

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)	08-08-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:50 AM

Voting results

Record date	01-08-2022
Total number of shareholders on record date	18544
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	57
No. of resolution passed in the meeting	3

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	12-05-2022
Date of Issuance of Report to the company	08-08-2022

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, 2022, 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		545155	18.4198	545035	120	99.9780	0.0220
	Poll	2959622	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2959622	545155	18.4198	545035	120	99.9780	0.0220
Total		10482129	7678182	73.2502	7678062	120	99.9984	0.0016
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, 2022				
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)							
	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		545155	18.4198	545035	120	99.9780	0.0220
	Poll	2959622						
	Postal Ballot (if applicable)							
	Total	2959622	545155	18.4198	545035	120	99.9780	0.0220
Total		10482129	7678182	73.2502	7678062	120	99.9984	0.0016
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		545124	18.4187	544570	554	99.8984	0.1016
	Poll	2959622	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2959622	545124	18.4187	544570	554	99.8984	0.1016
Total		10482129	7678151	73.2499	7677597	554	99.9928	0.0072
Whether resolution is Pass or Not.							Yes	



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,

31st Annual General Meeting of the Equity Shareholders of

TCFC Finance Ltd.,

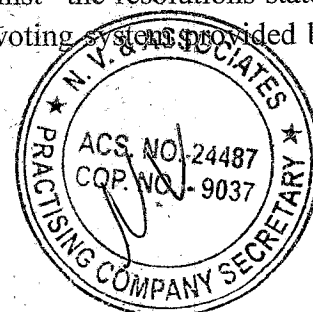
Held on Monday, 08th August, 2022

through two-way video conferencing ('VC') or

other audio-visual means ('OAVM').

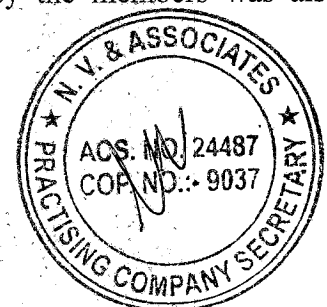
Dear Sir,

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 12th May, 2022, for the purpose of scrutinising the remote e-voting and for conducting e-voting at the 31st Annual General Meeting ("31st 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 31st AGM of the Equity Shareholders of the Company, held on 08th August, 2022 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 31st 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 systems provided by

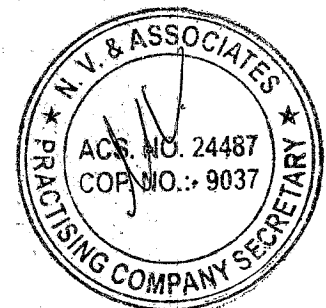


National Securities Depository Limited (“NSDL”), the authorised agency to provide e-voting facilities.

3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a rule to be followed. The 31st AGM of the Company was held on Monday, 08th August, 2022 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 31st AGM, which was only through remote electronic voting process and electronic voting during the 31st 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 Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Securities and Exchange Board of India (“SEBI”) Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and all other relevant circulars issued from time to time, physical attendance of the members to the AGM venue is not required and general meeting be held through video conference (VC) or other audio visual means (OAVM).
4. Pursuant to the MCA and SEBI circulars, the Notice of the 31st AGM and the statement setting out material facts under section 102 of the Act in respect of the respective resolutions proposed at the 31st AGM along with the Annual Report for financial year 2021-22 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the 31st 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 31st 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 31st 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 12th July, 2022 and 15th July, 2022 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 1st August, 2022, ("cut off date"), were entitled to vote on the resolutions stated in the Notice of the 31st AGM of the Company.
 - (5) The e-voting was commenced from 04th August, 2022 (9.00 a.m.) and ended on 07th August, 2022 (5.00 p.m.) and NSDL e-voting platform was blocked in due time. After the closure of the voting at the 31st 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 08th August, 2022, 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 NDSL i.e. <https://www.evoting.nsdl.com>



The result of the e-voting exercised and the votes casted through electronic voting at the 31st 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, 2022, 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	92	7678017	99.997%
E-Voting at the AGM	3	45	0.00058
Total	95	7678062	99.99758%

(ii) Voted against the resolution:

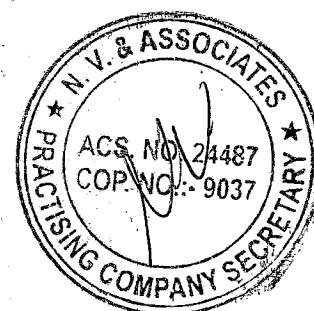
Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	1	120	0.00156%
E-Voting at the AGM	0	0	0
Total	1	120	0.00156%

(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, 2022.

(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	92	7678017	99.997%
E-Voting at the AGM	3	45	0.00058
Total	95	7678062	99.99758%

(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	1	120	0.00156%
E-Voting at the AGM	0	0	0
Total	1	120	0.00156%

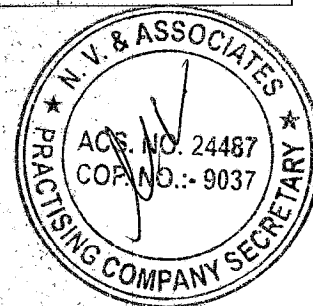
(iii) Invalid votes

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	86	7677552	99.99%
E-Voting at the AGM	3	45	0.00058%
Total	89	7677597	99.99058%



(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	554	0.0072%
E-Voting at the AGM	0	00	0
Total	6	554	0.0072%

(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

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 31st AGM.

Thanking you,

Place : Mumbai

Date: 08th August, 2022

Witness:

- 1) PARAG LADHA
601, Gayatri CHS, Opp. Rajda School,
Borivali (W), Mumbai - 400092
- 2) Ajit Manohar Gurrav
Flat No. 51, Akshardham, P.G. Road,
Rajanpada, Malad (West), Mumbai - 400064

Countersigned and received the report
Kinjal Sheth
Company Secretary

Kinjal Sheth
9/8/2022

For N. V. & Associates
Company Secretaries

Nisha Verma
Nisha Verma
Proprietor

ACS- A24487
CP-9037

UDIN No. A024487D000760301

Scrutiniser for remote e-voting and
electronic voting at AGM

