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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)	23-09-2021
Start time of the meeting	11:00 AM
End time of the meeting	11:49 AM

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Voting results	
Record date	16-09-2021
Total number of shareholders on record date	19366
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	63
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				ended March 31, 2021, 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		7133027	100.0000	7133027	0	100.0000	0.0000	
	Poll	7133027	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		7133027	7133027	100.0000	7133027	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	389480	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		389480	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		548762	18.5416	548616	146	99.9734	0.0266	
	Poll	2959622	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		2959622	548762	18.5416	548616	146	99.9734	0.0266
Total			10482129	7681789	73.2846	7681643	146	99.9981	0.0019
Whether resolution is Pass or Not.							Yes		

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, 2021.				
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	7133027	7133027	100.0000	7133027	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7133027	7133027	100.0000	7133027	0	100.0000
Public-Institutions	E-Voting	389480	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		389480	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2959622	548889	18.5459	548616	273	99.9503	0.0497
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2959622	548889	18.5459	548616	273	99.9503
Total		10482129	7681916	73.2858	7681643	273	99.9964	0.0036
Whether resolution is Pass or Not.							Yes	

Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
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		7133027	100.0000	7133027	0	100.0000	0.0000
	Poll	7133027	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7133027	7133027	100.0000	7133027	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	389480	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	389480	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		548889	18.5459	548009	880	99.8397	0.1603
	Poll	2959622	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2959622	548889	18.5459	548009	880	99.8397	0.1603
Total		10482129	7681916	73.2858	7681036	880	99.9885	0.0115
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Recommendation of renewal of the term of re-appointment of Mrs. Tania Deol as a Managing Director & Chief Executive Officer of The Company.				
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	7133027	7126677	99.9110	7126677	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7133027	7126677	99.9110	7126677	0	100.0000
Public-Institutions	E-Voting	389480	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		389480	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2959622	548864	18.5451	547597	1267	99.7692	0.2308
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2959622	548864	18.5451	547597	1267	99.7692
Total		10482129	7675541	73.2250	7674274	1267	99.9835	0.0165
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	6350
Public Insitutions	0
Public - Non Insitutions	0



N. V. & Associates

PRACTISING COMPANY SECRETARY

601, A-Wing, Gayatri CHS Ltd., Opp. Rajda School, Behind Pantaloons Shopping Center,
Near Platform No. 1, Borivali (West), Mumbai - 400 092.

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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,

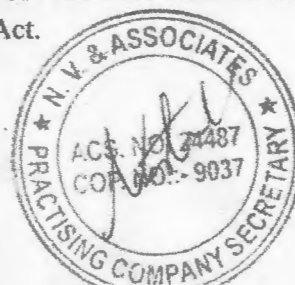
30th Annual General Meeting of the Equity Shareholders of TCFC Finance Ltd., Held on
Thursday, 23rd September, 2021 at 11:00 am (IST) through two-way video conferencing ('VC')
or other audio-visual means ('OAVM').

Dear Sir,

1. I, CS Nisha Verma, Practising Company Secretary, have been appointed as Scrutiniser by the Board of Directors of TCFC Finance Ltd ("the Company") at its meeting held 25th June, 2021, for the purpose of scrutinising the remote e-voting and for conducting e-voting at the 30th Annual General Meeting ("30th 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 30th AGM of the Equity Shareholders of the Company, held on 23rd September, 2021 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 30th 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 30th AGM of the Company was held on Thursday, 23rd September, 2021 at 11.00 a.m.(IST) 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 30th AGM, which was only through remote electronic voting process and electronic voting during the 30th 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, 22/2020, 33/2020, 39/2020 and 02/2021 dated 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 13th January, 2021 respectively issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), read with SEBI Circular No. SEBI / HO /CFD/CMD1/CIR/P/2020/79 dated 12/5/2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter referred to as "SEBI Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), to determine the result of the voting on resolutions set out in the Notice of AGM.
4. Pursuant to the MCA and SEBI circulars, the Notice of the 30th AGM and the statement setting out material facts under section 102 of the Act in respect of the respective resolutions proposed at the 30th AGM along with the Annual Report for financial year 2020-2021 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the 30th 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 30th 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 30th 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 28th August, 2021 and 1st September, 2021 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 16th September, 2021, ("cut off date"), were entitled to vote on the resolutions stated in the Notice of the 30th AGM of the Company.
- (5) The e-voting was commenced from 19th September, 2021 (9.30 a.m.) and ended on 22nd September, 2021 (5.00 p.m.) and NSDL e-voting platform was blocked in due time. After the closure of the voting at the 30th 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 23rd September, 2021, 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 30th AGM is as under:



Item No. 1 – as an Ordinary Resolution: - To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021, 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	110	7681643	99.998%
E-Voting at the AGM	0	0	0
Total	110	7681643	99.998%

(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	3	146	0.0019%
E-Voting at the AGM	0	0	0
Total	3	146	0.0019%

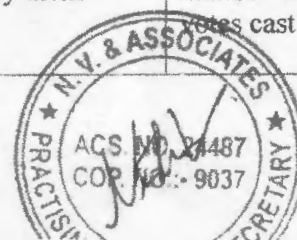
(iii) Invalid votes

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 declare a dividend for the financial year ended on 31st March, 2021.

(ii) 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	110	7681643	99.996%
E-Voting at the AGM	0	0	0
Total	110	7681643	99.996%

(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	4	273	0.0035%
E-Voting at the AGM	0	0	0
Total	4	273	0.0035%

(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

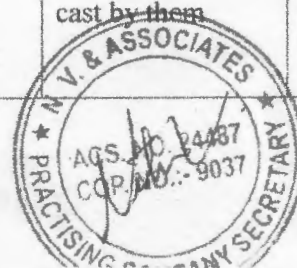
Item No. 3 – as an Ordinary Resolution: - To appoint a director in place of Mr. Dharmil A Bodani (DIN:00618333) who retires by rotation and being eligible, offers himself for re-appointment.

(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	107	7681036	99.988%
E-Voting at the AGM	0	0	0
Total	107	7681036	99.988%

(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	7	880	0.011%
E-Voting at the AGM	0	00	0
Total	7	880	0.011%

(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. 4 – as an Special Resolution: - Recommendation of renewal of the term of re-appointment of Mrs. Tania Deol as a Managing Director & Chief Executive Officer of The Company.

(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	104	7674274	99.90%
E-Voting at the AGM	0	0	0
Total	104	7674274	99.90%

(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	1267	0.006%
E-Voting at the AGM	0	00	0
Total	8	1267	0.016%

(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	1	6350
E-Voting at the	0	0



AGM		
Total	1	6350

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 30th AGM.

Thanking you.

Place : Mumbai

Date: 25th September, 2021

Witness:

1) Ajit M. Gurav



2) Vjyay Ramesh Gupta



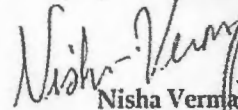
Countersigned and received the report

Kinjal Sheth

Company Secretary

For N. V. & Associates

Company Secretaries


Nisha Verma

Proprietor

ACS- A24487

CP-9037



UDIN No. A024487C001004829
Scrutiniser for remote e-voting and
electronic voting at AGM