

TCI FINANCE LIMITED

CIN: L65910TG1973PLC031293

Regd Office: Plot No. 20, Survey No. 12, 4th Floor, Kothaguda, Kondapur,

Hyderabad - 500081, Telangana. Ph:04071204284

Email Id: investors@tcifl.in, Website: www.tcifl.in

NOTICE CONVENING 46TH (FOURTY SIXTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 46th (Fourty Sixth) Annual General Meeting (AGM) of the members of TCI Finance Limited ("the Company") will be held on Tuesday the 29th day of September 2020 at 11.00 A.M IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business

The Proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered office of the Company at Plot No. 20, Survey No.12, 4th Floor, Kothaguda Kondapur Hyderabad, Telangana 500081 India.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Director's and Auditor's thereon.
2. To appoint a Director in place of Mr. Mahendra Kumar Agarwal (DIN: 00179779) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment

SPECIAL BUSINESS:

3. Appointment of Mr. Ashok Kumar Goyal (DIN 05129899) as an Independent director of the Company for a period of five consecutive years

The Shareholders are requested, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

'RESOLVED that pursuant to the provisions of sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') and the Companies (Appointment and qualification of Directors) Rules 2014 read with Schedule IV to the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, consent of the members of the Company be and is hereby accorded to appoint Mr. Ashok Kumar Goyal (DIN 05129899), who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an additional director under section 161(1) of the Companies Act, 2013 on 12th September, 2019 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013, and who vacates his office at this AGM, be and is hereby appointed as an independent director of the Company for a first term of five consecutive years effective from 12th September, 2019 upto 11th September 2024 and whose term shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

4. Re-appointment of Mr. Ramesh Sivaraman as Manager of the Company and fix his remuneration

The Shareholders are requested, to consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act and other applicable rules prescribed there under (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other approvals/sanctions, as may be necessary and as recommended by Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. Ramesh Sivaraman as

Manager of the Company for a period of 3 (Three) years with effect from July 1, 2020 on such terms and conditions and at a remuneration as provided in the Explanatory Statement under Section 102 of the Companies Act, 2013 for this item of business."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board") which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), be authorized, to alter and vary the terms and conditions of re-appointment and / or the aggregate of the remuneration and perquisites as aforesaid provided the same in any financial year shall not exceed the limit from time to time under Section 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force or otherwise as may be permissible at law and as agreed between the company and Mr. Ramesh Sivaraman from time to time."

"RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ramesh Sivaraman, Manager of the Company, remuneration by way of salary, perquisites and allowances in accordance with the applicable provisions of Schedule V of the Act thereto and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

5. Approval for Related Party Transactions

The Shareholders are requested, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other applicable provisions if any, consent of the members of the Company be and is hereby accorded for ratification / approval of related party transactions entered into by the Company with related parties as detailed in the explanatory statement."

"RESOLVED FURTHER THAT the Board of Directors of the Company and /or Committee thereof, be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

NOTES:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General circular No. 20/2020 dated May 5, 2020 read together with General circular no.14/2020 & 17/2020 dated April 8, 2020 and General circular No. 17/2020 dated April 13, 2020 respectively, (collectively referred to as "MCA Circulars) and Securities and Exchange Board of India (SEBI) circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, permitted the holding of this Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
2. In Compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars, the Annual General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as "e-AGM."

The Company has appointed M/s Kfin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited), Registrars and Share Transfer Agents to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

3. 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. The relevant details, pursuant to regulations 26(4) and 36(3) of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 ("SEBI Listing Regulations") and clause 1.2.5 of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment as mentioned in item no. 2 & 3 of this Annual General Meeting ("AGM") Notice is also annexed hereto. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
4. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars dated 8th April, 2020 vide circular no. 14/2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020,, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. 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.
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. 23 & 24. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, circulation of the physical copy of the Annual report has been dispensed off.
7. Pursuant to section 91 of the Companies Act, 2013 and rules thereon read with regulation 42(5) of SEBI Listing regulations, 2015, The Register of Members and Share Transfer Books will remain closed from Wednesday September 23, 2020 to Tuesday September 29, 2020 (both days inclusive).
8. However, pursuant to Section 113 of Companies Act, 2013, Body Corporate are entitled to appoint authorised representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cstapasvideora@gmail.com with a copy marked to evoting@kfintech.com and investors@tcifl.in
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. However Members can continue to hold shares in physical form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Kfin Technologies Private Limited ("KFIN") for assistance in this regard.
10. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Act, may please be sent to investors@tcifl.in
11. Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company's investor email-id investors@tcifl.in on or before Thursday, September 24, 2020, so as to enable the Management to keep the information ready. Please note that, Members questions will be answered only if they continue to hold the shares as of Tuesday, September 22, 2020, i.e. the 'cut-off' date for e-voting

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 Kfin Technologies 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. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to the Registrar and Share Transfer Agents along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).
15. As per Regulation 40(7) of the SEBI (LODR) Regulations, 2015, as amended, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. In case of transmission of shares held in physical mode, it is mandatory to furnish a self-attested copy of the PAN Card of the legal heir(s) / Nominee(s).
16. 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. Members are requested to register/update their email addresses, with the Depository Participant (in case of shares held in depository form) or Kfintech (in case shares held in physical form).
17. At the 45th (Fourty Fifth) AGM held on August 14, 2019, the Members approved appointment of M/s M. Bhaskara Rao & Co, Chartered Accountants (Firm Registration No. 000459S) as Statutory Auditors of the Company to hold office for a period of 3 (three) years from the conclusion of the 45th (Fourty Fifth) AGM till the conclusion of the 48th (Fourty Eighth) AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.
18. In terms of sections 101 and 136 of the Act read together with the Rules made thereunder, and MCA Circular the listed companies may send the notice of AGM and the annual report, including financial statements, Directors' Report, etc. by electronic mode. The Company is accordingly sending soft copies of the above-referred documents to all those members who have registered their email IDs with their respective depository participants or Karvy. The Annual Report, Notice of AGM is also available at the Company's website www.tcifl.in
19. The shares of the Company are at present listed on BSE Limited, and National Stock Exchanges of India Limited. The listing fee of BSE Limited for the year 2020-21 has been paid to the Stock Exchanges, however the listing fee of National Stock Exchange for FY 2020-21 is yet to be paid
20. In compliance with the MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12 May 2020 and owing to the difficulties involved in dispatching of, physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM indicating the process and manner of Electronic Voting are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Member may note that Notice and Annual Report 2019-20 will also be available on the website of the Company at www.tcifl.in. The Notice can also be accessed from the websites of the Stock Exchanges where the shares are listed and traded, viz, www.bseindia.com, www.nseindia.com. The AGM Notice is also available on the website of Karvy i.e <https://evoting.karvy.com/>

21. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

23. 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, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), , the Company is pleased to provide facility to the members to exercise their right to vote at the 46th AGM by electronic means and the business shall be transacted through e-voting services provided by Kfin Technologies Private Limited (Kfintech) on resolutions set forth in this notice.

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Thursday, 24th September, 2020

End of remote e-voting: Up to 5.00 p.m. (IST) on Monday 28th September, 2020

- b) The Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Kfin Technologies Private Limited upon expiry of aforesaid period.
Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM
- c) The Board of Directors has appointed Mr. Tapasvilal Deora of M/s Tapasvilal Deora & Associates, Practicing Company Secretaries, Hyderabad as Scrutinizer for conducting the remote e-voting process and voting process at the meeting (including voting through e-poll) in a fair and transparent manner.
- d) 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 Tuesday 22nd September, 2020. 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 cast their votes by remote e-voting as well as avail the facility of e-voting at the AGM through VC/OAVM.
- e) The Members who have cast their vote by remote e-voting prior AGM may also attend /participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- f) Any person who become members of the Company after emailing of the Notice of the Meeting and holding shares as on the cut-off date i.e. Tuesday, 22nd September, 2020, 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@tcifl.in. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- g) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- h) The Voting rights of Members shall be in proportion to their shares in the paid up equity Share Capital of the Company as on the cutoff date.
- i) The Scrutinizer, shall, immediately after the conclusion of e-voting at the AGM, first scrutinize the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours

of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- j) In accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within 48 hours of conclusion of AGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company www.tcifl.in and on the website of <https://evoting.karvy.com> immediately after the declaration of result. The results shall also be immediately forwarded to the exchanges, where the shares of the company are listed & traded. The results shall also be displayed on the notice board at the registered office of the company.
- 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. 29th September, 2020

24. A. Instructions and other information relating to Remote e-voting:

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

- i) Open your web browser during the voting period and navigate to URL: <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 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 KFin Technologies 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., 'Company Name'.
- 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'.
- ix) 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.

- x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi) 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 cstapasvideora@gmail.com with copy to investors@tcifl.in and evoting@karvy.com and may also upload the same in the e-voting in their login. The file scanned image of the Board resolution should be in the naming format 'Corporate Name_ Event number'.
- xii) If you are already registered with Kfin Technologies 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).
- xiii) Please contact Kfin Technologies Pvt. Ltd.'s toll-free number 1-800-34-54-001 for any further clarifications.
- xiv) 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 Kfin Technologies Private Limited <https://evoting.karvy.com>.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- ii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iii. 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, i.e., Tuesday, 22nd September 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- iv. Any person, who acquires shares and becomes Member of the Company after the dispatch of the Notice and holds shares as on the Cut-off date i.e. Tuesday, 22nd September 2020 may write to Karvy on the email Id: evoting@karvy.com or to Mr Mohd Mohsin Uddin Senior Manager Ph: 040-67161562, at KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, SerilingampallyMandal, Hyderabad - 500032, India, requesting for User ID and Password.
- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- a. The Company will provide VC / OAVM facility to its Members for participating at the AGM. Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kintech.com> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- (i) Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kintech.com>
- (ii) Enter the login credentials (i.e., User ID and password for e-voting).
- (iii) After logging in, click on "Video Conference" option.
- (iv) Then click on camera icon appearing against AGM event of TCI Finance Limited, to attend the Meeting
- b. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the Remote E-voting instructions.

- c. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Thursday, 24th September 2020 to Saturday, 26th September 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- d. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
- e. Members, who need assistance before or during the AGM, can contact KFinTech on emeetings@kintech.com or call on toll free numbers 1800-425-8998/1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- f. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com>.
- g. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- h. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- i. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

D. PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

- a. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to the Members whose e-mail address is registered with the Company or with the Registrar and Share Transfer agent or with the Depository Participant(s). Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 - b. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by sending an email to the Company or to the Registrar and Share Transfer agent with details of folio number and attaching a self attested copy of PAN card and copy of share certificate to investors@tcifl.in or to KFinTech at einward.ris@kintech.com.
 - c. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
 - d. Shareholders are also requested to visit the website of the company www.tcifl.in or websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, or the website of the Registrar and Share Transfer Agent ("KFinTech") <https://evoting.kfintech.com> for downloading the Annual Report and Notice of the AGM.
- 25. Details of the Director proposed to be re-appointed/appointed at the AGM Scheduled to be held on September 29, 2020 (Pursuant to Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:**

Name of Director	Mr. Mahendra Kumar Agarwal	Mr. Ashok kumar Goyal
Age	66	63
Qualifications	B.E Mechanical Engmneering and Masters in Business Administration	Commerce Graduate
Experience (including expertise in specific functional area) Brief Resume	<p>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 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>Mr. Ashok kumar Goyal has over 25 years of rich experience in the Indian Transport Industry and have worked closely with the top ranked transport companies in India. He has specialization in power projects, transportation with NTPC and other Power Companies.</p> <p>Aside being an expert in transport industry, he is also having specialization in Planning, marketing & finance. In 2006, he had done a set up of electrical panel used in Rural Electrification projects under the "Saubhagya Yojana", "DDUGJY" (erstwhile RGGVY) initiated by the Government of India in 2004.</p> <p>He is also having reliable network in power sector, have supported EPC Companies for business development with PGCIL, NTPC etc for 7-10 years. He has made significant contribution as advisor and marketing consultant for various power and infra companies.</p> <p>He is currently holding directorship in Yash Electromech System Private Limited and Mindow Global Entertainments Private Limited. Since last 13 years, his company Yash Electrical System, having head office in Delhi and factory in Dehradun, is the most preferred company amongst India top EPC contractors and SEBs.</p> <p>He has the working experience of handling functional areas of operation, finance and also having business knowledge and expertise to turn around the business and skills for new business initiative and development to ensure a sustainable and viable business model.</p>
Nature of Expertise in Specific Functional areas	Management and Strategy	Economics and Statistics
Terms and conditions of appointment/ Re-appointment	Non-Executive, Non Independent Director, liable to retire by rotation	Independent Director for a period of 5 years, not liable to retire by rotation
Remuneration Proposed to be paid Paid	Nil	Remuneration will be paid by way of Sitting fee

Remuneration last drawn including sitting fees, if any	Nil	Sitting fees as disclosed in report on corporate governance forming part of this Annual Report for the FY 2019-20.
Date of First appointment	November 22, 1991	September 12, 2019
Details of shares held in the Company as on 31.03.2020	11619	6650
Directorship of other Boards as on 31.03.2020	<ol style="list-style-type: none"> 1. TCI Industries Limited 2. Gati Limited 3. Deccan Enterprises Limited 4. Amritjal Ventures Private Limited 5. Gati Kausar India Limited 6. Gati-Kintetsu Express Pvt. Ltd. 7. Mahendra Investment Advisors Pvt. Ltd. 8. TCI Telenet Solutions Pvt. Limited 	<ol style="list-style-type: none"> 1. Yash Electromech System Private Limited 2. Mindow Global Entertainments Private Limited 3. Mahatma Udyog Private Limited
Chairman / Member of the Committees of Listed Companies in which he is a Director as on 31.03.2020	<p>Gati Ltd</p> <ol style="list-style-type: none"> 1. Stakeholder Relationship Committee- Member 2. Corporate Social Responsibility Committee- Member <p>TCI Industries Limited</p> <p>Nomination & Remuneration Committee- Member</p> <p>TCI Finance Limited</p> <p>Nomination & Remuneration Committee- Member</p>	<p>TCI Finance Limited</p> <ol style="list-style-type: none"> 1. Stakeholder Relationship Committee- Member 2. Nomination & Remuneration Committee- Chairman 3. Audit Committee- Chairman
Relationship with other Directors	Not related to any Director/Key Managerial Personnel	Not related to any of the Director

For other details such as number of meetings of the board attended during the year, please refer to the corporate governance report which is a part of this Annual Report.

26. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice. An explanatory statement in relation to Item No.3, 4 & 5 is also furnished and should also be taken as forming part of the Notice.

Item No. 3

Mr. Ashok Kumar Goyal (DIN: 05129899), was appointed by the Board of Directors of the Company at its meeting held on 12th September, 2019, on the recommendation of Nomination and Remuneration Committee, as an additional director in the capacity of non-executive independent director with effect from 12th September 2019. He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013.

He has accorded his consent to act as director and has submitted the declaration of independence, pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of SEBI Listing Regulations, 2015. He is not disqualified from being appointed as a director in terms of section 164 of the Act.

According to section 152 of the Companies Act, 2013, read with Schedule IV to the Act, in the opinion of the Board, his appointment as an independent director, fulfils the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015 and that the said appointment is independent of the Management.

Brief Profile

Mr. Ashok Kumar Goyal (DIN: 05129899) is a Commerce Graduate. He completed his graduation in Commerce with Bhawanipur College, Kolkata. Mr. Ashok kumar Goyal (DIN: 05129899) has over 25 years of rich experience in the Indian Transport Industry and have worked closely with the top ranked transport companies in India. He has specialization in power projects, transportation with NTPC and other Power Companies.

Aside being an expert in transport industry, he is also having specialization in Planning, marketing & finance. In 2006, he had done a set up of electrical panel used in Rural Electrification projects under the "Saubhagya Yojana", "DDUGJY" (erstwhile RGGVY) initiated by the Government of India in 2004.

Mr. Ashok Kumar Goyal (DIN: 05129899) has been actively involved in all matters brought before the Board of Directors of the Company) from time to time. His inputs has always benefitted the Company and the Board. Thus considering the vast experience and the independent outlook he brings to Board the Board of Directors of the Company at its meeting held on 12th September, 2019, pursuant to the recommendation of the Nomination and Remuneration Committee, approved, subject to the approval of the members at the ensuing Annual General Meeting appointed Mr. Ashok Kumar Goyal (DIN: 05129899) for a term of five consecutive year.

Thus, the Board, therefore, recommends the resolution as set out in item No. 3 of the Notice for approval of members by means of Ordinary resolution.

Interest of Directors and Key Managerial Personnel:

None of the other directors/Managers and Key Managerial Personnel of the Company and their relatives except Mr. Ashok Kumar Goyal are interested in the above resolution.

Item No. 4

The present term of office of Mr. Ramesh Sivaraman, Manager of the Company expired on 30.06.2020. The Board opined that his services should continue to be available to the Company by re-appointing him as a manager of the Company for a period of three years. The Board of Directors on recommendation of Nomination and Remuneration Committee, at their meeting held on 31.07.2020 subject to shareholders' approval, at the ensuing Annual General Meeting have re-appointed Mr. Ramesh Sivaraman as Manager of the Company for a period of 3 years w.e.f 01.07.2020. The terms and condition including remuneration as recommended by the Nomination and Remuneration Committee read as follows:

Powers:

Subject to the superintendence, control and directions of the Board, the Manager shall exercise the managerial powers in general and specific as may from time to time be lawfully entrusted to and conferred upon him by the Board.

Remuneration Structure:

- Salary: Basic Rs. 95000 per month in the pay scale of Rs. 95,000-2500-1,10,000 with the authority to the Board to sanction more than one increment in the scale in any year.
- House Rent Allowance: 60% of the Basic.
- Perquisites & other allowances shall not exceed 25 Lakh P.A
- Variable pay shall not exceed Rs.20 Lakh P.A
- Leave Travel encashment: As per HR policy of the Company
- Group Medi-claim & personal accident insurance: As per HR policy of the Company
- Employer's contribution to Provident fund / superannuation fund: As per HR policy of the Company
- Gratuity: As per HR policy of the Company
- Communication Budget (Telephone): As per HR policy of the Company..

General terms and conditions - as per HR Policy:

The information is required to be disclosed as per clause (iii) of section II (B)(iv) of Schedule V of the Companies Act, 2013:

I. General information:

I	Nature of Industry	Non Banking Financial Company			
II	Date of commencement of Commercial Production:	29.11.1973			
III	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
IV	Financial performance based on given indicators: (Rs)	Particulars	2020	2019	2018
		Paid up Share Capital	12,87,24,930	12,87,24,930	12,87,24,930
		Income from Operations	4,20,64,008	1,02,88,3000	117,467,310
		Other Income	2,42,301	1,19,25,629	3,47,600
V	Foreign investments or collaborations, if any:	Not Applicable (Kindly refer MGT-9 for complete detail of shareholding)			

II. General information:

Information about the appointee:

Age	53 years			
Background details and recognition:	Mr Ramesh Sivaraman, Aged 53 years is a Commerce Graduate and a member of the Institute of Chartered Accountants of India since 1991. He is the Manager, of TCI Finance Limited a listed Non banking Finance Company. He has experience of more than two decade in Non Banking Finance companies. He is also Director in TCI- Hi ways Private Limited, and Avaan Shakti Limited and Boruka Classic Finance Private Limited.			
Date of Appointment	Mr. Ramesh Sivaraman was appointed as General Manager, Finance & Accounts on 22-10-1996. He was appointed as Manager on 19-04-2002.			
Past Remuneration	Gross remuneration paid to the appointee in the last three years			
	Amt. in Rs.			
	Fy 2019-2020	Fy 2018-2019	Fy 2017-2018	
	42,73,575	37,25,575	33,66,164	
Recognition or awards	Nil			
Job profile and his suitability	The duties of the Manager shall be the overall supervision of the functioning of the Company, handling day to day affairs of the Company, appointment and termination of services of employees, operating bank accounts, signing cheques, promissory notes, bill of exchange, regularly reporting to the Board on the activities of the Company and to perform all other duties that the Board may delegate to the Manager. And the same has been recommended by NRC. He has experience of more than two decade in Non Banking Finance companies and has played a important role in the growth of TCI Finance Limited			
Remuneration proposed:	Proposed remuneration is stated above.			
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	Keeping in view the current industrial standards and taking in consideration the business to be carried out by the Company, the profile of Mr. Ramesh Sivaraman and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration package paid to managerial personnel in other Companies.			

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ramesh Sivaraman does not have any pecuniary relationship directly or indirectly with the Company except for the remuneration received by him as Manager and is holding 960 Shares in the Company.
Committee Chairmanship & Membership	He is a member of Borrowing/Investment Committee of the Company constituted w.e.f 31st July, 2020.
Shareholding in the Company	As on the date of this notice he is holding 960 shares in the Company.
Nature of Expertise in Specific Functional areas	Accounts and Finance
No. of Meeting of the Board attended during the year 2019-20	5
Other Directorship	1. TCI- Hi ways Private Limited 2. Avaan Shakti Limited. 3. Bhoruka Classic Finance Private Limited

III. Other information:

Reasons of loss or inadequate profits	Company has various exposure to Amritjal Ventures Private Limited in the form of Equity, Optionally Convertible Debentures, Inter Corporate Deposit and also guarantees were given to the lenders of AJVPL. The Company also has various exposures to Mahendra Investment Advisors Private Limited. Due to adverse development in the entities to whom the company has advanced loans / given guarantees / investments made, the Company had incurred these losses and adversely affect the future income from operations. These factors substantially affected the operations of the Company.
Steps taken or proposed to be taken for improvement	The Company is in the process of identifying various alternatives/new areas to venture into for reviving the Company
Expected increase in productivity and profits in measurable terms	The Company is a loan Company and expecting increase in profitability in upcoming years

IV. DISCLOSURES:

All elements of remuneration package of the Directors have been given in the Report on Corporate Governance for the financial year 2019-20.

Your Directors recommend the resolution No.4 as special resolution for your approval.

Except Mr. Ramesh Sivaraman as Manager, none of the Directors, Key Managerial Persons or their relatives are in any way concerned or interested, financially or otherwise in the above resolution.

Item No.5

As per regulation 23 of the Listing Regulations, all material related party transactions, that is to say, transactions by a listed entity with a related party if entered individually or taken together with previous transactions during a financial year, exceeding 10 per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, shall require approval of the members by an ordinary resolution.

The Company has entered into the following material related party transactions with the related party in the earlier years. Accordingly, the following are items are proposed for your approval/ratification :

In Crores

S.no.	Name of Related Party	Relationship	Nature of transactions	Transaction value as on 31st March, 2020
1.	Mahendra Investors Advisors Private. Ltd.	Private . Company in which Mr. Mahendra Agarwal (Director of TCI Finance Limited) is a director	Loan given in the ordinary course of business	Rs. 43.59 (Including interest Rs. 23.79 as given in Note no. 32 of Financial statements)

S.no.	Name of Related Party	Relationship	Nature of transactions	Transaction value as on 31st March, 2020
2.	Ms Meera Madhusudan singh	Director	Loan taken in the ordinary course of business	Rs. 1.88 (Principal: Rs. 1.40 and Interest Rs. 0.48)
3.	PD Agarwal Foundation	Mr. Mahendra Agarwal who is a Director of TCI Finance Limited is also a Trustee in PD Agarwal Foundation	The Company had execute a lease agreement with P D Agarwal Foundation and is taken on lease a part of the premises to the extent of 853 Sqft of the space (One Cabin & Five Work Stations) for its office purpose out of the total premises 9522 Sqft of the 4th Floor of the said premises The Company is hereby agreed to pay sum of Rs. 84/- per Sqft per month towards rent for demised premises admeasuring 853 sq. feet totalling Rs. 71,652/- P.M with an escalation of rent @ 5% for every year in case of renewal of lease term.	Rs. 0.08/-

* The Transaction is a related party transaction on an arm length basis

Except Mr. Mahendra Kumar Agarwal and his relatives and Ms. Meera Madhusudhan singh, none of the other directors or Key Managerial or their relatives is, in anyway concerned or interested in the said resolution. Mr. Mahendra Kumar Agarwal is interested in Mahendra Investment Advisors Private Limited and PD Agarwal Foundation.

Mr. Mahendra Kumar Agarwal, Promoter & Director of the Company is holding 11.85% in Mahendra Investment Advisors Private Limited and Giri Roadlines and Commercial Trading Private Limited being in Promoter Category of the Company is holding 35.84% in Mahendra Investment Advisors Private Limited.

Directors recommend the resolution as item no. 5 for the acceptance by the members of the company as an Ordinary Resolution

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

Srishti Soni
Company Secretary
(MNo. A46395)

Hyderabad
July 31, 2020

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