



# TOURISM FINANCE CORPORATION OF INDIA LTD.

4th Floor, Tower-1, NBCC Plaza, Sec-V, Pushp Vihar, Saket, New Delhi - 110 017

March-26-2012

TFCI/LISTING/2012- 1157

Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Madam,

Further to our letter dated February 17, 2012 enclosing therewith copies of the Postal Ballot Notice, we wish to state that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the shareholders have approved, by way of Special Resolution, the alteration in the Object Clause of the Memorandum of Association of the Company, as proposed in the Notice of Postal Ballot dated January 21, 2012.

Shri Arun Kumar Gupta, Practising Company Secretary, who was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner, submitted his report on the postal ballot and the following results were announced to the shareholders on March 26, 2012 at the registered office of the Company.

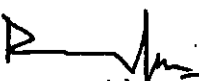
Particulars	No. of Ballot Papers	No. of Votes	%
Votes in favour of the Resolution	905	40988850	99.975
Votes against the Resolution	284	10157	0.025
Invalid Votes	7	1500	0.00
Total	1196	41000507	100.00

The votes cast assenting to the resolution were almost **99.975%** of the total votes (valid) casted and consequently, the Special Resolution mentioned in the Notice of Postal Ballot dated January 21, 2012 was passed by the requisite majority. A copy of Scrutinizer Report is attached herewith.

A public notice is being published in newspapers declaring the result of the Postal Ballot exercise.

Thanking you,

Yours faithfully,

  
(Rajiv Singh)

Sr. Company Secretary & Compliance officer  
Encl.: as stated



# Arun Kumar Gupta & Associates

COMPANY SECRETARIES

The Chairman,  
Tourism Finance Corporation of India Ltd.  
IFCI Tower, 61 Nehru Place,  
New Delhi-110019

## Sub: Scrutinizer's Report

Ref: Obtaining approval by Postal Ballot- Alteration in Object Clause-  
Special Resolution under Section 17 of the Companies Act, 1956

Dear Sir,

The Board of Directors of Tourism Finance Corporation of India Ltd. (**'the Company'**) at its meeting held on January 21, 2012, appointed me the Scrutinizer for conducting the postal ballot exercise, pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

I have scrutinized the postal ballot forms received by the Company till the closing working hours of March 23, 2012, the last date fixed for receipt of the forms by the Company. The Company had completed dispatch of notice of postal ballot along with business reply envelope, on the agenda item, to the shareholders of the Company on February 16, 2012, as per Register of Members /Records of depositories as on February 3, 2012.

On the basis of scrutiny of the Postal Ballot Forms received by me from the shareholders of the Company, I hereby submit my report as under:

1. Particulars of all the Postal Ballot Forms received from members of the Company have been entered in the register maintained for the purpose.
2. The Postal Ballot Forms were kept under safe custody before commencing the scrutiny of the same.
3. The Postal Ballot were forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the register of member of the Company/list of beneficiaries as mentioned in the notice.
4. All Postal Ballot forms received up to the close of working hours on March 23, 2012, the last date and time fixed by the Company for receipt of the forms were considered for the scrutiny.
5. I did not find any defaced or mutilated Ballot Paper.





# Arun Kumar Gupta & Associates

COMPANY SECRETARIES

6. An analysis of Postal Ballot received/votes is given below:

Description of Resolution	Total No. of Postal Ballot Forms/Votes	For		Against		Invalid	
		No. of Postal Ballot Forms	No. of Votes	No. of Postal Ballot Forms	No. of Votes	No. of Postal Ballot Forms	No. of Votes
Special Resolution for alteration in Object Clause of the Memorandum of Association of the Company	1196/ 41000507	905	40988850	284	10157	7	1500

It would be evident from the above results, that out of total votes(valid) casted around 99.975 % are in favour of the Special Resolution for the Alteration in the Object Clause of the Memorandum of Association and only 0.025% against the proposal.

In view of the above fact votes cast in favour of the Special Resolution are more than three times the votes cast against it, the Special Resolution is deemed to have been duly passed by requisite majority at a general meeting convened in that behalf in terms of Section 4 of Section 192A of the Companies Act, 1956.

7. I have handed over the Postal Ballot Forms and other related papers/register and records for safe custody to the Sr. Company Secretary of the company;
8. You may accordingly declare the result of the voting by Postal Ballot.

For ARUN KUMAR GUPTA & ASSOCIATES  
COMPANY SECRETARIES



(ARUN KUMAR GUPTA)

Scrutinizer

FCS: 5551, C. P. No. 5086

Dated: March 26, 2012  
Place: New Delhi