

August 11, 2018

<p>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</p> <p>Scrip Code: 501242</p>	<p>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</p> <p>Scrip Code: TCIFINANCE</p>
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Sub: Disclosure of the voting results along with the Consolidated Scrutinizers Report of the 44th Annual General Meeting held on August 10, 2018.

Dear Sir/Madam,

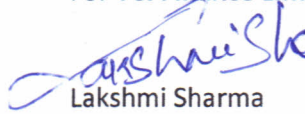
In furtherance to our letter dated August 10, 2018, intimating about the proceedings of the 44th Annual General Meeting of the Company held on Friday, August 10, 2018, at 11:00 am at Plot no.20, Survey no.12, Ground Floor, Near Rainbow Children Hospital, Kothaguda, Kondapur, Hyderabad-500084, we are now pleased to submit the following documents: -

- i. Consolidated Voting Results (Remote e-voting and poll) in the format prescribed under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached as **Annexure – I.**
- ii. Consolidated Report of the Scrutinizer issued by M/s. DVM & associates LLP, Practicing Company Secretaries, on the Remote e-voting and poll conducted at the 44th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, attached as **Annexure – II.**

We hereby confirm that all the resolutions for approval at the 44th Annual General Meeting, as set out in the Notice dated May 28, 2018, have been passed with requisite majority by the members of the Company.

You are requested to kindly take above information on your records.

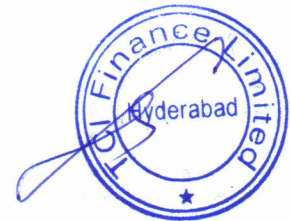
Thanking You
For TCI Finance Limited


Lakshmi Sharma
Company Secretary



NAME: **TCI FINANCE LIMITED**

SLNO	DESCRIPTION					
A	DATE OF AGM		10-08-2018			
B	BOOK CLOSURE DATE		03-08-2018 TO 10-08-2018 (BOTH DAYS INCLUSIVE)			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		9519			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		52			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	9	0	9	2885610	22.41687
	PUBLIC	38	5	43	150950	1.17266
	TOTAL	47	5	52	3036560	23.58953
E	No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available.					



	TCI FINANCE LIMITED
Date of the AGM/EGM	10-08-2018
Total number of shareholders on record date	9519
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	9
Public:	43
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

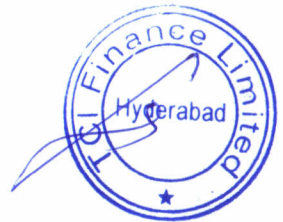
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2018 and the Reports of the Directors and Auditors thereon.							
Whether promoter/ promoter group are	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
Promoter and Promoter Group	E-Voting	3182360	2866439	90.0727	2866439	0	100.0000	0.0000
	Poll		19171	0.6024	19171	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2885610	90.6751	2885610	0	100.0000	0.0000
Public- Institutions	E-Voting	28058	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	9662075	5257	0.0544	1007	4250	19.1554	80.8445
	Poll		150492	1.5576	150492	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		155749	1.612	151499	4250	97.2713	2.7287
Total		12872493	3041359	23.6268	3037109	4250	99.8603	0.1397

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Mahendra Agarwal (DIN: 00179779) who retire by rotation							



Whether promoter/ promoter group are	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
Promoter and Promoter Group	E-Voting	3182360	2726555	85.6771	2726555	0	100.0000	0.0000
	Poll		19171	0.6024	19171	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2745726	86.2795	2745726	0	100.0000	0.0000
Public- Institutions	E-Voting	28058	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	9662075	5257	0.0544	907	4350	17.2531	82.7468
	Poll		150492	1.5576	150492	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		155749	1.612	151399	4350	97.2070	2.7930
Total		12872493	2901475	22.5401	2897125	4350	99.8501	0.1499

Resolution No.	3							
Resolution required:	ORDINARY - Ratification of re-appointment of Statutory Auditor							
Whether promoter/ promoter group are	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
Promoter and Promoter Group	E-Voting	3182360	2866439	90.0727	2866439	0	100.0000	0.0000
	Poll		19171	0.6024	19171	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2885610	90.6751	2885610	0	100.0000	0.0000
	E-Voting	28058	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000



Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
	E-Voting	9662075	5257	0.0544	1007	4250	19.1554	80.8445
	Poll		150492	1.5576	150492	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		155749	1.612	151499	4250	97.2713	2.7287
	Total	12872493	3041359	23.6268	3037109	4250	99.8603	0.1397

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Dr. Dhanpat Ram Agarwal(00322862) as an Independent Director and Chairman							
Whether promoter/ promoter group are	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
Promoter and Promoter Group	E-Voting	3182360	2866439	90.0727	2866439	0	100.0000	0.0000
	Poll		19171	0.6024	19171	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2885610	90.6751	2885610	0	100.0000	0.0000
Public- Institutions	E-Voting	28058	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	9662075	5257	0.0544	1007	4250	19.1554	80.8445
	Poll		150492	1.5576	150492	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		155749	1.612	151499	4250	97.2713	2.7287
	Total	12872493	3041359	23.6268	3037109	4250	99.8603	0.1397





CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman,

M/s. TCI Finance Limited,
Plot no.20, Survey no.12,
Near Rainbow Children Hospital,
Kothaguda, Koridapur,
Hyderabad-500084

Dear Sir,

SUB: Consolidated Scrutinizers Report of E-Voting and Physical Voting at AGM
REF: Notice of 44th Annual General Meeting

We M/s. DVM & associates LLP, Practicing Company Secretaries, Represented by Ms. Ansu Thomas, were appointed as Scrutinizers by vide resolution passed by the Board at its Meeting held on May 28, 2018.

- a) To scrutinize the Remote E-voting process for the items to be transacted at the 44th Annual General Meeting to be held on August 10, 2018 along with Ballots received, who could not access the remote E-voting;
- b) To scrutinize the Physical Ballot (Poll) voting process at the 44th Annual General Meeting at 11.00 A.M on August 10, 2018 for the shareholders who have not opted to vote through the Remote e-voting process.

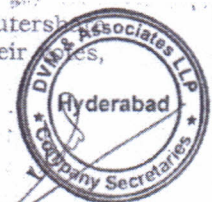
M/s. Karvy Computershare Private Limited (Karvy), (Service Provider), has provided a system for recording the electronic votes of the Shareholders on all the items of the business (both Ordinary and Special Business) sought to be transacted at the 44th Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website <https://www.evoting.karvy.com>.

The Company has also allowed physical voting through Poll System for those shareholders, who were present at the Company's Annual General Meeting, held at 11.00 AM on August 10, 2018 and has not opted to vote through the remote e-voting process.

We hereby submit our report as under:

1. The remote e-voting period remained open from 09.00 A.M. on August 05, 2018 to 05.00 P.M. on August 9, 2018. Upon conclusion of the e-voting period, the E-voting votes were unblocked on August 10, 2018 at around 11:50 A.M, in the presence of two witnesses' Ms. Usha Rani and Mr. Ravula Sandeep, who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited in ballot box kept open for voting, upon completion, the same were un-locked in my presence.
3. The Shareholders as on August 02, 2018, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. On completion of voting at the Meeting, the Service Provider, M/s. Karvy Computershare Private Limited (Karvy) provided us with the List of Members who had cast their votes with their holding details and details of vote on each of the Resolutions.

Page 1 of 4

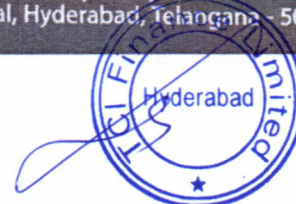


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Near Banjara Hills Care Hospital, Hyderabad, Telangana - 500 004



5. We have collated the votes downloaded from e-voting system and the votes cast through physical ballot to declare the final results for each of the resolution forming part of the AGM Notice and ascertained number of Shares voted "in favor" or "against" or "invalidated votes"
6. Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted 'FOR', 'AGAINST' and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the results by the Company.

We hereby submit Consolidated Scrutinizer's Report as per the provisions of Section 108 of the Companies Act, 2013 and Clause 44 of the Listing Regulation, containing the following results for every resolution under **E-Voting & Physical voting**:

ITEM NO. 1:

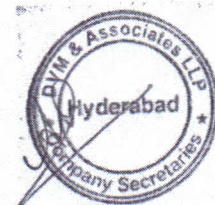
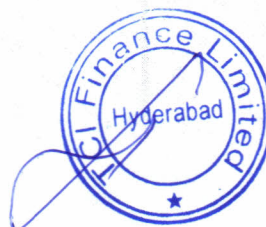
Ordinary Resolution - Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon:

1	Total No. of Members responded	63
2	Total No. of Votes / Shares received	3041360
3	Total No. of Valid Votes/Shares	3040956 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
3036706 (99.8603%)	4250 (0.1397%)	404
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
59	3	1

ITEM NO. 2:

Ordinary Resolution- Re-Appointment of Mr. Mahendra Agarwal (DIN: 00179779) as Director retiring by rotation:

1	Total No. of Members responded	63
2	Total No. of Votes / Shares received	3041360
3	Total No. of Valid Votes/Shares	2901072 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
2896772 (99.8501%)	4350 (0.1499%)	140288



No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
56	4	3

ITEM NO. 3:

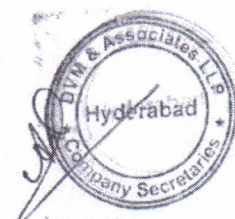
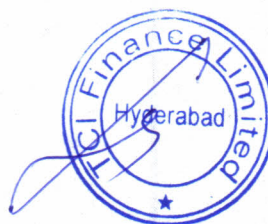
Ordinary Resolution- Ratification of the appointment of M/s. M. Bhaskara Rao & Co. Chartered Accountants (Firm Registration No. 000459 S) as Statutory Auditors:

1	Total No. of Members responded	63
2	Total No. of Votes / Shares received	3041360
3	Total No. of Valid Votes/Shares	3040956 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
3036706 (99.8603%)	4250 (0.1397%)	404
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
59	3	1

ITEM NO. 4:

Ordinary Resolution- Appointment of Dr. Dhanpat Ram Agarwal (DIN: 00322862) as Chairman & Independent Director of the Company:

1	Total No. of Members responded	63
2	Total No. of Votes / Shares received	3041360
3	Total No. of Valid Votes/Shares	3040956 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
3036706 (99.8603%)	4250 (0.1397%)	404
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
59	3	1

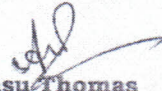


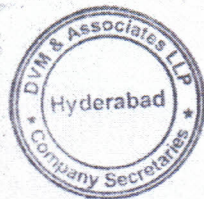
We further confirm that the Registers and records generated from the remote e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic and Physical means are being maintained in electronic form.

The Registers and all other records/papers relating to e-voting and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

Thanking you,

For DVM & Associates LLP
Company Secretaries
L2017KR002100


Ansu Thomas
Partner
C. P. No: 16696
M. No: F8994



Place: **Hyderabad**
Date: 11.08.2018

