

27th Annual Report 2017 - 2018

TCFC FINANCE LIMITED

BOARD OF DIRECTORS

MR. ATUL DESAI	CHAIRMAN & INDEPENDENT DIRECTOR
MR. V S SRINIVASAN	INDEPENDENT DIRECTOR
MRS. TANIA DEOL	MANAGING DIRECTOR
MR. VENKATESH KAMATH	EXECUTIVE DIRECTOR & CFO
MR. DHARMIL BODANI	NON EXECUTIVE DIRECTOR

COMPANY SECRETARY

MISS. KINJAL SHETH

BANKERS

HDFC BANK LTD
ICICI BANK LTD

REGISTERED OFFICE

501/502, RAHEJA CHAMBERS,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI - 400 021
www.tcfcfinance.com
investorservices@tcfcfinance.com
Tel No: 022-2284701;22840736

ANNUAL GENERAL MEETING

on Thursday, 16th August, 2018

at 10.30 a.m. at M C Ghia Hall, 4th Floor,
Bhogilal Hargovindas Building,
18/20 K Dubash Marg,
Kala Ghoda, Mumbai – 400001

AUDITORS

GMJ & CO.

CHARTERED ACCOUNTANTS

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NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the Members of TCFC Finance Limited will be held on Thursday, 16th August, 2018 at 10.30 a.m. at MC Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K Dubash Marg, Kala Ghoda, Fort, Mumbai – 400001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend for the financial year ended on 31st March, 2018.
3. To appoint a Director in place of Mr. Dharmil Bodani (**DIN: 00618333**), who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

Place: Mumbai
Date: 9th May, 2018

Notes:

- 1 **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A 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. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolutions/ authority, as applicable.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Shareholder.
- 2 Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution pursuant to section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
- 3 Members/Proxies should bring their Attendance slip duly filled in for attending the Meeting.
- 4 In case of Joint Shareholders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
- 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 and public holidays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting. The notice and Annual Report are also available on the website of company www.tcfcfinance.com for download.
- 6 The Register of Members and the Share Transfer Books of the Company shall remain closed from 9th August 2018 to 16th August 2018 (both days inclusive) for the purpose of the Annual General Meeting.
- 7 As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company by the Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

TCFC FINANCE LIMITED

- 8 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the Website of the Company, www.tcfcfinance.com.

- 9 Members seeking any information or clarification on the accounts are requested to send in writing queries to the Company, at least ten days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

The Company has designated an exclusive email Id viz. investorservices@tcfcfinance.com to enable the investors to post their grievances, if any, and monitor redressal of the same.

- 10 Pursuant to the provisions of section 124 of the Companies Act, 2013 and Rules therein, the Company has transferred/ will transfer the unpaid or unclaimed dividends and unclaimed shares for the respective financial years from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Here under are the details of Dividend paid by the Company and their respective due dates of transfer of unclaimed / un-cashed dividends to the designated fund of the Central Governments

Date of Declaration of Dividend	Dividend For the Year	Due date of Transfer to the Government
10 th August, 2011	2010-2011	16 th October, 2018
1 st August, 2014	2013-2014	5 th October, 2021
27 th August, 2015	2014-2015	2 nd November, 2022
12 th August, 2016	2015-2016	16 th October, 2023

- 11 Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 12 In support of the "Green Initiative" announced by the Government of India, electronic copies of Annual report and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form are being sent by email to those members whose email addresses have been made available to the Company/ Depository Participants unless the member has specifically

requested for a hard copy of the same. For members who have not registered their email addresses physical copies of this Annual report and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form will be sent to them in permitted mode.

- 13 Members, who still hold shares in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 14 The route map of the venue of the meeting is given at the end of the Notice. The prominent land mark for the venue is 'Kalaghoda'.
- 15 A brief profile of the Director of the Company seeking appointment/re-appointment and as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 is given in the report.
- 16 E-voting Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from place other than the venue of the AGM) to exercise their right to vote at the 27th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL).

The facility for voting through poll paper shall also be made available at the venue of the 27th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The instructions for remote e-voting are as under:

The Company is pleased to provide Remote e-voting Facility through NSDL, as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 27th Annual General Meeting of the Company dated 16th August, 2018. The Company has appointed Ms. Nisha Verma, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The remote e-voting period commences on 13th August, 2018 (9:30 am) and ends on 15th August, 2018 at 5.00 p.m. During this period, the members' of the Company, holding shares either in physical form or in dematerialized form, as

on the cut-off date of 9th August, 2018 may cast their vote by remote e-voting. The remote e-voting module will be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- i. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

1. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

- b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

- c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

2. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

3. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

4. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

5. Now, you will have to click on “Login” button.

6. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nisha.nvfirm@gmail.com with a copy marked to evoting@nsdl.co.in and companysecretary@tcfcfinance.com to verify the same.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Ms. Nisha Verma, Company Secretary Partner of M/s. N.V. & Associates Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM/ but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

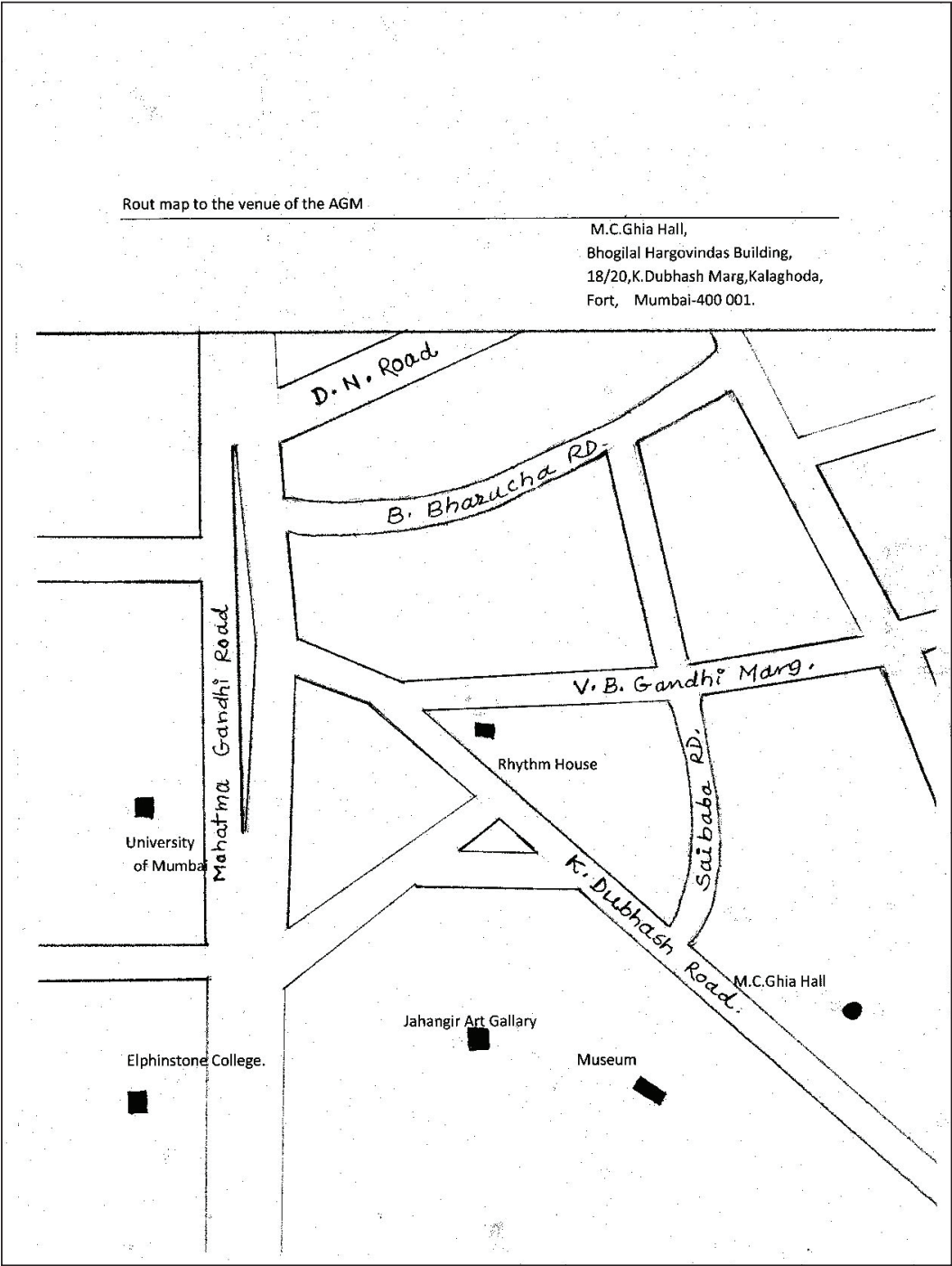
The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tcfcfinance.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Annexure to Item no. 3

Details of Director seeking re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges):-

Sr. no.	Name of Director	Mr. Dharmil Bodani
1.	Date of Birth	27/04/1970
2.	Age	48 yrs
3.	Date of Appointment	27 th August, 2015
4.	PAN	AACPB3387K
5.	DIN	00618333
6.	Expertise in specific functional area	He is having vast experience in Fragrance, Flavors and Chemicals Industry for more than 24 years.
7.	No. of equity shares held in the Company (as on 31 st March 2018)	Nil
8.	Qualifications	BCOM
9.	List of other directorships (excluding Foreign Company)	Oriental Aromatics Limited (Managing Director) (formerly known as Camphor & Allied Products Ltd) Oriental Fragrances and Flavors Private Limited (Director) K V Bodani Education Foundation (Director)
10.	Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	Membership - 2, Chairmanship - Nil
11.	Relationships, if any, between Directors inter- se	NIL
12.	Number of shares and convertible instruments held by non-executive directors	NIL

ROUTE MAP



DIRECTOR'S REPORT

To the Members of,

TCFC FINANCE LIMITED

The Directors have pleasure in presenting the 27th Annual Report of the Company together with the Audited Annual Accounts for the year ended March 31, 2018.

1. FINANCIAL RESULTS

	Year ended March 31, 2018 (₹ in lacs)	Year ended March 31, 2017 (₹ in lacs)
Profit/Loss before Depreciation and Taxes	502.28	(630.01)
Less: Depreciation	3.41	3.01
Profit/Loss before tax	498.87	(633.04)
Less: Provision for Tax	110.91	76.35
Net Profit/(Loss) after tax	387.96	(709.37)
Proposed dividend (including tax)	189.24	-
Carried to General Reserve	38.80	-
Carried to Statutory Reserve	77.59	-
Surplus balance carried to Profit and Loss Account	(1806.43)	(1888.76)

2. OPERATIONS

Compared to previous year's Loss of ₹ 709.37 lakhs. this year, your company has made a Profit of ₹ 498.87 lakhs before provision of tax and after deducting tax it comes to Profit of Rs 387.96 Lakhs

3. DIVIDEND

Your Directors have recommended a dividend to be paid out of current year profits of ₹1.50 per equity share for the financial year ended 31st March, 2018 amounting to ₹ 18,924,066 (inclusive of a tax of ₹ 32,00,872)

The dividend payable shall be subject to the approval of the Members at the ensuing Annual General Meeting.

4. MANAGEMENT DISCUSSION AND ANALYSIS

• Industry Structure and Developments

Your Company is engaged and registered as a NBFC, currently the NBFC space and industry as whole is on a road to growth as is the trend seen, the interest rate are growing southward and the markets on a upward with record highs, on overall analysis of the NBFC sector the management is very optimistic about the future growth and prospects of the Company.

• Opportunities and Threats

Being a primarily investment company, fluctuating markets and interest rate pose a threat to the business of the Company, However the same can be converted into opportunity by proper planning and implementation.

• Segment Wise / Product Wise Performance

As the company is only in one line of business, product wise disclosure of performance is not required to be made.

• Business Outlook

The Management of the Company is looking for a steady growth of the Company and aims at maximizing the shareholders wealth by way of earning maximum profits at low investment costs.

• Risks and areas of concern

Risk of market fluctuation shall always be a major risk associated with the Company, however the management is of the opinion that the Company can withstand through in any kind of market fluctuation as the investment portfolio of the Company is relatively stable and less prone to market fluctuations.

• Internal Control Systems and Adequacy

The adequacy of the internal control system is reviewed by the Audit Committee of the Board of Directors. Your Company has taken proper and sufficient care for the maintenance of adequate accounting records as required by various Statutes, Internal Auditor, the Audit Committee and Statutory Auditors have full and free access to all the information and records as considered necessary to carry out their responsibilities.

• HUMAN RESOURCES:

The Company's current activities do not require engagement of significant human resource. However, requisite qualified and experienced personnel have been engaged to take care of organization need of human resource. With the sign of growth, if and when seen, the Company will engage requisite human resource.

• Future Outlook:

The future outlook of Indian financial markets looks positive. It can be affected by unfavorable global cues but with strong policies from the Indian government, like Make in India, Digital India, Startup India, changes in FDI norms, there is positivity in the Indian business environment. Controlled inflation and increasing GDP growth are favorable signals for the Company.

The Company's focus will be on its regular trading activities and making long term strategic investments in various existing and new ventures, if any.

5. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance

6. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered into by the Company during the financial year with related parties into were in the ordinary course of business and on an arm's length basis. Thus, disclosure in form AOC-2 is not required.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The details of the related party transactions as required under Accounting Standard - 18 are set out in note to the financial statements forming part of this Annual Report.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on Company's website at http://www.tcfcfinance.com/wp-content/uploads/2018/07/Policy_on_Related_Party_Transactions-revised.pdf

7. DEPOSITS

Being a non-deposit accepting NBFC Company, your Company has not accepted any deposits from the public / members under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

8. STATUTORY AUDITORS

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. GMJ & Co, Chartered Accountants, (Firm registration No. 103429W), were

appointed as Company's Statutory Auditors in the Company's 25th Annual General Meeting to hold office till the conclusion of the 28th Annual General Meeting, subject to ratification by the members at every Annual General Meeting until the expiry of the period of original appointment as may be necessitated by the Act from time to time.

However, the Ministry of Corporate Affairs vide its notification dated 7th May 2018 has done away with the requirement of the ratification of the appointment of Statutory Auditors at every Annual General Meeting and hence M/s. GMJ & Co. shall continue as Statutory Auditors for the remaining period of the term till the conclusion of the 28th Annual General Meeting of the Company.

The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer. Further, the Statutory Auditors have not reported any incident of fraud during the year under review to the Audit Committee of your Company

9. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2018, the Board of Directors hereby confirms that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) such accounting policies have been selected and applied consistently and the Directors 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 as at March 31, 2018 and of the profit/loss of the Company for that year;
- (c) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Annual Accounts of the Company have been prepared on a going concern basis.
- (e) internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **Director Retiring by Rotation:**

In terms of Section 152 of the Companies Act, 2013, Mr. Dharmil Bodani, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the same for your approval.

- **Declaration by independent directors**

The independent directors have submitted the declaration of independence, as required under section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')

- **Key managerial Personnel**

During the year under review there was no change in the Key managerial personnel of the Company.

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

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However, adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy.

There was no foreign exchange transaction entered into by the Company during the year under review.

12. EMPLOYEE REMUNERATION

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is provided in "Annexure 1" forming part of this report.

13. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: <http://tcfcfinance.com/wp-content/uploads/2015/06/CORPORATE-SOCIAL-RESPONSIBILITY-POLICY-TCFC-Finance-Ltd-PDF.pdf>

The Annual Report on CSR activities for the financial year ended 2016-2017 and 2017-2018 is annexed herewith as "Annexure-2"

14. MEETINGS OF THE BOARD:

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting.

During the financial year 2017-18, four (4) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

The details of the Board meetings held during the year along with the attendance of the respective Directors thereat are set out in the Corporate Governance Report forming part of this Annual Report

15. COMMITTEES OF THE BOARD:

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

The details with respect to the compositions, roles, terms of reference etc. of relevant committees are provided in the Corporate Governance Report of the Company, which forms part of this Annual Report.

16. ANNUAL EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process

17. NOMINATION AND REMUNERATION

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

18. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. AABID & CO, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as “Annexure-3” to this report. The report is self-explanatory and do not call for any further comments.

19. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT - 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is enclosed as “Annexure 4” to this report.

20. INTERNAL AUDIT & CONTROLS

The Company has adequate system of internal financial control and risk mitigation system commensurate with the size of the Company and nature of its business. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Audit committee actively reviews the adequacy and effectiveness of the Internal Financial control and suggests the improvements for the same.

21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Since the Company is a registered entity under the Reserve Bank of India to conduct the business of Non Banking Financial Services, pursuant to the section of 186 (11) (a), (b) of the Companies Act, 2013, the company is exempted from complying with the provisions.

Further, details of Investments made by the Company during the year review form a part of the financial statements.

22. VIGIL MECHANISM:

Pursuant to the provisions of section 177(9) (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

The Vigil Mechanism Policy has been uploaded on the website of the Company at http://www.tcfcfinance.com/wp-content/uploads/2018/07/Whistle_Blower_Policy_Vigil_Mechanism_Policy.pdf

Further, there were no complaints received from the employees of the Company under vigil mechanism for the year under review.

23. RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and has established a framework for mitigating controls and reporting mechanism of such risks. Some of the risks that the Company is exposed to are: (i) Financial Risk (ii) Regulatory Risks (iii) Strategic Risks

24. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the financial year 2017-18, Company has not received any complaint of sexual harassment against women employees of the Company.

25. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the financial year 2018-2019 to BSE where the Company's Shares are listed.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations

27. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, the amount of unclaimed and unpaid dividend amounting to ₹ 6,55,252/- was transferred to the IEPF.

Also, pursuant to the provisions of the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016], the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. 22nd August, 2017), with the Ministry of Corporate Affairs.

28. TRANSFER OF UNCLAIMED SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has duly transferred 204,322 shares which remained unclaimed from the financial year 2009-2010 to the IEPF Demat Account of the Authority maintained with NSDL.

Unclaimed dividend for Financial year 2010-2011 shall become due for transfer to the said fund. Members are requested to verify their records and send claim, if any, by writing to the Company at investorservices@tcfcfinance.com, before the amount becomes due for transfer to the said fund.

Pursuant to section 124(6) of the Companies Act, 2013, as amended, and the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to demat account of the IEPF Authority. In due compliance of the provisions of rule 6(3) of the IEPF Rules, the Company will send individual letters through speed post to all such members requesting them to claim the amount of unpaid dividend before the Company proceeds with the transfer of related shares to Demat account of the IEPF Authority. The Company will also be publishing notice in the newspapers

intimating the members of the said provisions and these details will be made available on the Company's website <https://www.tcfcfinance.com>

As provided under the IEPF Rules, a member can claim such dividend and shares transferred to the fund by following the procedure prescribed in the IEPF Rules which is available on the Company's website <https://www.tcfcfinance.com>

29. ACKNOWLEDGMENT

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

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

Place: Mumbai
Date: 9th May, 2018

Atul Desai
Chairman
(DIN:00019443)

“Annexure – 1”

(A) The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr.No	Requirements	Disclosure												
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31 st March, 2018 is : Mrs.Tania Deol 8.34% Mr.Venkatesh Kamath 5.26% Mr.V.S. Srinivasan 0.85% Mr.Atul Desai 0.77% Mr.Dharmil Bodani 0.23%												
2.	Percentage increase in remuneration of each director and CEO in the financial year;	The Percentage increase in remuneration of director is as follows: Mr. Venkatesh Kamath 8.45 % Mrs. Tania Deol No change There was no increment in remuneration of any other directors of the Company.												
3.	The Percentage increase in the Median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was increased by 5.75% The calculation of % increase in median remuneration is based on the Company performance and employee's individual performance.												
4.	The Number of permanent employees on the rolls of the Company	8 employees as on March 31, 2018.												
5.	The explanation on the relationship between average increase in remuneration and the Company performance.	The average increase in remuneration of the employees of the Company was in line with the increase in the profitability of the Company. The Company, inter-alia, considers the following factors for deciding upon the increase in the remuneration of the employees is Individual Performance/contribution of the Employee vis-à-vis Company Performance.												
6.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	There was no exceptional circumstance or increase for managerial personnel in the last financial year. The percentile increase process and policy was same for the managerial personnel and all the other employees.												
7.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	For the financial year 2017-18 : <table> <tr> <th>Key Managerial Personnel</th><th>Against PBT (in %)</th><th>Against operations (in %)</th></tr> <tr> <td>MD</td><td>4.32</td><td>0.31</td></tr> <tr> <td>CFO</td><td>2.73</td><td>0.20</td></tr> <tr> <td>CS</td><td>1.04</td><td>0.07</td></tr> </table>	Key Managerial Personnel	Against PBT (in %)	Against operations (in %)	MD	4.32	0.31	CFO	2.73	0.20	CS	1.04	0.07
Key Managerial Personnel	Against PBT (in %)	Against operations (in %)												
MD	4.32	0.31												
CFO	2.73	0.20												
CS	1.04	0.07												
8.	The key parameters for any variable component of remuneration availed by the directors	Any variable component of remuneration payable to the Directors is based on the parameters, as approved by the Board of Directors, on the basis of the recommendation of the Nomination & Remuneration Committee of the Board. The said parameters are set considering the provisions of applicable regulations, Nomination and Remuneration Policy of the Company.												

Sr.No	Requirements	Disclosure
9.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	No employee received remuneration in excess of the highest-paid director.
10.	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	Variations in the market capitalization: – Market capitalization as at 31st March, 2017: ₹36.27 Crores – Market capitalization as at 31st March, 2018: Rs 34.59 Crores Variations in the PE Ratio – PE Ratio as at 31st March, 2017: (5.11) – PE Ratio as at 31st March, 2018: 8.91
11.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, the remuneration is as per the remuneration policy of the Company.

Note:

- 1 The Company does not pay any remuneration to Non-Executive Directors except sitting fees for each Board/Committee meetings attended by them.

(B) Statement showing particulars of employees pursuant to the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(2) of the companies (appointment and remuneration of Managerial personnel) rules, 2014:

There were no persons employed for the full year ended March 31st, 2018 who were in receipt of the remuneration which in the aggregate was not less than Rs 60,00,000/- p.a. or in part of the year who were in receipt of Remuneration which in aggregate was not less than ₹5,00,000/- p.m

“ANNEXURE-2”

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

Sr No.	Particulars		
1.	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects and programs	Pursuant to Section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, the Board of Directors have constituted a CSR Committee. The Board also framed a CSR Policy in compliance with the provisions of Section 135 of the Companies Act, 2013. The said policy is placed on the website of the Company http://tcfcfinance.com/wp-content/uploads/2015/06/CORPORATE-SOCIAL-RESPONSIBILITY-POLICY-TCFC-Finance-Ltd-PDF.pdf	
2.	The Composition of the CSR Committee	1. Mr. V.S. Srinivasan (Independent Director & Chairman of Committee) 2. Mrs. Tania Deol (Managing Director & Member of Committee) 3. Mr. Venkatesh Kamath (Member of Committee)	
		Financial year 2016-2017	Financial year 2017-2018
3.	Average net profit of the Company for last three financial years.	₹ 5,52,24,028/-	₹ 5,01,59,005/-
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	₹ 11,04,481/-	₹ 10,03,180/-
5.	Details of CSR spent during the financial year: a) Total amount spent for the financial year; b) Amount unspent, if any;	₹ 11,04,500/- Nil	₹ 10,03,180/- Nil

Manner in which the amount spent during the financial year 2017-2018 is detailed below:

(1) Sr. No	(2) CSR Project or activity Identified	(3) Sector in which the project is covered	(4) Project or programme (1)Local Area (2) specify state or district where project or programme were undertaken	(5) Amount outlay (budget) Project or programs wise	(6) Amount spent on projects or programs sub-heads (1)Direct Expenditure on project and programs (2) Overheads	(7) Cumulative expenditure up to the reporting period	(8) Amount spent direct or through implementing agency
1.	Promotion of Education of children with learning disabilities.	Education	Local Area, Mumbai	₹ 3,53,180/-	₹ 3,53,180/-	₹3,53,180/-	Through Implementing Agency
2.	Promotion of Education of blind ones	Education	Local Area, Mumbai	₹ 2,00,000/-	₹ 2,00,000/-	₹ 2,00,000/-	Through Implementing Agency
3.	Healthcare	Health & Sanitation	Local Area, Mumbai	₹1,50,000/-	₹1,50,000/-	₹1,50,000/-	Through Implementing Agency

(1) Sr. No	(2) CSR Project or activity Identified	(3) Sector in which the project is covered	(4) Project or programme (1)Local Area (2) specify state or district where project or programme were undertaken	(5) Amount outlay (budget) Project or programs wise	(6) Amount spent on projects or programs sub- heads (1)Direct Expenditure on project and programs (2) Overheads	(7) Cumulative expenditure up to the reporting period	(8) Amount spent direct or through implementing agency
4.	Promotion of Education of poor children	Education	Local Area, Mumbai	₹ 1,00,000/-	₹ 1,00,000/-	₹ 1,00,000/-	Through Implementing Agency
5.	Promotion of Education of poor children	Education	Local Area, Mumbai	₹1,00,000/-	₹1,00,000/-	₹1,00,000/-	Through Implementing Agency
6.	Promotion of Education of poor children	Education	Local Area, Mumbai	₹1,00,000/-	₹1,00,000/-	₹1,00,000/-	Through Implementing Agency
Total				₹ 10,03,180/-	₹ 10,03,180/-	₹ 10,03,180/-	

6. Reasons for amount unspent (if any): N.A.

7. The Company confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Mr. V.S. Srinivasan
Chairman of Committee
(DIN: 00051233)

Mrs. Tania Deol
Managing Director
(DIN:00073792)

Date: 9th May, 2018
Place: Mumbai

ANNEXURE-3”

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

TCFC FINANCE LIMITED,

501/502 RAHEJA CHAMBERSNARIMAN POINT

FREE PRESS JOURNAL MARG

MUMBAI

MHARASHTRA-400021

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TCFC Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verifications of the TCFC Finance Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company as given in Annexure-1 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by TCFC Finance Limited ("the Company") for the Financial Year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings not applicable during the reporting period.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992, (SEBI Act):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; not applicable during the reporting period.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; not applicable during the reporting period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; not applicable during the reporting period;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; not applicable during the reporting period;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 not applicable during the reporting period;

(vi) Other industry specific laws as specified below

- a. The Laws applicable to Non-Banking Financial Institutions;
- b. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c. RBI notifications and circulars related to NBFC; We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange.

During the period of audit of the Company there are no specific events/actions occurred having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit the Company has given all the details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations guidelines, standards, etc.

**For Aabid & Co.
Company Secretaries**

CS Mohammed Aabid
Membership No: 6579
COP No: 6625

Date: 09th May, 2018

Place: Mumbai

ANNEXURE-I

LIST OF THE DOCUMENTS VERIFIED

1. Memorandum and Articles of Association of the Company.
2. Minutes of the Meeting of the Board of Directors and Committee Meetings of the Company along with notice and agenda, notes to agenda and attendance sheet.
3. Minutes of the General Body meeting held during the period under review.
4. Statutory Registers as required under Companies Act, 2013.
5. Agenda papers submitted to all the Directors/Members of the Board Meetings.
6. Declarations and Disclosures received from the Directors of the Company pursuant to the provisions of Section 164 and 184(1) read with Rule 9(1) of the Companies Act, 2013.
7. E-Forms filed by the Company from time-to-time, under applicable provisions of the Companies Act, 2013 and the attachments thereof during the Financial Year under review.
8. Filings with the Stock Exchange pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. Filings with the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL)

ANNEXURE-4

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company

(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

CIN	L65990MH1990PLC057923
Registration Date	29 th August, 1990
Name of the Company	TCFC FINANCE LIMITED
Category/Sub-category of the Company	Category: Company Limited by Shares Sub-category: Indian Non-Government Company
Address of the Registered office & contact details	501/502 Raheja Chambers Nariman Point Free Press Journal Marg, Mumbai- 400021 Tel: 022-22844701/0736
Whether listed company	Listed Company
Name, Address & contact details of the Registrar & Transfer Agent, if any.	In-House

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Finance and Investments and trading in shares, mutual funds, bonds, securities, etc.	65993	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Greenstone Investments Private Limited (NBFC)	65993	100%
2	20 th Century Holdings Private Limited (NBFC)	65993	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Greenstone Investments Private Limited 502 Raheja Chambers, Nariman Point, Mumbai 400021	U65990MH1978PTC020803	Associate	42.92%	2(6)
2.	20 th Century Holdings Private Limited 502 Raheja Chambers, Nariman Point, Mumbai 400021	U67120MH1980PTC022516	Associate	19.69%	2(6)

TCFC FINANCE LIMITED

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	6875053	-	6875053	65.59	6966508	-	6966508	66.46	(0.87)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Directors & Relatives	12700	-	12700	0.12	12700	-	12700	0.12	0.00
Total shareholding of Promoter (A)	6887753	-	6887753	65.71	6979208	-	6979208	66.58	0.87
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	345	345	0.00	-	345	345	0.00	0.00
b) Banks / FI	387959	1536	389495	3.72	387959	1536	389495	3.72	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	1273	1273	0.01	-	120	120	0.00	0.01
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	387959	3154	391113	3.73	387959	1656	389615	3.71	0.02
2. Non-Institutions									
a) Bodies Corp.	91213	8625	99838	0.95	106454	5275	111729	1.06	(0.11)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1164991	822141	1987132	18.95	1102327	663378	1765705	16.94	2.11
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	428997	0	428997	4.09	423948	-	423948	4.04	0.05
c) Others (specify)									
Non Resident Indians	29803	2336	32139	0.31	21454	1750	23204	0.22	0.09
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Directors& Relatives	7137	-	7137	0.07	7137	-	7137	0.07	0.00
Clearing Members	2405	-	2405	0.02	2245	-	2245	0.02	0.00
Trusts	-	533334	533334	5.09	-	533334	533334	5.09	0.00
HUF	45168	-	45168	0.43	34361	-	34361	0.33	0.10
Unclaimed Suspense Account	67113	-	67113	0.64	7321	-	7321	0.07	0.57
IEPF	-	-	-	-	204322	-	204322	1.95	(1.95)
Sub-total (B)(2):-	1836827	1366436	3203263	30.55	1909569	1203737	3113306	29.70	0.85
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2224786	1369590	3594376	34.29	2297528	1205393	3502921	33.41	0.88
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9112539	1369590	10482129	100	9276736	1205393	10482129	100	0.00

Figures in shareholding has been considered as the date on which the beneficiary position has been received by the Company.

B) Shareholding of Promoter-

S.N	Shareholder's Name	Shareholding at the beginning of the year (As on 01/04/2017)			Shareholding at the end of the year (As on 31/03/2018)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
PROMOTERS (INDIVIDUALS)								
1	Munisha Ahuja	6350	0.06	0.00	6350	0.06	0.00	0.00
2	Tania Deol	6350	0.06	0.00	6350	0.06	0.00	0.00
PROMOTERS –DOMESTIC COMPANIES								
1	Citi Leasing Private Ltd	402836	3.84	0.00	402836	3.84	0.00	0.00
2	20 th Century Holdings Private Ltd	1972840	18.82	0.00	2064295	19.69	0.00	0.87
3	Greenstone Investments Private Ltd	4499377	42.92	0.00	4499377	42.92	0.00	0.00

TCFC FINANCE LIMITED

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.	Name of Shareholder	Shareholding		Date-wise Increase/ Decrease in Shareholding during the year*	No. of Shares	Reason	Cumulative Shareholding during the year	
		No of Shares At beginning 01/04/2017	% total Shares of the Company				No of Shares Ason (31/03/2018)	% total Shares of the Company
1.	Greenstone Investments Private Ltd	4499377	42.92	31.03.2017	No Change		4499377	42.92
2.	20 th Century Holdings Private. Ltd	1972840	18.82	28.09.2017	26	Market Purchase	1972866	18.82
				04.10.2017	2164	Market Purchase	1975030	18.84
				16.02.2018	17147	Market Purchase	1992177	19.01
				19.02.2018	2894	Market Purchase	1995071	19.03
				22.02.2018	31	Market Purchase	1995102	19.03
				05.03.2018	39259	Market Purchase	2034361	19.41
				06.03.2018	50	Market Purchase	2034411	19.41
				07.03.2018	21520	Market Purchase	2055931	19.61
				08.03.2018	981	Market Purchase	2056912	19.62
				09.03.2018	5336	Market Purchase	2062248	19.67
				12.03.2018	954	Market Purchase	2063202	19.68
				13.03.2018	518	Market Purchase	2063720	19.69
				14.03.2018	503	Market Purchase	2064223	19.69
				15.03.2018	72	Market Purchase	2064295	19.69
				23.03.2018	131	Market Purchase	2064426	19.69
				26.03.2018	1150	Market Purchase	2065576	19.71
				27.03.2018	2102	Market Purchase	2067678	19.73
				28.03.2018	200	Market Purchase	2067878	19.73
					31.03.2018			2067878
3.	CITI Leasing Pvt Ltd	402836	3.84	31.03.2018	No Change		402836	3.84
4.	Munisha Ahuja	6350	0.06	31.03.2018	No Change		6350	0.06
5.	Tania Deol	6350	0.06	31.03.2018	No Change		6350	0.06

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs:

Sr. No.	Name	No. of Shares At the beginning 01.04.2017	% of total shares of the Company	Date**	Increase/ Decrease in shareholding	Reason	No. of Shares At the end 31.03.2018	% total shares of the Company
1.	Venkatesh Kamath (Nominee A/c TCFC Finance Ltd)	533334	5.09	01.04.2017 31.03.2018	No Change		533334	5.09
2.	Bank of Baroda	386666	3.69	01.04.2017 31.03.2018	No Change		386666	3.69
3.	Laxmandas Attal	106719	1.02	07.04.2017	2206	Purchase	108925	1.04
				14.04.2017	1554	Purchase	110479	1.05
				21.04.2017	510	Purchase	110989	1.06
				28.04.2017	2601	Purchase	113590	1.08
				05.05.2017	3213	Purchase	116803	1.11
				12.05.2017	1365	Purchase	118168	1.13
				19.05.2017	8191	Sold	109977	1.05
				09.06.2017	9203	Sold	100774	0.96
				23.06.2017	6320	Sold	94454	0.90
				30.06.2017	961	Sold	93493	0.89
				11.08.2017	1997	Sold	91496	0.87
				12.01.2018	900	Purchase	92396	0.88
				19.01.2018	1000	Purchase	93396	0.89
				26.01.2018	55	Purchase	93451	0.89
				02.02.2018	210	Purchase	93661	0.89
				16.02.2018	1000	Purchase	94661	0.90
				23.02.2018	1082	Purchase	95473	0.91
				02.03.2018	138	Purchase	95881	0.91
				23.03.2018	500	Purchase	96381	0.92
				31.03.2018	808	Purchase	97189	0.93
4.	Santoshbhai Attal	97176	0.93	31.10.2017	7736	Sold	89940	0.85
				17.11.2017	1308	Sold	88132	0.84
				02.02.2018	158	Purchase	88290	0.84
				31.03.2018			88290	0.84
5.	TCFC Finance Ltd (Unclaimed suspense Account)	67113	0.64	31.07.2017	153	Claimed by Shareholder	66960	0.64
				18.08.2017	25	Claimed by Shareholder	66935	0.64
				18.08.2017	31	Claimed by Shareholder	66904	0.64
				06.12.2017	59545	Transferred to IEPF	7359	0.07
				10.01.2018	38	Claimed by Shareholder	7321	0.07
				31.3.2018			7321	0.07
6.	Vandana	50000	0.48	31.03.2018	No Change		50000	0.48
7.	Deepak Maheshwari	25042	0.24	31.03.2018	No Change		25042	0.24
8.	Shashi Kant	20000	0.19	31.03.2018	No Change		20000	0.19
9.	Yarlagadda Mrudula Devi	18298	0.17	31.03.2018	No Change		18298	0.17
10.	Maya Bansal	17900	0.19	31.03.2018	No Change		17900	0.17

Note: **Date of Increase/Decrease in shareholding has been considered as the date on which the beneficiary position has been received by the Company.

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E. SHAREHOLDING OF DIRECTORS & KMP:-

SN	Name of The Director/KMP	Shareholding at the beginning of the year (01/04/2017)		Reasons for Increase/ Decrease in Shareholding	Cumulative Shareholding during the Year (31/03/2018)	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1.	Mr. Atul Desai Independent Director	10	0.00	NO CHANGE	10	0.00
2.	Mr. V.S. Srinivasan Independent Director	107	0.01	NO CHANGE	107	0.01
3.	Mrs. Tania Deol (Managing Director)	6350	0.06	NO CHANGE	6350	0.06
4.	Mr. Venkatesh Kamath CFO & Executive Director	-	-	-	-	-
5.	Mr. Dharmil Bodani	-	-	-	-	-
6.	Ms. Kinjal Sheth Company Secretary	-	-	-	-	-

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	NONE			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year	NONE			
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year	NONE			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of Managing Director	Total Amount (in ₹)
		Mrs. Tania Deol (MD)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,98,500/-	13,98,500/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	13,98,500/-	13,98,500/-
	Ceiling as per the Act	In terms of the provisions of the Companies Act, 2013, ("Act") the remuneration payable to the Managing Director shall not exceed 5% of the net profit of the Company as calculated as per the Act. The remuneration paid to Mrs. Tania Deol –Managing Director was well within the limits.	

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (in ₹)
		Mr. Atul Desai	Mr. V.S. Srinivasan	Mr. Dharmil Bodani	
1	Independent Directors	2,00,000/-	2,20,000/-	-	4,20,000/-
	Fee for attending board committee meetings	-	-	-	
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (1)	2,00,000/-	2,20,000/-	-	4,20,000/-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	60,000/-	60,000/-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	60,000/-	60,000/-
	Total (B)=(1+2)	2,00,000/-	2,20,000/-	60,000/-	4,80,000/-
	Overall Ceiling as per the Act	Sitting fees for the year not exceeding rupees One Lakh per meeting of the Board or committee in terms of rules 4 of the Companies {Appointment and Remuneration of Managerial Personnel) Rules, 2014.			

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Amount in ₹

SN	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Kinjal Sheth (Company Secretary)	Mr. Venkatesh Kamath (Chief Financial Officer)	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,86,455/-	12,52,860/-	17,39,315/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	4,86,455/-	12,52,860/-	17,39,315/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

CORPORATE GOVERNANCE REPORT

Corporate Governance envisages attainment of the highest levels of transparency and accountability in the functioning of Company and all its interactions with shareholders, customers, government, suppliers, and lenders and to build the confidence of the society in general. Corporate Governance is the key factor in attaining fairness for all stakeholders and achieving organizational efficiency. Corporate governance refers to the framework of all rules and relationships by which a Company must abide, including internal processes as well as governmental regulations and the demands of stakeholders. It also takes into account systems and processes, which deal with the daily working of the business, reporting requirements, audit information, and long-term goal plans.

I. Company's philosophy

Your Company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing shareholders' value while safeguarding the interest of all stakeholders. The Company is committed to adhere to the code of corporate governance as it means adoption of best business practices aimed at growth of the Company coupled with bringing benefits to investors, customers, creditors, employees and the society at large.

The objective of the Company is not just to meet the statutory requirements of the Corporate Governance as prescribed under SEBI LODR Regulations, 2015 but to develop such systems and follow such practices and procedures to satisfy the spirit of law.

In accordance with SEBI LODR Regulations, 2015 the details of compliance by the Company are as under.

II. Board of Directors Composition of the Board

The composition of Board of Directors is in compliance with provisions of SEBI LODR Regulations, 2015 and the Companies Act, 2013. As on March 31, 2018, the Board comprises of a Non Executive Chairman and four other Directors. Out of these, two members are Independent Director including Chairman of the Company. All the Directors have made necessary disclosures regarding their directorship in other companies. The Independent Directors are professionals drawn from amongst persons with experience in business, finance and law. The Composition of the Board, Directorship/Committee positions in other Companies as on 31st March, 2018. Number of Meetings held and attended during the year are as follows:

Name	Category	Attendance			No. of other Directorship and Committee Membership / Chairmanships		
		No. of Board Meeting		Last AGM 22.08.2017	Other Directorships*	Committee**	
		held	Attended			Chairmanship	Membership
Atul Desai	Chairman Non Executive & Independent Director	4	4	Yes	5	5	2
Tania Deol	Managing Director Executive & Non Independent	4	4	Yes	Nil	Nil	1
VS Srinivasan	Non-Executive & Independent Director	4	4	Yes	Nil	2	0
Venkatesh Kamath	Executive Director & Chief Financial Officer	4	4	Yes	Nil	0	2
Mr. Dharmil A. Bodani	Non Executive & Non-Independent Director	4	3	Yes	2	-	2

*Private Limited Companies, Foreign Companies and Companies under section 8 of the Companies Act, 2013 are excluded for this purpose.

**Only Audit Committee and Stakeholders Relationship Committee have been considered as per the requirements of the SEBI LODR Regulations, 2015.

Board Meetings and Procedures

The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of Regulation 17 (2) of SEBI LODR Regulations, 2015.

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Detailed Agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

During the Financial Year 2017-18 the Board met four times on the following Dates:-

Sr. No.	Date of Board Meeting	Board's Strength	No. of Directors present
1	16 th May, 2017	5	5
2	18 th July, 2017	5	5
3	7 th November, 2017	5	5
4	1 st February, 2018	5	4

Disclosure of relationships between Directors *inter-se*:

None of the Directors mentioned above has any material pecuniary relationships or transactions with the Company, its promoters, Directors or Senior Management which may affect their independence. None of the Directors are related to each other.

Code of Conduct

The Company has adopted a Code of Conduct for the members of the Board and the Senior Executives in compliance with the provision of Regulation 17(5) of SEBI (LODR) Regulations, 2015. All the members of the Board and the Senior Management Personnel have affirmed compliance to the Code of Conduct as on March 31, 2018 and a declaration to that effect signed by the Managing Director is attached and forms part of this Report.

Committees of Directors

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board.

The Minutes of the Committee meetings are placed before the Board for noting.

The Board currently has the following Committees:

In compliance with the SEBI (LODR) Regulations, 2015, as on 31st March, 2018 the Board has four Committee viz. Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee. The Committees have optimum combination of Executive, Non-Executive and/or Independent Directors. The Committees are constituted with specific terms of reference and

scope to deal with specific matters expediently. The details of the committees constituted by the Board are given below:

A. Audit Committee

Composition and Attendance

Pursuant to Regulation 18 of the SEBI(LODR) Regulations, 2015, The Audit Committee of the Board comprises of three qualified Directors viz. Mr. V S Srinivasan, Mr. Atul Desai and Mr. Venkatesh Kamath, with majority being independent. Mr. V S Srinivasan is the Chairman. Two of the members are having finance and accounting knowledge. The Company Secretary acts as a secretary to the Audit Committee. The Present Composition of the Audit Committee is as follows:-

Name	Category	Designation	No. of Meetings During F.Y. 2017-2018	
			Held	Attended
V S Srinivasan	Non-Executive & Independent Director	Chairman	4	4
Atul Desai	Non-Executive & Independent Director	Member	4	4
Venkatesh Kamath	Executive Director & CFO	Member	4	4

The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting and its compliance with the legal and regulatory requirements. The Committee oversees the work carried out in the financial reporting process by the Management, the Internal Auditor and the Statutory Auditor and note the processes and safeguards employed by each of them.

Terms of Reference:

The terms of reference, role, powers, rights, authority and obligations of the Audit Committee are in conformity with the applicable provisions of the Companies Act, 2013 and Listing Regulations (including any statutory modification(s) or re-enactment or amendments thereof).

Audit Committee Meetings

The details of Audit Committee meetings held during the year 2017 – 2018 are as under:

Sr. no.	Date of Audit Committee	Committee Strength	No. of Members present
1	16 th May, 2017	3	3
2	18 th July, 2017	3	3
3	7 th November, 2017	3	3
4	1 st February, 2018	3	3

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

B. Nomination and Remuneration Committee Composition of the Committee

The Nomination and Remuneration Committee of the Board comprises of three Non-Executive Directors viz. Mr. V S Srinivasan, (Chairman of the Committee), Mr. Atul Desai (Non Executive & Independent Director) , and Mr. Dharmil Bodani (Non Executive Director).

MEETINGS OF THE COMMITTEE

There was one Nomination and Remuneration Committee meeting held during the year on 1st February, 2018. Two members were present in the Meeting.

The details of Nomination and Remuneration Committee meetings held during the year 2017 – 2018 is as under:

Sr. no.	Date of Nomination and Remuneration Committee	Committee Strength	No. of Members present
1	1 st February, 2018	3	2

Brief Description of terms of Reference

The Board has framed the Nomination and Remuneration Committee Policy which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2018 , which are as follows.

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- To help in determining the appropriate size, diversity and composition of the Board;
- To recommend to the Board appointment/ reappointment and removal of Directors;
- To frame criteria for determining qualifications, positive attributes and independence of Directors;
- To recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- To create an evaluation framework for Independent Directors and the Board;
- To assist in developing a succession plan for the Board;
- To assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or Compliance officer

The company is having only one Managing Director, and 1 Executive Director & CFO having remuneration;

There are 2 Non – Executive & Independent Directors and 1 Non-Executive Director who are paid only sitting fees.

Details of Remuneration paid to Executive and Non – Executive Directors for the year ended 31st March, 2018 is as stated below:

Executive Directors:

Terms of Agreement	Mrs. Tania Deol	Mr. Venkatesh Kamath
Date of Appointment	1 st July, 2016	26 th September, 2014
Period of Agreement	5 years	N.A.
Valid up to	June 30, 2021	N.A.
Salary & Perquisites	₹ 21,57,500 /-	13,59,879/-
Notice Period	Three months	Three months

Non Executive Directors:

Criteria for making payments to Non- Executive Directors:

Non- Executive Directors of the Company are paid only sitting fees for attending Board and Committee meetings of the Company. The details of the same are stated below:

(In ₹)

Name of Director	Total Sitting fees
Mr. Atul Desai	2,00,000
Mr. V S Srinivasan	2,20,000
Mr. Dharmil Bodani	60,000

Number of shares and convertible instruments held by non- executive directors

Name of Non Executive Director	Total no of shares of the Company
Mr. Atul Desai	10 shares
Mr. V S Srinivasan	107 shares
Mr. Dharmil Bodani	Nil

Details of the Evaluation Process:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board has carried out the annual evaluation of its own performance and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

C Stakeholders relationship Committee

The Committee function with the objective of looking into redressal of shareholder's / Investor's grievance related to non-receipt of dividend, Annual-report, delay in transfer or transmission of shares, and cases of refusal of transfer or transmission of shares etc.

Composition of Committee

The Committee comprises of three members namely Mr. V. S. Srinivasan (Chairman of the Committee), Mr. Venkatesh Kamath and Mrs. Tania Deol. The Company Secretary is the Compliance officer and is also the secretary to the committee.

Further, The Board of Directors of the Company has further delegated the responsibility of Stakeholders Relationship Committee to a sub-committee namely **"Share Transfer Committee"** consisting of Directors stationed at the registered office of the Company for expedition of share transfer process.

Meeting of the Committee

During the year, the committee met 4 times to approve various matters including the share transfer/transmission requests, Demat requests and also to look into redressal of investors' grievances.

The attendance of the members at the meetings of the committee is given below:

Directors	No. of Meetings attended
Venkatesh Kamath	4
Tania Deol	4
Mr. V. S. Srinivasan	4

Number and Nature of Complaints for the year 2018 are as under:

Nature of Complaints	No. of Complaints	No. of Complaints Redressed
Non-Receipt of Share Certificates after Demerger/ transfer/ sub-division/ consolidation etc.	36	36
Non- receipt of Dividend	36	36
Non-Receipt of Annual Report	8	8
Demat	0	0
Complaints to BSE	0	0
Complaint to SEBI (including SCORES)	1	1
IEPF *	2	1

* The IEPF Complaint which was received by the Company on 27th March, 2018 was replied and redressed by the Company on 11th April, 2018.

D Corporate Social Responsibility (CSR) Committee:

The terms of reference of the said Committee includes the following:

- To establish and review corporate social responsibility policies;
- To identify, segment and recommend the CSR projects/ programs/activities to the Board of Directors;
- To recommend the amount of expenditure to be incurred on the activities as identified for CSR by the Company;
- To oversee the implementation of corporate social responsibility projects/programs/activities;
- To review the annual budgets/expenditure with respect to corporate social responsibility programs/projects/ activities;
- To work with management to establish and develop the Company's strategic framework and objectives with respect to corporate social responsibility matters;
- To receive reports on the Company's Corporate Social Responsibility programs/projects/activities;
- To establish and review the implementation mechanism for the CSR programs/projects/activities undertaken by the Company;
- To establish and review the monitoring mechanism of CSR projects/programs/activities;
- To review the CSR initiatives and programs/projects/ activities undertaken by the Company;
- To review the Company's disclosure relating to corporate social responsibility matters in accordance with the requirements of the regulatory provisions;
- To obtain legal or other independent professional advice/assistance;
- To form and delegate authority to any sub-committee or employee(s) of the Company or one or more members of the committee;
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

Composition

The Committee comprises of Mr. V.S. Srinivasan - Independent Director, as the Chairman of the Committee, Mr. Venkatesh Kamath – Executive Director & CFO and Mrs. Tania Deol –Managing Director, as the Members of the Committee.

The composition of the CSR Committee is as per the provisions of Companies Act, 2013. The Company Secretary acts as the Secretary to the Committee.

Meeting of the Committee

The Meeting of Corporate Social Responsibility Committee was held on 1st February, 2018. All the members of the committee were present for the meeting.

E. Separate Meeting of Independent Directors

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25(3) and (4), a separate meeting of the Independent Directors without the attendance of Non- Independent Directors and the members of the Management was held on 22nd March, 2018 to, inter-alia, review the performance of the Chairman & Managing Director of the Company, Non-Executive Director and the Board as a whole. The Independent Directors in the said meeting also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board based on various components viz. relevant and adequate information being provided, circulation of agenda and related notes in advance, regular information/updates, etc. All the Independent Directors were present at the meeting.

F. SUBSIDIARY COMPANIES

The Company does not have any material subsidiary as defined under the SEBI (LODR) Regulations, 2015.

G. Affirmation and Disclosures

Non-compliance of any requirement of corporate governance report of sub-para (B) to (F) above, with reasons thereof shall be disclosed

The Company has complied with the requirements of corporate governance report of sub paras (B) to (F).

A. Compliances with Governance Framework

The Company is in compliance with all mandatory and non-mandatory requirements under Listing Regulation.

B. Materially significant Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2018 during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis and is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

The transactions between the Company and the Management, Directors or their relatives or Companies in which they have material interest are disclosed in the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". The weblink of the policy on the website is http://www.tcfcfinance.com/wp-content/uploads/2018/07/Policy_on_Related_Party_Transactions-revised.pdf

C. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties, strictures have been imposed on the Company by Stock Exchanges or Securities and Exchange Board of India or any other statutory authority.

D. Vigil Mechanism.

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the SEBI (LODR) Regulations, 2015 the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The weblink of the policy is http://www.tcfcfinance.com/wp-content/uploads/2018/07/Whistle_Blower_Policy-_Vigil_Mechanism_Policy.pdf

E. Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

F. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

G. Adoption of the discretionary requirements as specified in Part E of the Schedule II of the Listing Regulations

(a) The Board

The Company does not maintain an office for the Non-Executive Chairman.

(b) Shareholder Rights

The Company's quarterly and half-yearly results are furnished to the Stock Exchange(s), also published in the newspapers and also displayed on the website of the Company and therefore results are not sent to household of each of the shareholder.

(c) Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

(d) Separate Posts of Chairman and Managing Director /Chief Executive Officer (CEO)

The Company is having separate post for Chairman and Managing Director. Mr. Atul Desai is the Chairperson of the Company and Mrs. Tania Deol is the Managing Director of the Company.

H. CEO /CFO Certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) provides a certification on quarterly/ annual basis to the Audit Committee and Board of Directors in terms of Regulation 17 (8) and Regulation 33 (2) (a) of the SEBI Listing Regulations.

I. Familiarisation Programme

In accordance with the requirements of Regulation 25(7) of the SEBI (LODR) Regulations, 2015 and the provisions of Companies Act 2013, the Company familiarises the Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, its business operations and model etc. through various programmes.

The familiarization policy of the Company is uploaded on the Company's website

http://www.tcfcfinance.com/wp-content/uploads/2018/07/Familiarisation_programme_for_Independent_Directors.pdf

J. Means of Communications

The primary source of information to the shareholders, customers, analysts and to the public at large is through the website of the Company i.e. www.tcfcfinance.com. The Company maintains a functional website and disseminates, inter-alia, the following information:

- details of its business
- terms and conditions of appointment of independent directors
- composition of various committees of board of directors
- the email address for grievance redressal and other relevant details
- contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances
- financial information including notice of Board
- Meetings, financial results, annual report and other material information
- Shareholding pattern
- such other required information in terms of Regulation 46 of SEBI (LODR) Regulations, 2015.

The quarterly results, notice of the meeting and book closure dates etc. are widely circulated in leading English (The Financial Express) and regional language newspapers (Lakshadeep). The Annual Report, annually/half yearly/ quarterly results, shareholding pattern, information on material events etc., are periodically filed in accordance with the SEBI Listing Regulations on BSE Listing Center.

K. Details of Last Three Annual General Meetings

Year	Location	Date	Time
2016-2017	M C Ghia Hall, 4 th Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400 001	22 nd August, 2017	10.30a.m.
2015-2016	M C Ghia Hall, 4 th Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400 001	12 th August, 2016	10.30a.m.
2014-2015	M C Ghia Hall, 4 th Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400 001	27 th August, 2015	3.00p.m.

A special Resolution was passed in the 25th Annual General meeting of 2015-2016 for Re-appointment of Mrs. Tania Deol as Managing Director of the Company held on 12th August, 2016.

No Extra-Ordinary General Meeting was convened in the preceding three Financial Years neither were any resolutions put through postal ballot.

L. General Shareholder Information

a) Annual General Meeting

Date & Day- Thursday, 16th August, 2018,
Time: 10:30a.m.

Venue: M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 8/20 K Dubash Marg, Kala Ghoda, Mumbai – 400 001

Book Closure Date: 9th day of August, 2018 to 16th day of August 2018(both days inclusive)

b) Financial Calendar

Tentative calendar of events for the financial year 2018-2019 (April- March) is given below.

Adoption of Quarterly Results ended	In the month of
June 30, 2018	By August 14, 2019
September 30, 2018	By November 14, 2019
December 31, 2018	By February 14, 2019
March 31, 2019 (Audited Annual Accounts)	By May 30, 2019

- c) **Date of Dividend Payment:** The Dividend, for the financial year 2017-2018, if approved at the forthcoming Annual General Meeting will be paid within 30 days of the date of declaration of Dividend i.e. 16th August, 2018.

d) **In house Share Department**

TCFC Finance Limited Share Department
501/502, Raheja Chambers, Nariman Point,
Mumbai 400 021 Tel:022-22844701/28440736

Email: investorservices@tcfcfinance.com

e) **Listing on Stock Exchanges**

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

Stock Exchange	Group/ Index	Code	ISIN
BSE Ltd	X	532284	INE389D01013

The listing fees for the financial year 2018-2019 have been paid.

Shareholding Pattern of the Company as on 31st March, 2018

Category	No. of Shares held	% of shareholdings
A. Promoter's Holding		
NRI Promoters	--	--
Bodies Corporate Indian	69,66,508	66.46
Directors and their	12700	0.12
Relatives		
Sub Total	69,79,208	66.58
B. Non Promoting Holdings		
Mutual Funds and UTI	120	0.00
Banks and Financial institution	389495	3.72
FIs	0	0.00
Sub Total	389615	3.72
Others:-		
Bodies Corporate	111729	1.06
Indian Public	2445039	23.33
Venkatesh Kamath as nominee of TCFC Finance Ltd.	533334	5.09
Non Resident Indians	23204	0.22
Sub Total	3113306	29.70
Grand Total	10482129	100.00

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

f) **Distribution of Shareholding as on 31st March, 2018**

Range	Share Holders		Shares	
No. of shares	Numbers	% to total holders	Numbers	% of Total Capital
Upto 5000	20744	97.60	1187785	11.33
5000-10000	291	1.37	216471	2.06
10000-20000	117	0.55	171499	1.63
20000-30000	27	0.13	65711	0.63
30000-40000	18	0.08	64582	0.62
40000-50000	9	0.04	39622	0.38
50000-100000	26	0.12	171814	1.64
100000 and above	23	0.11	8564645	81.71
Total	21255	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) **Dematerialization 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 scrip less 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 Dematerialization record:

The following data indicates the extent of Dematerialization of Company's shares as on March 31st March, 2018

	No. of Shares	% of Share Capital
CDSL	6,65,716	6.35
NSDL	86,11,020	82.15
Physical	1,20,53,93	11.50

i) **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT:**

In accordance with Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996, Reconciliation of Share Capital of the Company is carried out on a quarterly basis by

TCFC FINANCE LIMITED

Mr. Mohammed Aabid of Aabid & Co., Practicing Company Secretaries, to reconcile the total admitted capital with NSDL and CDSL and total issued and listed capital.

j) **Compliance officer's details**

Ms. Kinjal Sheth – Company Secretary

Tel: 022-22844701/22840736

Email: companysecretary@tcfcfinance.com

k) **Address for Correspondence**

TCFC Finance Limited

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

Tel: 022-22844701/22840736

Email: investorservices@tcfcfinance.com

Website: www.tcfcfinance.com

The Company has no other office.

l) **Comparison of Company Market Price Data & Bombay Stock Exchange Limited Market Price:**

(In ₹)

Month	Company price		BSE Sensex	
	High	Low	High	Low
April, 2017	44.5	34.2	30184.22	29241.48
May, 2017	50	36.5	31255.28	29804.12
June, 2017	41.3	33.55	31522.87	30680.66
July, 2017	39	34.05	32672.66	31017.11
August, 2017	35.7	29.1	32686.48	31128.02
September, 2017	36	30.4	32524.11	31081.83
October, 2017	38.9	31	33340.17	31440.48
November, 2017	36.9	27.05	33865.95	32683.59
December, 2017	38.9	32.5	34137.97	32565.16
January, 2018	39.8	33.2	36443.98	33703.37
February, 2018	38.5	30.1	36256.83	33482.81
March, 2018	37.8	29.1	34278.63	32483.84

m) **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. 022 24994200

Email. : info@nsdl.co.in,

Website: www.nsdl.co.in

ii) **Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013,
Tel. 022-2305-8640/8624/8639/8642/8663

Email: helpdesk@cdslindia.com

Website: www.cdslindia.com

n) **Unclaimed Securities Suspense Account (Account opened in February, 2012)**

Sr. No.	Details	No. of shareholders	Shares
1	Aggregate number of shareholders and the outstanding Shares lying in the Unclaimed Suspense Account at the beginning of the year	1672	67113
2	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year.	5	247
3	As per MCA Circular Dividend remaining unclaimed for 7 consecutive years or more years, the shares lying in the Unclaimed Suspense Account are to be transferred to IEPF Demat Account, Hence the shares held in TCFC FINANCE LTD, SUSPENSE ACCOUNT maintained with CDSL were transferred on 06.12.2017 to IEPF Demat Account of the IEPF Authority.	1504	59545
4	Aggregate Number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year.	163	7321

By Order of the Board
For TCFC Finance Limited

Place: Mumbai
Date: 9th May, 2018

Atul Desai
Chairman
(DIN:00019443)

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, 2018.

For TCFC Finance Limited

Tania Deol
Managing Director
(DIN:00073792)

Place: Mumbai

Date: 9th May, 2018

CEO / CFO Certification

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of TCFC Finance Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

For TCFC Finance Ltd

Mrs. Tania Deol
Managing Director
(DIN :00073792)

Mr. Venkatesh Kamath
Executive Director & CFO
(DIN 00042866)

Place: Mumbai,

Date: 9th May, 2018

TCFC FINANCE LIMITED

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,

**The Members,
TCFC Finance Limited**

We have examined the compliance of conditions of Corporate Governance procedures implemented by TCFC Finance Limited for the year ended on 31st March, 2018 as per Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring 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, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company. This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For GMJ &CO.
Chartered Accountants
Firm Registration No. 103429W**

**PLACE: MUMBAI
DATE: 9th May, 2018.**

**ATUL JAIN
PARTNER
M. No. 37097**

INDEPENDENT AUDITORS' REPORT

To the Members

TCFC Finance Limited

Report on the Financial Statements

We have audited the accompanying financial statements of TCFC Finance Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers the internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2018, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

TCFC FINANCE LIMITED

- (b) 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.
- (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements -Refer note no.20 of Financial Statements.
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For GMJ & Co
Chartered Accountants
Firm No. 103429W
(CA Atul Jain)
Partner
M. No. 037097

Place: Mumbai

Date: 9th May, 2018

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (b) Some of the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
 - (c) The title deed of the immovable property is held in the name of the company.
- (ii) The inventory has been verified by the management at reasonable intervals during the year on the basis of statements received from custodians and depositary participants and no material discrepancies were noticed on physical verification as compared to the book records.
- (iii) The Company has not granted loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 and hence the provisions of clause (iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (iv) According to the information and explanation given to us, the provisions of Section 185 of the Act are not applicable to the Company and the Company has complied with the provision of Section 186 of the Act in respect of subscription of shares to body corporates.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder to the extent notified.
- (vi) The Central Government of India has not prescribed the maintenance of cost records under subsection (1) of Section 148 of the Act for any of the activities of the Company.
- (vii) According to the records of the Company, examined by us and information and explanations given to us:
 - (a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and others as applicable have generally been regularly deposited with the appropriate authorities. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31 March, 2018 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 no material dues of duty of customs, sales tax, duty of excise, service tax and value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has not taken any loan from financial institutions or banks during the year; hence this clause of the Order is not applicable to the Company.
- (ix) The Company has not raised money by way of Further Public offer and has not taken any term loan during the year hence the provisions of this clause of the Order is not applicable to the Company.
- (x) Based on the audit procedures performed and according to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.
- (xi) Managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The company is not a Nidhi company, hence this clause of the Order is not applicable.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them, hence the provisions of this clause are not applicable to the Company.
- (xvi) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and is registered vide the Registration no. 13.00984 taken in the year 1998.

For GMJ & Co
Chartered Accountants
Firm No. 103429W

(CA Atul Jain)
Partner
M. No. 37097

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of TCFC Finance Limited. Limited('the Company') as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **GMJ & Co.**
Chartered Accountants
Firm No. 103429W

CA Atul Jain
Partner
M. No.37097

Place: Mumbai
Date: 9th May, 2018

TCFC FINANCE LIMITED

BALANCE SHEET AS AT 31 MARCH 2018

	Notes	As at 31st March 2018	(in ₹) As at 31st March 2017
Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	104,821,290	104,821,290
Reserves and Surplus	4	697,195,100	677,323,256
		<u>802,016,390</u>	<u>782,144,546</u>
Non-Current Liabilities			
Long-Term Provisions	5	830,080	798,665
Current Liabilities			
Short-Term Provisions	5	19,663,324	577,683
Other Current Liabilities	6	2,941,480	3,704,059
		<u>22,604,803</u>	<u>4,281,741</u>
Total		<u>825,451,273</u>	<u>787,224,952</u>
Assets			
Non-Current Assets			
Fixed Assets	7		
- Tangible Assets		2,154,624	2,297,348
- Intangible Assets		121,379	83,952
Non-Current Investments	8	104,232,357	104,232,357
Long-Term Loans and Advances	9	7,279,197	4,249,562
		<u>113,787,557</u>	<u>110,863,219</u>
Current Assets			
Inventories	10	703,023,458	667,935,348
Cash and Cash Equivalents	11	4,097,568	3,882,965
Short-Term Loans and Advances	9	147,769	148,500
Other Current Assets	12	4,394,920	4,394,920
		<u>711,663,716</u>	<u>676,361,733</u>
Total		<u>825,451,273</u>	<u>787,224,952</u>
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1-32		

As per our attached report of even date

For GMJ & Co
Chartered Accountants
F.R.No. 103429W

CA Atul Jain
Partner
M.No.: 037097

Place: Mumbai
Date : 9th May, 2018

For and on behalf of the Board

Atul Desai (DIN - 00019443)	Chairman
V S Srinivasan (DIN - 00051233)	Director
Dharmil Bodani (DIN -00618333)	Director
Tania Deol (DIN - 00073792)	Managing Director
Venkatesh Kamath (DIN - 00042866)	Executive Director & CFO
Kinjal Sheth	Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018

			(in ₹)
	Notes	For the Year ended 31st March 2018	For the year ended 31st March 2017
Income			
Revenue from Operations	13	695,399,080	866,671,371
Other Income	14	1,565	326,282
Total		695,400,645	866,997,653
Expenses			
Purchases of Stock-in-Trade	15	668,905,976	830,138,240
(Increase)/Decrease in Stock in-Trade	16	(35,088,110)	(20,852,186)
Employee benefits expense	17	6,144,924	5,948,925
Depreciation	7	341,170	301,870
Other expenses	18	5,209,481	4,782,229
Total		645,513,441	820,319,078
Profit before tax and Exceptional Items		49,887,204	46,678,576
Exceptional items-Expenditure/(Income) (Refer Note.No.30)		-	109,981,368
Profit after tax and exceptional Items		49,887,204	(63,302,792)
Tax expenses:			
Current tax		11,000,000	7,900,000
Short/(Excess) Provision made for earlier years		91,295	(265,122)
Profit after tax		38,795,909	(70,937,670)
Earnings per equity share of face value ₹ 10/- each			
Basic and Diluted	31	3.70	(6.77)
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1-32		

As per our attached report of even date

For GMJ & Co
Chartered Accountants
F.R.No. 103429W

CA Atul Jain
Partner
M.No.: 037097

Place: Mumbai
Date : 9th May, 2018

For and on behalf of the Board

Atul Desai (DIN - 00019443)	Chairman
V S Srinivasan (DIN - 00051233)	Director
Dharmil Bodani (DIN -00618333)	Director
Tania Deol (DIN - 00073792)	Managing Director
Venkatesh Kamath (DIN - 00042866)	Executive Director & CFO
Kinjal Sheth	Company Secretary

TCFC FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018

Particulars	(in ₹)	
	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Cash flow from operating activities		
Net profit before tax	49,887,204	(63,302,792)
Adjustments for:		
Depreciation and amortisations	341,170	301,870
Profit/Loss on sale of Fixed Assets	3,431	-
Operating profit/(loss) before working capital changes	50,231,805	(63,000,922)
Increase/(decrease) in long-term provisions/liabilities	31,415	345,653
Increase/(decrease) in other current liabilities	(762,579)	402,204
Increase/(decrease) in short-term provision	161,575	(18,924,066)
Decrease/(increase) in Inventories	(35,088,110)	(20,852,187)
Decrease/(increase) in long-term loans and advances	(91,295)	110,246,490
Decrease/(increase) in Other Assets	-	(2,341)
Decrease/(increase) in short-term loans and advances	731	(61,010)
Cash generated from/(used in) operations	14,483,543	8,153,820
Direct taxes paid (net)	(14,029,635)	(7,139,697)
Net cash flow from/(used in) operating activities - (A)	453,908	1,014,123
Cash flows from investing activities		
Purchase of fixed assets	(240,303)	(71,150)
Sale of Fixed Assets	1,000	-
Net cash used in investing activities - (B)	(239,303)	(71,150)
Cash flow from financing activities		
Interest Paid	-	-
Net cash from financing activities - (C)	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	214,605	942,973
Cash and cash equivalents at the beginning of the year	3,882,965	2,939,992
Cash and cash equivalents at the end of the year	4,097,569	3,882,965

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018 (Cont..)

Particulars	For the Year ended 31st March 2018	(in ₹) For the Year ended 31st March 2017
Components of cash and cash equivalents		
Cash on hand	264	175
Balances with scheduled banks:		
- In current accounts	1,490,628	609,125
- Other Bank Balance	2,606,677	3,273,666
Cash and Bank balances	<u>4,097,569</u>	<u>3,882,965</u>

Notes :

1. All figures in bracket are outflow.
2. Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. The total of cash and cash equivalent is as per balance sheet.
4. The cash flow statement has been prepared under indirect method as per Accounting Standard -3 " Cash Flow Statement " issued by The Institute of Chartered Accountants of India.

As per our attached report of even date

For GMJ & Co
Chartered Accountants
F.R.No. 103429W

CA Atul Jain
Partner
M.No.: 037097

Place: Mumbai
Date : 9th May, 2018

For and on behalf of the Board

Atul Desai (DIN - 00019443)	Chairman
V S Srinivasan (DIN - 00051233)	Director
Dharmil Bodani (DIN -00618333)	Director
Tania Deol (DIN - 00073792)	Managing Director
Venkatesh Kamath (DIN - 00042866)	Executive Director & CFO
Kinjal Sheth	Company Secretary

Notes forming part of the Financial Statements

1 Corporate Information

TCFC Finance Limited is a Non Banking Finance Company registered with Reserve Bank of India and listed on the Bombay Stock Exchange. It is mainly engaged in the business of finance and investments and trading in equity shares, mutual funds, securities etc.

2 Significant Accounting Policies

i Basis of Preparation

The financial statements are prepared to comply in all material aspects under the Historical Cost convention and in accordance with generally accepted accounting principles in India and the mandatory Accounting Standards prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule- 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

ii Use of estimates

The preparation of financial statements requires estimates and assumptions that affect the reported amount of assets and liabilities, and disclosure of contingent liabilities at that date of the financial statements and the result of operations during the reporting period. Although such estimates and assumptions are made on reasonable and prudent basis taking into account all available information, actual results could differ from these estimates and assumptions and such differences are recognised in the period in which results are crystallised

iii Fixed Assets

(a) Tangible fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. The cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use.

(b) Intangible assets acquired are measured on initial recognition at cost and stated at cost less accumulated amortisation and impairment loss, if any.

iv Depreciation on tangible fixed assets

(a) Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Part C of Schedule II to the Companies Act, 2013

(b) Intangible assets are amortised over their respective individual estimated useful lives on a straight line basis.

v Impairment of tangible assets

At each Balance Sheet date, the Company reviews the carrying amount of assets to determine whether there is an indication that those assets have suffered impairment loss. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

vi Investments

(a) Investments intended to be held for more than one year, from the date of acquisition, are classified as long-term investments. All other investments are classified as current investments.

(b) Current Investments are stated at lower of cost or market value, determined on an individual investment basis. Long-term investments are stated at cost less provision for diminution other than temporary in the value of these investments.

(c) Unquoted Investments are valued at cost and provision for diminution in value of these investments is made based on the guidelines issued by the Reserve Bank of India or based on the judgement of the management, whichever, provision is higher.

vii Inventories

Shares and Securities acquired with intention of trading are considered as stock-in-trade and are valued at cost or market value, whichever is lower. Cost is determined on first in first out (FIFO) basis.

Notes forming part of the Financial Statements

viii Revenue recognition

- (a) Sale is recognized when the significant risks and rewards of ownership have been transferred to the customers.
- (b) Interest income is recognised on a time proportion basis taking into account principal outstanding and the applicable interest rate.
- (c) Dividend income is recognized when the Company's right to receive dividend is established.

ix Commodity Futures/Equity Futures

- (a) Initial and additional margin paid over and above initial margin, for entering into contracts for Commodity Futures/ Equity Futures which are released on final settlement/squaring-up of the underlying contracts are disclosed under Other Current Assets.
- (b) On final settlement or squaring up of contracts for Commodity Futures / Equity Futures, the realised profit or loss after adjusting the unrealised loss already accounted, if any, is recognised in the Statement of Profit and Loss.

x Retirement and other employee benefits

- (a) Short-term employee benefits are expensed at the undiscounted amount in the Statement of Profit and Loss in the year the employee renders the service.
- (b) Post employment and other long term employee benefits are recognised as an expense in the Statement of Profit and Loss at the present value of the amount payable determined using actuarial valuation techniques in the year the employees renders the service. Actuarial gains and losses are charged to the Statement of Profit and Loss .

xi Accounting for taxes on income

- (a) Current Tax is determined as the amount of tax payable in respect of taxable income as per the provisions of the Income Tax Act, 1961.
- (b) Deferred tax is recognized, subject to consideration of prudence in respect of deferred tax asset, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates and laws.

xii Non – Performing Assets

The Company follows the directions of Reserve Bank of India on Prudential Norms for income recognition, provisioning for bad and doubtful debts, Accounting for investments etc.

xiii Earnings Per Share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the year. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except when the results would be anti-dilutive.

xiv Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The company discloses the existence of contingent liabilities in financial statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

		(in ₹)
	As at 31st March 2018	As at 31st March 2017
3 Share Capital		
Authorised		
2,50,00,000 (2,50,00,000) Equity Shares of ₹ 10 each	250,000,000	250,000,000
Issued, Subscribed and Paid up		
1,04,82,129 (1,04,82,129) Equity Shares of ₹ 10 each fully paid up	104,821,290	104,821,290
Total	104,821,290	104,821,290

a) Reconciliation of number of Equity Shares and Equity Share capital

	As at 31st March 2018		As at 31st March 2017	
	Number of Equity Shares	₹	Number of Equity Shares	₹
At the beginning of the year	10,482,129	104,821,290	10,482,129	104,821,290
Changes during the year	-	-	-	-
Outstanding at the end of the year	10,482,129	104,821,290	10,482,129	104,821,290

b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders holding more than 5 % of the aggregate shares in the Company

Name of Shareholder	As at 31st March 2018		As at 31st March 2017	
	Number of equity Shares held	% held	Number of equity Shares held	% held
Equity shares of ₹ 10 each fully paid up				
Greenstone Investments Private Limited	4,499,377	42.92%	4,499,377	42.92%
20th Century Holdings Private Limited	2,064,295	19.69%	1,972,840	18.82%
Venkatesh Kamath (as nominee of TCFC Finance Limited)	533,334	5.09%	533,334	5.09%

As per the records of the Company, including its register of shareholders /members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

d) There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during five years preceeding 31st March, 2018

6 Other Current Liabilities		
Unclaimed Dividend*	2,606,676	3,273,665
Statutory dues payable	68,387	66,838
Other payables	266,417	363,556
Total	2,941,480	3,704,059

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TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

Note 7 - Fixed Assets

(in ₹)										
Description	Gross Block				Depreciation				Net Block	
	As at 1 April 2017	Additions	Deductions	As at 31 March 2018	As at 1 April 2017	For the year	Adjustment/ Deduction	As at 31 March 2018	As at 31 March 2018	As at 31 March 2017
Tangible										
Office Premises	1,384,206	-	-	1,384,206	327,331	21,183		348,514	1,035,692	1,056,875
Equipments	295,424		-	295,424	251,151	5,565		256,716	38,708	44,273
Furniture and fixtures	1,871,912	110,600	88,619	1,893,893	1,752,435	7,181	84,188	1,675,428	218,465	119,477
Computers	1,362,157	58,903		1,421,060	1,263,508	60,663		1,324,171	96,889	98,649
Vehicles	1,499,011		-	1,499,011	520,936	213,205	-	734,141	764,870	978,075
Total	6,412,710	169,503	88,619	6,493,594	4,115,361	307,797	84,188	4,338,970	2,154,624	2,297,348
Intangible										
Software	140,985	70,800	-	211,785	57,033	33,373	-	90,406	121,379	83,952
Total	140,985	70,800	-	211,785	57,033	33,373		90,406	121,379	83,952
Current Year	6,553,695	240,303	88,619	6,705,379	4,172,395	341,170	84,188	4,429,376	2,276,003	2,381,300
Previous Year	6,482,545	71,150	-	6,553,695	3,870,525	301,870	-	4,172,395	2,381,300	-

(in ₹)

As at 31st March 2018 **As at 31st March 2017**

8 Non-Current Investments (valued at cost, unless otherwise stated)

Other Investments-Quoted

533,334 (533,334) Equity shares of TCFC Finance Limited of ₹ 10 each*	30,000,038	30,000,038
4,945 (4,945) 8.20% Tax Free Secured Redeemable Non- Convertible Bonds of National Highways Authority of India of ₹ 1,000 each	4,945,000	4,945,000
36,743 (36,743) 8.12% Tax Free Secured Redeemable Non-Convertible Bonds of Rural Electrification Corporation Limited of ₹ 1,000 each	36,743,000	36,743,000
3,221 (3,221) 8.67% Tax Free Secured Redeemable Non-Convertible Bonds of NHPC Limited of ₹ 1,000 each	3,221,000	3,221,000
20,000 (20,000) 8.40% Tax Free Secured Redeemable Non-Convertible Bonds of Indian Railway Finance Corporation of ₹ 1,000 each	20,000,000	20,000,000
10,000 (10,000) 8.55% Tax Free Secured Redeemable Non-Convertible Bonds of Indian Renewable Energy Development Agency Limited of ₹ 1,000 each	10,000,000	10,000,000
10,000 (10,000) 8.55% Tax Free Secured Redeemable Non-Convertible Bonds of India Infrastructure Finance Company Limited of ₹ 1,000 each	10,000,000	10,000,000

Notes forming part of the Financial Statements

Other Investments - Unquoted

	(in ₹)	
	As at 31st March 2018	As at 31st March 2017
50,000 (50,000) Equity Shares of Dewas Soya Limited of ₹ 10 each	500,000	500,000
2,000 (2,000) Equity Shares of The Shamrao Vithal Co-operative Bank Limited of ₹ 25 each	50,000	50,000
200,000 (200,000) Equity Shares of Vasudev Textiles Limited of ₹ 10 each	16,265,963	16,265,963
	131,725,001	131,725,001
Less: Provision for diminution in value	27,492,644	27,492,644
	104,232,357	104,232,357

(All the above securities are fully paid up)

Note: Diminution in value of quoted investments of ₹ 1,673,335 (3,20,001) (for TCFC Finance Limited) is not provided for, considering the same to be temporary in nature.

* As per the Scheme of Arrangement with erstwhile 20th Century Finance Corporation Limited, the Company has received 533,334 Equity Shares of ₹ 10 each fully paid up of TCFC Finance Limited, which are held by a nominee of the Company with beneficial interest vesting with the Company.

	As at 31st March 2018	As at 31st March 2017
Aggregate amount of quoted investments	114,909,038	114,909,038
Market value of quoted investments	116,831,137	111,973,215
Aggregate amount of unquoted investments	16,815,963	16,815,963
Diminution in value of investments	27,492,644	27,492,644

	Long-Term		Short-Term	
	As at 31st March 2018	As at 31st March 2017	As at 31st March 2018	As at 31st March 2017
9 Loans and Advances				
(unsecured, considered good, unless otherwise stated)				
Deposits	60,000	60,000	-	-
Other Loans and Advances				
Staff Advances (unsecured, considered good)	-	-	24,000	53,000
Prepaid expenses			123,769	95,500
Advance direct taxes (net of provisions)	7,219,197	4,189,562	-	-
Total	7,279,197	4,249,562	147,769	148,500

10 Inventories (valued at lower of cost and market value)

	As at 31st March 2018	As at 31st March 2017
Stock in trade		
- Shares	83,177,415	74,961,430
- Mutual Funds	619,846,043	592,973,918
Total	703,023,458	667,935,348

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

	(in ₹)	
	As at 31st March 2018	As at 31st March 2016
11 Cash and Cash Equivalents		
Cash and Bank Balances		
Balances with banks- in current accounts	1,490,628	609,125
Cash in hand	264	175
	1,490,892	609,300
Other Bank Balances		
Balances with Banks- in unclaimed dividend accounts	2,606,676	3,273,665
	2,606,676	3,273,665
Total	4,097,568	3,882,965
12 Other Current Assets		
Interest accrued - on non-current investments	4,394,920	4,394,920
- on inventories	-	-
Total	4,394,920	4,394,920
	(in ₹)	
	For the Year ended 31st March 2018	For the year ended 31st March 2017
13 Revenue from Operations		
Sales		
- Shares	29,205,623	31,186,452
- Mutual Funds	657,973,996	826,751,083
Interest Income		
- Non-current investments	7,058,283	7,058,282
- Current investments	-	-
Other Operating Income		
Dividend Income		
- Investment	6,000	806,001
- Stock in Trade	1,155,178	869,553
Total	695,399,080	866,671,371
14 Other Income		
Interest on Income Tax Refund	-	322,955
Interest Income	1,565	3,327
Total	1,565	326,282

Notes forming part of the Financial Statements

		(in ₹)
	For the Year ended 31st March 2018	For the year ended 31st March 2017
15 Purchases of Stock in Trade		
Shares	30,840,198	23,325,196
Mutual Funds	638,065,778	806,813,045
Total	668,905,976	830,138,240
16 (Increase)/ Decrease in Stock in Trade		
Stock in Trade at the end of the year		
Shares	83,177,415	74,961,430
Mutual Funds	619,846,043	592,973,918
(A)	703,023,458	667,935,348
Stock in Trade at the beginning of the year		
Shares	74,961,430	62,916,048
Mutual Funds	592,973,918	584,167,113
(B)	667,935,348	647,083,161
Total (B) -(A)	(35,088,110)	(20,852,186)
17 Employee benefits expense		
Salaries, Allowances and Bonus	2,411,253	2,290,596
Managerial Remuneration	3,323,379	3,271,536
Contribution to Provident fund	333,068	325,722
Staff Welfare expenses	77,224	61,071
Total	6,144,924	5,948,925
18 Other expenses		
Rates and Taxes	304,169	223,950
Electricity expenses	150,013	177,229
Repairs and Maintenance - others	159,918	184,173
Legal and Professional charges	525,000	223,119
Portfolio Management Fees	407,943	71,278
Travelling and Conveyance expenses	149,985	133,624
Membership and Subscription	416,253	519,842
Printing and Stationery	60,910	44,444
Communication charges	639,381	855,187
Depository charges	9,335	12,558
Sitting fees	480,000	500,000
Loss on Sale of Fixed Assets	3,431	-
Miscellaneous expenses	289,850	177,611
CSR expenditure	1,003,180	1,104,500
Payment to Auditors (Refer Note 24)	322,613	325,715
Listing Fees	287,500	229,000
Total	5,209,481	4,782,229

Notes forming part of the Financial Statements

19 Taxation

- (a) Provision for current tax is made as per the provisions of The Income Tax Act, 1961.
- (b) MAT entitlement credit has not been considered in view of uncertainty regarding sufficient future taxable income as per the normal provisions of the Act, .
- (c) In accordance with the requirements of AS – 22 on “Accounting for Taxes on Income” issued by the ICAI, deferred tax assets and liability should be recognized for all timing differences. However, considering the requirement of the accounting standard regarding virtual certainty, the same is not provided for. This will be reassessed at a subsequent Balance Sheet date and will be accounted for in the year of certainty, in accordance with the aforesaid accounting standard.

20 Contingent Liabilities

	(in ₹)
	As at 31st March 2018
	As at 31st March 2017
Disputed Direct Taxes	-
	1,268,646

21 Micro Small and Medium Enterprises

The Company has no amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31st March, 2018

22 Related Party Transactions

List of Related Parties

(a) Key Management Personnel:-

Ms. Tania Deol - Managing Director
Mr. Venkatesh Kamath - Chief Financial Officer
Ms Kinjal Sheth - Company Secretary

Associates

Greenstone Investments Private Limited
20th Century Holdings Private Limited

(b) Following transactions have taken place during the year:

There are no balances outstanding from related parties as on 31st March, 2018

Sharing of Common expenses	74,455	90,875
Managerial Remuneration (Refer Note No : 25)	3,539,379	3,487,536
Remuneration to Company Secretary	520,655	459,225

23 Segment Information

The Company has only one business i.e. Finance and Investments and trading in shares, mutual funds, bonds, securities etc., hence “Segment Reporting” as defined in Accounting Standard 17 is not applicable.

24 Payment to Auditors (Including Ex-Auditor's Fees)

	(in ₹)
	As at 31st March 2018
	As at 31st March 2017
Audit fees	177,000
Tax Audit fees	38,350
Certification matters	-
Taxation and other matters	106,200
Out of pocket expenses	1,063
	172,500
	37,375
	8,626
	103,500
	3,714

Notes forming part of the Financial Statements

25 Managerial Remuneration

Remuneration paid or provided in accordance with Section 197 of the Companies Act, 2013 to Managing Director and Executive Director included in Employee benefits expense is as under

	(in ₹)	
	For the year 2017-18	For the year 2016-17
Salary and Allowances	33,23,379	32,71,536
Contribution to Provident fund	2,16,000	2,16,000

Note: Salary and Allowances includes basic salary, house rent allowance, Special Allowance, leave travel allowance but excluding leave encashment and gratuity provided on the basis of actuarial valuation

26 Employee Benefits

As per Accounting Standard 15 "Employee Benefits" the disclosure is as under:

A Defined Benefit Plans

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave benefits (non funded) is also recognised using the projected unit credit method.

Disclosure of Gratuity in terms of AS 15 is as under:

	(in ₹)	
	2018	2017
	Gratuity (Non Funded)	
I. Expenses recognized during the year		
1 Current Service Cost	1,29,767	1,38,807
2 Interest Cost	64,463	53,662
3 Actuarial Losses / (Gains)	(59,254)	10,116
Total Expenses	1,34,976	2,02,585
II. Net Asset/(Liability) recognized in the Balance Sheet as at 31 March 2018		
1. Present value of defined benefit obligation	9,80,641	8,73,357
2. Net Asset / (Liability)	(9,80,641)	(8,73,357)
III. Reconciliation of Net Asset/(Liability) recognized in the Balance Sheet as at 31 March 2018		
1 Net Asset/(Liability) at the beginning of year	(8,73,357)	(6,70,772)
2 Expense as per I above	(1,34,976)	(2,02,585)
3 Employer contribution	27,692	-
4 Net Asset/(Liability) at the end of the year	(9,80,641)	(8,73,357)

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

IV. Actuarial Assumptions:

1	Discount rate	7.30%	7.50%
2	Expected rate of salary increase	5.00%	5.00%
3	Mortality	IALM (2006-08) Ult	IALM (2006-08) Ult

Notes:

- (a) Amounts recognized as an expense and included in the Note 19 "Employee benefits expense" are gratuity ₹ 134,976 (₹ 202,585) and leave benefits ₹ 150,573 (₹ 173,425).
- (b) The estimates of future salary increases considered in the actuarial valuation taking into account the rate of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

B Defined contribution plan:

"Contribution to provident fund" is recognized as an expense in Note 19 of the Statement of Profit and Loss.

27 Disclosure of Closing stock

Sr.	Name of the Script (Quoted Shares/Debentures)	Face Value ₹	Number of Shares	Amount ₹
1	Ashok Leyland Limited	1	19,000	16,29,664
2	Astral Poly Technik Limited	1	2,200	10,30,493
3	Axis Bank Limited	2	8,250	15,32,332
4	Bharat Forge Limited	2	500	3,49,825
5	Godrej Property Limited	5	10,226	40,09,913
6	HDFC Bank Limited	2	2,250	20,50,856
7	Hindalco Industries Limited	1	3,500	6,55,199
8	ICICI Bank Limited	2	14,025	22,07,418
9	IDEA Limited	5	14,100	10,70,190
10	IFCI Limited	10	80,000	15,64,000
11	Info Edge (India) Limited	10	650	5,58,153
12	Infosys Limited	5	3,591	34,05,445
13	ITC Limited	1	13,800	34,16,029
14	Kotak Mahindra Bank Limited	5	2,150	14,99,859
15	Larsen and Toubro Limited	2	4,500	41,73,076
16	Lupin Limited	2	4,000	29,43,400
17	Mahindra & Mahindra Limited	5	8,000	54,03,938
18	NMDC Limited	1	7,475	8,86,161
19	Oberoi Reality Limited	1	1,000	1,89,054
20	ONGC Limited	5	6,750	12,00,150
21	PTC India Limited	10	40,000	34,70,930
22	PVR Limited	10	2,000	24,30,500
23	Reliance Industries Limited	10	7,800	33,78,519

Notes forming part of the Financial Statements

Sr.	Name of the Script (Quoted Shares/Debentures)	Face Value ₹	Number of Shares	Amount ₹
24	Sri Ganapathy Mills Limited	10	400	1,232
25	State Bank of India	1	19,100	37,73,166
26	Steel Authority of India Limited	10	8,000	4,87,309
27	Tata Motors Limited	2	6,000	19,61,100
28	Tata Motors Limited - NPP Class A	2	1,167	1,57,668
29	Tata Steel Limited	10	29,000	1,63,16,250
30	The Indian Hotels Company Limited	1	96,200	94,33,600
31	Vijaya Bank	10	39,050	19,91,982
			Total	8,31,77,415

Note: Aggregate market value of quoted Shares is ₹ 107,036,168/-

Sr.	Name of the Mutual Fund Scheme(Quoted)	Face Value ₹	Number of Units	Amount Rupees
1	Avendus Absolute Return Fund	10	1,00,00,000.000	10,00,00,000
2	Baroda Pioneer Treasury Advantage Fund - Growth	1000	27,135.007	5,50,00,000
3	BOI Axn Treasury Advantage Fund - Growth	1000	22,168.076	4,63,00,000
4	BOA Axn Short Term Income Fund - Growth	10	2,84,900.285	50,00,000
5	Franklin India Low Duration Fund - Growth	10	28,52,815.472	5,50,00,000
6	Franklin India Low Duration Fund - Dividend	10	24,36,169.578	2,56,65,777
7	Franklin India Ultra Short Bond Fund - Growth	10	75,50,493.435	17,71,81,759
8	ICICI Prudential Ultra Short Term Fund- Growth	10	5,62,075.633	1,00,00,000
9	Principal Short Term Income Fund - Growth	10	49,32,600.818	14,01,98,507
10	Tata Ultra Short Term Fund - Plan A Growth	1000	2,092.230	55,00,000
			Total	61,98,46,043

Note: Aggregate market value of all units of Mutual Funds is ₹ 645,421,951/-

28 Earnings Per share (EPS)

		2018	2017
a.	Profit after Tax (₹)	3,87,95,909	(7,09,37,670)
b.	Weighted Average number of equity shares for Basic EPS (in number)	1,04,82,129	1,04,82,129
c.	Nominal value of equity shares (₹)	10	10
d.	Basic and Diluted Earnings Per Share (EPS) (₹)	3.70	(6.77)

29 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Company. The Company has spent ₹ 10,03,180/- (₹ 11,04,500/-)

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

30 The Company had purchased three flats in Orbit Terraces for which the Company has paid ₹109,981,368/- as advance shown as Long Term Loans & Advances till 31st March 2016, However, due to delay in the project and absolute uncertainty as to when the possession of these flats can be obtained by the Company, therefore, the Company has considered to make full provision of the above said amount in its Books of accounts on 31st March 2017

31 Prior Year Comparatives

Previous year's figures have been regrouped / rearranged or recasted wherever necessary to conform to this years classification. Figures in bracktes pertain to previous year.

32 Schedule to the Balance Sheet for the year ended 31 March 2018

(as required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007

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	-	-
	(d) Inter-corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(h) Other Loans	-	-
Assets :			Amount outstanding
2	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]		
	(a) Secured		-
	(b) Unsecured		-
3	Break up of Leased Assets and stock on hire and other assets counting towards AFC 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 AFC activities		NA
	(a) Loans where assets have been repossessed		-
	(b) Loans other than (a) above		-

Notes forming part of the Financial Statements

4	Break-up of Investments :		
	Current Investments :		
	Quoted :		
(i)	Shares : (a) Equity		8,31,77,415
	(b) Preference		-
(ii)	Debentures and Bonds		-
(iii)	Units of mutual funds		61,98,46,043
(iv)	Government Securities		-
(v)	Others - Commercial papers		-
	Unquoted :		
(i)	Shares : (a) Equity		-
	(b) Preference		-
(ii)	Debentures and Bonds		-
(iii)	Units of mutual funds		-
(iv)	Government Securities		-
(v)	Others - Pass Through Certificates		-
	Long Term Investments :		
	Quoted :		
(i)	Shares : (a) Equity		1,93,23,357
	(b) Preference		-
(ii)	Debentures and Bonds		8,49,09,000
(iii)	Units of mutual funds		-
(iv)	Government Securities		-
(v)	Others		-
	Unquoted :		
(i)	Shares : (a) Equity		5,50,000
	(b) Preference		-
(ii)	Debentures and Bonds		-
(iii)	Units of mutual funds		-
(iv)	Government Securities		-
(v)	Others		-
	*Current Investments shown above are held as Stock in Trade		

5 Borrower group-wise classification of assets financed as in (2) and (3) above:

Category	Amount net of provision		
	Secured	Unsecured	Total
Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
Other than related parties	-	-	-
Total	-	-	-

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

- 6 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	Amount (₹)
		Book Value (Net of Provisions)
Related Parties		
(a) Subsidiaries	-	-
(b) Companies in the same group	1,76,00,022	1,92,73,357
(c) Other related parties	-	-
Other than related parties	85,22,39,234	78,84,82,458
	86,98,39,256	80,77,55,815

- 7 Other Information

	Amount (₹)
(i) Gross Non-Performing Assets	
(a) Related parties	-
(b) Other than related parties	-
(ii) Net Non-Performing Assets	
(a) Related parties	-
(b) Other than related parties	-
(iii) Assets acquired in satisfaction of debt	-

As per our attached report of even date

For GMJ & Co
Chartered Accountants
F.R.No. 103429W

CA Atul Jain
Partner
M.No.: 037097

Place: Mumbai
Date : 9th May, 2018

For and on behalf of the Board

Atul Desai (DIN - 00019443)	Chairman
V S Srinivasan (DIN - 00051233)	Director
Dharmil Bodani (DIN -00618333)	Director
Tania Deol (DIN - 00073792)	Managing Director
Venkatesh Kamath (DIN - 00042866)	Executive Director & CFO
Kinjal Sheth	Company Secretary

TCFC FINANCE LIMITED

CIN : L65990MH1990PLC057923

REGISTERED OFFICE : 501/502, RAHEJA CHAMBERS, FREE PRESS JOURNAL MARG, NARIMAN POINT, MUMBAI
400021, TEL NO: 022-22844701/022-22840736(E-mail: investorservices@tcfcfinance.com)(Website: www.tcfcfinance.com)**ENTRANCE PASS/NOTING OF EMAIL AND CONTACT NOS**
(To be presented at the entrance)**27th ANNUAL GENERAL MEETING ON THURSDAY, AUGUST 16, 2018 AT 10.30 AM**
At M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K Dubhash Marg, Kala Ghoda, Mumbai
400001

1. Registered Folio No./ DPID_CLIENT ID NO.* (*Applicable to Members holding shares in dematerialised form)	
--	--

2. Name of Sole/First Member and Registered Address	
--	--

3. Name of the Joint Member(s) (If any)	
--	--

4. Beneficiary Date and Type	
-------------------------------------	--

I/We hereby record our attendance at the 27th Annual General Meeting of the Company held on August 16, 2018. I/We also request you to take note of my/our following details for sending future documents/intimation by electronic mode.

E-Mail Address : Contact Nos

Signature of the Shareholder(s)
(only shareholders/proxies are allowed to attend the meeting)**ELECTRONIC VOTING PARTICULARS**

EVSN	User ID	E-Voting Sequence Number (If PAN Not Updated)	Cut Off Date for Voting	Voting Period and Time
			August 9, 2018	August 13, 2018 (09.30AM) To August 15, 2018 (05.00PM)

Please read the instructions printed under the "Instructions for Remote Electronic Voting (Remote E-Voting)" in the Notice sent/attached herewith

TCFC FINANCE LIMITED

CIN : L65990MH1990PLC057923

REGISTERED OFFICE : 501/502, RAHEJA CHAMBERS, FREE PRESS JOURNAL MARG, NARIMAN POINT, MUMBAI
400021, TEL NO: 022-22844701/022-22840736

(E-mail: investorservices@tcfcfinance.com)(Website: www.tcfcfinance.com)

27th ANNUAL GENERAL MEETING ON THURSDAY, AUGUST 16, 2018 AT 10.30 AM
At M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K Dubhash Marg, Kala Ghoda, Mumbai
400001.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Registered Folio No/DPID and Client ID NO.	AS MENTIONED OVERLEAF
Name of the Member(s)	AS MENTIONED OVERLEAF
Registered Address	AS MENTIONED OVERLEAF
E-mail Id	

I/We, being member(s) of TCFC FINANCE LIMITED, hereby appoint :

1. of having e-mail id..... or failing him
2. of having e-mail id or failing him
3. of having e-mail id or failing him

Whose signature(s) are appended below as my/our proxy to attend and vote for me/us and on my/our behalf
at the 27th Annual General Meeting of the TCFC FINANCE LIMITED, to be held on Thursday, August 16, 2018, at
10.30 AM at M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K Dubhash Marg, Kala Ghoda,
Mumbai 400001 and at any adjournment thereof in respect of such resolutions are indicated below :

Item No.	Resolutions
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ORDINARY BUSINESS

1	Adoption of the audited financial statements (standalone and consolidated) for the year ended March 31, 2018 and report of the Board of Directors and Auditors) thereon.
2	Declaration of Dividend on equity shares
3	Re-Appointment of Director in place of Mr.Dharmil A Bodani (DIN 00618333) who retires by rotation and being eligible, offers himself for re-appointment,

Signed this day of August 2018

Affix
Revenue
Stamp
Rs.1/-

Signature of Shareholder(s)

Signature of Proxy

Notes :

1. This form of Proxy in order to be effective should be completed and deposited at the Registered Office,
of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolution, explanatory statement (if any) and notes please refer to the Notice of
27th Annual General Meeting.

BOOK-POST

If undelivered, please return to :

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