



TCI FINANCE LIMITED

CIN: L65910TG1973PLC031293

Regd. Office: Plot No.20, Survey No.12, 4th Floor, Kothaguda, Kondapur, Hyderabad- 500081;

Email: investors@tcifl.in; Website: www.tcifl.in

NOTICE OF POSTAL BALLOT

{Notice pursuant to sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014}

Notice is hereby given to the Members of TCI Finance Limited (**the Company**) pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the Act**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (**the Rules**), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the General Circular No. 09/2023 dated September 25, 2023 read with the General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as **MCA Circulars**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) and other applicable laws and regulations for transacting items through Postal Ballot in accordance with the framework provided in the aforesaid MCA circulars, that the Resolutions as appended below are proposed to be passed as an **Ordinary Resolution(s)** through Postal Ballot by way of voting through electronic means (**remote e-voting**) only.

An Explanatory Statement pursuant to Section 102 of the Act, pertaining to the appended Ordinary Resolution(s) setting out the material facts concerning the item and the reasons thereof is annexed hereto along with this Postal Ballot Notice for your consideration.

In compliance with the framework stipulated in the aforesaid MCA Circulars, this Notice is being sent only through email to all those Members of the Company whose email IDs were registered with the Company/Depositories/Registrar and Share Transfer Agent (**RTA**), as on **Friday, June 14, 2024**. The Company would not be sending this Notice and the Postal Ballot form through registered post, speed post or courier to Members at their registered addresses and hence the Members would have the option to vote only through remote e-voting as the facility for voting through physical ballot papers will not be provided.

Accordingly, pursuant to the provisions of Regulation 44 of the Listing Regulations, sections 108 and 110 of the Act read with the Rules framed thereunder and in compliance with the requirements mentioned in the MCA Circulars, the Company is pleased to provide remote e-voting facility, to all its Members, to enable them to cast their votes electronically. The Company has availed the services of National Depository Services (India) Limited (**NSDL**) to provide remote e-voting facility to its Members.

In accordance with the requirements of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The remote e-voting commences on **Saturday, June 22, 2024 at 9:00 a.m. (IST)** and concludes on **Sunday, July 21, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The remote e-voting facility is available at the link www.evoting.nsdl.com. Members are requested to read carefully the "Instructions for remote e-voting" enumerated in the notes to this Notice



and mark their assent (FOR) or dissent (AGAINST) on or before **Sunday, July 21, 2024** by **5:00 p.m. (IST)**, failing which it will be considered that no vote has been received from the Member.

The Board of Directors of the Company (**the Board**) in accordance with Rule 22(5) of the Rules has appointed Mr. Tapsavilal Deora (Membership No. FCS 13087), Tapasvilal Deora & Associates, Practicing Company Secretaries, Hyderabad, as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has also communicated his consent to act as the Scrutinizer for this Postal Ballot.

The Scrutinizer upon completion of scrutiny of the votes received in electronic mode, will submit his Report to the Chairman or any other person authorised by him, who shall countersign the same. The results of the Postal Ballot will be announced within two working days of the conclusion of the remote e-voting through Postal Ballot i.e. by **Tuesday, July 23, 2024**. The said results would be displayed at the Registered Office of the Company and will be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website i.e. www.tcifl.in and on the website of NSDL i.e. www.evoting.nsdl.com. The Resolution(s) shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Sunday, July 21, 2024**.



SPECIAL BUSINESS:

1. Appointment of Mr. Amit Kumar Ray as Manager of the Company and fix his remuneration

To consider and if thought fit, to pass the following resolution as an **Ordinary 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 appointment of Mr. Amit Kumar Ray as Manager of the Company for a period of 3 (Three) years with effect from April 23, 2024 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 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. Amit Kumar Ray from time to time."

"**RESOLVED FURTHER THAT** where in any financial year, the Company has loss or inadequate profits, it shall pay to Mr. Amit Kumar Ray, Manager of the Company, remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with Schedule V of the Companies Act, 2013 and other applicable provisions, as minimum remuneration."

"**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."

**By Order of the Board of Directors
For TCI Finance Limited**

**Sd/-
S Jasminder Singh
Company Secretary
Membership No: 20640**

Place: Hyderabad

Date: May 8, 2024

Registered Office:

Plot No.20, Survey No.12,

4th Floor, Kothaguda,

Kondapur, Hyderabad- 500081;

Email: investors@tcifl.in; **Website:** www.tcifl.in

CIN: L65910TG1973PLC031293



NOTES:

1. The Explanatory Statement pursuant to Section 102, read with Section 110 of the Companies Act, 2013 (the Act) setting out material facts are appended herein below.
2. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent only through email to those shareholders whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) as on **Friday, June 14, 2024** and whose e-mail addresses are registered with the Company/Depositories/RTA. The physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members through registered post, speed post or courier at their registered addresses.
3. Resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
4. In compliance with the MCA Circulars and pursuant to the provisions of sections 108 and 110 of the Act, the Rules made thereunder and Regulation 44 of the Listing Regulations, for this Postal Ballot, the Company has only provided the facility to its Members to exercise their votes electronically and to vote on Resolution(s) through the remote e-voting service facility provided by NSDL. Please refer note no. 12 for instructions on electronic voting.
5. All documents referred to in the Postal Ballot Notice and Statement under Section 102(1) of the Act would be available for inspection through electronic mode on a request made by the Member at investors@tcifl.in.
6. Members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, June 14, 2024** will be considered for the purpose of remote e-voting. A person who is not a Member as on the relevant date should treat this Notice for information purpose only.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on **Friday, June 14, 2024**. The Postal Ballot remote e-voting period commences on **Saturday, June 22, 2024 at 9:00 a.m. (IST)** and ends on **Sunday, July 21, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. Members cannot exercise votes by proxy.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investors@tcifl.in along with the copy of the duly signed request letter from the Member mentioning therein the name and email id of the Member, folio number, certificate number, self-attested copy of the PAN card, self-attested copy of any one of the following document (e.g.: Driving License, Election Identity Card, Passport), mobile number and image of share certificate (front and back) in PDF or JPEG format, in support of the request letter. Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants. In case of any query, a Member may send an e-mail to the Company at investors@tcifl.in or to the Company's RTA at mohsin.mohd@kfintech.com.
10. Mr. Tapsavilal Deora (Membership No. FCS 13087), Tapasvilal Deora & Associates, Practicing Company Secretaries, Hyderabad, has been appointed as the Scrutinizer to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer after the completion of scrutiny, will submit his report to the Chairman or any other person authorised by him, who shall countersign the same and the result of voting by Postal Ballot will be announced by the Chairman or any other person so authorized by him, on or before **Tuesday,**



July 23, 2024 and will also be displayed on the Company's website i.e. www.tcifl.in, website of NSDL i.e. www.evoting.nsdl.com and will simultaneously be forwarded to National Stock Exchange of India Limited, where the equity shares of the Company are listed.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, July 21, 2024** i.e. the last date specified for remote e-voting.

11. Voting through electronic means:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for remote e-voting are as follows:

(i) The remote e-voting period begins on **Saturday, June 22, 2024 at 9:00 a.m. (IST)** and ends on **Sunday, July 21, 2024 at 5:00 p.m. (IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, June 14, 2024** (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

(iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid said SEBI Circular, login method for e-voting **for individual shareholders holding securities in Demat mode with NSDL/CDSL** is given below:

Type of shareholders

Login Method

Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL MOBILE APP IS AVAILABLE ON





Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL. If you are registered with NSDL / CDSL for e-Voting facility, you can login through your Depository Participant. If registered with NSDL / CDSL for e-Voting facility, you can login through your Depository Participant. If registered with NSDL / CDSL for e-Voting facility, you can login through your Depository Participant. If registered with NSDL / CDSL for e-Voting facility, you can login through your Depository Participant.

Individual Shareholders (holding securities in demat mode) login through their depository participants



Voting facility is directed to NSDL/CDSL Depository service provider successful authentication, wherein you are redirected to e-Voting site of NSDL for casting your vote during the remote e-Voting period. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(iv) Login method for remote e-voting for **shareholders holding shares in physical mode and non-individual shareholders other than individual holding in Demat form:**

- 1) The shareholders should log on to the e-voting website www.evoting.nsdl.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which the user choose to vote.

(ix) On the voting page, user will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if user wish to view the entire Resolution details.

(xi) After selecting the resolution, user has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If user wish to confirm the vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.

(xii) Once you "CONFIRM" the vote on the resolution, user will not be allowed to modify the vote.

(xiii) User can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

(xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evoting.nsdl.com and register themselves in the “Corporates” module.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address i.e. cstapasvideora@gmail.com and to the Company at the email address i.e. investors@tcifl.in, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@tcifl.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@tcifl.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT

Pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ('Act')

The following statement sets out all the material facts relating the Resolution Nos. 1 to 9 to be passed as mentioned in the accompanying Notice:

Item No. 1

Mr. Amit Kumar Ray was first appointed as manager of the Company for a period of three years w.e.f 23rd April, 2021. The Board of Directors on recommendation of Nomination and Remuneration Committee, at their meeting held on 08.05.2024 subject to shareholders' approval, had re-appointed Mr. Amit Kumar Ray as Manager of the Company for a period of 3 years w.e.f 23.04.2024.

Mr. Amit Kumar Ray is a Commerce Graduate and having more than 21 years of experience in Accounts and Finance department. He had successfully completed QMS Internal Auditor organised by GATI Ltd. and has thorough knowledge of Accounting Policies and Procedures, established internal reporting systems in place, to have better control over other branches.

He also worked as Assistant Manager- Accounts & Finance at Gati Kausar India Ltd and also worked as Chief Financial Officer of the Company w.e.f 31st July, 2020 till 23rd April 2021. He has served the Company as Manager for period of 3 years from 23rd April, 2021 till 22nd April, 2024.

The said appointment and remuneration are within the stipulations of Section 196, 197, 198 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time. Taking into consideration the duties and responsibilities of the Manager, the prevailing managerial remuneration in industry and on the recommendations of the Nomination and Remuneration Committee, the Board at their meeting held on 8th May, 2024, approved the remuneration, terms and conditions of the appointment of Mr. Amit Kumar Ray, subject to approval of the shareholders.

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. 31,843 per month in the pay scale of Rs.31843-4000-50,000 with the authority to the Board to sanction more than one increment in any year
- House Rent Allowance: 60% of the Basic.



- Perquisites & other allowances shall not exceed – 7 Lakhs P.A
- Variable pay shall not exceed Rs. 4 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	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 in Lakhs)	Particulars	2024	2023	2022
		Paid Up Share Capital	1287.25	1287.25	1287.25
		Income from Operations	65.09	0.07	452.69
		Other Income	70.25	-	8.94
V	Foreign investments or collaborations, if any:	Not Applicable			

II. General information:

Information about the appointee:

Age	45 years		
Background details and recognition	Mr. Amit Kumar Ray, aged 45 years is a Commerce Graduate and having more than 21 years of experience in Accounts and Finance department. He is having thorough knowledge of Accounting Policies and Procedures, established internal reporting systems in place, to have better control over other branches.		
Date of Appointment	Mr. Amit Kumar Ray was appointed as Manager on 23rd April, 2021. Further, he was also the Chief Financial Officer of the Company on 31st July, 2020. He is re-appointed as Manager from 23 rd April, 2024.		
Past Remuneration	Gross remuneration paid to the appointee in the last three years Amt. in Rs.		
	2023-24	2022-23	2022-21
	12.08	10.26	9.59
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.		
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. Amit Kumar Ray 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. Amit Kumar Ray does not have any pecuniary relationship directly or indirectly with the Company except for the remuneration received by him as Manager and is holding 1839 Shares in the Company.		
Committee Chairmanship & Membership	Nil		
Shareholding in the Company	As on the date of this notice he is holding 1839 shares in the Company		



Nature of Expertise in Specific Functional Areas	Accounts and Finance
No. of Meeting of the Board attended during the year 2023-24	Five (5)
Other Directorship	Nil

. III. Other information:

Reasons of loss or inadequate profits	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	It is difficult to forecast the productivity and profitability in measurable terms. However, 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 under the head Remuneration paid to Directors for the financial year 2022-23.

Your Directors recommend the resolution No.1 for your approval.

Except Mr. Amit Kumar Ray 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.

**By Order of the Board of Directors
For TCI Finance Limited**

**Sd/-
S Jasminder Singh
Company Secretary
Membership No: 20640**

Place: Hyderabad

Date: May 8, 2024

Registered Office:

Plot No.20, Survey No.12,

4th Floor, Kothaguda,

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