



August 13, 2021

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
---	---

Dear Sir,

Sub: - 1. Unaudited Financial Results for the Quarter ended on 30th June, 2021.

2. Outcome of Board Meeting of the Company held on 13th August, 2021.

This is to inform you that the Board of Directors of the Company at their meeting held today i.e on Friday, August 13, 2021, inter-alia considered and approved the following:

1.Unaudited Standalone Financial Results as recommended by the Audit committee for the quarter ended 30, June 2021, in accordance with Regulation 33 of SEBI (LODR) Regulations, 2015.The Said financial results along with the Limited Review Report is enclosed as **Annexure – 1.**

The meeting of Board of Directors was commenced at 13.15 PM and concluded at 15.30 PM.

This is for your kind information and records.

Thanking You,

Yours faithfully,

For TCI Finance Limited


V. Santosh Kumar
CFO



Independent Auditors' Review Report on Unaudited Standalone Financial Results for the Quarter ended 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 Quarter ended June 30, 2021 ("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. This Statement, which 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.
3. 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 inquiries, 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.
4. Basis for Qualified Conclusion:
We draw attention to:
 - a. Note no 3 of the accompanying statement regarding claims on the Company by the lenders of Amrit Jal Ventures Private Limited and Gati Infrastructure Bhasmey Power Private Limited aggregating to Rs. 25,619.80 Lakhs due to the invocation of corporate guarantee given by the Company. Against the said liability, the company during the year 2019-2020, considering the disputing nature of the claim and unlawful invocation of the corporate guarantee made a provision of Rs. 7,798.91 Lakhs. As at March 31, 2021 and June 30, 2021, the company has disclosed the balance amount of liability Rs. 17,820.89 Lakhs as contingent liability in its financial statements. In the absence of sufficient and appropriate audit evidence for the said treatment, in our opinion the company ought to have recognised the liability in its books. Had the liability been recognised the loss for the quarter and accordingly the other equity (negative balance) will be higher by Rs.17,820.89 Lakhs.
 - b. Note no 4 of the accompanying statement regarding exposures to Mahendra Investment Advisors Private Limited (MIAPL) in the form of Inter Corporate deposits (ICD's) and TDS receivable aggregating to Rs. 4,333.09 Lakhs (Previous year: Rs. 4,336.09 Lakhs). Also, the company did not recognise interest income during the financial year 2020-21 of Rs. 268.42 Lakhs and also for the quarter ended June 30, 2021. In view of the negative networth in the standalone financial statements of MIAPL as at March 31, 2020 and other adverse developments in the MIAPL, the company made provision for impairment loss of Rs. 867.22 Lakhs as at June 30, 2021 on the gross exposure of Rs. 4,333.09 Lakhs. In the absence of sufficient and appropriate audit evidence with regard to recovery of the balance amount of Rs. 3,468.87 Lakhs, we are unable to comment on the impact if any on the loss for the year and reserves and carrying value of loans given at this stage. Had the Company recognised impairment loss for balance amount, the loss for the year and Other equity (negative balance) would have been higher by Rs.3,468.87 Lakhs and would have been lower by a similar amount.
 - c. Note no 5 (b) of the accompanying statement regarding the investment in equity shares of Gati Limited pledged as security for the credit facilities availed by Gati Infrastructure Private Limited (GIPL) on receipt of letter of comfort from Amrit Jal Ventures Private Limited. The lenders of GIPL invoked the pledge and realised their dues. However, the company continued to present the said equity shares as investment at fair value as at June 30, 2021 despite invocation for the reasons stated in the said note. Considering that investments have been sold, we are unable to comment on the appropriateness of presentation of fair value of said equity shares as investments in the financial statements. Further in view of the uncertainty relating to recoverability of the said investment, we are unable to comment on the impact, if any, on the loss for the year and reserves.
 - d. Note no 5 (c) of the accompanying statement regarding the investments in equity shares of the Company held in Gati Limited pledged for the facilities availed by Amrit Jal Ventures Private Limited (AJVPL). The lenders of AJVPL invoked the pledge and realised their dues. However, the company continued to present the said equity shares as investment at fair value as at June 30, 2021 despite invocation for the reasons stated in the said note.

- Considering that investments have been sold, we are unable to comment on the appropriateness of presentation of fair value of said equity shares as investments in the financial statements. Further in view of the uncertainty relating to recoverability of the said investment, we are unable to comment on the impact, if any, on the loss for the year and other equity.
- e. Note no 7 of the accompanying statement regarding preparation of the standalone financial statements by the management on a going concern basis for the reasons stated therein. In the absence of sufficient and appropriate evidence and the liabilities devolved on the Company upon invocation of guarantees by the lenders of other entities, we are of the opinion that preparation of standalone financial statements on a going concern is not appropriate. Hence, we are unable to comment on the effect on carrying value of assets and liabilities had the financial statements been prepared not as a going concern.
- f. Note no 8 of the accompanying statement regarding non recognition of interest expense of Rs. 9.56 Lakhs for the quarter ended June 30, 2021 for the reasons stated there under. Total interest expense not recognised, upto June 30, 2021, aggregates to Rs. 57.24 Lakhs. Consequently, loss for the quarter ended June 30, 2021 is lower by Rs. 9.56 Lakhs and as at June 30, 2021 and Other Equity (negative balance) and Borrowings were lower by Rs. 57.24 Lakhs.
5. **Qualified Conclusion:**
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.
6. **Emphasis of matter:**
We draw attention to
- a. Note 9 of the accompanying statement regarding the petition filed by the three shareholders on the Company and the management regarding oppression and mismanagement of affairs of the Company and the statutory auditors of the Company regarding reporting requirements of the said transactions
- b. Note 5.a of the accompanying statement regarding accounting of investments pledged by the Company were invoked.

Hyderabad, August 13 , 2021



for M. Bhaskara Rao & Co.
Chartered Accountants
Firm Registration No.0004595

V K Muralidhar
Partner

Membership No: 201570
UDIN: 21201570AAAAFA6354

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2021

	Particulars	Quarter Ended			Year Ended
		30-06-2021 Unaudited	31-03-2021 Audited *	30-06-2020 Unaudited	31-03-2021 Audited
	Revenue from operations				
i	Interest Income	-	(98)	172	422
ii	Dividend Income	-	-	-	3
iii	Rental Income	-	-	-	-
iv	Others - Profit on sale of investments	60	-	-	-
I	Total Revenue from operations	60	(98)	172	425
II	Others Income		-	-	-
III	Total Income (I+II)	60	(98)	172	425
	Expenses				
i	Finance Costs	39	42	68	224
ii	Employee Benefits Expenses	4	6	10	40
iii	Depreciation, amortization and impairment	0	1	1	3
iv	Others expenses	10	17	12	79
v	Loss on sale of investments	-	-	-	-
vi	Impairment loss on loans	-	856	-	856
vii	Provision for interest receivable	-	-	-	-
viii	Fair value loss on Optionally Convertible Debentures	-	-	-	-
ix	Fair value loss on unquoted equity shares	-	-	-	-
IV	Total Expenses (IV)	54	922	91	1,202
V	Profit / (loss) before exceptional items and tax (III-IV)	6	(1,020)	81	(777)
VI	Exceptional items	-	-	-	-
VII	Profit / (loss) before tax (V-VI)	6	(1,020)	81	(777)
VIII	Tax Expenses				
	1. Current Tax	1	(49)	-	-
	2. Deferred Tax	-	-	-	-
IX	Profit / (loss) for the period from continuing operations (VII VIII)	5	(971)	81	(777)
X	Profit / (loss) for the period	5	(971)	81	(777)
XI	Other Comprehensive Income				
	(A) (i) Items that will not be reclassified to profit or loss (specify items and amounts)	-	-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
	Subtotal (A)				
	(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)				
	Remeasurement gain/(loss) on investments	2,559	154	(213)	2,405
	Deferred tax on remeasurement gain on investments	(243)	(307)		(307)
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
	Subtotal (B)	2,316	(153)	(213)	2,098
	Other Comprehensive Income (A+B)	2,316	(153)	(213)	2,098
XII	Total Comprehensive Income for the period (XIII+XIV)(comprising Profit (Loss) and other Comprehensive Income for the period)	2,321	(1,124)	(132)	1,321
XIII	Paid Up Equity Share Capital (Face value ` 10/- each)	1,287	1,287	1,287	1,287
XIV	Other Equity				(4,406)
XV	Earning per equity share (for continuing operations)*				
	Basic (Rs.)	0.04	(7.54)	0.63	(6.04)
	Diluted (Rs.)	0.04	(7.54)	0.63	(6.04)

* Quarter/ year Earnings Per share figures are not annualised



Notes:

- 1 The above unaudited financial results have been reviewed by the audit committee and approved by the Board of Directors at their meeting held on August 13, 2021. In accordance with Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. The financial results for the quarter ended June 30, 2021 have been subjected to the Limited Review by the statutory auditors and the report thereon is modified.
- 2 The Company is mainly engaged in financing activities which constitutes a single business segment.
- 3 **Exposures to Amrit Jal Ventures Private Limited (AJVPL) and its subsidiaries:**

The Company in the earlier years, has given Corporate Guarantees to the lenders of AJVPL and it's wholly owned subsidiary – Gati Bhasmey Limited – aggregating to Rs. 31,336.71 Lakhs. During the year 19-20:

 - (i) Certain lenders of these entities have invoked the Guarantees and raised claims on the Company aggregating to Rs. 25,619.80 Lakhs.
 - (ii) The Company made a provision of Rs. 7,798.91 Lakhs on an estimated basis considering the disputed nature of the claim and unlawful invocation of the corporate guarantee.
- 4 **Exposures to Mahendra Investment Advisors Private Limited (MIAPL) - Related party:**

As at June 30, 2021, the Company is having a carrying value of advances given to MIAPL Rs. 4333.09 Lakhs. These advances include value of 31,79,385 equity shares in Gati Limited held by the Company invoked by the lenders of MIAPL during 2019-20, given as guarantee by the Company, aggregating to Rs. 2379.13 Lakhs and TDS receivable amounting to Rs. 151.58 Lakhs respectively. Company stopped recognising interest income during the financial year of 2020-2021. One of the financial creditors of MIAPL have filed a case and has been admitted in NCLT under Insolvency & Bankruptcy Code, Hyderabad for the defaults made by MIAPL. The suspended Director of MIAPL has filed an appeal against the NCLT order, The CRIP proceedings have been stayed by NCLAT and pending before NCLAT for further hearing. Despite, the adverse developments in MIAPL the management expects recovery of the amounts receivable. However, the company has created an impairment loss of Rs.867.22 Lakhs against the company's total exposure of Rs. 4,333.09 Lakhs. Management is making efforts to recover the total exposures.
- 5 **Investments - Sale of pledged shares:**
 - a) During the year 2015-2016, the Company availed a loan of Rs.5 Crores from Godavari Commercial Services Private Limited (Godavari) on the security of 10,00,000 equity shares of Gati Limited held by the Company. These shares were re-pledged by Godavari with a third party, with the consent of the Company. The said shares were invoked by the third party in the year 2016-2017 on default by Godavari without there being any default by the Company. The Company took necessary legal recourse for restoration of the pledged shares and in terms of the settlement arrived at, Godavari agreed to restore the said invoked shares. During the financial year 2019-2020, Godavari restored 33,000 shares and balance 9,67,000 shares were yet to be restored. In view of the settlement agreement and further litigation raised by the Company, the said 9,67,000 equity shares in Gati Limited have been continued to be disclosed as " Investments".
 - b) During the year 2015-2016, the Company has pledged 1,580,000 shares of Gati Limited held by the Company as Investments in favour of IDFC Bank Limited (IDFC) for facilities availed by M/s Gati Infrastructure Private Limited (GIPL) on receipt of Letter of Comfort from M/s Amrit Jal Ventures Private Limited (AJVPL) being the holding company of GIPL. The said shares were invoked by IDFC in the year 2016-2017 due to default made by GIPL. The Company also has taken necessary legal recourse for the restoration of the invoked shares. GIPL, AJVPL and the Company entered into a tripartite agreement for restoration of such invoked shares to the Company. However, such restoration will take place only after GIPL repays all its dues to term loan lenders. One of its Operational creditor have filed a case for default made by GIPL in NCLT, Hyderabad under Insolvency & Bankruptcy Code and case is admitted. The suspended Director of GIPL has filed an appeal against the NCLT order, which is pending before NCLAT Bench. The matter is still under litigation Despite the said litigation, as GIPL is earning cash profits for the years ended on March 31, 2019 and March 31, 2020, the invoked 1,580,000 equity shares in Gati Limited have been continued to be disclosed as " Investments".
 - c) During the year 2014-2015, the Company has pledged 805,000 equity shares of Gati Limited held by the Company as Investments in favour of IFCI Ventures Limited (IFCIV) for facilities availed by M/s Amrit Jal Ventures Private Limited (AJVPL). AJVPL had repaid the said loan, the Company had made request to IFCIV for release of pledged shares. However, during the year ended March 31, 2018, IFCIV invoked the said shares and transferred the same to Green India Ventures Fund (GIVF) for certain dues payable by AJVPL. The Company has taken necessary legal recourse for the restoration of the invoked shares. In view of the above, the invoked 805,000 equity shares in Gati Limited have been continued to be disclosed as " Investments".
- 6 **Liability for sale of shares held by other entities given as guarantee to the lenders of the company for the loans availed by the Company:**

During the earlier years, the Company availed borrowings from certain lenders and by way of an amendment loan agreement, arranged the certain shares held by Mahendra Kumar Agarwal & Sons HUF and Manish Agarwal Benefit Trust (Guarantors) as an additional security for the said borrowings. The said lenders, due to defaults by the Company have sold these shares and recovered their respective dues fully. As a result of this sale of shares given as an additional security, the Company has recognised the fair value of shares sold on the date of sale as interest free amount payable to said Guarantors – Rs. 297.56 Lakhs.



7 **Going Concern:**

The Company was having a negative net worth of Rs. 665.52 Lakhs as at June 30, 2021. Due to adverse developments in the entities to whom the company has advanced loans / given guarantees / investments made, the Company had incurred these losses and adversely affect the future income from operations. These factors substantially affected the operations of the Company and indicate uncertainties relating to the going concern status of the Company. Management of the Company is in the process of identifying various alternatives / new areas to venture into for reviving the company. In view of the same, financial statements of the company have been prepared on going concern basis.

8 The Company has not recognised the interest expenses on certain borrowings amounting to Rs. 9.56 Lakhs for the quarter ended June 30, 2021 in view of the litigations with the respective lenders. Total interest expense not recognised upto June 30, 2021 aggregating to Rs. 57.24 Lakhs

9 **Petition before NCLT, Hyderabad:**

During the year 2019-20, three shareholders of the Company filed a petition before National Company Law Tribunal (NCLT), Hyderabad Bench, against the Company and the management alleging oppression of minority shareholders and mismanagement of affairs of the Company with regard to investments and loans and advances to certain related parties. In the said petition, the petitioners also included the statutory auditors of the Company regarding reporting requirements of said transactions. The Company and the respondents have taken necessary measures to contest the petition before the Honourable NCLT Bench and the hearings are in progress.

10 The Statutory Auditors of the Company have qualified their opinion in their audit report with respect to the matters stated paragraphs 3, 4, 5.b, 5.c, 7 and 8 above and emphasised the matters stated at 5.a and 9 above.

11 The figures for the corresponding previous period ended have been regrouped / reclassified wherever necessary to make them comparable.

12 The copy of this notice is also posted on the website of the Company at www.tcifl.in and also on the websites of the stock exchanges at www.bseindia.com & www.nseindia.com.

For and on behalf of the Board

Rajesh Kundra
Director (DIN: 08959859)

Place: Hyderabad
Date: August 13, 2021

