RKOTHAPALLI & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF TCI FINANCE LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

We have conducted the review of the compliance of the applicable statutory provisions and the adherence togood corporate practices by **TCI Finance Limited** (hereinafter referred as "**the listed entity"**), having its Registered Office at Plot No. 20, Survey No. 12, 4th Floor, Kothaguda, Kondapur, Hyderabad – 500 081, Telangana. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information & confirmations provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2026 generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made in this report.

We, R Kothapalli & Associates, Practicing Company Secretaries have examined:

(a) all the documents and records made available to us and explanation provided by **TCI Finance Limited**,

(b) the filings/ submissions made by the listed entity to the Stock Exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2026 ("**Review Period**") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations,circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015");

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not applicable during the review period;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable during the review period;
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable during the review period;
(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable during the review period;
(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

I. (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters as specified in **Annexure 1.**

(b) The listed entity has taken the actions to comply with the observations made in previous Reports as specified in **Annexure 2.**

II. We hereby report that, during the review period the compliance status of the listed entity with the following requirements is as below:

S. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	--
2.	**Adoption and timely updation of the Policies:** ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.	Yes Yes	-- The Policy on Related Party Transactions has been reviewed/ updated in the year 2024-25
3.	**Maintenance and disclosures on Website:** ● The Listed entity is maintaining a	Yes	--

	functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.	Yes Yes	-- --
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	The Company does not have any subsidiary companies
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--

7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	--
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes NA	-- --
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	---
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--

11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as specified in the last column.	No	----
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries**	NA	No such event
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/ circular/ guidance note/ etc.	Yes	Refer Annexure 1

Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For R Kothapalli & Associates
Practicing Company Secretaries

RAMANJANEYU LU KOTHAPALLI
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Date: 2026.05.28 13:11:52 +05'30'

Ramanjaneyulu Kothapalli
ACS: A26529
C.P. No.: 16158
Peer Review No.: 6474/2025
UDIN A026529H000505887

Date: May 25th 2026
Place: Hyderabad

ANNEXURE-1

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation / remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Regulation 14	Nil	--	--	--	--	--	--	--
2.	SEBI (LODR) Regulations,2015	Regulation 17	Non appointment of Executive Director			Executive Director has not been appointed in the Company.		The Company does not have any Executive Director on its Board of Directors.	The Company has appointed Manager U/s. 196 of the Companies Act, 2013. Section 196 contemplates appointment of either MD, WTD or Manager, besides Manager, the Company also has CFO and CS as KMP.	The Company is required to appoint an Executive Director

3.	SEBI (LODR) Regulations, 2015 read with BSE Circular No. 20230127-37 and NSE Circular No. NSE/CML/2023 /11, both dated 27.01.2023	Regulation 29 read with BSE Circular No. 20230127-37 and NSE Circular No. NSE/CML/2023/1 1, both dated 7.01.2023	Nil	--	--	--		--	--	--
4.	SEBI (LODR) Regulations, 2015	Regulation 29(2)	Nil	--	--	--		--	--	--
5.	SEBI (LODR) Regulations, 2015	Regulation 30(6) and its Schedule III	Nil	--	--	--		--	--	--
6.	Regulation 33 of SEBI(LODR) Regulations, 2015	Regulation 33	Nil	--	--	--		--	--	--
7.	SEBI (LODR) Regulations, 2015	Regulation 33(1)(d)	Nil	--	--	--		--	--	--
8.	SEBI (LODR) Regulations, 2015	Regulation 33(3)(c)	Nil	--	--	--		--	--	--
9.	BSE Circular DCS/COMP/28/ 2016-17	DCS/COMP/28/2 016-17	Nil	--	--	--		--	--	--
10.	SEBI Circular- SEBI/HO/DDHS /P/CIR /2021/613 Chapter XII(3.3)	SEBI/HO/DDHS/P /CIR /2021/613 Chapter XII(3.3)	Nil	---	--	--	----		--	Not Applicabl e
14.	SEBI (LODR) Regulations, 2015	Regulation 46	Nil	--	--	--		--	--	--
15.	SEBI (SAST)	Regulation 31(4)	Nil	--	--	--		--	--	--

	Regulations, 2011									
16.	SEBI (LODR) Regulations, 2015	Regulation 48	The Company is of the opinion that accounting practices followed are in the best interest of the Company.			The Company i the opinion tha accounting practices follov are in the best interest of the Company.		Accounting practices followed are in the best interest of the Company.	Accounting practices followed are in the best interest of the Company.	No remarks required as the same is self-explanato ry
17.	Regulation 3 of SEBI (PIT) Regulations, 2015	Regulation 3	Nil	--	-	-	-	-	-	-
18.	XBRL related delays/filings	XBRL related delays/non filings	Nil	--	-	-	-	--	--	--
19.	SEBI (PIT) Regulations, 2015	Regulation 7(2)	Nil	-	--	--	-	--	--	Not Applicable
20.	SEBI (LODR) Regulations, 2015	Regulation 23	Nil	--	-	-	-	-	-	RPT were entered in 2023-24. No RPT in the year 2024-25

RAMANJ ANEYULU KOTHAP ALLI

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Aannexure-2

S.No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Delay in payment of Annual Listing Fees for FY 2023-24		Regulation 14 of SEBI (LODR) Regulations, 2015	The Company has delayed in payment of ALF to BSE and NSE.	The Company would in future pay the annual listing fee on or before due dates	Comment not required
2	Non Compliance w.r.t constitution of N & RC	---	Regulation 19(1)/ 19(2) of SEBI (LODR) Regulations, 2015	Penalty of Rs 2360 levied	Penalty paid	Comment not required
3	Delayed filing of various disclosures in XBRL mode i.e. XBRL not filed within 24 hours of disclosure in PDF mode	---	--	--	The Company has become more focused on adhering to rules, regulations.	Comment not required
4	Website is not updated	Website is not updated	--	--	The management has taken adequate steps to ensure compliance with the regulation.	Comment not required
5	The Company has not complied with certain applicable Accounting standards as mentioned herein	The Company has not complied with certain applicable Accounting standards as	--	--	The Company is of the opinion that accounting practices	Comment not required

		mentioned herein			followed are in the best interest of the Company.	

RAMANJANEYULU KOTHAPALLI

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