

General information about company

Scrip code	532284
NSE Symbol	
MSEI Symbol	
ISIN	INE389D01013
Name of the company	TCFC FINANCE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-09-2020
Start time of the meeting	11:00 AM
End time of the meeting	11:40 AM

Scrutinizer Details

Name of the Scrutinizer	MS. NISHA VERMA
Firms Name	N V & ASSOCIATES
Qualification	CS
Membership Number	24487
Date of Board Meeting in which appointed	30-06-2020
Date of Issuance of Report to the company	25-09-2020

Voting results

Record date	18-09-2020
Total number of shareholders on record date	19530
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	41
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

Resolution (1)									
Whether promoter/promoter group are interested in the agenda/resolution?		Resolution required: (Ordinary / Special)							
		Ordinary							
		No							
Adoption of Audited Financial Statements in (IND-AS format) for the financial Year ended 31st March, 2020 together with the Report 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		7082998	100.0000	7082998	0	100.0000	0.0000	
	Poll	7082998							
	Postal Ballot (if applicable)								
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
Public- Institutions	E-Voting		533334	100.0000	533334	0	100.0000	0.0000	
	Poll	533334							
	Postal Ballot (if applicable)								
	Total	533334	533334	100.0000	533334	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		18829	100.0000	18494	335	98.2208	1.7792	
	Poll	18829							
	Postal Ballot (if applicable)								
	Total	18829	18829	100.0000	18494	335	98.2208	1.7792	
	Total	7635161	7635161	100.0000	7634826	335	99.9956	0.0044	
Whether resolution is Pass or Not.									
Disclosure of notes on resolution									
Yes									
Add Notes									

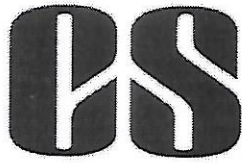
* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution (2)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered									
Re- appointment of Mr. Dharmil A. Bodani (DIN 00618333) who retires by rotation and being eligible, offers himself for re-appointment.									
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		7082998	100.0000	7082998	0	100.0000	0.0000	
	Poll	7082998							
	Postal Ballot (if applicable)								
	Total	7082998	7082998	100.0000	7082998	0	100.0000	0.0000	
Public- Institutions	E-Voting		533334	100.0000	533334	0	100.0000	0.0000	
	Poll	533334							
	Postal Ballot (if applicable)								
	Total	533334	533334	100.0000	533334	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		18829	100.0000	18373	456	97.5782	2.4218	
	Poll	18829							
	Postal Ballot (if applicable)								
	Total	18829	18829	100.0000	18373	456	97.5782	2.4218	
	Total	7635161	7635161	100.0000	7634705	456	99.9940	0.0060	
					Whether resolution is Pass or Not.				
					Disclosure of notes on resolution				
					Add Notes				

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



N.V. & ASSOCIATES

(Practicing Company Secretary)

FORM NO. MGT-13

Report of the Scrutiniser

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Atul Desai- Chairman,
29th Annual General Meeting of the Equity Shareholders of
TCFC Finance Ltd.,
Held on Friday, 25th September, 2020
through two-way video conferencing ('VC') or
other audio-visual means ('OAVM').

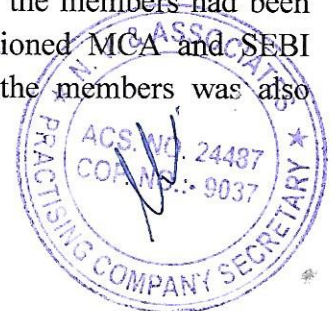
Dear Sir,

1. I, CS Nisha Verma, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of TCFC Finance Ltd ("the Company") at its meeting held 30th June, 2020, for the purpose of scrutinising the remote e-voting and for conducting e-voting at the 29th Annual General Meeting ("29th AGM") and ascertaining the requisite majority on remote e-voting and e-voting at AGM, carried out as per the provisions of section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules, 2015 ("the Rules"), on the resolutions contained in the notice of the 29th AGM of the Equity Shareholders of the Company, held on 25th September, 2020 through two-way video conferencing ('VC') or other audio-visual means ('OAVM').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means and two-way video conferencing ('VC') or other audio-visual means ('OAVM') on the resolutions contained in the Notice of the 29th AGM of the members of the Company. My responsibility as a scrutiniser for the e-voting is restricted to ensure that the voting process, both through the remote e-voting and e-voting at the meeting are conducted in a fair and transparent manner and to make a consolidated



Scrutiniser's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorised agency to provide e-voting facilities.

3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a rule to be followed. The 29th AGM of the Company was held on Friday, 25th September, 2020 at 11.00 a.m. through two way Video Conferencing ('VC') or other audio visual means ('OAVM') and the voting for the resolutions was transacted as per the Notice convening the 29th AGM, which was only through remote electronic voting process and electronic voting during the 29th AGM in compliance with the applicable provisions of the Act (including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" and General Circular No. 20/2020 dated 5th May, 2020, in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR Regulations") read with Circular dated 12th May, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic" ("SEBI Circular").
4. Pursuant to the MCA and SEBI circulars, the Notice of the 29th AGM and the statement setting out material facts under section 102 of the Act in respect of the respective resolutions proposed at the 29th AGM along with the Annual Report for financial year 2019-20 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the 29th AGM had been uploaded on the website of the Company at www.tcfcfinance.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com respectively and the notice of the 29th AGM is also available on the website of National Securities Depository Limited ("NSDL"), (agency for providing the e-voting facility) i.e. www.evoting.nsdl.com
5. Since the 29th AGM was held pursuant to MCA Circulars pertaining to holding of the meeting through VC or OAVM, physical attendance of the members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for the appointment of proxies by the members was also dispensed with.



6. The members attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Act.
7. Further to above, I submit my report as under:
 - (1) The Company has provided the e-voting facility through NSDL on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.
 - (2) The notices were sent through email and they contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - (3) As prescribed in the said Rules, the Company has also published the advertisements on 29th August, 2020 and 3rd September, 2020 and they carried the required information as specified in the said rules.
 - (4) The Members holding shares or beneficial interest in the shares, as on 18th September, 2020, ("cut off date"), were entitled to vote on the resolutions stated in the Notice of the 29th AGM of the Company.
 - (5) The e-voting was commenced from 22nd September, 2020 (9.30 a.m.) and ended on 24th September, 2020 (5.00 p.m.) and NSDL e-voting platform was blocked in due time. After the closure of the voting at the 29th AGM the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinised.
 - (6) The votes cast under remote e-voting facility were unblocked on 25th September, 2020, in the presence of two witnesses, who are not in the employment of the Company.
 - (7) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the respective Resolution.
 - (8) Thereafter, the details containing, inter alia, list of Equity Shareholder, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com> The result of the e-voting exercised and the votes casted through electronic voting at the 29th AGM is as under:



Item No. 1 – as an Ordinary Resolution: - To receive, consider and adopt the Audited Financial Statements of the Company in (IND-AS format) for the year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	78	7634801	99.995%
E-Voting at the AGM	1	25	0.00032%
Total	79	7634826	99.9953%

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	6	335	0.0044%
E-Voting at the AGM	0	0	0
Total	6	335	0.0044%

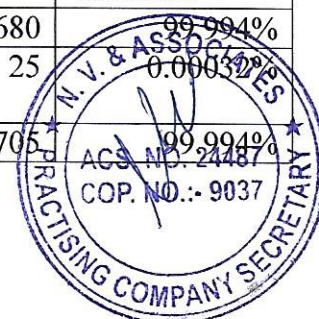
(iii) Invalid votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0

Item No. 2 – as an Ordinary Resolution: - To re-appoint Mr. Dharmil A Bodani (DIN:00618333) as a Director of the Company, who retires by rotation and being eligible, offer himself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	76	7634680	99.994%
E-Voting at the AGM	1	25	0.00032%
Total	77	7634705	99.994%



(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	8	456	0.006%
E-Voting at the AGM	0	00	0
Total	8	456	0.006%

(iii) Invalid Votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0

No invalid votes casted

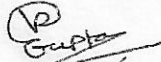
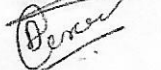
8. You may accordingly declare the result of the voting by remote e-voting and through electronic voting at the meeting.
9. The above-mentioned resolutions are deemed to be passed as on the date of the 29th AGM.

Thanking you,

Place : Mumbai

Date: 26th September, 2020

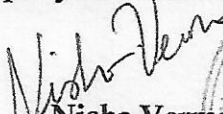
Witness:

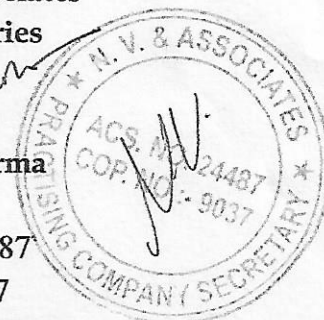
1) Vijay Ramesh Gupta 
2) Ajit Manohar Gurusav 



Countersigned and received the report
Kinjal Sheth
Company Secretary

For N. V. & Associates
Company Secretaries


Nisha Verma
Proprietor
ACS- A24487
CP-9037



UDIN No. A024487B000782398

Scrutiniser for remote e-voting and
electronic voting at AGM