

General information about company	
Scrip code	532284
NSE Symbol	
MSEI Symbol	
ISIN	INE389D01013
Name of the company	TCFC FINANCE LTD
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	02-08-2019
Start time of the meeting	10:30 AM
End time of the meeting	11:10 AM



Scrutinizer Details	
Name of the Scrutinizer	NISHA VERMA
Firms Name	N.V. & ASSOCIATES
Qualification	CS
Membership Number	24487
Date of Board Meeting in which appointed	07-05-2019
Date of Issuance of Report to the company	02-08-2019



Voting results		
Record date	26-07-2019	
Total number of shareholders on record date		19843
No. of shareholders present in the meeting either in person or through proxy		
a) Promoters and Promoter group		4
b) Public		45
No. of shareholders attended the meeting through video conferencing		
a) Promoters and Promoter group		0
b) Public		0
No. of resolution passed in the meeting		7



Resolution (1)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Adoption of Audited Financial Statements together with the Report of Directors and Auditors thereon for the financial Year ended 31st March, 2019.				
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		7082998	100.0000	7082998	0	100.0000	0.0000	
	Poll	7082998							
	Postal Ballot (if applicable)								
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		542109	99.8823	542109	0	100.0000	0.0000	
	Poll	542748	635	0.1170	635	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	542748	542744	99.9993	542744	0	100.0000	0.0000	
Total	Total	7625746	7625742	99.9999	7625742	0	100.0000	0.0000	
					Whether resolution is Pass or Not.				
					Disclosure of notes on resolution				
					Yes				
					Add Notes				

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	
Public - Non Institutions	4



Resolution (2)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Declaration of Dividend on equity Shares of the Company for the financial year ended 31st March, 2019				
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		7082998	100.0000	7082998	0	100.0000	0.0000	
	Poll	7082998							
	Postal Ballot (if applicable)								
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		542109	99.8823	542109	0	100.0000	0.0000	
	Poll	542748	635	0.1170	635	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	542748	542744	99.9993	542744	0	100.0000	0.0000	
Total	Total	7625746	7625742	99.9999	7625742	0	100.0000	0.0000	
					Whether resolution is Pass or Not.				
					Disclosure of notes on resolution				
					Yes				
					Add Notes				

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	
Public - Non Institutions	4



Resolution (3)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Re- appointment of Mr. Dharmil A. Bodani (DIN 00618333) who retires by rotation and being eligible, offers himself for re-appointment.				
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	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
	Poll	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		542109	99.8823	542109	0	100.0000	0.0000	
	Poll	542748	635	0.1170	635	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	542748	542744	99.9993	542744	0	100.0000	0.0000	
Total	Total	7625746	7625742	99.9999	7625742	0	100.0000	0.0000	
					Whether resolution is Pass or Not.				
					Disclosure of notes on resolution				
					Yes				
					Add Notes				

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	
Public - Non Institutions	4



Resolution (4)										
Resolution required: (Ordinary / Special)					Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?					No					
Description of resolution considered					Appointment of M/s. GMJ & CO, Chartered Accountants as Statutory Auditor of the Company for a consecutive term of 5 years.					
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		7082998	100.0000	7082998	0	100.0000	0.0000		
	Poll	7082998								
	Postal Ballot (if applicable)									
	Total		7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
Public- Institutions	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		542109	99.8823	542109	0	100.0000	0.0000		
	Poll	542748	635	0.1170	635	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total		542748	542744	99.9993	542744	0	100.0000	0.0000	
Total	Total	7625746	7625742	99.9999	7625742	0	100.0000	0.0000		
					Whether resolution is Pass or Not.					Yes
					Disclosure of notes on resolution					Add Notes

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	
Public- Non Institutions	4



Resolution (5)									
Resolution required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Re-appointment of Mr. Atul M Desai (DIN 00019443) as a Chairman & Independent Director of the Company.				
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	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(4)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		542109	99.8823	542109	0	100.0000	0.0000	
	Poll	542748	635	0.1170	635	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	542748	542744	99.9993	542744	0	100.0000	0.0000	
Total	Total	7625746	7625742	99.9999	7625742	0	100.0000	0.0000	
					Whether resolution is Pass or Not.				
					Disclosure of notes on resolution				
					Yes				
					Add Notes				

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	
Public - Non Institutions	4



Resolution (6)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Appointment of Mr. Pranav S Jasani (DIN 01898059) as an Independent Director of the Company.									
Description of resolution considered									
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		7082998	100.0000	7082998	0	100.0000	0.0000	
	Poll	7082998							
	Postal Ballot (if applicable)								
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		542109	99.8823	542109	0	100.0000	0.0000	
	Poll	542748	635	0.1170	635	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	542748	542744	99.9993	542744	0	100.0000	0.0000	
Total	Total	7625746	7625742	99.9999	7625742	0	100.0000	0.0000	
Whether resolution is Pass or Not.									
Yes									
Disclosure of notes on resolution									
Add Notes									

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	
Public - Non Institutions	4



Resolution (7)										
Resolution required: (Ordinary / Special)					Special					
Whether promoter/promoter group are interested in the agenda/resolution?					No					
Description of resolution considered					Appointment of Mr. Vengendur Sri Kumar Srinivasan (DIN 00051233) as an Independent Director of the Company.					
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		
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	Poll	7082998	7082998	100.0000	7082998	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000		
Public- Institutions	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		542109	99.8823	542109	0	100.0000	0.0000		
	Poll	542748	635	0.1170	635	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total	542748	542744	99.9993	542744	0	100.0000	0.0000		
Total	Total	7625746	7625742	99.9999	7625742	0	100.0000	0.0000		
					Whether resolution is Pass or Not.					Yes
					Disclosure of notes on resolution					Add Notes

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	
Public - Non Institutions	4



**CONSOLIDATED RESULTS OF REMOTE E- VOTING AND POLL IN RESPECT OF
THE 28TH ANNUAL GENERAL MEETING OF TCFC FINANCE LIMITED HELD ON
02ND AUGUST, 2019**

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 28th Annual General Meeting (AGM) of the Company held on 02nd August 2019.

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 28th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote 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 02nd August 2019 on remote e voting and on poll dated 02nd August 2019. 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. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.	7625746	0	400
2. To declare a dividend for the financial year ended on 31 st March, 2019.	7625746	0	400



3. 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.	7625746	0	400
4. Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditor of the Company.	7625746	0	400
5. Re-appointment of Mr. Atul M. Desai as a Chairman and Independent Director of the Company.	7625746	0	400
6. Regularization of the Appointment of Mr. Pranav S Jasani as an Independent Director of the Company.	7625746	0	400
7. Appointment of Mr. Vengendur Srikumar Srinivasan as an Independent Director of the Company.	7625746	0	400

Thus, 7625746 votes were cast in favour of the above resolution. Accordingly, the above resolutions were passed unanimously.

For N. V. & Associates

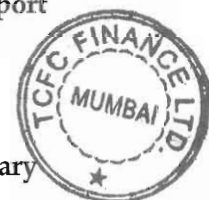
Company Secretaries :

Nisha Verma
Nisha Verma
Proprietor
ACS 24487
COP No. 9037
Place: Mumbai
Date: 02/08/2019



Countersigned and received the report

[Signature]
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 28th Annual General Meeting of the members of **TCFC Finance Limited**
held on 02nd August 2019 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 28th Annual General Meeting of the Company held on 02nd August 2019.

- 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 share department 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:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, 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
49	635	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
0	0	0

(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
4	400

Item No.2: Ordinary Resolution:

To declare a dividend for the financial year ended on 31st March, 2019.

(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
49	635	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
0	0	0



(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
4	400

Item No.3: Ordinary Resolution:

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.

(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
49	635	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
0	0	0

(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
4	400

Item No.4: Ordinary Resolution:

Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditor 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
49	635	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
0	0	0

(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
4	400

Item No.5: Special Resolution:

Re-appointment of Mr. Atul M. Desai as a Chairman and Independent Director 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
49	635	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
0	0	0

(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
4	400



Item No.6: Special Resolution:

Regularization of the Appointment of Mr. Pranav S Jasani as an Independent Director 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
49	635	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
0	0	0

(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
4	400

Item No.7: Special Resolution:

Appointment of Mr. Vengendur Srikumar Srinivasan as an Independent Director 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
49	635	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
0	0	0



(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
4	400

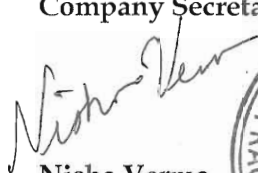
* 4 forms was out rightly rejected as the member did not mentioned the no. of shares held by them and their folio numbers are not found in the list of shareholders, hence it votes cannot be mentioned above, accordingly these forms was also treated as invalid.

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 safekeeping.

For N. V. & Associates
Company Secretaries

Countersigned and received the report



Nisha Verma
Proprietor
ACS 24487
COP No. 9037
Place: Mumbai
Date: 02/08/2019




Company Secretary





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

To,

The Chairman of Annual General Meeting of the members of **TCFC Finance Limited** held
on 02nd August 2019 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 02nd August 2019.

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 26th July 2019.

The remote e voting period began at 9.30 am on Tuesday, 30th July, 2019 and ended at 5.00 p.m. on Thursday, 01st August, 2019 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	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.	14	7625111	Nil	7625111	0
2	To declare a dividend for the financial year ended on 31 st March, 2019.	14	7625111	Nil	7625111	0
3.	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.	14	7625111	Nil	7625111	0
4.	Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditor of the Company.	14	7625111	Nil	7625111	0



5.	Re-appointment of Mr. Atul M. Desai as a Chairman and Independent Director of the Company.	14	7625111	Nil	7625111	0
6.	Regularization of the Appointment of Mr. Pranav S Jasani as an Independent Director of the Company.	14	7625111	Nil	7625111	0
7.	Appointment of Mr. Vengendur Srikumar Srinivasan as an Independent Director of the Company.	14	7625111	Nil	7625111	0

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

Nisha Verma
Proprietor
ACS 24487
COP No. 9037
Place: Mumbai
Date: 02/08/2019



Countersigned and received the report

Kirya

Company Secretary

