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FORM No. MGT - 13

REPORT OF SCRUTINIZER

[pursuant to Section 110 of the Companies Act, 2013 r/w Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

TCI Finance Limited

Hyderabad

Sub : Scrutinizer's Report on voting by Postal Ballot through remote e-voting in respect of passing of resolution set out in Postal Ballot Notice dated May 08, 2024

Dear Sir,

I, Tapasvilal Deora, Practising Company Secretary, founder of Tapasvilal Deora & Associates, Practising Company Secretaries, Hyderabad have been appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting through Postal Ballot carried out by the Company pursuant to Section 108 and 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the resolution for business transacted in the Postal Ballot Notice dated May 08, 2024 of TCI Finance Limited (CIN: L65910TG1973PLC031293).

Management's Responsibility

The management of the Company is responsible to ensure the compliances of the Act read with rules, circulars, notifications thereof, Secretarial Standards and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("**LODR**") in respect of the Postal Ballot through remove e-voting. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Tapasvilal Deora & Associates * HYDERABAD * Practising Company Secretaries

Scrutinizer's Responsibility

My responsibilities as the Scrutinizer is restricted to scrutinize the remote e-voting process, in a fair and transparent manner and to prepare a Scrutinizers report of the votes cast "in favour" and "against" the resolution stated in the Postal Ballot Notice based on the reports generated from the remote e-voting systems provided by National Securities Depository Limited **("NSDL")** who has been engaged by the Company to provide remote e-voting facility and documents furnished to me electronically by the Company and NSDL for my verification.

1. The Company has availed facilities offered by NSDL for providing remote e-voting facilities to the members of the Company.

2. The members holding shares as on June 14, 2024 were entitled to vote on the resolution as set out in the Postal Ballot notice.

Postal Ballot Process

3. The remote e-voting period remained open from June 22, 2024 at 09:00 A.M. and ended on July 21, 2024 at 05:00 P.M.

4. The remote e-voting was locked at the end of the voting period i.e. on July 21, 2024 at 05:00 P.M. and were unblocked by me on July 22, 2024 in the presence of two witnesses who were not in employment of the Company.

5. Thereafter, the details containing, *interalia*, the list of Equity Shareholders who voted "in favour" and "against" on the resolution that was put to vote, was generated from the e-voting website of NSDL, i.e., https://www.evoting.nsdl.com. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

Results

6. The remote e-voting results are enclosed as **Annexure 1.**

7. The electronic data and all other relevant records relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter,

the same shall be shared/ handed over to the Chairman/ Company Secretary of the Company for safe keeping.

Restrictions on Use

8. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

for Tapasvilal Deora & Associates
Practising Company Secretaries

Tapasvi

Tapasvilal Deora
M. No.: F9813
C.P. No.: 13087
UDIN: F009813F000795356

Tapasvilal Deora & Associates HYDERABAD Practising Company Secretaries

July 22, 2024
Hyderabad

Enclosure: Annexure 1

Annexure 1

Item No.	Resolution	Type of resolution	Number of Members Voted	Total Valid Votes	In Favour			Against			Invalid	
					Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes cast by them
1	Appointment of Mr. Amit Kumar Ray as Manager of the Company and fix his remuneration	Ordinary	142	29,01,921	129	29,00,504	99.95	13	1,417	0.05	-	-

Related Parties to the resolution have been considered based on the List of related parties submitted to us by the Company Secretary of the Company.

for Tapasvilal Deora & Associates
Practising Company Secretaries

Tapasvilal Deora & Associates * HYDERABAD * Practising Company Secretaries

Topasi

Tapasvilal Deora
M. No.: F9813
C.P. No.: 13087

July 22, 2024
Hyderabad