

16th Annual Report 2006-2007

TCFC FINANCE LIMITED

BOARD OF DIRECTORS

MR. ATUL DESAI	CHAIRMAN
MR. DAVENDRA AHUJA	MANAGING DIRECTOR
MR. V S SRINIVASAN	DIRECTOR
MR. VICKRAM AHUJA	DIRECTOR
MR. VENKATESH KAMATH	DIRECTOR

ANNUAL GENERAL MEETING

On Friday, August 24, 2007
3.30 p.m. at Walchand Hirachand Hall,
4th Floor, Indian Merchants Chamber Building,
IMC Marg, Churchgate, Mumbai – 400 020

COMPANY SECRETARY

MR. AYAN CHAKRABORTY

AUDITORS

LAKHANI & COMPANY
CHARTERED ACCOUNTANTS

REGISTERED OFFICE

501-502, RAHEJA CHAMBERS,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI 400 021.
Tel.: 022-22844701

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NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the members of TCFC Finance Limited will be held on Friday, August 24, 2007, at 3.30 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai 400020 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2007 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Venkatesh Kamath, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. MGB & Co., Chartered Accountants as auditors in place of M/s. Lakhani & Co., Chartered Accountants and fix their remuneration.

SPECIAL BUSINESS :

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“Resolved That the consent of the Company be and is hereby accorded under 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company to borrow such sums of monies as it may think fit notwithstanding that the monies so borrowed may exceed the aggregate of the paid up capital and free reserves of the Company subject to an overall limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only).”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“Resolved That pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby authorized to invest an amount not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) in any Initial Public Offering (IPO) of any body corporate notwithstanding the fact that such investment together with loans, advances and all other investments made by the Company will exceed sixty percent of the paid up capital and free reserves of the Company or 100% of its free reserves.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) the Authorized Share Capital of the Company be and is hereby increased from Rs.10,85,00,000/- (Rupees Ten Crores Eighty Five Lacs only) divided in 1,08,50,000 equity shares of Rs.10/- each to Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 equity shares of Rs.10/- each ranking pari-passu in all respect with the existing equity shares in the Company.”

“RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company, for the words and figures “The Authorized Share Capital of the Company is Rs.10,85,00,000/- (Rupees Ten Crores Eighty Five Lacs only) divided in 1,08,50,000 equity shares of Rs.10/- each” the following shall be substituted:

“The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 equity shares of Rs.10/- each.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do and perform all such acts, deeds, and things as may be necessary or desirable to give effect to this resolution.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) the existing Articles of Association of the Company be and is hereby altered by substituting the first sentence of Article 4 with the following sentence:

“The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 equity shares of Rs.10/- each.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do and perform all such acts, deeds, and things as may be necessary or desirable to give effect to this resolution.”

By order of the Board
For **TCFC Finance Limited**

Place: Mumbai
Date : July 12, 2007

Ayan Chakraborty
Company Secretary

TCFC FINANCE LIMITED

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the 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.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, August 17, 2007 to Friday, August 24, 2007 (both days inclusive) to ascertain the shareholders entitled to receive dividend, if approved, on equity shares, for the year ended March 31, 2007. In respect of shares held in electronic form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the depositories for this purpose.
3. The dividend on equity shares, if declared at the Annual General Meeting will be paid on or after September 5, 2007.
4. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in relation to the Special Business of the meeting is annexed hereto.
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. upto the date of the Annual General Meeting.
6. Members are requested to intimate change in address, change in bank accounts etc. Members may avail Electronic Clearing Service (ECS) for receipt of dividend by intimating their bank account details to the Company if shares are in physical form or to their respective Depository Participant in case of shares in dematerialized form.
7. Any member seeking further information on the Accounts at the meeting is requested to send their queries in writing to the Company so as to reach at least one week in advance to enable the Management to keep the information ready. Replies will be provided only at the meeting.
8. Members/proxies should bring their Attendance slip duly filled in for attending the meeting.
9. Members are hereby informed that Dividend which remains unclaimed/un-encashed over a period of 7 years, has to be transferred as per the provisions of Sec.205A of the Companies Act, 1956, by the Company to "The Investor Education & Protection Fund", constituted by the Central Government under Section 205C of the Companies Act, 1956.

Hereunder are the details of Dividends paid by the Company and their respective due dates of transfer of unclaimed/un-encashed dividends to the designated fund of the Central Government.

Date of Declaration of Dividend	Dividend For the year	Due date of Transfer to the Government
26 th July, 2004	2003-2004	August, 2011
15 th July, 2005	2004-2005	August, 2012
17 th August, 2006	2005-2006	September, 2013

It may please be noted that once the unclaimed/un-encashed dividend is transferred to "The Investor Education & Protection Fund", as above, no claim shall lie in respect of such amount by the shareholder.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956

ITEM NO. 5

Under the provisions of the Companies Act, 1956, the Company is authorized to borrow funds upto the aggregate of its paid up capital and free reserves.

As you are aware that from time to time the Company invests its funds in Initial Public Offerings. For the said purpose, the Company may be required to borrow funds for a temporary period which exceeds the aggregate of its paid up capital and free reserves, moreover, in certain circumstances there are more than one IPO on at the same time. In view of the above, the consent of the shareholders is required by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 to authorize the Board to borrow monies not exceeding Rs. 200 crores.

None of the Directors is concerned or interested in the resolution.

Your Directors recommend the resolution at item no. 5 for your acceptance.

ITEM NO. 6

Under the provisions of the Companies Act, 1956, the Company is authorized for investing upto 60% of the aggregate of its paid up capital and free reserves or 100% of its free reserves.

As you are aware that from time to time, the Company invests its funds in Initial Public Offerings. For the said purpose, the Company may be required to invest its funds for a temporary period which exceeds 60% of paid up capital and free reserves or 100% of its free reserves. Moreover, in certain circumstances, there are more than one IPO on at the same time. In view of the above, the consent of the shareholders is required by way of a Special Resolution under Section 372A of the Companies Act, 1956 to authorize the Board to invest its funds not exceeding Rs. 200 crores in any IPO of a body corporate.

None of the Directors is concerned or interested in the resolution.

Your Directors recommend the resolution at item no. 6 for your acceptance.

ITEM NO. 7 & 8

The present authorized share capital of the Company is Rs.10,85,00,000/- (Rupees Ten Crores Eighty Five Lacs only) divided into 1,08,50,000 equity shares of Rs.10/- each.

The Company proposes to expand business substantially and accordingly requires augmentation of resources which may inter-alia include raising of share capital of the company. Hence your Directors propose to increase the Authorized Share Capital to Rs.25,00,00,000/- (Rupees Twenty Five Crores only). Accordingly, increase in Authorized Share Capital of the Company by creation of additional 1,41,50,000 equity shares of Rs.10/- each is recommended.

The provisions of the Companies Act, 1956 require the Company to seek the approval of the members for increase in the Authorized Share Capital and the alteration of capital clause of the Memorandum of Association and Articles of Association of the Company.

None of the Directors is concerned or interested in the resolution.

Your Directors recommend these resolutions for approval of the members.

By order of the Board
For **TCFC Finance Limited**

Place : Mumbai
Date : July 12, 2007

Ayan Chakraborty
Company Secretary

Registered Office:
501 - 502, Raheja Chambers,
Free Press Journal Marg,
Nariman Point,
Mumbai 400 021

TCFC FINANCE LIMITED

DIRECTORS' REPORT

To the Members,

TCFC FINANCE LIMITED

The Directors have pleasure in presenting the 16th Annual Report of the Company together with the Audited Annual Accounts for the year ended March 31, 2007.

FINANCIAL RESULTS

	Year ended March 31, 2007 (Rs. in lacs)	Year ended March 31, 2006 (Rs. in lacs)
Profit/(Loss) before Non-cash charges	244.11	667.07
Less: Non Cash Charges	6.35	12.93
Profit / (Loss) before tax, provision	237.76	654.14
Excess Provision written back	(273.80)	0.00
Bad Debts recovery	(575.00)	0.00
Profit / (Loss) before tax	1086.56	654.14
Less: Provision for Tax	119.44	54.73
Net Profit/(Loss) after tax	967.12	599.41
Proposed dividend	125.79	125.79
Dividend tax	17.81	17.64
Carried to General Reserve	96.71	59.94
Carried to Statutory Reserve	193.42	119.88
Surplus balance carried to Profit & Loss Account	533.38	276.16

OPERATIONS

During the year under report, the Company has performed better than the previous year. The Company has made a net profit of Rs. 967.12 lacs in the year under report as against Rs. 599.41 lacs in the previous year. Earning per share has increased from Rs. 5.72 in the previous year to Rs. 9.23 in the current year. The Company has been able to take advantage of the growth in the economy and the consequent boom in the secondary markets. Due to the above and the cost cutting measures adopted, the Company made reasonable profits in the current year.

DIVIDEND

In view of the improved working, the directors are pleased to recommend a dividend of 12% amounting to Rs.1.20 per equity share on 1,04,82,129 equity share of Rs. 10/- each for the financial year ended March 31, 2007. Dividend, if approved by

the Members at the ensuing Annual General Meeting will be paid to the Equity shareholders whose names appear in the Register of Members as on August 24, 2007 and to those whose names appear as beneficial owners as furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

MANAGEMENT DISCUSSION AND ANALYSIS

During the year the Company carried out capital market operations at a moderate level. The growth in the Indian economy together with the boom in the capital markets resulted in a better year for the Company. Due to the current uncertain capital market situation where the risk factors appear to be very high the Company is taking a cautious view and will formulate its investment policies accordingly.

The Company is taking a number of initiatives to consolidate and improve margins and return on capital which will in turn enhance the shareholders value.

CORPORATE GOVERNANCE

Corporate Governance Report is annexed to this report.

AUDITORS

Lakhani & Co., Chartered Accountants, Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting, and are eligible to offer themselves for reappointment. They have however informed the Company that they should not be considered for reappointment as Auditors at the forthcoming Annual General Meeting of the Company. Your Directors record their appreciation for the services rendered by Lakhani & Co. during their tenure as Statutory Auditors of the Company. The Company is therefore required to appoint as Auditors, a firm other than M/s. Lakhani & Co.

The Company has received a certificate from M/s. MGB & Co., Chartered Accountants, that they are eligible for appointment in accordance with the provisions of section 224 (1B) of the Companies Act, 1956. Your Directors recommend their appointment as the Auditors of the Company w.e.f the date of this Annual General Meeting till the conclusion of the Annual General Meeting for the year ended 31st March 2008 on remuneration to be decided by the Board of Directors of the Company. An item to that effect has been included in the Notice to the Annual General Meeting of the Company.

Notes forming part of the accounts which are specifically referred to by the Auditors in their report are self-explanatory and therefore, do not call for any further comments.

DEPOSITS

The Company has not accepted any deposits from public during the period under review.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- (i) in preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- (ii) they have selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and for the profit or loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the Annual Accounts on a going concern basis.

DIRECTORS

During the year under review Mr. Venkatesh Kamath, Director retires by rotation and being eligible offers himself for re-appointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has no activities relating to conservation of energy, technology absorption and foreign exchange earnings & out go.

PARTICULARS OF EMPLOYEES

The information on employees' remuneration as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended till date, forms part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Report and Accounts are being sent to all the Members excluding the statement containing the particulars of Employees to be provided under Section 217 (2A) of the Act. Any Member interested in obtaining such particulars may inspect the same at the Company's Registered Office between 11.00 am to 1.00 pm on all working days till the date of the 16th Annual General Meeting. Further, those seeking a copy of the said statement may write to the Company Secretary at the Registered Office.

ACKNOWLEDGMENT

The Board of Directors thanks Reserve Bank of India, Banks and Shareholders for their continued support besides employees at all levels.

By Order of the Board
For **TCFC FINANCE LIMITED**

Place : Mumbai
Date : July 12, 2007

Atul Desai
Chairman

TCFC FINANCE LIMITED

CORPORATE GOVERNANCE REPORT

I. Company's philosophy

In compliance with the provisions of Clause 49 of the Listing Agreement with Stock Exchanges and applicable provisions of the Companies Act, 1956, your Directors submit their report on the matters mentioned in the said Clause and practice followed by the Company.

II. Board of Directors

The composition of Board of Directors is in compliance with provisions of Listing Agreement with the Stock Exchange and the Companies Act, 1956. As on March 31, 2007, the Board comprises of a Non Executive Chairman and four other Directors. Out of these, two members are Independent Directors. None of the Directors is member of more than 10 committees and Chairman of more than 5 committees across all the companies in which he is a director. All the Directors have made necessary disclosures regarding committee positions occupied by them. The independent Directors are professionals drawn from amongst persons with experience in business, finance and law. The composition of the Board during the Year ended March 31, 2007 is as under:

Name	Category	Attendance particulars		Number of other directorship and Committee Membership/ Chairmanship		
		Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Atul Desai	Chairman Non Executive & Independent	5	Yes	3	8	3
Davendra Ahuja	Executive & Non-Independent	5	Yes	4	7	3
V S Srinivasan	Non-executive & Independent	5	Yes	3	2	-
Vickram Ahuja	Non-executive & Non Independent	3	Yes	1	-	-
Venkatesh Kamath	Non-executive & Non Independent	5	Yes	3	2	1

Board Meetings and attendance

The Corporate Governance policy requires the Board to meet atleast 4 times in a year with a maximum gap of 4 months between any two meetings. The details of the Board Meetings held during the year are as under:

Sr. No.	Date of Board Meeting	Board's Strength	No. of Directors present
1	June 5, 2006	5	5
2	July 28, 2006	5	5
3	October 26, 2006	5	4
4	December 22, 2006	5	4
5	January 11, 2007	5	5

Board's Processes

It has always been the Company's policy and practice that apart from matters requiring the Board's approval by statute, all major decisions including quarterly results of the Company are regularly placed before the Board. This is in addition to information with regard to actual operations, major litigation, feed back reports and minutes of all Committee Meetings.

COMPOSITION OF COMMITTEES OF DIRECTORS AND THEIR ATTENDANCE AT THE MEETING

The Board has constituted committees of Directors to take informed decisions in the best interest of the Company. These committees monitor the activities falling within their terms of reference. The Board Committee's are as follows:

A. Audit Committee

The Audit Committee of the Board comprises of three qualified Directors with majority being independent viz. Mr. V S Srinivasan, Mr. Davendra Ahuja, Mr. Atul Desai. Mr. V S Srinivasan is the Chairman. Two of the members are having finance and accounting knowledge. The Company Secretary is the Secretary to the Committee. The Audit Committee of the Company, inter alia, provides reassurance to the Board on the existence of an effective internal control environment.

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The Committee has powers similar to that stated in the listing agreements and Companies Act and exercises most of the functions as per the terms of reference in line with the requirements of the Code of Corporate Governance. The Audit committee has reviewed the Annual Accounts for the year 2006-2007.

The details of Audit Committee meetings held during the year 2006 – 2007 are as under:

Audit Committee Meetings

Sr.no.	Date of Audit Committee	Committee Strength	No. of Members present
1	June 5, 2006	3	3
2	July 28, 2006	3	3
3	October 26, 2006	3	3
4	January 11, 2007	3	3

Audit Committee Attendance

Directors	No. of Meetings attended
Atul Desai	4
Davendra Ahuja	4
V.S. Srinivasan	4

Statutory Auditors, executives responsible for finance and accounts functions are permanent invitees to the Audit committee.

B. Remuneration Committee

The Company has one Managing Director who is paid remuneration while the remaining directors are non - executive directors who are paid only sitting fees. The remuneration paid to the Managing Director has already been approved by the Committee.

The Committee has powers similar to that stated in the listing agreements and schedule XIII to the Companies Act, 1956.

The Remuneration Committee of the Board comprises of three Non-Executive Directors viz. Mr. V S Srinivasan, Mr. Vickram Ahuja, and Mr. Atul Desai. Mr. Atul Desai is the Chairman. The Company Secretary is the Secretary to the Committee. The Remuneration Committee, inter alia, approves the remuneration of the top tier management of the Company including the Managing Director. The remuneration of the employees largely consists of basic remuneration, perquisite and other incentives.

Details of Remuneration for 2006-07

(In Rupees)

Name of Director	Sitting fees	Salaries and Perquisites	Commission
Atul Desai	90,000/-	Nil	Nil
Davendra Ahuja	Nil	38,54,854	7,55,865
V S Srinivasan	90,000/-	Nil	Nil
Vickram Ahuja	30,000/-	Nil	Nil
Venkatesh Kamath	50,000/-	Nil	Nil

C Shareholders / Investors Grievance Committee

The Shareholders / Investors Grievance Committee looks after the transfer of shares, split of shares, issue of duplicate shares, transmission etc. In addition to above, the Committee is authorised to look into shareholders complaints like delay in transfer, non receipt of securities, balance sheet, dividend etc. During the year no complaints were received from Bombay Stock Exchange/ Securities and Exchange Board of India/ The Registrar of Companies. All the correspondence/queries from the members were replied to the satisfaction of the members. No transfer/complaints are pending at the close of the financial year.

The Committee consists of Mr. Venkatesh Kamath, Mr. Atul Desai and Mr. Davendra Ahuja. Mr. Venkatesh Kamath, non executive director, is the Chairman of the committee. Mr. Ayan Chakraborty, Company Secretary is the Compliance officer and is also the secretary to the committee.

TCFC FINANCE LIMITED

IV. Director who are seeking appointment / re-appointment at the ensuing Annual General Meeting.

Name of the Director	Venkatesh Kamath
Date of Birth	January 12, 1963
Date of Appointment / Re appointment as Director / MD / WTD	Not applicable being non executive director
Qualification	BCom
Experience and Expertise in Specific functional area	Finance
Directorship in other Companies	Greenstone Investments Pvt. Ltd. TCFC Securities Ltd. 20 th Century Housing Finance Pvt. Ltd.

V. Disclosures

1. Materially significant Related Party Transactions

The transactions between the Company and the Management, Directors or their relatives or Companies in which they have material interest are disclosed in Note No. 6 of the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no materially significant Related Transaction that may have potential conflict with the interest of the Company at large.

2. Statutory Compliance, Penalties and Strictures

There were no cases of non compliance with Stock Exchange or SEBI regulations, nor any cases of penalties or strictures imposed by any Stock Exchange or SEBI or any other statutory authorities for any violation related to the Capital Market during the last three years.

3. Code of Conduct

The Company has adopted a Code of Conduct for the Board of Directors, Senior Management personnel and the Employees of the Company who have affirmed their adherence to the Code which has been posted on the Company's website (www.tcfcfinance.com). The Company's Managing Director's declaration to this effect forms part of this Report.

4. Listing Agreement Compliance

The Company complies with all the requirements of the Listing Agreement including the mandatory requirements of Clause 49 of the Listing Agreement.

5. Risk Management

The Company has laid down a risk assessment and minimization procedure which is adhered to by the Company.

6. Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

As per the requirement of Clause 49 of the Listing Agreement, a Certificate duly signed by Managing Director and the Company Secretary who handles the finance function was placed at the Board Meeting of the Company held on June 28, 2007.

VI. Means of Communications

The quarterly results, notice of the meeting and book closure dates etc. are widely circulated in leading English (Free Press Journals) and regional language newspapers (Navshakti). Results are also given to Bombay Stock Exchange Limited and SEBI for publication. Management Discussion & Analysis forms part of the Director's Report.

VII. Details of last three Annual General Meetings

Year	Location	Date	Time
2003-2004	Ashoka Hall, Arcadia, NCPA Marg, Nariman Point, Mumbai – 400 021	July 26, 2004	11.00 a.m.
2004-2005	Ashoka Hall, Arcadia, NCPA Marg, Nariman Point, Mumbai – 400 021	July 15, 2005	11.00 a.m.
2005-2006	Ashoka Hall, Arcadia, NCPA Marg, Nariman Point, Mumbai – 400 021	August 17, 2006	3.30 p.m.

None of the special resolutions were put through vote by postal ballots during the last three AGMs.

VIII. General Shareholder Information

a) Annual General Meeting

Date : August 24, 2007

Time : 3.30 p.m.

Venue: Walchand Hirachand Hall, 4th Floor,
Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai 400020

Book Closure Date : August 17, 2007 to August 24, 2007

Payment of dividend : September 5, 2007 onwards.

b) Financial Calendar

Tentative calendar of events for the financial year 2007-2008 (April- March) is given below.

Adoption of Quarterly Results ended	In the month of
June 30, 2007	July, 2007
September 30, 2007	October, 2007
December 31, 2007	January, 2008
March 31, 2008 (Audited Annual Accounts)	June, 2008

c) Inhouse Share Department

TCFC Finance Limited

Share Department

501-502, Raheja Chambers,
Nariman Point, Mumbai 400 021

d) Listing on Stock Exchanges

Name of Stock Exchange in which the shares of the Company are listed for trading with stock code.

Stock Exchange	Code
Bombay Stock Exchange Limited	B2-532284

The listing fee for the financial year has been paid

e) Shareholding Pattern of the Company as on March 31, 2007

Category	No. of Shares held	% of shareholdings
A. Promoter's Holding		
a) NRI Promoters (Including OCBs)	—	—
b) Indian Promoters	—	—
c) Persons Acting in concert	5763881	54.99
Sub Total	5763881	54.99
B. Non Promoting Holdings		
a) Mutual Funds and UTI	1618	0.01
b) Banks and Financial institution	596235	5.69
c) FIs	—	—
Sub Total	597853	5.70

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Category	No. of Shares held	% of shareholdings
Others:-		
a) Corporates Bodies	689797	6.58
b) Indian Public	2885459	27.85
c) NRIs	11805	0.11
d) Others	533334	5.09
Sub Total	4120395	39.31
Grand Total	10482129	100.00

There are no shares/securities/warrants/instruments due for conversion.

f) Distribution of Shareholding as on March 31, 2007

Range	Share Holders		Shares	
No. of shares	Number	% to total holders	Number	% of Total Capital
Up to - 250	33344	94.898	1478848	14.11
251- 500	1188	3.381	416117	3.97
501-1000	364	1.036	265735	2.54
1001-2000	107	0.305	159443	1.52
2001-3000	50	0.142	125960	1.20
3001-4000	26	0.074	90461	0.86
4001- 5000	10	0.028	48044	0.46
5001- 10000	25	0.071	169071	1.61
10001 & above	23	0.065	7728450	73.73
Total	35137	100.00	10482129	100.00

g) Share transfer system

Share transfers are registered by the share department of the Company and returned to the respective transferees within a period ranging from fifteen days to one month, provided the documents lodged with the Registrars / Company are clear in all respects.

h) Dematerialisation of shares

As per notifications issued by the Securities and Exchange Board of India (SEBI), the trading in Company's shares is permitted only in dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scripless trading, the Company has enlisted its shares with National Securities Depository Limited and Central Depository Services (India) Limited.

ISIN for the Company's equity shares: INE389D01013

Share Dematerialisation record: The following data indicates the extent of Dematerialisation of Company's shares as on March 31, 2007

No of Shares Dematerialised	8625447	82.29%
No. of shareholders in Demat form	8662	24.65% of total no. of shareholders

i) Address for Correspondence

TCFC Finance Limited
501-502, Raheja Chambers, Nariman Point, Mumbai 400 021
Tel: 022-22844701
Fax: 022-22819237
Email: investorservices@tcfcfinance.com
Website: www.tcfcfinance.com

The Company has no other office.

j) **Market Price Data (Rs.) Bombay Stock Exchange Limited**

Month	Company price		BSE Sensex	
	High	Low	High	Low
April, 2006	23.50	17.10	12102.00	11008.43
May, 2006	23.50	18.00	12671.11	9826.91
June, 2006	20.80	14.00	10626.84	8799.01
July, 2006	17.95	14.70	10940.45	9875.35
August, 2006	17.70	15.00	11794.43	10645.99
September, 2006	16.30	14.75	12485.17	11444.18
October, 2006	21.95	15.15	13075.85	12178.83
November, 2006	20.00	16.10	13799.08	12937.30
December, 2006	22.00	17.35	14035.30	12801.65
January, 2007	34.35	19.00	14325.92	13303.22
February, 2007	28.45	22.55	14723.88	12800.91
March, 2007	25.40	20.00	13386.95	12316.10

k) **Depository services**

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

- i) National Securities Depository Services limited
Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Tel. 0091-022-24972964-70
Email. : info@nsdl.co.in
Website: www.nsdl.co.in
- ii) Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street, Mumbai 400 023
Tel. 0091-022-22723333
Email: info@centraldepository.com
Website: www.centraldepository.com

l) **Nomination Facility**

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956 are requested to submit to the Company the prescribed Form 2B for this purpose.

IX. Non Mandatory Requirements

The Company has adopted the following non – mandatory requirements on Corporate Governance recommended under Clause 49 of the Listing Agreement.

1. Remuneration Committee of the Company is operational. Presently, the Committee comprises of three Non Executive Directors of the Company.

TCFC FINANCE LIMITED

AUDITOR'S REPORT ON CORPORATE GOVERNANCE

To the Members of TCFC Finance Ltd.

We have examined the compliance of conditions of Corporate Governance by TCFC Finance Ltd (the Company) for the year ended March 31, 2007, as stipulated in clause 49 of the Listing Agreement of the Company with the stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Lakhani & Co.**
Chartered Accountants

Place : Mumbai
Date : July 12, 2007

Parag Modi
Partner
M.No.114105

DECLARATION

It is hereby declared that all the Board members and Employees of the Company have affirmed adherence to and compliance with the 'Code of Conduct' laid down by the Company, as on March 31, 2007.

For **TCFC Finance Limited**

Place: Mumbai
Date : July 12, 2007

Davendra Ahuja
Managing Director

AUDITORS' REPORT

TO THE MEMBERS OF TCFC FINANCE LIMITED

1. We have audited the attached Balance Sheet of TCFC FINANCE LTD. (the 'Company') as at 31st March 2007, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956 (the 'act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account, as required by law, have been kept by the company so far as it appears from our examination of those books;
 - (iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - (iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2007 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2007 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2007;
 - (b) in the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **Lakhani & Co.**
Chartered Accountants

(Parag Modi)
Partner
M.No.114105

Place: Mumbai
Date : June 28, 2007

TCFC FINANCE LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

[Referred to in paragraph 3 of our report of even date to the members of TCFC FINANCE LTD. on the financial statements for the year ended 31st March, 2007]

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

301 of the Companies Act, 1956. Accordingly sub-clauses (e), (f), and (g) of clause 4(iii) of the Order are not applicable.
- (b) According to the information and explanations given to us, all the assets have been physically verified, at intervals, by the management during the year, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, the company has not disposed a substantial part of fixed assets during the year.
- (ii) (a) The securities held as stock-in-trade and in custody of the company have been physically verified by the management at reasonable intervals. Statements have been obtained on a regular basis in respect of securities held with the custodian and depository participants.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. No material discrepancies have been noticed on verification between the physical stocks, stocks with the depository participants and the book records.
- (iii) (a) The company has granted an unsecured loan, to a company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 4,45,00,000/- and the year end balance is Nil.
- (b) In our opinion, the rate of interest and other terms and conditions in respect of unsecured loans granted by the Company to a Company (referred to in (a) above) is not prima facie prejudicial to the interest of the Company.
- (c) The company has received principal amount and interest as per stipulation.
- (d) The year end balance is Nil.
- (e) The company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly sub-clauses (e), (f), and (g) of clause 4(iii) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for sale of inventory. The activities of the Company do not involve sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any instance of major weaknesses in the aforesaid internal control system.
- (v) In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in the section 301 of the act during the year that need to be entered into the register maintained under that section. Accordingly clause 4(v)(b) of the Order is not applicable.
- (vi) The Company has not accepted any deposits from public within the meaning of the provisions of Sections 58A and 58AA or any other relevant provisions of the act, and the rules framed there under.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 in respect of services carried by the Company.
- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues as applicable, with the appropriate authorities. Based on our audit procedure and according to the information and explanations given to us, no undisputed dues payable in respect of provident fund, investor education and protection fund, employee's state insurance, income tax, sales tax, wealth tax, service

tax, customs duty, excise duty and cess were in arrears, as at 31st March, 2007 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are following dues in respect of income tax, which have not been deposited on account of any dispute.

Name of Statute	Nature of Dues	Period to which amount relates	Amount (Rs.)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	F.Y.2003-2004	Rs.11,04,038/-	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	F.Y.2000-2001	Rs.7,00,000/-	Income Tax Appellate Tribunal

However, there are no dues in respect of wealth tax, service tax, sales tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.

- (x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xi) The Company has not issued any debentures. However, the Company has taken a hire purchase loan from a Bank and in our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to such Bank.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly clause 4(xii) of the Order is not applicable.
- (xiii) The Company is not a chit fund, nidhi or mutual fund or a society. Accordingly clause 4(xiii) of the Order is not applicable.
- (xiv) The Company has maintained proper records of transactions and contracts in respect of trading in shares and other securities and that timely entry have been made therein. All shares and other securities have been held by the Company in its own name, except those which are kept as margin with the brokers and as disclosed in

the financial statements.

- (xv) According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly clause 4(xv) of the Order is not applicable.
- (xvi) According to the information and explanation given to us, a term loan has been raised during the year, for the purpose of acquisition of Vehicle, and such term loan has been applied for the purpose for which it was raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, the company has not raised any funds on short-term basis. Accordingly clause 4(xvii) of the Order is not applicable.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Accordingly clause 4(xviii) of the Order is not applicable.
- (xix) The company has not issued any debentures. Accordingly clause 4(xix) of the Order is not applicable.
- (xx) The company has not raised any money by public issue during the period. Accordingly clause 4(xx) of the Order is not applicable.
- (xxi) During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **Lakhani & Co.**
Chartered Accountants

(Parag Modi)
Partner
M.No.114105

Place:Mumbai
Date :June 28, 2007

TCFC FINANCE LIMITED**BALANCE SHEET AS AT MARCH 31, 2007**

	Schedule	As at 31.03.2007 Rupees	As at 31.03.2006 Rupees
SOURCES OF FUNDS			
Share Capital	A	104,821,290.00	104,821,290.00
Reserves and Surplus	B	417,499,620.91	335,147,816.30
Secured Loans	C	911,192.77	—
TOTAL		523,232,103.68	439,969,106.30
APPLICATION OF FUNDS			
Gross Block	D	6,974,550.44	24,364,341.61
Less: Accumulated Depreciation		2,354,919.08	4,032,230.39
Net Block		4,619,631.36	20,332,111.22
Investments	E	3,540,206.80	3,540,206.80
Current Assets, Loans and Advances	F	532,626,260.22	437,919,972.43
Less: Current Liabilities and Provisions	G	17,553,994.70	21,823,184.15
Net Current Assets (F - G)		515,072,265.52	416,096,788.28
TOTAL		523,232,103.68	439,969,106.30

Per our Report attached

For **M/S LAKHANI & CO**
Chartered Accountants**Parag Modi**
PartnerPlace : Mumbai
Date : June 28, 2007

For and on behalf of the Board

Davendra Ahuja Managing Director
Venkatesh Kamath Director
Ayan Chakraborty Company Secretary

TCFC FINANCE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2007

	Schedule	Year Ended 31.03.2007 Rupees (12 Months)	Year Ended 31.03.2006 Rupees (12 Months)
INCOME			
From Sales		1,831,834,229.66	1,474,903,786.08
From Others	H	45,285,306.04	9,142,375.73
		1,877,119,535.70	1,484,046,161.81
EXPENDITURE			
Interest and Bank charges	I	6,191,433.66	5,284,885.23
Cost of Sales	J	1,805,799,810.21	1,395,433,410.14
Loss in Options and Futures		20,424,918.29	4,642,461.86
Administration and General Expenses	K	20,292,284.34	11,978,210.31
		1,852,708,446.50	1,417,338,967.54
Profit/(Loss) before Non-cash charges		24,411,089.20	66,707,194.27
Depreciation		635,351.79	1,292,860.04
Profit/(Loss) before tax, Provisions		23,775,737.41	65,414,334.23
Excess Provision written back		(27,380,060.00)	—
Bad debts recovery		(57,500,000.00)	—
Profit/(Loss) before tax		108,655,797.41	65,414,334.23
Provision for Tax		11,944,000.00	5,473,000.00
Net Profit/(Loss) for the year		96,711,797.41	59,941,334.23
Balance Available for Appropriation		96,711,797.41	59,941,334.23
Transfer to:			
Proposed Dividend			
Equity Shares		12,578,554.80	12,578,554.80
Dividend Tax		1,781,438.00	1,764,143.00
General Reserve		9,671,179.74	5,994,133.42
Statutory Reserve		19,342,359.48	11,988,266.85
Surplus balance carried to Profit and Loss Account		53,338,265.39	27,616,236.16
		96,711,797.41	59,941,334.23
Loss brought forward from previous year		(318,566,539.62)	(346,182,775.78)
Loss carried to Balance Sheet		(265,228,274.23)	(318,566,539.62)
Basic Earnings per Shares (in Rs.)		9.23	5.72
Diluted Earnings per Shares (in Rs.)		9.23	5.72
Number of Shares used in computing earning per share			
Basic		10,482,129	10,482,129
Diluted		10,482,129	10,482,129
Notes to Accounts	L		

Per our Report attached

For **M/S LAKHANI & CO**
Chartered Accountants

Parag Modi
Partner

Place : Mumbai
Date : June 28, 2007

For and on behalf of the Board

Davendra Ahuja Managing Director
Venkatesh Kamath Director
Ayan Chakraborty Company Secretary

TCFC FINANCE LIMITED

Schedules forming part of the Balance Sheet

	As at 31.03.2007 Rupees	As at 31.03.2006 Rupees
Schedule 'A': Share Capital		
Authorised		
1,08,50,000 Equity Shares of Rs 10 each (Previous Year : 1,08,50,000)	108,500,000.00	108,500,000.00
	<u>108,500,000.00</u>	<u>108,500,000.00</u>
Issued, Subscribed & Paid-up		
10,482,129 Equity Shares of Rs 10/- each fully paid up (Previous Year: 10,482,129)	104,821,290.00	104,821,290.00
Total	<u>104,821,290.00</u>	<u>104,821,290.00</u>
Schedule 'B': Reserves & Surplus		
Capital Reserve	375.00	375.00
Statutory Reserve as per section 45IC of RBI Act 1934		
Opening Balance	85,801,218.87	73,812,952.02
Add: Transfer from Profit and Loss Account	19,342,359.48	11,988,266.85
	<u>105,143,578.35</u>	<u>85,801,218.87</u>
General Reserve		
Per last Balance Sheet	567,912,762.05	561,918,628.63
Add: Transfer from Profit and Loss Account	9,671,179.74	5,994,133.42
Less: Set off against Profit and Loss Account (per contra)	265,228,274.23	318,566,539.62
	<u>312,355,667.56</u>	<u>249,346,222.43</u>
Total	<u>417,499,620.91</u>	<u>335,147,816.30</u>
Schedule 'C': Secured Loans		
Hire Purchase Loan	911,192.77	—
	<u>911,192.77</u>	<u>—</u>

*Note: Hire Purchase Loan is secured by hypothecation of specific owned vehicles

Schedule 'D': Fixed Assets

Item	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2006	Additions	Reductions	As on 31.03.2007	As on 01.04.2006	Additions	Reductions	As on 31.03.2007	WDV as on 31.03.2007	WDV as on 31.03.2006
Ownership Premises	20,194,991.00	—	18,810,785.00	1,384,206.00	2,239,557.68	104,046.76	2,244,558.29	99,046.14	1,285,159.86	17,955,433.32
Office Equipment	361,593.34	8,775.00	187,008.17	183,360.17	67,954.75	10,880.19	32,599.58	46,235.36	137,124.81	293,638.59
Data Processing Equipment	1,928,016.00	46,600.00	—	1,974,616.00	1,100,865.56	251,526.90	—	1,352,392.46	622,223.54	827,150.44
Furniture & Fixtures	1,879,741.27	100,000.00	147,500.00	1,832,241.27	623,852.40	116,883.98	35,505.23	705,231.15	1,127,010.12	1,255,888.87
Vehicles	—	1,600,147.00	—	1,600,147.00	—	152,013.97	—	152,013.97	1,448,133.03	—
Total	24,364,341.61	1,755,522.00	19,145,293.17	6,974,570.44	4,032,230.39	635,351.80	2,312,663.10	2,354,919.08	4,619,651.36	20,332,111.22
Previous Year	30,352,999.61	374,013.00	6,335,671.00	24,364,341.61	3,379,186.33	1,292,860.04	639,815.98	4,032,230.39	20,332,111.22	

Schedules forming part of the Account

Schedule 'E': INVESTMENTS

	Face Value	Nos. 31.03.2007	Nos. 31.03.2006	Value as on 31.03.2007	(Rupees) Value as on 31.03.2006
Long Term Investments					
(a) Quoted Shares					
Centurion Bank of Punjab Ltd	1.00	20	20	200.00	200.00
TCFC Finance Ltd **	10.00	533,334	533,334	30,000,037.50	30,000,037.50
Sub-Total				30,000,237.50	30,000,237.50
Aggregate Market Value of Quoted Investments is Rs 12,107,434/- (Previous Year: Rs 9,653,881/-)					
(b) Unquoted Shares					
Credit Analysis and Research Ltd	10.00	75,000	75,000	750,000.00	750,000.00
Dewas Soya Ltd	10.00	50,000	50,000	500,000.00	500,000.00
Lakshmi Ganesha Textiles Ltd	10.00	—	825,000	0.00	9,487,500.00
TCFC Securities Ltd	10.00	1,999,940	1,999,940	19,999,400.00	19,999,400.00
The Shamrao Vithal Co-op Bank Ltd	25.00	2,000	2,000	50,000.00	50,000.00
Vasudeva Textiles Ltd	10.00	200,000	420,000	16,265,963.00	34,158,523.00
Sub-Total				37,565,363.00	64,945,423.00
GRAND TOTAL				67,565,600.50	94,945,660.50
Less: Provision for Diminution in value of Investments				64,025,393.70	91,405,453.70
				3,540,206.80	3,540,206.80

** As per the Schemes of arrangement with erstwhile 20th Century Finance Corporation Limited (TCFC) the Company has received 533334 shares of TCFC Finance Ltd. which are held by a nominee of the company of Rs 10/- each fully paid up with the beneficial interest vesting with the company.

TCFC FINANCE LIMITED

Schedules forming part of the Balance Sheet

		As at 31.03.2007 Rupees	As at 31.03.2006 Rupees
Schedule 'F': Current Assets Loans & Advances			
a) Current Assets			
Cash on hand		5,849.90	46,879.40
Balance with Schedule bank			
In current account		4,838,548.75	384,021.52
In unpaid dividend account*		1,290,648.24	916,149.84
Sundry Debtors			
(Unsecured, considered good)			
Less than six months		22,915.68	10,560,011.47
Other Debtors		—	—
Stock-in-trade		443,390,484.36	343,842,958.41
(at lower of cost or market value)			
Sub-Total		449,548,446.93	355,750,020.64
(b) Loans and Advances			
Advance payment of tax/TDS	24,524,748.12		
Less: Provision for Tax	20,215,174.00	4,309,574.12	2,664,300.12
Accruals		415,729.00	310,240.00
Staff Advances		17,500.00	4,500.00
Security Deposit		88,000.00	810,690.00
Prepaid Expenses		137,709.17	245,920.67
Other Loans		78,109,301.00	78,134,301.00
		83,077,813.29	82,169,951.79
Total		532,626,260.22	437,919,972.43
*Note: There is no amount due and outstanding to be credited to Investor Education and Protection Fund.			
Schedule 'G': Current Liabilities & Provisions			
(a) Current Liabilities			
Sundry Creditors		—	752,703.34
Unclaimed Dividend		1,290,648.24	916,149.84
Security Deposit		—	1,614,150.00
Other Liabilities		233,225.00	1,446,466.00
Option Premium Account - Open Position		—	67,931.00
Sub-Total		1,523,873.24	4,797,400.18
(b) Provisions			
For Expenses		734,003.38	2,316,493.89
For Gratuity		356,058.00	235,646.00
For Leave Salary		580,067.28	130,946.28
For Proposed Dividend		12,578,554.80	12,578,554.80
For Dividend Tax		1,781,438.00	1,764,143.00
Sub-Total		16,030,121.46	17,025,783.97
Total		17,553,994.70	21,823,184.15

TCFC FINANCE LIMITED

Schedules forming part of the Profit & Loss Account

	Year Ended 31.03.2007 Rupees	Year Ended 31.03.2006 Rupees
Schedule 'H': Other Income		
Interest earned (Tax Deducted at Source Rs 43,14,126 /-) (Previous year: Rs 3,01,219/-)	19,225,782.00	1,426,446.90
Dividend Income	3,724,334.30	2,673,889.50
Profit on Sale of Investments	-	1,051,250.00
Profit on Sale of Assets	21,692,329.93	-
Income from Rent (Tax Deducted at Source Rs 78,742 /-) (Previous Year: Rs 4,82,952/-)	584,057.00	2,152,200.00
Miscellaneous Income	58,802.81	1,838,589.33
Total	45,285,306.04	9,142,375.73
Schedule 'I': Interest & Bank charges		
Interest	6,099,476.77	5,184,744.60
Bank charges	91,956.89	100,140.63
Total	6,191,433.66	5,284,885.23
Schedule 'J': Cost of Sales		
Opening stock of shares/units	343,842,958.41	339,687,708.20
Add: Purchases of shares/units	1,905,347,336.16	1,399,588,660.35
Less: Closing Stock of shares/units	443,390,484.36	343,842,958.41
Total	1,805,799,810.21	1,395,433,410.14
Schedule 'K': Administration & General Expenses		
Employee Cost	1,422,213.00	1,081,670.00
Remuneration to Managing Director	4,375,719.00	6,073,359.00
Contribution to Provident and other funds	327,866.00	264,013.00
Staff Welfare Expenses	22,137.50	12,013.00
Rent, Rates and Taxes	146,859.00	179,137.00
Insurance charges	38,542.50	56,909.00
Loss on Sale of Asset	-	145,274.02
Loss on Sale of Investments	11,117,560.00	-
Repairs and Maintenance	124,085.91	167,955.83
Legal and Professional charges	106,460.00	744,880.00
Travelling and Conveyance expenses	300,891.21	1,051,134.20
Sitting Fees	260,000.00	250,000.00
Depository charges	80,314.94	99,662.66
Miscellaneous expenses	1,758,015.28	1,779,618.60
Auditors Remuneration:		
For Audit	67,344.00	36,478.00
For Tax Audit	-	11,224.00
For out of pocket expenses	605.00	-
For Other Services	143,671.00	24,882.00
Total	20,292,284.34	11,978,210.31

TCFC FINANCE LIMITED

SCHEDULE 'L' : NOTES FORMING PART OF THE ACCOUNTS

Of the Financial Statements for the year ended March 31, 2007

(1) SIGNIFICANT ACCOUNTING POLICIES

1.1 General

The financial statements have been prepared on the historical cost basis and are in conformity with the statutory provisions and practices prevailing in the industry and are in accordance with generally accepted accounting principles.

1.2 Income and Expenses

- (a) The Company recognises income and expenditure on an accrual basis except as stated otherwise.
- (b) The Company accounts for derivative transactions in futures and options in accordance with the "Guidance Note on Accounting for Equity Index and Equity Stock Futures and Options " issued by the Institute of Chartered Accountants of India.
- (c) The provision for gratuity is made on the basis of full provision for those employees who have completed more than 5 years and pro-rata for employees who have completed over two and half years of service.

1.3 Fixed Assets

- (a) In respect of fixed assets, the assets are valued as per Accounting Standard 10 prescribed by the Institute of Chartered Accountants of India.
- (b) The depreciation in respect of these assets is provided on a Straight Line Method (SLM) at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

1.4 Stock-in-trade and Investments

- (a) The securities acquired with the intention of short-term holding and trading positions are considered as stock-in-trade and shown as current assets. Other securities acquired with the intention of long-term holdings are considered as 'Investments'.
- (b) In respect of investments as well as stock-in-trade, brokerage and stamp duty payable are considered to arrive at the cost.
- (c) The securities held as stock-in-trade under current assets are valued at cost or market, whichever is lower.
- (d)
 - (i) The provision for diminution in the value of long-term quoted investments is made only if such a decline is other than temporary in the opinion of the management.
 - (ii) Unquoted investments have been valued at cost and provision for diminution in the value of investments has been made based on the guidelines prescribed by the Reserve Bank of India or based on the judgement of the management, whichever provision is higher.

- 1.5
 - (a) Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961.
 - (b) Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty of realization.

1.6 Provision for doubtful Loans and Advances

The policy of provisioning for Non Performing Loans and Advances has been decided by the management considering Prudential Norms prescribed by the Reserve Bank of India.

TCFC FINANCE LIMITED

(2) Quantitative details of Securities held as Stock-in trade:

	Opening Stock				Purchases			
	Current Year		Previous Year		Current Year		Previous Year	
	Qty. Nos.	Value Rs. in Lacs	Qty. Nos.	Value Rs. in Lacs	Qty. Nos.	Value Rs. in Lacs	Qty. Nos.	Value Rs. in Lacs
Equity Shares	958766	1571.59	829826	985.03	1995563	5054.43	2589787	4526.79
Units in Mutual Fund	15236904	1866.84	22106566	2411.85	88177031	14259.39	86851294	10263.80

	Sales				Closing Stock			
	Current Year		Previous Year		Current Year		Previous Year	
	Qty. Nos.	Value Rs. in Lacs	Qty. Nos.	Value Rs. in Lacs	Qty. Nos.	Value Rs. in Lacs	Qty. Nos.	Value Rs. in Lacs
Equity Shares	1460291	3572.12	2460847	3940.23	1494038	3053.90	958766	1571.59
Units in Mutual Fund	91160768	14746.23	93720956	10808.81	12253167	1380.00	15236904	1866.84

Closing Stock

Quoted Shares

Sr. No.	Name of the Co.	No. of Shares	Value (Cost or market value whichever is lower) (Rs. in lacs)	Sr. No.	Name of the Co.	No. of Shares	Value (Cost or market value whichever is lower) (Rs. in lacs)
1.	Adlabs Films Ltd	10,000	41.49	28.	Lupin Ltd	10,000	60.62
2.	Bombay Burmah Trading Corpn Ltd	9,000	23.87	29.	Marg Construction Ltd	10,000	14.41
3.	Century Textiles & Industries Ltd	10,000	54.55	30.	Maruti Udyog Ltd	5,000	41.01
4.	EIH Ltd	77,655	72.80	31.	Mcleod Russel India Ltd	6,000	3.65
5.	Essar Oil Ltd	50,000	25.90	32.	MTNL Ltd	1,08,000	158.49
6.	Essar Shipping Ltd	25,000	8.43	33.	Parsvnath Developers Ltd	19,024	49.27
7.	Great Eastern Shipping Company Ltd	16,000	32.47	34.	Peninsula Land Ltd	10,000	36.59
8.	Gemini Communication Ltd	5,000	20.39	35.	Piramyd Retail Ltd	10,000	6.47
9.	Glaxo Smithkline Pharmaceuticals Ltd	5,000	55.99	36.	Praj Industries Ltd	34,918	96.99
10.	Greaves Cotton Ltd	12,500	39.38	37.	Prithvi Information Ltd	10,000	26.63
11.	Gujarat Ambuja Cements Ltd	30,000	32.01	38.	Rayban Sun Optics India Ltd	32,049	27.26
12.	Hindustan Lever Ltd	17,500	35.91	39.	Rain Calcining Ltd	50,000	16.65
13.	Hindustan Construction Co Ltd	20,000	17.90	40.	Rain Commodities Ltd	10,943	13.09
14.	Hindalco Industries Ltd	20,000	26.06	41.	Reliance Communications Ltd	50,000	210.45
15.	Hotel Leela Venture Ltd	50,000	27.93	42.	Reliance Energy Ltd	7,256	35.86
16.	IDBI Ltd	65,000	50.44	43.	Reliance Industries Ltd	10,000	111.58
17.	Infrastructure Development Finance Company Ltd	60,000	50.22	44.	Reliance Industrial Infrastructure Ltd	2,500	9.85
18.	Indiabulls Financial Services Ltd	20,000	83.52	45.	Reliance Petroleum Ltd	42,005	25.20
19.	Indiabulls Real Estate Ltd	60,000	179.16	46.	Sayaji Hotels Ltd	25,000	8.64
20.	India Infoline Ltd	25,000	83.75	47.	Shringar Cinemas Ltd	10,000	5.20
21.	Indian Hotels Company Ltd	1,75,000	242.96	48.	Subex Azure Ltd	9,161	51.73
22.	Indusind Bank Ltd	60,000	25.20	49.	Syntex Industries Ltd	10,000	21.01
23.	ITC Ltd	15,000	22.67	50.	Tata Steel Ltd	25,000	112.41
24.	IVRCL Infrastructures & Projects Ltd	40,000	117.00	51.	Tulip IT Services Ltd	10,000	61.82
25.	Jaiprakash Associates Ltd	5,000	26.96	52.	Unity Infrastructure Ltd	4,509	20.01
26.	Kesoram Industries Ltd	20,000	68.59	53.	UTV Software Communicatons Ltd	20,000	58.65
27.	Larsen & Toubro Ltd	19,500	243.57	54.	Venkat Pharma Ltd	10,000	1.03
				55.	Venus Remedies Ltd	5,000	19.85
				56.	Videsh Sanchar Nigam Ltd	10,000	40.23
							3053.90

Note: Aggregate market value of quoted Shares is Rs 3210.20 lacs against cost of Rs 3053.90 lacs

TCFC FINANCE LIMITED

Units of Mutual Funds (Growth Scheme)

Sr. No.	Name of the Mutual fund	No. of Units	Value (Rs. in lacs)	Sr. No.	Name of the Mutual fund	No. of Units	Value (Rs. in lacs)
1.	Franklin India Smaller Companies Fund	1000000.000	100.00	4.	LIC Liquid Fund	2206158.123	300.00
2.	HDFC Liquid Fund	1547008.892	230.00	5.	Reliance Equity Fund	2000000.000	200.00
3.	ING Vysya FMP XXIV Issue	3000000.000	300.00	6.	Tata FHF-Series 9 Plan	2500000.000	250.00

TCFC FINANCE LIMITED

- (8) Vehicles forms part of fixed assets and includes vehicle purchased, costing Rs.16.00. Lacs (Previous year Rs. Nil) under hire purchase arrangement. The carrying amount of the said vehicle in the Balance sheet as at 31.03.2007 is Rs. 16.00 lacs (Previous Year Rs. Nil). The total minimum lease payments (MLP) in respect thereof and the present value of the future lease payments, discounted at the interest rates implicit in the lease are:

Particulars	March 31, 2007 (Rs.)	March 31,2006 (Rs.)
Total MLP	10,24,659	Nil
Interest	1,13,467	Nil
Principal	9,11,192	Nil

Particulars	Total MLP(Rs.)	Principal(Rs.)
Less than one year	5,34,600	Nil
One to five year	4,90,059	Nil
Greater than five year	Nil	Nil
Total	10,24,659	Nil

- (9) Foreign Exchange outgo on account of travelling expenses is Rs Nil lacs (Previous Year: Rs 8.29 lacs)
- (10) The Company held 8,25,000 equity shares of Lakshmi Ganesha Textiles Ltd. at Rs.11.50 per share aggregating to Rs. 94,87,500/- for which full provision for dimunition in value was provided for in the books of accounts in the earlier years. During the year, the Company was able to sell the said shares @Rs. 5.50 per share aggregating to Rs. 45,37,500. Hence, excess provision to the extent of Rs. 45,37,500/- has been written back while the loss on sale of shares was Rs. 49,50,000 which had already been provided for in the books in the earlier years.

The Company held 4,20,000 equity shares of Sri Vasudeva Textiles Ltd. at Rs.81.33 per share aggregating to Rs. 3,41,58,600/- for which full provision for dimunition in value was provided for in the books of accounts in the earlier years. During the year, the Company was able to sell the 220,000 shares @Rs. 30/- per share aggregating to Rs. 66,00,000. Hence, excess provision to the extent of Rs. 66,00,000/- has been written back while the loss on sale of shares was Rs. 1,12,92,600 which had already been provided for in the books in the earlier years.

TCFC FINANCE LIMITED

Schedule to the Balance Sheet for the year ended 31st March 2007

(as required in terms of Paragraph 9BB of

Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998

(Rs. in lakhs)

Particulars			
Liabilities :			
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
	(a) Debentures : Secured	—	—
	: Unsecured (other than falling within the meaning of public deposits*)	—	—
	(b) Deferred Credits	—	—
	(c) Term Loans	9.11	—
	(d) Inter-corporate loans and borrowing	—	—
	(e) Commercial Paper	—	—
	(f) Public Deposits*	—	—
	(g) Other Loans (specify nature)		
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured debentures	NA	NA
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		
	(c) Other public deposits		
Assets :			
		Amount outstanding Rs. in lacs	
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured	750.00	
	(b) Unsecured	31.09	
(4)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
	(i) Lease assets including lease rentals under sundry debtors :	NA	
	(a) Financial lease	—	
	(b) Operating lease	—	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	—	
	(b) Repossessed Assets	—	
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed	—	
	(b) Loans other than (a) above	—	

TCFC FINANCE LIMITED

		Amount outstanding Rs. in lacs
(5)	Break-up of Investments :	
	<u>Current Investments :</u>	
	1. Quoted :	
	(i) Shares : (a) Equity	3053.90*
	(b) Preference	—
	(ii) Debentures and Bonds	—
	(iii) Units of mutual funds	1380.00*
	(iv) Government Securities	—
	(v) Others (please specify)	—
	2. Unquoted :	
	(i) Shares : (a) Equity	—
	(b) Preference	—
	(ii) Debentures and Bonds	—
	(iii) Units of mutual funds	—
	(iv) Government Securities	—
	(v) Others (Please specify)	—
	<u>Long Term investments :</u>	
	1. Quoted :	
	(i) Share : (a) Equity	22.40
	(b) Preference	—
	(ii) Debentures and Bonds	—
	(iii) Units of mutual funds	—
	(iv) Government Securities	—
	(v) Others (Please specify)	—
	2. Unquoted :	
	(i) Shares : (a) Equity	13.00
	(b) Preference	—
	(ii) Debentures and Bonds	—
	(iii) Units of mutual funds	—
	(iv) Government Securities	—
	(v) Others (Please specify)	—

TCFC FINANCE LIMITED

(6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :

Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties	—	—	—
(a) Subsidiaries	—	—	—
(b) Companies in the same group	—	—	—
(c) Other related parties	—	—	—
(d) Other than related parties	—	—	—
Total	—	—	—

*Current Investments shown above are held as Stock in Trade

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties	—	—
(a) Subsidiaries	—	—
(b) Companies in the same group	—	—
(c) Other related parties	—	—
(d) Other than related parties	—	—
Total	—	—

(8) Other information

Particulars	Amount Rs. in lacs
(i) Gross Non-Performing Assets	
(a) Related parties	31.09
(b) Other than related parties	—
(ii) Net Non-Performing Assets	
(a) Related parties	31.09
(b) Other than related parties	—
(iii) <i>Assets acquired in satisfaction of debt</i>	

TCFC FINANCE LIMITED

(12) The Company has only one business i.e. Investments, hence "Segment Reporting" as defined in Accounting Standard 17 is not applicable.

(13) Director's Remuneration

Rs in lacs

Particulars	31.3.2007	31.3.2006
Salary	36.39	24.76
Contribution to PF	2.16	1.80
Perquisites	0.19	0.16
Sitting fees	2.60	2.50
Commission	7.56	35.97
	48.90	65.19

(14) Computation of net profit in accordance with Section 198 of the Companies Act, 1956

Rs in lacs

Profit before taxation as per Profit & Loss Account	1086.56
Add : Managerial Remuneration	38.55
Directors Sitting Fees	2.60
Depreciation	6.35
	1134.06
Less: Profit on Sale of Assets	216.92
Less: Depreciation under section 350	6.35
Net Profit	910.79
Total Commission	7.56

(15) Previous year's figures have been regrouped / rearranged wherever necessary.

Per our Report attached
For **M/S LAKHANI & CO**
Chartered Accountants

Parag Modi
Partner

For and on behalf of the Board

Davendra Ahuja Managing Director
Venkatesh Kamath Director
Ayan Chakraborty Company Secretary

Place : Mumbai
Date : June 28, 2007

TCFC FINANCE LIMITED

CASH FLOW STATEMENT FOR THE PERIOD FROM 01.04.2006 TO 31.03.2007

	31-03-2007 (Amount in Rs.)	31-03-2006 (Amount in Rs.)
I CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit for the year	96,711,797	59,941,334
Add : Adjustments for		
Dividend Income	(3,724,334)	(2,673,890)
Interest Income	(19,225,782)	(1,426,447)
Rent from property	(584,057)	(2,152,200)
Depreciation	635,352	1,292,860
(Profit)/Loss on Sale of Investments (Long Term)	11,117,560	(1,051,250)
(Profit)/Loss on Sale of Assets	(21,692,330)	145,274
Interest expense	6,099,477	5,184,745
Excess Provision Write back	(27,380,060)	—
(Inc)/ Dec. in Stock	(99,547,526)	(4,155,250)
Increase / (Decrease) in Current Liabilities	(4,269,189)	9,441,790
(Increase)/Decrease in Debtors	10,537,096	(8,575,951)
CASH FLOW FROM OPERATING ACTIVITIES - I	(51,321,997)	55,971,016
II CASH FLOW FROM INVESTING ACTIVITIES		
Rent from property	584,057	2,152,200
(Purchase) / Sale of Fixed Assets	36,769,457	5,203,567
Sale of Investments (Long Term)	16,262,500	13,421,250
(Increase) / Decrease in Loans & Advances	(907,862)	(76,350,370)
Interest received	19,225,782	1,426,447
Dividend received	3,724,334	2,673,890
NET CASH FROM INVESTING ACTIVITIES - II	75,658,270	(51,473,016)
III CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	(6,099,477)	(5,184,745)
Dividend paid on Equity Shares	(14,359,993)	(14,342,698)
Proceeds /(Repayment) from/of Borrowings	911,193	(5,194,404)
NET CASH FROM FINANCING ACTIVITIES - III	(19,548,278)	(24,721,847)
NET INCREASE / (DECREASE) IN CASH (I + II + III)	4,787,996	(20,223,847)
OPENING BALANCE OF CASH & CASH EQUIVALENTS	1,347,051	21,570,898
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	6,135,047	1,347,051
INCREASE IN CASH & CASH EQUIVALENTS	4,787,996	(20,223,847)

Notes: (1) Cash and cash equivalents consists of cash on hand and balances with banks.

(2) Figures in brackets represents outflow of cash.

(3) Figures for the last year have been regrouped & reclassified wherever considered necessary.

Per our Report of even date

For **M/S LAKHANI & CO**
Chartered Accountants

Parag Modi

Partner

Place : Mumbai
Dated : June 28, 2007

For and on behalf of the Board

Davendra Ahuja
Venkatesh Kamath
Ayan Chakraborty

Managing Director
Director
Company Secretary

TCFC FINANCE LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS PER SCHEDULE VI, PART (IV) OF THE COMPANIES ACT, 1956

I. REGISTRATION DETAILS

Registration No.

5 7 9 2 3

State Code

1 1

Balance Sheet Date

3 1

Date

0 3

Month

2 0 0 7

Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT RS. IN THOUSANDS)

Public Issue

N I L

Rights Issue

N I L

Bonus Issue

N I L

Private Placement

N I L

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT RS. IN THOUSANDS)

Total Liabilities

5 2 3 2 3 2

Total Assets

5 2 3 2 3 2

Sources of Funds

Paid-up Capital

1 0 4 8 2 1

Reserves & Surplus

4 1 7 5 0 0

Secured Loans

N I L

Unsecured Loans

N I L

Application of Funds

Net Fixed Assets

4 6 1 9

Investment

3 5 4 0

Net Current Assets

5 1 5 0 7 2

Misc. Expenditure

N I L

IV. PERFORMANCE OF COMPANY (AMOUNT RS. IN THOUSANDS)

Total Income

1 8 7 7 1 2 0

Total Expenditure

1 8 5 3 3 4 4

Profit / Loss Before Tax

1 0 8 6 5 6

Profit / Loss After Tax

9 6 7 1 2

Earning Per Share (in Rs.)

9 . 2 3

Dividend Rate (%)

1 2 %

V. GENERIC NAMES OF PRINCIPAL PRODUCT/SERVICES OF THE COMPANY (as per monetary terms)

Item Code No. (ITC Code)

N I L

Product Description

I N V E S T M E N T S

TCFC FINANCE LIMITED

Registered Office : 501-502, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021

ATTENDANCE SLIP

16th Annual General Meeting

D.P. Id * : _____

Client Id * : _____

Reg. Folio No. : _____

* Applicable if shares are held in electronic form.

NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER

Name of the attending member (in Block Letters) : _____

Name of Proxy (in Block Letters to be filled in by the proxy attending instead of the Member) _____

No. of Shares held : _____

I hereby record my presence at the 16th Annual General Meeting on Friday, August 24, 2007 at 3.30 p.m.

Member's Signature

Proxy's Signature

Note : Shareholders/proxies are requested to bring the attendance slip with them, Duplicate slips will not be issued and handed over at the entrance of the Meeting Venue.

(Tear Here)

TCFC FINANCE LIMITED

Registered Office : 501-502, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021

PROXY FORM

I/We _____ of _____ being a Member/

Members of the abovementioned Company hereby appoint _____ of _____

or failing him _____ of _____ as

my/our proxy to attend and vote for me/us on my/our behalf at the 16th Annual General Meeting of the Company to be held on Friday, August 24, 2007 at 3.30 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof.

Signed of this _____ day of _____ 2007.

D.P. Id * : _____

Client Id * : _____

Reg. Folio No. : _____

* Applicable if shares are held in electronic form.

Signature

Affix
15 Paise
Revenue
Stamp

Note : The Proxy Form duly completed must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

BOOK-POST

If undelivered, please return to :

TCFC FINANCE LIMITED
501-502, Raheja Chambers
Free Press Journal Marg
Nariman Point
Mumbai 400 021