

September 12, 2019

<b>BSE Limited</b> 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 <b>Scrip Code: 501242</b>	<b>National Stock Exchange of India Ltd.</b> 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 <b>Scrip Code : TCIFINANCE</b>
--	---

Dear Sir,

**Sub: - Outcome of Board Meeting dated September 12, 2019**

This is to inform you that the Board of Directors of the company at its meeting held today i.e. on September 12, 2019 inter-alia transacted the following businesses:

- i. Approved the unaudited standalone financial results as recommended by the Audit Committee and took note of the limited review report for the quarter ended June 30, 2019 in accordance with Regulation 33 of SEBI (LODR) Regulations, 2015

Please find enclosed a copy of the unaudited financial results for the quarter ended June 30, 2019 along with limited review report.

Itag Business Solutions Limited has ceased to become a subsidiary of our Company w.e.f March 5, 2019 and hence provisions relating to consolidation of accounts are not applicable to the Company and are not being submitted henceforth.

- ii. Appointed M/s Tapasvilal Deora & Associates, Practicing Company Secretaries (COP 13087) as the Secretarial Auditor of the Company for the Financial Year 2019-20 in place of existing secretarial auditors.

Disclosures pursuant to Regulation 30 of SEBI (LODR) Regulations read SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure 1

- iii. Appointment of Mr. Ashok Kumar Goyal (holding DIN: 05129899) as an Additional Director (Independent Category) of the Company as recommended by the Nomination and Remuneration Committee with effect from September 12, 2019 who shall hold office upto the conclusion of next Annual General Meeting.



Disclosures pursuant to Regulation 30 of SEBI (LODR) Regulations read SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure 2

- iv. Took note of cessation of Mr. S M Jalan (DIN: 00324182) as an Independent Director of the Company w.e.f September 24, 2019.

Disclosures pursuant to Regulation 30 of SEBI (LODR) Regulations read SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure 3

- v. Reconstitution of Committees

In view of Appointment of Mr. Ashok Kumar Goyal and Cessation of Mr. S M Jalan, the Board has approved the reconstitution of the following committees of the Board with the members as detailed below:

S.NO	Name of the Committee	Composition	Designation	Category
1.	Audit Committee	1. Mr. Ashok Kumar Goyal	Chairman	Non Executive Director (Independent Category)
		2. Dr. Dhanpat Ram Agarwal	Member	Non Executive Director (Independent Category)
		3. Ms. Meera Madhusudan Singh	Member	Non Executive Director
2.	Nomination and Remuneration Committee	1. Mr. Ashok Kumar Goyal	Chairman	Non Executive Director (Independent Category)
		2. Mr. Mahendra Kumar Agarwal	Member	Non Executive Director
		3. Dr. Dhanpat Ram Agarwal	Member	Non Executive Director (Independent Category)
3.	Stakeholder Relationship Committee	1. Dr. Dhanpat Ram Agarwal	Chairman	Non Executive Director (Independent Category)

		2. Mr. Ashok Kumar Goyal	Member	Non Executive Director (Independent Category)
		3. Ms. Meera Madhusudan Singh	Member	Non Executive Director

The meeting of Board of Directors commenced at 12.45 pm and concluded at 4:40pm.

This is for your kind information and records.

Thanking you,

Yours faithfully,  
For **TCI Finance Limited**



**Srishiti Soni**  
Company Secretary



**Independent Auditors' Review Report on Unaudited Standalone Ind AS Quarter Ended Financial Results 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 Ind AS financial results of "TCI Finance Limited" ("the Company") for the Quarter ended June 30, 2019 ("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 ("the Regulations") with SEBI circular No CIR/CFD/CMD1/44/2019 dated March 29, 2019 ("the circular"). Attention is drawn to the fact that the figures for the corresponding quarter ended June 30, 2018, including the reconciliation of loss reported under Ind AS with profit reported under previous GAAP, as reported in this statement, have been approved by the Company's Board of Directors, but have not been subjected to review.

This preparation of the statement 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 Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 as amended, read with SEBI circular No CIR/CFD/CMD1/44/2019 dated March 29, 2019. Our responsibility is to express a conclusion on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standards on Review Engagements (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.

We also performed procedures in accordance with the Circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

3. Basis for qualified Conclusion:

We draw attention to:

- a. Note no 9 of the accompanying statement regarding investments in Optionally Convertible Debentures issued by Amrit Jal Ventures Private Limited (AJVPL) aggregating to Rs. 2349.28 Lakhs and advances given to AJVPL aggregating to Rs. 1417.54 Lakhs besides the amounts of guarantees given to the lenders of AJVPL and its subsidiaries.
- b. Note no 11 of the accompanying statement regarding preparation of the financial statements by the management on a going concern basis for the reasons stated therein.

The ultimate outcome of the above matters on the carrying value of the aforesaid assets and to the Other Equity is presently indeterminable in view of the uncertainties as referred to in the relevant notes to the accompanying Statements referred.

4. 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.

5. Emphasis of matter:

We draw attention to Note 10 of the accompanying statement regarding the accounting treatment and presentation and disclosure relating to sale of pledged shares by the lenders of the Company / lenders of the Related Parties. Our conclusion is not modified in this matter.

for M. Bhaskara Rao & Co.  
Chartered Accountants  
Firm Registration No.000459S



*V K Muralidhar*  
V K Muralidhar  
Partner

Membership No: 201570  
UDIN: 19201570AAAABO1981

Hyderabad, September 12, 2019

**STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2019**

**PART - I**

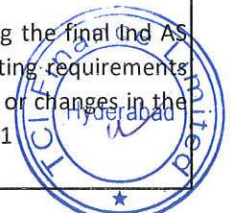
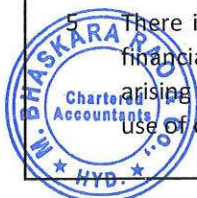
( ₹ in Lakhs)

Sl.No	Particulars	Quarter Ended	
		June 30, 2019	June 30, 2018
		Unaudited	Unaudited
1	Revenue From Operations	81	262
2	Other Income	-	18
3	Total Revenue (1+2)	81	280
4	Expenditure		
	a) Employee Benefits Expense	21	20
	b) Finance Cost	115	189
	c) Depreciation and Amortisation	-	1
	d) Other Expenses	267	16
	Total Expenses	403	226
5	Profit before Exceptional and extraordinary Items and Tax (3-4)	(322)	54
6	Exceptional Items	-	-
7	Profit before extraordinary items and tax (5-6)	(322)	54
8	Extraordinary Items	-	-
9	Profit before Tax	(322)	54
10	Tax Expense		
	a) Current Tax	-	18
	b) Deffered Tax	1	-
11	Profit for the period	(323)	36
12	Other Comprehensive income		
	A. (i) Items that will not be reclassified to profit or loss		
	Remeasurement gain/(loss)on investments	(1,126)	(896)
	Remeasurement gain/(loss)on Corporate Guarantee	(270)	(231)
	Remeasurement gain/(loss)on defined benefit plan	-	-
	(ii) Income tax relating to Items that will not be reclassified to profit or loss		
	<b>Sub total (A)</b>	(1,396)	(1,127)
	A. (i) Items that will be reclassified to profit or loss	-	-
	<b>Sub total (B)</b>	-	-
	<b>Other Comprehensive Income (A+B)</b>	(1,396)	(1,127)
	<b>Total Comprehensive Income for the year</b>	(1,719)	(1,091)
13	Paid Up Equity Share Capital (Face value ` 10/- each)	1287	1287
14	Earnings Per Share - Basic / Diluted (in `) *	(2.51)	0.28

\* Quarter Earnings Per Share figures are not annualised

**Notes:**

- The Indian Accounting Standards (Ind AS), as notified under the Companies (Indian Accounting Standards) Rules, 2015 are applicable to TCI Finance Limited ("the Company") commencing from April 01, 2019 being the date of adoption of Ind AS by the Company. Accordingly, these Unaudited Financial Results prepared in accordance with standards as specified under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under. The date of transition is April 01, 2018. The impact of transition has been accounted for in the opening reserves and the comparative period have been restated accordingly.
- The above unaudited financial results have been reviewed by the audit committee and approved by the Board of Directors at their meeting held on September 12, 2019.
- The statutory auditors have carried out a Limited Review of the above results.
- The Company is mainly engaged in financing activities which constitutes a single business segment.
- There is a possibility that these quarterly financial results may require adjustments before constituting the final Ind AS financial statements as of and for the year ending March 31, 2020 due to changes in financial reporting requirements arising from new or revised standards or interpretations issued by Ministry of Corporate Affairs (MCA) or changes in the use of one or more optional exemptions from full retrospective application as permitted under Ind AS 101



6 The Ind AS complaint figures for the corresponding quarter ended June 30, 2018 including the reconciliation of profit/ (Loss) under Ind AS of the corresponding quarter with the profit / (loss) reported under previous GAAP, have not been subjected to Limited Review or Audit. However, the Management exercised due diligence to ensure that the financial results provide true and fair view of the results in accordance with the Ind AS.

7 A reconciliation between the Profits/ losses as reported earlier (previous IGAAP) and the Ind AS recast profits / loss for the corresponding quarter ended June 30, 2018, is given below

Particulars	Quarter ended June 30, 2018
<b>Net Profit/ (Loss) reported as per the IGAAP</b>	<b>48</b>
Adjustments	
Less: Fair value adjustment on sale of investments	12
<b>Net Profit/ (Loss) reported as per Ind AS</b>	<b>36</b>
Adjustments to other comprehensive income	
Remeasurement gain/(loss)on investments	(896)
Remeasurement gain/(loss)on Corporate Guarantee	(232)
Remeasurement gain/(loss)on defined benefit plan	
<b>Total Comprehensive income / (loss)under Ind AS</b>	<b>(1092)</b>

9 The Company has various exposures to Amrit Jal Ventures Pvt Ltd ( AJVPL) in the form of Equity, Optionally Convertible Debentures (OCDS), Inter Corporate Deposit (ICD'S), Interest accrued thereon and tax deducted at source aggregating to Rs. 4,394.68 Lakhs and guarantees given to the lenders of AJVPL and its subsidiaries aggregating to Rs. 24,346.49 Lakhs (Being the difference between aggregate guarantee less the fair valued guarantee) . On convergence to Ind AS from previous GAAP, investments in equity shares and exposures towards bank guarantee have been recognised at fair value. Investments in OCD's aggregating to Rs. 2,349.18 Lakhs and ICD'S aggregating to Rs. 1417.54 Lakhs have been stated at their carrying values being the amortised cost.

A Case has been filed by one of the Financial Creditors against AJVPL before NCLT, Hyderabad which has been admitted but appeal is pending before NCLAT, Delhi. The Management is however confident about realisation of substantial dues recoverable to it particularly in view of operating profit from Gati Infrastructure Private Limited, one of the wholly owned subsidiary of AJVPL through its hydro power project. In view of the same, management is of the opinion that no provisioning is required for the said carrying values of OCDS and ICDS.

10 **Investments - Sale of pledged shares by lenders:** During the years 2014-15 and 2015-16, 33,47,440 equity shares held by the company in Gati Limited have been pledged with the lenders of the company / lenders of the related parties as a security towards the loans availed either by the Company or by the respective related parties. These shares have been invoked by the respective lenders on default by the Company or the related parties for which the Company has initiated legal action. In view of the same, the shares have been disclosed as " Long Term Investments"

11 **Going Concern :** The financial statements of the company have been prepared on a going concern basis despite financial exposures of the company towards investments in, receivables from, guarantees given on behalf of Amrit Jal Ventures Private Limited and its subsidiaries.

12 The copy of this notice is also posted on the website of the Company at [www.tcifl.in](http://www.tcifl.in) and also on the websites of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com).

Statutory auditors of the Company have qualified their conclusion in their review report with respect to the matters stated at Note No 9 and 11 above

Place: Hyderabad

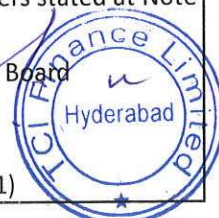
Date: September 12, 2019



For and on behalf of the Board

D R Agarwal

Director (DIN : 00322861)



**Annexure- 1**

Particulars	M/s Tapasvilal Deora & Associates
Reason for Change	Due to Preoccupation in other works, the Existing Auditor DVM Gopal & Associates have showed their unwillingness to be re-appointed as Secretarial Auditor for the Financial year 2019-20
Date of Appointment	Appointed with effect from September 12, 2019
Brief Profile	<p>Tapasvilal Deora &amp; Associates is an integrated Corporate Secretarial &amp; Legal Services Firm having its Headquarters in Hyderabad, founded by Mr. Tapasvilal Deora, who is a fellow member of the Institute of Company Secretaries of India.</p> <p>The Firm offers One-Stop solution for all corporate compliances and legal requirements including Incorporation Services, Firm Registration Services, Legal Document Drafting Services, Corporate Law Consultant, Trademark Services, Company Conversion Services, Meeting Services etc. The core team of the firm has over 20+ years of collective experience.</p>





## Annexure-2

<b>Particulars</b>	<b>Mr. Ashok Kumar Goyal</b>
Reason for Change	Appointed as an Additional Director (Non Executive and Independent) of the Company
Date of Appointment	Appointed with effect from September 12, 2019
Brief Profile	<p>Mr. Ashok Kumar Goyal is a Commerce Graduate. He completed his graduation in Commerce with Bhawanipur College, Kolkata. Mr. Ashok kumar Goyal has over 25 years of rich experience in the Indian Transport Industry and have worked closely with the top ranked transport companies in India. He has specialization in power projects, transportation with NTPC and other Power Companies.</p> <p>Aside being an expert in transport industry, he is also having specialization in Planning, marketing &amp; finance. In 2006, he had done a set up of electrical panel used in Rural Electrification projects under the "Saubhagya Yojana", "DDUGJY" (erstwhile RGGVY) initiated by the Government of India in 2004.</p> <p>He is also having reliable network in power sector, have supported EPC Companies for business development with PGCIL, NTPC etc for 7-10 years. He has made significant contribution as advisor and marketing consultant for various</p>

	<p>power and infra companies.</p> <p>He is currently holding directorship in Yash Electromech System Private Limited and Mindow Global Entertainments Private Limited. Since last 13 years, his company Yash Electrical System, having head office in Delhi and factory in Dehradun, is the most preferred company amongst India top EPC contractors and SEBs.</p> <p>He has the working experience of handling functional areas of operation, finance and also having business knowledge and expertise to turn around the business and skills for new business initiative and development to ensure a sustainable and viable business model.</p> <p>He has a good public relations and networking in the business community.</p>
Relation Between other Directors	Mr. Ashok Kumar Goyal is not related to any other Director of the Company.



### Annexure-3

<b>Particulars</b>	<b>Mr. S M Jalan</b>
Reason for Change	<p>The Board of Directors of the Company at its Meeting held on May 22, 2019 proposed the re-appointment of Mr. S M Jalan as an Independent Director of the Company for second term of five consecutive years subject to the approval of shareholders at the Annual General Meeting.</p> <p>At the Annual General Meeting held on August 14, 2019 the Company did not get the requisite majority votes required for passing the special resolution for re-appointment of Mr. S M Jalan as an Independent Director of the Company, therefore Mr. S M Jalan will be ceased to be the director of the Company w.e.f September 24, 2019.</p>
Date of Cessation	Ceased to be Director of the Company w.e.f September 24, 2019
Brief Profile	Not Applicable
Relation Between other Directors	Not Applicable

