

**General information about company**

Scrip code	501242
NSE Symbol	TCIFINANCE
MSEI Symbol	NA
ISIN	INE911B01018
Name of the company	TCIFINANCE
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

**Scrutinizer Details**

Name of the Scrutinizer	Tapasvilal Deora
Firms Name	M/s Tapasvilal Deora & Associates
Qualification	CS
Membership Number	9813
Date of Board Meeting in which appointed	04-08-2023
Date of Issuance of Report to the company	28-09-2023

### Voting results

Record date	21-09-2023
Total number of shareholders on record date	9562
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	40
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2023 and the reports of the director and auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3182360	2149788	67.5533	2149788	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3182360	2149788	67.5533	2149788	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	9690133	1118168	11.5392	900467	217701	80.5306	19.4694
	Poll							
	Postal Ballot (if applicable)							
	Total	9690133	1118168	11.5392	900467	217701	80.5306	19.4694
Total		12872493	3267956	25.3871	3050255	217701	93.3383	6.6617
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Mahendra Kumar Agarwal (DIN: 00179779) Who retire from office by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offer himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3182360	2149788	67.5533	2149788	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3182360	2149788	67.5533	2149788	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	9690133	1118168	11.5392	900367	217801	80.5216	19.4784
	Poll							
	Postal Ballot (if applicable)							
	Total		9690133	1118168	11.5392	900367	217801	80.5216
Total		12872493	3267956	25.3871	3050155	217801	93.3353	6.6647
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Ratification of Related Party Transaction with Mr. Mahendra Kumar Agarwal in the Financial Year 2021-22				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3182360	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3182360	0	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	9690133	1116329	11.5203	898528	217801	80.4895	19.5105
	Poll							
	Postal Ballot (if applicable)							
	Total	9690133	1116329	11.5203	898528	217801	80.4895	19.5105
Total		12872493	1116329	8.6722	898528	217801	80.4895	19.5105
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

*[pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

**To**

**The Chairman**

**of the 49<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Thursday, September 28, 2023 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

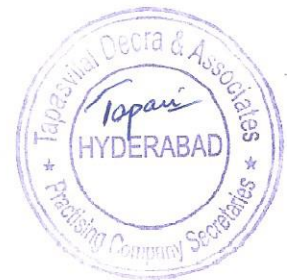
Dear Sir,

I, Tapasvilal Deora, Practising Company Secretary, have been appointed as the Scrutinizer for the purpose of scrutinizing the process of voting through electronic means to be carried out by the Company pursuant to Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the resolutions for business transacted at the 49<sup>th</sup> Annual General Meeting of the shareholders of TCI Finance Limited (CIN: L65910TG1973PLC031293), held on Thursday, September 28, 2023 at 11:00 A.M through VC/ OAVM.

**Scrutinizer's Role**

The said appointment as Scrutinizer is pursuant to the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:

- (i) the votes of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and
- (ii) the votes of e-voting at the AGM through electronic voting system ("**e-voting**").



**EXPERTISE**

- Mergers, Acquisitions & Transaction Advisory
- Corporate Advisory & Restructuring
- FEMA & FDI
- Capital Markets
- Corporate Litigation & Representations
- Insolvency & Bankruptcy
- NCIT
- Family Structuring
- Corporate Secretarial Services
- Companies Act & LLP
- Legal Due Diligence

### **Management's Responsibility**

The management of the Company is responsible to ensure the compliances of the Act read with rules, circular and notifications thereof and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to remote e-voting and e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **Scrutinizer's Responsibility**

My responsibilities as Scrutinizer is restricted to make a Scrutinizers report of the votes cast "in favour" or "against" the resolution stated in the AGM Notice based on the reports generated from the remote e-voting and e-voting systems provided by National Securities Depository Limited ("NSDL") engaged by the Company to provide remote e-voting and 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 and e-voting facilities to the members of the Company.
2. The members holding shares as on September 21, 2023 were entitled to vote on the resolution as set out in the notice of the AGM of the Company.

### **Remote e-voting Process**

3. The remote e-voting period remained open from September 25, 2023 at 09:00 A.M. and ended on September 27, 2023 at 05:00 P.M.
4. The remote e-voting was blocked at the end of the voting period i.e. on September 27, 2023 at 05:00 P.M. and were unblocked by me on September 28, 2023 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" or "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.



### **E-voting process at the AGM**

6. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL.
7. The e-votes cast were unblocked on September 28, 2023 after the conclusion of the AGM in the presence of two witnesses who were not in employment of the Company.
8. The consolidated results of remote e-voting and e-voting is enclosed as **Annexure 1**.
9. The electronic data and all other relevant records relating to remote e-voting and 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**

10. 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*



*Tapas*

**Tapasvilal Deora**

M. No.: F9813

C.P. No.: 13087

**UDIN: F009813E001110968**

September 28, 2023  
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	To receive, consider and adopt the Audited Financial Statements of the Company for year ended March 31, 2023 and the reports of the Director's and Auditor's thereon.	Ordinary	132	32,67,956	121	30,50,255	93.34	11	2,17,701	6.66	-	-
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.	Ordinary	132	32,67,956	120	30,50,155	93.34	12	2,17,801	6.66	-	-
3*	Ratification of related party transaction with Mahendra Kumar Agarwal in Financial Year 2021-22	Ordinary	131	11,16,329	113	8,98,528	80.49	12	2,17,801	19.51	6	21,40,008

\*Shareholders who are related parties and who have voted in favour of the resolution have been considered as Invalid votes.  
The List of related parties has been submitted to us by the Company Secretary of the Company

for Tapasvilal Deora & Associates  
Practising Company Secretaries

*Tapas*

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



September 28, 2023  
Hyderabad