



Tourism Finance Corporation of India Ltd.

4th Floor, Tower-1,
NBCC Plaza, Pushp Vihar
Sector-5, Saket,
New Delhi-110017

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CIN : L65910DL1989PLC034812

TF/LISTING/20
August 17, 2020

National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051	Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001
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Dear Sir,

Sub: 31st Annual General Meeting– Voting Result

Further to our letter dated July 24, 2020, this is to inform you that Shareholders of the Company at 31st Annual General Meeting (AGM) on Monday, August 17, 2020 have considered and approved all the resolutions as contained in the notice of the AGM dated July 16, 2020.

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the detailed Voting Results of the Members of the Company along with the Scrutinizer's Report on postal ballot including e-voting.

We request you that the above information may please be taken on record.

Yours faithfully,

(Sanjay Ahuja)
Company Secretary

Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		to consider and adopt the audited financial statements of the Company including balance sheet as at March 31, 2020 and the statement of Profit and Loss Account for the year ended March 31, 2020 and the reports of Board of Directors and Auditors thereon						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		18778259	86.3809	18778259	0	100.0000	0.0000
	Poll	21738903	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18778259	86.3809	18778259	0	100.0000	0.0000
Public- Institutions	E-Voting		3756203	49.8584	3756203	0	100.0000	0.0000
	Poll	7533737	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7533737	3756203	49.8584	3756203	0	100.0000
Public- Non Institutions	E-Voting		7212364	14.0198	7212056	308	99.9957	0.0043
	Poll	51444108	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		51444108	7212364	14.0198	7212056	308	99.9957
Total			29746826	36.8534	29746518	308	99.9990	0.0010
Whether resolution is Pass or Not.							Yes	



Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		To appoint a Director in place of Shri Koppara Sajeeve Thomas (DIN: 08069585) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		18778259	86.3809	18778259	0	100.0000	0.0000
	Poll	21738903	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21738903	18778259	86.3809	18778259	0	100.0000	0.0000
Public-Institutions	E-Voting		3756203	49.8584	3756203	0	100.0000	0.0000
	Poll	7533737	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7533737	3756203	49.8584	3756203	0	100.0000	0.0000
Public- Non Institutions	E-Voting		7212364	14.0198	7211973	391	99.9946	0.0054
	Poll	51444108	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51444108	7212364	14.0198	7211973	391	99.9946	0.0054
Total		80716748	29746826	36.8534	29746435	391	99.9987	0.0013
		Whether resolution is Pass or Not.						
		Yes						



Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		to appoint श्री कविन्दर कुमार सोडा (DIN: 01127566) as Non-Executive Director of the Company liable to retire by rotation under the provisions of Companies Act, 2013 and the Articles of Association of the Company						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		18778259	86.3809	18778259	0	100.0000	0.0000
	Poll	21738903	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21738903	18778259	86.3809	18778259	0	100.0000	0.0000
Public- Institutions	E-Voting		3756203	49.8584	3756203	0	100.0000	0.0000
	Poll	7533737	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7533737	3756203	49.8584	3756203	0	100.0000	0.0000
Public- Non Institutions	E-Voting		7212364	14.0198	7118977	93387	98.7052	1.2948
	Poll	51444108	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51444108	7212364	14.0198	7118977	93387	98.7052	1.2948
	Total	80716748	29746826	36.8534	29653439	93387	99.6861	0.3139
Whether resolution is Pass or Not.								Yes



Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To extend the tenure of Shri. B. M. Gupta (DIN: 0000055) as whole time Director for a further period of 9 months i.e. from April 1, 2020 up to December 31, 2020 on the existing terms and conditions of appointment						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		18778259	86.3809	18778259	0	100.0000	0.0000
	Poll	21738903	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18778259	18778259	86.3809	18778259	0	100.0000
Public-Institutions	E-Voting		3756203	49.8584	3756203	0	100.0000	0.0000
	Poll	7533737	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3756203	3756203	49.8584	3756203	0	100.0000
Public- Non Institutions	E-Voting		7212360	14.0198	7211973	387	99.9946	0.0054
	Poll	51444108	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7212360	7212360	14.0198	7211973	387	99.9946
Total		80716748	29746822	36.8533	29746435	387	99.9987	0.0013
Whether resolution is Pass or Not.						Yes		



Resolution (5)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered								
To approve private placement of bond/debentures etc.								
Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes polled	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		18778259	86.3809	18778259	0	100.0000	0.0000
	Poll	21738903	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21738903	18778259	86.3809	18778259	0	100.0000	0.0000
Public-Institutions	E-Voting		3756203	49.8584	3756203	0	100.0000	0.0000
	Poll	7533737	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7533737	3756203	49.8584	3756203	0	100.0000	0.0000
Public- Non Institutions	E-Voting		7212364	14.0198	7211977	387	99.9946	0.0054
	Poll	51444108	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	51444108	7212364	14.0198	7211977	387	99.9946	0.0054
	Total	80716748	29746826	36.8534	29746439	387	99.9987	0.0013
Whether resolution is Pass or Not.						Yes		



FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013, Rule 20 (4) and Rule 21 of the Companies (Management and Administration) Rules, 2014, read with General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively relating to the conduct of general meetings through Video Conference/ other Audio Video Visual Means.

To,

The Chairman of
31st Annual General Meeting of
Tourism Finance Corporation of India Ltd.
(CIN: L65910DL1989PLC034812)
4th Floor, Tower 1, NBCC Plaza, Sector V,
Pushp Vihar, Saket, New Delhi -110017.

Dear Sir,

I, A. N. Kukreja, of M/s A. N. Kukreja & Co, Company Secretaries, was appointed as Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the purpose of scrutinizing the remote e-voting and e-voting (Instapoll/ Venue Voting) cast by the shareholders of the Tourism Finance Corporation of India Ltd. (the Company) at the meeting held on Monday, the 17th August, 2020 at 11.30 A.M, at 4th Floor, Tower I, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi -110017, through Video Conference (VC)/ Other Audio Visual Means (OAVM).

We submit our report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to remote e-voting and e-voting system (Instapoll/Venue Voting) by shareholders at the 31st Annual General Meeting on the resolutions proposed in the Notice dated 16.7.2020 of the Annual General Meeting is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means (remote e-voting) and Instapoll/ venue voting) are conducted in a fair and transparent manner and render a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system (remote e-voting and



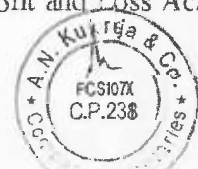
Instapoll/venue voting), both facilities provided by Central Depository Services Limited (CDSL).

2. The Notice of the meeting was sent by electronic mode to those members whose email ids were registered with the Depository Participants. Public notice by way of advertisement was also published on 28.7.2020 in two newspapers - (1) Jansatta (Hindi) and (2) Financial Express (English) specifying details and matters required under the rules.
3. The remote e-voting period commenced at 9.00 AM (IST) on 14.08.2020 and ended on 16.8.2020 at 5 PM (IST).
4. The shareholders of the Company as on the cut-off date (record date) i.e. August 10, 2020 were entitled to avail the facility of remote e-voting as well as Instapoll/venue voting at the AGM on the proposed resolutions.
5. The total paid up equity share capital of the Company as on 10.8.2020 was Rs. 80,07,16,748 divided into 8,07,16,748 equity shares of Rs. 10/- each fully paid up.
6. Attendance of 56 Members was registered who attended the AGM through VC/OAVM and the Chairman requested for Venue Voting at the AGM as per MCA circulars/guidelines referred to above.
7. After completion of e-voting and conclusion of the AGM, the e-voting event was unblocked on 17.8.2020 in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure A.
8. Thereafter the details of equity shareholders who voted "For" or "Against" were downloaded from the e-voting website of Central Depository Services Ltd (www.evotigindia.com).
9. The voting rights were reckoned as on 10.8.2020 (end of day) being the "cut off"/record date for purpose of deciding the entitlement of members at the remote e-voting and Instapoll/venue voting at the AGM.
10. Based on the data provided by CDSL system, the total votes cast in favour or against in respect of all resolutions proposed in the notice of the AGM are as under

Ordinary Business:

a) Resolution 1

To consider and adopt the audited financial statements of the Company including Balance Sheet as at March 31, 2020 and the statement of Profit and Loss Account for



the year ended March 31, 2020 and the reports of Board of Directors and Auditors thereon.

(i) Voted in favour of Resolution:

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	69	10	79
Number of votes cast by them	29703083	43435	29746518
% of total number of Valid votes cast	99.9990	100	99.9990

(ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	9	0	9
Number of votes cast by them	308	0	308
% of total number of Valid votes cast	0.0010	0	0.0010

(iii) Invalid Votes – NIL

b) Resolution 2

To appoint a Director in place of Shri Koppara Sajeve Thomas (DIN: 08069585) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

i) Voted in favour of Resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	67	10	77
Number of votes cast by them	29703083	43435	29746435
% of total number of Valid votes cast	99.9987	100	99.9987



ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	11	0	11
Number of votes cast by them	391	0	391
% of total number of Valid votes cast	0.0013	0	0.0013

iii) Invalid Votes – NIL

Special Business:

c) Resolution 3 - (Ordinary)

To appoint Shri Ravinder Kumar Sood (DIN: 07127966) as Non-Executive Director of the Company liable to retire by rotation under the provisions of Companies Act, 2013 and the Articles of Association of the Company.

i) Voted in favour of Resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	67	10	77
Number of votes cast by them	2960004	43435	2963449
% of total number of Valid votes cast	99.6850	100	99.6861



ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	11	0	11
Number of votes cast by them	93387	0	93387
% of total number of Valid votes cast	0.3144	0	0.3139

iii) Invalid Votes – NIL

d) Resolution 4 - (Ordinary)

To extend the tenure of Shri B M Gupta (DIN: 00065035) as Whole Time Director for a further period of 9 months i.e. from April 1, 2020 up to December 31, 2020 on the existing terms and conditions of appointment.

i) Voted in favour of Resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	67	10	77
Number of votes cast by them	29703000	43435	29746435
% of total number of Valid votes cast	99.9987	100	99.9987

ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	10	0	10
Number of votes cast by them	387	0	387
% of total number of Valid votes cast	0.0013	0	0.0013



iii) Invalid Votes – NIL

e) **Resolution 5 – (Special Resolution):**

To accord consent to the Board of Directors for having made/or making offer or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, on such terms and conditions as it may consider proper, up to an amount not exceeding Rs. 600 core in the year commencing from date of approval by shareholders.

i) Voted in favour of Resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	68	10	78
Number of votes cast by them	29703004	43435	29746439
% of total number of Valid votes cast	99.9987	100	99.9987

ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)	Total
Number of members voting	10	0	10
Number of votes cast by them	387	0	387
% of total number of Valid votes cast	0.0013	0	0.0013

iii) Invalid Votes – NIL



11. The list of equity shareholders who voted "For", "Against" the resolutions (Both through Remote e-voting and Instapoll/Venue Voting at the AGM and all electronic data relating to the AGM has been handed over to the Company Secretary authorized by the Board for safe custody..

For A.N.Kukreja & Co.



(A.N.Kukreja)

Proprietor

FCS: 1070; CP: 2318

ICSI Unique Code: S1995DE014900

UDIN: F001070B000580957.



Date August 17, 2020
New Delhi

Annexure -A

1. The e-votes cast on the resolutions stated in the notice dated 17.7.2020 of the Annual General Meeting of TFCI Ltd held on 17.08.2020 at 11.30 AM at Tower I, NBCC Plaza, Sector V, Pushp Vihar, Saket New Delhi-110017 through video conference/other audio visual means were unblocked in our presence.
2. We are not in the employment of the Company.

Witnesses:

1. Signature *Sandeep*

Name and Address: H/15 N.V.
N-D28

2. Signature *Rakesh*

Name and Address: E 250 Nagaria
New Delhi

Date: 17-08-2020

