General information about company	ut company
Scrip code	532284
Name of the company	TCFC Finance Ltd
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	22-08-2017
Start time of the meeting	10:30 AM
End time of the meeting	11:45 AM

0 0	No. of resolution passed in the meeting
0	b) Public
	a) Promoters and Promoter group
oq	No. of shareholders attended the meeting through video conferencing
67	b) Public
4	a) Promoters and Promoter group
h proxy	No. of shareholders present in the meeting either in person or through proxy
26189	Total number of shareholders on record date
15-08-2017	Record date
	Voting results

	0.00	Total	<b>-</b>	Institutions Pc	Public- Non Poll	E-1	To		Public- Poli		E-V		Promoter Group Po		F-V		Category	www.executiviiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii	Whether prom		
		Total	Total	Postal Ballot (if applicable)		E-Voting	Total	Postal Ballot (III applicable)		***************************************	E-Voting	tal	Postal Ballot (if applicable)		F-Voting		Mode of voting	144/1000-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-	Whether promoter/promoter group are interested in the agenda/resolution?	Resc	
		7442493	554740		554740	***************************************	0			0		6887753		6887753		(1)	No. of shares held	Description of resolution considered	nterested in the ager	Resolution required: (Ordinary / Special)	
		7442493	554740		19328	535412		0	0	0	0	6887753	0	0	6887753	(2)	No. of votes polled		nda/resolution?	linary / Special)	Reso
		100.0000	100.0000		3.4842	8615.66	0.000	0.000	0	0	0	100.0000	0.0000	0.0000	100.0000	(3)=[(2)/(1)]*100	% of Votes polled on outstanding shares	To receive, consider and adopted march 31,2017, together	000000000000000000000000000000000000000		Resolution (1)
Disclosure of	Whether resolution is Pass or Not	7442375	554622		19325	20001	525207	0	0	0	0	6887753	0	0	6887753	(4)	No. of votes – in favour	To receive, consider and adopt the Audited Financial Statements of the Company for the Year aded March 31,2017, together with the Reports of the Board of Directors and Auditors thereo	***************************************		
Disclosure of notes on resolution	is Pass or Not.	118	118			***************************************	115	0	0	0	0	0	0	0	0	(5)	No. of votes – against	with the Reports of the Board of Directors and Auditors thereon.	No	Ordinary	:
		866'66			99.5040		99.9785	0,0000	0.0000	0.0000	0.0000	100.0000	0	0	100,0000	(6)=[(4)/(2)]*100	% of votes in favour on votes polled	ard of Directors and	S. S		
Add Notes	Yes	9700.0					0.0215	0.0000	0.0000	0,0000	0.0000			0	0.0000	OUT. [(2)/(5)]=(/)	% of Votes against on votes polled	I Auditors thereon.		\$1000000000000000000000000000000000000	

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0	Public Insitutions 0
	Promoter and Promoter Group
No. of Votes	Category
	Details of illydild votes

	- Cent	Total		Institutions	Public- Non			Institutions					Promoter Group		П		Category		Whether pro		
		Total	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	P0II	E-YOM8	Voting	Total	Postal Ballot (if applicable)		F-Voting		Mode of voting		Whether promoter/promoter group are interested in the agenda/resolution?	Reso	
		7442493	554740		554740		0			0		6887753	*	6887753		(1)	No. of shares held	Description of resolution considered	nterested in the agen	Resolution required: (Ordinary / Special)	
		7442493	554740		19328	535412	0		)	0	0	6887753	0	0	6887753	(2)	No. of votes polled	tion considered	nda/resolution?	linary / Special)	Reso
		100.0000	100.0000		3.4842	96.5158	0,000		0	0	0	100.0000	0.0000	0.0000	100.0000	(3)=[(2)/(1)]*100	% of Votes polled on outstanding shares	To appoint a Direc			Resolution (2)
Disclosure of	Whether resolution	7442235	554482		19325	535157			0	0	0	6887753	0	0	6887753	(4)	No. of votes – in favour	tor in place of Mr. I and being eligible			
Disclosure of notes on resolution	solution is Pass or Not.	258	258			23		0	0	0	. 0	0	0	0	0	(5)	No. of votes – against	of Mr. Dharmii Bodani (Din: Obd.6335), wii eligible, offers himself for re-appointment.	No No	Ordinary	-
		99.996			33.3040				0.0000	0.0000	0.0000	100.0000	0	0	100,0000	(6)=[(4)/(2)]*100		To appoint a Director in place of Mr. Dharmii Bodani (Din. Doctossa), who returns by rowned and being eligible, offers himself for re-appointment.	. 00618933) who re		
Add Notes	Yes	0.0035						0.0000	0.0000	0,0000	0.0000			0	0.0000	(7)=[(5)/(2)]=(7)	% of Votes against on votes polled	CIII CO DY LOCATION	etires by rotation	(4)(4)(4)(4)(4)(4)(4)(4)(4)(4)(4)(4)(4)(	

0	Public Insitutions
0	Promoter and Promoter Group
No. of Votes	Category

			Rest	Resolution (3)				
	Res	Resolution required: (Ordinary / Special)	dinary / Special)		a.	Ordinary		
Whether	Whether promoter/promoter group are interested in		the agenda/resolution?			No		¢
and the state of t		Description of resolution considered	ution considered	To ratify the ap	To ratify the appointment of M/s GMJ & CO. as Chartered Accountants (Firm Registration NO.103429W) as Statutory Auditors of the Company.	ntment of M/s GMJ & CO. as Chartered Accountants NO.103429W) as Statutory Auditors of the Company.	red Accountants (Fir of the Company.	m Registration
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)/(5)]*100
	E-Voting		6887753	100:000	6887753	0	100.0000	0.0000
Promoter and	Poll	6887753	0	0.0000	0	0	0	,
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6887753	6887753	100,000	6887753	0	100.0000	0.0000
	E-Voting		0	0	0	0	0.0000	0.0000
Public-	Poll	0	0	0	0	0	0.0000	0.0000
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting		535412	96.5158	535297	115	99.9785	0.0215
Public- Non	Poll	554740	19328	3.4842	19325	С.	99,9845	0.0155
Institutions	Postal Ballot (if applicable)							
	Total	554740	554740	100.0000	554622	118	99.9787	0.0213
Total	Total	7442493	7442493	100.0000	7442375	118	99.9984	0.0016
					Whether resolution is Pass or Not.	is Pass or Not.	γ	Yes
					Disclosure of	Disclosure of notes on resolution		Add Notes

\* this fields are optional

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	14

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 $26^{\text{TH}}$ ANNUAL GENERAL MEETING OF TCFC FINANCE LIMITED HELD ON $22^{\text{ND}}$ AUGUST, 2017

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 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on 22<sup>nd</sup> August 2017.

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 26th 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 23<sup>rd</sup> August 2017 on remote e voting and on poll dated 23<sup>rd</sup> August 2017. 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 31,2017, together with the Reports of the Board of Directors and Auditors thereon.	7442375	118	14
2. To appoint a Director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.	7442235	258	14

		140	1.4
3. To ratify the appointment of	7442375	118	14
M/s GMJ & CO. as Chartered			
Accountants (Firm Registration			
NO.103429W) as Statutory		-	
Auditors of the Company.			
Additions of the Company.			
			1

Thus, 7442375 votes were cast in favour of the above resolutions no. 1 and 3—118 votes against from resolution no. 1 and 3. For resolution no .2, 7442235 votes were cast in favour and 258 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: 23/08/2017

Countersigned and received the report

Company Secretary

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



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 22<sup>nd</sup> August 2017 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 22nd August 2017.

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 15th August 2017.



The remote e voting period began at 9.30 am on Friday, 18th August, 2017 and ended at 5.00 p.m. on Monday, 21st August, 2017 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

		No of	Number	Invalid	No of	No of
Item	Description		of votes	Votes	Shares in	shares
No.		Members		VOLCE	favour	against
	:	voted	cast		lavour	1
		through	(shares)			
		remote e -				
		voting				
		system*				4.5
1	To receive, consider and adopt	·19	7423165	Nil	7423050	115
	the Audited Financial	·				
	Statements of the Company for					
	the year ended March 31,2017,					
	together with the Reports of the					
	Board of Directors and					
	Auditors thereon.					
				77.7	7422010	255
2	To appoint a Director in place	19	7423165	Nil	7422910	255
	of Mr. Dharmil Bodani (DIN:					
	00618333), who retires by					
	rotation and being eligible,					
	offers himself for re-	l.				
	appointment.					



3.	To ratify the appointment of	19	7423165	Nil	7423050	115
0.	M/s GMJ & CO. as Chartered					
	Accountants (Firm Registration					
	NO.103429W) as Statutory					
	Auditors of the Company.					

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: 23/08/2017

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 26th Annual General Meeting of the members of TCFC Finance Limited held on 22nd August 2017 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 26th Annual General Meeting of the Company held on 22<sup>nd</sup> August 2017.
- 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, 2017, 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	Number of votes case	As a % of total no of valid votes
proxy 68	19325	99.99

# (ii) Voted against the resolution:

Number of members present in person or by	Tulliber of votes entr	As a % of total no of valid votes
proxy 3	3	0.01

## (iii) Invalid Votes\*:

no of votes cast by them

# Item No.2: 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 east	As a % of total no of valid votes
68	19325	99.99

## (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
3	3 .	0.01

#### (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	14

#### Item No.3: Ordinary Resolution:

To Ratify the Appointment of M/s GMJ & CO. as Chartered Accountants (Firm Registration NO.103429W) as Statutory Auditors 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)		
68	19325	99.99

#### (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)		
3	3 .	0.01

#### (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	14

\* 1 forms was outrightly 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, and 4 other forms containing votes were treated invaild as there was signature mismatch with the records available with the Company, 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 Secretar 830C/47

Countersigned and received the report

Nisha Vern

Proprietor

ACS 24487

COP No. 9037

Place: Mumbai Date: 23/08/2017 Company Secretary