

TCFC FINANCE LIMITED

August 29, 2015

To, Listing Department,
The Bombay Stock Exchange Limited
P.J. Tower,
Dalal Street,
Fort,
Mumbai - 400 001

Scrip Code: 532284

Sub: Details regarding the voting - results at the 24th Annual General Meeting of the Company held on August 27, 2015.

Dear Sir/Madam,

As required under the Clause 35A of the Listing Agreement, we hereby submit the details regarding the voting results at the 19th Annual General Meeting of the Company held on August 27, 2015

Name of the Company	TCFC Finance Limited
Date of the AGM	27th August, 2015
Total number of shareholders on Record Date	27242
No. of shareholders present in the meeting either in person or through proxy:	41
Promoters and Promoter Group	4
Public	37
No. of Shareholders attended the meeting through Video Conferencing	Not Provided
Promoters and Promoter Group:	N.A
Public:	N.A

Thanking You,

For TCFC Finance Limited


Company Secretary



Encl: As above

CIN No.: L65990MH1990PLC057923

TCFC FINANCE LIMITED

Sr. No.	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1.	Adopted Audited Statement of Profit & Loss for the year ended 31st March, 2015 and Balance Sheet as at that date together with the report of the Auditor's and Directors' thereon.	Ordinary Resolution	Remote e-voting & Poll	Passed with requisite majority.
2.	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2015.	Ordinary Resolution	Remote e-voting & Poll	Passed Unanimously
3.	To appoint a Director in place of Mr. Venkatesh Kamath (DIN: 00042866), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote e-voting & Poll	Passed with requisite majority.
4.	To ratify the appointment of M/s.GMJ & Co. Chartered Accountants as the Statutory Auditors for the year ended 31st March, 2015 and re-appoint them to hold office from conclusion of this Annual General Meeting until next Annual General Meeting of the Company.	Ordinary Resolution	Remote e-voting & Poll	Passed with requisite majority.
5.	Regularization of Appointment of Additional Director Mr. Dharmil A. Bodani (DIN 00618333) as a Director of the Company	Ordinary Resolution	Remote e-voting & Poll	Passed with requisite majority.



CIN No.: L65990MH1990PLC057923

RESOLUTION: 1

Detail of Agenda: Adopted Audited Statement of Profit & Loss for the year ended 31st March, 2015 and Balance Sheet as at that date together with the report of the Auditor's and Directors' thereon.

Kind of Resolution: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter / Public	No. of Shares	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 in against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: Remote e-voting							
Promoter and promoter group	6821986	6821986	100.00	6821986	0	100.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	538474	16.47	538359	115	99.98	0.02
Total	10482129	7360460	70.22	7360345	115	100.00	0.00
Mode of Voting: Poll							
Promoter and promoter group	6821986	0	0.00	0	0	0.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	1685	0.05	1685	0	100.00	0.00
Total	10482129	1685	0.02	1685	0	100.00	0.00
Result (A+B)	10482129	7362145	70.24	7362030	115	100.00	0.00



RESOLUTION: 2							
Detail of Agenda: Declaration of Dividend on Equity Shares for the financial year ended March 31, 2015.							
Kind of Resolution: Ordinary							
Mode of Voting: Remote e-voting and Poll							
Promoter / Public	No. of Shares	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 in against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: Remote e-voting							
Promoter and promoter group	6821986	6821986	100.00	6821986	0	100.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	538474	16.47	538474	0	100.00	0.00
Total	10482129	7360460	70.22	7360460	0	100.00	0.00
Mode of Voting: Poll							
Promoter and promoter group	6821986	0	0.00	0	0	0.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	1685	0.05	1685	0	100.00	0.00
Total	10482129	1685	0.02	1685	0	100.00	0.00
Result (A+B)	10482129	7362145	70.24	7362145	0	100.00	0.00



RESOLUTION: 3							
Detail of Agenda: To appoint a Director in place of Mr. Venkatesh Kamath (DIN: 00042866), who retires by rotation and being eligible, offers himself for re-appointment.							
Kind of Resolution: Ordinary							
Mode of Voting: Remote e-voting and Poll							
Promoter / Public	No. of Shares	No. of Votes polled	% of Votes polled on outstading shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: Remote e-voting							
Promoter and promoter group	6821986	6821986	100.00	6821986	0	100.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	538474	16.47	538359	115	99.98	0.02
Total	10482129	7360460	70.22	7360345	115	100.00	0.00
Mode of Voting: Poll							
Promoter and promoter group	6821986	0	0.00	0	0	0.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	1685	0.05	1685	0	100.00	0.00
Total	10482129	1685	0.02	1685	0	100.00	0.00
Result (A+B)							
	10482129	7362145	70.24	7362030	115	100.00	0.00



RESOLUTION: 4							
Detail of Agenda: To ratify the appointment of M/s.GMJ & Co.as the Statutory Auditors for the year ended 31st March, 2015 and re-appoint them to hold office from conclusion of this Annual General Meeting until next Annual General Meeting of the Company.							
Kind of Resolution: Ordinary							
Mode of Voting: Remote e-voting and Poll							
Promoter / Public	No. of Shares	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 in against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: Remote e-voting							
Promoter and promoter group	6821986	6821986	100.00	6821986	0	100.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	538474	16.47	538359	115	99.98	0.02
Total	10482129	7360460	70.22	7360345	115	100.00	0.00
Mode of Voting: Poll							
Promoter and promoter group	6821986	0	0.00	0	0	0.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	1685	0.05	1685	0	100.00	0.00
Total	10482129	1685	0.02	1685	0	100.00	0.00
Result (A+B)	10482129	7362145	70.24	7362030	115	100.00	0.00



RESOLUTION: 5							
Detail of Agenda: Regularisation of Appointment of Additional Director Mr.Dharmil A.Bodani (DIN 00618333) as a Director of the Company							
Kind of Resolution: Ordinary							
Mode of Voting: Remote e-voting and Poll							
Promoter / Public	No. of Shares	No. of Votes polled	% of Votes polled on outstading shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: Remote e-voting							
Promoter and promoter group	6821986	6821986	100.00	6821986	0	100.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	538474	16.47	538359	115	99.98	0.02
Total	10482129	7360460	70.22	7360345	115	100.00	0.00
Mode of Voting: Poll							
Promoter and promoter group	6821986	0	0.00	0	0	0.00	0.00
Public -Institutional holders	391113	0	0.00	0	0	0.00	0.00
Public - others	3269030	1685	0.05	1685	0	100.00	0.00
Total	10482129	1685	0.02	1685	0	100.00	0.00
Result (A+B)	10482129	7362145	70.24	7362030	115	100.00	0.00



**CONSOLIDATED RESULTS OF E- VOTING AND POLL IN RESPECT OF THE 24TH
ANNUAL GENERAL MEETING OF TCFC FINANCE LIMITED HELD ON 27TH
AUGUST, 2015**

To,
The Chairman,
TCFC Finance Limited

The Company has appointed me as a scrutinizer to scrutinize the e voting and also for the poll held at 24th Annual General Meeting (AGM) of the Company held on 27th August 2015.

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 24th 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 28th August 2015 on e voting and on poll dated 28th August 2015. As requested by management I submit herewith my combined report on e- voting and poll as under:

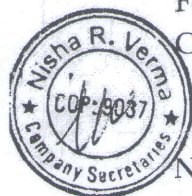
Item of notice	Votes in favor of <i>resolution</i>	Votes against the <i>resolution</i>	Invalid votes
1. Adoption of Audited Annual Accounts for the year ended 31 st March, 2015 along with the Report of the Director and Auditors thereon.	7362030	115	NIL
To declare a dividend for the financial year ended on 31 st March, 2015.	7362145	NIL	NIL
3. To appoint a Director in place of Mr. Venkatesh Kamath (DIN: 00042866), who retires by rotation and being eligible, offers himself for re-appointment	7362030	115	NIL



4. To confirm the appointment of M/s. GMJ & Co., as the Statutory Auditors of the Current year and to reappoint them to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.	7362030	115	NIL
5. To Regularize the appointment of Additional Director, Mr. Dharmil A. Bodani.	7362030	115	NIL

Thus, 7362030 votes were cast in favour of the above resolutions (100% of the total valid votes) and 115 votes were cast against the above resolutions. Accordingly, the above resolutions were passed unanimously.

For N. V. & Associates
Company Secretaries



Nisha Verma

Proprietor

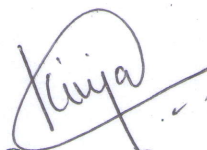
ACS 24487

COP No. 9037

Place: Mumbai

Date: 28/08/2015

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 27th August 2015 at 03.00 p.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 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 27th August 2015.

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 e voting facility to all the shareholders registered with the Company and entitled to vote as on 17th July, 2015.

The e voting period began at 9.30 am on Monday, 24th August, 2015 and ended at 5.00 p.m. on Wednesday, 26th August, 2015 being the last date and time fixed by the Company for 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.



E-VOTING

Item No.	Description	No of Members voted through e - voting system*	Number of votes cast (shares)	Invalid Votes	No of Shares in favour	No of shares against
1	Adoption of Audited Annual Accounts for the year ended 31 st March, 2015 along with the Report of the Director and Auditors thereon.	9	7360460	Nil	7360345	115
2	To declare a dividend for the financial year ended on 31 st March, 2015.	9	7360460	Nil	7360460	Nil
3.	To appoint a Director in place of Mr. Venkatesh Kamath (DIN: 00042866), who retires by rotation and being eligible, offers himself for re-appointment	9	7360460	Nil	7360345	115
3	To confirm the appointment of M/s. GMJ & Co., as the Statutory Auditors of the Current year and to reappoint them to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.	9	7360460	Nil	7360345	115
5	To Regularize the appointment of Additional Director, Mr. Dharmil A. Bodani.	9	7360460	Nil	7360345	115



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: 28/08/2015

Countersigned and received the report

Nisha
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 24th Annual General Meeting of the members of TCFC Finance Limited
held on 27th August 2015 at 03.00 p.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 24th Annual General Meeting of the Company held on 27th August 2015.

- 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 Registrar and Share Transfer Agent of the Company and authorizations and proxies lodged with the Company.
- 3). Where the members voted in person, no proxy votes.
- 4). Result of Poll is as under:

Item No.1 - Ordinary Resolution:

Adoption of Audited Annual Accounts for the year ended 31st March, 2015 along with the Report of the Director 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
22	1685	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
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

Item No.2: Ordinary Resolution:

To declare a dividend for the financial year ended on 31st March, 2015.

(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
22	1685	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
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

Item No.3: Ordinary Resolution:

To appoint a Director in place of Mr. Venkatesh Kamath (DIN: 00042866), 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
22	1685	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
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

Item No.4: Ordinary Resolution:

To confirm the appointment of **M/s. GMJ & Co.,** as the Statutory Auditors of the Current year and to reappoint them to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

(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
22	1685	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
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



Item No.5: Ordinary Resolution:

To Regularize the appointment of Additional Director, Mr. Dharmil A. Bodani.

(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
22	1685	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
NIL	NIL	NIL

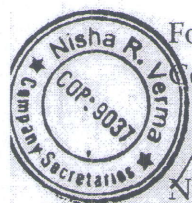
(iii) Invalid Votes *:

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

* 1 form is rejected as member has not mentioned the no. of share held by them and his folio number 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 vote.

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
Nisha Verma

Proprietor
ACS 24487

COP No. 9037

Place: Mumbai

Date: 28/08/2015

Countersigned and received the report

Nisha
Company Secretary