



Tourism Finance Corporation of India Ltd.

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New Delhi-110017

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CIN : L65910DL1989PLC034812

TF/LISTING/22

June 29, 2022

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,

Re: Voting Results of Postal Ballot through remote e-voting

In continuation to our letter dated May 25, 2022, informing about notice of Postal Ballot dated May 19, 2022 ("Notice") seeking approval of members of the Company in respect of the items set out in the Notice through remote e-voting system.

We wish to inform that based on the scrutinizer report dated June 29, 2022 on the Postal Ballot, the members of the Company have duly passed the following resolutions as set out in the Notice:

1. Appointment of Dr. S.Ravi (DIN: 00009790) as a Non-Executive Non-Independent Director of the Company;
2. Appointment and payment of remuneration of Shri Anoop Bali (DIN: 00302077) as a Whole Time Director of the Company.

In view of the above, please find enclosed herewith the following documents:

- (a) Details of voting results in the format specified under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Annexure I
- (b) Report of the scrutinizer - Annexure II

The voting results and scrutinizer report will also be hosted on the website of the Company www.tfcilttd.com.

This is for your kind information and record.

Yours faithfully,

(Sanjay Ahuja)
Company Secretary

Compliance under Regulation 44(3) of the SEBI (LODR) Regulations, 2015								
Company Name			Tourism Finance Corporation of India Limited					
Date of AGM/EGM/Postal Ballot			Postal Ballot/Remote e-voting Period: Monday, May 30, 2022 at 9.00 a.m. (IST) and ended on Tuesday, June 28, 2022 at 5.00 p.m. (IST)					
Total Number of shareholders on record date			64092					
No. of shareholders present in the meeting either in person or through proxy:								
Promoter and Promoter Group:			NA					
Public:			NA					
No. of shareholders attended the meeting through Video Conferencing								
Promoter and Promoter Group:			NA					
Public:			NA					
Resolution (1)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To approve the appointment of Dr. S.Ravi (DIN: 00009790) as a Non-Executive Non-Independent Director 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
Promoter and Promoter Group	E-Voting	25695603	25695603	100.00	25695603	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		25695603	25695603	100.00	25695603	0	100.00
Public Institutions	E-Voting	13173107	181086	1.37	159557	21529	88.11	11.89
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		13173107	181086	1.37	159557	21529	88.11
Public-Non Institutions	E-Voting	51503738	10308030	20.01	10295309	12721	99.88	0.12
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		51503738	10308030	20.01	10295309	12721	99.88
Total		90372448	36184719	40.04	36150469	34250	99.91	0.09



Resolution (2)								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment and payment of remuneration of Shri Anoop Bali (DIN: 00302077) as a Whole Time Director 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
Promoter and Promoter Group	E-Voting	25695603	25695603	100.00	25695603	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		25695603	25695603	100.00	25695603	0	100.00
Public Institutions	E-Voting	13173107	181086	1.37	181086	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		13173107	181086	1.37	181086	0	100.00
Public- Non Institutions	E-Voting	51503738	10308030	20.01	10290460	17570	99.83	0.17
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		51503738	10308030	20.01	10290460	17570	99.83
Total		90372448	36184719	40.04	36167149	17570	99.95	0.05



SCRUTINIZER'S REPORT

To,

The Chairman,
Tourism Finance Corporation of India Limited, (CIN: L65910DL1989PLC034812)
4th Floor Tower I, NBCC Plaza, Pushp Vihar,
Sector 5, New Delhi-110017.

Sub: Scrutinizer's report on Postal Ballot voting by way of remote e-voting in respect of passing of the resolutions set out in the Postal Ballot Notice dated 19th May, 2022. Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 as amended.

Dear Sir,

I, A. N. Kukreja, Proprietor, A. N. Kukreja and Co, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Tourism Finance Corporation of India Limited (the Company) vide resolution passed by the Board of the Company on 19.5.2022 for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process only in a fair and transparent manner and ascertain the requisite majority on the resolutions contained in the Postal Ballot Notice dated 19th May, 2022, issued in accordance with MCA circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and other relevant circulars, as amended from time to time, issued by the Ministry of Corporate Affairs, SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS 2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.

I submit my report as under:

1. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended.



2. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made there under, (ii) MCA circulars and (iii) SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (LODR) relating to e-voting on the resolutions contained in the notice, and for ensuring a secured framework and robustness of electronic voting system.
3. My responsibility as Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members on the resolutions contained in the postal ballot notice based on the reports generated from Central Depository Services Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facility for e-voting ballots received till the time fixed for closing of voting process.
4. The Company has appointed Central Depository Services Limited (CDSL) the service provider for providing the facility of remote e-voting to the members of the Company. The service provider has provided a system for recording the votes of the shareholders electronically.
5. The members of the Company as on the "cut-off date" i.e., 23.05.2022 were entitled to avail facility of remote e-voting on the resolutions set out in the Notice of Postal Ballot dated 19th May, 2022.
6. On 25th May, 2022, the Company completed dispatch of Postal Ballot Notice through email to its members whose names appeared in the Register of Members/List of Beneficial owners received from CDSL/NSDL as on the cut - off date i.e. 23 May 2022 and who have registered their email address with the depositories.
7. As required under sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, advertisements were published by the Company in "Financial Express" (English newspaper) and "Jansatta" (Hindi newspaper) on 27.05.2022 informing about the completion of dispatch/electronic transmission of postal ballot notices to the members.
8. The remote e-voting period commenced at 9AM on May 30, 2022 and ended at 5 PM on June 28, 2022, on the designated website of CDSL: www.e-votingindia.com.
9. The members of the Company had to cast their vote on the resolutions only by remote e-voting facility on the designated website of CDSL.
10. I had monitored the process of electronic voting (i.e remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website.
11. After completion of remote e-voting period, votes cast by them were unblocked on 28.06.2022 in the presence of two witnesses who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I.



12. After ascertaining the votes cast by e-voting/ remote e-voting, I hereby submit the results as under:

SPECIAL BUSINESS:

Resolution No. 1 Ordinary Resolution:

To approve the appointment of Dr. S. Ravi (DIN: 00009790) as a Non-Executive Non-Independent Director of the Company with effect from April 4, 2022, liable to retire by rotation under the provisions of the Articles of Association of the Company.

Total No. of Members	64092		
Total No. of Equity Shares	90372448		
E-voting as per Postal Ballot Notice	From 9.00 am May 30,2022 to 5.00 pm June 28, 2022		
	No. of Members Voted	No. of shares	% of No. of Votes
Total votes cast through E-voting	276	36184719	100
Less: Invalid votes	NIL	NIL	NIL
Total valid votes cast through E-voting	276	36184719	100
Votes cast in favour of resolution	249	36150469	99.91
Votes cast against the resolution	27	34250	0.09

Summary of E-Voting through Postal Ballot Mode

Promoter/ Public Group	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
Promoter and Promoter Group	25695603	25695603	100	25695603	0	100	0
Public Institutional Holders	13173107	181086	1.37	159557	21529	88.11	11.89
Public- Non Institutional Holders	51503738	10308030	20.01	10295309	12721	99.88	0.12
Total	90372448	36184719	40.04	36150469	34250	99.91	0.09



Resolution No. 2: Ordinary Resolution:

To approve the appointment and payment of remuneration of Shri Anoop Bali (DIN: 00302077) as a Whole Time Director of the Company with effect from April 18, 2022 on terms and conditions as set out in the Postal Ballot notice dated 19.5.2022

Total No. of Members	64092		
Total No. of Equity Shares	90372448		
E-voting as per Postal Ballot Notice	From 9.00 am May 30,2022 to 5.00 pm June 28, 2022		
	No. of Members Voted	No. of shares	% of No. of Votes
Total votes cast through E-voting	276	36184719	100
Less: Invalid votes	NIL	NIL	NIL
Total valid votes cast through E-voting	276	36184719	100
Votes cast in favour of resolution	242	36167149	99.95
Votes cast against the resolution	34	17570	0.05

Summary of E-Voting through Postal Ballot Mode

Promoter/ Public Group	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
Promoter and Promoter Group	25695603	25695603	100	25695603	0	100	0
Public Institutional Holders	13173107	181086	1.37	181086	0	100.00	0.00
Public- Non Institutional Holders	51503738	10308030	20.01	10290460	17570	99.83	0.17
Total	90372448	36184719	40.04	36167149	17570	99.95	0.05

13. In view of above analysis of total votes cast, the votes cast in favour exceed the votes cast against the resolutions pertaining to the 2 items of business listed above. The resolutions have accordingly been passed with requisite majority under the provisions of the Companies Act, 2013 and Rules made there under.



14. The list of equity shareholders who voted "For", or "Against" the resolutions (through Remote e-voting and all electronic data relating to the Postal Ballot process has been handed over to the Company Secretary authorized by the Board for safe custody.

For A.N. Kukreja & Co.
Company Secretaries


(A.N. Kukreja)
Proprietor
FCS: 1070/ CP: 2318,
FRN: S1995DE014900
PR Cert 725//2020



UDIN: F001070D000540906.

Place New Delhi
Date: June 29, 2022.

Countersigned by

Chairman/Authorized Signatory

Annexure -I

1. The e-votes cast through remote e-voting on resolutions contained in the postal ballot notice dated 19.05.2022 of Tourism Finance Corporation of India Limited (CIN: L65910DL1989PLC034812) which ended on 28th June, 2022 at 5.00 PM were unblocked in our presence.
2. We are not in the employment of the Company.

Witnesses:

1. Signature Deepak Kumar

Name and Address:
(Deepak Kumar), A-73/3 Naraina, New Delhi

2. Signature R. Malik

Name and Address:
(R Malik), E-20 Rajouri Garden, New Delhi

New Delhi

Date: 28th June, 2022

