

TCFC FINANCE LIMITED

NOTICE

NOTICE is hereby given that the **24th Annual General Meeting** of the Members of TCFC Finance Limited will be held on Thursday, 27th August, 2015 at 3.00 p.m. at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 8/20 K Dubash Marg, Kalaghoda, 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, 2015 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, 2015.
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 pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. GMJ & Co., Chartered Accountants as the Statutory Auditors of the Company with effect from May 27, 2015 in the casual vacancy caused consequent to the resignation of M/s. MGB & Co LLP, Chartered Accountants, be and is hereby approved and that they shall hold the said office till the conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. GMJ & Co., Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company

and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as recommended by the Audit Committee and approved by the Board of Directors of the Company plus reimbursement of out-of-pocket expenses.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Dharmil A. Bodani, as a Director of the Company:-

"RESOLVED THAT pursuant to provisions of section 161 of the Companies Act, 2013 and provisions of Article of Association of the Company Mr. Dharmil A. Bodani (**DIN 00618333**), who was appointed as an Additional Non Executive Director of the Company by the Board of Directors with effect from 26th September, 2014 and who holds office up to the date of ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 in writing, proposing his candidature for the office of Director, be and is hereby appointed as a director of the company.

By order of the Board
For TCFC Finance Limited

Sd/-
Kinjal Sheth
Company Secretary
ACS: 36688

Place: Mumbai
Date: 23rd June, 2015

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 certified 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. up to the date of the Annual General Meeting.
- 6 The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 22nd August, 2015 to Thursday, 27th August, 2015 (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 year 2006-07 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
9th July, 2008	2007-2008	August, 2015
6th July, 2010	2009-2010	August, 2017
10th August, 2011	2010-2011	September, 2018
1st August, 2014	2013-2014	September, 2021

- 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 remote e-voting Facility through CDSL, as an alternative, for members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 24th Annual General Meeting of the Company dated 27th August, 2015. The Company has appointed Ms. Nisha Verma, Practising Company Secretary as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.

 - (i) The voting period begins on 24th August, 2015 at 9.30a.m. and ends on 26th August, 2015 at 5 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st August, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and click on Login.
 - (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

TCFC FINANCE LIMITED

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <TCFC Finance Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Note for Non – Individual Shareholders and Custodians:

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

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer by an email at nisha.nvfirm@gmail.com with a copy marked to companysecretary@tcfcfinance.com to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com,

under help section or write an email to helpdesk.evoting@cdslindia.com

- (xix) The Voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 21, 2015.
- (xx) Ms. Nisha Verma of M/s. N.V. & Associates, Practising Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in fair and transparent manner.
- (xxi) The Scrutiniser shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall not later than three days of conclusion of the meeting, submit a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
- (xxii) The results as declared by the Chairman or a person authorised by him in writing along with the Scrutinizer's Report shall be immediately placed on the website of the Company i.e. www.tcfcfinance.com after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.
- (xxiii) The resolutions listed in the Notice of the Twenty Fourth AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.

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

Item No. 4

Consequent to the casual vacancy caused by the resignation of M/s. MGB & Co. L.L.P., Chartered Accountants, Mumbai, with effect from 15th May, 2015, the Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. GMJ & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company with effect from 27th May, 2015, to fill the said casual vacancy so caused.

In terms of Section 139(8) of the Companies Act, 2013, (Act) any appointment of the Statutory Auditors in the casual vacancy arising as a result of resignation of an auditor has to be approved by the members at a general meeting within three months from the date of recommendation of the Board of Directors of the Company and the said office shall be held till the conclusion of the next Annual General Meeting. Considering the coinciding of the general meeting and the Annual General Meeting, the

Board of Directors proposes the appointment of M/s. GMJ & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting to be held in the calendar year 2016, subject to the approval of members.

The Directors recommend the passing of the resolution as an Ordinary Resolution as proposed under Item No. 4 of the Notice for the ratification and appointment of M/s. GMJ & Co., Chartered Accountants, as the Statutory Auditors until the conclusion of the next AGM.

As per the Companies Act, 2013, M/s. GMJ & Co., Chartered Accountants have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act that they are not disqualified to be appointed as the Statutory Auditors in terms of the proviso to Section 139(1), 141(2) and 141(3) of the Act.

None of the Directors/ Key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item No. 4 of the Notice.

Item No. 5

Mr. Dharmil A. Bodani was appointed as an Additional Director with effect from 26th September, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a notice in writing from Mr. Dharmil A. Bodani proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

None of the Directors/ Key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item No. 5 of the Notice. The Board recommends resolution under Item No. 5 to be passed as an ordinary resolution.

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

Sd/-
Kinjal Sheth
Company Secretary
ACS: 36688

**PLACE: MUMBAI
DATE: 23rd June, 2015**

TCFC FINANCE LIMITED

(CIN : L65990MH1990PLC057923)

ATTENDANCE SLIP

Regd. Off. 501 / 502, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021. Maharashtra.

Tel No.: 022-22844701, 22840736 • Fax No.: 022-22819237

E-mail: investorservices@tcfcfinance.com, tfc1@hathway.com, Website: www.tcfcfinance.com

24th ANNUAL GENERAL MEETING ON 27th AUGUST, 2015.

Registered Folio / DP ID & Client ID		
Name and Address of the shareholder(s)		
Joint Holder (1)		
Joint Holder (2)		
No. of Shares		
I/We hereby record my/our presence at the 24th Annual General Meeting of the Company being held on THURSDAY, 27TH AUGUST, 2015 AT 3.00 PM AT M C Ghia Hall, 4th Floor, Bhoglilal Hargovinddas Building, 8/20, K Dubhash Marg, Mumbai 400 001.		
I/We request you to take note of my/our following details for sending future documents, intimations by electronic mode.		
Email Address	Contact Nos	Signature of Shareholder/Proxy
Note: Please complete the Name, Email Address, Contact Nos. sign this attendance slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.		
ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	SEQUENCE NO.
Note : Please read the instructions printer under "The Instructions to Members for e-voting in the Notice herewith. The Voting period starts from 9.30 AM on Monday August 24, 2015, and ends at 5.00 PM on Wednesday, August 26, 2015. The Voting Module shall be disabled by CDSL for voting thereafter.		

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

TCFC FINANCE LIMITED

(CIN : L65990MH1990PLC057923)

PROXY FORM

Regd. Off. 501 / 502, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021. Maharashtra.

Tel No.: 022-22844701, 22840736 • Fax No.: 022-22819237

E-mail: investorservices@tcfcfinance.com, tfc1@hathway.com, Website: www.tcfcfinance.com

24th ANNUAL GENERAL MEETING ON 27th AUGUST, 2015.

Name of the Members	Registered Folio / DPID & Client ID
<p style="text-align: right;">I/We being member(s) of the above named Company hereby appoint</p> <p>1. Name Address:</p> <p style="padding-left: 40px;">Email ID Signature</p> <p>2. Name Address</p> <p style="padding-left: 40px;">Email ID Signature</p> <p>3. Name Address</p> <p style="padding-left: 40px;">Email ID Signature</p>	
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Thursday, August 27, 2015 and at any adjournment thereof in respect of following resolutions :	
ORDINARY BUSINESS:	
1. Adoption of Audited Balance Sheet and Statement of Profit & Loss Account together with the Report of Directors and Auditor for the Financial Year ended March 31, 2015.	
2. Declaration of Dividend for the financial year ended March 31, 2015.	
3. Re-appointment of Mr.Venkatesh Kamath, as a Director of the Company.	
4. Appointment of M/s. GMJ & Co, Chartered Accountants as Statutory Auditors of the Company.	
5. Regularisation of appointment of Additional Director Mr.Dharmil A Bodani	
6.	
Signed this day of 2015.	
Folio/DP ID / Client ID:	Signature of shareholders
Signature of Proxy Holder	
<div style="border: 1px solid black; padding: 5px; display: inline-block;">Affix Revenue Stamp Rs.1/-</div>	

Note : 1. This form of Proxy in order to be effective, should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the meeting.

2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 24th Annual General Meeting.