

May 30, 2019

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Tel: 022-2272 1233/34 Fax: 022-2272 1919 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>National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. Tel: 022-26598100/14 Fax: 022-26598120 Email: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a>
<b>Scrip code: 501242</b>	<b>Symbol: TCIFINANCE</b>

Dear Sir/Madam,

**Sub: - Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019.**

With reference to the above cited subject and pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Annual Secretarial Compliance Report issued by by Tapasvilal Deora & Associates, Practicing Company Secretaries, Hyderabad.

Kindly take the same on your records.

Thanking you

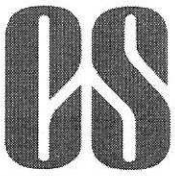
Yours faithfully

**For TCI Finance Limited**



**Srishti Soni**  
**Company Secretary**





Secretarial Compliance Report  
of  
**TCI FINANCE LIMITED**  
for the Financial Year ended 31.03.2019

We, Tapasvilal Deora & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **TCI FINANCE LIMITED** having its Registered Office at Plot No. 20, Survey No. 12, 4th Floor Kothaguda, Kondapur, Hyderabad – 500081, Telangana, hereinafter referred to as “**the listed entity**”
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 (“01.04.2018 to 31.03.2019”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - *Not Applicable during the audit period*



- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not Applicable during the audit period*
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - *Not Applicable during the audit period*
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not Applicable during the audit period*
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *Not Applicable during the audit period*
- (i) The Depositories Act, 1996;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:-

S. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 30 of SEBI LODR Regulations, 2015 read with SEBI Circulars CIR/CFD/CMD/4/2015D disclosure of events or information	Not provided details which needs to be disclosed for material events as per the SEBI Circular	The Company has not submitted the reason for resignation of Director as required under Reg. 30 of SEBI (LODR) Regulations, 2015  We have been informed that the said point was inadvertently missed in the disclosure made to the exchange
2	Regulation 30 of SEBI LODR Regulations - Disclosure of events or information read with SEBI Circulars CIR/CFD/CMD/4/2015	The Company has intimated the stock exchanges details regarding appointment of compliance officer	The Company has intimated the stock exchanges details regarding appointment of compliance officer with a delay of 2 days without providing explanation.



		with a delay	We have been informed that there was an internal administrative issue which led to the said delay.
3	Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 read with circulars Reconciliation of share capital audit report	Delay in submission of RSCA for March 31, 2018 in	As per the BSE Circular No. LIST/COMP/05/2017-18 dated June 14, 2017, the Company was required to submit RSCA within the prescribed time limit, in both XBRL and PDF mode. The Company has submitted the RSCA in XBRL mode within time, however, there was a delay of 2 days in submitting the PDF version for the quarter ended March 31, 2018.
4	Regulation 23 of SEBI (LODR) Regulations, 2015 - Related Party Transactions	The Company has not obtained share holders approval for material related party transactions	The Company has not obtained share holders approval for certain material related party transactions as required under Regulation 23 of SEBI (LODR) Regulations, 2015  We have been informed that most of these related party transactions are part of routine NBFC business of the Company and are in the ordinary course of business

We further report that Ms. Lakshmi Sharma resigned as CS and Compliance officer of the Company w.e.f close of business hours of November 28, 2018. Accordingly, Ms. Srishti Soni was appointed as the Compliance officer of the Company w.e.f December 24, 2018 and was further appointed as the Company Secretary of the Company w.e.f January 31, 2019.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr No.	Action taken by	Details of violation	Details of action taken Eg. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1	BSE and NSE	Notice of non-compliance with Regulation 17(1) for the quarter ended December 31, 2018	Fine of Rs. 5,42,800/- levied	The Company has submitted a detailed reply to the stock exchanges confirming the compliance of Regulation 17 of SEBI (LODR) Regulations, 2015  The Company has not received any further correspondence from the stock exchange in this regard.

(d) The Listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

for Tapasvilal Deora & Associates  
Practising Company Secretaries



*Tapasvilal*

**Tapasvilal Deora**

C.P. No.: 13087

M. No.: F9813

May 30, 2019  
Hyderabad