



A Joint Venture of Tamil Nadu
Industrial Development Corporation Ltd.
A Government of Tamil Nadu Enterprise

Corp. Office :

299, 2nd Floor, Amarjyothi Layout
Koramangala Ring Road, Domlur
Bangalore - 560 071, INDIA

Email : info@tanflora.com

Web : www.tanflora.com

CIN: U55101TZ1998PLC008431

Mob: +91 94433 80642

NOTICE

Notice is hereby given that the 27th Annual General Meeting (AGM) of the members of Tanflora Infrastructure Park Limited will be held on Saturday, the 30th day of August 2025 at 3.00 P.M. through Video Conferencing (VC) or other audio visual means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.
2. **Declaration of Final Dividend of 7.5% on paid up share capital for the year ended 31st March 2025**

To consider and if thought fit to pass with or without modifications the following as an ordinary resolution:

“RESOLVED THAT a Dividend of Rs. 0.75 per equity share of Rs.10/- each fully paid up, of the Company, be and is hereby declared for the financial year ended 31st March 2025 and that the same be paid as recommended by the Board of Directors, out of the profits of the Company.

3. To appoint a director in place of Thiru. Najeeb Ahmed, Managing Director (DIN: 01661813), who retires by rotation and being eligible offers himself for re-appointment.

4. To fix remuneration of Statutory Auditors for the Financial Year 2025-26:

To consider and if thought fit to pass with or without modifications the following as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 142 and other applicable provisions of the Companies Act, 2013 the Statutory Audit Fee for the financial year 2025-26 shall be Rs. 80,000/- (Rupees Eighty Thousand only) plus applicable taxes and out of pocket expenses.

RESOLVED FURTHER THAT the out of pocket expenses shall not exceed 10% of the total remuneration paid to the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

5. Appointment of Thiru. Faisal Ahmed (DIN: 01828213) as Director of the Company:

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 Sections 149,152, and any other applicable provisions of the Companies Act, 2013 Thiru. Faisal Ahmed, holding (DIN: 01828213) who was appointed as an Additional Director with effect from 3rd March 2025 as per the provisions of Section 161 of the Companies Act, 2013 and who holds Office up to the date of this Annual General Meeting and from whom notice has been received in writing, under Section 160 of the Companies Act, 2013 alongwith the deposit of Rs. 1,00,000/- proposing his candidature for the Office of Director, be and is hereby appointed as Director of the Company, whose period of office is liable to determination by retirement of Directors by rotation.


RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file the necessary e-forms, as required and do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

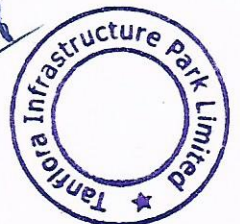
Registered Office:

Survey No. 9,
Amudagondapalli Village
Shoolagiri Taluk,
Krishnagiri District,
Tamil Nadu – 635105

Date: 21st July 2025
Place: Bengaluru

**By Order of the Board of Directors
For Tanflora Infrastructure Park Limited**


Najeeb Ahmed
Managing Director
DIN: 01661813



Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and other MCA circulars Companies are permitted to hold the Annual general meeting of the Company through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The Venue of the AGM shall be deemed to be the Registered office of the Company at Survey No. 9, Amudagondapalli Village, Shoolagiri Taluk, Krishnagiri District, Tamil Nadu – 635105.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**
Accordingly, in terms of the MCA Circulars, the facility for appointment of Proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to Section 113 of the Companies Act, 2013, corporate members to attend the Meeting through VC/OAVM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all members and includes Shareholders, Promoters, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM.
6. Members desirous of getting any information about the financial statements and/or operations of the Company are requested to address their queries to the Company at least 48 hours in advance by sending an e-mail to cs@tanflora.com, so that proper information can be made available at the AGM.
7. The Register of Members, Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013

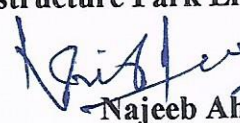
and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act 2013 shall be made available for inspection during the meeting through Video Conferencing (VC).


8. The Link to join and attend the Annual General Meeting through Video Conference, Meeting ID and passcode will be shared separately by e-mail, 48 hours before the scheduled AGM to the respective e-mail ids of shareholders. The Shareholders may send their queries regarding the conduct of AGM and voting process to cs@tanflora.com.

9. Dividend:

- a) The dividend of 7.5% on the paid up share capital of the Company, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') to all the Beneficial Owners as at the end of the day on 22nd August 2025, as per the list of beneficial owners to be furnished by the National Securities Depository Limited in respect of the shares held in DEMAT form;
- b) According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act').

**By Order of the Board of Directors
For Tanflora Infrastructure Park Limited**


Najeed Ahmed
Managing Director
DIN: 01661813



Date: 21st July 2025

Place: Bengaluru

Registered Office:

Survey No. 9, Amudagondapalli Village,
Shoolagiri Taluk,
Krishnagiri District, Tamil Nadu – 635105

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, which sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

Item No. 5

Appointment of Thiru. Faisal Ahmed (DIN: 01828213) as Director of the Company:

The Board of Directors of the Company ("the Board") had appointed Thiru. Faisal Ahmed, (DIN:01828213) as an Additional Director w.e.f 3rd March 2025 to hold office upto the ensuing Annual General Meeting (AGM) in terms of provisions of Section 161(1) 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).

The Board proposes to appoint Thiru. Faisal Ahmed, (DIN:01828213), aged about 39 years as a Non-Executive Director of the Company. Notice has been received in writing, under Section 160 of the Companies Act, 2013 alongwith the deposit of Rs. 1,00,000/- proposing his candidature for the office of Director.

Thiru. Faisal Ahmed has experience of 16 years in the field of fund management. He is currently a designated partner and member of key investment team at ANA Capital Advisors LLP, which is an investment Manager to Kroyana Special Situations Fund, a Cat II AIF registered with SEBI.

He is also the Managing Director and CEO of ANA ARC Private Limited, an Asset Reconstruction company registered with RBI. He has completed his post-graduation from Stanford University GSB and his appointment would be beneficial to the Company. He holds 10 equity shares of Rs.10/- each in the Company. In the opinion of the Board his contribution would benefit the Company. Hence, the Board recommends the appointment of Thiru. Faisal Ahmed, (DIN:01828213), as a Non-Executive Director of the Company.

The Details with respect to appointment as Director of the company as per the provisions of Secretarial Standard -2 is attached herewith as an Annexure-1.

The Board proposes the Resolution for approval by the Members by way of an ordinary resolution.

Except the appointee himself and Thiru. Najeeb Ahmed, Managing Director, Key Managerial Personnel (KMP), being relative of the appointee, none of the other Directors or their relatives, are concerned or interested in the said resolution.


**By Order of the Board of Directors
For Tanflora Infrastructure Park Limited**

Place: Bengaluru

Date: 21st July 2025

Registered Office:

Survey No. 9, Amudagondapalli Village,
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Najeeb Ahmed
Managing Director
DIN: 01661813



Annexure-1

ANNEXURE TO THE EXPLANATORY STATEMENT

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013

Name of the Director	Faisal Ahmed
Date of Birth	30/01/1986
Qualification	Masters in Business Administration
Date of Appointment	3 rd March 2025
Proposed Appointment or Re-appointment	Appointment as Non- Executive Director
Brief Resume and nature of expertise in functional area	<p>Thiru. Faisal Ahmed has experience of 16 years in the field of fund management. He is currently a designated partner and member of key investment team at ANA Capital Advisors LLP, which is an investment Manager to Kroyana Special Situations Fund, a Cat II AIF registered with SEBI.</p> <p>He is also the Managing Director and CEO of ANA ARC Private Limited, an Asset Reconstruction company registered with RBI. He has completed his post-graduation from Stanford University GSB.</p>
Relationship with other Directors, Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	1
Directorship in other company	ANA ARC Private Limited- Managing Director and CEO

Membership of the Committees in other company	Nil
Shareholding in the company	10 equity shares

**By Order of the Board of Directors
For Tanflora Infrastructure Park Limited**

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Najeeb Ahmed
Managing Director
DIN: 01661813

