

Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.						
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7055684	100.0000	7055684	0	100.0000	0.0000
	Poll	7055684	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	7055684	7055684	100.0000	7055684	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total						100.0000	0.0000
Public- Non Institutions	E-Voting		613	0.1145	613	0	100.0000	0.0000
	Poll	535556	534943	99.8855	534943	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	535556	535556	100.0000	535556	0	100.0000	0.0000
	Total	7591240	7591240	100.0000	7591240	0	100.0000	0.0000

Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To declare a dividend for the financial year ended on 31st March, 2018.						
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	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	7055684	7055684	100.0000	7055684	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		7055684	100.0000	7055684	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	613	613	0.1145	613	0	100.0000	0.0000
Public- Non Institutions	E-Voting	534943	534943	99.8855	534943	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	535556	535556	100.0000	535556	0	100.0000	0.0000
Total	Total	7591240	7591240	100.0000	7591240	0	100.0000	0.0000

Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary No						
Whether promoter/promoter group are interested in the agenda/resolution?		To appoint a Director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.						
Description of resolution considered								
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7055684	7055684	100.0000	7055684	0	100.0000	0.0000
	Poll	7055684	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	7055684	7055684	100.0000	7055684	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total		613	0.1145	613	0	100.0000	0.0000
Public- Non Institutions	E-Voting	535556	534943	99.8855	534943	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	535556	535556	100.0000	535556	0	100.0000	0.0000
Total	Total	7591240	7591240	100.0000	7591240	0	100.0000	0.0000

**CONSOLIDATED RESULTS OF REMOTE E- VOTING AND POLL IN RESPECT OF
THE 27TH ANNUAL GENERAL MEETING OF TCFC FINANCE LIMITED HELD ON
16TH AUGUST, 2018**

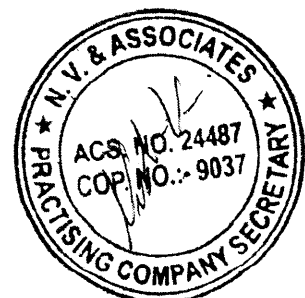
To,
The Chairman,
TCFC Finance Limited

The Company has appointed me as a scrutinizer to scrutinize the votes through remote e voting and also for the poll held at 27th Annual General Meeting (AGM) of the Company held on 16th August 2018.

The management is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to e voting and poll on the resolutions contained in the Notice to the 27th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e voting process and poll is restricted to make scrutinizers report of the votes cast "in favor" or "against" the resolutions in the notice, based on reports generated from the e- voting platform and also at the time of poll at AGM.

I have issued separate scrutinizer report dated 17th August 2018 on remote e voting and on poll dated 17th August 2018. As requested by management I submit herewith my combined report on e- voting and poll as under:

Item of notice	Votes in favor of resolution	Votes against the resolution	Invalid votes
1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.	7591240	0	586
2. To declare a dividend for the financial year ended on 31 st March, 2018.	7591240	0	586



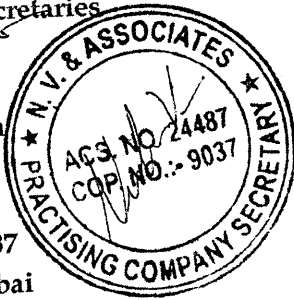
3. To appoint a Director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.	7591240	0	586
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Thus, 7591240 votes were cast in favour of the above resolution. Accordingly, the above resolutions were passed unanimously.

For N. V. & Associates
Company Secretaries

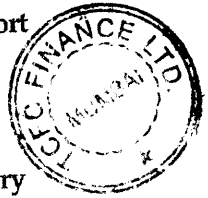
Nisha Verma
Nisha Verma

Proprietor
ACS 24487
COP No. 9037
Place: Mumbai
Date: 17/08/2018



Countersigned and received the report

[Signature]
Company Secretary



Nisha Verma
B.Com., LL.B., A.C.S.

OS N. V. & ASSOCIATES
Practising Company Secretary

D-6, Ashirwad Society, Plot No. 35, Gorai-1,
Gorai Bridge, Borivali (W), Mumbai - 400 092.
Tel : 022-2868 3861. Mob.: +91 81082 30934
E-mail : nisha.sda@gmail.com/nisha.nvfirm@gmail

**SCRUTINIZER'S REPORT
(FOR E-VOTING)**

To,
The Chairman of Annual General Meeting of the members of **TCFC Finance Limited** held
on 16th August 2018 at 10.30 a.m.

Dear Sir,

I Nisha Verma, Practising Company Secretary (ACS: 24487 & CP No. 9037) has been appointed as scrutinizer by the Board of Directors of **TCFC Finance Limited** for the purpose of scrutinizing the remote e-voting process under the provisions of section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and to scrutinize the physical ballot forms received by the shareholders who did not opt for remote e-voting in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Company to be held on 16th August 2018.

The management is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to e voting on the resolutions contained in the Notice to the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e voting process and ballot forms received is restricted to make scrutinizers report of the votes cast "in favor" or "against" the resolutions in the notice, based on reports generated from the e- voting.

The Company has provided remote e voting facility to all the shareholders registered with the Company and entitled to vote as on 09th August 2018.



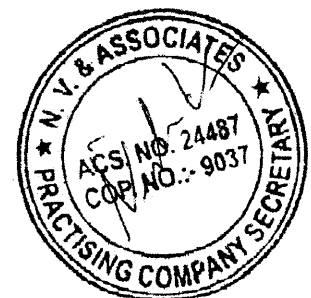
The remote e voting period began at 9.30 am on Monday, 13th August, 2018 and ended at 5.00 p.m. on Wednesday, 15th August, 2018 being the last date and time fixed by the Company for remote e voting.

The votes were unblocked in presence of two witnesses who were not in employment of the Company.

I now submit my report on result of voting through electronic means in respect of said resolutions.

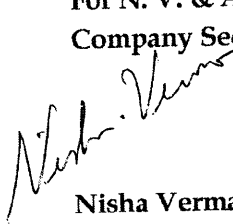
REMOTE E-VOTING

Item No.	Description	No of Members voted through remote e - voting system	Number of votes cast (shares)	Invalid Votes	No of Shares in favour	No of shares against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon	13	7056297	Nil	7056297	0
2	To declare a dividend for the financial year ended on 31 st March, 2018.	13	7056297	Nil	7056297	0
3.	To appoint a Director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.	13	7056297	Nil	7056297	0



All the records relating to e voting and physical ballot shall remain in our custody until the Chairman considers, approves and signs the minutes of the said Annual General Meeting and thereafter the same will be handed over to the compliance officer, for safe keeping.

For N. V. & Associates
Company Secretaries



Nisha Verma
Proprietor
ACS 24487
COP No. 9037
Place: Mumbai
Date: 17/08/2018



Countersigned and received the report


Company Secretary

Nisha Verma
B.Com., LL.B., A.C.S.

N. V. & ASSOCIATES
Practising Company Secretary

D-6, Ashirwad Society, Plot No. 35, Gorai-1,
Gorai Bridge, Borivali (W), Mumbai - 400 092.
Tel : 022-2868 3861. Mob.: +91 81082 30934
E-mail : nisha.sda@gmail.com/nisha.nvfirm@gmail

Form No. MGT 13
REPORT OF SCRUTINIZER
(Pursuant to section 109 of Companies Act, 2013 and Rule 21(2) of the Companies
(Management & Administration) Rules, 2014

To,
The Chairman of 27th Annual General Meeting of the members of **TCFC Finance Limited**
held on 16th August 2018 at 10.30 a.m.

Dear Sir,

I Nisha Verma, Practising Company Secretary (ACS: 24487 & CP No. 9037) has been appointed as scrutinizer by the Board of Directors of **TCFC Finance Limited** for the purpose of scrutinizing the poll taken on the below mentioned resolutions at the 27th Annual General Meeting of the Company held on 16th August 2018.

- 1). After the time fixed for closing of poll by the Chairman, the box kept for polling was locked in my presence with due identification marks placed.
- 2). The locked box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the In-house share department maintained by the Company and authorizations and proxies lodged with the Company.
- 3). Where the members voted in person and proxy.
- 4). Result of Poll is as under:

Item No.1 - Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.



(i) Voted in favor of the resolution:

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
35	534943	100

(ii) Voted against the resolution :

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
0	0	0

(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
7	586

Item No.2: Ordinary Resolution:

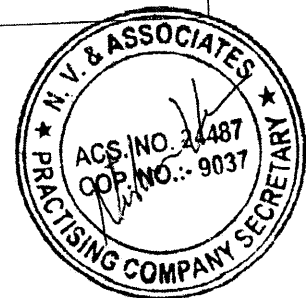
To declare a dividend for the financial year ended on 31st March, 2018.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
35	534943	100

(ii) Voted against the resolution :

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
0	0	0



(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
7	586

Item No.3: Ordinary Resolution:

To appoint a Director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
35	534943	100

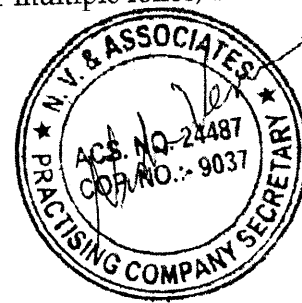
(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
0	0	0

(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
7	586

3 forms were out rightly rejected as the member did not mention the no. of shares held by them and their folio numbers were not found in the list of shareholders. 2 other forms containing votes were treated invalid as there was signature mismatch with the records available with the Company, accordingly these forms was also treated as invalid. Also, in some instance, member had voted multiple times vide their multiple folios, but we have considered one member as one vote.

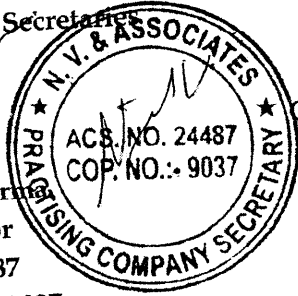


5). Poll papers and other relevant records were sealed and handed over to the Compliance officer of the Company for safekeeping.

For N. V. & Associates
Company Secretary

Nisha Verma
Nisha Verma

Proprietor
ACS 24487
COP No. 9037
Place: Mumbai
Date: 17/08/2018



Countersigned and received the report

[Signature]
Company Secretary

