



Tourism Finance Corporation of India Ltd.

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NBCC Plaza, Pushp Vihar
Sector-5, Saket,
New Delhi-110017

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August 11, 2018

National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai- 400 051

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Dear Sir,

**Sub: Details regarding voting results at AGM of the Company
held on August 10, 2018**

Dear Sir,

In compliance of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and compliance of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 we are forwarding herewith detailed voting results of Annual General meeting as per format specified in Annexure I along with report of the Scrutinizer. The result of voting has also been hosted on the website of the Company.

This is submitted for information and record.

Yours faithfully,

**(Sanjay Ahuja)
Company Secretary**

Format for Voting Results

Date of the AGM	10 th August, 2018
Total number of shareholders on record date	57751
No. of shareholders present in the meeting either in person or through proxy:	51
Promoters and Promoter Group	Nil
Public	51
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	NIL
Public	NIL

AGENDA WISE DISCLOSURE**Resolution No. 1**

To consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2018 and the statement of Profit and Loss for the year ended March 31, 2018 and the report of the Board of Directors' and Auditors' thereon.

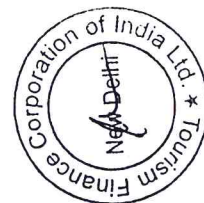
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	7162616	7162616	✓ 100.00	7162616	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		7162616	100.00	7162616	0	100	0
Public-Institutions	E-Voting Poll	10867846	3942733	✓ 36.28	✓ 3942733	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3942733	36.28	✓ 3942733	0	100	0
Public-Non Institutions	E-Voting Poll	62686286	12785127	20.40	12783627	1500	99.99	0.01
	Postal Ballot (if applicable)		1111	6.27	1111	0	100	0.00
	Total		12786238	26.67	12784738	1500	99.99	0.01
Total		8,07,16,748	23891587	✓ 29.60	23890087	✓ 1500	99.99	0.01



Resolution No. 2

To declare Dividend on Equity Shares.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7162616	7162616	100.00	7162616	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)							
Public-Institutions	Total		7162616	100.00	7162616	0	100	0
	E-Voting	10867846	3942733	36.28	3942733	0	100	0
	Poll		0	0	0	0	0	0
Public-Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3942733	36.28	3942733	0	100	0
	E-Voting	62686286	12785127	20.40	12783627	1500	99.99	0.01
	Poll		1111	6.27	1111	0	100	0.00
	Postal Ballot (if applicable)							
	Total		12786238	26.67	12784738	1500	99.99	0.01
Total		8,07,16,748	23891587	29.60	23890087	1500	99.99	0.01



Resolution No. 3

To appoint a Director in place of Shri Niraj Agarwal (DIN: 06483526), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

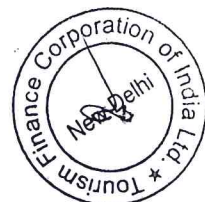
Resolution required: (Ordinary/ Special)			Ordinary Resolution												
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.												
Category	Mode of Voting	No. of shares held	(1)	No. of votes polled	(2)	% of Polled outstanding shares	(3)=[(2)/(1)]* 100	No. of Votes in favour	(4)	No. of Votes – against	(5)	% of favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7162616	7162616		100.00		7162616		0		100		0	
	Poll			0		0.00		0		0		0		0	
	Postal Ballot (if applicable)														
Public-Institutions	Total			7162616		100.00		7162616		0		100		0	
	E-Voting		10867846	3942733		36.28		3942733		0		100		0	
	Poll			0		0		0		0		0		0	
	Postal Ballot (if applicable)			0		0		0		0		0		0	
	Total			3942733		36.28		3942733		0		100		0	
	E-Voting		62686286	12785127		20.40		12783477		1650		99.99		0.01	
Public-Non Institutions	Poll			1111		6.27		861		250		100		22.50	
	Postal Ballot (if applicable)														
	Total			12786238		26.67		12784338		1900		99.99		0.01	
Total			8,07,16,748	23891587		29.60		23889687		1900		99.99		0.01	



Resolution No. 4

To approve appointment of Shri Bapi Munshi (DIN: 02470242) as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (Five) consecutive years commencing from February 1, 2018 upto January 31, 2023.

Resolution required: (Ordinary/ Special)			Ordinary Resolution												
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.												
Category	Mode of Voting	No. of shares held	(1)	No. of votes polled	(2)	% of Polled outstanding shares	(3)=[(2)/(1)]* 100	No. of Votes in favour	(4)	No. of Votes – against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7162616	7162616		100.00	100.00	7162616		0		100		0	
	Poll			0		0.00		0		0		0		0	
	Postal Ballot (if applicable)														
	Total			7162616		100.00	7162616		0		100		0		
Public-Institutions	E-Voting	10867846		3942733		36.28	36.28	3942733		0		100		0	
	Poll			0		0		0		0		0		0	
	Postal Ballot (if applicable)			0		0		0		0		0		0	
	Total			3942733		36.28	3942733		0		100		0		
Public-Non Institutions	E-Voting	62686286		12785127		20.40	20.40	12783627		1500		99.99		0.01	
	Poll			1111		6.27	861		250		100		22.50		
	Postal Ballot (if applicable)														
	Total			12786238		26.67	12784488		1750		99.99		0.01		
Total		8,07,16,748		23891587		29.60	29.60	23889837		1750		99.99		0.01	



Resolution No. 5

To approve appointment of Shri S.C.Sekhar (DIN (00024780) as an Independent Director of the Company not liable to retire by rotation, to hold office for second term w.e.f. March 18, 2018 upto February 28, 2013.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7162616	7162616	100.00	7162616	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	
	Postal Ballot (if applicable)							
	Total		7162616	100.00	7162616	0	100.00	0.00
Public-Institutions	E-Voting	10867846	3942733	36.28	3597300	345433	91.24	8.76
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		3942733	36.28	3597300	345433	91.24	8.76
Public-Non Institutions	E-Voting	62686286	12785127	20.40	12783477	1650	99.99	0.01
	Poll		1111	6.27	861	250	100.00	22.50
	Postal Ballot (if applicable)							
	Total		12786238	26.67	12784338	1900	99.99	0.01
Total		8,07,16,748	23891587	29.60	23544254	347333	98.55	1.45



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Resolution No. 6

To approve appointment of Shri K.B.N.Murthy (DIN (00359864) as an Independent Director of the Company not liable to retire by rotation, to hold office for second term w.e.f. January 22, 2019 to December 31, 2023.

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7162616	7162616	100.00	7162616	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)							
Public-Institutions	Total		7162616	100.00	7162616	0	100	0
	E-Voting	10867846	3942733	36.28	3942733	0	100	0
	Poll		0	0	0	0	0	0
Public-Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3942733	36.28	3942733	0	100	0
	E-Voting	62686286	12785127	20.40	12783477	1650	99.99	0.01
Public-Non Institutions	Poll		1111	6.27	861	250	100	22.50
	Postal Ballot (if applicable)							
	Total		12786238	26.67	12784338	1900	99.99	0.01
Total		8,07,16,748	23891587	29.60	23889687	1900	99.99	0.01

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Resolution No. 7

To approve appointment and remuneration of Shri Satpal Kumar Arora (DIN:00061420) as Managing Director for further period from April 1, 2018 to May 15, 2018.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polls on outstanding shares	No. of Votes in favour	No. of Votes – against	% of Votes in favour 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 Poll	7162616	7162616	100.00	7162616	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total							
Public-Institutions	E-Voting Poll	10867846	7162616	100.00	7162616	0	100	0
	Postal Ballot (if applicable)		3942733	36.28	3942733	0	100	0
	Total							
Public-Non Institutions	E-Voting Poll	62686286	12785127	20.40	12783477	1650	99.99	0.01
	Postal Ballot (if applicable)		1111	6.27	861	250	100	22.50
	Total							
Total		8,07,16,748	12786238	26.67	12784338	1900	99.99	0.01
			23891587	29.60	23889687	1900	99.99	0.01



Resolution No. 8

To approve appointment of Shri B.M.Gupta, Executive Director as the Manager of the Company w.e.f. May 16, 2018 till the joining of the Managing Director of the Company.

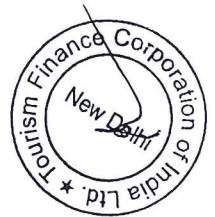
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7162616	7162616	100.00	7162616	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)							
Public-Institutions	Total		7162616	100.00	7162616	0	100	0
	E-Voting	10867846	3942733	36.28	3942733	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3942733	36.28	3942733	0	100	0
	E-Voting	62686286	12785127	20.40	12783627	1500	99.99	0.01
Public-Non Institutions	Poll		1111	6.27	861	250	100	22.50
	Postal Ballot (if applicable)							
	Total		12786238	26.67	12784488	1750	99.99	0.01
Total		8,07,16,748	23891587	29.60	23889837	1750	99.99	0.01



Resolution No.9

To approve amendment of the Articles of Association of the Company.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled 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	7162616	7162616	100.00	7162616	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)							
Public-Institutions	Total		7162616	100.00	7162616	0	100	0
	E-Voting	10867846	3942733	36.28	3942733	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3942733	36.28	3942733	0	100	0
	E-Voting	62686286	12785127	20.40	12783627	1500	99.99	0.01
Public-Non Institutions	Poll		1111	6.27	861	250	100	22.50
	Postal Ballot (if applicable)							
	Total		12786238	26.67	12784488	1750	99.99	0.01
Total		8,07,16,748	23891587	29.60	23889837	1750	99.99	0.01



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Resolution No.10

To approve private placement of bond/debentures etc.

Resolution required: (Ordinary/ Special)			Special Resolution												
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.												
Category	Mode of Voting	No. of shares held	(1)	No. of votes polled	(2)	% of Polled outstanding shares	(3)=[(2)/(1)]* 100	No. of Votes in favour	(4)	No. of Votes – against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7162616	7162616		100.00	100.00	7162616		0		100		0	
	Poll			0		0.00	0.00	0		0		0		0	
	Postal Ballot (if applicable)														
	Total			7162616		100.00	100.00	7162616		0		100		0	
Public-Institutions	E-Voting		10867846	3942733		36.28	36.28	3942733		0		100		0	
	Poll			0		0	0	0		0		0		0	
	Postal Ballot (if applicable)			0		0	0	0		0		0		0	
	Total			3942733		36.28	36.28	3942733		0		100		0	
Public-Non Institutions	E-Voting		62686286	12785127		20.40	20.40	12783527		1600		99.99		0.01	
	Poll			1111		6.27	6.27	1111		0		100		0.00	
	Postal Ballot (if applicable)														
	Total			12786238		26.67	26.67	12784638		1600		99.99		0.01	
Total			8,07,16,748	23891587		29.60	29.60	23889987		1600		99.99		0.01	



FORM No. MGT-13

(Pursuant to Sections 108/ 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended.

(CIN L65910DL1989PLC034812)

Consolidated Scrutinizer's Report

To

The Chairman of 29th Annual General Meeting of the members of
Tourism Finance Corporation of India Ltd. held on Friday the 10th August, 2018
At 11.00AM at IFCI Tower, 61 Nehru Place, New Delhi-110019.

Dear Sir,

I, A. N. Kukreja, of M/s A. N. Kukreja & Co, Company Secretaries, was appointed as Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the purpose of scrutinizing the remote e-voting process and voting by poll taken at the 29th Annual General Meeting of Equity Shareholders of Tourism Finance Corporation of India Ltd. held on Friday August 10, 2018 at 11.00 AM , at IFCI Tower, Nehru Place, New Delhi-110019.

We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 AM on August 7, 2018 to August 9, 2018 at 5.00 PM.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members hard copy of Annual Report containing the Notice was sent by courier/speed post.
3. The e-voting event was unblocked on August 10, 2018 in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I.



B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes were opened in the presence of two witnesses who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I. The poll papers were diligently scrutinized, reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
2. There were 2 polling papers which were incomplete or found defective.

C. Result of E-voting and Poll is as under:

1. The voting rights were reckoned as on August 3, 2018 (end of day) being the Record Date for purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting the votes cast through remote e-voting were unblocked on 10 August, 2018 to know the voting pattern. The ballot boxes were opened and poll papers were removed and examined.
3. Thereafter the details of equity shareholders who voted "For" or "Against" were downloaded from the E-voting website of Central Depository Services Limited (www.evotigindia.com).
4. The combined result of remote e-voting and poll is as under:

ORDINARY BUSINESS;

a) Resolution 1

To consider and adopt the audited financial statements of the Company including Balance Sheet as at March 31, 2018 and the statement of Profit and Loss for the year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	50 ✓	18	68
Number of votes cast by them	23888976	1111 ✓	23890087 ✓
% of total number of valid votes cast.	99.99 ✓	100 ✓	99.99 ✓



(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	1500	NIL	1500
% of total number of valid votes cast	0.01	NIL	0.01

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	NIL	NIL

b) Resolution 2

To declare Dividend on Equity Shares.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	50	18	68
Number of votes cast by them	23888976	1111	23890087
% of total number of valid votes cast.	99.99	100	99.99



(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	1500	NIL	1500
% of total number of valid votes cast	0.01	NIL	0.01

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	NIL	NIL

c) **Resolution 3: (Ordinary Resolution)**

To appoint a Director in place of Shri Niraj Agarwal (DIN: 06483526) who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	49	16	65
Number of votes cast by them	23888826 ✓	861 ✓	23889687 ✓
% of total number of valid votes cast	99.99 ✓	77.50 ✓	99.99 ✓



(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	2	2	4
Number of votes cast by them	1650 ✓	250 ✓	1900 ✓
% of total number of valid votes cast	0.01 ✓	22.50 ✓	0.01 ✓

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2 ✓	2 ✓
Number of votes cast by them	NIL	NIL	NIL

SPECIAL BUSINESS

d) Resolution 4 (Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and the Listing Regulations, Shri Bapi Mushi (DIN:02470242) who was appointed as an Additional Director by the Board of Directors of the Company with effect from February 1, 2018 and who as per provisions of Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term up to 5 (five) consecutive years commencing from February 1, 2018 up to January 31, 2023.” ✓



(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	50	16	66
Number of votes cast by them	23888976	861	23889837
% of total number of valid votes cast	99.99	77.50	99.99

(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	1	2	3
Number of votes cast by them	1500	250	1750
% of total number of valid votes cast	0.01	22.50	0.01

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	NIL	NIL



e) **Resolution 5 (Special Resolution)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulations, Shri S.C.Sekhar DIN (00024780) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for second term of 5 (five) consecutive years w.e.f. 18.3.2018 up to 28.2.2023."

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	47	16	63
Number of votes cast by them	23543393 ✓	861	23544254 ✓
% of total number of valid votes cast	98.55 ✓	77.50	98.55 ✓

(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	4	2	6
Number of votes cast by them	347083	250	347333
% of total number of valid votes cast	1.45 ✓	22.50	1.45 ✓



(iii)Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	NIL	NIL

f) **Resolution 6 (Special Resolution)**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulations, Shri K.B.N.Murthy (DIN:00359864) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for second term of 5 (five) consecutive years w.e.f. January 22, 2019 up to December 31, 2023. ✓

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	49	16	65
Number of votes cast by them	23888826	861	23889687 ✓
% of total number of valid votes cast	99.99	77.50 ✓	99.99 ✓

(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	2	2	4
Number of votes cast by them	1650 ✓	250 ✓	1900 ✓
% of total number of valid votes cast	0.01 ✓	22.50 ✓	0.01 ✓



(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	NIL	NIL

g) Resolution 7 (Ordinary Resolution)

“RESOLVED THAT subject to the provisions Sections 196, 197 and 203 read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 161 of the Articles of Association of the Company and such other approvals as may be required and such modification and conditions, if any, which the Board of Directors is hereby authorised to accept, consent of the members, be and is hereby accorded for appointment of Shri Satpal Kumar Arora (DIN:00061420) as Managing Director for further period from April 1, 2018 to May 15, 2018 and revision/improvement in his remuneration/perquisites as mentioned below:

Subject	Existing Facilities of Managing Director	Revised Facilities of Managing Director
Telephone/ Mobile	<i>Rs.8087 p.m. on declaration basis w.e.f 1st March 2017 onwards</i>	<i>Rs.8778 p.m. on declaration basis w.e.f 1st June 2017 upto May 15, 2018</i>
Internet Expense reimbursement	<i>NIL</i>	<i>Maximum upto Rs.2,500 p.m. w.e.f. 1st June, 2017 upto May 15, 2018</i>
Furnishing/ Furniture	<i>The cost of furnishing/ furniture shall not exceed Rs.3.00 lakh.</i>	<i>The cost of furnishing/furniture shall not exceed Rs.4 lakh as per the scheme applicable to other staff members of TFCI at par with Executive Director.</i>



(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	49	16	65
Number of votes cast by them	23888826	861	23889687
% of total number of valid votes cast	99.99	77.50	99.99

(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	2	2	4
Number of votes cast by them	1650	250	1900
% of total number of valid votes cast	0.01	22.50	0.01

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	NIL	NIL

h) Resolution 8 (Ordinary Resolution)

"RESOLVED THAT pursuant to Sections 196, 197, 203 other applicable provisions of the Companies Act, 2013 approval be and is hereby accorded for the appointment of Shri B.M.Gupta, Executive Director as the Manager of the Company w.e.f. May 16, 2018 till the joining of the Managing Director of the Company.



'RESOLVED FURTHER THAT Shri B.M.Gupta as Manager of the Company be and is hereby authorised to exercise powers vested with the Managing Director'.

'RESOLVED FURTHER THAT Shri B.M.Gupta as Manager of the Company shall draw the same remuneration as he has been drawing in the capacity as Executive Director of the Company as set out hereunder:

Subject	Pay/ Facilities
Basic Pay	<i>Rs.1,27,500 p.m. in the pay scale of Rs.1,20,500 – 3500(2)-127500 (3 years)</i> ✓
Promotion Allowance	<i>As per rules of TFCI presently Rs.30,000 p.m.</i> —
DA	<i>Applicable D.A. rates from time to time presently 52.70% of basic pay</i> ✓
CAIIB allowance	<i>As per rules of TFCI presently Rs.7,000 p.m.</i> ✓
HRA	<i>As per rules of TFCI presently Rs.19,125 p.m.</i>
Conveyance	<i>As per rules of TFCI presently 340 lites of petrol and maintenance Rs.4,000 p.m. plus Driver salary Rs.16,000 p.m.</i>
Reimbursement of Telephone/Mobile Bills	<i>As per the rules of TFCI presently Rs.11,278 p.m. on declaration basis.</i>
Newspaper/Book Grant	<i>As per the rules of TFCI presently Rs.2,083 p.m. on declaration basis</i>
Electricity	<i>As per the rules of TFCI presently Rs.2,560 p.m. (400 units @ 6.40 per unit) on declaration basis</i>
Personal Allowance	<i>As per rules of TFCI presently Rs.550 p.m</i>
Special Compensatory Allowance	<i>As per rules of TFCI presently Rs.1500 p.m.</i>
Fixed Personal Allowance	<i>As per rules of TFCI presently Rs.3880 p.m.</i>
Household Help Reimbursement	<i>As per rules of TFCI presently Rs.8000 p.m.</i>
Travelling, Boarding and Lodging	<i>As per rules of TFCI.</i>
Medical Benefits	<i>Expenses incurred for self and dependent family members, in India as per rules of TFCI.</i>
Personal Accident	<i>As per the rules of TFCI.</i>



Insurance	
Leave Travel Concession	As per the rules of TFCI.
Entertainment Allowance	<i>As per the rules of TFCI presently Rs.40,000 p.a. on declaration basis.</i>
Gratuity	<i>As per the rules of TFCI.</i>
Leave/Leave Encashment	<i>As per Staff Regulations of the Company.</i>
Performance Linked Incentive	<i>As decided by the Board of Directors/ Remuneration & Compensation Committee of Directors, from time to time.</i>
Provident Fund	As per the rules of TFCI.
Pension Benefits	<i>15% of pay (basic and allowances on which DA is admissible)</i>
Other perquisites	<i>House Building Advance, Conveyance/consumer Durable Advance, Festival Advance, Reimbursement of Briefcase, mobile, lunch subsidy, spectacles etc. as per the rules of TFCI.</i>

‘RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to fix, increase, alter and to vary the remuneration consisting salary, perquisites, allowance etc. within the ceiling limits in that behalf as laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.’

‘RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (*including Nomination and Remuneration Committee*) of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.”

(i) Voted in favour of the Resolution

	Remote E-voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	50	16	66
Number of votes cast by them	23888976 ✓	861 ✓	23889837 ✓
% of total number of valid votes cast	99.99	77.50	99.99



(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	1	2	3
Number of votes cast by them	1500	250	1750
% of total number of valid votes cast	0.01	22.50	0.01

(iii). Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	NIL	NIL

i) **Resolution 9 (Special Resolution)**

"RESOLVED THAT pursuant to the provisions of the Section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 approval be and is hereby accorded to amend the existing Articles of Association of the Company in the following manner:

'In Article 123(i), the words and phrases "*two directors of the Company, one representing the Ministry of Finance and one representing the Ministry concerned with Tourism*" be substituted with the words and phrases "*one director representing the Ministry of Tourism.*"

'RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



(ii) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	50	16	66
Number of votes cast by them	23888976 ✓	861 ✓	23889837 ✓
% of total number of valid votes cast	99.99	77.50	99.99

(ii)Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	1	2	3
Number of votes cast by them	1500 ✓	250 ✓	1750
% of total number of valid votes cast	0.01	22.50	0.01

(iii). Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2 ✓	2 ✓
Number of votes cast by them	NIL	NIL	NIL

J) **Resolution 10 (Special Resolution)**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities), Rules 2014 and any other applicable laws, consent of the Company, be and is hereby given to the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee



thereof for the time being exercising the powers conferred on the Board by this Resolution) for having made and/or making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, on such terms and conditions as it may consider proper, up to an amount not exceeding Rs.700 crore (Rupees Seven Hundred Crore only) in the year commencing from the date of approval by shareholders.

'RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution."

(i) Voted in favour of the Resolution

	Remote E-voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	49	18	67
Number of votes cast by them	23888876	1111	23889987
% of total number of valid votes cast	99.99	100	99.99

(ii)Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	1600	NIL	1600
% of total number of valid votes cast	0.01	NIL	0.01



(iii). Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	2	2
Number of votes cast by them	NIL	NIL	NIL

5. Electronic data containing list of equity shareholders who voted "For", "Against" and relevant records relating to poll and other connected papers were handed over to Company Secretary authorized by the Board for safe custody.

Thanking you,

Yours faithfully,
For A.N.Kukreja & Co.


(A.N.Kukreja)
Proprietor
FCS: 1070; CP: 2318
New Delhi.



August 10, 2018

Annexure A

1. Polling box(s) in respect of ballots/poll papers cast at the 29th AGM of Tourism Finance Corporation of India Limited held at 11.AM on 10.08.2018 at IFCI Tower, 61 Nehru Place, New Delhi-110019 were opened in our presence.
2. Further, the e-votes cast on resolutions stated in the notice of 29th AGM of Tourism Finance Corporation of India Limited held on 10.08.2018 were also unblocked in our presence.
3. We are not in the employment of the Company.

Witnesses:

1. Signature 

Name and Address: Mr. Nandani,
R/o, B-5B, Arantika Enclave,
Sector-2, Rohini,
Delhi-110083.

2. Signature 
R.K. KHURANA

Name and Address:
153, Pocket D
Mayapuri Vihar II
Delhi-110091

Date: August 10, 2018.

