

## NOTICE

**NOTICE** is hereby given that the **28<sup>th</sup> Annual General Meeting** of the Members of TCFC Finance Limited will be held on Friday, 2<sup>nd</sup> August, 2019 at 10.30 a.m. at MC Ghia Hall, Bhogilal Hargovindas, 4<sup>th</sup> Floor, 18/20, K Dubash Marg, Kala Ghoda, Fort, Mumbai – 400001 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend for the financial year ended on 31<sup>st</sup> March, 2019.
3. To appoint a Director in place of Mr. Dharmil A. Bodani (**DIN: 00618333**), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. GMJ & Co, Chartered Accountants (Firm Registration No. 103429W), be and are hereby re-appointed as Statutory Auditors of the Company, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting to be held in the year 2024, at such remuneration as may be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

5. **Re-appointment of Mr. Atul M Desai, as an Independent Director & Chairman of the Company:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014

read with Schedule IV to the said Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings, Mr. Atul M Desai (DIN: 00019443), Non-Executive Independent Director & Chairman of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director & Chairman of the Company to hold office for second term of 5 (five) consecutive years with effect from 1<sup>st</sup> April, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Regularization of the appointment Mr. Pranav S Jasani, as an Independent Director of the Company:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings, Mr. Pranav S Jasani (DIN: 01898059), who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> March, 2019 and holds the office up to the date of the Annual General Meeting under 161(1) of the Companies Act, 2013 and in respect of whom the Company as received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non executive & Independent Director of the Company to hold office for a term of five

## TCFC FINANCE LIMITED

---

consecutive years w.e.f. 2nd August, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

### 7. Appointment of Mr. Vengendur Srikumar Srinivasan, as an Independent Director of the Company

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under, and Regulations 16 and 17 (1A) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vengendur Srikumar Srinivasan (DIN: 00051233) in respect of whom the company has received a notice in writing proposing his appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the term of 5 consecutive years with effect from 2nd August, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board  
For TCFC Finance Limited

**Kinjla Sheth**  
Company Secretary

Place: Mumbai  
Date: 7<sup>th</sup> May, 2019

### Notes:

1 **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A proxy need not be a member of the Company. Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Shareholder.

2 Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution pursuant to section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.

3 Members/Proxies should bring their Attendance slip duly filled in for attending the Meeting.

4 In case of Joint Shareholders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting. The notice and Annual Report are also available on the website of company [www.tcfcfinance.com](http://www.tcfcfinance.com) for download.

5 The Register of Members and the Share Transfer Books of the Company shall remain closed from 27<sup>th</sup> July, 2019 to 2<sup>nd</sup> August, 2019 (both days inclusive) for the purpose of the Annual General Meeting.

6 As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company by the Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

7 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the Website of the Company, [www.tcfcfinance.com](http://www.tcfcfinance.com).

- 8 Members seeking any information or clarification on the accounts are requested to send in writing queries to the Company, at least ten days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

The Company has designated an exclusive email Id viz. [investorservices@tcfcfinance.com](mailto:investorservices@tcfcfinance.com) to enable the investors to post their grievances, if any, and monitor redressal of the same.

- 9 Pursuant to the provisions of section 124 of the Companies Act, 2013, the Company has transferred/ will transfer the unpaid or unclaimed dividends and unclaimed shares for the respective financial years from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Here under are the details of Dividend paid by the Company and their respective due dates of transfer of unclaimed / un-cashed dividends to the designated fund of the Central Governments

Date of Declaration of Dividend	Dividend For the Year	Due date of Transfer to the Government
1 <sup>st</sup> August, 2014	2013-2014	October, 2021
27 <sup>th</sup> August, 2015	2014-2015	October, 2022
12 <sup>th</sup> August, 2016	2015-2016	October, 2023
16 <sup>th</sup> August, 2018	2017-2018	October, 2025

- 10 Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 11 In support of the "Green Initiative" announced by the Government of India, electronic copies of Annual report and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form are being sent by email to those members whose email addresses have been made available to the Company/ Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their email addresses, physical copies

of this Annual report and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form will be sent to them in permitted mode.

- 12 Members, who still hold shares in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 13 The route map of the venue of the meeting is given at the end of the Notice. The prominent land mark for the venue is 'Kalaghoda'.
- 14 A brief profile of the Director of the Company seeking appointment/re-appointment and as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 - General Meetings issued by ICSI, given in the report.
- 15 E-voting Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from place other than venue of the AGM) to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL).

The facility for voting through poll paper shall also be made available at the venue of the 28<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The instructions for remote e-voting are as under:

The Company is pleased to provide Remote e-voting Facility through NSDL, as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 28<sup>th</sup> Annual General Meeting of the Company dated 2<sup>nd</sup> August, 2019. The Company has appointed Ms. Nisha Verma, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The remote e-voting period commences on 30<sup>th</sup> July 2019 (9:30 am) and ends on 1<sup>st</sup> August, 2019 at 5.00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26<sup>th</sup> July, 2019 may cast their vote by remote

e-voting. The remote e-voting module will be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- i. The process and manner for remote e-voting are as under:

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **How to Log-into NSDL e-Voting website?**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

1. Your User ID details are given below :

#### **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

##### **Your User ID is:**

- a) For Members who hold shares in demat account with NSDL.  
8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.
- b) For Members who hold shares in demat account with CDSL.  
16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

- c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

2. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

3. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number,your PAN,your name and your registered address.

4. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
5. Now, you will have to click on “Login” button.
6. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nisha.nvfirm@gmail.com](mailto:nisha.nvfirm@gmail.com) <Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [companysecretary@tcfcfinance.com](mailto:companysecretary@tcfcfinance.com) to verify the same.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) However, if you are already registered with NSDL for

remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Ms. Nisha Verma, Company Secretary Partner of M/s. N.V.& Associates Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM/ but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.tcfcfinance.com](http://www.tcfcfinance.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board  
For TCFC Finance Limited

Kinjal Sheth  
Company Secretary

Place: Mumbai  
Date: 7<sup>th</sup> May, 2019

## TCFC FINANCE LIMITED

---

### Annexure to Item no. 3

Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges) and Secretarial Standard 2 - General Meetings issued by ICSI

Sr. no.	Name of Director	Mr. Dharmil A. Bodani
1.	Date of Birth	27/04/1970
2.	Age	49 yrs
3.	Date of Appointment	27 <sup>th</sup> August, 2015
4.	PAN	AACP3387K
5.	DIN	00618333
6.	Expertise in specific functional area	He is having vast experience in Fragrance, Flavors and Chemicals Industry for more than 24 years. His expertise in Finance and General Management is beneficial to the Company.
7.	Qualifications	BCOM
8.	Names of other listed entities in which he holds the directorship as on March 31, 2019	Oriental Aromatics Limited (Managing Director)
9.	Names of other listed entities/unlisted Public Companies in which he holds Membership/Chairmanship of Committees as on March 31, 2019(Only Audit Committee & Stakeholders Relationship Committee considered)	Audit Committee: Oriental Aromatics Ltd- Member Stakeholders Relationship Committee: Oriental Aromatics Ltd- Member
10.	Relationships, if any, between Directors inter- se	NIL
11.	Number of shares and convertible instruments held by non- executive directors	NIL

**Annexure to Item no Item 5**

**Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 - General Meetings issued by ICSI**

Sr.no.	Name of Director	Mr. Atul M Desai
1.	Date of Birth	27/01/1950
2.	Age	69 yrs
3.	Date of Appointment	12/05/1999
4.	PAN	AABPD9483F
5.	DIN	00019443
6.	Expertise in specific functional area	He is a B.Sc. LLB and a Solicitor, is a partner of M/ s. Kanga & Co., leading Law firm. Mr. Atul Desai has experience of over 45 years and has attended large number of matters relating to merger, amalgamation, litigations, arbitration involving commercial dispute etc. His expertise in Legal matters is beneficial to the Company.
7.	Qualifications	B.Sc. LLB and a Solicitor
8.	Names of other listed entities in which he holds the directorship as on March 31, 2019	AYM Syntex Ltd Welspun Investment & Commercials Ltd JSW HOLDINGS LTD RMG Alloy Steel Limited Welspun Corp Ltd
9.	Names of other listed entities/unlisted Public Companies in which he holds Membership/Chairmanship of Committees as on March 31, 2019(Only Audit Committee & Stakeholders Relationship Committee considered)	Audit Committee: AYM Syntex Ltd - Chairperson JSW Holdings Ltd -Chairperson RMG Alloy Steel Ltd- Chairperson Welspun Investments & Commercial Ltd- Member Stakeholders Relationship Committee: AYM Syntex Ltd - Chairperson RMG Alloy Steel Ltd - Chairperson
10.	Relationships, if any, between Directors inter- se	NIL
11.	Number of shares and convertible instruments held by non- executive directors	10 Equity Shares

## TCFC FINANCE LIMITED

---

### Annexure to Item 6

Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 - General Meetings issued by ICSI

Sr. no.	Name of Director	Mr. Pranav S Jasani
1.	Date of Birth	27/5/1969
2.	Age	50years
3.	Date of Appointment	29/03/2019 as Additional Director
4.	PAN	AACPJ8607N
5.	DIN	01898059
6.	Expertise in specific functional area	He has more than 20 years of experience in Sourcing & Marketing of Storage Systems for industrial applications. His functional expertise is Marketing and Sourcing.
7.	Qualifications	B.COM and PG Certification in Family business Management
8.	Names of other listed entities in which he holds the directorship as on March 31, 2019	NIL
9.	Names of other listed entities/unlisted Public Companies in which he holds Membership/Chairmanship of Committees as on March 31, 2019(Only Audit Committee & Stakeholders Relationship Committee considered)	NIL
10.	Relationships, if any, between Directors inter- se	NIL
11.	Number of shares and convertible instruments held by non- executive directors	NIL



## Annexure to Item 7

**Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 - General Meetings issued by ICSI**

Sr. no.	Name of Director	Mr. Vengendur Srikumar Srinivasan
1.	Date of Birth	27/02/1944
2.	Age	75 years
3.	Date of Appointment	06/02/2006
4.	PAN	AAEPS3093D
5.	DIN	00051233
6.	Expertise in specific functional area	Mr. V S Srinivasan has 47 years of experience in equipment leasing, vehicle financing, mutual funds, commercial and investment banking and banking and financial services technology. He has specialized experience in technology, banking and financial services.
7.	Qualifications	B.E. Mechanical, Post Graduate Diploma in Business Management from IIMA.
8.	Names of other listed entities in which he holds the directorship as on March 31, 2019	NIL
9.	Names of other listed entities/unlisted Public Companies in which he holds Membership/Chairmanship of Committees as on March 31, 2019(Only Audit Committee & Stakeholders Relationship Committee considered)	NIL
10.	Relationships, if any, between Directors inter- se	NIL
11.	Number of shares and convertible instruments held by non- executive directors	107 Equity Shares

### **Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013**

#### **Item 5**

The Company has received a declaration from Mr. Atul M Desai, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Atul M Desai confirming the criteria of Independence as prescribed under the Companies Act, 2013 and the Listing Regulations, as amended from time to time. Mr. Atul M Desai is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such authority.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Mr. Atul Desai, aged 69 years, is a partner of M/s. Kanga & Co., leading Law firm. Mr. Atul Desai has attended large number of matters relating to merger, amalgamation, litigations, arbitration involving commercial dispute etc. He is a director of the Company since 12<sup>th</sup> May, 1999.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Atul Desai's, background & experience and contributions made by him, it would be appropriate that he be reappointed for the second term of 5 years with effect from 1st April, 2019. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Atul M Desai as an Independent Director of the Company.

Except Mr. Atul M Desai, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

### ITEM 6

The Company has received a declaration from Mr. Pranav S Jasani who was appointed as an Additional Director of the Company w.e.f. 29th March, 2019 subject to the approval of the Members in the Annual General Meeting of the Company is being eligible for appointment as Independent Director for the first term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has received a Notice in writing under Section 160 of the Act proposing the candidature of Mr. Pranav S . Jasani for the office of the Director of the Company. Mr. Pranav S Jasani is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such authority.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to act as Director of the Company, if so appointed by the members.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Subject to the recommendation of the Nomination and Remuneration Committee, The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Pranav S Jasani as an Independent Director of the Company.

Except Mr. Pranav S Jasani, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6

### Item 7

Pursuant to the prospective requirements under sub-regulation 1A of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time including any statutory modifications or re-enactment thereof), as inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Members of the Company at its Annual General Meeting held on 1st August, 2014 approved the appointment of Mr. Vengendur Srikumar Srinivasan as an Independent Director of the Company for a period of 5 (five) years with effect from 1st August, 2014 .However, after the above said regulations came into effect from 1st April, 2019 Mr. Srinivasan ceased to continue as an Independent Director for the rest of his term. Accordingly, for the appointment of Mr. Vengendur Srikumar Srinivasan, aged 75 years as an Independent Director of the Company for the term of 5 consecutive years, it is necessary to obtain Members approval by way of a special resolution.

Mr. Vengendur Srikumar Srinivasan aged 75 years has 47 years of experience in equipment leasing, vehicle financing, mutual funds, commercial and investment banking and banking and financial services technology. He is a director of the Company since 6th February, 2006. Mr. Vengendur Srikumar Srinivasan helps in bringing independent judgment during Board deliberations on strategy, performance and his overall contribution to our Board has been valuable.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Vengendur Srikumar Srinivasan, background & experience and contributions made by him, it would be appropriate that he serves on the Board till the completion of his term of 5 consecutive years with effect from 2nd August, 2019.

He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such authority.Except Mr. Vengendur Srikumar Srinivasan, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7

This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

By order of the Board  
For TCFC Finance Limited

Kinjal Sheth  
Company Secretary

Place: Mumbai  
Date: 7<sup>th</sup> May, 2019

**TCFC FINANCE LIMITED**

CIN : L65990MH1990PLC057923

REGISTERED OFFICE : 501/502, RAHEJA CHAMBERS, FREE PRESS JOURNAL MARG, NARIMAN POINT,  
MUMBAI 400021, TEL NO: 022-22844701/022-22840736  
(E-mail: [investorservices@tcfcfinance.com](mailto:investorservices@tcfcfinance.com))(Website: [www.tcfcfinance.com](http://www.tcfcfinance.com))

**ENTRANCE PASS/NOTING OF EMAIL AND CONTACT NOS  
(To be presented at the entrance)**

**28<sup>th</sup> ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 2, 2019 AT 10.30 AM**  
At M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K Dubhash Marg, Kala Ghoda, Mumbai 400001 .

<b>1. Registered Folio No./ DPID_CLIENT ID NO.* (*Applicable to Members holding shares in dematerialised form</b>	
---	--

<b>2. Name of Sole/First Member and Registered Address</b>	
--	--

<b>3. Name of the Joint Member(s) (If any)</b>	
--	--

<b>4. Beneficiary Date and Type</b>	
-------------------------------------	--

I/We hereby record our attendance at the 28<sup>th</sup> Annual General Meeting of the Company held on Friday August 2, 2019. I/We also request you to take note of my/our following details for sending future documents/intimation by electronic mode.

E-Mail Address : ..... Contact Nos .....

Signature of the Shareholder(s) .....  
(only shareholders/proxies are allowed to attend the meeting)

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN</b>	<b>User ID</b>	<b>E-Voting Sequence Number (If PAN Not Updated )</b>	<b>Cut Off Date for Voting</b>	<b>Voting Period and Time</b>
			July 26, 2019	July 30, 2019 (09.30AM) To August 1, 2019 (05.00PM)

**Please read the instructions printed under the "Instructions for Remote Electronic Voting (Remote E-Voting)" in the Notice sent/attached herewith**

# TCFC FINANCE LIMITED

CIN : L65990MH1990PLC057923

REGISTERED OFFICE : 501/502, RAHEJA CHAMBERS, FREE PRESS JOURNAL MARG, NARIMAN POINT,  
MUMBAI 400021, TEL NO: 022-22844701/022-22840736

(E-mail: investorservices@tcfcfinance.com)(Website : www.tcfcfinance.com)

28<sup>th</sup> ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 2, 2019 AT 10.30 AM  
At M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K Dubhash Marg, Kala Ghoda, Mumbai 400001.

## FORM NO. MGT-II PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Registered Folio No/DPID and Client ID NO.	AS MENTIONED OVERLEAF
Name of the Member(s)	AS MENTIONED OVERLEAF
Registered Address	AS MENTIONED OVERLEAF
E-mail Id	

I/We, being member(s) of TCFC FINANCE LIMITED, hereby appoint :

1. .... of ..... having e-mail id..... or failing him
2. .... of ..... having e-mail id ..... or failing him
3. .... of ..... having e-mail id ..... or failing him

Whose signature(s) are appended below as my/our proxy to attend and vote for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the TCFC FINANCE LIMITED, to be held on Friday, August 2, 2019, at 10.30 AM at M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K Dubhash Marg, Kala Ghoda, Mumbai 400001 and at any adjournment thereof in respect of such resolutions are indicated below :

S.N.	Resolutions	Optional	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of the Audited Financial statements for the year ended 31st March, 2019 along with the Report of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend on Equity shares for the financial year ended 31st March, 2019.		
3.	Re-Appointment of the Director in place of Mr. Dharmil A Bodani (DIN 00618333) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of M/s. GMJ & CO, Chartered Accountants as Statutory Auditor of the Company.		
SPECIAL BUSINESS			
5.	Re-appointment of Mr. Atul Desai (DIN 00019443) as a Chairman & Independent Director of the Company.		
6.	Appointment of Mr. Pranav S Jasani (DIN 01898059) as an Independent Director of the Company.		
7.	Appointment of Mr. Vengendur Srikumar Srinivasan (DIN 00051233) as an Independent Director of the Company.		

Signed this ..... day of August 2019

Affix  
Revenue  
Stamp  
Rs.1/-

Signature of Shareholder(s) .....

Signature of Proxy .....

### Notes :

1. This form of Proxy in order to be effective should be completed and deposited at the Registered Office, of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution, explanatory statement (if any) and notes, please refer to the Notice of 28<sup>th</sup> Annual General Meeting.