

November 8, 2019

<b>BSE Limited</b> 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 <b>Scrip Code: 501242</b>	<b>National Stock Exchange of India Ltd.</b> 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 <b>Scrip Code : TCIFINANCE</b>
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Dear Sir,

**Sub: - Outcome of Board Meeting dated November 8, 2019**

This is to inform you that the Board of Directors of the company at its meeting held today i.e. on November 8, 2019 inter-alia transacted the following business:

- i. Approved the unaudited standalone financial results as recommended by the Audit Committee and took note of the limited review report for the quarter and half-year ended September 30, 2019 in accordance with Regulation 33 of SEBI (LODR) Regulations, 2015

Please find enclosed a copy of the unaudited financial results for the quarter and half-year ended September 30, 2019 along with limited review report.

The meeting of Board of Directors commenced at 12.00 Pm and concluded at 2:30 Pm.

This is for you kind information and records.

Thanking you,

Yours faithfully,  
For **TCI Finance Limited**

  
**Srishti Soni**  
Company Secretary



**TCI FINANCE LIMITED**  
 Regd Office: Plot No 20, Survey No 12, 4th Floor, Kothaguda, Kondapur, Hyderabad - 500081  
 CIN No : L65910TG1973PLC031293

www.tcifl.in

(₹ in Lakhs)

**STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2019**

	Particulars	Quarter Ended			Half Year Ended		Year Ended
		30-09-2019 Unaudited	30-06-2019 Unaudited	30-09-2018 Unaudited	30-09-2019 Unaudited	30-09-2018 Unaudited	31-03-2019 Audited
	<b>Revenue from operations</b>						
i	Interest Income	81	81	242	162	503	901
ii	Dividend Income	1	-	44	1	44	45
iii	Rental Income	-	-	1	-	1	2
iv	Others	-	-	-	-	-	7
I	Total Revenue from operations	82	81	287	163	548	955
II	Others Income	-	-	8	-	27	119
III	Total Income ( I+II )	82	81	295	163	575	1,074
	<b>Expenses</b>						
i	Finance Costs	108	115	167	223	357	607
ii	Employee Benefits Expenses	13	21	16	34	36	61
iii	Depreciation, amortization and impairment	1	-	1	1	1	2
iv	Others expenses (to be specified)	138	267	13	405	30	54
IV	Total Expenses ( IV )	260	403	197	663	424	724
V	Profit / (loss) before exceptional items and tax (III-IV)	(178)	(322)	98	(500)	151	350
VI	Exceptional items	-	-	-	-	-	-
VII	Profit / (loss) before tax (V-VI)	(178)	(322)	98	(500)	151	350
VIII	Tax Expenses						
	1. Current Tax	-	-	14	-	31	100
	2. Deferred Tax	-	1	1	1	1	3
IX	Profit / (loss) for the period from continuing operations ( VII-VIII )	(178)	(323)	83	(501)	119	247
X	Profit / (loss) for the period	(178)	(323)	83	(501)	119	247
XI	Other Comprehensive Income						
	(A) (i) Items that will not be reclassified to profit or loss (specify items and amounts)	(1,716)	(1,396)	(372)	(3,112)	(1,500)	(1,090)
	(ii) Income tax relating to items that will not be reclassifies to profit or loss						
	Subtotal (A)	(1,716)	(1,396)	(372)	(3,112)	(1,500)	(1,090)
	(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)						
	(ii) Income tax relating to items that will not be reclassifies to profit or loss						
	Subtotal (B)						
	Other Comprehensive Income (A+B)	(1,716)	(1,396)	(372)	(3,112)	(1,500)	(1,090)
XII	Total Comprehensive Income for the period (XIII+XIV)(comprising Profit (Loss) and other Comprehensive Income for the period)	(1,894)	(1,719)	(289)	(3,613)	(1,381)	(843)
XIII	Earning per equity share ( for continuing operations)*						
	Basic (Rs.)	(1.38)	(2.51)	0.76	(3.89)	0.92	1.92
	Diluted (Rs.)	(1.38)	(2.51)	0.76	(3.89)	0.92	1.92

\* Quarter/ half year Earnings Per share figures are not annualised





## Notes

- 1 Disclosure of standalone assets and liabilities (Balance Sheet) as per Regulations 33 for the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended September 30, 2019

A	Particulars	As at	As at	As at
		30-09-2019	30-09-2018	31-03-2019
		Unaudited	Unaudited	Audited
	<b>Assets</b>			
1	<b>Financial assets</b>			
	Cash and cash equivalents	12	15	7
	Bank balances other the cash and cash equivalents			
	Trade receivables			
	Loans	3234	2695	2915
	Investment in subsidiaries and joint ventures			
	other investments	7267	9547	10100
	other financial assets	88	571	700
	<b>Sub-total - Financial assets</b>	<b>10601</b>	<b>12828</b>	<b>13722</b>
2	<b>Non-Financial assets</b>			
	Current tax assets (net)	133	133	136
	Deferred tax assets (net)	2	4	2
	Investment Property	88	0	88
	Property, plant and equipment	38	51	40
	Capital work-in-progress			
	Other non-financial assets			
	<b>Sub-total - Non- financial assets</b>	<b>261</b>	<b>188</b>	<b>266</b>
	<b>Total Assets</b>	<b>10862</b>	<b>13016</b>	<b>13988</b>
B	<b>Liabilities and equity</b>			
1	<b>Financial liabilities</b>			
	Trade payable			
	Total outstanding dues of micro enterprises and small enterprises			
	Total outstanding dues of creditors other than micro enterprises and small enterprises	48	46	43
	Loans	3140	3431	3426
	Other financial liabilities	7529	6321	6761
	<b>Sub-total - Financial liabilities</b>	<b>10717</b>	<b>9798</b>	<b>10230</b>
2	<b>Non-financial liabilities</b>			
	Current tax liabilities (net)			
	Provisions	6	4	6
	Other non-financial liabilities			
	<b>Sub-total - Non- financial liabilities</b>	<b>6</b>	<b>4</b>	<b>6</b>
3	<b>Equity</b>			
	Equity Share capital	1420	1420	1420
	Other equity	(1281)	1794	2332
	<b>Sub-total - Equity</b>	<b>139</b>	<b>3214</b>	<b>3752</b>
	<b>Total Liabilities and Equity</b>	<b>10862</b>	<b>13016</b>	<b>13988</b>



Disclosure of standalone statement of cash flow as per Regulations 33 to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended September 30, 2019

TCI Finance Limited

Cash Flow Statement for the period ended Sep 30, 2019

PARTICULARS	Half year ended		Year ended
	30-09-2019	30-09-2018	31-03-2019
	₹	₹	₹
<b>A. Cash Flow from Operating Activities</b>			
Net profit before tax and extra ordinary items	(500.19)	150.72	349.83
<b>Adjustments for:</b>			
Depreciation and Amortisation	0.95	1.07	2.09
Loss on sale of Investments	121.60	(0.28)	74.04
Income derecognised relating to earlier years	242.94	-	-
Profit on sale of assets	-	-	(89.76)
Dividend received (Long Term Investments)	(0.50)	(44.21)	(44.54)
	(135.19)	107.29	291.66
<b>Changes in working capital:</b>			
<b>Adjustments for (increase) / decrease in operating assets:</b>			
Other financial assets	368.57	(347.73)	(476.07)
<b>Adjustments for increase / (decrease) in operating liabilities:</b>			
Trade Payables	4.95	(2.23)	(6.05)
Other financial Liabilities	228.86	27.23	3.50
Long Term Provisions	1.48	(1.04)	(0.02)
Cash used in Operations	468.66	(216.47)	(186.98)
Net Income Tax Refunded	7.61	(59.90)	(133.29)
Net Cash used in Operations	476.28	(276.37)	(320.28)
Loans Received back/ (Disbursed) (Net)	(319.38)	1,980.13	1,760.73
<b>Net Cash from / (used in) Operating Activities (A)</b>	<b>156.89</b>	<b>1,703.76</b>	<b>1,440.45</b>
<b>B. Cash Flow from Investing Activities</b>			
Proceeds from Sale of Fixed assets	-	-	100.00
Purchase of Investment Property	-	-	(88.16)
Purchase of Intangible assets	-	-	(0.16)
Sale of Long Term Investments	133.27	14.36	262.86
Dividend received (Long term Investments)	0.50	44.21	44.54
<b>Net cash from / (used in) Investing Activities (B)</b>	<b>133.76</b>	<b>58.57</b>	<b>319.08</b>
<b>C. Cash Flow from Financing Activities</b>			
Repayment of long term and Short Term Borrowings	(285.58)	(1,765.56)	(1,770.55)
<b>Net cash from Financing Activities (C)</b>	<b>(285.58)</b>	<b>(1,765.56)</b>	<b>(1,770.55)</b>
<b>Net Increase / Decrease in Cash and Cash Equivalents (A+B+C)</b>	<b>5.08</b>	<b>(3.23)</b>	<b>(11.02)</b>
Cash and Cash Equivalents at the beginning of the year	6.81	17.83	17.83
<b>Cash and Cash Equivalents at the end of the year</b>	<b>11.89</b>	<b>14.60</b>	<b>6.81</b>
<b>Components of Cash and Bank Balances comprises of :</b>			
Cash on Hand	0.06	0.05	0.16
With Banks			
- in Current Accounts	11.83	14.55	6.65
- Deposit account	-	-	-
<b>Cash and Bank Balances at the end of the year</b>	<b>11.89</b>	<b>14.60</b>	<b>6.81</b>





**Notes:**

- 1 The Indian Accounting Standards (Ind AS), as notified under the Companies (Indian Accounting Standards) Rules, 2015 are applicable to TCI Finance Limited ("the Company") commencing from April 01, 2019 being the date of adoption of Ind AS by the Company. Accordingly, these Unaudited Financial Results prepared in accordance with standards as specified under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under. The date of transition is April 01, 2018. The impact of transition has been accounted for in the opening reserves and the comparative period have been restated accordingly.
- 2 The above unaudited financial results have been reviewed by the audit committee and approved by the Board of Directors at their meeting held on November 8, 2019.
- 3 The statutory auditors have carried out a Limited Review of the above results.
- 4 The Company is mainly engaged in financing activities which constitutes a single business segment.
- 5 There is a possibility that these quarterly / Half year financial results may require adjustments before constituting the final Ind AS financial statements as of and for the year ended March 31, 2020 due to changes in financial reporting requirements arising from new or revised standards or interpretations issued by Ministry of Corporate Affairs (MCA) or changes in the use of one or more optional exemptions from full retrospective application as permitted under Ind AS 101
- 6 The Ind AS complaint figures for the corresponding quarter ended September 30, 2018, half year ended September 30, 2018, including the reconciliation of profit/ (Loss) under Ind AS of the corresponding quarter / half year with the profit / (loss) reported under previous GAAP, have not been subjected to Limited Review or Audit. However, the Management exercised due diligence to ensure that the financial results provide true and fair view of the results in accordance with the Ind AS.
- 7 A reconciliation between the Profits/ losses as reported earlier (previous IGAAP) and the Ind AS recast profits / loss for the corresponding half year ended September 30, 2018, is given below

Particulars	Quarter ended 30-09-2018	Half year ended 30- 09-2018
<b>Net Profit/ (Loss) reported as per the IGAAP</b>	84	131
Adjustments		
Less: Fair value adjustment on sale of investments	-	12
<b>Net Profit/ (Loss) reported as per Ind AS</b>	<b>84</b>	<b>119</b>
Adjustments to other comprehensive income		
Remeasurement gain/(loss) on investments	(140)	(1036)
Remeasurement gain/(loss) on Corporate Guarantee	(233)	(464)
Remeasurement gain/(loss) on defined benefit plan		
<b>Total Comprehensive income / (loss) under Ind AS</b>	<b>(289)</b>	<b>(1381)</b>

- 9 The Company has various exposures to Amrit Jal Ventures Pvt Ltd ( AJVPL) in the form of Equity, Optionally Convertible Debentures (OCDS), Inter Corporate Deposit (ICD'S) and tax deducted at source aggregating to Rs. 4,394.68 Lakhs and guarantees given to the lenders of AJVPL and its subsidiaries aggregating to Rs. 24,076.93 Lakhs (Being the difference between aggregate guarantee less the fair valued guarantee) . On convergence to Ind AS from previous GAAP, investments in equity shares and exposures towards bank guarantee have been recognised at fair value. Investments in ICD'S aggregating to Rs. 2,349.28 Lakhs and ICD'S aggregating to Rs. 1417.54 Lakhs have been stated at their carrying values being the amortised cost.

A Case has been filed by one of the Financial Creditors against AJVPL before NCLT, Hyderabad which has been admitted but appeal is pending before NCLAT, Delhi. The Management is however confident about realisation of substantial dues recoverable to it particularly in view of operating profit from Gati Infrastructure Private Limited, one of the wholly owned subsidiary of AJVPL through its hydro power project. In view of the same, management is of the opinion that no provisioning is required for the said carrying values of OCDS and ICD'S.

- 10 **Investments - Sale of pledged shares by lenders:** During the years 2014-15 , 2015-16 and 2017-18, 34,47,440 equity shares held by the company in Gati Limited have been pledged with the lenders of the company / lenders of the related parties as a security towards the loans availed either by the Company or by the respective related parties. These shares have been invoked by the respective lenders on default by the Company or the related parties for which the Company has initiated legal action. In view of the same, the shares have been disclosed as " Long Term Investments"
- 11 **Going Concern :** The financial statements of the company have been prepared on a going concern basis despite financial exposures of the company towards investments in, receivables from, guarantees given on behalf of Amrit Jal Ventures Private Limited and its subsidiaries.
- 12 The copy of this notice is also posted on the website of the Company at [www.tcifl.in](http://www.tcifl.in) and also on the websites of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com).
- 13 Statutory auditors of the Company have qualified their conclusion in their review report with respect to the matters stated at Note No 9 and 11 above

Place: Hyderabad  
Date: November 8, 2019



For and on behalf of the Board

*Ashok Kumar Goyal*  
Ashok Kumar Goyal  
Director (DIN: 05129899)





**Independent Auditors' Review Report on Unaudited Standalone Quarterly and Year to date Financial Results of TCI Finance Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**To The Board of Directors  
TCI Finance Limited**

1. We have reviewed the accompanying Statement of unaudited standalone financial results of "TCI Finance Limited" ("the Company") for the half year and quarter ended September 30, 2019 ("the statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended.
2. Attention is drawn to the fact that the figures for the corresponding half year ended September 30, 2018 and quarter ended September 30, 2018, including the reconciliation of loss reported under Indian Accounting Standards (Ind AS) of the corresponding half year ended September 30, 2018 and quarter ended September 30, 2018 with profit reported under previous GAAP, as reported in this statement, have been approved by the Company's Board of Directors, but have not been subjected to review.
3. This preparation of the statement is the responsibility of the Company's Management and approved by the Board of Directors has been prepared in accordance with the recognition and measurement principles laid in Indian Accounting standards 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with relevant rules thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
4. We conducted our review of the Statement in accordance with the Standards on Review Engagement(SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by Institute of Chartered Accountants of India. A review of interim financial information consists of making inquires, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. This Standard require that we plan and perform the review to obtain moderate assurance as to whether the Statement is free from material misstatements. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
5. Basis for qualified Conclusion:  
We draw attention to:
  - a. Note no 9 of the accompanying statement regarding investments in Optionally Convertible Debentures issued by Amrit Jal Ventures Private Limited (AJVPL) aggregating to Rs. 2349.28 Lakhs and advances given to AJVPL aggregating to Rs. 1417.54 Lakhs besides the amounts of guarantees given to the lenders of AJVPL and it's subsidiaries. In view of the negative networth in the Consolidated financial statements of AJVPL, petitions filed by the lenders of AJVPL before NCLT, suspension of a major project implementation by one of the subsidiary of AJVPL, we are unable to comment upon the recovery of the investments in debentures issued by AJVPL and advances given to AJVPL. Further, we are also unable to comment upon the impact of the guarantees given by the Company to the lenders of AJVPL and it's subsidiaries.
  - b. Note no 11 of the accompanying statement regarding preparation of the financial statements by the management on a going concern basis for the reasons stated therein.
6. Based on our review conducted and procedures performed as stated in paragraph 3 above, except for the matter mentioned in the Basis for Qualified Conclusion mentioned here in above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



7. Emphasis of matter:

We draw attention to Note 10 of the accompanying statement regarding the accounting treatment and presentation and disclosure relating to sale of pledged shares by the lenders of the Company / lenders of the Related Parties. Our conclusion is not modified in this matter.

Hyderabad, November 08, 2019

for M. Bhaskara Rao & Co.  
Chartered Accountants  
Firm Registration No.000459S



P. Swathi  
Partner

Membership No: 513946

UDIN: 19513946AAAABV1369