

Date: 21-10-2022

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: cmlist@nse.co.in Scrip Code: TCIFINANCE
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Sub: Disclosure of the voting results along with the Scrutinizers Report of the 48th Annual General Meeting held on October 20, 2022.

Dear Sir/Madam,

This is to inform that the 48th Annual General Meeting (AGM) of the Company was held on 20th October, 2022 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 48th AGM were passed with the requisite majority votes required for passing the resolutions.

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

Thanking You

For **TCI Finance Limited**

Deeksha Verma
Digitally signed by
Deeksha Verma
Date: 2022.10.21
13:00:52 +05'30'

Deeksha Verma

Company Secretary & Compliance officer

General information about company

Scrip code	501242
NSE Symbol	TCIFINANCE
MSEI Symbol	NOTAPPLICABLE
ISIN	INE911B01018
Name of the company	TCIFINANCE
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-10-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

Scrutinizer Details

Name of the Scrutinizer	Mr. Tapasvilal Deora
Firms Name	M/s Tapasvilal Deora & Assocites
Qualification	CS
Membership Number	9813
Date of Board Meeting in which appointed	30-05-2022
Date of Issuance of Report to the company	20-10-2022

Voting results

Record date	13-10-2022
Total number of shareholders on record date	9672
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	34
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Receive, consider and adopt the Audited Financial Statements of the Company for financial year ended March 31, 2022 and the reports of the Directors and Auditor's thereon.				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3182360	2790398	87.6833	2138169	652229	76.626	23.374
	Poll							
	Postal Ballot (if applicable)							
	Total		2790398	87.6833	2138169	652229	76.626	23.374
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	9690133	2203709	22.7418	1234113	969596	56.0016	43.9984
	Poll							
	Postal Ballot (if applicable)							
	Total		2203709	22.7418	1234113	969596	56.0016	43.9984
Total		12872493	4994107	38.7967	3372282	1621825	67.5252	32.4748
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr.Rajeev Kumar Yeerla(DIN-08741595) who retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3182360	2790398	87.6833	2138169	652229	76.626	23.374
	Poll							
	Postal Ballot (if applicable)							
	Total		3182360	2790398	87.6833	2138169	652229	76.626
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	9690133	2203709	22.7418	1233073	970636	55.9544	44.0456
	Poll							
	Postal Ballot (if applicable)							
	Total		9690133	2203709	22.7418	1233073	970636	55.9544
Total		12872493	4994107	38.7967	3371242	1622865	67.5044	32.4956
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditor M/s G.D. Upadhyay & Co. and Fixation of Remuneration				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3182360	2790398	87.6833	2138169	652229	76.626	23.374
	Poll							
	Postal Ballot (if applicable)							
	Total		3182360	2790398	87.6833	2138169	652229	76.626
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	9690133	2203709	22.7418	1234113	969596	56.0016	43.9984
	Poll							
	Postal Ballot (if applicable)							
	Total		9690133	2203709	22.7418	1234113	969596	56.0016
Total		12872493	4994107	38.7967	3372282	1621825	67.5252	32.4748
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

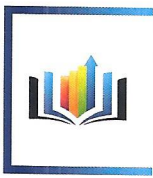
Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Arun Kumar Agarwal (DIN: 01353240) as 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3182360	2790398	87.6833	2138169	652229	76.626	23.374
	Poll							
	Postal Ballot (if applicable)							
	Total		3182360	2790398	87.6833	2138169	652229	76.626
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	9690133	2203709	22.7418	1233140	970569	55.9575	44.0425
	Poll							
	Postal Ballot (if applicable)							
	Total		9690133	2203709	22.7418	1233140	970569	55.9575
Total		12872493	4994107	38.7967	3371309	1622798	67.5057	32.4943
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



TAPASVILAL DEORA
— & Associates —
Practising Company Secretaries

A Peer Reviewed Firm

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FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

of the 48th Annual General Meeting ("AGM") of the Shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Thursday, October 20, 2022 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 of 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 48th Annual General Meeting of the shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Thursday, October 20, 2022 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").



EXPERTISE

- Mergers, Acquisitions & Transaction Advisory
- Corporate Litigation & Representations
- Corporate Secretarial Services
- Corporate Advisory & Restructuring
- Insolvency & Bankruptcy
- Companies Act & LLP
- FEMA & FDI
- NCLT
- Legal Due Diligence
- Capital Markets
- Family Structuring

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 resolution stated in the AGM Notice based on the reports generated from the remote e-voting and e-voting systems provided by National Securities Depository Limited ("NSDL") engaged by the Company to provide remote e-voting and e-voting facility and documents furnished to me electronically by the Company and NSDL for my verification.

1. The Company has availed facilities offered by NSDL for providing remote e-voting and e-voting facilities to the members of the Company.
2. The members holding shares as on October 13, 2022 were entitled to vote on the resolution as set out in the notice of the AGM of the Company.

Remote e-voting Process

3. The remote e-voting period remained open from October 17, 2022 at 09:00 A.M. and ended on October 19, 2022 at 05:00 P.M.
4. The remote e-voting was blocked at the end of the voting period i.e. on October 19, 2022 at 05:00 P.M. and were unblocked by me on October 20, 2022 in the presence of two witnesses who were not in employment of the Company.
5. Thereafter, the details containing, *interalia*, the list of Equity Shareholders who voted "in favour" or "against" on the resolution that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://www.evoting.nsd.com>. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.



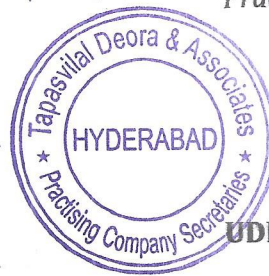
E-voting process at the AGM

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 NSDL.
7. The e-votes cast were unblocked on October 20, 2022 after the conclusion of the AGM in the presence of two witnesses who were not in employment of the Company.
8. The consolidated results of remote e-voting and e-voting is enclosed as **Annexure 1**.
9. The electronic data and all other relevant records relating to remote e-voting and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, the same shall be shared/ handed over to the Chairman/ Company Secretary of the Company for safe keeping.

Restrictions on Use

10. 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 NSDL. 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



Tapasvilal

Tapasvilal Deora

M. No.: F9813

C.P. No.: 13087

UDIN: F009813D001317724

October 20, 2022
Hyderabad

Enclosure: Annexure 1

Annexure 1

Item No.	Resolution	Type of resolution	Number of Members Voted	Total Valid Votes	In Favour			Against			Invalid	
					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 cast by them
1	To receive, consider and adopt the Audited Financial Statements of the Company for year ended March 31, 2022 and the reports of the Director's and Auditor's thereon	Ordinary	93	49,94,107	88	33,72,282	67.53	5	16,21,825	32.47	-	-
2	To appoint a Director in place of Mr. Ram Rajeev Kumar Yeerla (DIN: 08741595) who retires from office by financial rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment	Ordinary	93	49,94,107	86	33,71,242	67.50	7	16,22,865	32.50	-	-
3	Appointment of Statutory Auditors & to fix their remuneration	Ordinary	93	49,94,107	88	33,72,282	67.53	5	16,21,825	32.47	-	-
4	Appointment of Mr. Arun Kumar Agarwal (DIN: 01353240) as Director of the Company	Ordinary	93	49,94,107	87	33,71,282	67.51	6	16,22,825	32.49	-	-

for Tapasvilal Deora & Associates
Practising Company Secretaries



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

October 20, 2022
Hyderabad