

# ***TCFC FINANCE LIMITED***

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**21<sup>st</sup> May, 2025**

To,  
The Manager  
Listing Department,  
BSE Limited  
P.J Towers, Dalal Street,  
Fort, Mumbai – 400 001

**Scrip Code: 532284**

**Sub: Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2025**

Sir/Madam,

In compliance with Regulation 24A of SEBI (Listing Obligation Disclosure 2015, Requirement) Regulation, please find attached herewith the Annual Secretarial Compliance Report for the financial year ended March 31,2025 issued by M/s. Aabid & Co- Practicing Company Secretaries for records.

Thanking you,

**For TCFC Finance Limited**

**Zinal M. Shah  
Company Secretary**

**Encl: As Above**

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CIN No.: L65990MH1990PLC057923

Reg Off-501/502, Raheja Chambers, Nariman Point, Mumbai- 400021. •Tel 022-35130943/0944/0945

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**Secretarial Compliance Report of TCFC Finance Limited**  
For the financial year ended 31<sup>st</sup> March, 2025

To,

**TCFC Finance Limited**  
501/502 Raheja Chambers,  
Free Press Journal Marg,  
Nariman Point, Mumbai- 400021,  
Maharashtra, India

We, **M/s. Aabid & Co, Company Secretaries**, have examined:

- all the documents and records made available to us and explanation provided by TCFC Finance Limited ("the listed entity") (hereinafter referred as 'Company'),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - other regulations as applicable.
- and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Dev iati	Action Taken	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of	Management Response	Remarks
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	(Regulations/ circulars/ guidelines including specific clause)		ons	by				the Practicing Company Secretary		
1.	Company has not Updated the change in the content of its website within two working days from the date of such change in content.	<b>Regulation 46</b> of the SEBI (LODR) Regulations, 2015					NA	As per the Regulation 46 of SEBI (LODR) Regulations, 2015 the company has not updated the change in the content of its website within two working days from the date of such change.	The delay in updating the change in the content of the Company's website within the stipulated period of two working days was due to a transition in our website vendor. As a result, there was a temporary disruption in the update process. Going forward, the Company will ensure compliance with the applicable provisions, and necessary internal controls have been put in place to avoid any such delay in the future.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations / Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended .....(the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status(Yes/ No/NA)	Observations/ Remarks by PCS*
1.	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-





2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents / information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	No	Company has not Updated the change in the content of its website within two working days from the date of such change in content.
4.	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	NA	No directors have been disqualified during the year.
5.	<u>Details related to Subsidiaries of listed entities:</u>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	(a) NA  (b) NA	
6.	<u>Preservation of Documents:</u>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u>  The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<u>Related Party Transactions:</u>  (a) The listed entity has obtained prior	(a) Yes	



	approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	(b) Yes	
9.	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	The stock exchange has levied penalty on the company pursuant to the provisions of Regulation 19(1)/19(2) for non-compliance with the constitution of nomination and remuneration committee.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No resignation during the review period.
13.	<u>Additional non-compliances observed:</u>  Additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc.	Yes	-

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

#### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Place:** Mumbai

**Date:** 20<sup>th</sup> May, 2025

For Aabid & Co



A handwritten signature in blue ink, appearing to read "Aabid", written over a horizontal line.

**Mohammed Aabid**

Partner

Membership No.: F6579

COP No.: 6625

UDIN: F006579G000388895

PR No.: P2007MH076700