

**23rd Annual Report
2013-2014**

TCFC FINANCE LIMITED



ANNUAL GENERAL MEETING

On 1st August, 2014 at 3.00 p.m.
at M C Ghia Hall, 2nd Floor,
Bhogilal Hargovinddas Building,
8/20 K Dubhash Marg,
Kala Ghoda, Mumbai 400 001.

BOARD OF DIRECTORS

MR. ATUL DESAI	CHAIRMAN
MR. V S SRINIVASAN	DIRECTOR
MS. TANIA DEOL	MANAGING DIRECTOR
MR. VENKATESH KAMATH	DIRECTOR

COMPANY SECRETARY

MS. DIPALI THAKKAR

AUDITORS

MGB & CO.
CHARTERED ACCOUNTANTS

REGISTERED OFFICE

501, RAHEJA CHAMBERS,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI 400 021.
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NOTICE

NOTICE is hereby given that the **23rd Annual General Meeting** of the members of TCFC Finance Limited will be held on Friday, 1st August, 2014 at 3.00 p.m. at M C Ghia Hall, 2nd Floor, Bhogilal Hargovindas Building, 8/20 K Dubhash Marg, Mumbai-400001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt Audited Statement of Profit & Loss for the year ended 31st March, 2014 and Balance Sheet as at that date together with the report of the Auditor's and Directors' thereon.
2. To declare a dividend for the financial year ended on 31st March, 2014.
3. To appoint a Director in place of Mr. Venkatesh Kamath (DIN: 00042866), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit pass, with or without modification (s) the following resolution as an ordinary resolution:

“RESOLVED THAT M/s. MGB & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of the 23rd Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be agreed upon between the Board of Directors and the Auditor”.

SPECIAL BUSINESS:

5. To Consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to provision of Sections 149,150,152 and any other applicable provision of the

Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Atul Desai (DIN: 00019443), Director of the Company, whose term of office is liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company for five consecutive years for term up to 31st March, 2019.

6. To Consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to provision of Sections 149,150,152 and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. S V Srinivasan (DIN: 00051233), Director of the Company whose term of office is liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company for five consecutive years for term up to 31st March, 2019.

By order of the Board
For TCFC Finance Limited

Dipali Thakkar
Company Secretary

Place: Mumbai
Date: 30th May, 2014

TCFC FINANCE LIMITED

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a credited copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/proxies should bring their Attendance slip duly filled in for attending the meeting.
4. In Case of Joint Shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m and 1.00 p.m. upto the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 28th July, 2014 to Friday, 1st August, 2014 (both days inclusive). For determining the names of the members eligible for dividend on Equity Shares, if approved by the members in the annual general meeting.
7. Members are requested to intimate change in address, change in bank accounts etc. Members may avail Electronic Clearing Service (ECS) for receipt of dividend by intimating their bank account details to the Company if shares are in physical form or to their respective Depository Participant in case of shares in dematerialized form.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 2005-06 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies Rules, 2012.

Here under are the details of Dividend paid by the Company and their respective due dates of transfer of unclaimed / un-cashed dividends to the designated fund of the Central Governments

Date of Declaration of Dividend	Dividend For the Year	Due date of Transfer to the Government
24 th August, 2007	2006-2007	September, 2014
9 th July, 2008	2007-2008	August, 2015
6 th July 2010	2009-2010	August, 2017
10 th August, 2011	2010-2011	September, 2018

9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

10. E-voting

The Company is pleased to provide E-Voting Facility through National Depository Services Limited, as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 23rd Annual General Meeting of the Company dated 30th May, 2014. The Company has appointed Mr. Nitul Gosrani, Practicing Company Secretary as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. E-voting is optional. The E-voting right of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on April, 2014. The instructions for E-voting are as under:-

(a) In case of Members receiving an e-mail form NSDL:

- i) Open the PDF file attached to the e-mail. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an "Initial Password"
- ii) Open your web browser during the voting period and log on to the e-voting website www.evoting.nsdl.com
- iii) Now click on "Shareholders" to cast your votes
- iv) Insert User ID and Initial Password as noted in step (i) above and click "Login"
- v) Password Change menu will appear. Change the password with a new Password of your choice. The New password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provide that company opts for e-voting through NSDL Platform. It is strongly recommended **not to share your password with any other person and take utmost care to keep your password confidential.**

- vi) Home page of e-voting will open. Click on e-voting- Active Voting Cycle.
- vii) Select “EVEN” of TCFC Finance Limited.
- viii) Now you are ready for e-voting as “Cast Vote” page ones.
- xi) Cast your vote by selecting appropriate option and click on “Submit”. Click on “Confirm” when prompted.
- x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders(i.e. other than individuals, HUF, NRI ect) are required to send scanned copy (PDF/JPG format) of the relevant Board Resioution/ Authority Letter , along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at csnitulgosrani@gmail.com with a copy marked to companysecretary@tcfcfinance.com.

b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip.

- i) Initial Password is provided as follows, at the bottom of the Attendance Slip.

EVEN (E-voting Event Number)	USER ID	PASSWORD

- ii) Please follow all steps form Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- iii) In case of any queries, you may refer to the frequently Asked Question and E-voting user manual available in the download section of NSDL’s e-voting website www.evoting.nsdl.com.

If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting votes.

The voting rights shall be as per the number of equity shares held by the Members as on 27th June, 2014. The Members are eligible to cast vote electronically only if they are holding shares as on that date.

The Companies (Management and Administration) Rules, 2014 provides that the electronic voting

period shall be completed three days prior to the date of AGM. Accordingly. The voting period shall commence at 9.00 a.m. on Wednesday 23rd July, 2014 and will end at 5.00. p.m. on the same day. The e-voting module shall be disabled by NSDL at 5.00 P.M. on the same day.

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

Item No. 5 & 6

As per the provision of the Companies Act, 2013, with respect to the appointment and tenure of Independent Directors, cannot serve the Company for more than two terms of Five Years. And the Independent Directors who have already served the Company for ten or more years will serve for a maximum period of one term of Five Years.

Thus in the light of the New provision of the Companies Act, 2013, Mr. Atul Desai and Mr. V S Srinivasan, Independent Directors of the Company are re-appointed as Independent Directors on the Board of the Company for Consecutive term of Five Years, commencing form the 1st August, 2014.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item No. 5 & 6 for the approval of the Members.

By order of the Board
For TCFC Finance Limited

Dipali Thakkar
Company Secretary

Place: Mumbai
Date: 30th May, 2014

TCFC FINANCE LIMITED

DIRECTOR'S REPORT

To the Members of,

TCFC FINANCE LIMITED

The Directors have pleasure in presenting the 23rd Annual Report of the Company together with the Audited Annual Accounts for the year ended March 31, 2014.

FINANCIAL RESULTS

	Year ended March 31, 2014 (₹ in lacs)	Year ended March 31, 2013 (₹ in lacs)
Profit/(Loss) before Non-cash charges	623.75	(37.60)
Less: Depreciation	3.51	3.36
Profit/(Loss) before tax, provision	620.24	(40.96)
Add: Excess Provision written back	0.00	1.25
Profit/(Loss) Before Tax	620.24	(39.71)
Less: Provision for Tax	112.01	0.43
Net Profit/(Loss) after tax	508.23	(40.14)
Proposed dividend	157.23	--
Dividend tax	26.72	--
Carried to General Reserve	50.83	--
Carried to Statutory Reserve	101.65	--
Surplus balance carried to Profit and Loss Account	(1421.51)	(1593.31)

OPERATIONS

Compared to previous year's loss of ₹ 39,72,203/- this year your company has made a profit of ₹ 6,20,24,226/- before provision of Tax and after deducting tax Compared to previous year's loss of ₹ 40,14,888/- it comes to Profit of ₹ 5,08,22,852 /- .

DIVIDEND

Your directors have recommended a dividend of ₹1.50 Per equity Share for the financial Year ended on 31st March, 2014, amounting to ₹1,83,95,350/- (inclusive a tax of ₹26,72,157/-) The Dividend payout is subject to member's approval at the ensuing Annual General Meeting.

MANAGEMENT DISCUSSION AND ANALYSIS

India's growth has slowed down markedly, reflecting global developments and domestic supply constraints, while inflation remains stubbornly high. falling infrastructure and corporate investment, the slowdown has penetrate to other sectors of the economy. The financial positions of banks and corporates have deteriorated. The combination of persistently-high inflation,

sizeable current account and fiscal deficits intensified the global liquidity tightening-induced balance of payment pressures experienced during the year, which resulted in significant portfolio debt outflows, and pressures on currency, equity and bond markets.

There are numerous factors that affect the equity market. The performance of the company its profitability, attitude of members/brokers of the stock exchange, etc. are some of the primary factors.

Company is taking cautions view and will formulate its investment policies accordingly.

CORPORATE GOVERNANCE

Corporate Governance Report is annexed to this report.

AUDITORS

M/s MGB & Co, Chartered Accountants, Auditors of the Company holds office until the conclusion of the ensuing Annual General Meeting, and is eligible for re-appointment. The Company has received a certificate from the Auditors to the effect that their re-appointment, if made, would be in accordance with the provisions of section 143(3)(g) of the Companies Act, 2013. The Directors recommend their re-appointment as the Auditors of the Company. Notes forming part of accounts which are specifically referred to by the Auditors in their report are self-explanatory and therefore, do not call for any further comments or explanations.

DEPOSITS

The Company has not accepted any deposits from public during the year under review

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- (i) in preparation of the Annual Accounts for the year ended 31st March, 2014, the applicable Accounting Standards read with the requirements set out under the schedule VI to the Companies act, 1956, have been followed along with proper explanation relating to material departures, if any;
- (ii) they have selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and for the profit or loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) they have prepared the Annual Accounts on a going concern basis.

DIRECTORS

During the year Mr. Venkatesh Kamath, Director retires by rotation and being eligible offers himself for re-appointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has no activities relating to conservation of energy, technology absorption and foreign exchange earnings & out go.

PARTICULARS OF EMPLOYEES

The information on employees' remuneration as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended till date, forms part of this Report.

However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Report and Accounts are being sent to all the Members excluding the statement containing the particulars of Employees to be provided under Section 217 (2A) of the Act. Any Member interested in obtaining such

particulars may inspect the same at the Company's Registered Office between 11.00 am to 1.00 pm on all working days till the date of the 23rd Annual General Meeting. Further, those seeking a copy of the said statement may write to the Company at the Registered Office.

ACKNOWLEDGMENT

The Board of Directors thanks Reserve Bank of India, all other Banks, Stock Exchange of Mumbai and Shareholders for their continued support besides employees at all levels.

By Order of the Board

For **TCFC Finance Limited**

Place : Mumbai

Date : 30th May, 2014

Atul Desai

Chairman

CORPORATE GOVERNANCE REPORT

Corporate Governance standards for all listed companies are regulated by the Securities and Exchange Board of India through clause 49 of the Listing Agreement of the Stock Exchange. Corporate Governance envisages attainment of the highest levels of transparency and accountability in the functioning of Company and equity in all facets of its operations and all its interactions with shareholders, customers, government, suppliers, lenders and to build the confidence of the society in general. Corporate Governance is the key factor in attaining fairness for all stakeholders and achieving organizational efficiency. Corporate governance refers to the framework of all rules and relationships by which a Company must abide, including internal processes as well as governmental regulations and the demands of stakeholders. It also takes into account systems and processes, which deal with the daily working of the business, reporting requirements, audit information, and long-term goal plans.

I. Company’s philosophy

Your Company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing shareholders’ value while safeguarding the interest of all stakeholders. The Company is committed to adhere to the code of corporate governance as it means adoption of best business practices aimed at growth of the Company coupled with bringing benefits to investors, customers, creditors, employees and the society at large.

The objective of the Company is not just to meet the statutory requirements of the Code of Corporate Governance as prescribed under Clause 49 of the Listing Agreement but to develop such systems and follow such practices and procedures to satisfy the spirit of law.

In accordance with Clause 49 of the listing agreement with Bombay Stock Exchange Limited and best practices followed in corporate governance, the details of compliance by the Company are as under.

II. Board of Directors

Composition of the Board

The composition of Board of Directors is in compliance with provisions of Listing Agreement with the Stock Exchange and the Companies Act, 2013. As on March 31, 2014, the Board comprises of a Non Executive Chairman and three other Directors. Out of these, two members are Independent Directors. All the Directors have made necessary disclosures regarding their directorship in other companies. The Independent Directors are professionals drawn from amongst persons with experience in business, finance and law. The Composition of the Board, Directorship/Committee positions in other Companies as on 31st March, 2014, Number of Meetings held and attended during the year are as follows :

Name	Category	Attendance			No. of other Directorship and Committee Membership / Chairmanships		
		No. of Board Meeting		Last AGM 13.08.2013	Other Directorships*	Committee**	
		held	Attended			Chairmanship	Membership
Atul Desai	Chairman Non Executive & Independent	4	4	Yes	8		
Tania Deaol	Managing Director Executive & non Independent	4	4	Yes	Nil	Nil	Nil
V S Srinivasan	Non-executive & Independent	4	4	Yes	Nil	Nil	Nil
Venkatesh Kamath	Non-executive & Non Independent	4	4	Yes	Nil	Nil	Nil

* Private Limited Companies, Foreign Companies and Companies under section 8 of the Companies Act, 2013 are excluded for this purpose.

** Only Audit Committee and Shareholders’/ Investors’ Grievance Committee have been considered as per the requirements of the Listing Agreement.

Board Meetings and Procedures

The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of Clause 49 of the Listing Agreement.

Detailed Agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

During the Financial Year 2013-14, the Board met four times on the following Dates:-

Sr. No.	Date of Board Meeting	Board's Strength	No. of Directors present
1	27 th May, 2013	4	4
2	13 th August, 2013	4	4
3	12 th November, 2013	4	4
4	6 th February, 2014	4	4

III. Director who are seeking appointment / re-appointment at the ensuing Annual General Meeting.

A)

Name of the Director	Atul Desai
Date of Birth	27/01/1950
Qualification	BSc, LLB, Attorney at Law
Experience and Expertise in Specific functional area	Solicitor & Advocate
Directorship in other companies	Welspun Syntex Limited JSW Holdings Limited RMG Alloy Steel Limited Welspun Global Brands Limited Auchtel Products Limited Welspun Investments And Commercials Limited Welspune projects Limited Welspun Energy Private Limited Welspun Enterprises Limited

B)

Name of the Director	V S Srinivasan
Date of Birth	27/02/1944
Qualification	B. E. , PGDBA
Experience and Expertise in Specific functional area	Management Consultant
Directorship in other companies	NIL

C)

Name of the Director	Mr. Venkatesh Kamath
Date of Birth	12/01/1963
Qualification	B. Com
Experience and Expertise in Specific functional area	Accounts & Finance
Directorship in other companies	TCFC Securities Private Limited Greenstone Investments Private Limited 20 th Century Holdings Private Limited 20 th Century Housing Finance Private Limited

Code of Conduct

The Company has adopted a Code of Conduct for the members of the Board and the Senior Executives in compliance with the provision of Clause 49 of the Listing Agreement. All the members of the Board and the Senior Management Personnel have affirmed compliance to the Code of Conduct as on March 31, 2014 and a declaration to that effect signed by the Managing Director is attached and forms part of this Report.

Committees of Directors

In compliance with the Listing Agreement and SEBI Regulations, as on 31st March, 2014 the Board has three Committee viz. Audit Committee, Shareholders/ Investor's Grievance Committee and Remuneration Committee. The Committees have optimum combination of Executive, Non-Executive and/or Independent Directors. The Committees are constituted with specific terms of reference and scope to deal with specific matters expediently. The details of the committees constituted by the Board are given below:

A. AUDIT COMMITTEE

Composition and Attendance

The Audit Committee of the Board comprises of three qualified Directors viz. Mr. V S Srinivasan, Mr. Atul Desai and Mr. Venkatesh Kamath, with majority being independent. Mr. V S Srinivasan is the Chairman. Two of the members are having finance and accounting knowledge. The Present Composition of the Audit Committee is as follows:-

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Name	Category	Designation	No. of Meetings During F.Y. 2013-14	
			Held	Attended
V S Srinivasan	Non-executive & Independent Director	Chairman	4	4
Atul Desai	Non-executive & Independent Director	Member	4	4
Venkatesh Kamath	Non-executive & Non Independent Director	Member	4	4

The terms of reference of the Audit Committee are broadly as under:

- i) Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- ii) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iii) Approval of payment to statutory auditors for any other services rendered by them.
- iv) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial Statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report
- v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- vi) Reviewing with the management the statement of uses / application of fund raised through an issue.
- vii) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- viii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- ix) Discussion with internal auditors on any significant findings and follow up there on.

- x) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the Matter to the Board.
- xi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xiii) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Audit Committee has been granted powers as prescribed under the clause 49(II) (C) of the Listing Agreement.

Audit Committee Meetings

The details of Audit Committee meetings held during the year 2013 – 2014 are as under:

Sr. no.	Date of Audit Committee	Committee Strength	No. of Members present
1	27 th May, 2013	3	3
2	13 th August, 2013	3	3
3	12 th November, 2013	3	3
4	6 th February, 2014	3	3

Statutory Auditors, executives responsible for finance and accounts functions are permanent invitees to the Audit committee.

B. Remuneration Committee

Composition of the Committee

The Remuneration Committee of the Board comprises of three Non-Executive Directors viz. Mr. Atul Desai (Chairman of the Committee), Mr. V S Srinivasan, and Mr. Venkatesh Kamath.

There was no remuneration Committee meeting held during the year

Brief Description of terms of Reference

The Committee has powers similar to that stated in the listing agreements and Companies Act. The Remuneration Committee, inter alia, approves the remuneration of the top management of the Company including the Managing Director. The remuneration of the employees largely consists of basic remuneration, perquisite and other incentives.

The company is having only one Managing Director, having remuneration, while the remaining directors are non - executive directors who are paid only sitting fees.

Details of Remuneration for 2013-14

(In ₹)

Name of Director	Sitting fees	Salaries and Perquisites	Commission
Tania Deol	--	1941500	---
Atul Desai	80000	Nil	Nil
V S Srinivasan	80000	Nil	Nil
Venkatesh Kamath	80000	Nil	Nil

C Shareholders / Investors Grievance Committee

The Committee function with the objective of looking into redressal of shareholder's / Investor's grievance related to non-receipt of dividend, Annual-report, delay in transfer or transmission of shares, and cases of refusal of transfer or transmission of shares etc.

Composition of Committee

The Committee comprises of three members namely Mr. Venkatesh Kamath (Chairman of the Committee), Mr. Atul Desai and Mrs. Tania Deol. Company Secretary is the Compliance officer and is also the secretary to the committee.

Meeting of the Committee

During the year, the committee met 24 times to approve various matters including the share transfer/transmission requests, demat requests and also to look into redressal of investors' grievances.

The attendance of the members at the meetings of the committee is given below:

Directors	No. of Meetings attended
Atul Desai	14
Venkatesh Kamath	24
Tania Deol	21

Number and Nature of Complaints for the year 2014 are as under:

Nature of Complaints	No. of Complaints	No. of Complaints Redressed
Non-Receipt of Share after Demerger/ transfer/ sub-division/ consolidation etc.	17	17
Non- receipt of Dividend	34	34
Non-Receipt of Annual Report	6	6
Demat		
Complaints to BSE	0	0
Complaint to SEBI	0	0

All the correspondence/queries from the members were replied to the satisfaction of the members. No transfer/ complaints are pending at the close of the financial year.

The Shareholders / Investors Grievance Committee looks after the transfer of shares, split of shares, issue of duplicate shares, transmission etc. In addition to above, the Committee is authorised to look into shareholders' complaints like delay in transfer, non receipt of securities, balance sheet, dividend etc. During the year no complaints were received from the Registrar of Companies.

IV. Disclosures

1. Materially significant Related Party Transactions

The transactions between the Company and the Management, Directors or their relatives or Companies in which they have material interest are disclosed in the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no materially significant Related Transaction that may have potential conflict with the interest of the Company at large.

2. Statutory Compliance, Penalties and Strictures

There were no cases of non compliance with Stock Exchange or SEBI regulations, nor any cases of penalties or strictures imposed by any Stock Exchange or SEBI or any other statutory authorities for any violation related to the Capital Market during the last three years.

3. Listing Agreement Compliance

The Company complies with all the requirements of the Listing Agreement including the mandatory requirements of Clause 49 of the Listing Agreement.

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4. Risk Management

The Company has laid down a risk assessment and mitigation procedure which is adhered to by the Company.

5. Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

As per the requirement of Clause 49 of the Listing Agreement, a Certificate duly signed by Managing Director and the Director who handles the finance function was placed at the Board Meeting of the Company held on 30th May, 2014.

6. Management Discussion and Analysis Report

A Management Discussion and Analysis Report forms part of annual report and includes discussion on various matters specified under Clause 49 of the Listing Agreement.

V. Means of Communications

The quarterly results, notice of the meeting and book closure dates etc. are widely circulated in leading English (The Asian Age) and regional language newspapers (Mahanayak). Results are also given to Bombay Stock Exchange Limited for publication. The quarterly / annual results are also regularly posted by the company on its Website www.tcfcfinance.com

VI. Details of Last Three Annual General Meetings

Year	Location	Date	Time
2012-2013	M C Ghia Hall, 2 nd Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400001	13 th August, 2013	3.00 p.m.
2011-2012	M C Ghia Hall, 2 nd Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400001	6 th August, 2012	3.00 p.m.
2010-2011	Rama Watumull Auditorium, K.C.College, Dinshaw Wachha Road, Churchgate, Mumbai-400 020	10 th August, 2011	3.00 p.m.

No special resolution was passed in the Annual General Meeting of the Company held during last three Financial Years.

No Extra-Ordinary General Meeting or Postal Ballot were conducted in the last preceding three Financial Year.

VII. General Shareholder Information

a) Annual General Meeting

Date: 1st August, 2014

Time: 3.00 pm.

Venue: M C Ghia Hall, 2nd Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400001

Book Closure Date: 28th July, 2014 to 1st August, 2014

b) Financial Calendar

Tentative calendar of events for the financial year 2014-2015 (April- March) is given below.

Adoption of Quarterly Results ended	In the month of
June 30, 2014	By August 14, 2014
September 30, 2014	By November 14, 2014
December 31, 2014	By February 14, 2015
March 31, 2015 (Audited Annual Accounts)	By May 30, 2015

c) Inhouse Share Department

TCFC Finance Limited
Share Department
501, Raheja Chambers,
Nariman Point, Mumbai 400 021

d) Listing on Stock Exchanges

Name of Stock Exchange in which the shares of the Company are listed for trading with stock code.

Stock Exchange	Code
Bombay Stock Exchange Limited	B-532284

The listing fee for the financial year has been paid

e) Shareholding Pattern of the Company as on 31st March, 2014

Category	No. of Shares held	% of shareholdings
A. Promoter's Holding		
a) NRI Promoters (Including OCBs)	6490660	61.92
b) Bodies Corporate	19837	0.19
c) Indian Directors and their Relatives		
Sub Total	6510497	62.11
B. Non Promoting Holdings		
a) Mutual Funds and UTI	345	0.00
b) Banks and Financial institution	389495	3.72
c) FII's	1273	0.01
Sub Total	391113	3.73
Others:-		
a) Bodies Corporate	311787	2.97
b) Indian Public	2710853	25.86
c) Venkatesh Kamath as nominee of TCFC Finance Ltd.	533334	5.09
d) Non Resident Indians	24545	0.23
Sub Total	3580519	34.15
Grand Total	10482129	100.00

There are no shares /securities /warrants /instruments due for conversion.

f) Distribution of Shareholding as on 31st March, 2014

Range	Share Holders		Shares	
	No. of shares	Numbers	% to total holders	% of Total Capital
Upto 2500	26886	94.287	1198940	11.438
2501 – 5000	1011	3.546	357660	3.412
5001 - 10000	347	1.217	259825	2.479
10001 - 20000	149	0.523	218221	2.082
20001 - 30000	39	0.137	98296	0.938
30001 – 40000	22	0.077	75915	0.724
40001 - 50000	11	0.039	49998	0.477
50001 - 100000	26	0.091	181410	1.731
100001 & Above	24	0.084	8041864	76.720
Total	28515	100.00	10482129	100.00

g) Share transfer system

Share transfers are registered by the share department of the Company and returned to the respective transferees within a period ranging from fifteen days to one month, provided the documents lodged with the Registrars / Company are clear in all respects.

h) Dematerialization of shares

As per notifications issued by the Securities and Exchange Board of India (SEBI), the trading in Company's shares is permitted only in dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scripless trading, the Company has enlisted its shares with National Securities Depository Limited and Central Depository Services (India) Limited.

ISIN for the Company's equity shares: INE389D01013

Share Dematerialisation record:

The following data indicates the extent of Dematerialisation of Company's shares as on March 31st March, 2014

	No. of Shares	% of Share Capital
CDSL	720873	6.88
NSDL	8314270	79.32
Physical	1446986	13.80

i) Compliance officer's details

Ms. Dipali Thakkar – Company Secretary
Tel: 022-22844701
Fax: 022-22819237
Email: companysecretary@tcfcfinance.com

j) Address for Correspondence

TCFC Finance Limited
501, Raheja Chambers, Nariman Point, Mumbai 400 021
Tel: 022-22844701
Fax: 022-22819237
Email: investorservices@tcfcfinance.com
Website: www.tcfcfinance.com

The Company has no other office.

k) Market Price Data (₹) Bombay Stock Exchange Limited

Month	Company price		BSE Sensex	
	High	Low	High	Low
April, 2013	19.00	16.05	19622.68	18144.22
May, 2013	18.90	14.00	20443.62	19451.26
June, 2013	20.30	14.00	19860.19	18467.16
July, 2013	18.70	16.00	20351.06	19126.82
August, 2013	18.90	16.00	19569.20	17448.71
September, 2013	18.50	13.45	20739.69	18166.17
October, 2013	18.85	13.41	21205.44	19264.72
November, 2013	19.80	17.10	21321.53	20137.67
December, 2013	18.85	15.00	21483.74	20568.70
January, 2014	18.90	15.58	21409.66	20343.78
February, 2014	19.75	17.15	21140.51	19963.12
March, 2014	22.80	16.85	22467.21	20920.98

l) Depository services

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

i) National Securities Depository Services Limited
Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Tel. 0091-022-24972964-70
Email. : info@nsdl.co.in
Website: www.nsdl.co.in

ii) Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street, Mumbai 400 023
Tel. 0091-022-22723333
Email: info@centraldepository.com
Website: www.centraldepository.com

TCFC FINANCE LIMITED

n) **Unclaimed Securities Suspense Account (Account opened in February, 2012)**

Sr. No.	Details	No. of Shares
i)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year;	Shareholders- 1683 Shares- 73466
ii)	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year;	5
iii)	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year;	5
iv)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year.	Shareholders - 1678 Shares - 67303

o) **Non Mandatory Requirements**

The Company has adopted the following non – mandatory requirements on Corporate Governance recommended under Clause 49 of the Listing Agreement.

1. Remuneration Committee of the Company is operational. Presently, the Committee comprises of three Non Executive Directors of the Company.
2. As the Company's quarterly and half-yearly results are published in English newspaper having circulation all over India and in Marathi newspaper having circulation in Mumbai, the same are not sent to the shareholders of the Company.
3. There are no Auditor's qualification on the accounts.
4. Presently the Company does not have training programme for its Board Members.
5. Presently the Company does not have mechanism for evaluating non-executive Board Members.
6. Presently the Company does not have a Whistle Blower Policy.

By Order of the Board
For **TCFC Finance Limited**

Atul Desai
Chairman

Place : Mumbai
Date : 30th May,2014

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

TCFC Finance Limited

We have examined the compliance of conditions of Corporate Governance by TCFC Finance Limited (the Company) for the year ended March 31, 2014, as stipulated in clause 49 of the Listing Agreement of the Company with the stock exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no investor grievance is pending for a period exceeding thirty days against the company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of

MGB & Co.

Chartered Accountants

Firm Registration No. 101169W

Sanjay Kothari

Partner

M. No. 048215

Mumbai, 30th May, 2014

DECLARATION

It is hereby declared that all the Board members and Employees of the Company have affirmed adherence to and compliance with the 'Code of Conduct' laid down by the Company, as on March 31, 2014.

For **TCFC Finance Limited**

Place : Mumbai

Date : 30th May, 2014

Tania Deol
Managing Director

INDEPENDENT AUDITORS' REPORT

To
The Members
TCFC Finance Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of TCFC Finance Limited ("the Company") which comprise the Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of The Ministry of Corporate Affairs in respect of Section 133 of Companies Act, 2013 and other accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
 - b) In the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
 - c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by Section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act read with General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of Companies Act, 2013; and
 - e) On the basis of written representation received from the directors as at 31 March 2014 and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For MGB & Co
Chartered Accountants
Firm Registration Number- 101169W

Sanjay Kothari
Partner
Membership Number : 048215

Mumbai, 30 May, 2014

ANNEXURE REFERRED TO IN PARAGRAPH (7) UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

- 1 a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) All the fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no discrepancies were noticed on such verification.
- c) In our opinion, the Company has not disposed of a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
- 2 a) The inventory has been verified by the management at reasonable intervals during the year on the basis of statements received from custodians and depository participants.
- b) In our opinion, the procedures of verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) On the basis of our examination of records and in our opinion, the Company has maintained proper records of inventory and no discrepancies were noticed on verification as compared to the book records.
- 3 a) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- b) The Company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control systems.
5. According to the information and explanations given to us, there are no contracts or arrangements the particulars of which are required to be entered into the register in pursuance of Section 301 of the Act.
6. The Company has not accepted any deposits from the public during the year.
7. In our opinion and according to the information and explanations given to us, the company has an internal audit system commensurate with its size and nature of the business.
8. We are informed that the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Act in respect of the Company's activities.
- 9 According to the records of the Company examined by us and information and explanations given to us:
 - a) The Company has been regular in depositing its statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and others as applicable. There are no undisputed amounts payable in respect of the aforesaid dues which have remained

outstanding as at 31 March, 2014 for a period of more than six months from the date they became payable.

- b) According to the records of the company, the dues of income tax which are not deposited on account of any dispute are as under:

Name of the Statute	Nature of the Dues	Amount (In Rupees)	Period to which the amount relate	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	7,741,216	A.Y. 2005 -2006	Commissioner of Income Tax (Appeals)
		464,826	A.Y. 2006-2007	
		51,334,934	A.Y. 2009-2010	
		796,520	A.Y. 2010-2011	
		752,790	A.Y. 2011-2012	

- 10 The Company does not have accumulated losses exceeding fifty percent of its net worth as at the end of the financial year. The Company has not incurred cash losses in the current financial year but had incurred cash losses in the immediately preceding financial year.
11. The Company has not taken any loan from bank / financial institution or issued debentures during the year.
12. The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund/ nidhi / mutual benefit fund/ societies.
14. In respect of investment and trading activities, the Company has maintained proper records of the transactions and contracts and timely entries have been made therein. Further, all the shares, securities and investments are held in the name of the company
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from banks or financial institutions.
16. The Company has not raised any term loan during the year.
17. On the basis of an overall examination of the Balance Sheet and the related information as to utilization of funds, we report that short term funds have not been used for long term investments.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. The Company had not issued any secured debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit

For MGB & Co
Chartered Accountants
Firm Registration Number : 101169W

Sanjay Kothari
Partner
Membership Number : 048215

Mumbai, 30 May 2014

TCFC FINANCE LIMITED

BALANCE SHEET AS AT 31 MARCH 2014

(in ₹)

	Notes	31 March 2014	31 March 2013
Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	104,821,290	104,821,290
Reserves and Surplus	4	697,370,348	664,942,847
		<u>802,191,638</u>	<u>769,764,137</u>
Non-Current Liabilities			
Long-Term Provisions	5	649,211	545,388
Current Liabilities			
Short-Term Provisions	5	19,575,426	9,570
Other Current Liabilities	6	2,624,739	3,108,517
		<u>22,200,165</u>	<u>3,118,087</u>
Total		<u>825,041,014</u>	<u>773,427,612</u>
Assets			
Non-Current Assets			
Fixed Assets			
	7		
- Tangible Assets		1,766,886	2,359,014
- Capital work- in- progress		109,981,368	-
Non-Current Investments	8	104,232,357	61,011,357
Long-Term Loans and Advances	9	4,228,511	1,870,076
		<u>220,209,122</u>	<u>65,240,447</u>
Current Assets			
Current Investments	10	22,130,765	25,891,736
Inventories	11	577,393,502	569,907,657
Trade Receivables	12	242,583	-
Cash and Bank Balances	13	2,201,566	107,525,892
Short-Term Loans and Advances	9	57,296	2,420,000
Other Current Assets	14	2,806,180	2,441,880
		<u>604,831,892</u>	<u>708,187,165</u>
Total		<u>825,041,014</u>	<u>773,427,612</u>

Notes forming part of the financial statements 1-34

As per our attached report of even date

For **MGB & Co.**

Chartered Accountants

Sanjay Kothari

Partner

Mumbai, 30 May, 2014

For and on behalf of the Board

Atul Desai

Chairman

V S Srinivasan

Director

Tania Deol

Managing Director

Venkatesh Kamath

Director

Dipali Thakkar

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2014

	Notes	31 March 2014	31 March 2013
(in ₹)			
Income			
Revenue from Operations	15	1,909,231,039	2,206,741,731
Other Income	16	30,441	20,021
Total		<u>1,909,261,480</u>	<u>2,206,761,752</u>
Expenses			
Purchases of Stock-in-Trade	17	1,846,576,388	2,219,760,198
(Increase)/Decrease in Stock in-Trade	18	(7,485,844)	(66,824,131)
Employee benefits expense	19	4,486,764	4,532,438
Finance cost	20	250,967	1,135
Depreciation	7	351,214	335,728
Other expenses	21	3,057,765	3,053,586
Loans written off		-	50,000,000
Total		<u>1,847,237,254</u>	<u>2,210,858,954</u>
Profit/(Loss) before tax and Provision for Non-Performing Assets		62,024,226	(4,097,203)
Add: Reversal of Provisions against Standard assets		-	125,000
Profit/(Loss) before tax		62,024,226	(3,972,203)
Tax expenses:			
Current tax – Current year		11,201,374	-
– Earlier years		-	42,685
Deferred tax		-	-
Profit/(Loss) after tax		<u>50,822,852</u>	<u>(4,014,888)</u>
Earnings per equity share: (face value ₹10)			
Basic and Diluted		4.85	(0.38)

Notes forming part of the financial statements 1-34

As per our attached report of even date

For **MGB & Co.**

Chartered Accountants

Sanjay Kothari

Partner

Mumbai, 30 May, 2014

For and on behalf of the Board

Atul Desai

Chairman

V S Srinivasan

Director

Tania Deol

Managing Director

Venkatesh Kamath

Director

Dipali Thakkar

Company Secretary

TCFC FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2014

Particulars	(in ₹)	
	2014	2013
I Cash Flow for Operating Activities		
Profit/(Loss) before Tax	62,024,226	(3,971,068)
Add : Adjustments for		
Depreciation	351,214	335,728
Reversal of Provisions against standard assets	-	(125,000)
Loss on sale of fixed assets	154,035	-
Interest income	(17,197,438)	(28,870,858)
Operating Profit before Working Capital changes	45,332,036	(32,631,197)
(Increase)/ Decrease in Inventories	(7,485,845)	(66,824,131)
(Increase)/ Decrease in trade and other receivables	(188,314)	70,049,138
Increase / (Decrease) in trade and other payables	790,549	(205,839)
Cash Generated from Operations	38,448,426	(29,612,029)
Direct Taxes Paid (net)	(11,201,374)	(1,494,898)
Net Cash Flow from Operating Activities	27,247,052	(31,106,927)
II Cash Flow from Investing Activities		
Purchase of fixed assets	(193,120)	(23,150)
Sale of fixed assets	230,000	-
Capital work in progress	(109,981,368)	-
Purchase of non current investments	(104,232,357)	-
Purchase of current investments	(22,130,765)	(25,891,736)
Sale of current investments	25,891,736	131,829,021
Sale of non current investments	61,011,357	-
Interest received	16,833,138	28,082,638
Net Cash Flow from Investing Activities	(132,571,377)	133,996,772

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2014 (Cont..)

Particulars	(in ₹)	
	2014	2013
III Cash Flow from Financing Activities		
Dividend paid on Equity Shares (including tax)	-	-
Net Cash Flow from Financing Activities	-	-
Net Cash Flow during the year	(105,324,326)	102,889,845
Cash and Cash Equivalents at the beginning of the year	107,525,892	4,636,047
Cash and Cash Equivalents at the end of the year	2,201,566	107,525,892

Notes

- 1 Figures for the previous year have been regrouped, recast, wherever considered necessary.
- 2 ₹1,995,489 (24,475,763) lying in designated account with scheduled banks on account of unclaimed dividend, which are not available for use by the Company.

- 3 Cash and Cash Equivalents at the end of the year

Cash and cash equivalents

Balances with banks- in current accounts	201,868	100,166,832
Cheques in Hand	3,989	4,882,191
Cash on hand	221	1,106
	206,078	105,050,129

Other Bank balances

Balances with banks- in unclaimed dividend	1,995,489	2,475,763
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Total	2,201,566	107,525,892
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Notes forming part of the financial statements 1-34

As per our attached report of even date

For **MGB & Co.**

Chartered Accountants

Sanjay Kothari

Partner

Mumbai, 30 May, 2014

For and on behalf of the Board

Atul Desai

Chairman

V S Srinivasan

Director

Tania Deol

Managing Director

Venkatesh Kamath

Director

Dipali Thakkar

Company Secretary

Notes forming part of the Financial Statements

1 Corporate Information

TCFC Finance Limited is a Non Banking Finance Company registered with Reserve Bank of India and listed on the Bombay Stock Exchange. It is mainly engaged in the business of finance and investments and trading in equity shares, mutual funds, securities etc.

2 Significant Accounting Policies

i Basis of Preparation

The financial statements have been prepared on going concern basis in accordance with generally accepted accounting principles in India (Indian GAAP) and comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 read with general circular 8/2014 dated 4 April 2014, issued by the Ministry of Corporate Affairs. The financial statements have been prepared on accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statement are consistent with those of previous year.

ii Use of estimates

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, on the date of the financial statements and the reported amount of revenue and expenses of the year. Difference between the actual results and estimates are recognised in the period in which the results are known/materialized.

iii Tangible fixed assets

Tangible fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. The cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use.

iv Depreciation on tangible fixed assets

Depreciation on tangible fixed assets is provided on straight line method at the rates specified in Schedule XIV to the Companies Act, 1956.

v Impairment of tangible assets

At each Balance Sheet date, the Company reviews the carrying amount of assets to determine whether there is an indication that those assets have suffered impairment loss. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

vi Investments

- (a) Investments intended to be held for more than one year, from the date of acquisition, are classified as long-term investments. All other investments are classified as current investments.
- (b) Current Investments are stated at lower of cost or market value, determined on an individual investment basis. Long-term investments are stated at cost less provision for diminution other than temporary in the value of these investments.
- (c) Unquoted Investments are valued at cost and provision for diminution in value of these investments is made based on the guidelines issued by the Reserve Bank of India or based on the judgement of the management, whichever, provision is higher.

Notes forming part of the Financial Statements

vii Inventories

Shares and Securities acquired with intention of trading are considered as stock-in-trade and are valued at cost or market value, whichever is lower. Cost is determined on first in first out (FIFO) basis.

viii Revenue recognition

- (a) Sale is recognized when the significant risks and rewards of ownership have been transferred to the customers.
- (b) Interest income is recognised on a time proportion basis taking into account principal outstanding and the applicable interest rate.
- (c) Dividend income is recognized when the Company's right to receive dividend is established.

ix Commodity Futures/Equity Futures

- (a) Initial and additional margin paid over and above initial margin, for entering into contracts for Commodity Futures/ Equity Futures which are released on final settlement/squaring-up of the underlying contracts are disclosed under Other Current Assets.
- (b) On final settlement or squaring up of contracts for Commodity Futures / Equity Futures, the realised profit or loss after adjusting the unrealised loss already accounted, if any, is recognised in the Statement of Profit and Loss.

x Retirement and other employee benefits

- (a) Short-term employee benefits are expensed at the undiscounted amount in the Statement of Profit and Loss in the year the employee renders the service.
- (b) Post employment and other long term employee benefits are recognised as an expense in the Statement of Profit and Loss at the present value of the amount payable determined using actuarial valuation techniques in the year the employees renders the service. Actuarial gains and losses are charged to the Statement of Profit and Loss .

xi Accounting for taxes on income

- (a) Current Tax is determined as the amount of tax payable in respect of taxable income as per the provisions of the Income Tax Act, 1961.
- (b) Deferred tax is recognized, subject to consideration of prudence in respect of deferred tax asset, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates and laws.

xii Non – Performing Assets

The Company follows the directions of Reserve Bank of India on Prudential Norms for income recognition, provisioning for bad and doubtful debts, Accounting for investments etc.

xiii Earnings Per Share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the year. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except when the results would be anti-dilutive.

xiv Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes to accounts. Contingent Assets are neither recognized nor disclosed in the financial statements.

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

	31 March 2014	31 March 2013
3 Share Capital		
Authorised		
25,000,000 (25,000,000) Equity Shares of ₹10 each	250,000,000	250,000,000
Issued, Subscribed and Paid up		
10,482,129 (10,482,129) Equity Shares of ₹10 each fully paid up	104,821,290	104,821,290
Total	<u>104,821,290</u>	<u>104,821,290</u>

a) Reconciliation of number of Equity Shares and Equity Share capital

	31 March 2014		31 March 2013	
	Number of Equity Shares	Rupees	Number of Equity Shares	Rupees
At the beginning of the year	10,482,129	104,821,290	10,482,129	104,821,290
Changes during the year	-	-	-	-
Outstanding at the end of the year	10,482,129	104,821,290	10,482,129	104,821,290

b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders holding more than 5 % of the aggregate shares in the Company

Name of Shareholder	31 March 2014		31 March 2013	
	Number of equity Shares held	Percentage (%) of Holding	Number of equity Shares held	Percentage (%) of Holding
Equity shares of ₹10 each fully paid up				
Greenstone Investments Private Limited	4,392,911	41.91%	4,233,454	40.39%
20th Century Holdings Private Limited	1,694,913	16.17%	1,694,913	16.17%
Venkatesh Kamath (as nominee of TCFC Finance Limited)	533,334	5.09%	533,334	5.09%

As per the records of the Company, including its register of shareholders /members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

d) There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during five years preceding 31 March 2014.

Notes forming part of the Financial Statements

	(in ₹)	
	31 March 2014	31 March 2013
4 Reserves and Surplus		
Capital Reserve		
As per last Balance Sheet	375	375
General Reserve		
As per last Balance Sheet	624,237,668	624,237,668
Add: Transfer from Surplus in the Statement of Profit and Loss	5,082,285	-
	<u>629,319,953</u>	<u>624,237,668</u>
Statutory Reserve		
As per last Balance Sheet	200,036,752	200,036,752
Add: Transfer from Surplus in the Statement of Profit and Loss	10,164,570	-
	<u>210,201,323</u>	<u>200,036,752</u>
Surplus/(Deficit) in the Statement of Profit and Loss		
As per last Balance Sheet	(159,331,949)	(155,318,196)
Add: Profit/(Loss) for the year	50,822,852	(4,013,753)
Less: Appropriations		
Proposed Dividend	15,723,194	-
Tax on Dividend	2,672,157	-
General Reserve	5,082,285	-
Statutory Reserve	10,164,570	-
	<u>(142,151,304)</u>	<u>(159,331,949)</u>
Total	<u>697,370,348</u>	<u>664,942,847</u>

	Long-Term		Short-Term	
	31 March 2014	31 March 2013	31 March 2014	31 March 2013
5 Provisions				
For employee benefits				
- Gratuity	435,396	312,499	8,046	5,442
- Leave benefits	213,815	232,889	4,028	4,128
For taxation (net of advances)	-	-	1,168,001	-
For Proposed Dividend (including tax)	-	-	18,395,351	-
Total	<u>649,211</u>	<u>545,388</u>	<u>19,575,426</u>	<u>9,570</u>

6 Other Current Liabilities				
Unclaimed Dividend*			1,995,489	2,475,763
Statutory dues payable			96,155	119,349
Other payables			533,095	513,405
Total			<u>2,624,739</u>	<u>3,108,517</u>

*There are no amounts due and outstanding to be credited to Investor's Education and Protection Fund as at 31 March 2014.

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

Note 7 – Fixed Assets

(in ₹)

Description	Gross Block				Depreciation				Net Block	
	As at 1 April 2013	Additions	Deductions	As at 31 March 2014	Upto 31 March 2013	For the year	Deductions	Upto 31 March 2014	As at 31 March 2014	As at 31 March 2013
Tangible Assets										
Office Premises	1,384,206	-	-	1,384,206	234,421	22,563	-	256,983	1,127,223	1,149,785
Equipments	215,740	10,125	-	225,865	100,989	20,373	-	121,361	104,504	114,751
Furniture and fixtures	1,855,391	-	-	1,855,391	1,402,582	117,446	-	1,520,028	335,363	452,809
Computers	1,524,247	132,995	-	1,657,242	1,418,627	38,819	-	1,457,446	199,796	105,620
Vehicles	1,600,147	-	1,600,147	-	1,064,098	152,014	1,216,112	-	-	536,049
Total	6,579,731	143,120	1,600,147	5,122,704	4,220,717	351,214	1,216,112	3,355,818	1,766,886	2,359,014
Previous Year	6,556,581	23,150	-	6,579,731	3,884,989	335,728	-	4,220,717	2,359,014	
Capital work in progress	-	109,981,368	-	109,981,368	-	-	-	-	109,981,368	-
Total	-	109,981,368	-	109,981,368	-	-	-	-	109,981,368	-
Previous Year	-	-	-	-	-	-	-	-	-	-

(in ₹)

8 Non-Current Investments (valued at cost, unless otherwise stated)

Other Investments-Quoted

533,334 (533,334) Equity shares of TCFC Finance Limited of ₹10 each*	30,000,038	30,000,038
4,945 (4,945) 8.20% Tax Free Secured Redeemable Non- Convertible Bonds of National Highways Authority of India of ₹1,000 each	4,945,000	4,945,000
36,743 (36,743) 8.12% Tax Free Secured Redeemable Non-Convertible Bonds of Rural Electrification Corporation Limited of ₹ 1,000 each	36,743,000	36,743,000
3,221 (Nil) 8.67% Tax Free Secured Redeemable Non-Convertible Bonds of NHPC Limited of ₹ 1,000 each	3,221,000	-
20,000 (Nil) 8.40% Tax Free Secured Redeemable Non-Convertible Bonds of Indian Railway Finance Corporation of ₹ 1,000 each	20,000,000	-
10,000 (Nil) 8.55% Tax Free Secured Redeemable Non-Convertible Bonds of Indian Renewable Energy Development Agency Limited of ₹ 1,000 each	10,000,000	-
10,000 (Nil) 8.55% Tax Free Secured Redeemable Non-Convertible Bonds of India Infrastructure Finance Company Limited of ₹ 1,000 each	10,000,000	-

Other Investments - Unquoted

50,000 (50,000) Equity Shares of Dewas Soya Limited of ₹10 each	500,000	500,000
2,000 (2,000) Equity Shares of The Shamrao Vithal Co-operative Bank Limited of ₹25 each	50,000	50,000
200,000 (200,000) Equity Shares of Vasudev Textiles Limited of ₹10 each	16,265,963	16,265,963

Less: Provision for diminution in value

	131,725,001	88,504,001
	27,492,644	27,492,644
Total	104,232,357	61,011,357

Notes forming part of the Financial Statements

(All the above securities are fully paid up)

Note: Diminution in value of quoted investments of ₹ 7,040,009 (8,906,679) is not provided for, considering the same to be temporary in nature.

* As per the Scheme of Arrangement with erstwhile 20th Century Finance Corporation Limited, the Company has received 533,334 Equity Shares of ₹ 10 each fully paid up of TCFC Finance Limited, which are held by a nominee of the Company with beneficial interest vesting with the Company.

	31 March 2014	31 March 2013
Aggregate amount of quoted investments	114,909,038	71,688,038
Market value of quoted investments	98,211,369	56,100,054
Aggregate amount of unquoted investments	16,815,963	16,815,963
Diminution in value of investments	27,492,644	27,492,644

	Long-Term		Short – Term	
	31 March 2014	31 March 2013	31 March 2014	31 March 2013
9 Loans and Advances				
(unsecured, considered good, unless otherwise stated)				
Capital advance	50,000	–	–	–
Deposits	60,000	60,000	–	–
Other Loans and Advances				
Advances (unsecured, considered good)	–	–	2,000	14,000
Prepaid expenses	11,529	–	55,296	109,094
Advance direct taxes (net of provisions)	4,106,982	1,810,076	–	2,296,906
Total	4,228,511	1,870,076	57,296	2,420,000

10 Current Investments

Pass Through Certificates (PTCs) – Unquoted

IFMR Capital Andromeda Sr-A2		22,130,765	–
IFMR Capital Mosec XXIII Sr-A1		–	16,141,152
IFMR Capital Mosec XXIII Sr-A2		–	9,750,584
Total		22,130,765	25,891,736

(All the above securities are fully paid up)

11 Inventories (valued at lower of cost and market value)

Stock in trade			
– Shares		67,450,316	73,758,305
– Mutual Funds		509,943,186	496,149,352
Total		577,393,502	569,907,657

12 Trade Receivables

(Unsecured good, unless otherwise stated)

More than six months		–	–
Others		242,583	–
Total		242,583	–

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

	31 March 2014	(in ₹) 31 March 2013
13 Cash and Bank Balances		
Cash and Cash Equivalents		
Balances with banks – in current accounts	201,868	100,166,832
Cash in hand	221	1,106
Cheques in hand	3,989	4,882,191
	<u>206,078</u>	<u>105,050,129</u>
Other Bank Balances		
Balances with Banks – in unclaimed dividend accounts	1,995,488	2,475,763
	<u>1,995,488</u>	<u>2,475,763</u>
Total	<u>2,201,566</u>	<u>107,525,892</u>
14 Other Current Assets		
Interest accrued on non-current investments	2,806,180	2,441,880
Total	<u>2,806,180</u>	<u>2,441,880</u>
15 Revenue from Operations		
Sales		
– Shares	28,002,584	79,403,865
– Mutual Funds	1,862,850,847	2,095,727,565
Interest Income		
– Non-current investments	4,004,062	3,407,944
– Current investments	2,102,967	10,513,943
– Loans	11,090,409	14,948,971
Other Operating Income		
Dividend Income		
– Stock in Trade	1,180,170	2,630,733
– Profit in Derivative transactions (net)	–	108,710
Total	<u>1,909,231,039</u>	<u>2,206,741,731</u>
16 Other Income		
Miscellaneous Income	30,441	20,021
Total	<u>30,441</u>	<u>20,021</u>
17 Purchases of Stock in Trade		
Shares	10,705,123	3,361,773
Mutual Funds	1,835,871,265	2,216,398,425
Total	<u>1,846,576,388</u>	<u>2,219,760,198</u>

Notes forming part of the Financial Statements

(in ₹)

	31 March 2014	31 March 2013
18 (Increase)/ Decrease in Stock in Trade		
Stock in Trade at the end of the year		
Shares	67,450,316	73,758,305
Mutual Funds	509,943,185	496,149,352
	(A) <u>577,393,501</u>	<u>569,907,657</u>
 Stock in Trade at the beginning of the year		
Shares	73,758,305	161,399,846
Mutual Funds	496,149,352	341,683,680
	(B) <u>569,907,657</u>	<u>503,083,526</u>
	Total (B) - (A) <u><u>(7,485,844)</u></u>	<u><u>(66,824,131)</u></u>
 19 Employee benefits expense		
Salaries, Allowances and Bonus	2,226,754	2,277,018
Managerial Remuneration	1,941,500	1,947,020
Contribution to Provident fund	268,036	260,169
Staff Welfare expenses	50,474	48,231
	Total <u><u>4,486,764</u></u>	<u><u>4,532,438</u></u>
 20 Finance cost		
Interest - others	250,742	-
Bank charges	225	1,135
	Total <u><u>250,967</u></u>	<u><u>1,135</u></u>
 21 Other expenses		
Rates and Taxes	475,317	221,436
Insurance	25,538	2,486
Electricity expenses	151,602	150,738
Repairs and Maintenance - others	149,971	149,739
Legal and Professional charges	160,909	429,264
Travelling and Conveyance expenses	71,900	126,397
Membership and Subscription	477,618	597,785
Printing and Stationery	43,839	36,461
Communication charges	413,282	396,701
Depository charges	22,501	100,557
Sitting fees	240,000	240,000
Loss on sale of fixed assets	154,035	-
Miscellaneous expenses	187,092	132,247
Business Promotion expenses	9,624	3,583
Payment to Auditors (Refer Note 28)	474,537	465,057
	Total <u><u>3,057,765</u></u>	<u><u>3,052,451</u></u>

Notes forming part of the Financial Statements

22 Taxation

- (a) Provision for current tax is made as per the provisions of Income Tax Act, 1961.
- (b) MAT entitlement credit has not been considered in view of uncertainty regarding sufficient future taxable income as per the normal provisions of the Act.
- (c) In accordance with the requirements of AS – 22 on “Accounting for Taxes on Income” issued by the ICAI, deferred tax assets and liability should be recognized for all timing differences. However, considering the requirement of the accounting standard regarding virtual certainty, the same is not provided for. This will be reassessed at a subsequent Balance Sheet date and will be accounted for in the year of certainty, in accordance with the aforesaid accounting standard.

23 Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account, not provided for (net of advances) is ₹62,992,643 (Nil)

24 Contingent Liabilities

(in ₹)

	31 March 2014	31 March 2013
Disputed Direct Taxes	64,456,984	8,763,477

25 Micro Small and Medium Enterprises

The Company has no amount due to suppliers under the Micro, Small and Medium Enterprise’s Development Act, 2006 (MSMED Act) as at 31 March 2014.

26 Related Party Transactions

- (a) Director/Key Management Personnel:- Ms. Tania Deol
 - (b) Other Related party with whom transactions have taken place during the year:- Greenstone Investments Private Limited
- Transactions with other related parties

(in ₹)

	31 March 2014	31 March 2013
Sharing of Common expenses	69,239	77,759

*There are no balances outstanding from other related parties as at 31 March 2014

* Details of remuneration to Key Management personnel is disclosed at Note 27

27 Segment Information

The Company has only one business i.e. Finance and Investments and trading in shares, mutual funds, bonds, securities etc., hence “Segment Reporting” as defined in Accounting Standard 17 is not applicable.

28 Payment to Auditors

(in ₹)

	31 March 2014	31 March 2013
Audit fees	168,540	168,540
Tax Audit fees	33,708	33,708
Certification matters	93,394	64,581
Taxation and other matters	176,296	196,456
Out of pocket expenses	2,599	1,772

Notes forming part of the Financial Statements

29 Managerial Remuneration

Remuneration paid or provided in accordance with Section 198 of the Companies Act, 1956 to Managing Director, included in Employee benefits expense is as under

(in ₹)

	31 March 2014	31 March 2013
Salary and Allowances	1,941,500	1,947,020
Contribution to Provident fund	144,000	144,000

Note: Salary and Allowances includes basic salary, house rent allowance, leave travel allowance but excluding leave encashment and gratuity provided on the basis of actuarial valuation

30 Employee Benefits

As per Accounting Standard 15 "Employee Benefits" the disclosure is as under:

A Defined Benefit Plans

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave benefits (non funded) is also recognised using the projected unit credit method.

Disclosure of Gratuity in terms of AS 15 is as under:

(in ₹)

I. Expenses recognized during the year		2014	2013
		Gratuity (Non Funded)	
1	Current Service Cost	106,255	56,937
2	Interest Cost	25,594	18,814
3	Actuarial Losses / (Gains)	(6,348)	20,847
Total Expenses		125,501	96,598

II. Net Asset/(Liability) recognized in the Balance Sheet as at 31 March 2014			
1.	Present value of defined benefit obligation	443,442	317,941
2.	Net Asset / (Liability)	(443,442)	(317,941)

III. Reconciliation of Net Asset/(Liability) recognized in the Balance Sheet as at 31 March 2014			
1	Net Asset/(Liability) at the beginning of year	(317,941)	(221,343)
2	Expense as per I above	(125,501)	(96,598)
3	Employer contribution	-	-
4	Net Asset/(Liability) at the end of the year	(443,442)	(317,941)

IV. Actuarial Assumptions:			
1	Discount rate	9.10%	8.50%
2	Expected rate of salary increase	5.00%	5.00%
3	Mortality	IALM (2006-08) Ult	LIC (1994-96) Ult

Notes:

- (a) Amounts recognized as an expense and included in the Note 19 "Employee benefits expense" are gratuity ₹ 125,501 (₹96,598) and leave benefits ₹110,032 (₹13,463).

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

- (b) The estimates of future salary increases considered in the actuarial valuation taking into account the rate of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

B Defined contribution plan:

“Contribution to provident fund” is recognized as an expense in Note 19 of the Statement of Profit and Loss.

31 Disclosure of Closing stock under Section 372(10) of the Companies Act 1956

Sr.	Name of the Script (Quoted Shares)	Face Value	Number of Shares	Amount (₹)
1	Aditya Birla Money Limited	1	39,000	518,700
2	Alstom T & D India Limited	2	6,000	1,382,526
3	Axis Bank Limited	10	2,700	2,898,117
4	Essar Oil Limited	10	32,800	1,672,800
5	HDFC Bank Limited	2	500	247,298
6	Hindalco Industries Limited	1	20,000	2,835,000
7	Hotel Leela Venture Limited	2	100,000	1,590,000
8	ICICI Bank Limited	10	3,200	2,867,917
9	IFCI Limited	10	80,000	2,124,000
10	Oberoi Realty Limited	10	1,000	189,054
11	PTC India Limited	10	45,000	3,051,000
12	Reliance Industries Limited	10	7,050	6,358,243
13	Sathavahana Ispat Limited	10	37,088	910,510
14	Sri Ganapathy Mills Limited	10	400	1,232
15	Sesa Sterlite Limited	1	24,500	3,974,829
16	State Bank of India limited	10	800	1,254,943
17	Tata Motors Limited	2	150	30,655
18	Tata Motors DVR Limited	2	1,100	145,387
19	Tata Steel Limited	10	50,000	19,697,500
20	The Indian Hotels Company Limited	1	173,000	12,482,600
21	Voltas Limited	1	20,000	3,218,000
			Total	67,450,316

Note: Aggregate market value of quoted Shares is ₹71,205,765

Sr.	Name of the Mutual Fund Scheme(Quoted)	Face Value	Number of Units	Amount (₹)
1	Birla Sun Life Savings Funds Institutional Plan - Growth	10	340,954	80,500,000
2	DWS Ultra Short Term Fund - Institutional Plan -Growth	10	3,297,493	50,389,646
3	DSP BlackRock Liquidity Fund - Institutional Plan - Growth	1000	38,163	66,900,000
4	Templeton India Treasury Management Account Super Institutional Plan - Growth	1000	53,754	102,571,870
5	IDBI Ultra Short Term Fund Regular Plan - Growth	1000	17,768	24,124,787
6	IDFC Ultra Short Term Fund - Growth	10	4,687,867	83,639,055
7	Reliance Monthly Interval Fund - Series I - Growth	10	1,899,953	32,604,145
8	Reliance Money Manager Fund - Growth Plan	1000	20,143	34,114,921
9	Tata Liquid Fund Plan A - Growth	1000	15,533	35,098,763
			Total	509,943,186

Note: Aggregate market value of all units of Mutual Funds is ₹520,105,536

Notes forming part of the Financial Statements

32 Earnings Per share (EPS)

		31 March 2014	31 March 2013
a.	Profit/(Loss) after Tax (₹)	50,822,852	(4,014,888)
b.	Weighted Average number of equity shares for Basic EPS (in number)	10,482,129	10,482,129
c.	Weighted Average number of equity shares for Diluted EPS (in number)	10,482,129	10,482,129
d.	Nominal value of equity shares (₹)	10	10
e.	Basic and Diluted Earnings Per Share (EPS)	4.85	(0.38)

33 Prior Year Comparatives

Previous year's figures have been regrouped / rearranged or recasted wherever necessary to conform to this years classification. Figures in brackets pertain to previous year.

34 Schedule to the Balance Sheet for the year ended 31 March 2014

(as required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007

Liabilities :

1		Amount outstanding	Amount overdue
	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a)	Debtures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)		
(b)	Deferred Credits	-	-
(c)	Term Loans	-	-
(d)	Inter-corporate loans and borrowing	-	-
(e)	Commercial Paper	-	-
(f)	Other Loans	-	-

	<u>Assets :</u>	Amount outstanding
2	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]	
(a)	Secured	-
(b)	Unsecured	-

3	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	
(i)	Lease assets including lease rentals under sundry debtors :	NA
(a)	Financial lease	-
(b)	Operating lease	-
(ii)	Stock on hire including hire charges under sundry debtors:	-
(a)	Assets on hire	-
(b)	Repossessed Assets	-
(iii)	Hypothecation loans counting towards AFC activities	NA
(a)	Loans where assets have been repossessed	-
(b)	Loans other than (a) above	-

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

4	Break-up of Investments :			
	Current Investments :			
	Quoted :			
(i)	Shares : (a) Equity			67,450,316
	(b) Preference			-
(ii)	Debentures and Bonds			-
(iii)	Units of mutual funds			509,943,186
(iv)	Government Securities			-
(v)	Others - Commercial papers			-
	Unquoted :			
(i)	Shares : (a) Equity			-
	(b) Preference			-
(ii)	Debentures and Bonds			-
(iii)	Units of mutual funds			-
(iv)	Government Securities			-
(v)	Others - Pass Through Certificates			22,130,765
	Long Term Investments :			
	Quoted :			
(i)	Shares : (a) Equity			18,773,357
	(b) Preference			-
(ii)	Debentures and Bonds			84,909,000
(iii)	Units of mutual funds			-
(iv)	Government Securities			-
(v)	Others			-
	Unquoted :			
(i)	Shares : (a) Equity			550,000
	(b) Preference			-
(ii)	Debentures and Bonds			-
(iii)	Units of mutual funds			-
(iv)	Government Securities			-
(v)	Others			-

*Current Investments shown above are held as Stock in Trade

Notes forming part of the Financial Statements

5 Borrower group-wise classification of assets financed as in (2) and (3) above:

Category	Amount net of provision		
	Secured	Unsecured	Total
Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
Other than related parties	-	-	-
Total	-	-	-

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category		Amount (₹)	
		Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
Related Parties			
(a)	Subsidiaries	-	-
(b)	Companies in the same group	11,733,348	18,773,357
(c)	Other related parties	-	-
Other than related parties		700,470,087	684,983,267
Total		712,203,435	703,756,624

7 Other Information

			Amount (₹)
(i)	Gross Non-Performing Assets		
	(a)	Related parties	-
	(b)	Other than related parties	-
(ii)	Net Non-Performing Assets		
	(a)	Related parties	-
	(b)	Other than related parties	-
(iii)	Assets acquired in satisfaction of debt		-

NOTES



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