



TANFAC INDUSTRIES LIMITED
Regd. Office: 14, SIPCOT Industrial Complex,
Kudikadu, Cuddalore – 607 005
CIN: L24117TN1972PLC006271
Phone: 04142-239001-005
e-mail: tanfac.cosecy@anupamrasayan.com
web: www.tanfacs.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
Wednesday, May 13, 2026	Thursday, June 11, 2026

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108, 110 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 (“**the Rules**”), 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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (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 process (“**e-voting**”).

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said resolutions 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 **Wednesday, May 13, 2026** and ends at 5:00 p.m. IST on **Thursday, June 11, 2026** 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 Wednesday, May 06, 2026 has appointed M.D. Baid Associates, Practicing Company Secretaries 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 13, 2026. 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://tanfac.com/investors/meetings/postal-ballot> 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, Kudikadu, Cuddalore – 607 005, Tamil Nadu, India.

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. Ajay Kumar Singh (DIN: 08532830) as Non-Executive-Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Schedule IV of the Act, and 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. Ajay Kumar Singh (DIN: 08532830) who was appointed as an Additional Director, designated as Non-executive-Independent Director of the Company w.e.f. May 06, 2026 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 May 06, 2026 to May 05, 2031.

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 an *Ordinary Resolution*:

Appointment of Dr. L. Ravichandran (DIN:02643264) as a Director of the Company.



“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Nomination and Remuneration Committee, Dr. L. Ravichandran (DIN:02643264) who was appointed as an Additional Director, by Board of Directors, with effect from May 6, 2026, and who holds office up to the date of next Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and pursuant to Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary and expedient to give effect to this resolution."

ITEM No.3:

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

Appointment of Dr. L. Ravichandran (DIN: 02643264) as Whole-time 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 appointment of Dr. L. Ravichandran (DIN: 02643264) as Whole-time Director of the Company for a term of two years effective from May 06, 2026 to May 05, 2028 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, with effect from May 06, 2026.

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 Dr. L. Ravichandran during his tenure as Whole-time Director.

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, 2025 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. L. Ravichandran 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, May 06, 2026**

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, May 08, 2026 ('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, May 08, 2026. 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.
5. 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.
6. 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.

7. The detailed procedure with respect to remote e-Voting is mentioned in note no. 16 of this Postal Ballot Notice.
8. The remote e-Voting shall commence on 9.00 a.m. IST on Wednesday, May 13, 2026 and ends at 5:00 p.m. IST on Thursday, June 11, 2026 During this period, Members of the Company holding shares 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.
9. The Board of Directors of the Company at their meeting held on May 06, 2026 has appointed M. D. Baid Associates, Practicing Company Secretaries 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.
10. 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.
11. 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 11, 2026.
12. The results will be announced by the Chairperson or any one person authorised by the Chairperson, at its registered office on or before June 13, 2026. 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.
13. 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.
14. The vote in this Postal Ballot cannot be exercised through proxy
15. 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

16. 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.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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>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>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>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</p>



	<p>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>For OTP based login you can click on: https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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> <p>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.</p>
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> <p>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.</p>

- (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; mdbaid@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to 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 May 06, 2026 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 on May 06, 2026, appointed Dr. Ajay Kumar Singh (DIN:08532830) as an Additional Director - Non-Executive Independent Director, not liable to retire by rotation, for a term of five years commencing from May 06, 2026 to May 05, 2031, 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.

Profile of Dr. Ajay Kumar Singh is as under:

Dr Ajay Kumar Singh is a versatile professional with extensive experience in leadership, programme planning and designing, implementing teaching, monitoring and evaluation, including business development and consulting. He is the recipient of the prestigious 'The Rashtrapati Rover Award', and currently serves as the Associate Director at the Indian School of Business, Hyderabad. He holds a Post-Doctoral Fellowship in Social Marketing from ISB, Hyderabad, a Ph.D. from Chaudhary Charan Singh University and a MBA degree in marketing from RSMT Purvanchal University. His research expertise lies in social marketing and he has applied his research in areas, such as social entrepreneurship, branding, advertising, customer relationship management and customer centricity. He has worked with various organisations, including J P Associates (P) Limited, Crompton Greaves Limited, SIVA Institute and Apeejay School of Marketing. Furthermore, Dr. Singh has designed transformation journeys for various government and public sectors and corporate organisations through focused education and training programmes. He has delivered over 1000 days of mi-career training to top organisations, including the State Bank of India, Bank of Baroda, NTPC, ONGC, IndiGo, Tata Steel, ITC, Sun Pharma, and more. He is also a member of the Academic Advisory Council of the Institute of Public Enterprise, Hyderabad, Telangana, and Honorary Academic Advisor at Capital University of Kodarma District in Jharkhand.

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. Ajay Kumar Singh (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. Ajay Kumar Singh 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. Ajay Kumar Singh 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. Ajay Kumar Singh 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. Ajay Kumar Singh 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. Ajay Kumar Singh 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. Ajay Kumar Singh 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. Ajay Kumar Singh, 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 & 3

The Board of Directors of the Company pursuant on the recommendations of the Nomination and Remuneration Committee (NRC), at its Meeting held on May 6, 2026, appointed Dr. L. Ravichandran (DIN: 02643264) as an Additional Director in terms of Section 161(1) of the Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Articles of Association of the Company and subsequently, in the same meeting, the Board proposed the appointment of Dr. L. Ravichandran as Whole-time Director, for a period of two year with effect from May 6, 2026, to May 5, 2028, liable to retirement by rotation and subject to the approval of shareholders.

The brief profile of Dr. L. Ravichandran:

Dr. L. Ravichandran is a seasoned professional with over four decades of experience at TANFAC Industries, where he has contributed across the full spectrum of Operations-Production, Maintenance, Quality, Safety, Environment, R&D & New Product Development. He has successfully developed and commercialized several new products and holds a strategic vision for Business Growth and Technology Development. A Ph.D. in Chemistry, Dr.L. Ravichandran combines deep technical expertise with a strong commitment to Systems, Sustainability, and Integrity. His leadership has driven cost-effective innovations,



Environmental excellence, and long-term value creation. A true Technocrat and man of systems, he brings invaluable insight and dedication to the organization.

Taking into consideration the above skills, expertise and competencies required for the Board in the context of the business of the Company, the NRC has recommended the appointment of Dr. L. Ravichandran as Whole-time Director of the Company. Further to the recommendations of NRC, the Board considers it is desirable to appoint Dr. L. Ravichandran, as Whole-time Director of the Company.

Based on the recommendations of the nomination and remuneration committee, the Board at its meeting held on May 06, 2026, appointed Dr. L. Ravichandran as Whole-time Director of the Company for a term of two years from May 06, 2026 to May 05, 2028, subject to the approval of members.

Based on the recommendations of Nomination and Remuneration Committee, Dr. L. Ravichandran will draw remuneration from the Company as set out below:

Remuneration details		Remuneration (INR Per Annum)
A	Basic Salary	31,63,500
	Total (A)	31,63,500
B	Allowances & Reimbursements	
	Special Allowance	28,75,000
	Uniform Allowance	9,600
	Education Allowance	2,400
	Medical Reimbursement	15,000
	Leave Travel Allowance	2,63,625
	Total (B)	31,65,625
C	Car Valuation	4,00,000
	Car Operating Expense	4,80,000
	Total [C]	8,80,000
D	Housing	
	HRA	7,90,875
	Total (D)	7,90,875
Basic Salary (A)		31,63,500
Guaranteed Cash compensation (E) (A+B)		63,29,125
FC w/o Hsg (F) = (E+C)		72,09,125
CTC (G) = (F+D)		80,00,000

In terms of Section 161 of the Act, Dr. L. Ravichandran holds office up to the date of the next Annual General Meeting of the Company. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing Dr. L. Ravichandran candidature for the office of Director. Dr. L. Ravichandran has provided (i) consent in writing to act as Director in Form DIR2 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 Regulations, 2015, Company is required to seek approval of the Members for appointment of Dr. L. Ravichandran 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 by Postal Ballot for appointment of Dr. L. Ravichandran as Whole-time Director.

The Board recommends this ordinary resolution, as set forth in Item no. 2& 3 of this Notice, for approval by the Members.

**By order of the Board of Directors
For TANFAC Industries Limited
Vinod Kumar S
Company Secretary
Cuddalore, May 06, 2026**

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



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. Ajay Kumar Singh
Age	49 years
DIN	08532830
Qualifications	Ph.D and MBA in Marketing
Brief Profile, Experience and other details	<p>Dr. Ajay Singh is a Post-Doctoral Fellow in Social Marketing from ISB, Hyderabad, with a Ph.D. and MBA in Marketing from Varanasi, and a recipient of the prestigious Rashtrapati Rovers Award (2000). He joined ISB in 2007 and is currently serving as Associate Director. With over two decades of experience in teaching, research, program design, business development, and consulting, his expertise spans social entrepreneurship, branding, advertising, customer relationship management, and customer-centricity. Prior to ISB, he has worked with J.P. Associates (P) Ltd., Crompton Greaves Limited, SIVA Institute, and Apeejay School of Marketing, New Delhi. He received a foreign research grant of £4,000 from Dr. Jeff French, Director, National Social Marketing Centre, London, for his research on social marketing activity in India (2000–2008). He has designed and delivered over 2,000 days of mid-career training programs for senior officers of the Ministries of External Affairs, Home, Finance, and Indian Railways, and for leading organisations including SBI, Bank of Baroda, Union Bank, Axis Bank, ICICI Bank, NTPC, ONGC, BPCL, Indian Oil, HPCL, BHEL, BEL, Power Grid of India, Adani Industries, DP World, IndiGo, Tata Steel, Alstom, ITC, Sun Pharma, and Dr. Reddy's Laboratories, among others.</p> <p>He is a Member of the Ministry of Labour and Employment, Government of India (since July 2025), a member of the Academic Advisory Council of the Institute of Public Enterprise, Hyderabad, and Honorary Academic Advisor at Capital University, Kodarma, Jharkhand.</p>
Current remuneration (last drawn remuneration)	Not applicable
Details of remuneration sought to be paid	Dr. Ajay Singh 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	May 06, 2026
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	SNR Edatas Private Limited Equippp Social Impact Technologies Limited IRB Infrastructure Developers Limited Ajayan Consulting 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 Innexico Technology Private Limited Unistring Tech Solutions Private Limited
Nature of expertise in specific functional area	Business Development and Consulting.
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 social entrepreneurship, branding, advertising, customer relationship management and customer centricity
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	Dr. L. Ravichandran
Age	65 years
DIN	02643264
Qualifications	Ph.D
Brief Profile, Experience and other details	Dr. L. Ravichandran is a seasoned professional with over four decades of experience at TANFAC Industries, where he has contributed across the full spectrum of Operations, Production, Maintenance, Quality, Safety, Environment, R&D & New Product Development. He has successfully developed and commercialized several new products and holds a strategic vision for Business Growth and Technology Development. A Ph.D. in Chemistry, Dr. L. Ravichandran combines deep technical expertise with a strong commitment to Systems, Sustainability, and Integrity. His leadership has driven cost-effective innovations, Environmental excellence, and long-term value creation. A true Technocrat and man of systems, he brings invaluable insight and dedication to the organization.



Current remuneration (last drawn remuneration)	Not applicable
Details of remuneration sought to be paid	As Setout in the explanatory statement
Date of first appointment on the Board	May 06, 2026
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
Skills and capabilities required for the role and manner in which the appointee meets such requirements	Cost-effective innovations, Environmental excellence, and long-term value creation.
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