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
-	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.
ъ	Re-Appointment of Mrs. Tania Deol as Managing Director of the Company	Special Resolution	Remote e-voting & Poll	Passed with requisite majority.



				KESOLUTION: 1	JN:1			
Resolution required: (Ordinary)	red: (Ordin		Adoption of Audited 31, 2016.	ed Financial Statements, F	Reports of the Boa	ard of Directors and	Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March	al year ended March
Whether promot	er/promot	ter group are inter	rested in the agen	Whether promoter/ promoter group are interested in the agenda/ resolution? NO				
Catagory	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in No. favour agai	of inst	Votes % of Votes in favour % of Votes against on on votes polled	% of Votes against on votes polled
uarceor J		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[2]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	6887619	6887619	100	6887619	0	100	0
Promoter and Promoter Group	Poll	0	0	0	0	0	0	0
	Total	6887619	6887619	100	6887619	0	100	0
	E-Voting	0	0	0	0	0	0	0
Public- Institutions	Poll	0	0	0	0	0	0	0
monminem	Total	0	0	0	0	0	0	0
	E-Voting	538264	538264	100	538256	8	99.99851374	0.00148626
Public- Non Institutions	Poll	739	739	100	739	0	100	0

TTQ. Z

0.001484222

99.99851578

8

538995

100

539003

539003

Total

7426622

7426622

Total

99.99989228

8

7426614

100

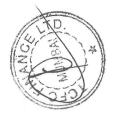
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RESOLUTION: 1

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Resolution required: (Ordinary)	ired: (Ordin		Declaration of Divi	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2016.	r the financial yea	r ended March 31,	2016.	
Whether promot	er/ promot	er group are inter	ested in the agen	Whether promoter/ promoter group are interested in the agenda/ resolution? NO				
	Mode of Voting	No. of shares	No. of votes nolled	% of Votes Polled on outstanding shares	No. of Votes in No. favour agai	of nst	% of Votes in favour on votes polled	Votes % of Votes in favour % of Votes against on on votes polled votes polled
Category		[1]		(3)=[(2)/(1)]*100		[5]	(6) = [(4)/(2)] * 100	(7)=[(5)/(2)]*100
	E-Voting	6887619	6887619	100	6887619	0	100	0
Promoter and	Poll	0	0	0	0	0	0	
	Total	6887619	6887619	100	6887619	0	100	0
	E-Voting	0	0	0	0	0	0	0
Public-	Poll	0	0	0	0	0	0	0
Insututions	Total	0	0	0	0	0	0	0
	E-Voting	538264	538264	100	538256	8	99.99851374	0.00148626
Public- Non	Poll	739	139	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
	_							



LTD. 诚

ONI. E C 0 5

RESOLUTION: 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.	ON ¿uc	Polled on No. of Votes in No. of Votes in favour % of Votes against on shares favour against on votes nolled	[4] [5] [6]=[(4)/(2)]*100	100 6887619 0 100 0	0 0 0 0	100 6887619 0 100 0		0 0 0 0	0 0 0 0	100 538256 8 99.99851374 0.00148626	100 739 0 100 0 </th <th>100 538995 8 99.99851578 0.001484222</th> <th></th>	100 538995 8 99.99851578 0.001484222	
RE	Appointment of M/s GMJ & Co, Cha rom conclusion of 25th Annual Ger nembers of the Company in every <i>i</i>	Whether promoter/ promoter group are interested in the agenda/ resolution? NO	No. of votes % of Votes Polled on polled outstanding shares		6887619	0	6887619	0	0	0	538264	739	539003	6633612
		hap App App App App App App App App App A	[1]	6887619	0	6887619	0	0	0	538264	739	539003	6699612	
	red: (Ordir	er/ promo	Mode of Voting		E-Voting	Poll	Total	E-Voting	Poll	Total	E-Voting	Poll	Total	
	Resolution required: (Ordinary)	Whether promot		rategoly		Promoter and Promoter Group			Public- Institutions			Public- Non Institutions		Totol

				KESULUTION: 5	C:NIC			
Resolution required: (Special)	red: (Specia		Re-appointment of term of five years.	f Mrs. Tania Deol (DIN: 00073792) as a Managing Director & Chief Executive Officer of the Company for a	1073792) as a Ma	naging Director & (Chief Executive Officer o	f the Company for a
Whether promot	er/ promot	ter group are inter	rested in the agen	Whether promoter/ promoter group are interested in the agenda/ resolution? ${ m Yes}$		×		
Catadory	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in No. favour aga	of inst	% of Votes in favour on votes polled	Votes % of Votes in favour % of Votes against on on votes polled votes polled
category		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6) = [(4)/(2)] * 100	(7)=[(5)/(2)]*100
	E-Voting	6881269	6881269	100	6881269	0	100	0
Promoter and Promoter Group	Poll	0	0	0	0	0	0	0
	Total	6881269	6881269	100	6881269	0	100	0
	E-Voting	0	0	0	0 0	0	0	0
Public-	Poll	0	0	0	0	0	0	0
11150100	Total	0	0	0	0	0	0	0
	E-Voting	538264	538264	100	538256	8	99.99851374	0.00148626
Public- Non Institutions	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



RESOLUTION: 5

Nisha Verma B.Com., LL.B., A.C.S.

IS N. V. & ASSOCIATES Practising Company Secretary

D-6, Ashirwad Society, Plot No. 35, Gorai-1, Gorai Bridge, Borivali (W), Mumbai - 400 092. Tel : 022-2868 3861• Mob.: +91 81082 30934 E-mail : nisha.sda@gmail.com/nisha.nvfirm@gmail

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

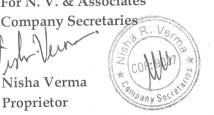


3. To appoint a Director in place of Mr. Dharmil Bodani (DIN 00618333), who retires by rotation and being eligible, offers himself for re- appointment.	7426614	8	NIL
4. Appointment of M/s GMJ & Co, Chartered Accountants (Firm Registration no. 103429W) as Statutory Auditors of the Company from conclusion 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.		8	
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.		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

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



Countersigned and received the report

SMON Company Secretary

Nisha Verma B.Com., LL.B., A.C.S.

N. V. & ASSOCIATES Practising Company Secretary

D-6, Ashirwad Society, Plot No. 35, Gorai-1, Gorai Bridge, Borivali (W), Mumbai - 400 092. Tel : 022-2868 3861• Mob.: +91 81082 30934 E-mail : nisha.sda@gmail.com/nisha.nvfirm@gmail

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 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 scrutinizers 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

Tr	Description	No of	Number	Invalid	No of	No of
Item No.	Description	Members	of votes	Votes	Shares in	shares
INO.		voted	cast		favour	against
		through	(shares)			
		remote e –				
		voting				
		system*				
1	Adoption of the Audited	14	7425883	Nil	7425875	8
	Financial Statements of the					
	Company for the year ended	a - 1				
	March 31, 2016, together	- 1 - F				
	with the Reports of the					
	Board of Directors and		10			
	Auditors thereon.					
2	Declaration of Dividend on	14	7425883	Nil	7425875	8
	Equity shares of the					
	Company for the financial					
	year ended 31 st March, 2016.					
3.	To appoint a Director in	14	7425883	Nil	7425875	8
	place of Mr. Dharmil Bodani					
	(DIN 00618333), who retires					
	by rotation and being				*.	
	eligible, offers himself for re-					
	appointment.				4.	
4.	Appointment of M/s GMJ &	14	7425883	Nil	7425875	8
	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					
	Company, subject to ratification by members of the		s.			
	Company in every Annual					
	Company in crery minimum					



	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.	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

IA8MUN Company Secretary

Nisha Verma B.Com., LL.B., A.C.S.



R N. V. & ASSOCIATES Practising Company Secretary

D-6, Ashirwad Society, Plot No. 35, Gorai-1, Gorai Bridge, Borivali (W), Mumbai - 400 092. Tel : 022-2868 3861. Mob.: +91 81082 30934 E-mail : nisha.sda@gmail.com/nisha.nvfirm@gmail

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	NULLIDEI OI VOICES CABE	As a % of total no of valid votes	
94	739	100	

(ii) Voted against the resolution :

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

(iii) Invalid Votes*:

· ·		
Total No of members (in person or by	Total no of votes cast by them	
proxy) whose votes were declared as invalid		
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	Number of voted end	As a % of total no of valid votes	
proxy) 34	739	100	

(ii) Voted against the resolution :

Number of members present in person or by	INUITIDEI OI VOICO CAD.	As a % of total no of valid votes
proxy) NIL	NIL	NIL



(iii) Invalid Votes*:

· · · · · · ·	
Total no of votes cast by them	•
NIL]
	Total no of votes cast by them 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	Number of votes east	As a % of total no of valid votes
proxy) 34	739	100

(ii) Voted against the resolution :

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

(iii) Invalid Votes *:

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

		As a % of	total no of
Number of members	Number of votes cast		total no o-
present in person or by		 valid votes	1
proxy)	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	1	
24	739	100	
34	1.05		

(ii) Voted against the resolution :

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

(iii)Invalid Votes *:

and the second	
Total No of members (in person or by	Total no of votes cast by them
proxy) whose votes were declared as	
invalid	
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		As a % of total no of valid votes	
proxy) 34	739	100	

(ii) Voted against the resolution :

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

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

