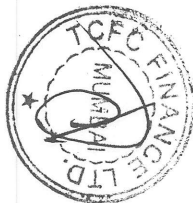
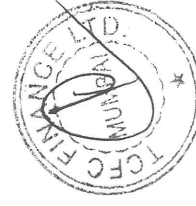


Name of Company	TCFC Finance Limited
Date of the AGM/EGM	12th August, 2016
Total number of shareholders on record date	26820
No. of shareholders present in the meeting either in person or through proxy:	34
Promoters and Promoter Group	4
Public	30
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group	N.A.
Public	N.A.



Sr. No.	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1	Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2016.	Ordinary Resolution	Remote E-voting & Poll	Passed with requisite majority.
2	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2016.	Ordinary Resolution	Remote e-voting & Poll	Passed with requisite majority.
3	To appoint a Director in place of Mr. Dharmil Bodani (DIN 00618333), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution	Remote e-voting & Poll	Passed with requisite majority.
4	Appointment of M/s GMJ & Co, Chartered Accountants (Firm Registration no. 103429W) as Statutory Auditors of the Company from conclusion of 25th Annual General Meeting to 28th Annual General Meeting of the Company, subject to ratification by members of the Company in every Annual General meeting after this Annual General meeting of the Company.	Ordinary Resolution	Remote e-voting & Poll	Passed with requisite majority.
5	Re-Appointment of Mrs. Tania Deol as Managing Director of the Company	Special Resolution	Remote e-voting & Poll	Passed with requisite majority.



RESOLUTION: 1

Resolution required: (Ordinary)		Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2016.						
Whether promoter/ promoter group are interested in the agenda/ resolution? NO								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	(3)=[(2)/(1)]* 100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6887619	6887619	100	6887619	0	100	0
	Poll	0	0	0	0	0	0	0
	Total	6887619	6887619	100	6887619	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	538264	538264	100	538256	8	99.99851374	0.00148626
	Poll	739	739	100	739	0	100	0
	Total	539003	539003	100	538995	8	99.99851578	0.001484222
Total		7426622	7426622	100	7426614	8	99.99989228	0.000107721



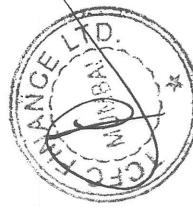
RESOLUTION: 2

Declaration of Dividend on Equity Shares for the financial year ended March 31, 2016.

Resolution required: (Ordinary)

Whether promoter/ promoter group are interested in the agenda/ resolution? NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour [4]	No. of Votes against [5]	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6887619	6887619	100	6887619	0	100	0
	Poll	0	0	0	0	0	0	0
	Total	6887619	6887619	100	6887619	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	538264	538264	100	538256	8	99.99851374	0.00148626
	Poll	739	739	100	739	0	100	0
	Total	539003	539003	100	538995	8	99.99851578	0.001484222
Total		7426622	7426622	100	7426614	8	99.99989228	0.000107721



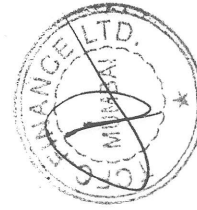
RESOLUTION: 3

Resolution required: (Ordinary)

To appoint a Director in place of Mr. Dharmil A Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.

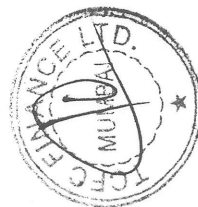
Whether promoter/ promoter group are interested in the agenda/ resolution? No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour [4]	No. of Votes against [5]	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6887619	6887619	100	6887619	0	100	0
	Poll	0	0	0	0	0	0	0
	Total	6887619	6887619	100	6887619	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	538264	538264	100	538256	8	99.99851374	0.00148626
	Poll	739	739	100	739	0	100	0
	Total	539003	539003	100	538995	8	99.99851578	0.001484222
Total		7426622	7426622	100	7426614	8	99.99989228	0.000107721



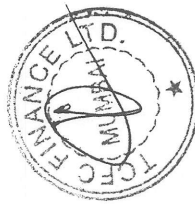
RESOLUTION: 4

Resolution required: (Ordinary)		Appointment of M/s GMJ & Co, Chartered Accountants (Firm Registration no. 103429W) as Statutory Auditors of the Company from conclusion of 25th Annual General Meeting to 28th Annual General Meeting of the Company, subject to ratification by members of the Company in every Annual General meeting after this Annual General meeting of the Company.						
Whether promoter/ promoter group are interested in the agenda/ resolution? NO								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour [4]	No. of Votes against [5]	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6887619	6887619	100	6887619	0	100	0
	Poll	0	0	0	0	0	0	0
	Total	6887619	6887619	100	6887619	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	538264	538264	100	538256	8	99.99851374	0.00148626
	Poll	739	739	100	739	0	100	0
	Total	539003	539003	100	538995	8	99.99851578	0.001484222
Total		7426622	7426622	100	7426614	8	99.99989228	0.000107721



RESOLUTION: 5

Resolution required: (Special)		Re-appointment of Mrs. Tania Deol (DIN: 00073792) as a Managing Director & Chief Executive Officer of the Company for a term of five years.						
Whether promoter/ promoter group are interested in the agenda/ resolution? Yes								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour [4]	No. of Votes against [5]	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6881269	6881269	100	6881269	0	100	0
	Poll	0	0	0	0	0	0	0
	Total	6881269	6881269	100	6881269	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	538264	538264	100	538256	8	99.99851374	0.00148626
	Poll	739	739	100	739	0	100	0
	Total	539003	539003	100	538995	8	99.99851578	0.001484222
Total		7420272	7420272	100	7420264	8	99.99989219	0.000107813



**CONSOLIDATED RESULTS OF E- VOTING AND POLL IN RESPECT OF THE 25TH
ANNUAL GENERAL MEETING OF TCFC FINANCE LIMITED HELD ON 12TH
AUGUST, 2016**

To,
The Chairman,
TCFC Finance Limited

The Company has appointed me as a scrutinizer to scrutinize the votes through remote e voting and also for the poll held at 25th Annual General Meeting (AGM) of the Company held on 12th August 2016.

The management is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to e voting and poll on the resolutions contained in the Notice to the 25th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e voting process and poll is restricted to make scrutinizers report of the votes cast "in favor" or "against" the resolutions in the notice, based on reports generated from the e- voting platform and also at the time of poll at AGM.

I have issued separate scrutinizer report dated 12th August 2016 on e voting and on poll dated 12th August 2016. As requested by management I submit herewith my combined report on e- voting and poll as under:

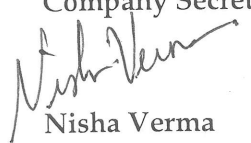
Item of notice	Votes in favor of resolution	Votes against the resolution	Invalid votes
1. Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.	7426614	8	NIL
2. Declaration of Dividend on Equity shares of the Company for the financial year ended 31 st March, 2016.	7426614	8	NIL



3. To appoint a Director in place of Mr. Dharmil Bodani (DIN 00618333), who retires by rotation and being eligible, offers himself for re-appointment.	7426614	8	NIL
4. Appointment of M/s GMJ & Co, Chartered Accountants (Firm Registration no. 103429W) as Statutory Auditors of the Company from conclusion of 25 th Annual General Meeting to 28 th Annual General Meeting of the Company, subject to ratification by members of the Company in every Annual General meeting after this Annual General meeting of the Company.	7426614	8	NIL
5. Re-appointment of Mrs. Tania Deol (DIN: 00073792) as a Managing Director & Chief Executive Officer of the Company for a term of five years.	7420264	8	NIL

Thus, 7426614 votes were cast in favour of the above resolutions (100% of the total valid votes) and 8 votes against from resolution no. 1 to resolution no.4 except for resolution no .5 wherein 7420264 votes were cast in favour and 8 votes were cast against the said resolution. Accordingly, the above resolutions were passed unanimously.

For N. V. & Associates
Company Secretaries


Nisha Verma
Proprietor

ACS 24487

COP No. 9037

Place: Mumbai

Date: 12/08/2016



Countersigned and received the report



Company Secretary



**SCRUTINIZER'S REPORT
(FOR E-VOTING)**

To,
The Chairman of Annual General Meeting of the members of **TCFC Finance Limited** held
on 12th August 2016 at 10.30 a.m.

Dear Sir,

I Nisha Verma, Practising Company Secretary (ACS: 24487 & CP No. 9037) has been appointed as scrutinizer by the Board of Directors of **TCFC Finance Limited** for the purpose of scrutinizing the remote e-voting process under the provisions of section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and to scrutinize the physical ballot forms received by the shareholders who did not opt for e-voting in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Company to be held on 12th August 2016.

The management is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to e voting on the resolutions contained in the Notice to the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e voting process and ballot forms received is restricted to make a report of the votes cast "in favor" or "against" the resolutions in the notice, based on reports generated from the e- voting.

The Company has provided remote e voting facility to all the shareholders registered with the Company and entitled to vote as on 05th August, 2016.

The e voting period began at 9.30 am on Tuesday, 09th August, 2016 and ended at 5.00 p.m. on Thursday, 11th August, 2016 being the last date and time fixed by the Company for remote e voting.

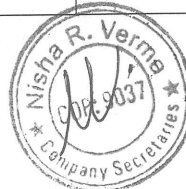
The votes were unblocked in presence of two witnesses who were not in employment of the Company.

I now submit my report on result of voting through electronic means in respect of said resolutions.



REMOTE E-VOTING

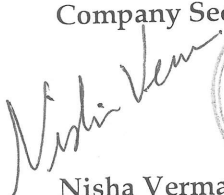

Item No.	Description	No of Members voted through remote e - voting system*	Number of votes cast (shares)	Invalid Votes	No of Shares in favour	No of shares against
1	Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.	14	7425883	Nil	7425875	8
2	Declaration of Dividend on Equity shares of the Company for the financial year ended 31 st March, 2016.	14	7425883	Nil	7425875	8
3.	To appoint a Director in place of Mr. Dharmil Bodani (DIN 00618333), who retires by rotation and being eligible, offers himself for re-appointment.	14	7425883	Nil	7425875	8
4.	Appointment of M/s GMJ & Co, Chartered Accountants (Firm Registration no. 103429W) as Statutory Auditors of the Company from conclusion of 25 th Annual General Meeting to 28 th Annual General Meeting of the Company, subject to ratification by members of the Company in every Annual	14	7425883	Nil	7425875	8



	General meeting after this Annual General meeting of the Company.					
5	Re-appointment of Mrs. Tania Deol (DIN: 00073792) as a Managing Director & Chief Executive Officer of the Company for a term of five years.	13	7419533	Nil	7419525	8



All the records relating to e voting and physical ballot shall remain in our custody until the Chairman considers, approves and signs the minutes of the said Annual General Meeting and thereafter the same will be handed over to the compliance officer for safe keeping.

For N. V. & Associates
Company Secretaries

Nisha Verma
Proprietor
ACS 24487
COP No. 9037
Place: Mumbai
Date: 12/08/2016

Countersigned and received the report



Company Secretary

Form No. MGT 13

REPORT OF SCRUTINIZER

(Pursuant to section 109 of Companies Act, 2013 and Rule 21(2) of the Companies
(Management & Administration) Rules, 2014)

To,
The Chairman of 25th Annual General Meeting of the members of TCFC Finance Limited
held on 12th August 2016 at 10.30 a.m.

Dear Sir,

I Nisha Verma, Practising Company Secretary (ACS: 24487 & CP No. 9037) has been appointed as scrutinizer by the Board of Directors of TCFC Finance Limited for the purpose of scrutinizing the poll taken on the below mentioned resolutions at the 25th Annual General Meeting of the Company held on 12th August 2016.

- 1). After the time fixed for closing of poll by the Chairman, the box kept for polling was locked in my presence with due identification marks placed.
- 2). The locked box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the in house shareholding data maintained by the Company and authorizations and proxies lodged with the Company.
- 3). Where the members voted in person and proxy.
- 4). Result of Poll is as under:

Item No.1 - Ordinary Resolution:

Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.



(i) Voted in favor of the resolution:

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
34	739	100

(ii) Voted against the resolution :

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.2: Ordinary Resolution:

Declaration of Dividend on Equity shares of the Company for the financial year ended 31st March, 2016.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
34	739	100

(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL



(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.3: Ordinary Resolution:

To appoint a Director in place of Mr. Dharmil Bodani (DIN 00618333), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
34	739	100

(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.4: Ordinary Resolution:

Appointment of M/s GMJ & Co, Chartered Accountants (Firm Registration no. 103429W) as Statutory Auditors of the Company from conclusion of 25th Annual General Meeting to 28th Annual General Meeting of the Company, subject to ratification by members of the Company in every Annual General meeting after this Annual General meeting of the Company.



(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
34	739	100

(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes *:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.5: Special Resolution:

Re-appointment of Mrs. Tania Deol (DIN: 00073792) as a Managing Director & Chief Executive Officer of the Company for a term of five years.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
34	739	100

(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes *:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

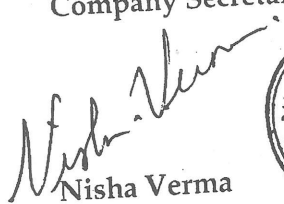


* 3 forms are rejected as member has not mentioned the no. of shares held by them and their folio numbers are not found in the list of shareholders, and accordingly the form was treated as invalid.

There were members having multiple folios. We have considered one member as one vote.

5). Poll papers and other relevant records were sealed and handed over to the Compliance officer of the Company for safe keeping.

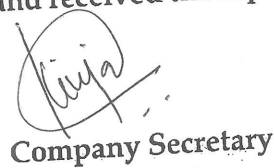
For N. V. & Associates
Company Secretaries



Nisha Verma
Proprietor
ACS 24487
COP No. 9037
Place: Mumbai
Date: 12/08/2016



Countersigned and received the report


Company Secretary

