

Date: 30-09-2020

**BSE Limited** 

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Scrip Code: 501242

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

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Scrip Code: TCIFINANCE

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:

- 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 46th 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



## NAME: TCI FINANCE LIMITED

DESCRIPTION						
DATE OF AGM			29-09-2	2020		
BOOK CLOSURE DATE			23-09-2	2020 TO 29-	09 <b>-2020</b> ( BOTH	DAYS
TOTAL NUMBER OF SHARECORD DATE	AREHOLDERS ON	ı	9382	,		
			41			
SHAREHOLDERS	PRESENT IN PERSON/AR	THR	DUGH	TOTAL	SHARES	% TO CAPITAL
PROMOTER AND PROMOTER GROUP ()	8	0		8	3182285	24.72159
PUBLIC	29	4		33	489324	3.80131
TOTAL	37	4		41	3671609	28.52290
	DATE OF AGM BOOK CLOSURE DATE  TOTAL NUMBER OF SHARECORD DATE  NO OF SHAREHOLDERS MEETING EITHER IN PERPROXY SHAREHOLDERS  PROMOTER AND PROMOTER GROUP () PUBLIC	DATE OF AGM BOOK CLOSURE DATE  TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUPROXY  SHAREHOLDERS  PRESENT IN PERSON/AR  PROMOTER AND 8 PROMOTER GROUP () PUBLIC 29	DATE OF AGM  BOOK CLOSURE DATE  TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE  NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY  SHAREHOLDERS  PRESENT IN PERSON/AR THROUGH PROXY  PROMOTER AND 8 0  PROMOTER GROUP ()  PUBLIC 29 4	DATE OF AGM  BOOK CLOSURE DATE  TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE  NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY  SHAREHOLDERS  PRESENT IN PERSON/AR  PROMOTER AND PROMOTER GROUP ()  PUBLIC  23-09-2 INCLUS  41  41  PRESENT THROUGH PROXY/AR  O  PROMOTER AND 8  O  PUBLIC  29  4	DATE OF AGM  BOOK CLOSURE DATE  TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE  NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY  SHAREHOLDERS  PRESENT IN PERSON/AR  PROMOTER AND PROMOTER GROUP ()  PUBLIC  23-09-2020 TO 29-INCLUSIVE )  9382  41  41  FRESENT IN THE THROUGH PROXY  AND PRESENT IN THROUGH PROXY/AR  PROMOTER AND 8  PROMOTER GROUP ()  PUBLIC  29  4  33	DATE OF AGM  BOOK CLOSURE DATE  TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE  NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY  SHAREHOLDERS  PRESENT IN PERSON/AR  PROMOTER AND PROMOTER GROUP ()  PUBLIC  23-09-2020 TO 29-09-2020 ( BOTH INCLUSIVE )  41  41  TOTAL SHARES  THROUGH PROXY/AR  8 0 8 3182285

The presence of the person or through proop   215-05-200	Total number of shareholders on record date No. of shareholders present in the meeting eith Promoters and Promoter Groun.			29-09-2020							
Closure   Court   Co	No. of shareholders present in the meeting eith Promoters and Promoter Groun:			0200					The second second		
1   1   1   1   1   1   1   1   1   1	Promoters and Promoter Group.	her in person or th	rough proper	7000							
1	dpois issue			NOT APPICABLE							
1   1   1   1   1   1   1   1   1   1	Public:			NOT APPICABLE							
1   1   1   1   1   1   1   1   1   1	No. of Shareholders attended the meeting throu	ugh Video Confer	encing								
133   142   142   142   143   144   144   145	Promoters and Promoter Group:			8							
1				33							
Vision   V	Resolution No.	1									
Foliable   Foliable	Resolution required: (Ordinary/ Special)	ORDINARY - Con	Sider and adopt the	Linear Paris							
Mode of Voting   Mode	Whether promoter/ promoter group are			and a second	statements for the fi	nancial year ended	March 31, 2020 ar	d the Reports of th	e Directors and Au	ditors thereon.	
Following	interested in the agenda/resolution?	No									
Mode of Voting   Mode			N Sychological		% of Votes Polled on outstanding			% of Vates in favour on votes	% of Votes against on votes		
Postal Ballot (if a supplicable)   Postal Ballot	Category	Mode of Voting	held (1)	polled (2)	(3)=((2)/(1)]* 100	No. of Votes – in favour (4)	_	polled	polled		
Postal isalitot (if a postal isalitot (if		E-Voting		31,82,28	-	25,30,13	- Pagarina i	10)=[[4]/[	(7)=(7)/(2	Votes invalid	Votes Abstained
E-verting   Fortist		Postal Ballat (if	31,82,36	0							0 6
Fortist	Promoter and Promoter Group	applicable)									
E-Voting		Total.		31,82,28		25 30 13					0
Politicable		E-Voting				or octor	0,36,0				0
Pecial Ballot (if		Poll									0
Total   Caboline   C		Postal Ballot (if									0
E-Voting		applicable)									
Postal Ballot (iff		E-Voting		70 00 10		0			0.0000	STATE	0
Postal Ballot (if		Poll		74,00,47		10,78,756					0
Special   1,128,72,493   1,128,72,29		Postal Ballot (if	96,90,133								0
Total   1,28,72,493   53,64,763   41,6762   36,08,887   11,03,722   49,4220   50,5702     2		applicable)				0					
Carrier   1,12,12,12,433   53,54,763   41,6762   36,08,887   17,55,876   67,2702   32,7298		Total			and Standard	10,78,756	11,03,72	7		The second second	
CARDINARY - To appoint Mr. Mahendra Kumar Agarwal DIN 00179779 who retire by rotation and being eligible offers himself for re-appointment action?   No. of votes   No. of votes   Another		lotai	1,28,72,493			36,08,887					0 0
Special   CRDINARY - To appoint Mr. Mahendra Kumar Agarwal DIN 00179779 who retire by rotation and being eligible offers himself for re-appointment actions are not action and being eligible offers himself for re-appointment actions are not action and being eligible offers himself for re-appointment actions are not actions and not action and being eligible offers himself for re-appointment actions are not actions and not action and being eligible offers himself for re-appointment actions are not actions and not action and being eligible offers himself for re-appointment actions action and being eligible offers himself for re-appointment actions action and being eligible offers himself for re-appointment actions action a		2									0
Special   ORDINARY - To appoint Mr. Mahendra Kumar Agarwal DIN 00179779 who retire by rotation and being eligible offers himself for re-appointment agroup are   No. of shares   No. of votes   Shares   Shares   No. of votes   Shares   Shar											
No. of shares   No. of votes   Shares   Shares   No. of votes   Shares		ORDINARY - To ap	point Mr. Mahendr	a Kumar Agarwal (	NO 00179779 who re	tire by rotation an	d being eligible off	ers himself for re-ar	- interest		
Mode of Voting   Mo. of shares   Mo. of votes   Mode of Votes   Mode of Voting   Mode of Voting   Mode of Voting   Mode of Voting   Mo. of Votes   Mode of Voting   Mode of Vo		No									
Mode of Voting   No. of shares   No. of votes   N					% of Votes Polled						
E-Voting         Foundation         31,82,360         12,70,666         12,70,70,70         12,70,70         12,70,70 <t< td=""><td></td><td></td><td>No. of shares held (1)</td><td>No. of votes</td><td>standing</td><td>es – in</td><td>1</td><td>on votes</td><td>% of Votes against on votes polled</td><td></td><td></td></t<>			No. of shares held (1)	No. of votes	standing	es – in	1	on votes	% of Votes against on votes polled		
Political   31,82,360   0 0,00000   0 0,0000   0 0,0000   0 0,0000   0 0,0000   0 0,0000   0 0,00000   0 0,0	ш]			31,70,666	99.6325	.18.512	against (5) 6 52 154	-		Votes Invalid	Votes Abst
Postal ballot (if applicable)	<u>a  </u> c	Poll	31,82,360	0		0	0	0.0000	20.3583	1,28,265	11,61
1ctal   0.0000		Postal Ballot (if		•					00000	0	0
0.0000 0 0.0000	()=	Fotal		31.70.666		0 00000	0	0.0000	0.0000	0	0
00000	<u> </u>	:-Voting		0		710,01,02	6,52,154	79.4316	20.5684	1,28,265	11619
0	a)	llo		0		0 0	0	0.0000	0.0000	0	

		_						-		
	Total			0 0.0000	000	0	0 00000		0.0000	- 6
	E-Voting		0 07 00 10			0	0.0000		000	2 0
	Poll	Г			27 10,78,756	756 11,03,722	722 49.4280		710	0 0
	Postal Ballot (if	96,90,133	133	0.0000	00	0	0.0000		100	
Public- Non Institutions	applicable)									
	Total		050 0016				0.0000	00000	100	C
THE REAL PROPERTY AND ADDRESS OF THE PERSON ADDRESS OF THE PERSON AND ADDRESS OF THE PERSON AD	Total	1.28.72.493					No. of the last of	0,	20	0 0
				41,0809	35,97,268	68 17,55,876	76 67,1992	経過に	128265	765
Resolution No.	m									
Resolution required: fordinary/ social	6									
Whether promoter/ promoter ordinary	ORDINARY - Ap	pointment of Mr. A	ORDINARY - Appointment of Mr. Ashok Kumar Goyal 05129899 as an Independent Director of the Company for a first team of 6.	5129899 as an Inde	ependent Director	of the Company for	a first tarm of first			
interested in the agenda/resolution?	No							consecutive years		
				% of Votes Polled						
				on outstanding			% of Votes in	% of Votes		
Category		No. of shares	No. of votes	shares	No. of Votes - in	No of Votor	lavour on votes	against on votes		
109	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1))* 100	_		polled	-		
	E-Voting	_	31,82,285			ogamor.	16)=[14)/[	(7)=[(5)/(5)]*100	Votes Invalid	Votes Abstained
	Poll					6,52,154			12	0
C C C C C C C C C C C C C C C C C C C	Postal Ballot (if	005,20,15	000			0	0.0000	0.0000	00	
ricinoter and Promoter Group	applicable)			0						
	Total	The second district of the second	31 63 195				0 00000	0.0000	0	-
	E-Voting		24,04,0		25,30,13	1 6,52,154	4 79.5067	2	3	And in case of the last of the
	Poll	1							-	
	Postal Ballot (if	_	0	0,0000		0	0.0000			0 0
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Public- Non Institutions	applicable)		c							
	Total		21 75 879				0.0000	0.0000	-	0
	Total	1,28,72,493	1	74 C24C						RAS
					36,02,237	17,55,876	67,2296	<b>我们</b>		
Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Appoint	ment of har Barne	4.6							
Whether promoter/ promoter group are		Name of the Paris	with the company and fix his remuneration	nager of the Compa	any and fix his remu	uneration				
interested in the agenda/resolution?	No					STATE OF THE SAME				The second second second
5										
				A Ut Votes Polled			% of Votes in	% of Votes		
20000000		No. of shares	No. of votes		No of Water		favour on votes	against on votes		
Category .	Mode of Voting	held (1)		/(1)]* 100	favour (4)	No. of Votes -	polled	polled		
	E-Voting		31,82,285		25,30,131		16)=[(4)/(4)]=(4)	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	Bosts I bell - 1 (16	31,82,360	0	0.0000	0			20.4932		0
Promoter and Promoter Group	applicable)						n:nnon	0.0000		0
	Total		0	0.0000	0	0	0.0000	00000	•	
	E-Voting		51,62,285	926666	25,30,131	6,52,154	79.5067	20 4933		
	Poll		0 0	0.0000	0	0	0.0000	0.0000		
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Fublic- Institutions	applicable)		0	00000						
				00000	5	0	0.0000	0.0000	0	C

	Total		0	0	A STATE OF S	0	0.0000	0.0000	C	0
	E-Voting		21,81,518	22.5128	10,77,796	11,03,722	49,4057			096
	Polf	96 90 133	0	0.0000		0				
Public- Non Institutions	Postal Ballot (if applicable)	20,00,00	С	0.000.0	0	0				
	Total		21,81,518	22 5128	10,77,796	11,03,722	4	100		960
The second secon	Total	1,28,72,493	53,63,803	41,6687	36,07,927	17,55,876	67.2643	32,7357		
Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - App	ORDINARY - Approval for related party transactions	ly transactions						l	
Whether promoter/ promoter group are interested in the agenda/resolution?	ON N									
nav per c.	Marks of Vocition	No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in		% of Votes in favour on votes polled	% of Votes against on votes polled		
Luggeren	E-Voting	(T) man	31,70,666	(3)=[(4)/(1)] 100 favour (4) 99,6325 25	25,18,512	against (5) 6.52.154	_	[5]=[(4)/(2)]*100 (7)=[(5)/(2)]*100 Votes Invalid 79-4316 20-5683 25-18	Votes Invalid	Votes Abstained
	Poll	0100	0							
Promoter and Promoter Group	Postal Ballot (if	31,62,350	o							
	Total		31,70,666	6	25,18,51	6.52,15	7	6	75 18 51	1161
	E-Voting		0							
	Poll		0	0.0000	0	0	0.0000			0
Public- Institutions	Postal Ballot (if applicable)	•	0	0.0000	0	0				
	Total	THE REAL PROPERTY.	0	0	0	0	The state of the s	The second	田田の 中田 田田田	のことのとのなるとのできる
	E-Voting		21,82,478	22.5227	10,78,756	11,03,722	4		9,44	
	Poll	96 90 123	0	000000	0	0	0.0000			0
Public- Non Institutions	Postal Ballot (if applicable)	501,00,00	0	000000	0	0	0.0000			C
	Total		21,82,478	22.5227	10,78,756	11,03,722	7	0,	6776	To the same of the same of
	Total	1,28,72,493	53,53,144	41,5859		The same	67 1997	STATE OF THE PARTY	25	11610

| Total | 1,28,72,493 | 53,53,144 | 41,5859 | 35,97,268 | 17,55,876 | 67,1992 | 32,8008 | Note: Shareholders who are related parties and who have voted in favour of the resolution have been considered as Invalid votes



# TAPASVILAL DEORA & ASSOCIATES

Practising Company Secretaries Office No. 404(2), 4th Floor, Paigah Plaza, Basheerbagh, Hyderabad – 500 063, Telangana

### 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 46th 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 46th 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:

- 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").



Contact Nos.: +91 99662 99213 99855 75

# 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.

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

## Remote e-voting Process

- 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.

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 resolutions.

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.

Deora &

for Tapasvilal Deora & Associates Practising Company Secretaries

Tapasvilal Deora

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

UDIN: F009813B000822724



September 30, 2020 Hyderabad

Annexure 1

						In Favour			Against		Invalid	alid
	Resolution	Type of resolution	Number of Members Voted	Total Valid Votes	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	% of total number of valid votes cast	Number of Members Voted	Number of Votes east by them
out PARTIES	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	Ordinary	93	53,64,763	79	36,08,887	67.27	12	17,55,876	32.73	O	D
	Auditor's thereon  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	1.	17,55,876	33.61		1,28,265
-	Appointment of Mr. Ashok Kumar Goyal (DIN 05129899) as an Independent director of the Company for a period of five	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	Snecial	92	53,63,803	3 7B	36,07,927	67.26	14	17,55,876	32.74	0	0
*	remuneration								17 55 876	6215	9	25.27,961
51	Approval for Related Party Transactions*	Ordinary	92	28,25,183	3 69	10,69,307	37.85	11.0	0/8/5/71			
	*Shareholders who are related parties and who have voted in favour of the resolution have been considered as invalid votes.	and who hav	e voted in fav	our of the resol	lution have bee the Company	n considered as Ir	Malid vote	·				
175	The List of related has deep occurrent									for Ta	pasvilal Deor	for Tapasvilal Deora & Associate:

September 30, 2020 Hyderabad

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Tapasvilal Deora M. No.: F9813 C.P. No.: 13087 for Tapasvilal Deora & Associates
Practising Company Secretaries