

Date: 30-09-2020

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Tel: 022 - 2272 1233 / 34 Fax: 022 - 2272 2131 / 1072/ 2037 / 2061 / 41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com Scrip Code: 501242	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38 Email: cmlist@nse.co.in Scrip Code: TCIFINANCE
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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:

- i. 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



ANNEXURE-1

NAME: TCI FINANCE LIMITED

SLNO	DESCRIPTION					
A	DATE OF AGM		29-09-2020			
B	BOOK CLOSURE DATE		23-09-2020 TO 29-09-2020 (BOTH DAYS INCLUSIVE)			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		9382			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		41			
	SHAREHOLDERS	PRESENT IN PERSON/AR	PRESENT THROUGH PROXY/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 attended the meeting through Video conferencing ___ 41 ___.					

TCI FINANCE LIMITED	
Date of the AGM/EGM	29-09-2020
Total number of shareholders on record date	9382
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing	8
Promoters and Promoter Group:	33
Public:	

Resolution No.	1	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.									
Resolution required: (Ordinary/Special)	No	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.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No	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.									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	31,82,285	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Total	31,82,285	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0	
	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	Total	1,28,72,493	53,64,763	41.6762	36,08,887	17,55,876	67.2702	32.7298	0	0	
	E-Voting	96,90,133	21,82,478	22.5227	10,78,756	11,03,722	49.4280	50.5719	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	1,28,72,493	53,64,763	41.6762	36,08,887	17,55,876	67.2702	32.7298	0	0	

Resolution No.	2	ORDINARY - To appoint Mr. Mahendra Kumar Agarwal DIN 00179779 who retire by rotation and being eligible offers himself for re-appointment									
Resolution required: (Ordinary/Special)	No	ORDINARY - To appoint Mr. Mahendra Kumar Agarwal DIN 00179779 who retire by rotation and being eligible offers himself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	No	ORDINARY - To appoint Mr. Mahendra Kumar Agarwal DIN 00179779 who retire by rotation and being eligible offers himself for re-appointment									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	31,70,666	31,70,666	99.6325	23,90,247	6,52,154	75.3852	20.5683	1,28,265	11,619	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Total	31,70,666	31,70,666	99.6325	23,90,247	6,52,154	75.3852	20.5683	1,28,265	11,619	
	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	31,70,666	31,70,666	99.6325	23,90,247	6,52,154	75.3852	20.5683	1,28,265	11,619	

Promoter and Promoter Group	Poll	31,82,360	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	0	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	0	0.0000	0	0
	Total	31,82,360	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	0	0.0000	0	0
	E-Voting		31,70,666	99.6325	23,90,247	6,52,154	75.3863	20.5684	1,28,265	116.19	0	0	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	0	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	0	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	0	0.0000	0	0
	E-Voting		21,82,478	22.5227	10,78,756	11,03,722	49.4280	50.5719	0	0	0	0	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	0	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	0	0.0000	0	0
	Total		21,82,478	22.5227	10,78,756	11,03,722	49.4280	50.5720	0	0	0	0	0.0000	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	116.19	0	0	0.0000	0	0

Resolution No.	3	ORDINARY - Appointment of Mr. Ashok Kumar Goyal 05.12.9899 as an Independent Director of the Company for a first term of five consecutive years													
Resolution required: (Ordinary/ Special)	No														
Whether promoter/ promoter group are interested in the agenda/resolution?	No														
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes in against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained						
Promoter and Promoter Group															
	E-Voting	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0						
	Poll	0	0.0000	0	0	0.0000	0.0000	0	0						
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0						
	Total	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4933	0	0						
	E-Voting	0	0.0000	0	0	0.0000	0.0000	0	0						
	Poll	0	0.0000	0	0	0.0000	0.0000	0	0						
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0						
	Total	0	0.0000	0	0	0.0000	0.0000	0	0						
	E-Voting	21,75,828	22.4541	10,72,106	11,03,722	49.2734	50.7265	0	6,650						
	Poll	0	0.0000	0	0	0.0000	0.0000	0	0						
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0						
	Total	21,75,828	22.4541	10,72,106	11,03,722	49.2735	50.7265	0	6,650						
	Total	1,28,72,493	41.6245	36,02,237	17,55,876	67.2296	32.7704	0	6,650						

Resolution No.	4	SPECIAL - Appointment of Mr. Ramesh Sivaraman as Manager of the Company and fix his remuneration													
Resolution required: (Ordinary/ Special)	No														
Whether promoter/ promoter group are interested in the agenda/resolution?	No														

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0
	Poll	31,82,360	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting		31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	96,90,133	21,81,518	22.5128	10,77,796	11,03,722	49.4057	50.5942	0	960
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		1,28,72,493	21,81,518	22.5128	10,77,796	11,03,722	49.4058	50.5942	0	960
Total			53,63,803	41.6687	36,07,927	17,55,876	67.2643	32.7357	0	960

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		28,25,183	29.1552	10,69,307	11,03,722	37.8491	39.0672	9,440	0
	Poll	31,82,360	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting		28,25,183	29.1552	10,69,307	11,03,722	37.8491	39.0672	9,440	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		1,28,72,493	28,25,183	21.9474	10,69,307	17,55,876	37.8491	62.1509	25,27,961	11,619
Total			28,25,183	29.1552	10,69,307	11,03,722	37.8491	39.0672	9,440	0

Resolution No. 5
ORDINARY - Approval for related party transactions

Whether promoter/ promoter group are interested in the agenda/resolution?
No



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")**

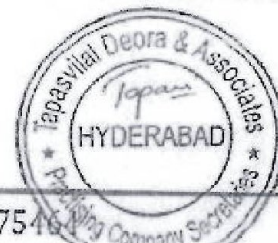
Dear Sir,

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").



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

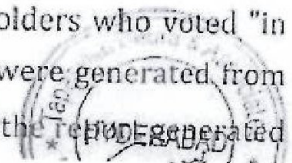
My responsibilities as Scrutinizer is restricted to make a Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice based on the reports generated from the remote e-voting and e-voting systems provided by KFin Technologies Private Limited ("KFin"), the Registrar 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.

1. The Company has availed facilities offered by KFin for providing remote e-voting and e-voting facilities to the members of the Company.
2. 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.

5. Hereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in 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 reports generated



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.
9. 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.



September 30, 2020
Hyderabad

for Tapasvilal Deora & Associates
Practising Company Secretaries



Tapasvilal

Tapasvilal Deora

M. No.: F9813

C.P. No.: 13087

UDIN: F009813B000822724

Resolution	Type of resolution	Number of Members Voted	Total Valid Votes	In Favour					Against		Invalid	
				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	1	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	25,27,981	

*Shareholders who are related parties and who have voted in favour of the resolution have been considered as invalid votes.
The List of related parties has been submitted to us by the Company Secretary of the Company

for Tapasvial Deora & Associates
Practising Company Secretaries



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

September 30, 2020
Hyderabad