



Arun Kumar Gupta & Associates

COMPANY SECRETARIES

FORM NO. MGT - 13

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, and pursuant to General Circulars - No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025. (collectively referred to as "MCA circulars"), guidelines relating to the conduct of general meetings through Video Conferencing / Other Audio Visual Means and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023, Circular No. SEBI/HO/CFD/CFD/PoD-2/P/CIR/2023/167 dated 07.10.2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 Dated: October 3, 2024 (collectively referred to as "SEBI Circulars") and Regulation 44 of SEBI (LODR)/regulations, 2015 as amended, and Secretarial Standard on General Meetings (SS-2).

To,

The Chairman of 37th Annual General Meeting of Tourism Finance Corporation of India Ltd. (CIN: L65910DL1989PLC034812), held on Friday, the 21st August 2026 at 11.00 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Sir,

I, Arun Kumar Gupta, Proprietor of ARUN KUMAR GUPTA & ASSOCIATES, Company Secretaries, was appointed as Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the purpose of scrutinizing the remote e-voting and e-voting (Instapoll / Venue Voting) in respect of resolutions set forth in notice dated 20.07.2026 of 37th AGM of the Company, cast by the shareholders of the Tourism Finance Corporation of India Ltd. (the Company) at the AGM held on Friday, the 21st August 2026 at 11.00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means(OAVM).

I submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under, MCA circulars, SEBI circulars, listing regulations, secured framework and electronic voting systems relating to remote e-voting and e-voting systems (Instapoll /Venue Voting) by shareholders at the 37th Annual General Meeting, on the resolutions proposed in the Notice dated 20/07/2026 of the Annual General Meeting, is the responsibility of the management.

My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means (remote e-voting) and Instapoll / venue voting) are conducted in a fair and transparent manner and render a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system (remote e-voting and Instapoll /venue voting), both facilities provided by the Central Depository Services Limited (CDSL).

2. The Notice of the meeting was sent by electronic mode to those members whose email ids were registered with the Company/Depository Participants and dispatch of notices was completed on 29.07.2026. Public notice by way of advertisement was also published on 31.07.2026 in two newspapers - (1) Financial Express (English daily), and (2) Jansatta (Hindi, Delhi Edition) specifying details and matters required under the rules.
3. The remote e-voting period commenced at 9.00 AM (IST) on 18.08.2026 and ended on 20.08.2026 at 5 PM (IST). At the end of Remote e-voting period the facility for remote e-voting was blocked by the CDSL.
4. The shareholders of the Company as on the cut-off date (record date) i.e., 14.08.2026 were entitled to avail the facility of remote E-voting as well as Instapoll /Venue voting at the AGM on the proposed resolutions.
5. The total paid up equity share capital of the Company as on cut-off date i.e., 14.08.2026 was Rs. 92,59,54,480 divided into 462977240 equity shares of Rs. 2/- each fully paid up and total number of members on the above date 80052.
6. Attendance of 83 Members was registered who attended the AGM through VC/OAVM and the Chairman requested for Venue Voting at the AGM as per MCA circulars/guidelines referred to above.
7. The Company provided the facility of e-voting at the AGM only to such members who had participated in the AGM through VC/OVAM and who had not cast their votes through remote e-voting.
8. After the period fixed by the Chairman for closing of the e-voting at the Venue at 11:42 hrs., the electronic system recording the e-voting/venue voting was locked.
9. After completion of e-voting and conclusion of the AGM, the e-voting event was unblocked on 21.08.2026 at 11:42 hrs. in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure A.
10. Thereafter the details of equity shareholders who voted "For" or "Against" were downloaded from the e-voting website of Central Depository Services Ltd (www.evotigindia.com).
11. The voting rights were reckoned as on 14.08.2026 (end of day) being the "cut off"/record date for purpose of deciding the entitlement of members at the remote e-voting and Instapoll /venue voting at the AGM.

12. Based on the data provided by CDSL system, the total votes cast in favour or against, through Remote e-voting and Instapoll /venue voting at the AGM, in respect of all resolutions proposed in the notice of the AGM are as under:

Ordinary Business:

Item No. 1: To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2026 and the report of the Board of Directors' and Auditors' thereon.

Ordinary Resolution

- (i) Voted in favour of Resolution:

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	239	2	241
Number of votes cast by them	13,84,52,296	255	13,84,52,551
% Of total number of Valid votes cast	100.00%	0.00%	100%

- (ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)/Venue Voting)	Total
Number of members voting	17	0	17
Number of votes cast by them	1020	0	1020
% of total number of Valid votes cast	0.00%	0.00%	0.00%

- (iii) Invalid Votes – NIL

Summary of E-Voting

Category	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
Promoter and Promoter Group	1,78,04,860	1,34,97,225	75.81%	1,34,97,225	0	100.00%	0.00%
Public Institutions	4,36,41,022	2,07,78,790	47.61%	2,07,78,790	0	100.00%	0.00%
Public- Non Institutions	40,15,31,358	10,41,77,556	25.95%	10,41,76,536	1,020	100.00%	0.00%
Total	46,29,77,240	13,84,53,571	29.91%	13,84,52,551	1020	100.00%	0.00%

Item No. 2. To consider and declare Dividend on Equity Shares for financial year 2025-26.

Ordinary Resolution

(i) Voted in favour of Resolution:

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	241	2	243
Number of votes cast by them	13,85,10,806	255	13,85,11,061
% Of total number of Valid votes cast	100.00%	0.00%	100%

(ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)/Venue Voting)	Total
Number of members voting	17	0	17
Number of votes cast by them	1,520	0	1,520
% of total number of Valid votes cast	0.00%	0.00%	0.00%

(iii) Invalid Votes – NIL

Summary of E-Voting

Category	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
Promoter and Promoter Group	1,78,04,860	1,34,97,225	75.81%	1,34,97,225	0	100.00%	0.00%
Public Institutions	4,36,41,022	2,08,37,350	47.75%	2,08,37,350	0	100.00%	0.00%
Public- Non Institutions	40,15,31,358	10,41,78,006	25.95%	10,41,76,486	1,520	100.00%	0.00%
Total	46,29,77,240	13,85,12,581	29.92%	13,85,11,061	1,520	100.00%	0.00%

Item No. 3: To appoint a Director in place of Shri Aditya Kumar Halwasiya (DIN: 08200117), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Ordinary Resolution

(i) Voted in favour of Resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	237	2	239
Number of votes cast by them	1,38,50,79,969	255	13,85,08,224
% Of total number of Valid votes cast	100.00%	0.00%	100%

ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	19	0	19
Number of votes cast by them	3776	0	3776
% of total number of Valid votes cast	0.00%	0.00%	0.00%

iii) Invalid Votes – NIL

Summary of E-Voting

Category	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
Promoter and Promoter Group	1,78,04,860	1,34,97,225	75.81%	1,34,97,225	0	100.00%	0.00%
Public Institutions	4,36,41,022	2,08,37,350	47.75%	2,08,37,350	0	100.00%	0.00%
Public- Non Institutions	40,15,31,358	10,41,77,425	25.95%	10,41,73,649	3,776	100.00%	0.00%
Total	46,29,77,240	13,85,12,000	29.92%	13,85,08,224	3,776	100.00%	0.00%

Special Business:

Item No. 4: Issue of Non-Convertible Bonds/Debentures/other instruments.

Special Resolution

i) Voted in favour of Resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	238	2	241
Number of votes cast by them	13,85,08,256	255	13,85,08,511
% Of total number of Valid votes cast	100.00%	0.00%	100%

ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll)/Venue Voting)	Total
Number of members voting	20	0	20
Number of votes cast by them	4070	0	4070
% of total number of Valid votes cast	0.00%	0.00%	0.00%

iii) Invalid Votes – NIL

Summary of E-Voting

Category	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
Promoter and Promoter Group	1,78,04,860	1,34,97,225	75.81%	1,34,97,225	0	100.00%	0.00%
Public Institutions	4,36,41,022	2,08,37,350	47.75%	2,08,37,350	0	100.00%	0.00%
Public- Non Institutions	40,15,31,358	10,41,78,006	25.95%	10,41,73,936	4,070	100.00%	0.00%
Total	46,29,77,240	13,85,12,581	29.92%	13,85,08,511	4,070	100.00%	0.00%

Item No. 5: To approve the appointment and payment of remuneration of Shri Anoop Bali (DIN: 00302077) as Managing Director of the Company.

Ordinary Resolution

i) Voted in favour of Resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	238	2	241
Number of votes cast by them	13,78,10,606	255	13,78,10,861
% Of total number of Valid votes cast	99.49%	0.00%	99.49%

ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	19	0	19
Number of votes cast by them	701270	0	701270
% of total number of Valid votes cast	0.51%	0.00%	0.51%

iii) Invalid Votes – NIL

Summary of E-Voting

Category	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
Promoter and Promoter Group	1,78,04,860	1,34,97,225	75.81%	1,34,97,225	0	100.00%	0.00%
Public Institutions	4,36,41,022	2,08,37,350	47.75%	2,01,37,350	7,00,000	96.64%	03.36%
Public- Non Institutions	40,15,31,358	10,41,77,556	25.95%	10,41,76,286	1,270	100.00%	0.00%
Total	46,29,77,240	13,85,12,131	29.92%	13,78,10,861	7,01,270	99.49%	0.51%

Item No. 6: Alteration to the Articles of Association of the Company.**Special Resolution**

i) Voted in favour of Resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	237	2	241
Number of votes cast by them	13,85,10,526	255	13,85,10,781
% Of total number of Valid votes cast	100.00%	0.00%	100%

ii) Voted against the resolution

Particulars	Remote e-voting	E-voting at the AGM (Instapoll/Venue Voting)	Total
Number of members voting	20	0	20
Number of votes cast by them	1350	0	1350
% of total number of Valid votes cast	0.00%	0.00%	0.00%

iii) Invalid Votes – NIL

Summary of E-Voting

Category	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
Promoter and Promoter Group	1,78,04,860	1,34,97,225	75.81%	1,34,97,225	0	100.00%	0.00%
Public Institutions	4,36,41,022	2,08,37,350	47.75%	2,08,37,350	0	100.00%	0.00%
Public- Non Institutions	40,15,31,358	10,41,77,556	25.95%	10,41,76,206	1,350	100.00%	0.00%
Total	46,29,77,240	13,85,12,131	29.92%	13,85,10,781	1,350	100.00%	0.00%

13. In view of above analysis of total votes cast, the votes cast in favour exceed the votes cast against the resolutions pertaining to the items of business listed above. As required under the Act, the resolutions have been passed with requisite majority in accordance with the provisions of the Companies Act, 2013 and Rules made there under.

14. The list of equity shareholders who voted “For” or “Against” the resolutions (Both through Remote e-voting and Instapoll /Venue Voting at the AGM and all electronic data relating to the AGM has been handed over to the Company Secretary authorized by the Board for safe custody.

For ARUN KUMAR GUPTA & ASSOCIATES
Company Secretaries

(ARUN KUMAR GUPTA)
FCS-5551, CP-5086
Peer Review Cer. No. 1658 /2022
UDIN: - F005551H001181803

Date: 21/08/2026

Place: New Delhi

Counter signed by

For Tourism Finance Corporation of India Ltd.

1. The e-votes cast through remote e-voting and Instapoll /venue voting at the AGM in respect of all resolutions proposed in the notice of the AGM dated 20/07/2026 of Tourism Finance Corporation of India Limited (CIN: L65910DL1989PLC034812) were unblocked in our presence.

2. We are not in the employment of the Company.

Witnesses:

1. Signature



Name and Address:

(Aditya Garg), 103, SKG Signature Homes, Shanti Kunj Main, New Delhi 110070

2. Signature



Name and Address:

(Ankita Modi), 123, 3rd Floor, Indirapuram, Ghaziabad 201014

Place: New Delhi

Date: 21.08.2026