

Date: 30-09-2020

<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: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a> <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: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> <b>Scrip Code: TCIFINANCE</b>
---	--

Sub: Disclosure of the voting results along with the Scrutinizers Report of the 46<sup>th</sup> Annual General Meeting held on September 29, 2020.

Dear Sir/Madam,

This is to inform that the 46<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 29<sup>th</sup> September, 2020 at 11:00 a.m. through Video Conferencing ("VC")/Other Audio- Visual Means ("OAVM").

In this regard, we hereby submit the following:


- i. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as **Annexure – I**;
- ii. The Report of Scrutinizer on remote e-voting and voting at AGM (by electronic means) as **Annexure-II**;

Please note that all the resolutions set out in the Notice of 46<sup>th</sup> AGM were passed except Resolution No. 4 & 5 (Resolution for reappointment of Mr. Ramesh Sivaraman as Manager and Approval for Related Party Transactions) as the requisite majority votes required for passing the resolutions was not received by the Company

Further, we would like to inform you that the Shareholders of the Company at the 46<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2020 has not approved the Re-appointment of Mr. Ramesh Sivaraman as Manager of the Company and therefore Mr. Ramesh Sivaraman was ceased to be a Manager of the Company w.e.f 29<sup>th</sup> September, 2020

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

Thanking You  
For TCI Finance Limited

  
Srishti Soni  
Company Secretary



## ANNEXURE-1

NAME: TCI FINANCE LIMITED

SLNO	DESCRIPTION				
A	DATE OF AGM				
B	BOOK CLOSURE DATE				
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE				
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY				
	SHAREHOLDERS	PRESENT IN PERSON/AR	PRESENT THROUGH PROXY/AR	TOTAL	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ( )	8	0	8	3182285
	PUBLIC	29	4	33	489324
	TOTAL	37	4	41	3671609
E	No. of shareholders attended the meeting through Video conferencing ____ 41 ____.				



Date of the AGM/EGM	TCI FINANCE LIMITED
Total number of shareholders on record date	29-09-2020
No. of shareholders present in the meeting either in person or through proxy:	9382
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing	8
Promoters and Promoter Group:	33
Public:	

Resolution No.	1														
Resolution required: (Ordinary/ Special)	ORDINARY - Consider and adopt the audited financial statements for the financial year ended March 31, 2020 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	Votes Invalid	Votes Abstained					
Promoter and Promoter Group	E-Voting	31,82,360	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0					
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0					
	Total		31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0					
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0					
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0					
	Total		0	0.0000	0	0	0.0000	0.0000	0	0					
Public- Non Institutions	E-Voting	96,90,133	21,82,478	22.5227	10,78,756	11,03,722	49.4280	50.5719	0	0					
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0					
	Total		21,82,478	22.5227	10,78,756	11,03,722	49.4280	50.5719	0	0					
	Total	1,28,72,493	53,64,763	41.6762	36,08,887	17,55,876	67.2702	32.7298	0	0					

Resolution No.	2														
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Mahendra Kumar Agarwal DIN 00179779 who retire by rotation and being eligible offers himself for re-appointment														
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	Votes Invalid	Votes Abstained					
Promoter and Promoter Group	E-Voting	31,82,360	31,70,666	99.6325	25,18,512	6,52,154	79.4316	20.5683	1,28,265	11,619					
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0					
	Total		31,70,666	99.6325	25,18,512	6,52,154	79.4316	20.5683	1,28,265	11,619					
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0					
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0					
	Total		0	0.0000	0	0	0.0000	0.0000	0	0					
	Total	31,82,360	31,70,666	99.6325	25,18,512	6,52,154	79.4316	20.5683	1,28,265	11,619					

Public- Institutions	Postal Ballot (if applicable)	Total	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	Votes Invalid	Votes Abstained
	Total	0	0	0	0.0000	0	0	0	0.0000	0	0
	E-Voting	0	0	0	0.0000	0	0	0	0.0000	0	0
	Poll	21,82,478	21,82,478	22,52,27	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0
	Postal Ballot (if applicable)	96,90,133	96,90,133	0	0.0000	0	0	0	0.0000	0	0
	Total	21,82,478	21,82,478	22,52,27	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0
	Total	1,28,72,493	53,53,144	41,58,59	99.9976	36,02,237	17,55,876	67.2296	32.7704	1,28,265	11,619

Resolution No. 3

ORDINARY - Appointment of Mr. Ashok Kumar Goyal 05129899 as an Independent Director of the Company for a first term of five consecutive years

Resolution required: (Ordinary/ 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	Votes Invalid	Votes Abstained
	E-Voting	31,82,360	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	31,82,360	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0
	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	21,75,828	21,75,828	22.4541	10,72,106	11,03,722	49.2734	50.7265	6,650	0
	Postal Ballot (if applicable)	96,90,133	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	21,75,828	21,75,828	22.4541	10,72,106	11,03,722	49.2734	50.7265	6,650	0
	Total	1,28,72,493	53,53,113	41.6245	36,02,237	17,55,876	67.2296	32.7704	6,650	6,650

Resolution No. 4

SPECIAL - Appointment of Mr. Ramesh Sivaraman as Manager of the Company and fix his remuneration

Resolution required: (Ordinary/ 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	Votes Invalid	Votes Abstained
	E-Voting	31,82,360	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	31,82,360	31,82,285	99.9976	25,30,131	6,52,154	79.5067	20.4932	0	0
	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	0	0	0.0000	0	0	0.0000	0.0000	0	0

Public- Institutions



Category	Total	E-Voting	Poll	Postal Ballot (if applicable)	Total	Total	E-Voting	Poll	Postal Ballot (if applicable)	Total	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Public- Non Institutions														
Total	1,28,72,493	21,81,518	0	96,90,133	21,81,518	0	0	0	11,03,722	11,03,722	49,4057	50,5942	0	960
Total	1,28,72,493	21,81,518	0	96,90,133	21,81,518	0	0	0	11,03,722	11,03,722	49,4058	50,5942	0	960
Total	1,28,72,493	53,63,803	41,6687	35,07,927	17,55,876	67,2643	32,7357	0	0	0	0	0	0	960

Resolution No.	ORDINARY - Approval for related party transactions														
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for related party transactions														
Whether promoter/ promoter group are interested in the agenda/resolution?	No														
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes 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	Votes Invalid	Votes Abstained						
Promoter and Promoter Group	31,82,360	31,70,666	99.6325	25,18,512	6,52,154	79.4316	20.5683	25,18,512	11,619						
Total	31,82,360	31,70,666	99.6325	25,18,512	6,52,154	79.4316	20.5683	25,18,512	11,619						
Public- Institutions	0	0	0.0000	0	0	0.0000	0.0000	0	0						
Total	31,82,360	31,70,666	99.6325	25,18,512	6,52,154	79.4316	20.5683	25,18,512	11,619						
Public- Non Institutions	96,90,133	21,82,478	22.5227	10,78,756	11,03,722	49.4280	50.5719	9,449	0						
Total	1,28,72,493	53,53,144	41.5859	35,97,268	17,55,876	67.1992	32.8008	25,27,861	11,619						

Note: Shareholders who are related parties and who have voted in favour of the resolution have been considered as Invalid votes



**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 46<sup>th</sup> Annual General Meeting of the Shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Tuesday, September 29, 2020 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

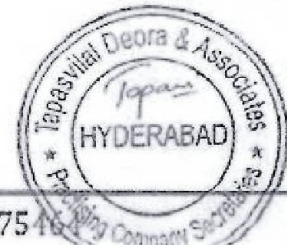
Dear Sir,

I, Tapasvilal Deora, Practising Company Secretary, have been appointed as the Scrutinizer for the purpose scrutinizing the process of voting through electronic means to be carried out by the Company pursuant to Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the resolutions for business transacted at the 46<sup>th</sup> Annual General Meeting of the shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Tuesday, September 29, 2020 at 11:00 A.M. through VC/ OAVM.

**Scrutinizer's Role**

The said appointment as Scrutinizer is pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) the votes of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (ii) the votes of e-voting at the AGM through electronic voting system ("e-voting").





### **Management's Responsibility**

The management of the Company is responsible to ensure the compliances of the Act read with rules, circular and notifications thereof and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to remote e-voting and e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **Scrutinizer's Responsibility**

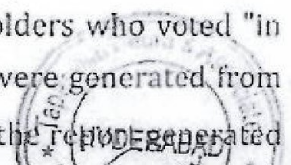
My responsibilities as Scrutinizer is restricted to make a Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice based on the reports generated from the remote e-voting and e-voting systems provided by KFin Technologies Private Limited ("KFin"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide remote e-voting and e-voting facility and attendant papers/ documents furnished to me electronically by the Company and/ or KFin for my verification.

1. The Company has availed facilities offered by KFin for providing remote e-voting and e-voting facilities to the members of the Company.
2. The members holding shares as on September 22, 2020 were entitled to vote on the resolutions as set out in the notice of the 46<sup>th</sup> Annual General Meeting of the Company.

### **Remote e-voting Process**

3. The remote e-voting period remained open from September 24, 2020 at 09:00 A.M. and ended on September 28, 2020 at 05:00 P.M.
4. The remote e-voting was blocked at the end of the voting period i.e. on September 28, 2020 at 05:00 P.M. and were unblocked by me on September 29, 2020 at 11:53 A.M. in the presence of two witnesses who were not in employment of the Company.

Hereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e., <https://evoting.karvy.com>. Based on the reports generated



by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

#### **E-voting process at the AGM**

6. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin.
7. The e-votes cast were unblocked on September 29, 2020 after the conclusion of the AGM.
8. No members casted their votes during the e-voting process at the AGM.
9. The electronic data and all other relevant records relating to remote e-voting and e-voting were sealed and handed over to the Chairman for safe keeping.
10. The consolidated results of remote e-voting and e-voting is enclosed as **Annexure 1**.

#### **Restrictions on Use**

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of KFin. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing .

**for Tapasvilal Deora & Associates  
Practising Company Secretaries**



September 30, 2020  
Hyderabad



*Tapasvilal*

**Tapasvilal Deora**  
M. No.: F9813  
C.P. No.: 13087  
**UDIN: F009813B000822724**



Resolution	Type of resolution	Number of Members Voted	Total Valid Votes	Number of Members Voted	In Favour			Against			Invalid	
					Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Director's and Auditor's thereon	Ordinary	93	53,64,763	79	36,08,887	67.27	14	17,55,876	32.73	0	0	
To appoint a Director in place of Mr. Mahendra Kumar Agarwal (DIN: 00179779) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment*	Ordinary	92	52,24,879	77	34,69,003	66.39	14	17,55,876	33.61	1	1,28,265	
Appointment of Mr. Ashok Kumar Goyal (DIN 05129899) as an Independent director of the Company for a period of five consecutive years	Ordinary	92	53,58,113	78	36,02,237	67.23	14	17,55,876	32.77	0	0	
Re-appointment of Mr. Ramesh Sivaraman as Manager of the Company and fix his remuneration	Special	92	53,63,803	78	36,07,927	67.26	14	17,55,876	32.74	0	0	
Approval for Related Party Transactions*	Ordinary	92	28,25,183	69	10,69,307	37.85	14	17,55,876	62.15	9	25,27,961	

\*Shareholders who are related parties and who have voted in favour of the resolution have been considered as Invalid votes.  
The List of related parties has been submitted to us by the Company Secretary of the Company

for Tapasvital Deora & Associates  
Practising Company Secretaries

*Tapasvital Deora*

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



September 30, 2020  
Hyderabad