

Scrutinizer Details	IS
Name of the Scrutinizer	NISHA VERMA
Firms Name	N.V. & ASSOCIATES
Qualification	
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	ку
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	<u> </u>



Whether promo	Re	Besolution required: (Ordinary / Special)	rdinary / Special)			2000		
Whether promo		ישמומות והיו הלחוו בתי לבי	da			Ordinary		
	Whether promoter/promoter group are interested in the agenda/resolution?	e interested in the age	enda/resolution?			No		
		Description of resolution considered	ution considered	Adoption of Aud	lited Financial Stater thereon for the fir	d Financial Statements together with the Report of Dir thereon for the financial Year ended 31st March, 2019.	Adoption of Audited Financial Statements together with the Report of Directors and Auditors thereon for the financial Year ended 31st March, 2019.	tors and Auditors
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
<i>y</i>		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
E-Voting	ing		7082998	100.0000	7082998	0	100.0000	0.0000
Promoter and Poll		7082998						
Promoter Group Postal	Postal Ballot (if applicable)							
Total		7082998	7082998	100.0000	7082998	0	100.0000	0.000
E-Voting	ing						36	
Public- Pell								
Institutions	Postal Ballot (if applicable)							
Total								
E-Voting	ln.g	and the second	542109	99.8823	542109	0	100.0000	0.0000
Public- Non Poll		542748	635	0.1170	635	0	100.0000	0.0000
Institutions Postal	Postal Ballot (if applicable)							
Total		542748	542744	99.9993	542744	0	100.0000	0.0000
Total	- Total	7625746	7625742	6666.66	7625742	0	100:0000	0.0000
					Whether resolution is Pass or Not.	is Pass or Not.	¥,	Yes
					Disclosure of r	Disclosure of notes on resolution		Add Notes

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Category	No. of Vates
Promoter and Promoter Group	0
Public Insitutions	The second secon
Public - Non Institutions	4



No. of shares held No. of votes No. of	No. of shares held No. of shares held No. of states bell									
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Mode of voting	Mode of voting No. of shares held No. of votes No. of vote	Whether pro	moter/promoter group are	interested in the age	inda/resolution?			No		
Mode of voting No. of votes held polled shares held and the polled shares held polled of voting No. of votes held shares No. of votes here shares shares shares shares No. of votes here shares shares shares shares No. of votes have against favour on votes shares No. of votes have against favour on votes shares No. of votes have against favour on votes shares No. of votes have against favour on votes shares According to the shares held shar	Mode of voting			Description of resol	ution considered	Declaration of [Dividend on equity S	hares of the Compa March, 2019	any for the financial	year ended 31st
Total Ballot (if applicable)	Total Ballot (if applicable) Total Serving	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
E-Voting 7082998 100.0000 7082998 100.0000 7082998 100.0000 7082998 100.0000 7082998 100.0000 7082998 100.0000 7082998 100.0000 7082998 100.0000 100.0000 100.0000 100.0000 E-Voting Postal Ballot (if applicable) S42748 S42109 99.8823 S42109 D10.0000 100.0000 D10.0000	E-Voting TOR2998 TOR2998 100.0000 7082998 0 100.0000 Poll Total Ballot (if applicable) 7082998 7082998 100.0000 7082998 0 100.0000 E-Voting Postal Ballot (if applicable) 7827748 635 99.8823 542109 7625742 100.000 Postal Ballot (if applicable) 542748 542744 99.9993 542744 0 100.000 Total 542748 542744 99.9993 7625742 0 100.000 Total 7625742 7625742 99.9999 7625742 0 100.000	5		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
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•	*	Total	Total	7625746	7625742	99.9999	7625742	0		0.0000
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Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	A Committee of the Comm
Public - Non Insitutions	7



Re- appointment of Mr. Dharmil A. Bodani (londinary Appedial) Re- appointment of Mr. Dharmil A. Bodani (londinary Appedial) Re- appointment of Mr. Dharmil A. Bodani (lon 0061833) who retires by rocation or	Whether promoi	Res		11-1-1-1					
Whether promoter from the rested in the agenda/resolution? Re-appointment of Mr. Dharmill A. Bodani [DIN 00618333] who retires by roles in eligible, offers himself for re-appointment. egory Mode of voting No. of shares held poiled No. of votes poiled shares % of v	Whether promot		solution required: (Or	rdinary / special)			Ordinary		
Particle		ter/promoter group are	interested in the age	enda/resolution?			No		
egory Mode of voting No. of shares held polled No. of votes % of votes in against polled No. of votes in against polled No. of votes in against polled No. of votes in against polled % of votes in against polled No. of votes in against polled No. of votes in against polled % of votes in against polled No. of votes in against polled % of votes in against polled <			Description of resol	ution considered	Re- appointment	of Mr. Dharmil A. B eligible, offe	odani (DIN 006183 ers himself for re-a _l	33) who retires by nappointment.	otation and being
E-Voting Postal Ballot (if applicable) F-Voting F-Voting Postal Ballot (if applicable) F-Voting	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
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utions Postal Ballot (if applicable) 542748 542744 99.9993 542744 0 100.0000 Total 7625746 7625742 99.9999 7625742 0 100.0000 Whether resolution is Pass or Not. Yes			542748	635	0.1170	635	0		0.0000
Total 542748 542744 99.9993 542744 0 100.0000 Total 7625746 7625742 99.9999 7625742 0 100.0000 Whether resolution is Pass or Not. Yes		Ballot (if applicable)							
Total 7625746 7625742 99.9999 7625742 0 100.0000 Whether resolution is Pass or Not. Yes	Total		542748	542744	99.9993	542744	0		0.0000
	Total	Total	7625746	7625742	6666:66	7625742	0		0.0000
					•	Whether resolution	is Pass or Not.	λ'	es
STATE OF THE PROPERTY OF THE P						Disclosura of n	Disclosure of notes on resolution		



Details of Invalid Votes	Votes
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	Albanian de la compressión de
Public - Non Insitutions	4



Whether promoter from the resolution required: (Ordinary / Special) No. of votes No. of vo				Res	Resolution (4)				
Whether promoter group are interested in the agenda/resolution? Appointment of M/s. GMJ & CO, Chartered Accountants as Statutory Auditor a consecutive term of 5 years. No. of votes in a consecutive term of 5 years. No. of votes in a consecutive term of 5 years. Appointment of M/s. GMJ & CO, Chartered Accountants as Statutory Auditor on the agenda in the age		Re	solution required: (Or	dinary / Special)			Ordinary		
Postal Bailot (if applicable) Postal Bailot (if applicable	Whethe	r promoter/promoter group are	interested in the age	anda/resolution?			No		
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F-Voting F-Voting	Categgiv	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
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Postal Ballot (if applicable) 542748 542744 99.9993 542744 0 100.0000 Total	Public- Non	Poll	542748	635	0.1170	635	0		0.0000
Total	Institutions	Postal Ballot (if applicable)							
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						Whether resolution	is Pass or Not.	Y	es
						Disclosure of n	notes on resolution		Notes

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Cedallo Ol Illyalia votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	34, 42
Public - Non Insitutions	4



Whether promoter/promoter group are interested in the agenda/resolution? Special Special Special Special No Special No Month of resolution required; (Ordinary / Special) Promoter and police of voting No. of shares held policed	Whether promoter/proi Category E-Voting Promoter and Poll	Res moter group are	olution required: (Or interested in the age	dinary / Special) inda/resolution?		i.	Special		
Whether promoter/promoter group are interested in the agenda/resolution? Re-appointment of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Independence of Mr. Atul M Desai (DIN 0019443) as a Chairman & Mr. Atul M Desai (DIN 0019443) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M Desai (DIN 0019444) as a Chairman & Mr. Atul M De	Whether promoter/pror Category Mode E-Voting Promoter and Poll	moter group are	interested in the age	nda/resolution?					
Pescription of resolution considered Re-appointment of Mr. Atul M Dessi (DIN 0001943) as a Chairman & Independence of voting No. of shares held No. of votes polled Appointment of Mr. Atul M Dessi (DIN 0001943) as a Chairman & Independence of voting No. of shares held No. of votes polled Appointment of Mr. Atul M Dessi (DIN 0001943) as a Chairman & Independence of voting No. of shares held No. of votes polled Appointment of Mr. Atul M Dessi (DIN 0001943) as a Chairman & Independence of voting No. of shares held No. of votes polled Appointment of shares Appointment of shares No. of votes No. of votes No. of votes Appointment of shares No. of votes No.	E-Votin Poll	of voting					No		
Mode of voting Mode of voting No. of shares held polled No. of votes polled Avour Against polled No. of votes polled No. of votes polled Avour Avour Avour Avour Avour Avour Avour Avour Avour Avoir A	E-Votin Poll	of voting	Description of resolu	ution considered	Re-appointment c	of Mr. Atul M Desai ((DIN 00019443) as a the Company.	a Chairman & Indepe	endent Director of
coter and other and other group of er and other group of er and other and other and other group of er and e			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
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c. Voting utions E-Voting Postal Ballot (if applicable) 7082998 7082998 100,0000 7082998 0 100,0000 100,0000 c. Voting utions Fe.Voting Postal Ballot (if applicable) 542748 635 0,1170 635 0,1170 635 0,1170 0 100,0000			7082998						
Total E-Voting E-Voting F-Voting F-V		(if applicable)							
E-Voting Postal Ballot (if applicable) F42748 F42742 F42744 F42744 F42744 F42742 F42	Total		7082998	7082998		7082998	0		0.0000
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uo!+		Fotal	7625746	7625742	99.9999	7625742	0		
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Details of Invalid Votes	Votes
Category	No. of Votes
Promoter and Promoter Group	
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Public - Non Insitutions	4



Postal Ballot (if applicable)				
### Promoter/promoter group are interested in the agenda/resolution? Description of resolution considered Description of resolution considered	(I)	Special		
Mode of voting No. of shares held No. of votes	¿!	No		
Mode of voting No. of shares held No. of votes Sept Vot		Appointment of Mr. Pranav S Jasani (DIN 01898059) as an Independent Director of the Company.	ו Independent Direct	or of the Company.
E-Voting 7082998 708	% of Votes polled on outstanding shares	No. of votes – in No. of votes – favour against	% of votes in favour on votes polled	% of Votes against on votes polled
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Totat 7625746 7625742	744 99.9993	542744 0	100.0000	0.0000
	742 99.9999	7625742 0	100.0000	0.0000
	Whether	Whether resolution is Pass or Not.	λ _ε	Yes

* this fields are optional

Details of Invalid Votes	Votes
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	Assert to unidefeed to
Public - Non Insitutions	4



			Res	Resolution (7)				
	Res	Resolution required: (Ordinary / Special)	dinary / Special)			Special		
Whethe	Whether promoter/promoter group are interested in the agenda/resolution?	interested in the age	enda/resolution?			No		
		Description of resolution considered	ution considered	Appointment of M	Appointment of Mr. Vengendur Srikumar Srinivasan (DIN 00051233) as an Independent Director of the Company.	nar Srinivasan (DIN of the Company.	00051233) as an Inc	ependent Director
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
	E-Voting		7082998	100.0000	7082998	0	100.000	0.0000
Promoter and Promoter Group		7082998			t in the state of			
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000
	E-Voting		Control and the Assessment Science (1) and assessment					
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Institutions	Postal Ballot (if applicable)							
	Total	de,						
	E-Voting		542109	99.8823	542109	0	100.0000	0.0000
Public- Non	Poll	542748	635	0.1170	635	0	100.0000	0.0000
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	Total	542748	542744	99.9993	542744	0	1.00.0000	0.0000
Total	Total	7625746	7625742	6666.66	7625742	0	100.0000	0.0000
					Whether resolution is Pass or Not.	is Pass or Not.	¥,	Yes
					Disclosure of n	Disclosure of notes on resolution		Add Notes



Details of Invalid Votes	ores
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	4

* this fields are optional



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 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 31st 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 reappointment.	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

Proprietor

ACS 24487

COP No. 9037

Place: Mumbai

Date: 02/08/2019

Countersigned and received the report

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 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	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy		
49	635	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy		
0	0	0

(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	
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	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
49	635	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
0	0	0



(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	
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	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
49	635	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
0	0	0

(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	
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	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
49	635	100 & ASSOCI

(ii) Voted against the resolution:

Number of members	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
0	0	0

(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	
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	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
49	635	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
0	D	0

(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	
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	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
49	635	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
0	0	0

(iii) Invalid Votes *:

Total No of members (in person or by proxy) whose votes were declared as	,
invalid	
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	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
49	635	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	As a % of total no of
present in person or by		valid votes
proxy)		
0	0	0 V. 8 ASS

(iii) Invalid Votes *:

Total No of members (in person or by	,
proxy) whose votes were declared as invalid	
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

Countersigned and received the report

Company Secretaries

Nisha Verma

Proprietor

ACS 24487

COP No. 9037

Place: Mumbai Date: 02/08/2019 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 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 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 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 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 -	Number of votes cast (shares)	Invalid Votes	No of Shares in favour	No of shares against
		voting system*				
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 31st 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 reappointment.	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 Secretarie

r Olv

Nisha Verma

Proprietor ACS 24487

COP No. 9037

Place: Mumbai Date: 02/08/2019 Countersigned and received the report

Company Secretary