

August 16, 2019

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: cmclist@nse.co.in Scrip Code: TCIFINANCE
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Sub: Disclosure of the voting results along with the Consolidated Scrutinizers Report of the 45th Annual General Meeting held on August 14, 2019.

Dear Sir/Madam,

In furtherance to our letter dated August 14, 2019, intimating about the proceedings of the 45th Annual General Meeting of the Company held on Wednesday, August 14, 2019, 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. Tapasvilal Deora & Associates, Practicing Company Secretaries, on the Remote e-voting and poll conducted at the 45th 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 45th Annual General Meeting, as set out in the Notice dated May 22, 2019, have been passed except Resolution No. 4 & 5 as the requisite majority votes required for passing the resolution are not received.

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

Thanking You
For TCI Finance Limited


Srishti Soni
Company Secretary



NAME: **TCI FINANCE LIMITED**

SLNO	DESCRIPTION					
A	DATE OF AGM		14-08-2019			
B	BOOK CLOSURE DATE		07-08-2019 TO 14-08-2019 (BOTH DAYS INCLUSIVE)			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		9232			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		54			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	6	2	8	1285310	9.98493
	PUBLIC	43	11	54	423846	3.29265
	TOTAL	49	13	62	1709156	13.27758
E	No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available.					



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

Resolution No.	1	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 (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		Public- Institutions		Public- Non Institutions		
									Postal Ballot (if applicable)	Total	Postal Ballot (if applicable)	Total	Postal Ballot (if applicable)	Total	
	E-Voting	3,182,285	3,182,285	99.9976	2,885,610	296,675	90.6772	9.3227	0	3,182,285	0	0	0	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	0	0	0	0	0
	Total	3,182,285	3,182,285	99.9976	2,885,610	296,675	90.6773	9.3227	0	3,182,285	0	0	0	0	0
	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0	0	0	0	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	0	0	0	0	0
	Total	0	0	0.0000	0	0	0.0000	0.0000	0	0	0	0	0	0	0
	E-Voting	9,690,133	1,577,616	16.2806	555,419	1,022,197	35.2062	64.7937	0	9,690,133	1,577,616	1,022,197	64,7937	0	0
	Poll	0	202,782	2.0920	202,782	0	100.0000	0.0000	0	0	202,782	0	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	0	0	0.0000	0	0
	Total	9,690,133	1,780,398	18.3726	758,201	1,022,197	42.5860	57.4140	0	9,690,133	1,780,398	1,022,197	42,5860	57,4140	0
	Total	12,872,493	4,962,683	38.5526	3,643,811	1,318,872	73.4242	26.5758	0	12,872,493	4,962,683	1,318,872	73,4242	26,5758	0

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



Resolution No.	3	ORDINARY - Re-appointment of Statutory Auditor									
Whether promoter/ promoter group are interested in the agenda/resolution?	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	Total	3,182,360	3,182,285	99.9976	2,885,610	296,675	90.6772	9.3227			
	E-Voting		0	0.0000	0	0	0.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
Public- Institutions	Total	9,690,133	1,577,616	16.2806	555,419	1,022,197	35.2062	64.7937			
	E-Voting		202,782	2.0920	202,782	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
Public- Non Institutions	Total	12,872,493	1,780,398	18.3726	758,201	1,022,197	42.5860	57.4140			
	Total		4,962,683	38.5526	3,643,811	1,318,872	73.4242	26.5758			

Resolution No.	3	ORDINARY - Re-appointment of Statutory Auditor									
Whether promoter/ promoter group are interested in the agenda/resolution?	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	Total	3,182,360	3,182,285	99.9976	2,885,610	296,675	90.6773	9.3227			
	E-Voting		0	0.0000	0	0	0.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
Public- Institutions	Total	9,690,133	1,577,616	16.2806	555,419	1,022,197	35.2062	64.7937			
	E-Voting		202,280	2.0875	202,280	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
Public- Non Institutions	Total	12,872,493	1,779,896	18.3681	757,699	1,022,197	42.5698	57.4302			
	Total		4,962,181	38.5487	3,643,309	1,318,872	73.4215	26.5785			



Resolution No.	4	SPECIAL - Re-Appointment of Mr. Sanwarnal Gourishanker Jalan as an Independent Director of the Company 00324182 for a second term of five consecutive years						
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	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		3,182,285	99.9976	2,885,610	296,675	0.0000	9.3227
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,182,285	99.9976	2,885,610	296,675	90.6773	9.3227
Public- Institutions	E-Voting		1,577,616	16.2806	555,419	1,022,197	0.0000	0.0000
	Poll		202,782	2.0920	202,782	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,780,398	18.3726	758,201	1,022,197	42.5860	57.4140
Public- Non Institutions	Total		12,872,493	4.962683	3,643,811	1,318,872	73.4242	26.5758

Resolution No.	5	SPECIAL - Appointment of Mr. Rathe Shivam Agarwala as Non executive and Non-Independent Director of the Company.						
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	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		3,182,285	99.9976	2,885,610	296,675	90.6772	9.3227
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,182,285	99.9976	2,885,610	296,675	90.6773	9.3227
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000



Public- Non Institutions	E-Voting												
	Poll												
	Postal Ballot (if applicable)	9,690,133	1,577,616	16,2806	555,419	1,022,197	35,2062	64,7937					
Total		202,782	2,0920	202,782	0	100,0000	0,0000	0,0000					
Public- Non Institutions	E-Voting												
	Poll												
	Postal Ballot (if applicable)	0	0	0,0000	0	0	0,0000	0,0000					
Total	12,872,493	1,780,398	18,3726	758,201	1,022,197	42,5860	57,4148						
Total		4,962,683	38,5526	3,643,811	1,318,872	73,4242	28,5758						

Resolution No.	6	ORDINARY - Approval for related party transactions*											
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes												
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					
	Poll												
Promoter and Promoter Group	Postal Ballot (if applicable)	3,182,360	390,433	12,2687	390,433	0	100,0000	0,0000					
	Total		0	0,0000	0	0	0,0000	0,0000					
Public- Institutions	E-Voting												
	Poll												
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0,0000	0	0	0,0000	0,0000					
	Total		0	0,0000	0	0	0,0000	0,0000					
Public- Non Institutions	E-Voting												
	Poll												
Public- Non Institutions	Postal Ballot (if applicable)	9,690,133	1,577,616	16,2806	555,419	1,022,197	35,2062	64,7937					
	Total		202,782	2,0920	202,782	0	100,0000	0,0000					
Total		12,872,493	1,780,398	18,3726	758,201	1,022,197	42,5860	57,4148					
Total		2,170,831	16,8541	1,148,634	1,072,197	52,9122	47,0878						

*Few shareholders who are related parties have voted for/ against the resolution, however their votes have not been considered in the above table.
The list of related parties has been obtained from the Company Secretary of the 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.

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 the resolutions as set out in the notice of the 45th Annual General Meeting of the Company.
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 defective.
9. The Poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.
10. The consolidated results of e-voting and voting by poll is enclosed as **Annexure 1**.

for Tapasvilal Deora & Associates
Practising Company Secretaries



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

August 15, 2019
Hyderabad

Annexure 1

Item No.	Resolution	Type of resolution	Mode	Number of Members Voting (Person / Proxy/ Evoting)	Total Votes	Favour			Against			Invalid	
						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	Number of Members Voting (Person / Proxy/ Evoting)	Number of Votes cast by them
1	To receive, consider and adopt Standalone and Consolidated Financial Statements for the financial year ended March 31, 2019 and the reports of the Director's and Auditor's thereon	Ordinary	Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
			Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
			Total	72	49,62,683	66	36,43,811	73.42	6	13,18,872	26.58	0	0
2	To appoint a Director in place of Ms. Meera Madhusudan Singh (DIN: 00415866) who retires from office by rotation and being eligible offers herself for reappointment	Ordinary	Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
			Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
			Total	72	49,62,683	66	36,43,811	73.42	6	13,18,872	26.58	0	0
3	Re-appointment of Auditors and to fix their Remuneration	Ordinary	Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
			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	13,18,872	26.58	0	0
4	To re-appoint Mr. Sanwormal Gourishankar Jalan (DIN: 00324182) as an Independent Director of the Company for a second term of five consecutive years	Special	Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
			Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
			Total	72	49,62,683	66	36,43,811	73.42	6	13,18,872	26.58	0	0
5	Appointment of Mr. Radhe Shyam Agarwala (DIN: 00368733) as Non Executive and Non-Independent Director of the Company	Special	Evoting	33	47,59,901	27	34,41,029	72.29	6	13,18,872	27.71	0	0
			Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
			Total	72	49,62,683	66	36,43,811	73.42	6	13,18,872	26.58	0	0
6	Approval for Related Party Transactions*	Ordinary	Evoting	26	19,68,049	21	9,45,852	48.06	5	10,22,197	51.94	0	0
			Poll	39	2,02,782	39	2,02,782	100.00	0	0	0.00	0	0
			Total	65	21,70,831	60	11,48,634	52.91	5	10,22,197	47.09	0	0

*Few shareholders who are related parties have voted for/ against the resolution, however their votes have not been considered in the above table.
The list of related parties has been obtained from the Company Secretary of the Company

for Tapasvilal Deora & Associates
Practising Company Secretaries



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

August 15, 2019
Hyderabad