

Date: 30-09-2020

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

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Scrip Code: 501242

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

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Scrip Code: TCIFINANCE

Sub: Disclosure of the voting results along with the Scrutinizers Report of the 46th Annual General Meeting held on September 29, 2020.

Dear Sir/Madam,

This is to inform that the 46th Annual General Meeting (AGM) of the Company was held on 29th September, 2020 at 11:00 a.m. through Video Conferencing ("VC")/Other Audio- Visual Means ("OAVM").

In this regard, we hereby submit the following:

- Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as Annexure – I;
- ii. The Report of Scrutinizer on remote e-voting and voting at AGM (by electronic means) as Annexure-II;

Please note that all the resolutions set out in the Notice of 46th AGM were passed except Resolution No. 4 & 5 (Resolution for reappointment of Mr. Ramesh Sivaraman as Manager and Approval for Related Party Transactions) as the requisite majority votes required for passing the resolutions was not received by the Company

Further, we would like to inform you that the Shareholders of the Company at the 46th Annual General Meeting held on 29th September, 2020 has not approved the Re-appointment of Mr. Ramesh Sivaraman as Manager of the Company and therefore Mr. Ramesh Sivaraman was ceased to be a Manager of the Company w.e.f 29th September, 2020

You are requested to kindly take above information on your records.

Thanking You

For TCI Finance Limited

Srishti Soni

Company Secretary



NAME: TCI FINANCE LIMITED

SLNO	DESCRIPTION						
Α	DATE OF AGM			29-09-2	2020		
В	BOOK CLOSURE DATE			23-09-2 INCLUS		09-2020 (BOTH	DAYS
С	TOTAL NUMBER OF SHA	AREHOLDERS ON		9382			
D	NO OF SHAREHOLDERS MEETING EITHER IN PER PROXY			41			
	SHAREHOLDERS	PRESENT IN PERSON/AR	THR	SENT OUGH XY/AR	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	8	0		8	3182285	24.72159
	PUBLIC	29	4		33	489324	3.80131
	TOTAL	37	4		41	3671609	28.52290
E	No. of shareholders atte	ended the meeti	ng thro	ugh Vide	o conferenc	ing 41	

			TCI FINANCE LIMITED	ITED						
Date of the AGM/EGM			29-09-2020							
Total number of shareholders on record date	а		9382							
No. of shareholders present in the meeting either in person or through proxy:	either in person or thr	ough proxy:								
Promoters and Promoter Group:			NOT APPICABLE							
Public:			NOT APPICABLE			70				
No. of Shareholders attended the meeting through Video Conferencing	hrough Video Confere	ncing								
Promoters and Promoter Group:			8							
Public:			33							
Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Con	sider and adopt the	audited financial st	ORDINARY - Consider and adopt the audited financial statements for the financial year ended March 31, 2020 and the Reports of the Directors and Auditors thereon	ancial year ended N	Aarch 31, 2020 and	the Reports of the	Directors and Audite	ors thereon.	
Whether promoter/ promoter group are interested in the agenda/resolution?	No ON	1000000000000000000000000000000000000	Service Services							
Category	Mode of Voting	No. of shares held No. of votes	No. of votes	% of Votes Polled on outstanding shares No. of Vot	es-in	No. of Votes— parainet (5)	% of Votes in favour on votes polled	% of Votes against on votes polled (7)=[(c,V/(2))]*-100	bile and believed	V.
	E-Voting		31.82.285		25 30 131			10 00 00 V	1	Acres Abstalled
	Poll		0.000							5 6
	Postal Ballot (if	31,82,360								
Promoter and Promoter Group	applicable)								,	
	Total		31,82,285		25,30,131	6,52,154	79.5067	7 20.4933	0	0 0
	E-Voting			0 0,0000		0	0.0000	000000)	0 0
	Poll	0		0,0000	0	0	0.0000	000000		0 0
Public-Institutions	applicable)			0.0000	0	0	00000	0,0000		0
	Total			0 0	0	0	0,0000	0000000	0	0
	E-Voting		21,82,478	8 22.5277	10,78,756	11,03,722				
	Poll	96.90.133		0.0000	0	0	0.0000	0.0000	0	
Public- Non Institutions	Postal Ballot (if applicable)			000000	0	0	000000	0.0000		0
	Total	一日 日本大学の	21,82,478	8 22.5227	10,78,756	11,03,722	4	u,		Option to Albertain
	Total	1,28,72,493	53,64,763	3 41.6762	36,08,887		67,2702	変化の		0
Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To a	ppoint Mr. Mahendr	a Kumar Agarwal 🛘	ORDINARY - To appoint Mr. Mahendra Kumar Agarwal DIN 00179779 who retire by rotation and being eligible offers himself for re-appointment	tire by rotation an	d being eligible offe	ers himself for re-a	ppointment		
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held No. of votes	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes –	% of Votes in favour on votes polled		Ī	
	E-Voting	7-1	31,70,666	99.6325	23.90.247	6.52.154	_	20 5683	1 28 265	Votes Abstained

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	FOIL	31,82,360							5	9
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	Total		31 70 666	0	23 90 74	6 52 15	2	C	128265	11619
	F-Voting		0		- Contract				O	0
	Poll		0	00000	C		00000	00000	0	0
	Postal Rallot (if	•								
Public- Institutions	applicable)		o	0.0000	a	0	0.0000	0.000	٥	0
	Total		0	0	0	0	000000	00000	0	0
	E-Voting		21,82,478	22.5227	10,78,756	11,03,722	,	50.5719	0	0
	Poll			0.0000					0	0
	Postal Ballot (if	96,90,133								
Public- Non Institutions	applicable)		0	00000	0	0	0.0000		o	0
	Total	State of the latest designation of the lates	21,82,478	22.5227	10,78,756	11,03,722	49,4280	50.5720	0	0
	Total	1,28,72,493	53,53,144	41.5859	34,69,003	17,55,876	64,8031	32,8008	1,28,265	11619
Resolution No.	e									
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Mr. Ash	ok Kumar Goyal 05;	ORDINARY - Appointment of Mr. Ashok Kumar Goyal 05.129899 as an Independent Director of the Company for a first term of five consecutive years	endent Director of	the Company for a	first term of five co	nsecutive years		
Whether promoter/ promoter group are			さんの 日本の 日本の 日本の 日本の 日本の 日本の 日本の 日本の 日本の 日本					Commercial		
interested in the agenda/resolution?	No		The Particular Particu			Carried States				
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	E-Voting		31.82.285		25.30.131			20.4932	0	0
	Poll								0	0
	Postal Ballot (if	31,82,360								
Promoter and Promoter Group	applicable)		0	000000		0	000000	0.0000	0	0
	Total		31,82,285	9266.66	25,30,131	6,52,154	79.5067	20,4933	0	0
	E-Voting		0			0	000000	0.0000	0	0
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	Poll								0	0
	Postal Ballot (if	96,90,133								
Public- Non Institutions	applicable)		•	000000	0		0.0000	00000	0	0
	Total		21,75,828	3 22,4541	The second		49,2735		0	6650
	Total	1,28,72,493	53,58,113	41,6245	36,02,237	17,55,876	67,2296	32,7704	0	6650
Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Appoint	ment of Mr. Rames	h Sivaraman as Ma	SPECIAL - Appointment of Mr. Ramesh Sivaraman as Manager of the Company and fix his remuneration	any and fix his remi	uneration				
Whether promoter/ promoter group are		THE REAL PROPERTY.						の は は は は は は は は は は は は は は は は は は は	1000年の大学	行るない
interested in the agenda/resolution?	No								The state of the s	

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Perint Ballot (if Forting		E-Voting		31,82,285		25,30,131	6,52,154				0
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ring Fig. 1 Change of the party transactions Change of the party transac		Total	OR BENEFIT ASSESSED.	200000		0	1000				0
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Total 1,28,72,433 23,83,803 41,6687 36,07/207 11,03/722 49,4058 50,5942 Special	ublic- Non Institutions	applicable)		0		0	0				0
Special Spec		Total		10000	22.5128	10,77,796	11,03,722	Control of the last		STREET, STREET	096
Special ORDINARY - Approval for related party transactions Scrows are No. of shares held No. of votes Polled No. of votes No.		Total	1,28,72,493		41,6687	36,07,927	17,55,876	STATE OF	から さんとう	は からくし からから からい	
Special Special ORDINARY - Approval for related party transactions Special ORDINARY - Approval for related party transactions Scot Votes No. of Votes No. o											
Special ORDINARY - Approval for related party transactions	solution No.	2									
No. of shares held No. of votes No. of shares held No. of votes No. of shares held No. of votes Shares held Shares h	ssolution required: (Ordinary/ Special)	ORDINARY - Appre	wal for related part	/ transactions							
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E-Voting Postal Ballot (if applicable) Postal Ballot (if		Total	THE STATE OF THE PARTY OF THE P	0	0.0000	0	6,52,154	00000	ないのでは	25,18,521	11619
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Total	blic-Institutions	applicable)		0	0.0000	0	0				0
E-Voting 28,25,183 29,1552 10,69,307 11,03,722 37,8491 Poll Poll 96,90,133 0 0,0000 0 0 0,0000 Postal Ballot (if applicable)		Total	を 日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日	0	0	0	0		The state of		0
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Postal Ballot (if 50,20,133 0 0,000 0 0 0,000 0 0,000 0 0,000 0 0,000 0		Poll	00 00 100	0	00000	0	0				0
applicable) 0 0.0000 0 0.0000		Postal Ballot (if	retioning								
20.70.00	blic- Non Institutions	applicable)		O	00000'0	0	0			0	0
28,25,183 29,1552 10,69,307 11,03,722 37,8491		Total	Name and Address of the Owner, where	28,25,183	29.1552	10,69,307	11.03.722	37,8491	39 0573	9 440	九 日 八 日 日 日



TAPASVILAL DEORA & ASSOCIATES

Deora &

HYDERABAD

Practising Company Secretaries Office No. 404(2), 4th Floor, Paigah Plaza, Basheerbagh, Hyderabad – 500 063, Telangana

FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

of the 46th Annual General Meeting of the Shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Tuesday, September 29, 2020 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

I, Tapasvilal Deora, Practising Company Secretary, have been appointed as the Scrutinizer for the purpose scrutinizing the process of voting through electronic means to be carried out by the Company pursuant to Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the resolutions for business transacted at the 46th Annual General Meeting of the shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Tuesday, September 29, 2020 at 11:00 A.M. through VC/ OAVM.

Scrutinizer's Role

The said appointment as Scrutinizer is pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) the votes of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (ii) the votes of e-voting at the AGM through electronic voting system ("e-voting").

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Contact Nos.: +91 99662 99213 99855 754

Management's Responsibility

The management of the Company is responsible to ensure the compliances of the Act read with rules, circular and notifications thereof and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to remote e-voting and e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

My responsibilities as Scrutinizer is restricted to make a Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice based on the reports generated from the remote e-voting and e-voting systems provided by KFin Technologies Private Limited ("KFin"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide remote e-voting and e-voting facility and attendant papers/ documents furnished to me electronically by the Company and/ or KFin for my verification.

- The Company has availed facilities offered by KFin for providing remote e-voting and e-voting facilities to the members of the Company.
- The members holding shares as on September 22, 2020 were entitled to vote on the resolutions as set out in the notice of the 46th Annual General Meeting of the Company.

Remote e-voting Process

- 3. The remote e-voting period remained open from September 24, 2020 at 09:00 A.M. and ended on September 28, 2020 at 05:00 P.M.
- 4. The remote e-voting was blocked at the end of the voting period i.e. on September 28, 2020 at 05:00 P.M. and were unblocked by me on September 29, 2020 at 11:53 A.M. in the presence of two witnesses who were not in employment of the Company.

favour or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e., https://evoting.karvy.com. Based on the republication

by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

E-voting process at the AGM

- 6. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin.
- 7. The e-votes cast were unblocked on September 29, 2020 after the conclusion of the AGM.
- 8. No members casted their votes during the e-voting process at the AGM.
- The electronic data and all other relevant records relating to remote e-voting and e-voting were sealed and handed over to the Chairman for safe keeping.
- 10. The consolidated results of remote e-voting and e-voting is enclosed as Annexure 1.

Restrictions on Use

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of KFin. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

for Tapasvilal Deora & Associates
Practising Company Secretaries

Tapasy M.

Tapasvilal Deora

M. No.: F9813 C.P. No.: 13087

UDIN: F009813B000822724

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September 30, 2020 Hyderabad

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					In Favour			Against		lnv	Invalid
 Resolution	Type of resolution	Number of Members Voted	Total Valid Votes	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Director's and Auditor's thereon	Ordinary	93	53,64,763	79	36,08,887	67.27	14	17,55,876	32.73	0	0
To appoint a Director in place of Mr. Mahendra Kumar Agarwal (DiN: 00179779) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment*	Ordinary	92	52,24,879	77	34,69,003	66.39	14	17,55,876	33.61	<u>-</u>	1,28,265
Appointment of Mr. Ashok Kumar Goyal (DIN 05129899) as an Independent director of the Company for a period of five consecutive years	Ordinary	92	53,58,113	78	36,02,237	67.23	14	17.55,876	32.77	0	0
Re-appointment of Mr. Ramesh Sivaraman as Manager of the Company and fix his remuneration	Special	92	53,63,803	78	36,07,927	67.26	14	17,55,876	32.74	0	0
Approval for Related Party Transactions*	Ordinary	92	28,25,183	69	10,69,307	37.85	14	17,55,876	62.15	9	25,27,961
*Shareholders who are related parties and who have voted in favour of the resolution have been considered as invalid votes.	nd who have	voted in favo	our of the resolu	ition have been	considered as in	valid votes					

The List of related parties has been submitted to us by the Company Secretary of the Company

for Tapasvilal Deora & Associates Practising Company Secretaries

HYDERABAD STATES A ST Japans

Tapasvilal Deora M. No.: F9813 C.P. No.: 13087

September 30, 2020 Hyderabad