

### General information about 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

Voting results	
Record date	15-08-2017
Total number of shareholders on record date	26189
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	67
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	3
Disclosure of notes on voting results	Add Notes

Resolution (1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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.					
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		688753	100.0000	688753	0	100.0000	0.0000
	Poll	688753	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	688753	688753	100.0000	688753	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		535412	96.5158	535297	115	99.9785	0.0215
	Poll	554740	19328	3.4842	19325	3	99.9845	0.0155
	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.						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	0
Public - Non Institutions	14

Resolution (2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a Director in place of Mr. Dharmil 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		6887753	100.0000	6887753	0	100.0000	0.0000
	Poll	6887753	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6887753	6887753	100.0000	6887753	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		535412	96.5158	535157	255	99.9524	0.0476
	Poll	554740	19328	3.4842	19325	3	99.9845	0.0155
	Postal Ballot (if applicable)							
	Total	554740	554740	100.0000	554482	258	99.9535	0.0465
Total	Total	7442493	7442493	100.0000	7442235	258	99.9965	0.0035
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	0
Public - Non Institutions	14



Resolution (3)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					To ratify the appointment of M/s GMJ & CO. as Chartered Accountants (Firm Registration NO.103429W) as Statutory Auditors 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	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		6887753	100.0000	6887753	0	100.0000	0.0000	
	Poll	6887753	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	6887753	6887753	100.0000	6887753	0	100.0000	0.0000	
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000	
	Poll	0	0	0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		535412	96.5158	535297	115	99.9785	0.0215	
	Poll	554740	19328	3.4842	19325	3	99.9845	0.0155	
	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.				
					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 Insitutions	0
Public - Non Insitutions	14

**CONSOLIDATED RESULTS OF E- VOTING AND POLL IN RESPECT OF THE 26<sup>TH</sup>  
ANNUAL GENERAL MEETING OF TCFC FINANCE LIMITED HELD ON 22<sup>ND</sup>  
AUGUST, 2017**

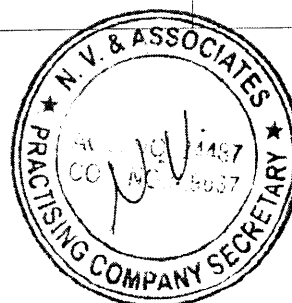
To,  
The Chairman,  
TCFC Finance Limited

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 26<sup>th</sup> 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:

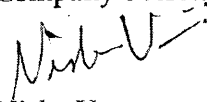
Item of notice	Votes in favor of resolution	Votes against the resolution	Invalid votes
1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31,2017, together with the Reports of the Board of Directors and Auditors thereon.	7442375	118	14
2. To appoint 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

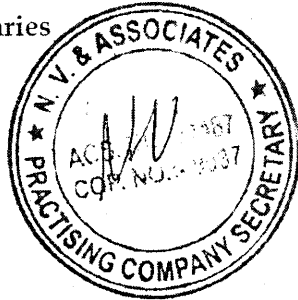


3. To ratify the appointment of M/s GMJ & CO. as Chartered Accountants (Firm Registration NO.103429W) as Statutory Auditors of the Company.	7442375	118	14
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Thus, 7442375 votes were cast in favour of the above resolutions no. 1 and 3 118 votes against 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

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

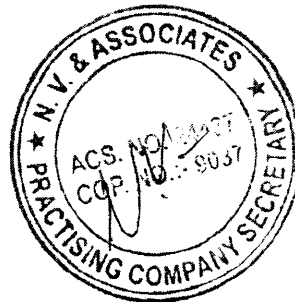
To,  
The Chairman of Annual General Meeting of the members of TCFC Finance Limited held  
on 22<sup>nd</sup> August 2017 at 10.30 a.m.

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 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 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 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 15<sup>th</sup> August 2017.





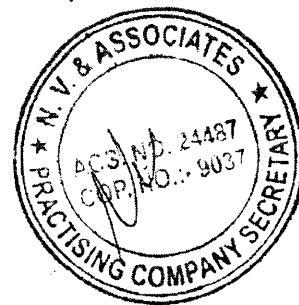
The remote e voting period began at 9.30 am on Friday, 18<sup>th</sup> August, 2017 and ended at 5.00 p.m. on Monday, 21<sup>st</sup> August, 2017 being the last date and time fixed by the Company for remote e voting.

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

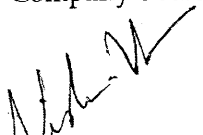
Item No.	Description	No of Members voted through remote e - voting system*	Number of votes cast (shares)	Invalid Votes	No of Shares in favour	No of shares against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31,2017, together with the Reports of the Board of Directors and Auditors thereon.	19	7423165	Nil	7423050	115
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.	19	7423165	Nil	7422910	255

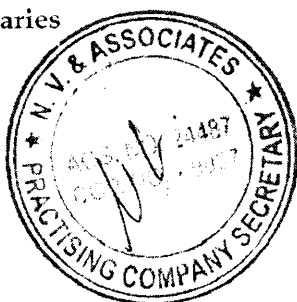


3.	To ratify the appointment of M/s GMJ & CO. as Chartered Accountants (Firm Registration NO.103429W) as Statutory Auditors of the Company.	19	7423165	Nil	7423050	115
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All the records relating to e voting and physical ballot shall remain in our custody 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



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 26<sup>th</sup> Annual General Meeting of the members of TCFC Finance Limited  
held on 22<sup>nd</sup> August 2017 at 10.30 a.m.

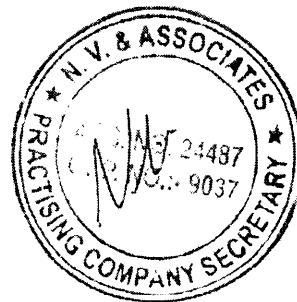
Dear Sir,

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 of scrutinizing the poll taken on the below mentioned resolutions at the 26<sup>th</sup> 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 proxy	Number of votes cast	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 proxy	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 proxy) whose votes were declared as invalid	Total no of votes cast by them
4	14

## **Item No.2: Ordinary Resolution:**

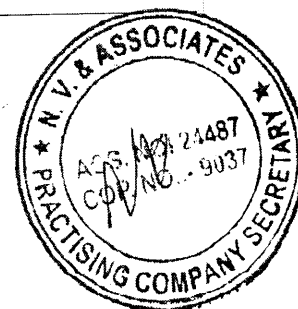
To appoint a Director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	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 proxy)	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 proxy) whose votes were declared as invalid	Total no of votes cast by them
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 present in person or by proxy)	Number of votes cast	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 proxy)	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 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 invalid 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.



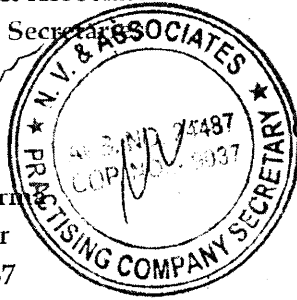


5). Poll papers and other relevant records were sealed and handed over to the Compliance officer of the Company for safekeeping.

For N. V. & Associates

Company Secretary

*Nisha Verma*  
Nisha Verma  
Proprietor  
ACS 24487  
COP No. 9037  
Place: Mumbai  
Date: 23/08/2017



Countersigned and received the report

*Kiya*  
Company Secretary