V.T.Moorthy, Dr.Shankar Narasimhan and Mrs.R.Rajalakshmi have consented for their reappointment and have confirmed that they do not suffer from any disqualifications which stand in the way of their re-appointment as Independent Directors. The Company has also received declarations from the aforesaid Independent Directors confirming that they meet the criteria for independence as prescribed under Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, the aforesaid Independent Directors fulfil the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the

Listing Regulations for their re-appointment as Independent Directors of the Company and are independent of the management. Considering their background, experience and contributions made by them during their tenure, the Board is of the opinion that their continued association would be of immense benefit to the Company.

Brief profile of the aforesaid Independent Directors and the disclosures required under the Listing Regulations form part of the Notice.

A copy of the draft Letter of Appointment, setting out the terms and conditions of re-appointment of the above Directors shall be open for inspection by the Members at the Registered Office (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting and is also available on the website of the Company www.tanfac.com.

The Board recommends the Special Resolution(s) set out at Item Nos. 5 to 8 of the Notice for the approval by the members.

Except Mr.M.R.Sivaraman, Mr.V.T.Moorthy, Dr.Shankar Narasimhan and Mrs.R.Rajalakshmi none of the Directors, Key Managerial Personnel of the Company and / or their relatives are concerned or interested in the respective resolutions for their reappointment set out at Item Nos. 5 to 8 of this Notice.

By Order of the Board
For TANFAC INDUSTRIES LIMITED

PUNITA AGGARWAL
COMPANY SECRETARY

Place : Chennai
Date : 05.08.2019

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	Mr. V.T. Moorthy (DIN: 00007648)
Age	78 years
Date of Appointment/ Re-appointment	21 st September 2019
Brief Resume - Qualification	B,E
Expertise in Specific Functional Areas	Mr. V.T.Moorthy, a Professional Engineer, has served Aditya Birla Group of Companies for over four decades both in India and overseas. During his stint as Managing Director of TANFAC, he was instrumental in introducing Total Productive Maintenance (TPM) concept, a system by Japanese Institute of Plant Maintenance (JIPM) for maintaining and improving the integrity of production and quality systems.
Other Directorships in Listed Companies	Nil
Memberships / Chairmanships of Committees in Listed Companies	Committee Membership: TANFAC Industries Limited: Audit Committee Stakeholders' Relationship Committee Committee Chairman: Nil
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	Nil
Number of Board Meetings Attended	4

Note: Pursuant to SEBI (LODR) Regulations, 2016, only two Committees viz., Audit Committee and Stakeholders' Relationship Committee are considered.

Place: Chennai
Dated: 5th August 2019

By Order of the Board
Punita Agarwal
Company Secretary

Regd. Office:
14, SIPCOT Industrial Complex,
Kudikadu
Cuddalore 607 005
Tel: 91 4142 239001 Fax: 91 4142 239005

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	Mr. M..R.Sivaraman, IAS (Retd.) (DIN: 00020075)
Age	79 years
Date of Appointment/ Re-appointment	21 st September 2019
Brief Resume - Qualification	M.A. (Eco.)
Expertise in Specific Functional Areas	He has several decades of experience in the State Government of Madhya Pradesh which includes stints in the capacity of Finance and Planning Secretary. He also served in Central Government as Revenue Secretary, Department of Revenue, Ministry of Finance. Prior to that, he served as Additional Secretary in the Ministry of Commerce and Ministry of Civil Aviation. He also served as Executive Director in the International Monetary Fund (IMF).
Other Directorships in Listed Companies	1
Memberships / Chairmanships of Committees in Listed Companies	Committee Membership: Audit Committee of M/s Creative Eye Limited Committee Chairman: TANFAC Industries Limited: Audit Committee Stakeholders' Relationship Committee
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	Nil
Number of Board Meetings Attended	4

Note: Pursuant to SEBI (LODR) Regulations, 2016, only two Committees viz., Audit Committee and Stakeholders' Relationship Committee are considered.

Place: Chennai
Dated: 5th August 2019

By Order of the Board
Punita Agarwal
Company Secretary

Regd. Office:
14, SIPCOT Industrial Complex,
Kudikadu
Cuddalore 607 005
Tel: 91 4142 239001 Fax: 91 4142 239005

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	Dr.Shankar Narasimhan (DIN: 01484214)
Age	60 years
Date of Appointment/ Re-appointment	21 st September 2019
Brief Resume - Qualification	B.Tech (IIT Madras), M.S & Ph D degrees from Northwestern University, Illinois,
Expertise in Specific Functional Areas	He is currently Professor in IIT Madras. Prior to joining to IIT Madras, he was an Associate Professor in Chemical Engineering Department at IIT Kanpur. His major research interests are in Data Mining, Process Design and Moptimisation, Fault Detection and Diagnosis (FDD) and Fault Tolerant Control. Dr.Narasimhan is well known for his work in the area of Data Reconciliation & co-authored several papers and a book. He has been a visitng professor at the Centre for Automatic Control in Nancy, France, Purdue University and Texas Tech University in USA.
Other Directorships in Listed Companies	Nil
Memberships / Chairmanships of Committees in Listed Companies	
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	Nil
Number of Board Meetings Attended	3

Note: Pursuant to SEBI (LODR) Regulations, 2016, only two Committees viz., Audit Committee and Stakeholders' Relationship Committee are considered.

Place: Chennai
Dated: 5th August 2019

By Order of the Board
Punita Agarwal
Company Secretary

Regd. Office:
14, SIPCOT Industrial Complex,
Kudikadu
Cuddalore 607 005
Tel: 91 4142 239001 Fax: 91 4142 239005

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	Mrs. Rajalakshmi.R (DIN: 01982132)
Age	57 years
Date of Appointment/ Re-appointment	21 st September 2019
Brief Resume - Qualification	M.Com.,
Expertise in Specific Functional Areas	She has two decades of experience in business handling, office administration and construction activities. She is actively involved in social, religious activities. She currently holds directorship in Real Estate Companies closely held by her family.
Other Directorships in Listed Companies	Nil
Memberships / Chairmanships of Committees in Listed Companies	Nil
Disclosure of relationship	She is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	Nil
Number of Board Meetings Attended	4

Note: Pursuant to SEBI (LODR) Regulations, 2016, only two Committees viz., Audit Committee and Stakeholders' Relationship Committee are considered.

Place: Chennai
Dated: 5th August 2019

By Order of the Board
Punita Agarwal
Company Secretary

Regd. Office:
14, SIPCOT Industrial Complex,
Kudikadu
Cuddalore 607 005
Tel: 91 4142 239001 Fax: 91 4142 239005

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	Mr. Kalyan Ram Madabhushi (DIN: 08116290)
Age	51 years
Date of Appointment/ Re-appointment	22 nd May 2019
Brief Resume - Qualification	BE (MECH), MBA.,
Expertise in Specific Functional Areas	Mr.Kalyan Ram Madabhushi is a Techno – Commercial person with a Bachelor’s degree in Mechanical Engineering from NIT, Warangal and an MBA specialized in International Business from Indian Institute of Foreign Trade. He had completed executive leadership learning at IMD Switzerland and University of Oxford. He is currently CEO - Global Chemicals, Aditya Birla Group with additional responsibility for Fertilizers and Insulators Business as Group Business Head. He is a senior Business Leader with more than 25 years' experience in Energy and Chemicals Industry with expertise in Transformation/Change, P & L responsibility at Global & Regional Level, Portfolio M&A deal making & Board I JV governance
Other Directorships in Listed Companies	Nil
Memberships / Chairmanships of Committees in Listed Companies	Nil
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	Nil
Number of Board Meetings Attended	N.A

Note: Pursuant to SEBI (LODR) Regulations, 2016, only two Committees viz., Audit Committee and Stakeholders’ Relationship Committee are considered.

By Order of the Board

Place: Chennai

Punita Agarwal

Dated: 5th August 2019

Company Secretary

Regd. Office:

14, SIPCOT Industrial Complex,

Kudikadu

Cuddalore 607 005

Tel: 91 4142 239001 Fax: 91 4142 239005