

April 6, 2016

The Secretary,  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

The Manager  
Listing Department  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (East)  
Mumbai- 400051

The Company Secretary  
**TCI Finance Limited**  
Plot no-20, Survey no-12, 4<sup>th</sup> Floor,  
Kothaguda, Kondapur,  
Hyderabad-500 084

Sub: Disclosure under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011

Ref: Scrip Code 501242 (BSE); TCIFINANCE (NSE).

Dear Sir/Madam,

With reference to subject cited above, please find enclosed the disclosure by promoters of TCI Finance Limited as required under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as on March 31, 2016.

Kindly take the same on your records and acknowledge receipt of the same.

Thanking you

  
MAHENDRA AGARWAL

Encls:a/a.

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

|                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                       |                                                                 |                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                                                                                                                                                          | TCI FINANCE LIMITED                                                   |                                                                 |                                                   |
| 2. Name(s) of the stock exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                                   | BOMBAY STOCK EXCHANGE LTD<br>NATIONAL STOCK EXCHANGE OF INDIA LIMITED |                                                                 |                                                   |
| 3. Particulars of the shareholder(s):<br><br>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.<br><br>or<br><br>b. Name(s) of promoter(s), member of the promoter group and PAC with him. | Enclosed as Annexure I                                                |                                                                 |                                                   |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above                                                                                                                                                                                                                                                                                                                                                                      | Number of Shares                                                      | % w.r.t. total Shares share /voting capital wherever applicable | % of total diluted share/voting capital of TC (%) |
| As of March 31st of the year, holding of:                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                       |                                                                 |                                                   |
| a) Shares                                                                                                                                                                                                                                                                                                                                                                                                                                   | 5363544                                                               | 41.67                                                           | 41.67                                             |
| b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                       |                                                                 |                                                   |
| c) Warrants,                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                       |                                                                 |                                                   |

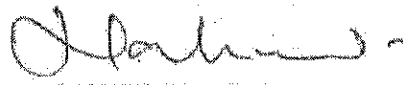
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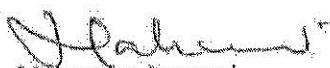
|                                                                                    |                  |              |              |
|------------------------------------------------------------------------------------|------------------|--------------|--------------|
| d) Convertible Securities                                                          |                  |              |              |
| e) Any other instrument that would entitle the holder to receive shares in the TC. |                  |              |              |
| <b>Total</b>                                                                       | <b>53,63,544</b> | <b>41.67</b> | <b>41.67</b> |

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

#### Part-A- Details of Shareholding

Place: Hyderabad  
Date: 06.04.2016

  
MAHENDRA AGARWAL

  
Mahendra Agarwal

Place: Hyderabad

Date: 06.04.2016

**Note:**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*) Diluted share/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

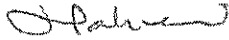
## Annexure - I

Name of the Company (TC)

TCI Finance Limited

| S.No | Name                                          | Shares         | % w.r.t. total shares / voting capital wherever |
|------|-----------------------------------------------|----------------|-------------------------------------------------|
| 1    | GATI LIMITED                                  | 1600300        | 12.43                                           |
| 2    | MAHENDRA KUMAR AGARWAL                        | 1196619        | 9.30                                            |
| 3    | MAHENDRA INVESTMENT ADVISORS PVT LTD          | 682000         | 5.30                                            |
| 4    | BUNNY INVESTMENTS & FINANCE PRIVATE LIMITED   | 554856         | 4.31                                            |
| 5    | JUBILEE COMMERCIAL & TRADING PRIVATE LIMITED  | 320677         | 2.49                                            |
| 6    | DHRUV AGARWAL BENEFIT TRUST                   | 308829         | 2.40                                            |
| 7    | DHRUV AGARWAL                                 | 296675         | 2.30                                            |
| 8    | MANISH AGARWAL BENEFIT TRUST                  | 241177         | 1.87                                            |
| 9    | MAHENDRA KUMAR AGARWAL (HUF)                  | 128265         | 1.00                                            |
| 10   | GIRI ROADLINES AND COMMERCIAL TRADING PVT LTD | 19171          | 0.15                                            |
| 11   | GATI INTELLECT SYSTEMS LIMITED                | 14900          | 0.12                                            |
| 12   | MANISH AGARWAL                                | 75             | 0.00                                            |
|      | <b>Total</b>                                  | <b>5363544</b> | <b>41.67</b>                                    |

Please take the same on the records of the Company.



Mahendra Agarwal