

October 09, 2019

BSE Limited

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Scrip Code: TCIFINANCE

Sub: Revised Voting Results and Scrutinizers' Report in connection with Item No 6 of 45^{th} Annual General Meeting held on August 14, 2019

This is in connection with the voting results and scrutinizers' report submitted by the Company on August 16, 2019 to the Exchanges in connection with businesses (Item No 1 to 6) transacted in the 45th Annual General Meeting of the Company held on August 14, 2019.

We have been informed that certain votes were erroneously and inadvertently omitted in calculation of total voting results of Item No 6 (Approval of Related Party Transactions) of the notice of AGM.

Accordingly, after including the said votes, it is hereby declared/confirmed that resolution in Item No. 6 of the AGM (i.e., Approval of Related Party Transactions) has not been passed/not approved by the shareholders as the requisite majority votes required for passing the resolution as ordinary resolution were not received.

We are herewith submitting the following revised disclosures:

- 1. Consolidated Voting Results (Remote e-voting and poll) in the format prescribed under Regulation 44 of SEBI (LODR) Regulations, 2015 attached as Annexure 1
- 2. Consolidated Report of the scrutinizer

The voting results of all the other items i.e., Item 1 to 5 remains unchanged.

This is for your information and dissemination to the public.

Thanking You

For TCI Finance Limited

Srishti Soni

Company Secretary



NAME: TCI FINANCE LIMITED

SLNO	DESCRIPTION			The second secon	The second secon	The second secon				
Α	DATE OF AGM			14-08-2019						
В	BOOK CLOSURE DATE			07-08-2019 TO 14-08-2019 (BOTH DAYS INCLUSIVE)						
С	TOTAL NUMBER OF SHA	AREHOLDERS ON		9232						
D	NO OF SHAREHOLDERS MEETING EITHER IN PER PROXY		54							
	SHAREHOLDERS	PRESENT IN PERSON	2 STREAMS	SENT OUGH XY	TOTAL	SHARES	% TO CAPITAL			
	PROMOTER AND PROMOTER GROUP ()	6	2		8	1285310	9.98493			
	PUBLIC	39	7		46	424137	3.29490			
	TOTAL	45	09		54	1709447	13.27983			
E	No. of shareholders atte conferencing facility wa	ough Vide	o conferenc	ing, N	lo video					



	TCI FINANCE LIMITED
Date of the AGM/EGM	14-08-2019
Total number of shareholders on record date	9232
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	46
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1											
Resolution required: (Ordinary/ Special)	ORDINARY - Consider and adopt the audited financial statements including audited consolidated financial statements for the financial year ended March 31, 2019 and the Reports of the Directors and Auditors thereon.											
Whether promoter/ promoter group are interested in the agenda/resolution?	No											
Category	Mode of Voting	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		No. of Votes –	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100				
	E-Voting		3,182,285		2,885,610	296,675	90.6772	9.3227				
	Poll	3,182,360	C	0.0000	0	0	0.0000	0.0000				
	Postal Ballot (if	3,182,360	72				0.000	0.0000				
Promoter and Promoter Group	applicable)		C	0.0000		205 575	0.0000	9.3227				
	Total		3,182,285			296,675	90.6773					
	E-Voting		0	0.0000		0	0.0000	0.0000				
	Poll	1 0	0	0.0000	0	0	0.0000	0.0000				
Public- Institutions	Postal Ballot (if applicable)		C	0.0000	0	0	0.0000	0.0000				
	Total		0	0	0	0	0.0000	0.0000				
	E-Voting		1,577,616	16.2806	555,419	1,022,197	35.2062	64.7937				
	Poll	1 0,000,100	202,782	2.0920	202,782	0	100.0000	0.0000				
Public- Non Institutions	Postal Ballot (if applicable)	9,690,133	0	0.0000	0	0	0.0000	0.0000				
	Total		1,780,398	18.3726	758,201	1,022,197	42.5860	57.4140				
	Total	12,872,493	4,962,683		3,643,811	1,318,872	73,4242	26.5758				

Resolution No.	2 ORDINARY - Re-appointment of Ms. Meera Madhusudan Singh DIN 00415866 who retire by rotation and being eligible offers herself for reappointment										
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are											
interested in the agenda/resolution?	No No										



Category	Mode of Voting	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	favour (4)		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		3,182,285	99.9976	2,885,610	296,675		C TANK AND
	Poll	3,182,360	0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	3,182,300	0	0.0000	0	0	0.0000	
	Total	117 25 114 11	3,182,285	99.9976	2,885,610	296,675		
	E-Voting		0	0.0000	0	0	0.0000	
	Poll	1 ,	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	
	Total	20 23 732	0	0	0	0	0.0000	
	E-Voting		1,577,616	16.2806	555,419	1,022,197	35.2062	
	Poll	0.600.133	202,782	2.0920	202,782	. 0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	9,690,133	0	0.0000	0	a	0.0000	
<u> </u>	Total		1,780,398	18.3726	758,201	-		
Control of the Contro	Total	12,872,493	4,962,683	38.5526	3,643,811	1,318,872	73.4242	26.5758

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-a	ppointment of Statu	tory Auditor					particular account to the second second
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		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
Category	E-Voting	1-7	3,182,285			296,675	90.6772	9.3227
	Poll	1	0	0.0000	0	0	0.0000	0.0000
and a second contract and a second and a second accordance to the secon	Postal Ballot (if	3,182,360	0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	applicable) Total		3,182,285			296,675	90.6773	9.3227
	E-Voting		0,102,203	0.0000		0	0.0000	0.0000
	Poll	1	0	0.0000		0	0.0000	0.0000
Public- Institutions	Postal Ballot (if		0	0.0000		0	0.0000	
Todale moderns	Total	20.00	0	0	0	0	0.0000	0.0000
	E-Voting		1,577,616	16.2806	555,419	1,022,197	35.2062	
	Poll	7	202,280	2.0875	202,280	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	9,690,133	0	0.0000	0	0	0.0000	
Tubic itelimentations	Total		1,779,896	18.3681	757,699	1,022,197	42.5698	
	Total	12,872,493	4,962,181	38.5487	3,643,309	1,318,872	73.4215	26.5785



Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-Appe consecutive years	ointment of Mr. San	warmal Gourishan	kar Jalan as an Inde	ependent Director o	f the Company 003	24182 for a second	term of five
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	DOMESTICATION OF THE PROPERTY	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
edicagory	E-Voting	1	3,182,285			296,675		9.3227
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	3,182,360	0	0.0000		0	0.0000	
	Total	38.40.2.2	3,182,285			296,675	90.6773	
	E-Voting Poll	0	0	0.0000		0	0.0000	
Public- Institutions	Postal Ballot (if applicable)		0	0.0000		0	0.0000	
	Total		0	- 0			0.0000	
	E-Voting		1,577,616				35.2062	
	Poll	9,690,133	202,782	2.0920	202,782	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	3,030,133	0	0.0000	0	0	0.0000	
	Total	DESCRIPTION OF STREET	1,780,398	18.3726	758,201	1,022,197	42.5860	
	Total	12,872,493	4,962,683	38.5526	3,643,811	1,318,872	73.4242	26.5758

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Appoin	tment of Mr. Radhe	Shyam Agarwala a	s Non executive and	Non-Independent	Director of the Co	mpany.	
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
es est		No. of shares held	DATES SELECTION AND CONTRACTOR OF THE PARTY	STATISTICALISMS	No. of Votes – in	No. of Votes –	% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of Voting	(1)		(3)=[(2)/(1)]* 100			1 / 11 / 11 / 11	(7)=[(5)/(2)]*100 9.3227
	E-Voting Poll	2 102 200	3,182,285	99.9976		296,675 0	90.6772	
Promoter and Promoter Group	Postal Ballot (if applicable)	3,182,360	C	0.0000	0	C	0.0000	0.0000
Tolliocal site	Total		3,182,285	99.9976	2,885,610	296,675	90.6773	9.3227
	E-Voting		C	0.0000	0	0	0.0000	0.0000
	Poll	1 .	C	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		C	0.0000	0	C	0.0000	0.0000



			ol	nl	ol	0	0.0000	0.0000
	Total	(3) (3) (4) (4) (4) (4) (4) (4) (4)	7	16,2806	555,419	1,022,197	35.2062	64.7937
	E-Voting	9,690,133	1,577,616		202,782	0	100.0000	0.0000
	Poll		202,782	2.0920	202,782	0	100.0000	
	Postal Ballot (if	9,030,133	0	0.0000	o	o	0.0000	0.0000
Public- Non Institutions	applicable)		1,780,398	18.3726	758,201	1,022,197	42.5860	57.4140
	Total	44 own 400		38.5526	3,643,811	1,318,872	73,4242	26.5758
	Total	12,872,493	4,962,683	30.33201	0,010,0111			

Resolution No.	6		1000					
Resolution required: (Ordinary/ Special)	ORDINARY - Appr	oval for related part	y transactions			er en l'agrega à l'établisse		
Whether promoter/ promoter group are nterested in the agenda/resolution?	Yes							
	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	110.0	No. of Votes – against (5)	(6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	E-Voting		3,182,285			2,996,665		Commission Commission
	Poll	1	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	3,182,360	0	0.0000	0	0	0.0000	
Promoter and Promoter Group	applicable)		3,182,285			2,996,665	5.8329	
	Total		3,102,203	0.0000		0	0.0000	
	E-Voting	-		0.0000		C	0.0000	0.000
2 8	Poll Postal Ballot (if applicable)	- 0) 0	0.0000		C	0.0000	
Public- Institutions	Total		0	C	0	(
	E-Voting		1,577,616	16.2806	555,419	1,022,197		107 G13.0
	Poll	-	202.782	The second secon	202,782	(100.0000	0.000
	Postal Ballot (if	9,690,133	3	0.0000			0.0000	
Public- Non Institutions	applicable)		1,780,398			1,022,197		
	Total Total	12,872,49					19.018	80.981

Note: For Resolution No. 6 i.e Approval for related party transactions, shareholders who are related parties holding 28,70,710 equity shares have voted in favour of the resolution and their votes have been considered as invalid votes.





TAPASVILAL DEORA & ASSOCIATES

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

October 09, 2019

To The ChairmanTCI Finance Limited
Hyderabad

Sub: Revised Scrutinizers' Report in connection with Item No 6 of 45^{th} Annual General Meeting held on August 14, 2019

This is in connection with the scrutinizers' report submitted by us to the Company on August 15, 2019 in connection with businesses (Item No 1 to 6) transacted in the 45^{th} Annual General Meeting of the Company held on August 14, 2019.

We regret to inform you that certain votes were erroneously and inadvertently omitted in calculation of total voting results of Item No 6 (Approval of Related Party Transactions) of the notice of AGM.

Accordingly, after including the said votes, it is hereby declared/confirmed that resolution in Item No. 6 of the AGM (i.e., Approval of Related Party Transactions) stands as not passed/not approved by the shareholders as the requisite majority votes required for passing the resolution as ordinary resolution were not received.

We are herewith submitting revised Consolidated Scrutinizers Report after rectifying the results of Item No. 6. The voting results of all the other items i.e., Item 1 to 5 remains unchanged.

We hereby request you to kindly declare the revised results to Exchanges and the general public

We sincerely apologise for this error in our report

for Tapasvilal Deora & Associates

Practising Company Secretaries

C.P. No.: 13087

M. No.: F9813

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Website: www.tdassociates.in



TAPASVILAL DEORA & ASSOCIATES

Practising Company SecretariesOffice No. 404(2), Paigah Plaza,
Basheerbagh, Hyderabad – 500 063, T.S.

9 Company

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 45th Annual General Meeting of the Shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Wednesday, August 14, 2019 at 11:00 A.M. at the registered office of the Company at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500084, T.S.

REVISED CONSOLIDATED RESULT OF REMOTE E-VOTING AND VOTING BY POLL

Dear Sir,

I, Tapasvilal Deora, Practising Company Secretary, have been appointed as the Scrutinizer for the purpose of remote e-voting and voting by poll to be carried out by the Company pursuant to Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, in respect of the resolutions for business transacted at the 45th Annual General Meeting of the shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Wednesday, August 14, 2019 at 11:00 A.M. at the registered office of the Company at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500084, T.S.

The management of the Company is responsible to ensure the compliances of the Companies Act, 2013 and rules thereof on the resolution contained in the notice of the 45th Annual General Meeting. My responsibilities as Scrutinizer is restricted to make a Scrutinizers report of the votes cast "For" or "Against" the resolution stated in the notice.

1. The Company has availed e-voting facility offered by Karvy Fintech Private Limited ("Karvy") for providing remote e-voting facility to the members of the Company.

2. The members holding shares as on August 07, 2019 were entitled to vote on resolutions as set out in the notice of the 45th Annual General Meeting of the Control of the

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TAPASVILAL DEORA & ASSOCIATES

Practising Company Secretaries

Office No. 404(2), Paigah Plaza, Basheerbagh, Hyderabad - 500 063, T.S.

- 3. The remote e-voting period remained open from August 09, 2019 at 09:00 A.M. and ended on August 13, 2019 at 05:00 P.M.
- 4. The remote e-voting was blocked at the end of the voting period i.e., August 14, 2019 at 11:30 A.M.
- 5. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 6. Immediately after the meeting, the ballot box kept for voting was opened by me in the presence of two witnesses who were not in the employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
- 7. On Wednesday, August 14, 2019, after counting the votes cast at the meeting, the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses who were not in employment of the Company.
- 8. No poll papers were found incomplete and/ or otherwise found detective.
- 9. The Poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.
- 10. The revised consolidated results of e-voting and voting by poll is enclosed as **Annexure 1**.
- 11. This Scrutinizers' Report is in supersession of the existing Scrutinizers' report issued on August 15, 2019

for Tapasvilal Deora & Associates ind Deora & Asso **Practising Company Secretaries**

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

UDIN: F009813A000040074

October 09, 2019 Hyderabad

							Favour			Against		Invalid	
Item No.	Resolution	Type of resolution	Mode	Number of Members Voting (Person / Proxy/ Evoting)	Total Votes	Number of Members Voting (Person / Proxy/ Evoting)	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voting (Person / Proxy/ Evoting)	Number of Votes cast by them	% of total number of valid votes cast	Voting (Number of Votes cast by them
	To receive, consider and adopt Standalone		Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
	and Consolidated Financial Statements for the financial year ended March 31, 2019 and the reports of the Director's and	Ordinary	Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
	Auditor's thereon		Total	72	49,62,683	66	36,43,811	73.42	6	13,18,872	26.58	0	0
	To appoint a Director in place of Ms. Meera Madhusudan Singh (DIN: 00415866) who retires from office by rotation and being		Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
		Ordinary	Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
	eligible offers herself for reappointment		Total	72	49,62,683	66	36,43,811	73.42	6	13,18,872	26.58	0	0
			Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
	Re-appointment of Auditors and to fix their Remuneration	Ordinary	Poll	40	2,02,280	40	2,02,280	100.00	0	0	0.00	0	0
			Total	73	49,62,181	67	36,43,309	73.42	6	1318872	26.58	0	0
	ľo re-appoint Mr. Sanwarmal Gourishankar		Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
	falan (DIN: 00324182) as an Independent Director of the Company for a second term	Special	Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
	of five consecutive years		Total	72	49,62,683	66	36,43,811	73.42	6	13,18,872	26.58	0	0
1	Appointment of Mr. Radhe Shyam		Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
	Agarwala (DIN: 00368733) as Non Executive and Non-Independent Director of	Special	Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
t	he Company		Total	72	49,62,683	66	36,43,811	73.42	6	13,18,872	26.58	0	0
			Evoting	33	47,59,901	19	5,70,319	11.98	6	13,18,872	27.71	8	28,70,710
6 A	Approval for Related Party Transactions*	Ordinary	Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
			Total	72	49,62,683	58	7,73,101	15.58	6	13,18,872	26.58	8	28,70,710

^{*8} shareholders who are related parties holding 28,70,710 equity shares have voted in favour of the resolution and their votes have been considered as Invalid votes. The revised list of related parties has been submitted to us by the Company Secretary of the Company

for Tapasvilal Deora & Associates Practising Company Secretaries

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

October 09, 2019 Hyderabad