



Tourism Finance Corporation of India Ltd.

4th Floor, Tower-1,
NBCC Plaza, Pushp Vihar
Sector-5, Saket,
New Delhi-110017

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Fax: +91 11 2956 1171
E-mail: ho@tfcilt.com
Web: www.tfcilt.com

CIN : L65910DL1989PLC034812

TF/LISTING/23
December 18, 2023

National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051	Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
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Dear Sir,

Re: Voting Results of Postal Ballot through remote e-voting

In continuation to our letter dated November 16, 2023, informing about notice of Postal Ballot dated November 16, 2023 ("Notice") seeking approval of members of the Company in respect of the item set out in the Notice through remote e-voting system.

We wish to inform that based on the scrutinizer report dated December 18, 2023 on the Postal Ballot, the members of the Company have duly passed the resolution for appointment of Shri Parkash Chand (DIN: 07507069) as a Non-Executive Non-Independent Director of the Company.

In view of the above, please find enclosed herewith the following documents:

- (a) Details of voting results in the format specified under Regulation 44(3) of the SEBI (LODR) Regulations, 2015 - Annexure I
- (b) Report of the scrutinizer - Annexure II

The voting results and scrutinizer report is also being hosted on the website of the Company www.tfcilt.com.

This is for your kind information and record.

Yours faithfully,

(Sanjay Ahuja)
Company Secretary

Compliance under Regulation 44(3) of the SEBI (LODR) Regulations, 2015

Company Name				Tourism Finance Corporation of India Limited				
Date of AGM/EGM/Postal Ballot				Postal Ballot/Remote e-voting Period: Sunday, November 19, 2023 at 9.00 a.m. (IST) and ended on Monday, December 18, 2023 at 5.00 p.m. (IST)				
Total Number of shareholders on record date				61100				
No. of shareholders present in the meeting either in person or through proxy:								
Promoter and Promoter Group:				NA				
Public:				NA				
No. of shareholders attended the meeting through Video Conferencing								
Promoter and Promoter Group:				NA				
Public:				NA				
Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the appointment of Shri Parkash Chand (DIN: 07507069) as a Non-Executive Non-Independent Director 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
Promoter and Promoter Group	E-Voting	16230504	16230504	100.00	16230504	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16230504	16230504	100.00	16230504	0	100.00
Public Institutions	E-Voting	11240821	4031364	35.86	3991775	39589	99.02	0.98
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11240821	4031364	35.86	3991775	39589	99.02
Public- Non Institutions	E-Voting	62901123	3776181	6.00	3763119	13062	99.65	0.35
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		62901123	3776181	6.00	3763119	13062	99.65
Total		90372448	24038049	26.60	23985398	52651	99.78	0.22



Arun Kumar Gupta & Associates

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

To,

The Chairman,

Tourism Finance Corporation of India Limited, (CIN: L65910DL1989PLC034812)

4th Floor Tower I, NBCC Plaza, Pushp Vihar,

Sector 5, New Delhi-110017.

Sub: Scrutinizer's report on Postal Ballot voting by way of remote e-voting in respect of passing of the resolutions set out in the Postal Ballot Notice dated November 16, 2023. Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 as amended.

Dear Sir,

I, Arun Kumar Gupta, Proprietor, ARUN KUMAR GUPTA & ASSOCIATES, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Tourism Finance Corporation of India Limited (the Company) vide resolution passed by Board of the Company in their meeting held on 10th November, 2023 for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process only in a fair and transparent manner and ascertain the requisite majority on the resolutions contained in the Postal Ballot Notice dated 16th November, 2023, issued in accordance with MCA circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and other relevant circulars, as amended from time to time, issued by the Ministry of Corporate Affairs, SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS 2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.

I submit my report as under:

1. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended.

2. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made there under, (ii) MCA circulars and (iii) SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (LODR) relating to e-voting on the resolutions contained in the notice, and for ensuring a secured framework and robustness of electronic voting system.
3. My responsibility as Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members on the resolutions contained in the postal ballot notice based on the reports generated from Central Depository Services Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facility for e-voting ballots received till the time fixed for closing of voting process.
4. The Company has appointed Central Depository Services Limited (CDSL) the service provider for providing the facility of remote e-voting to the members of the Company. The service provider has provided a system for recording the votes of the shareholders electronically.
5. The members of the Company as on the "cut-off date" i.e., 10.11.2023 were entitled to avail facility of remote e-voting on the resolutions set out in the Notice of Postal Ballot dated 16th November, 2023
6. On 16th November, 2023, the Company completed dispatch of Postal Ballot Notice through email to its members whose names appeared in the Register of Members/List of Beneficial owners received from CDSL/NSDL as on the cut - off date i. e. 10th November 2023 and who have registered their email address with the depositories.
7. As required under sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, advertisements were published by the Company in "Financial Express" (English newspaper) and "Jansatta" (Hindi newspaper) on 18th November, 2023 informing about the completion of dispatch/electronic transmission of postal ballot notices to the members.
8. The remote e-voting period commenced at 9.00 AM on November 19, 2023 and ended at 5.00 PM on December 18, 2023, on the designated website of CDSL: www.e-votingindia.com.
9. The members of the Company had to cast their vote on the resolutions only by remote e-voting facility on the designated website of CDSL.
10. I had monitored the process of electronic voting (i.e remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website.
11. After completion of remote e-voting period, votes cast by them were unblocked on 18.12.2023 in the presence of two witnesses who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I.

12. After ascertaining the votes cast by e-voting/ remote e-voting, I hereby submit the results as under:

SPECIAL BUSINESS:

Resolution No. 1 Ordinary Resolution:

To approve the appointment of Shri Parkash Chand (DIN: 07507069) as a Non-Executive Non-Independent Director of the Company.

Total No. of Members	61100		
Total No. of Equity Shares	90372448		
E-voting as per Postal Ballot Notice	From 9.00 am November 19, 2023 to 5.00 pm December 18, 2023		
	No. of Members Voted	No. of shares	% of No. of Votes
Total votes cast through E-voting	231	24038049	100.00
Less: Invalid votes	NIL	NIL	NIL
Total valid votes cast through E-voting	231	24038049	100.00
Votes cast in favour of resolution	205	23985398	99.78
Votes cast against the resolution	26	52651	0.22

Summary of E-Voting through Postal Ballot Mode

Promoter/ Public Group	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
Promoter and Promoter Group	16230504	16230504	100.00	16230504	0	100.00	0.00
Public Institutional Holders	11240821	4031364	35.86	3991775	39589	99.02	0.98
Public-Non Institutional Holders	62901123	3776181	6.00	3763119	13062	99.65	0.35
Total	90372448	24038049	26.60	23985398	52651	99.78	0.22

13. In view of above analysis of total votes cast, the votes cast in favour exceed the votes cast against the resolutions pertaining to the 1 items of business listed above. The resolutions have accordingly been passed with requisite majority under the provisions of the Companies Act, 2013 and Rules made there under.
14. The list of equity shareholders who voted “For”, or “Against” the resolutions (through Remote e-voting and all electronic data relating to the Postal Ballot process has been handed over to the Company Secretary authorized by the Board for safe custody.

**For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES**

ARUN KUMAR GUPTA  Digitally signed by
ARUN KUMAR GUPTA
Date: 2023.12.18
18:25:46 +05'30'

(ARUN KUMAR GUPTA)
FCS-5551, CP-5086
Peer Review Cer. No. 1658 /2022
UDIN:- F005551E002973725

Date: 18/12/2023
Place: Delhi

Countersigned by

Chairman/Authorized Signatory

1. The e-votes cast through remote e-voting on resolutions contained in the postal ballot notice dated 16.11.2023 of Tourism Finance Corporation of India Limited (CIN: L65910DL1989PLC034812) which ended on 18 December, 2023 at 5.00 PM were unblocked in our presence.

2. We are not in the employment of the Company.

Witnesses:

1. Signature 

Name and Address:

(Aditya Garg), 103, Shanti Kunj Main, New Delhi 110070

2. Signature 

Name and Address:

(Dakshita Soni), B-247, 2nd Floor, Jilmil Colony, New Delhi 110095

New Delhi

Date: 18th December, 2023