TCI FINANCE LTD.
money matters

July 30, 2015

To
The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

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

Sub: Outcome of voting of 41st Annual General Meeting held on July 28, 2015
Ref: Scrip Code 501242 (BSE); TCIFINANCE (NSE)

Dear Sir/Madam,

This is with reference to our earlier communication regarding the Annual General Meeting (AGM) of the Company. Please note that the 41st AGM of the Company was held on July 28, 2015 at Plot no-20, Survey no-12. Ground floor, Kothaguda, Kondapur, Hyderabad-500081.

As per requirements of the Companies Act, 2013 and the Listing Agreement, the Company had provided remote e-voting facility and poll facility at the AGM to its Shareholders for voting on the business to be transacted at the AGM of the Company. The Company had appointed M/s dvm gopal & associates as the scrutinizer for the remote e-voting and poll at the AGM. As per the scrutinizer's report, all resolution set out in the Notice of 41st AGM have been duly approved by the Shareholders with requisite majority.

Please find attached the consolidated outcome of the voting held through remote e-voting and poll at 41st AGM of the Company together with the report of the scrutinizer.

You are requested to kindly take above information on your records.

Thanking You

For **TCI Finance Limited**

Lakshmi Sharma
Company Secretary
M No: A32617
Encl as above

TCI FINANCE LTD.
money matters

NAME: **TCI FINANCE LIMITED**

A	Date of AGM			**28-07-2015**		
B	Total number of shareholders on book closure			**5839 as on July 21, 2015**		
C	No of shareholders present in the meeting either in person or through proxy			**51**		
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter and promoter group	**13**	**0**	**13**	**4780238**	**37.14**
	Public	**38**	**0**	**38**	**187786**	**1.46**
	Total	**42**	**0**	**51**	**4968024**	**38.59**
D	No. of shareholders attended the meeting through Video conferencing- No video conferencing facility was made available.					

Given below is the agenda wise combined result of the remote e-voting and poll at the AGM

Resolution	Category	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on 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
Adoption of Audited Financial Statements – Standalone and Consolidated of the Company for the Financial Year ended March 31, 2015 [Ordinary Resolution]	Promoter and Promoter Group	5076913	4780163	94.15	4780163	0	100.00	0.00
	Public-Others	7795580	156208	2.00	155708	500	99.68	0.32
	Total	12872493	4936371	38.35	4935871	500	99.99	0.01
Re-appointment of Mr. Mahendra Agarwal who retires by Rotation [Ordinary Resolution]	Promoter and Promoter Group	5076913	3583544	70.59	3583544	0	100.00	0.00
	Public-Others	7795580	156208	2.00	155708	500	99.68	0.32
	Total	12872493	3739752	29.05	3739252	500	99.99	0.01

TCI Finance Limited Hyderabad

Regd. Off : 1-7-293, M.G. Road, Secunderabad - 500 003, India.
Tel : 91-40-27844284/27843788, Fax : 91-40-27894284. E-mail : tcif_sbd@gati.com

TCI FINANCE LTD.
money matters

Resolution	Category	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on 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
Ratification of Appointment of Statutory Auditors [Ordinary Resolution]	Promoter and Promoter Group	5076913	4780163	94.15	4780163	0	100.00	0.00
	Public-Others	7795580	156208	2.00	155708	500	99.68	0.32
	Total	12872493	4936371	38.35	4935871	500	99.99	0.01
Appointment of Mr. Hemant Kaul as Independent Director of the Company [Ordinary Resolution]	Promoter and Promoter Group	5076913	4780163	94.15	4780163	0	100.00	0.00
	Public-Others	7795580	156208	2.00	155708	500	99.68	0.32
	Total	12872493	4936371	38.35	4935871	500	99.99	0.01
Appointment of Ms. Meera Madhusudan Singh as Director of the Company [Ordinary Resolution]	Promoter and Promoter Group	5076913	4780163	94.15	4780163	0	100.00	0.00
	Public-Others	7795580	156208	2.00	155708	500	99.68	0.32
	Total	12872493	4936371	38.35	4935871	500	99.99	0.01
Approval of Borrowing limits of Rs. 150 crores [Special Resolution]	Promoter and Promoter Group	5076913	4780163	94.15	4780163	0	100.00	0.00
	Public-Others	7795580	156208	2.00	153208	3000	98.08	1.92
	Total	12872493	4936371	38.35	4933371	3000	99.94	0.06
Approval of creation of mortgage or charge all or any part of immovable or movable properties of the company [Special Resolution]	Promoter and Promoter Group	5076913	4780163	94.15	4780163	0	100.00	0.00
	Public-Others	7795580	156208	2.00	153208	3000	98.08	1.92
	Total	12872493	4936371	38.35	4933371	3000	99.94	0.06
Adoption of Articles of Association [Special Resolution]	Promoter and Promoter Group	5076913	4780163	94.15	4780163	0	100	0.00
	Public-Others	7795580	156208	2.00	155708	500	99.68	0.32
	Total	12872493	4936371	38.35	4935871	500	99.99	0.01

TCI Finance Limited Hyderabad

Regd. Off : 1-7-293, M.G. Road, Secunderabad - 500 003, India.
Tel : 91-40-27844284/27843788, Fax : 91-40-27894284. E-mail : tcif_sbd@gati.com

dvmgopal & associates
Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman,
M/s. TCI Finance Limited,
Plot No. 20, Survey No. 12, 4th Floor,
Kothaguda, Kondapur,
Hyderabad – 500081.

Dear Sir,

SUB: Consolidated Scrutinizers Report of E-Voting and Physical Voting at AGM
REF: Notice of 41st Annual General Meeting held on 29th April, 2015

We M/s. dvmgopal & associates, Company Secretaries, represented by Mr. D.V.M. Gopal, were appointed as Scrutinizers by vide resolution passed by the Board at its Meeting held on 29th April, 2015;

a) To scrutinize the Remote E-voting process for the items to be transacted at the 41st Annual General Meeting to be held on 28.07.2015 along with Ballots received, who could not access the remote E-voting;

b) To scrutinize the Physical Ballot (Poll) voting process at the 41st Annual General Meeting at 11.00 am on 28.07.2015 for the shareholders who have not opted to vote through the Remote e-voting process.

The Registrar and Share Transfer Agent, (RTA & Service Provider), M/s. Karvy Computershare Private Limited, has provided a system for recording the electronic votes of the Shareholders on all the items of the business (both Ordinary and Special Business) sought to be transacted at the 41st Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website https://evoting.karvy.com.

The Company has also allowed physical voting through Poll System for those shareholders, who are present at the meeting and have not opted to vote through the remote e-voting process at the Company's Annual General Meeting held at 11.00 A.M. on July 28, 2015.

We hereby submit our report as under:

1. The remote e-voting period remained open from 09.00 A.M. on 23rd July 2015 **to** 05.00 P.M. on 27th July, 2015. Upon conclusion of the e-voting period, the E-voting votes were unblocked on 28th July 2015 at around 01.00 P.M. in the presence of two witnesses' Ms. Shriya Sood and Ms. Annie Jodhani, who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited in ballot box kept open for voting, upon completion, the same were un-locked in my presence.
3. The Shareholders as on July 21 2015, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. On completion of voting at the Meeting, the RTA & Service Provider, M/s. Karvy Computershare Private Limited provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the Resolutions.
5. We have collated the votes downloaded from e-voting system and the votes cast through physical ballot to declare the final results for each of the resolution forming part of the AGM Notice and ascertained number of Shares voted **"in favor"** or **"against"** or **"invalidated votes"**.

TCI Finance Limited Hyderabad

D.V.M. Gopal & Associates Company Secretaries Hyderabad 500 004

6/3/154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital,
Hyderabad-500 004. Ph : +91-40-2331 2933, Mobile: 98491 53690 E-mail: dvmgopal@gmail.com

6. Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted 'FOR', 'AGAINST' and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the results by the Company.

We hereby submit Consolidated Scrutinizer's Report as per the provisions of Section 108 of the Companies Act, 2013 and Clause 35B of the listing agreement, containing the following results for every resolution under **E-Voting & Physical voting:**

ITEM NO. 1:

a) **Ordinary Resolution- Adoption of the Audited financial statement of the Company for the financial year ended March 31, 2015, the Board of Directors and Auditors thereon;**
b) **Ordinary Resolution- Adoption of the Audited Consolidated financial statement of the Company for the financial year ended March 31, 2015:**

1	Total No. of Members responded	53
2	Total No. of Votes / Shares received	4936464
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
4935871 (99.99%)	500 (0.01%)	93 (0.002%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
47	1	5

ITEM NO. 2:

Ordinary Resolution – Re-appointment of Mr. Mahendra Agarwal, (DIN: 00179779) who retires by rotation:

1	Total No. of Members responded	53
2	Total No. of Votes / Shares received	4936464
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
3739252 (75.75%)	500 (0.01%)	1196712(24.24%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
45	1	7

ITEM NO. 3:

Ordinary Resolution- Ratification of the appointment of Statutory Auditors, M/s. M. Bhaskara Rao & Co., Chartered Accountants (Firm Regn. No. 000459S):

1	Total No. of Members responded	53
2	Total No. of Votes / Shares received	4936464
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
4935871 (99.99%)	500 (0.01%)	93 (0.002%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
47	1	5

ITEM NO. 4:

Ordinary Resolution- Appointment of Mr. Hemant Kaul (DIN: 00551588) as an Independent Director of the Company:

1	Total No. of Members responded	53
2	Total No. of Votes / Shares received	4936464
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
4935871 (99.99%)	500 (0.01%)	93 (0.002%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
47	1	5

ITEM NO. 5:

Ordinary Resolution- Appointment of Ms. Meera Madhusudhan Singh (DIN: 00415866) as Director of the Company:

1	Total No. of Members responded	53
2	Total No. of Votes / Shares received	4936464
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
4935871 (99.99%)	500 (0.01%)	93 (0.002%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
47	1	5

TCI Finance Limited Hyderabad

DVN Gopal & Associates Company Secretaries Hyderabad

ITEM NO. 6:

Special Resolution- Approval of Borrowing Limits of Rs. 150 Crores:

1	Total No. of Members responded	53
2	Total No. of Votes / Shares received	4936464
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
4933371 (99.94%)	3000 (0.06%)	93 (0.002%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
45	3	5

ITEM NO. 7:

Special Resolution- Approval of creation of mortgage or charge all or any of immovable or movable properties of the Company:

1	Total No. of Members responded	53
2	Total No. of Votes / Shares received	4936464
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
4933371 (99.94%)	3000 (0.06%)	93 (0.002%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
45	3	5

ITEM NO. 8:

Special Resolution- Adoption of Articles of Association:

1	Total No. of Members responded	53
2	Total No. of Votes / Shares received	4936464
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
4935871 (99.99%)	500 (0.01%)	93 (0.002%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
47	1	5

TCI Finance Limited Hyderabad

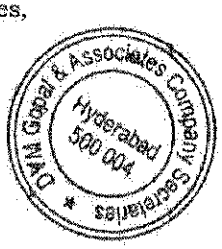
DMK Gopal & Associates Company Secretaries Hyderabad

We further confirm that the Registers and records generated from the remote e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic and Physical means are being maintained in electronic form.

The Registers and all other records/papers relating to e-voting and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

Thanking you,

Yours faithfully
For **dvmgopal & associates,**
Company Secretaries,



D V M Gopal
Proprietor
C P No. 6798,
FCS No. 6280

Place: Hyderabad
Date: 30th July 2015

