

June 30, 2021

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Tel: 022-2272 1233/34 Fax: 022-2272 1919 Email: corp.relations@bseindia.com Corp.compliance@bseindia.com	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. Tel: 022-26598100/14 Fax: 022-26598120 Email: cmlist@nse.co.in
Scrip code: 501242	Symbol: TCIFINANCE

Dear Sir/Madam,

Sub: - Annual Secretarial Compliance Report for the year ended 31st March, 2021.

Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 08, 2019, we hereby submit the Annual Secretarial Compliance Report for the year ended 31st March, 2021 issued by Mr. Tapasvilal Deora of M/s Tapasvilal Deora & Associates, Practicing Company Secretaries, Hyderabad.

This is for your information and records.

Thanking you

Yours faithfully,
For TCI Finance Limited


Srishti Soni
Company Secretary





SECRETARIAL COMPLIANCE REPORT

of

TCI FINANCE LIMITED

for the Financial Year ended March 31, 2021

We, Tapasvilal Deora & Associates, Practising Company Secretaries have examined:

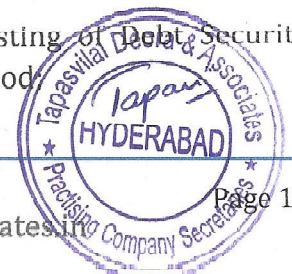
- (a) all the documents and records made available to us and explanation provided by **TCI FINANCE LIMITED**, a Company under the Companies Act, 2013 having its registered office at Plot No. 20, Survey No. 12, 4th Floor Kothaguda, Kondapur, Hyderabad – 500081, Telangana, hereinafter referred to as **“the listed entity”**;
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2021 (**“review period”**) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (**“SEBI Act”**) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (**“SCRA”**), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (**“SEBI”**);

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 - Not Applicable during the review period;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable during the review period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable during the review period;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable during the review period;



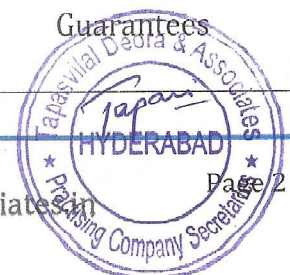


- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - Not Applicable during the review period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Depositories Act, 1996;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

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

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

S. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	Regulation 17 (1) (c) of SEBI LODR Regulations, 2015	The Board of top 2000 listed entities shall comprise of not less than 6 directors w.e.f April 01, 2020*	The Company has complied with the said provision w.e.f November 12, 2020
2	Regulation 30 of SEBI (LODR) Regulations, 2015	Not disclosed material events as per Regulation 30	The Company has not given intimation/ disclosures to stock exchanges regarding certain bank and lender defaults made during the year as required under Regulation 30 of SEBI (LODR) Regulations, 2015
3	Regulation 48 of SEBI (LODR) Regulations, 2015	The Company has not complied with Indian Accounting Standards w.r.t recognition of claims due to invocation of corporate guarantees	The Company has not complied with Indian Accounting Standards w.r.t recognition of claims due to invocation of Corporate Guarantees



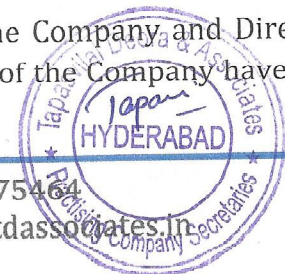


			We have been informed that the Company has fair valued these claims and recognized an estimated amount as its liability
4	SEBI Circular SEBI/HO/CFD/CMD1/CI R/P/2019/140 dated November 21, 2019	The Company has not disclosed details of default	The Company has not disclosed details of defaults made on loans as required under the said circular

**The Company is a Top 2000 listed entity on National Stock Exchange of India Limited ("NSE") based on market capitalization as on 31.03.2020*

We further report that:

- The Company has delayed in making payment of listing fees to NSE for FY 2020-21. The said payment was made on October 05, 2020;
- The Company received a request dated December 04, 2019 from Gati Limited, Promoter Group Company for their re-classification as a Public shareholder in terms of Regulation 31A of SEBI (LODR) Regulations, 2015. The said request was approved by the Board in its meeting held on July 31, 2020 and subsequently by the shareholders in their extra ordinary general meeting held on January 30, 2021. The Company has made an application to BSE and NSE and same is currently under process;
- The Company has made an application for delisting of its shares from NSE. The said application has currently been put on hold by NSE due to outstanding fines to be paid to NSE for non-compliance of Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015. The Company has already made a request to NSE to waive off the said fines. The Company is awaiting the decision of NSE in this regard;
- Resolutions in connection with re-appointment of Mr. Ramesh Sivaraman as Manager & fixing of his remuneration and approval of related party transactions were not approved by the shareholders in the 46th annual general meeting of the Company held on September 29, 2020 as the requisite majority of votes required for passing special/ ordinary resolution were not received;
- A petition under Section 241 & 242 read with Section 130, 213 and 244 of the Companies Act, 2013 was filed against the Company by few shareholders before the Hon'ble National Company Law Tribunal, Hyderabad Bench ("NCLT"). The Company has informed us that updates of the said petition have been disclosed to the stock exchanges as and when the order sheets are updated on the NCLT portal;
- There are few cases filed/ pending against the Company and Directors both civil and criminal in nature. The management of the Company have confirmed



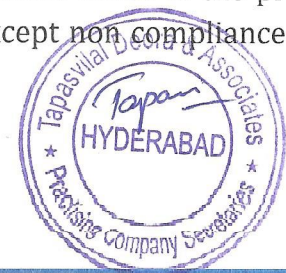


that the same is in the ordinary course of business and not material in nature. Hence, disclosures regarding the same to exchanges are not required;

- The Company has received notices from SEBI, RBI and CID seeking certain information in connection with business transactions with related parties pursuant to complaints filed by few shareholders of the Company. We have been informed by the Management that the Company has replied to all the notices received;
 - The Company has confirmed that there are no fresh related party transactions entered by the Company. We have relied on the minutes of the Board & Committee meetings, confirmations and opinion provided by the Company;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Action taken by	Details of violation	Details of action taken Eg. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1	NSE	Regulation 17(1) (c) of SEBI (LODR) Regulations, 2015 for the quarters ended June 2020, September 2020 and December 2020	Fine of: <ul style="list-style-type: none">• Rs. 5,36,900/- levied for June 2020• Rs. 5,42,800/- levied for September 2020• Rs. 2,47,800/- levied for December 2020	The Company has complied with the said provisions w.e.f November 12, 2020. The Company has made a request for waiver of the said penalty and the same is pending for approval of NSE.

- (d) The Listed entity has taken the following actions to comply with the observations made in previous reports: The observations/ qualifications made in the previous report were one time lapse on part of the Company except non compliance of the following:



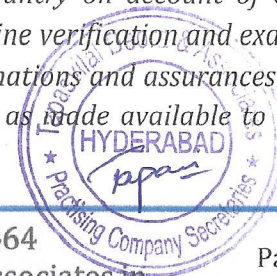


Observations/ remarks of the Practicing Company Secretary	Action taken by the Company
Regulation 30 of SEBI (LODR) Regulations, 2015 The Company has not disclosed certain events under Regulation 30 of SEBI (LODR) Regulations, 2015	The Company is in the process of developing internal checks and control systems in place to ensure that such lapses do not occur
SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019 The Company has not disclosed details of defaults made on loans taken.	
Regulation 23 of SEBI (LODR) Regulations, 2015 - Related Party Transactions The Company has not obtained shareholders ratification and approval for certain material related party transactions as required under Regulation 23 of SEBI (LODR) Regulations, 2015	The said item was proposed to the shareholders of the Company for their ratification and approval as an ordinary resolution in the 46 th annual general meeting of the Company held on September 29, 2020. However, the said resolution was not passed as the requisite majority of votes required for passing the ordinary resolution were not received. The Company has not entered into any fresh related party transactions during the financial year 2020-21

- (e) Compliance under SEBI Circular CIR/CFD/CMD1/114/2019 October 18, 2019 regarding resignation of auditors:

The statutory auditors were already appointed on August 14, 2019, prior to the issuance of this circular. Accordingly, the terms of appointment of the auditors have been suitably modified to give effect to Point 6(A) and 6(B) of the said circular. The same was taken note by the Audit Committee and the Board in their meeting held on November 8, 2019.

Note: Considering the lockdown measures imposed across the country on account of COVID-19 pandemic and the cascading impact thereof, we have conducted online verification and examination of records, as facilitated by the Company and have relied on confirmations and assurances provided to us. While we have taken all possible steps to verify the records as made available to us by the





TAPASVILAL DEORA & ASSOCIATES

Practising Company Secretaries

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

*Company through electronic medium and taken confirmation from the Company wherever required,
but the audit was done subject to and with a limitation of inspection of documents.*

for Tapasvilal Deora & Associates

Practising Company Secretaries



Tapasvi

Tapasvilal Deora

C.P. No.: 13087

M. No.: F9813

UDIN: F009813C000545172

June 30 2021

Hyderabad