

August 11, 2018

| | |
|---|--|
| 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: cmllist@nse.co.in Scrip Code: TCIFINANCE |
|---|--|

Sub: Disclosure of the voting results along with the Consolidated Scrutinizers Report of the 44th Annual General Meeting held on August 10, 2018.

Dear Sir/Madam,

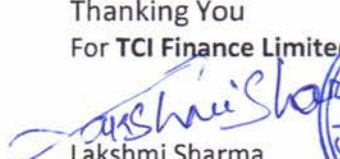
In furtherance to our letter dated August 10, 2018, intimating about the proceedings of the 44th Annual General Meeting of the Company held on Friday, August 10, 2018, at 11:00 am at Plot no.20, Survey no.12, Ground Floor, Near Rainbow Children Hospital, Kothaguda, Kondapur, Hyderabad-500084, we are now pleased to submit the following documents: -

- Consolidated Voting Results (Remote e-voting and poll) in the format prescribed under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached as **Annexure – I.**
- Consolidated Report of the Scrutinizer issued by M/s. DVM & associates LLP, Practicing Company Secretaries, on the Remote e-voting and poll conducted at the 44th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, attached as **Annexure – II.**

We hereby confirm that all the resolutions for approval at the 44th Annual General Meeting, as set out in the Notice dated May 28, 2018, have been passed with requisite majority by the members of the Company.

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

Thanking You
 For TCI Finance Limited


 Lakshmi Sharma
 Company Secretary



NAME: **TCI FINANCE LIMITED**

| SLNO | DESCRIPTION | | | | | |
|------|---|-------------------|--|-------|---------|--------------|
| A | DATE OF AGM | | 10-08-2018 | | | |
| B | BOOK CLOSURE DATE | | 03-08-2018 TO 10-08-2018 (BOTH DAYS INCLUSIVE) | | | |
| C | TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE | | 9519 | | | |
| D | NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY | | 52 | | | |
| | SHAREHOLDERS | PRESENT IN PERSON | PRESENT THROUGH PROXY | TOTAL | SHARES | % TO CAPITAL |
| | PROMOTER AND PROMOTER GROUP () | 9 | 0 | 9 | 2885610 | 22.41687 |
| | PUBLIC | 38 | 5 | 43 | 150950 | 1.17266 |
| | TOTAL | 47 | 5 | 52 | 3036560 | 23.58953 |
| E | No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available. | | | | | |



| | |
|--|---------------------|
| | TCI FINANCE LIMITED |
| Date of the AGM/EGM | 10-08-2018 |
| Total number of shareholders on record date | 9519 |
| No. of shareholders present in the meeting either in person or | |
| Promoters and Promoter Group: | 9 |
| Public: | 43 |
| No. of Shareholders attended the meeting through Video | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| | | | | | | | | |
|---|---|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Resolution No. | 1 | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2018 and the Reports of the Directors and Auditors thereon. | | | | | | | |
| Whether promoter/ promoter group are | No. | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3182360 | 2866439 | 90.0727 | 2866439 | 0 | 100.0000 | 0.0000 |
| | Poll | | 19171 | 0.6024 | 19171 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 2885610 | 90.6751 | 2885610 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 28058 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 9662075 | 5257 | 0.0544 | 1007 | 4250 | 19.1554 | 80.8445 |
| | Poll | | 150492 | 1.5576 | 150492 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 155749 | 1.612 | 151499 | 4250 | 97.2713 | 2.7287 |
| Total | | 12872493 | 3041359 | 23.6268 | 3037109 | 4250 | 99.8603 | 0.1397 |

| | | | | | | | | |
|---|--|--|--|--|--|--|--|--|
| Resolution No. | 2 | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Mr. Mahendra Agarwal (DIN: 00179779) who retire by rotation | | | | | | | |



| Whether promoter/ promoter group are | No | | | | | | | |
|---|----------------------------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3182360 | 2726555 | 85.6771 | 2726555 | 0 | 100.0000 | 0.0000 |
| | Poll | | 19171 | 0.6024 | 19171 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 2745726 | 86.2795 | 2745726 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 28058 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 9662075 | 5257 | 0.0544 | 907 | 4350 | 17.2531 | 82.7468 |
| | Poll | | 150492 | 1.5576 | 150492 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 155749 | 1.612 | 151399 | 4350 | 97.2070 | 2.7930 |
| Total | | 12872493 | 2901475 | 22.5401 | 2897125 | 4350 | 99.8501 | 0.1499 |

| Resolution No. | 3 | | | | | | | |
|---|---|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Resolution required: | ORDINARY - Ratification of re-aappointment of Statutory Auditor | | | | | | | |
| Whether promoter/ promoter group are | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3182360 | 2866439 | 90.0727 | 2866439 | 0 | 100.0000 | 0.0000 |
| | Poll | | 19171 | 0.6024 | 19171 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 2885610 | 90.6751 | 2885610 | 0 | 100.0000 | 0.0000 |
| | E-Voting | 28058 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |



| | | | | | | | | |
|--------------------------|-------------------------------|----------|---------|---------|---------|------|----------|---------|
| Public- Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 9662075 | 5257 | 0.0544 | 1007 | 4250 | 19.1554 | 80.8445 |
| | Poll | | 150492 | 1.5576 | 150492 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Total | | 155749 | 1.612 | 151499 | 4250 | 97.2713 | 2.7287 |
| | Total | 12872493 | 3041359 | 23.6268 | 3037109 | 4250 | 99.8603 | 0.1397 |

| | | | | | | | | |
|---|--|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Resolution No. | 4 | | | | | | | |
| Resolution required: (Ordinary/ Special) | SPECIAL - Appointment of Dr. Dhanpat Ram Agarwal(00322862) as an Independent Director and Chairman | | | | | | | |
| Whether promoter/ promoter group are | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3182360 | 2866439 | 90.0727 | 2866439 | 0 | 100.0000 | 0.0000 |
| | Poll | | 19171 | 0.6024 | 19171 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 2885610 | 90.6751 | 2885610 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 28058 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 9662075 | 5257 | 0.0544 | 1007 | 4250 | 19.1554 | 80.8445 |
| | Poll | | 150492 | 1.5576 | 150492 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 155749 | 1.612 | 151499 | 4250 | 97.2713 | 2.7287 |
| | Total | 12872493 | 3041359 | 23.6268 | 3037109 | 4250 | 99.8603 | 0.1397 |





CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman,

M/s. TCI Finance Limited,
Plot no.20, Survey no.12,
Near Rainbow Children Hospital,
Kothaguda, Koridapur,
Hyderabad-500084

Dear Sir,

SUB: Consolidated Scrutinizers Report of E-Voting and Physical Voting at AGM
REF: Notice of 44th Annual General Meeting

We M/s. DVM & associates LLP, Practicing Company Secretaries, Represented by Ms. Ansu Thomas, were appointed as Scrutinizers by vide resolution passed by the Board at its Meeting held on May 28, 2018.

- a) To scrutinize the Remote E-voting process for the items to be transacted at the 44th Annual General Meeting to be held on August 10, 2018 along with Ballots received, who could not access the remote E-voting;
- b) To scrutinize the Physical Ballot (Poll) voting process at the 44th Annual General Meeting at 11.00 A.M on August 10, 2018 for the shareholders who have not opted to vote through the Remote e-voting process.

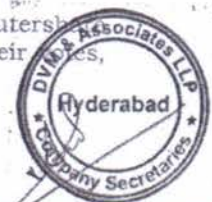
M/s. Karvy Computershare Private Limited (Karvy), (Service Provider), has provided a system for recording the electronic votes of the Shareholders on all the items of the business (both Ordinary and Special Business) sought to be transacted at the 44th Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website <https://www.evoting.karvy.com>.

The Company has also allowed physical voting through Poll System for those shareholders, who were present at the Company's Annual General Meeting, held at 11.00 AM on August 10, 2018 and has not opted to vote through the remote e-voting process.

We hereby submit our report as under:

1. The remote e-voting period remained open from 09.00 A.M. on August 05, 2018 to 05.00 P.M. on August 9, 2018. Upon conclusion of the e-voting period, the E-voting votes were unblocked on August 10, 2018 at around 11:50 A.M, in the presence of two witnesses' Ms. Usha Rani and Mr. Ravula Sandeep, who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited in ballot box kept open for voting, upon completion, the same were un-locked in my presence.
3. The Shareholders as on August 02, 2018, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. On completion of voting at the Meeting, the Service Provider, M/s. Karvy Computershare Private Limited (Karvy) provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the Resolutions.

Page 1 of 4



5. We have collated the votes downloaded from e-voting system and the votes cast through physical ballot to declare the final results for each of the resolution forming part of the AGM Notice and ascertained number of Shares voted "in favor" or "against" or "invalidated votes"
6. Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted 'FOR', 'AGAINST' and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the results by the Company.

We hereby submit Consolidated Scrutinizer's Report as per the provisions of Section 108 of the Companies Act, 2013 and Clause 44 of the Listing Regulation, containing the following results for every resolution under **E-Voting & Physical voting**:

ITEM NO. 1:

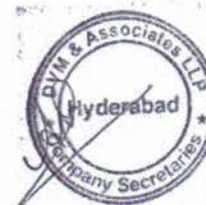
Ordinary Resolution - Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon:

| | | |
|---|---|---|
| 1 | Total No. of Members responded | 63 |
| 2 | Total No. of Votes / Shares received | 3041360 |
| 3 | Total No. of Valid Votes/Shares | 3040956 (100.00%) |
| 4 | Resolution Voting: | |
| No. of votes/shares received for the resolution (%) | No. of votes/shares received against the resolution (%) | Neutral/Invalid/Abstain votes |
| 3036706 (99.8603%) | 4250 (0.1397%) | 404 |
| No. of Shareholders voted for the resolution | No. of Shareholders Voted against the resolution | No. of Shareholders Votes Neutral/Invalid/Abstain |
| 59 | 3 | 1 |

ITEM NO. 2:

Ordinary Resolution- Re-Appointment of Mr. Mahendra Agarwal (DIN: 00179779) as Director retiring by rotation:

| | | |
|---|---|-------------------------------|
| 1 | Total No. of Members responded | 63 |
| 2 | Total No. of Votes / Shares received | 3041360 |
| 3 | Total No. of Valid Votes/Shares | 2901072 (100.00%) |
| 4 | Resolution Voting: | |
| No. of votes/shares received for the resolution (%) | No. of votes/shares received against the resolution (%) | Neutral/Invalid/Abstain votes |
| 2896772 (99.8501%) | 4350 (0.1499%) | 140288 |



| | | |
|--|---|--|
| No. of Shareholders voted for the resolution | No. of Shareholders Voted against the resolution | No. of Shareholders Votes Neutral/Invalid/Abstain |
| 56 | 4 | 3 |

ITEM NO. 3:

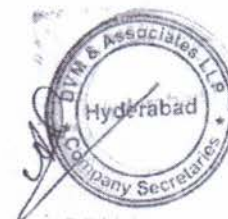
Ordinary Resolution- Ratification of the appointment of M/s. M. Bhaskara Rao & Co. Chartered Accountants (Firm Registration No. 000459 S) as Statutory Auditors:

| | | |
|---|--|--|
| 1 | Total No. of Members responded | 63 |
| 2 | Total No. of Votes / Shares received | 3041360 |
| 3 | Total No. of Valid Votes/Shares | 3040956 (100.00%) |
| 4 | Resolution Voting: | |
| No. of votes/shares received for the resolution (%) | No. of votes/shares received against the resolution (%) | Neutral/Invalid/Abstain votes |
| 3036706 (99.8603%) | 4250 (0.1397%) | 404 |
| No. of Shareholders voted for the resolution | No. of Shareholders Voted against the resolution | No. of Shareholders Votes Neutral/Invalid/Abstain |
| 59 | 3 | 1 |

ITEM NO. 4:

Ordinary Resolution- Appointment of Dr. Dhanpat Ram Agarwal (DIN: 00322862) as Chairman & Independent Director of the Company:

| | | |
|---|--|--|
| 1 | Total No. of Members responded | 63 |
| 2 | Total No. of Votes / Shares received | 3041360 |
| 3 | Total No. of Valid Votes/Shares | 3040956 (100.00%) |
| 4 | Resolution Voting: | |
| No. of votes/shares received for the resolution (%) | No. of votes/shares received against the resolution (%) | Neutral/Invalid/Abstain votes |
| 3036706 (99.8603%) | 4250 (0.1397%) | 404 |
| No. of Shareholders voted for the resolution | No. of Shareholders Voted against the resolution | No. of Shareholders Votes Neutral/Invalid/Abstain |
| 59 | 3 | 1 |



We further confirm that the Registers and records generated from the remote e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic and Physical means are being maintained in electronic form.

The Registers and all other records/papers relating to e-voting and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

Thanking you,

For DVM & Associates LLP
Company Secretaries
L2017KR002100


Ansu Thomas
Partner
C. P. No: 16696
M. No: F8994



Place: **Hyderabad**
Date: 11.08.2018

