

**26th Annual Report
2016-2017**

TCFC FINANCE LIMITED

BOARD OF DIRECTORS

MR. ATUL DESAI	CHAIRMAN & INDEPENDENT DIRECTOR
MR. V S SRINIVASAN	INDEPENDENT DIRECTOR
MRS. TANIA DEOL	MANAGING DIRECTOR
MR. VENKATESH KAMATH	EXECUTIVE DIRECTOR & CFO
MR. DHARMIL BODANI	NON EXECUTIVE DIRECTOR

COMPANY SECRETARY

MISS. KINJAL SHETH

REGISTERED OFFICE

501/502, RAHEJA CHAMBERS,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI - 400 021
www.tcfcfinance.com
investorservices@tcfcfinance.com

ANNUAL GENERAL MEETING

on Tuesday, 22nd August, 2017

at 10.30 a.m. at M C Ghia Hall, 4th Floor,
Bhogilal Hargovindas Building,
18/20 K Dubash Marg,
Kala Ghoda, Mumbai – 400001

AUDITORS

GMJ & CO.

CHARTERED ACCOUNTANTS

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NOTICE

NOTICE is hereby given that the **26th Annual General Meeting** of the Members of TCFC Finance Limited will be held on Tuesday, 22nd August, 2017 at 10.30 a.m at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20 K Dubash Marg, Kala Ghoda, 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, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139(1), 142 of the Companies Act, 2013 read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, and in terms of the resolution passed by the Members at the Annual General Meeting held on 12th August, 2016, the appointment of M/s. GMJ & Co. (Firm Registration No. 103429W), Chartered Accountant as the Statutory Auditors of the Company to hold office from the conclusion of this 26th Annual General Meeting until the conclusion of 27th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company, be and is hereby ratified.”

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

Place: Mumbai

Date: 16th May, 2017

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 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.
- 5 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 for download.
- 6 The Register of Members and the Share Transfer Books of the Company shall remain closed from 16th August, 2017 to 22nd August, 2017(both days inclusive) for the purpose of the Annual General Meeting.
- 7 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.
- 8 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

TCFC FINANCE LIMITED

- (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.
- 9 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
- 10 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.
- 11 The Company has designated an exclusive email Id viz. investorservices@tcfcfinance.com to enable the investors to post their grievances, if any, and monitor its redressal.
- 12 Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 read with section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends 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. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies Rules, 2012. 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 |
|---------------------------------|-----------------------|--|
| 6 th July 2010 | 2009-2010 | September, 2017 |
| 10 th August, 2011 | 2010-2011 | October, 2018 |
| 1 st August, 2014 | 2013-2014 | September, 2021 |
| 27 th August, 2015 | 2014-2015 | October, 2022 |
| 12 th August, 2016 | 2015-2016 | October, 2023 |
- 13 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.
- 14 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.
- 15 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’.
- 16 A brief profile of all the Directors of the Company seeking appointment/re-appointment and as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 is given in the report.
- 17 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 26th 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 26th 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 26th Annual General Meeting of the Company dated 22nd August, 2017. The Company has appointed Ms. Nisha Verma , Practising Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- The remote e-voting period commences on 18th August, 2017(9:30 am) and ends on 21st August, 2017 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 15th August, 2017 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:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "TCFC Finance Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nisha.nvfirm@gmail.com with a copy marked to evoting@nsdl.co.in and companysecretary@tcfcfinance.com to verify the same.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository. Participants(s) or requesting physical copy]
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th August, 2017 Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investorservices@tcfcfinance.com
- IV. 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 or contact NSDL at the following toll free no.: 1800-222-990.
 - V. 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.
 - VI. 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.
 - VII. 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.
 - VIII. 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 "Poling Paper" for all those members who are present at the AGM/ but have not cast their votes by availing the remote e-voting facility.
 - IX. 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.
 - X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.

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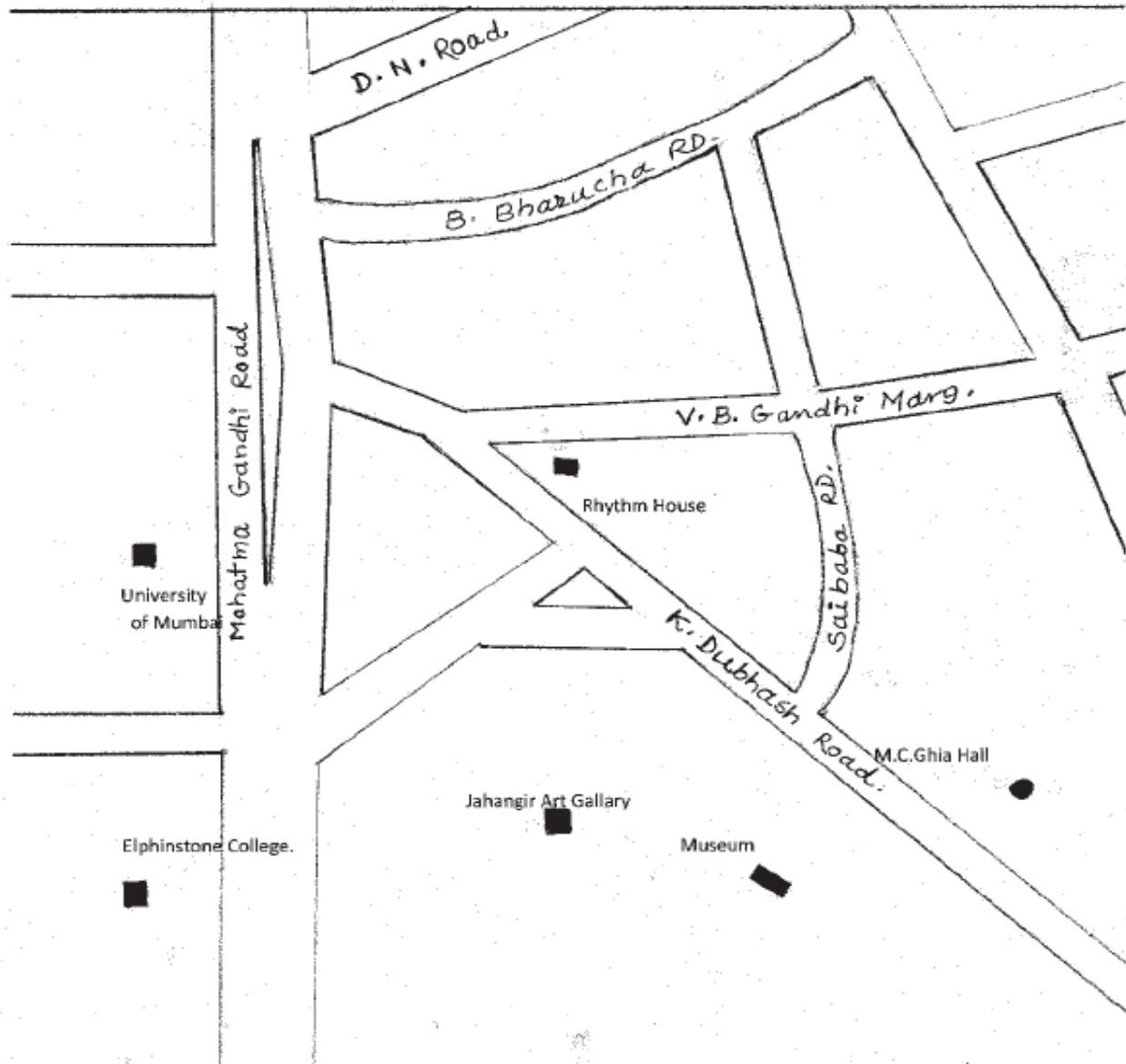
Annexure to Item no. 2

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)

Sr.no.	Name of Director	Mr. Dharmil Bodani
1.	Date of Birth	27/04/1970
2.	Age	47yrs
3.	Date of Appointment	27 th 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.
7.	No. of equity shares held in the Company (as on 31 st March 2017)	Nil
8.	Qualifications	BCOM
9.	List of other directorships (excluding Foreign Company)	Oriental Aromatics Limited (Managing Director) K.V. Bodani Education Foundation (Director) Camphor and Allied Products Limited (Managing Director) Oriental Fragrances and Flavors Private Limited (Director)
10.	Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	2
11.	Relationships, if any, between Directors inter- se	NIL

Route map to the venue of the AGM

M.C.Ghia Hall,
Bhogilal Hargovindas Building,
18/20, K. Dubhash Marg, Kalaghoda,
Fort, Mumbai-400 001.



TCFC FINANCE LIMITED**ATTENDANCE SLIP**

(CIN : L65990MH1990PLC057923)

Regd.Office: 501/502, RAHEJA CHAMBERS, FREE PRESS JOURNAL MARG, NARIMAN POINT, MUMBAI 400021

Email: investorservices@tcfcfinance.com, Website:www.tcfcfinance.com

Phone No.022-22844701/022-22840736, Fax No.022-22819237

26th ANNUAL GENERAL MEETING ON AUGUST 22, 2017

Registered Folio / DP ID & Client ID		
Name and Address of the shareholder(s)		
Joint Holder (1)		
Joint Holder (2)		
No. of Shares		
I/We hereby record my/our presence at the 26th Annual General Meeting of the Company being held on TUESDAY, 22ND AUGUST, 2017 AT 10.30 AM AT M C Ghia Hall, 4th Floor, Bhoglilal Hargovinddas Building, 18/20, K Dubhash Marg, Mumbai 400001.		
I/We request you to take note of my/our following details for sending future documents, intimations by electronic mode.		
Email Address	Contact Nos	Signature of Shareholder/Proxy
Note: Please complete the Name, Email Address, Contact Nos. sign this attendance slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.		
ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	SEQUENCE NO.
Note : Please read the instructions printed under "The Instructions to Members for remote e-voting in the Notice herewith. The Voting period starts from 9.30 AM on FRIDAY August 18th, 2017 and ends at 5.00 PM on MONDAY, August 21st, 2017. The Voting Module shall be disabled by NSDL for voting thereafter.		
PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL		

TCFC FINANCE LIMITED**PROXY FORM (MGT-11)**

(CIN : L65990MH1990PLC057923)

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

Regd.Office: 501/502, RAHEJA CHAMBERS, FREE PRESS JOURNAL MARG, NARIMAN POINT, MUMBAI 400021

Email: investorservices@tcfcfinance.com, Website:www.tcfcfinance.com

Phone No.022-22844701/022-22840736, Fax No.022-22819237

26th ANNUAL GENERAL MEETING ON AUGUST 22, 2017

Name of the Members	Registered Folio / DPID & Client ID	
----- I/We being member(s) of the above named Company hereby appoint		
1. Name	Address:	
Email ID	Signature	
2. Name	Address	
Email ID	Signature	
3. Name	Address	
Email ID	Signature	
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, August 22, 2017 and at any adjournment thereof in respect of following resolutions :		
S.N.	Resolutions	Optional
		For Against
ORDINARY BUSINESS:		
1.	Adoption of Audited Financial Statements together with the Report of Directors and Auditor for the financial Year ended March 31, 2017.	
2.	Re-appointment of Mr.Dharmil A Bodani (DIN 00618333) who retires by rotation and being eligible, offers himself for re-appointment.	
3.	To Ratify the Appointment of M/s.GMJ & Co, Chartered Accountants, (Firm Registration NO.103429W) as Statutory Auditors of the Company.	
Signed this day of 2017.		
Folio/DP ID / Client ID: Signature of shareholders		Affix Revenue Stamp Rs.1/-
Signature of Proxy Holder		

Note : 1. This form of Proxy in order to be effective, should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the meeting.

2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 26th Annual General Meeting.