

Code of Conduct for  
Board Members and Senior Management  
of  
**TANFAC Industries Limited**

The Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

I. The Board Members and the Senior Managers of the Company: -

- 1) Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- 2) Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- 3) Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
- 4) Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
- 5) Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- 6) Shall not commit any offences involving morale turpitude or any act contrary to law or opposed to the public policy.
- 7) Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
- 8) Shall not, without the prior approval of the Board or Senior Management, as the case may be, accepts employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
- 9) Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
- 10) Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
- 11) Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.

II. In addition to the above, the Independent Directors of the Company shall also abide by the duties as laid down in the Companies Act, 2013 and the Rules made there under read with the Schedule IV.

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**Ref: Reg. 17(5)(b) of SEBI (LODR) Regulations, 2015**

**SCHEDULE IV**  
[See section 149(8)]  
**CODE FOR INDEPENDENT DIRECTORS**

**III. DUTIES**

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

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SECY/SEBI(LODR)REG26(3) /2022-23

April 6, 2022

Mrs. R. Rajalakshmi  
Old No.11, New No.23  
Kasturi Ranga Road, Alwarpet  
CHENNAI – 600 018

Dear Madam,

Sub: Code of conduct – Annual Disclosure – SEBI (LODR) Regulations, 2015.

-o0o-

We wish to inform that pursuant to Regulation 26(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the listing agreement with the stock exchange, all Board members and senior management personnel shall affirm compliance with the code of conduct with the Company on an annual basis.

We are enclosing herewith the code of conduct applicable to all the Members of the Board of Directors and Senior Management of the Company and the duties of Independent Directors as laid down in The Companies Act, 2013 and the Rules made there under read with the Schedule IV.

The annual compliance report for the year ended 31<sup>st</sup> March, 2020 under Appendix - I and acknowledgement form under Appendix II, in duplicate, are attached herewith.

We request you to please return a copy of Appendix I and II duly signed by you.

Thanking you,

Yours faithfully,  
For TANFAC INDUSTRIES LIMITED

(N.R. RAVICHANDRAN)  
CHIEF FINANCIAL OFFICER

Encl. : As above

April 6, 2022

Copies of letter were sent to –

All Directors

Dear Sir/Madam,

Sub: Code of conduct – Annual Disclosure – SEBI (LODR) Regulations, 2015.

-o0o-

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We request you to please return a copy of Appendix I and II duly signed by you.

Thanking you,

Yours faithfully,  
For TANFAC INDUSTRIES LIMITED

(N.R. RAVICHANDRAN)  
CHIEF FINANCIAL OFFICER

Encl. : As above

CODE OF CONDUCT  
FOR  
BOARD MEMBERS AND SENIOR MANAGEMENT

ANNUAL COMPLIANCE REPORT

I, \_\_\_\_\_, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended 31<sup>st</sup> March, 2022.

Signature :  
Name : R. RAJALAKSHMI  
Designation : DIRECTOR  
Address : OLD NO.11 NEW NO.23  
KASTURI RANGA ROAD, ALWARPET  
CHENNAI – 600 018

Date :

Place :

CODE OF CONDUCT  
FOR  
BOARD MEMBERS  
AND  
MEMBERS OF THE SENIOR MANAGEMENT  
  
ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for Board Members and Senior Management of TANFAC Industries Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

Signature :

Name : R. RAJALAKSHMI

Designation : DIRECTOR

Address : OLD NO.11 NEW NO.23  
KASTURI RANGA ROAD, ALWARPET  
CHENNAI – 600 018

Date :

Place :

CODE OF CONDUCT  
FOR  
BOARD MEMBERS  
AND  
MEMBERS OF THE SENIOR MANAGEMENT

ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for Board Members and Senior Management of TANFAC Industries Limited and the duties of Independent Directors as laid down as laid down in the Companies Act, 2013 and the Rules made there under read with the Schedule IV.

I have understood the standards contained in the Code of Conduct and the duties of Independent Directors and abide by the provision contained therein.

Signature :

Name : R. RAJALAKSHMI

Designation : DIRECTOR

Address : OLD NO.11 NEW NO.23

KASTURI RANGA ROAD, ALWARPET

CHENNAI – 600 018

Date :

Place :

