

16.07.2018

To
The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

To
The Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051.

Sub: Intimation of 44th Annual General Meeting, E-voting Information and Book Closure
Ref: Scrip Code 501242 (BSE); TCIFINANCE (NSE)

This is to inform you that, pursuant to Section 96 of the Companies Act, 2013, the 44th Annual General Meeting ("AGM") of the Company will be held on Friday, August 10, 2018, at 11:00 a.m., at Plot no.20, Survey no.12, Ground Floor, Near Rainbow Children Hospital, Kothaguda, Kondapur, Hyderabad-500084

We also hereby inform you that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India(Listing Obligation and Disclosure Requirements) Regulations, 2015, the Share Transfer books and Register of Members of the Company will be closed from Friday, August 3, 2018 to Friday, August 10, 2018 (both days inclusive) for the purposes of AGM.

Further, e-voting facility has been made available to all the members of the Company. The details of e-voting are as follows:

- a) Date and time of commencement of e-voting : From 9.00 a.m. (IST) on Sunday, August 5, 2018
- b) Date and time of end of e-voting : Up to 5.00 p.m. (IST) on Thursday, August 9, 2018
- c) Cut-off date for determining the eligibility to vote : Thursday, August 2, 2018
by electronic means or in the AGM

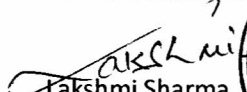
A copy of annual report for the FY 2017-18 including the Notice convening the meeting is attached.

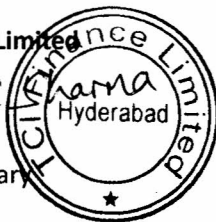
Kindly take the same on your records and acknowledge.

Thanking You

Yours Faithfully

For TCI Finance Limited


Lakshmi Sharma
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting (AGM) of the Members of TCI Finance Limited (the Company) will be held on Friday, the 10th day of August, 2018 at 11.00 am at Plot no.20, Survey no.12, Ground Floor, Near Rainbow Children Hospital, Kothaguda, Kondapur, Hyderabad-500084 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt
 - a) The audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
 - b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2018.
2. To appoint a Director in place of Mr. Mahendra Agarwal, (DIN: 00179779) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any of the Companies Act, 2013 and the rules framed there under, as amended from time to time, consent is accorded to ratify the re-appointment of M/s. M. Bhaskara Rao & Co., Chartered Accountants (Firm Registration No.000459 S) as Statutory Auditors of the Company, who was appointed at the 40th Annual General Meeting to hold office from the conclusion of 40th Annual General Meeting (AGM) till the conclusion of the 45th Annual General Meeting (AGM) of the Company to be held in the year 2019, at such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Dr. Dhanpat Ram Agarwal as Chairman & Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to a declaration from Dr. Dhanpat Ram Agarwal (DIN: 00322861), a Non-Executive Director of the Company, that he meets the criteria for independence as provided in Section 149(6) of the Act and also being eligible for appointment, consent of members of the Company be and is hereby accorded to appoint him as chairman and an Independent Director of the Company holding office for a term of five years, effective from the date of appointment i.e. May 9, 2018 to May 8, 2023 and shall not be liable to retire by rotation.”

By Order of the Board
for **TCI FINANCE LIMITED**

Lakshmi Sharma
Company Secretary
(M. No. A32617)

Hyderabad
May 28, 2018

Registered Office:
Plot No.20, Survey No.12,
4th Floor, Kothaguda,
Kondapur, Hyderabad-500084
Tel: +91 040-7120 4284
Fax: +91 040-2311 2318

CIN: L65910TG1973PLC031293
Website: www.tcifl.in

TCI FINANCE LTD.**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. Profile of Dr. Dhanpat Ram Agarwal being appointed as chairman and an Independent Director is given in the Explanatory Statement.
3. A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
7. Brief profile and other required information about the directors proposed to be appointed/re-appointed, at the Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Central Government is furnished as annexure to the Notice.
8. The Register of Members and Share Transfer Books will remain closed from August 3, 2018 to August 10, 2018 (both days inclusive).
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
12.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
13. Non-Resident Indian Members are requested to inform Karvy Computershare Private Limited, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.

15. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Karvy Computershare Pvt. Ltd.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'Shareholder Registration Form' available on the website of the Company www.tcifl.in to M/s. Karvy Computershare Pvt. Ltd or secretarial department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
17. The shares of the Company are at present listed on the following Stock Exchanges viz., The Bombay Stock Exchange Limited, and National Stock Exchange of India Limited.
18. The Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Meeting.
19. A Route Map showing direction to reach the venue of 44th Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.

20. Voting through electronic means

- a) In Compliance with provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote at the 44th AGM by electronic means and the business shall be transacted through e-voting services provided by M/s. Karvy Computershare Private Limited (Karvy).
- b) The e-voting facility will be available during the following period:
Commencement of e-voting: From 9.00 a.m. (IST) on August 5, 2018
End of e-voting: Up to 5.00 p.m. (IST) on August 9, 2018
- c) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- d) The company has appointed M/s DVM & Associates LLP, Practicing Company Secretaries, Hyderabad as Scrutinizer for conducting the e-voting process and voting process at the meeting (including voting through Ballot Form) in a fair and transparent manner.
- e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 2, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to vote.
- f) The login ID and password for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.

TCI FINANCE LTD.

g) The facility for voting through ballot / polling paper shall be made available at the Meeting, to all the members attending the Meeting, who have not opted e-voting facility. Further, the members who have opted e-voting facility may also attend the Meeting but shall not be entitled vote again. Kindly note that members can opt for only one form of voting i.e. either by Ballot Forms or through e-voting. If members are opting for e-voting then they should not vote by Ballot Forms and vice-versa.

However, in case members casting their vote both by e-voting and Ballot Forms, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

h) Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 2, 2018, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at evoting@karvy.com with a copy to investors_tcif@gati.com. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

i) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the help of scrutinizer, by use of 'Ballot Paper' for all those members, who are present at the meeting, but have not cast their vote by availing e-voting facility.

j) The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. www.tcifl.in and on the website of M/s. Karvy Computershare Private Limited i.e. www.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.

k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 10, 2018.

21. Instructions and other information relating to e-voting:

I. The instructions for e-voting are as under:

i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

ii) Enter the login credentials (i.e., user-id & password). Your folio / DP ID - Client ID will be your User ID.

User ID	For Members holding shares in demat form: i) For NSDL: 8-character DP ID followed by 8-digit Client ID ii) For CDSL: 16-digit beneficiary ID For Members holding shares in physical form: Event number, followed by Folio Number registered with the Company
Password	Your unique password is printed on the form / forwarded via email through the electronic notice
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii) After entering these details appropriately, click on 'LOGIN'.

iv) Members holding shares in demat / physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through M/s Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v) You need to login again with the new credentials.

vi) On successful login, the system will prompt to select the 'Event' i.e., "TCI Finance Limited".

- vii) If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and cast your vote earlier for any company, then your existing login id and password are to be used.
- viii) On the voting page, you will see Resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast your vote, select 'ABSTAIN'. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly, modify your vote.
- ix) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- x) Corporate / Institutional Members (Corporate / FIs / FIIIs / Trusts / Mutual Funds / Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to ansu@dvmgopalandassociates.in with copy to investors_tcif@gati.com. The file scanned image of the Board resolution should be in the naming format 'Corporate Name_ Event number'.
- xi) If you are already registered with M/s. Karvy Computershare Private Limited for e-voting, then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xii) Please contact M/s. Karvy Computershare Pvt. Ltd's toll-free number 1-800-34-54-001 for any further clarifications.
- xiii) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of the e-voting website of M/s. Karvy Computershare Private Limited <https://evoting.karvy.com>.
22. Details of the Director proposed to be re-appointed/appointed at the AGM Scheduled to be held on August 10, 2018 as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Central Government is given below:

Name	Mr. Mahendra Agarwal	Dr. Dhanpat Ram Agarwal
Age	64 Years	59 Years
Qualifications	B.E Mechanical Engineering and Masters in Business Administration	B.Com, Chartered Accountant, LLB and PH.D
Experience (including expertise in specific functional area) Brief Resume	Mr. Mahendra Agarwal is the Founder & CEO of Gati Ltd. – leader and pioneer in Express Distribution and Supply Chain Solutions. He established Gati in 1989 with an aim to redefine the logistics industry. Mr. Agarwal is the driving force behind Gati's journey to its leadership position. Under his visionary leadership, Gati has evolved into a major ILSP (Integrated Logistics Service Provider). Mr. Agarwal is an avid speaker and has been invited to many symposia and forums, leading corporates and prestigious institutes including the IIMs and ISB. In June 2008, he was awarded "Best Entrepreneur of the Year" by Hyderabad Management Association. In September 2010, he received the Lifetime Achievement Award at the 4th Express Logistics & Supply Chain Conclave held at Mumbai. In the same year he was also conferred with the	"Dr. Dhanpat Ram Agarwal is the founder director of ITAG Business Solutions Ltd an organization catering to the IPR needs of Research, Scientific and other organization by creating awareness and serving its clients seamlessly for the last 10 years. His present field of specialization is WTO and IPR Laws. He is also founder trustee of IITRADE a research based institute, engaged in the field of research, training and education on International Trade Management and Intellectual Property Management with various e-learning programmes. He regularly participates in National & International Seminars on WTO Centric topics and has written several articles and presented papers at different forums. He was recently invited by Japan Government as International Research Scholar for conducting research for three months in the field of IPR on the topic of

	<p>Lifetime Achievement Award from ASBM. In 2012, he was honoured with two more awards – ‘Executive of the Year’ Award (Logistics) by Indian Chamber of Commerce (ICC) for his contribution to the Indian Supply Chain & Logistics Industry and “Logistics Promoter Award” at the Logistics Talent Hunt 2012 International Conference. In October 2015, he was presented with the prestigious NITIE Empresario “Most Inspiring Entrepreneur of the Year” award at the NITIE Campus in Mumbai for his contributions to the Indian Logistics Industry.</p> <p>A leader, thinker and philosopher, Mr. Agarwal is an institution by himself. Apart from being on the Board of several Indian companies, Mr. Agarwal is also the founder member of Supply Chain & Logistics Group (SCLG) India (in addition to being a member of the international board of advisors for SCLG Global), member of CII National Council, Special Invitee to CII Southern Region Council, Chairman of CII National Committee of Logistics, member of CII Institute of Logistics Advisory Council, FICCI’s Civil Aviation Committee & FICCI’s Logistics Forum.</p>	<p>“International Exhaustion of Patent Rights and Parallel Imports”-A Comparative Study between India and Japan. His earlier publications include “Monograph on World Trade Organisation” and “Global Meltdown-Road Ahead” .He has organized several conferences and seminars and delivered talks on various burning issues such as GM Food, Brexit ,GST and has been organizing an International Conference on Intellectual Property Rights(IPR) which is known as Global Intellectual Property Convention (GIPC) consecutively for the past 10 years. He is Independent director in several listed companies including Andrew Yule & Co Ltd, a public sector enterprise. He is also the founder trustee of Swadeshi Research Institute and he believes in Swadeshi Economics with his open approach towards globalization in the present era of knowledge and technology. His major thrust area of research is exchange rate and Intellectual Property Right, the two pillars which he believes can move India ahead as a strong nation in the World.</p>
Terms and conditions of re-appointment/ appointment	Non-Executive, Non Independent Director, liable retire by rotation	Independent Director for a period of 5 years, not liable retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Nil	Sitting fees as disclosed in report on corporate governance forming part of the Annual Report for the FY 2017-18
Remuneration proposed to be paid	Nil	As per resolution at item no-4 of the notice convening this meeting read with explanatory statement thereto.
Date of first appointment on the board	November 22, 1991	March 14, 1992
Shareholding in the Company as on March 31, 2018	11619 Equity Shares	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings attended during the financial year (2017-18)	4	3

<p>Directorship of other boards as on March 31, 2018</p>	<p>TCI Industries Ltd. Gati Ltd. Deccan Enterprises Ltd. Amrit Jal Ventures Pvt. Ltd. Mahendra Investment Advisors Pvt. Ltd. Gati-Kintetsu Express Pvt. Ltd. Gati Kausar India Ltd. TCI Telenet Solutions Pvt. Ltd.</p>	<p>Barak Valley Cements Ltd. ITAG Business Solutions Ltd. Lucas Financial Services Pvt. Ltd. Kumpepar Construction Pvt. Ltd. Style Investment & Properties Pvt. Ltd. Andrew Yule & Co Ltd.</p>
<p>Membership/ Chairmanship of Committees of other boards as on March 31, 2018</p>	<p>Gati Ltd Stakeholder Relationship Committee- Member Corporate Social Responsibility Committee- Member Deccan Enterprises Ltd. Audit Committee- Chairman Nomination & Remuneration Committee- Member Amrit Jal Ventures Pvt. Ltd. Audit Committee - Member Nomination & Remuneration Committee- Member Share/Debenture Allotment and Transfer Committee- Member TCI Industries Ltd. Nomination & Remuneration Committee- Member</p>	<p>Barak Valley Cements Ltd. Stakeholder Relationship Committee - Member Nomination & Remuneration Committee- Member Andrew Yule & Co Ltd. Audit Committee- Chairman Stakeholder Relationship Committee- Chairman</p>

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

Item No. 4:

The Company has received a declaration from Dr. Dhanpat Ram Agarwal that he meets the criteria of independence as prescribed both under Section 149(6) of the the Companies Act, 2013 and Securities and Exchnage Board of India (SEBI) (Listing Obligations and Disclosures Requirements) Regulations, 2015. In the opinion of the Board Dr. Dhanpat Ram Agarwal fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director. Dr. Dhanpat Ram Agarwal, existing director was appointed as Chairman of the Board of Directors of the Company. He shall be paid remuneration by way of fee for attending meetings of the Board or Commiittees thereof and reimbursement of expenses for participating in the board and other meetings.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

None of the Directors or KMP or relatives of Directors and KMP, except Dr. Dhanpat Ram Agarwal, are in any way concerned with or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

The Board has recommended the appointment of Dr. Dhanpat Ram Agarwal as Independent Directors for a period of 5 years effective from the date of appoint i.e. May 9, 2018 to May 8, 2023. A brief profile of Dr. Dhanpat Ram Agarwal is given in note no-22.

By Order of the Board
for **TCI FINANCE LIMITED**

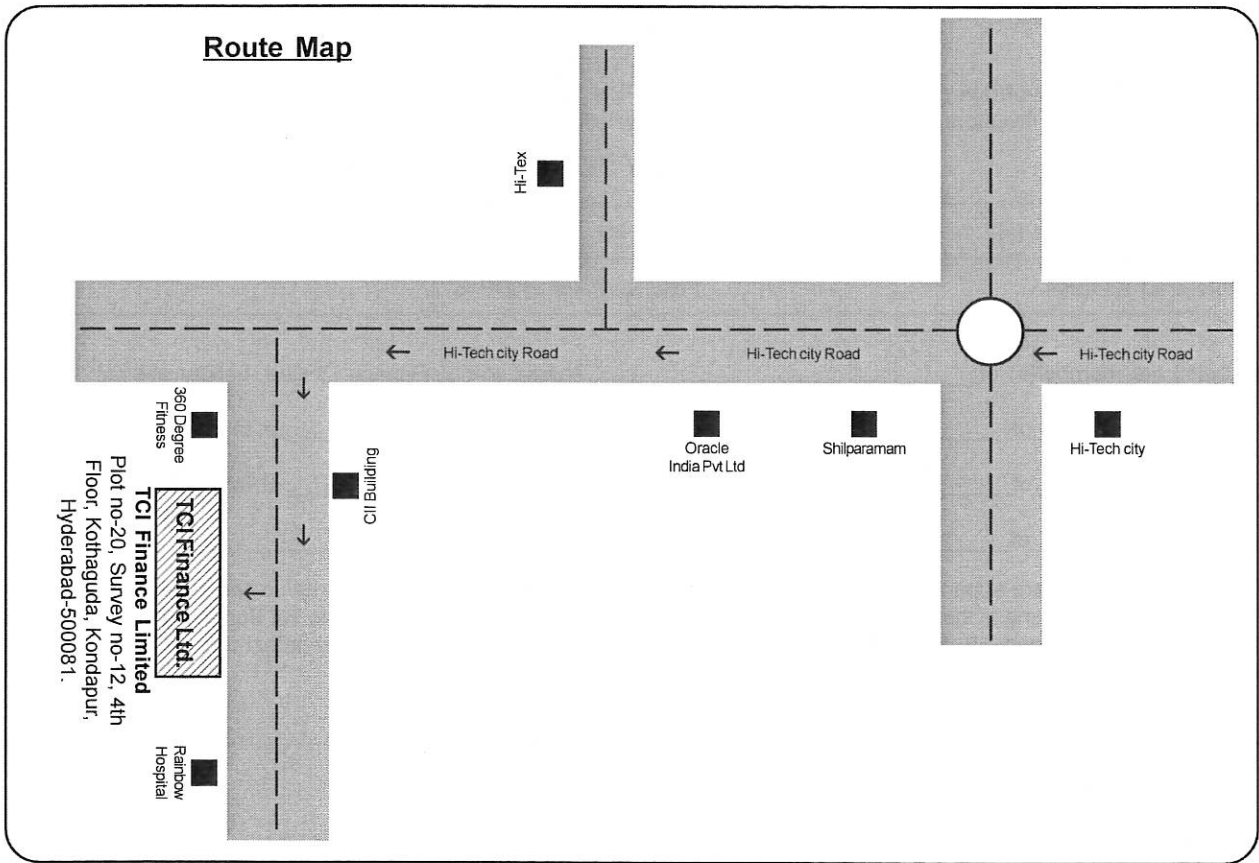
Lakshmi Sharma
Company Secretary
(MNo. A32617)

Hyderabad
May 28, 2018

Registered Office:
Plot No.20, Survey No.12,
4th Floor, Kothaguda, Kondapur,
Hyderabad-500084
Tel: +91 040-7120 4284
Fax: +91 040-2311 2318

CIN: L65910TG1973PLC031293

Website: www.tcifl.in
Email: investors_tcif@gati.com



If Undelivered, please return to :

M/s Karvy Computershare Private Limited

(Unit: TCI Finance Limited)

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli

Financial District, Nanakramguda,

Hyderabad – 500 032

Tel: +91 040 67162222

E-mail: mohsin.mohd@karvy.com