

25th Annual Report 2015-2016

TCFC FINANCE LIMITED

BOARD OF DIRECTORS

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

COMPANY SECRETARY

MS. KINJAL SHETH

REGISTERED OFFICE

501, RAHEJA CHAMBERS,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI- 400 021
www.tcfcfinance.com
investorservices@tcfcfinance.com

ANNUAL GENERAL MEETING

on Friday, 12th August, 2016

At M C Ghia Hall, 4th Floor,
Bhogilal Hargovindas Building,
8/20 K Dubash Marg,
Kala Ghoda, Mumbai – 400001

AUDITORS

GMJ & CO.

CHARTERED ACCOUNTANTS

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NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of TCFC Finance Limited will be held on Friday, 12th August, 2016 at 10.30a.m. at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 8/20 K Dubash Marg, 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, 2016, 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, 2016.
3. To appoint a Director in place of Mr. Dharmil A Bodani (**DIN: 00618333**), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to recommendations of the Audit Committee, M/s. GMJ & Co. Chartered Accountants (Firm Registration no. 103429W) be and are hereby appointed as the Statutory Auditors of the Company and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company, subject to ratification of appointment by shareholders at every Annual General Meeting after this Annual General Meeting, on remuneration to be decided by the Board of Directors of the Company.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** for the Re-appointment of Mrs. Tania Deol as Managing Director of the Company :-

RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and the approval from the Central

Government, wherever required, if necessary, approval of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Tania Deol (**DIN: 00073792**) as the Managing Director and Chief Executive Officer of the Company for a period of five years w.e.f. July 1, 2016 to June 30, 2021 on such terms and conditions as mentioned in the draft Agreement between Mrs. Tania Deol and the Company including remuneration as mentioned below as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company.

TERMS AND CONDITIONS FOR RE-APPOINTMENT OF MANAGING DIRECTOR

Period: Five years from 1st July, 2016

a) Salary:

Basic Salary: Rs. 1,00,000/- (Rupees One lakh only) per month

- b) **Commission:** 1% of the net profits of the Company as per Audited Profit & Loss Account per year or such other amount as may be decided by the Board in its absolute discretion for each financial year (or part thereof), subject, however that the total remuneration (i.e. Salary, Commission and Perquisites) in any one financial year shall not exceed the limits prescribed from time to time under 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force).

c) Perquisites:

- (i) **Housing:** The Company shall pay house rent allowance up to 60% of the salary or fully furnished accommodation.

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962 subject to ceiling of 10% of the salary.

- (ii) **Medical Reimbursement:** The Company shall reimburse the Managing Director, actual medical expenses including hospitalization, nursing home and surgical charges for self and family, subject to ceiling of one month's salary in a year or three month's salary in a block of three years.

- (iii) **Leave Travel Concession:** The Company shall reimburse the Managing Director actual traveling expenses for proceeding on leave from Mumbai to any place in India and returning there from once in a year

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for self and family, in accordance with the rules of the Company.

- (iv) **Personal Accident Insurance and Mediclaim Premium:** The Company shall arrange to insure the Managing Director against personal accident risk as per the Rules of the Company and also reimburse Mediclaim Premium Expenses.
- (v) **Club Fees:** The Company shall arrange to reimburse the Annual Membership fees for any one club in India.
- (vi) **Contribution to Provident Fund, Superannuation Fund and Annuity Fund:** The Company shall arrange to contribute to the provident fund, superannuation fund or annuity fund as per the Rules of the company, however the same will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (vii) **Gratuity:** The Company shall arrange to pay the gratuity at a rate not exceeding half a month's salary for each completed year of service.
- d) **Conveyance facilities:** Provision of the car with driver for use on Company's business and telephone at residence will not be considered perquisites. Fuel costs, repairs, maintenance and running expenses including driver's salary shall be reimbursed by the Company.
- e) **Telephone and other communication:** The Company shall reimburse telephone, internet connectivity and other communication expenses incurred for office as well as at her residence.
- f) **Overall Remuneration:** The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit so as not to exceed the limits prescribed or to be prescribed from time to time under 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force).

- g) **Minimum Remuneration:** In the event of loss or inadequacy of profit in any year, remuneration including perquisites as aforesaid will be paid to Mrs. Tania Deol in accordance with the applicable provisions of the schedule V of the Companies Act, 2013 and will be adjusted appropriately. Subject to the superintendence, control and directions of the Board, the Managing Director shall perform such duties and functions as would be commensurate with her position as Managing Director of the company and as may be delegated to her by the Board from time to time. The appointment may be terminated by either party giving the other party three months notice. The Managing Director shall not be entitled to receive any sitting fees for attending the meetings of the Board or Committees thereof. Subject to the provisions of the Companies Act, 2013, the Managing Director shall not while she continues to hold the office of the Managing Director be subject to retirement by rotation but she shall ipso facto immediately cease to be the Managing Director if she ceases to hold the office of Director of the Company for any cause whatsoever.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said reappointment as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution."

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

Place: Mumbai
Date : 19th May, 2016

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 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 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 Saturday 6th day of August, 2016 to Friday 12th day of August, 2016 (both days inclusive). For determining the names of the members eligible for dividend on Equity Shares, if approved by the members in the Annual General Meeting.
- 7 Dividend, if approved by the members at the Annual General Meeting will be paid within a period of 30 days from the date of declaration, to the Members whose names appear on the

Register of Members and Register of Beneficial Owners as on 5th August, 2016 as per details furnished by the depositories for this purpose.

- 8 Members are requested to intimate change in address, change in bank accounts etc. Members may avail Electronic Clearing Service (ECS) for receipt of dividend by intimating their bank account details to the Company if shares are in physical form or to their respective Depository Participant in case of shares in dematerialized form.
- 9 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.
- 10 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.
- 11 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
- 12 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.
- 13 The Company has designated an exclusive email Id viz. investorservices@tcfcfinance.com to enable the Shareholders to post their grievances, if any, and monitor its redressal.
- 14 Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends 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. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies Rules, 2012. Here under are the details of Dividend paid by the Company and their respective due

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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
6 th July 2010	2009-2010	August, 2017
10 th August, 2011	2010-2011	September, 2018
1 st August, 2014	2013-2014	September, 2021
27 th August, 2015	2014-2015	September, 2022

- 15 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.
- 16 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.
- 17 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'.
- 18 A brief profile of all the Directors 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.
- 19 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 venue of the AGM) to exercise their right to vote at the 25th 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 25th AGM. The members attending the meeting, who have not 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 25th Annual General Meeting of the Company dated 12th August, 2016. The Company has appointed Mrs. Nisha Verma, of N V & Associates, 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 Tuesday, 9th August, 2016 (9:30 am) and ends on Thursday, 11th August, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 5th August, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select “EVEN” of “TCFC Finance Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nisha.nvfirm@gmail.com with a copy marked to evoting@nsdl.co.in and companysecretary@tcfcfinance.com to verify the same.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (I) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of with i.e. 5th August, 2016.
 - IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investorservices@tcfcfinance.com
 - V. 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.
 - VI. 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.
 - VII. 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.
 - VIII. Mrs. Nisha Verma, Practising Company Secretary Partner of M/s. N.V. Firm & 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.
 - IX. 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.
 - X. 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.
 - XI. 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

It is desirable that day to day management of the Company which involves investment in securities is entrusted to a Managing Director, who would be in a better position to control and supervise over the day to day management and to effect viable coordination between the management and the Board of Directors.

Subject to the recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 19th May, 2016 decided to re-appoint Mrs. Tania Deol as Managing Director of the Company with effect from 1st July, 2016 subject to approval of the members in the Annual General Meeting. The terms and conditions including remuneration payable are stated in the resolution for her appointment as a Managing Director of the Company.

None of the Directors/ Key managerial personnel of the Company or their relatives except Mrs. Tania Deol are, in any way, concerned or interested, financially or otherwise, in these resolution at item No. 5 of the Notice. The Board recommends resolution under Item No. 5 to be passed as a Special Resolution.

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

PLACE : MUMBAI
DATE : 19th May, 2016

Annexure to Item no. 5

Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015):

Sr.no.	Name of Directors	Mrs. Tania Deol	Mr. Dharmil Bodani
1.	Date of Birth	24/01/1976	27/04/1970
2.	Age	40 years	46 years
3.	Date of Appointment	26 th August, 2010	27 th August, 2015
4.	PAN	AAPA8072C	AACP3387K
5.	DIN	00073792	00618333
6.	Expertise in specific functional area	Investments	He is having vast experience in Fragrance, Flavors and Chemicals Industry for more than 24 years. He also looks after Oriental Aromatics Inc, based in USA and PT Oriental Aromatics, based in Jakarta – Indonesia, wholly owned subsidiaries of Oriental Aromatics Limited.
7.	No. of equity shares held in the Company (as on 31 st March 2016)	6350	Nil
8.	Qualifications	F.Y. B.A. and Diploma in Architecture and Designing	BCOM
9.	List of other directorships (excluding Foreign Company)	TCFC Securities Private Limited (Director) Greenstone Investments Private Limited (Director) 20th Century Holdings Private Limited (Director) 20th Century Housing Finance Private Limited (Director) CITI Leasing Private Limited (Director)	Oriental Aromatics Limited (Managing Director) Camphor and Allied Products Limited (Managing Director) Oriental Fragrances and Flavours Private Limited (Director) K.V. Bodani Education foundation (Director)
10.	Directorship in other Public Companies as on 31st March, 2016	NIL	2
11.	Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	NIL	2
12.	Relationships, if any, between Directors inter- se	NIL	NIL

DIRECTOR'S REPORT

To the Members of,
TCFC FINANCE LIMITED

The Directors have pleasure in presenting the 25th Annual Report of the Company together with the Audited Annual Accounts for the year ended March 31, 2016.

FINANCIAL RESULTS

	Year ended March 31, 2016 (₹ in lacs)	Year ended March 31, 2015 (₹ in lacs)
Profit/(Loss) before Non-cash charges	411.88	665.21
Less: Depreciation	3.97	3.47
Profit before tax	407.91	661.74
Less: Provision for Tax	65.37	115.00
Net Profit/(Loss) after tax	342.54	546.74
Proposed dividend	157.23	157.23
Dividend tax	32.01	32.01
Carried to General Reserve	34.25	54.67
Carried to Statutory Reserve	68.51	109.35
Deficit balance carried to Profit and Loss Account	(1179.39)	(1229.93)

OPERATIONS

Compared to previous year's profit of ₹ 661.74 lacs this year your company has made a profit of ₹ 407.91 lacs before provision of tax and after deducting tax it comes to Profit of ₹ 342.54 lacs.

DIVIDEND

Your Directors have further recommended a dividend to be paid out of current year profits of ₹ 1.50 per equity share for the financial year ended 31st March, 2016 amounting to ₹ 18,924,066/- (inclusive a tax of ₹ 3,200,872/-)

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

MANAGEMENT DISCUSSION AND ANALYSIS

The performance of the Indian economy has been adversely affected due to the impact of a variety of factors including recession in many developed countries, continuing high rates of inflation, higher commodity prices. This has resulted in lower than expected performance of many corporate and has slowed down the growth of economy.

Also the continuing high rate of food inflation and volatility in Global Commodity market has affected the commodity market significantly. These factors necessarily affect the performance of the secondary markets and hence the performance of the Company. The Company is therefore taking a cautious view and will formulate its investment policies accordingly.

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

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties 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://tcfcfinance.com/wp-content/uploads/2015/03/Related-Party-Transaction-Policy.pdf>

AUDITORS

The Board of Directors upon recommendation of the Audit Committee and subject to the Members approval in the ensuing Annual General Meeting have appointed M/s. GMJ & Co. Chartered Accountants (Firm Registration no. 103429W) as the Statutory Auditors of the Company for a period of three years i.e. from the conclusion of this Annual General Meeting up to the conclusion of 28th Annual General Meeting of the Company.

M/s. GMJ & Co. has confirmed their eligibility and willingness to act as Statutory Auditors, if appointed, and the necessary certificate pursuant to Section 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) for the time being in force), has been received from them.

DEPOSITS

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

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, 2016, 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, 2016 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.

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.

● Re-appointment of Managing Director:

The Nomination & Remuneration Committee and the Board have recommended re-appointment of Mrs. Tania Deol as Managing Director and Chief Executive Officer of the Company for the period of 5 years w.e.f July 1, 2016 to 30th June, 2021. Approval of the shareholders is sought for the same in the ensuing Annual General Meeting.

Declaration by Independent director:

Pursuant to provisions of sub-section (7) of section 149 of the Companies Act, 2013, the Company has received individual declarations from all Independent directors confirming that they meet criteria of Independence as per Companies Act, 2013 and SEBI (LODR) regulations 2015

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.

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.

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 2014-2015 and 2015-2016 is annexed herewith as “Annexure-2”

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 2015-16, five (5) 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

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.

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.

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.

INTERNAL AUDIT & CONTROLS

During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

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://tcfcfinance.com/wp-content/uploads/2015/03/Whistle-Blower-Policy-or-Vigil-Mechanism-Policy.pdf>

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

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) Human Resources Risks (iv) Strategic Risks

HUMAN RESOURCES:

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

The Company is committed to nurturing, enhancing and retaining talent through superior Learning & Organizational Development.

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

During the financial year 2015-16, Company has not received any complaint of sexual harassment against women employees of the Company.

LISTING WITH STOCK EXCHANGES:

Your Company's equity shares continue to remain listed on BSE Limited, As per the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which came in effect from December 1, 2015, a shortened version of the Uniform Listing Agreement, was signed by the Company with the stock exchange.

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to BSE where the Company's Shares are listed.

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.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company had Rs.4,47,203/- (Rupees Four Lakhs forty thousand two hundred and three only) lying unpaid or unclaimed dividend for a period of seven years. Therefore, your Company has duly transferred the above mentioned fund into Investor Education and Protection Fund (IEPF).

Also, pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, 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. 27th August, 2015), with the Ministry of Corporate Affairs.

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**

Atul Desai
Chairman
(DIN: 00019443)

Place: Mumbai
Date : 19th May, 2016

“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:

S r . 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, 2016 is : Mrs.Tania Deol 5.72% Mr. Venkatesh Kamath 3.02% Mr. V.S. Srinivasan 0.68% Mr. Atul Desai 0.62% Mr. Dharmil Bodani 0.20%												
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 10% 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 8.15% 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, 2016.												
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 2015-16, Key Managerial Personnel : <table> <tr> <th>KMP</th><th>Against PBT (in %)</th><th>Against Revenue from operations (in %)</th></tr> <tr> <td>MD</td><td>4.94</td><td>0.10</td></tr> <tr> <td>CFO</td><td>2.61</td><td>0.05</td></tr> <tr> <td>CS</td><td>1.04</td><td>0.02</td></tr> </table>	KMP	Against PBT (in %)	Against Revenue from operations (in %)	MD	4.94	0.10	CFO	2.61	0.05	CS	1.04	0.02
KMP	Against PBT (in %)	Against Revenue from operations (in %)												
MD	4.94	0.10												
CFO	2.61	0.05												
CS	1.04	0.02												

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.
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 capitalisation as at 31st March, 2015: 33.54 Crores – Market capitalisation as at 31st March, 2016: 29.87 Crores Variations in the PE Ratio – PE Ratio as at 31st March, 2015: 6.13 – PE Ratio as at 31st March, 2016: 8.72
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, 2016 who were in receipt of the remuneration which in the aggregate was not less than ₹ 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 2014-2015	Financial year 2015-2016
3.	Average net profit of the Company for last three financial years.	₹ 22,013,849/-	₹ 39,518,620/-
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	₹ 440,277/-	₹ 790,372/-
5.	Details of CSR spent during the financial year: a) Total amount spent for the financial year; b) Amount unspent, if any;	₹ 440,277/-* Nil	₹ 790,380/- Nil

Note- *The Amount of CSR for Financial year 2014-2015 that was pending to be spent in previous financial year has been spent entirely by the Company in current financial year and same has been reported in the table below.

Manner in which the amount spent during the financial year for the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR Project or activity Identified	Sector in which the project is covered	Project or programmes (1)Local Area (2) specify state or district where project or programme were undertaken	Amount outlay (budget) Project or programs wise	Amount spent on projects or programs sub-heads (1) Direct Expenditure on project and programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent direct or through implementing agency
1.	Promotion of Education of children with learning disabilities.	Education	Local Area, Mumbai	₹ 440,277/-	₹ 440,277/-	₹ 440,277/-	Through Implementing Agency

(1) Sr. No	(2) CSR Project or activity Identified	(3) Sector in which the project is covered	(4) Project or programmes (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
2.	Promotion of Education of physically challenged i.e. Paraplegic ones	Education	Local Area, Mumai	₹ 3,95190/-	₹ 3,95190/-	₹ 3,95190/-	Through Implementing Agency
3.	Promotion of Education of physically challenged i.e. Deaf ones	Education	Local Area, Mumbai	₹ 3,95190/-	₹ 3,95190/-	₹ 3,95190/-	Through Implementing Agency
Total				₹ 12,30,657/-	₹ 12,30,657/-	₹ 12,30,657/-	

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 : 19th May, 2016
Place: Mumbai

“ANNEXURE-3”

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

[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**, books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure-I** 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, 2016 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**, for the Financial Year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act);
- (ii) Rules and Regulations made under the Companies Act, 2013;

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 Laws applicable to Non Banking Financial Institutes.
- (iii) The Listing Agreements requirements are applicable, as the Company is listed.
- (iv) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period of audit of the Company there is 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.

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 is 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.

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.

During the audit period 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.
F.C.S. No: 6579
C.P. No. : 6625

(Mohammed Aabid)
Partner

Place : Mumbai
Date : 19/05/2016

ANNEXURE-1
LIST OF THE DOCUMENTS VERIFIED

1. Memorandum and Articles of Association of the Company.
2. Minutes of the Meetings and Board of Directors, Audit Committee along with Attendance Register.
3. Minutes of the General Body meeting held during the Year under report.
4. Statutory Registers viz.
 - Register of Directors & Key Managerial Personnel.
 - Register of Member
 - Transfer of Shares
5. Agenda papers submitted to all the Directors/Members of the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions 184(1) and 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 report.
8. Filing by the company to the stock exchange regarding quarterly compliance.

ANNEXURE-4

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

**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	65993	100%
2	20 th Century Holdings Private Limited	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	U65990MH1978PTC020803	Associate	42.92%	2(6)
2.	20th Century Holdings Private Limited	U67120MH1980PTC022516	Associate	18.74%	2(6)

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-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% 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.	6658155	-	6658155	63.52	6866977	0	6866977	65.61	2.09
	e)	Banks / FI	-	-	-	-	-	-	-	-	-
	f)	Any other	-	-	-	-	-	-	-	-	-
		Directors & Relatives	12700	-	12700	0.12	12700	-	12700	0.12	0.00
		#Total shareholding of Promoter (A)	6670855	-	6670855	63.64	6879677	-	6879677	65.63	1.99
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)	FIs	-	1273	1273	0.01	-	1273	1273	0.01	0.00
	h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i)	Others (specify)	-	-	-	-	-	-	-	-	-
		Sub-total (B)(1):-	387959	3154	391113	3.73	387959	3154	391113	3.73	0.00
	2.	Non-Institutions									
	a)	Bodies Corp.	244771	8736	253507	2.42	144966	8700	153666	1.47	(0.95)
		i) Indian	-	-	-	-	-	-	-	-	-
		ii) Overseas	-	-	-	-	-	-	-	-	-
	b)	Individuals									
		i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1316027	871122	2187149	20.87	1253366	841833	2095199	19.99	(0.88)
		ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	422513	-	422513	4.03	400748	-	400748	3.82	(0.21)

TCFC FINANCE LIMITED

Category of Shareholders				No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
				Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	c)	Others (specify)										
		Non Resident Indians		21356	2302	23658	0.22	26090	2302	28392	0.27	0.05
		Overseas Corporate Bodies		-	-	-	-	-	-	-	-	
		Foreign Nationals		-	-	-	-	-	-	-	-	
		Clearing Members		-	-	-	-	-	-	-	-	
		Trusts		-	533334	533334	5.09	-	533334	533334	5.09	0.00
		Foreign Bodies - D R		-	-	-	-					
		Sub-total (B)(2):-		2004667	1415494	3420161	32.63	1825170	1386169	3211339	30.64	(1.99)
		Total Public Shareholding (B)=(B)(1)+(B)(2)		2392626	1418648	3811274	36.36	2213129	1389323	3602452	34.37	(1.99)
		C. Shares held by Custodian for GDRs & ADRs		-	-	-	-	-	-	-	-	-
		Grand Total (A+B+C)		9063481	1418648	10482129	100	9092806	1392477	10482129	100	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (As on 01/04/2015)			Shareholding at the end of the year (As on 31/03/2016)			% 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.	1755942	16.75	0.00	1964764	18.74	0.00	1.99
3	Greenstone Investments Private Ltd.	4499377	42.92	0.00	4499377	42.92	0.00	0.00

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 01/04/2015	% total Shares of the Company				No of Shares As on (31/03/2016)	% total Shares of the Company
1.	Greenstone Investments Private Ltd	4499377	42.92		No Change		4499377	42.92

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 01/04/2015	% total Shares of the Company				No of Shares As on (31/03/2016)	% total Shares of the Company
2.	20 th Century Holdings Private. Ltd	1755942	16.75	03.04.2015	1031	Market Purchase	1757378	16.77
				10.04.2015	4250	Market Purchase	1761628	16.81
				17.04.2015	1229	Market Purchase	1762857	16.82
				24.04.2015	94193	Market Purchase	1857050	17.72
				01.05.2015	556	Market Purchase	1857606	17.72
				08.05.2015	2305	Market Purchase	1859911	17.74
				15.05.2015	3033	Market Purchase	1862944	17.77
				29.05.2015	300	Market Purchase	1863244	17.78
				03.07.2015	22321	Market Purchase	1885565	17.99
				10.07.2015	2112	Market Purchase	1887677	18.00
				17.07.2015	450	Market Purchase	1888127	18.01
				24.07.2015	5796	Market Purchase	1893923	18.07
				31.07.2015	13150	Market Purchase	1907073	18.19
				11.09.2015	9363	Market Purchase	1916436	18.28
				18.09.2015	107	Market Purchase	1916543	18.28
				25.09.2016	1005	Market Purchase	1917548	18.29
				30.09.2015	1725	Market Purchase	1919273	18.31
				16.10.2015	100	Market Purchase	1919373	18.31
				27.11.2015	219	Market Purchase	1919592	18.31
				04.12.2015	335	Market Purchase	1919927	18.32
				11.12.2015	10977	Market Purchase	1930904	18.42
				18.12.2015	9030	Market Purchase	1939934	18.51
				25.12.2015	4392	Market Purchase	1944326	18.55
				31.12.2015	357	Market Purchase	1944683	18.55
				08.01.2016	1977	Market Purchase	1946660	18.57
				15.01.2016	457	Market Purchase	1947117	18.58
				22.01.2016	6345	Market Purchase	1953462	18.64
				29.01.2016	2014	Market Purchase	1955476	18.66
				05.02.2016	3284	Market Purchase	1958760	18.69
				26.02.2016	5565	Market Purchase	1964325	18.74
				04.03.2016	191	Market Purchase	1964516	18.74
				25.03.2016	248	Market Purchase	1964764	18.74
				31.03.2016			1964764	18.74
3.	CITI Leasing Pvt Ltd	402836	3.84	31.03.2016		No Change	3.84	3.84
4.	Munisha Ahuja	6350	0.06	31.03.2016		No Change	6350	0.06
5.	Tania Deol	6350	0.06	31.03.2016		No Change	6350	0.06

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

TCFC FINANCE LIMITED

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 01.04.2015	% of total shares of the Company	Date**	Increase/ Decrease in shareholding	Reason	No. of Shares At the end 31.03.2016	% total shares of the Company
1.	Venkatesh Kamath (Nominee A/c TCFC Finance Ltd)	533334	5.09	01.04.2015 31.03.2016		No Change	533334	5.09
2.	Bank of Baroda	386666	3.69	01.04.2015 31.03.2016		No Change	386666	3.69
3.	Laxmandas Attal	103810	0.99	01.04.2015				
				13.11.2015	5810	Sold	98000	0.93
				04.12.2015	5210	Purchase	103210	0.98
				01.01.2016	309	Purchase	103519	0.99
				08.01.2016	100	Purchase	103619	0.99
				31.03.2016			103619	0.99
4.	Santoshbhai Attal	97176	0.93	01.04.2015 31.03.2016		No Change	97176	0.93
5.	TCFC Finance (Unclaimed suspense Account)	67303	0.64	01.04.2015	67303			
				29.01.2016 31.03.2016	31	Claimed by Shareholder	67272 67272	0.64 0.64
6.	Vandana	50000	0.48	01.04.2015 31.03.2016		No Change		
7.	Deepak Maheshwari	25042	0.24	01.04.2015 31.03.2016		No Change	25042	0.24
8.	Vijay Attal	24656	0.24	01.04.2015				
				10.04.2015	13	Sold	24643	0.24
				24.07.2015	15000	Sold	9643	0.09
				04.12.2015	9643	Sold	Nil	0.00
				31.03.2016			Nil	0.00
9.	Shashi Kant	20000	0.19	01.04.2015 31.03.2016		No Change	20000	0.19
8.	Maya Bansal	19900	0.19	01.04.2015 31.03.2016		No Change	19900	0.19
10.	Yarlagadda Mrudula Devi	16697	0.16	01.04.2015 31.03.2016		No Change	16697	0.16
11.	Yarlagadda Sambasiva Rao	16580	0.16	01.04.2015 31.03.2016		No Change	16580	0.16

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Sr. No.	Name	No. of Shares At the beginning 01.04.2015	% of total shares of the Company	Date**	Increase/ Decrease in shareholding	Reason	No. of Shares At the end 31.03.2016	% total shares of the Company
12.	Competent Finman Pvt Ltd	15350	0.15	10.04.2015	1500	Purchase	16850	0.16
				17.04.2015	500	Purchase	17350	0.17
				15.05.2015	406	Purchase	17756	0.17
				22.05.2015	1000	Purchase	18756	0.18
				24.07.2015	1406	Sold	17350	0.17
				08.01.2016	2000	Sold	15350	0.15
				22.01.2016	5000	Sold	10350	0.09
				31.03.2016			10350	0.09

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

E. SHAREHOLDING OF DIRECTORS & KMP:-

SN	Name of The Director/KMP	Shareholding at the beginning of the year (01/04/2015)		Reasons for Increase/ Decrease in Shareholding	Cumulative Shareholding during the Year (31/03/2016)	
		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 Executive Director & CFO	-	-	-	-	-
5.	Mr. Dharmil Bodani Non Executive & Non Independent Director	-	-	-	-	-
6.	Ms. Kinjal Sheth Company Secretary	-	-	-	-	-

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NONE			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

TCFC FINANCE LIMITED

Change in Indebtedness during the financial year				
* Addition	NONE			
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	NONE			
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:

S N.	Particulars of Remuneration	Name of Managing Director	Total Amount
		Mrs. Tania Deol (MD)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,02,875/-	14,02,875/-
	(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)	14,02,875/-	14,02,875/-

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.
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B. Remuneration to other directors

S N.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Atul Desai	Mr. V.S. Srinivasan	Mr. Dharmil Bodani	
1	Independent Directors	2,20,000/-	2,40,000/-	-	4,60,000/-
	Fee for attending board committee meetings			-	
	Commission			-	
	Others, please specify			-	
	Total (1)	2,20,000/-	2,40,000/-	-	4,60,000/-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	70,000/-	70,000/-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	70,000/-	70,000/-
	Total (B)=(1+2)	2,20,000/-	2,40,000/-	70,000/-	5,30,000/-
	Overall Ceiling as per the Act	Sitting fees 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.			

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

S N	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	3,85,020/-	9,33,570/-	13,18,590/-
	(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	3,85,020/-	9,33,570/-	13,18,590/-

TCFC FINANCE LIMITED

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 equity in all facets of its operations 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 erstwhile Listing Agreement and SEBI LODR Regulations, 2015 and the Companies Act, 2013. As on March 31, 2016, 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, 2016.

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 27.08.2015	Other Directorships*	Committee**	
		held	Attended			Chairmanship	Membership
Atul Desai	Chairman Non Executive & Independent Director	5	5	Yes	8	5	4
Tania Deol	Managing Director Executive & Non Independent Director	5	5	Yes	Nil	Nil	1
VS Srinivasan	Non-Executive & Independent Director	5	5	Yes	Nil	2	0
Venkatesh Kamath	Executive Director & Chief Financial Officer	5	5	Yes	Nil	0	2
Dharmil A. Bodani	Non Executive & Non-Independent Director	5	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 Listing Regulations.

TCFC FINANCE LIMITED

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.

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 2015-16 the Board met five times on the following Dates:-

Sr. No.	Date of Board Meeting	Board's Strength	No. of Directors present
1	27 th May, 2015	5	5
2	23 rd June, 2015	5	4
3	12 th August, 2015	5	5
4	2 nd November, 2015	5	4
5	3 rd February, 2016	5	5

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, 2016 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, 2016 the Board has formed Mandatory four Committee 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

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. 2015-16	
			Held	Attended
V S Srinivasan	Non-Executive & Independent Director	Chairman	5	5
Atul Desai	Non-Executive & Independent Director	Member	5	5
Venkatesh Kamath	Executive Director & CFO	Member	5	5

Audit Committee Meetings

The details of Audit Committee meetings held during the year 2015 – 2016 are as under:

S r . No.	Date of Audit Committee	Committee Strength	No. of Members present
1	27 th May, 2015	3	3
2	23 rd June, 2015	3	3
3	12 th August, 2015	3	3
4	2 nd November, 2015	3	3
5	3 rd February, 2016	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) and other Key Managerial Personnel of the Company.

MEETINGS OF THE COMMITTEE

There was one Nomination and Remuneration Committee meeting held during the year on 3rd February, 2016. All the members were present.

Brief Description of terms of Reference

The Board has framed the Remuneration and Nomination Committee Policy which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulation, 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) and other Key Managerial Personnel of the Company;
- 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, 2016 is as stated below:

Executive Directors:

Terms of Agreement	Mrs. Tania Deol	Mr. Venkatesh Kamath
Date of Appointment	July 1, 2011	26 th September, 2014
Period of Agreement	5 years	N.A.
Valid up to	June 30, 2016	N.A.
Salary & Perquisites	₹ 20,17,875/-	₹ 10,65,930/-
Notice Period	Three months	Three months

Non Executive Directors:

(In ₹)

Name of Director	Total Sitting fees
Mr. Atul Desai	240000
Mr. V S Srinivasan	220000
Mr. Dharmil Bodani	70,000

During the year sitting fees of Non-Executive Directors per meeting was increased from 10,000/- to ₹ 20,000/- w.e.f. 23rd June, 2015

Details of the Evaluation Process:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulation, the Board has carried out the annual evaluation of its own performance, its Committees 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. Company Secretary is the Compliance officer and is also the secretary to the committee.

During the year there was re-constitution in the composition of the committee w.e.f 2nd November, 2015 Mr. V. S. Srinivasan was appointed as Chairman of the Committee and Mr. Venkatesh Kamath resigned as Chairman and is now member in the committee.

Further, The Board of Director of the Company in its Meeting held on 2nd November, 2015 has further delegated the responsibility of share transfer process to a sub-committee i.e. "Share Transfer Committee" consisting of Directors stationed at the registered office of the Company for expedition of share transfer process and alike activities.

Meeting of the Committee

During the year, the committee met 8 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	8
Tania Deol	8
Mr. V. S. Srinivasan	6

Number and Nature of Complaints for the year ended March 31, 2016 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.	42	42
Non- receipt of Dividend	32	32
Non-Receipt of Annual Report	18	18
Demat	0	0
Complaints to BSE	0	0
Complaint to SEBI (including SCORES)	0	0

All the correspondence/queries from the members were replied to the satisfaction of the members. No transfer/ complaints are pending at the close of the financial year.

The Stakeholders relationship Committee looks after the transfer of shares, split of shares, issue of duplicate shares, transmission etc. In addition to above, the Committee is authorised to look into shareholders' complaints like delay in transfer, non receipt of securities, balance sheet, dividend etc. During the year no complaints were received from the Registrar of Companies.

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 2nd November, 2015. 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 30th March, 2016 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 Listing Regulations.

G Affirmation and Disclosures

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 Listing Regulation 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".

C. Statutory Compliance, Penalties and Strictures

There was one case wherein BSE Ltd. had levied a penalty of sum of Rs. 2,45,969/- on the Company in respect of late submission of Financial Results for the quarter ended 31st March, 2015 pursuant to Clause 41 of the Listing Agreement, the Company has paid the same.

D. Vigil Mechanism.

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulation, 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.

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

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. Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

J. 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 familiarisation policy of the Company is uploaded on the Company's website <http://tcfcfinance.com/wpcontent/uploads/2015/03/familiarization-Policy.pdf>

K. 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 Listing Regulations.

The quarterly results, notice of the meeting and book closure dates etc. are widely circulated in leading English (The Asian Age) and regional language newspapers (Mahanayak). 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.

L. Details of Last Three Annual General Meetings

Year	Location	Date	Time
2014-2015	M C Ghia Hall, 4 th Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400001	27 th August, 2015	3.00p.m.
2013-2014	M C Ghia Hall, 2 nd Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400001	1 st August, 2014	3.00p. m.
2012-2013	M C Ghia Hall, 2 nd Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400001	13 th August, 2013	3.00p. m.

No special resolution was passed in the Annual General Meeting of the Company held during last three financial years.

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

M. General Shareholder Information

a) Annual General Meeting

Date: 12th August, 2016

Time: 10.30 a.m.

Venue: M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 8/20 K Dubhash Marg, Mumbai-400001

Book Closure Date: Saturday 6th August, 2016 to Friday 12th August, 2016(both days inclusive)

- b) **Dividend payment date:** The final dividend, if declared, by the shareholders at the ensuing Annual General Meeting shall be paid within 30 days from the date of declaration.

c) **Financial Calendar**

Tentative calendar of events for the financial year 2016-2017 (April- March) is given below.

Adoption of Quarterly Results ended	In the month of
June 30, 2016	By August 14, 2016
September 30, 2016	By November 14, 2016
December 31, 2016	By February 14, 2017
March 31, 2017 (Audited Annual Accounts)	By May 30, 2017

d) **In house Share Department**

TCFC Finance Limited
Share Department
501, Raheja Chambers,
Nariman Point, Mumbai 400 021

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	Code
BSE Ltd	B-532284

The listing fees for the financial year 2016-2017 has been paid.

f) **Shareholding Pattern of the Company as on 31st March, 2016**

Category	No. of Shares held	% of shareholdings
A. Promoter's Holding		
a) NRI Promoters (Including OCBs)	--	--
b) Bodies Corporate	6866977	65.51
c) Indian Directors and their Relatives	12700	0.12
Sub Total	6879677	65.63
B. Non Promoting Holdings		
a) Mutual Funds and UTI	345	0.00
b) Banks and Financial institution	389495	3.72
c) FIIs	1273	0.01
Sub Total	391113	3.73

Category	No. of Shares held	% of shareholdings
Others:-		
a) Bodies Corporate	153666	1.46
b) Indian Public	2495947	23.81
c) Venkatesh Kamath as nominee of TCFC Finance Ltd.	533334	5.09
d) Non Resident Indians	28392	0.27
Sub Total	3211339	30.63
Grand Total	10482129	100.00

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

g) **Distribution of Shareholding as on 31st March, 2016**

Range	Share Holders		Shares	
No. of shares	Numbers	% to total holders	Numbers	% of Total Capital
Upto 5000	26439	97.984	1436029	13.70
5000-10000	313	1.160	235799	2.25
10000-20000	127	0.471	182734	1.743
20000-30000	30	0.111	75313	0.718
30000-40000	17	0.063	58456	0.558
40000-50000	7	0.026	31626	0.302
50000-100000	30	0.111	196825	1.878
100000 and above	20	0.074	8265347	78.852
Total	26983	100.00	10482129	100.00

h) **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.

i) **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

TCFC FINANCE LIMITED

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 Dematerialisation record:

The following data indicates the extent of Dematerialisation of Company's shares as on March 31st March, 2016

	No. of Shares	% of Share Capital
CDSL	737370	7.03
NSDL	8355436	79.71
Physical	1389323	13.25

j) 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 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.

k) Compliance officer's details

Ms. Kinjal Sheth – Company Secretary
Tel: 022-22844701
Fax: 022-22819237
Email: companysecretary@tcfcfinance.com

l) Address for Correspondence

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

The Company has no other office.

m) Market Price Data (₹) Bombay Stock Exchange Limited

(In Rs)

Month	Company price		BSE Sensex	
	High	Low	High	Low
April, 2015	38.00	32.05	29,094.61	26,897.54
May, 2015	41.00	29.20	28,071.16	26,423.99
June, 2015	41.75	31.00	27,968.75	26,307.07
July, 2015	39.20	33.75	28,578.33	27,416.39
August, 2015	38.00	27.20	28,417.59	25,298.42
September, 2015	32.50	28.00	26,471.82	24,833.54
October, 2015	33.90	28.40	27,618.14	26,168.71
November, 2015	33.75	30.05	26,824.30	25,451.42
December, 2015	36.75	31.25	26,256.42	24,867.73
January, 2016	37.00	30.55	26,197.27	23,839.76
February, 2016	34.55	28.99	25,002.32	22,494.61
March, 2016	32.30	27.05	25,479.62	23,133.18

n) Depository services

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

i) National Securities Depository Services Limited
Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

Tel. 0091-022-24972964-70

Email: info@nsdl.co.in

Website: www.nsdl.co.in

ii) Central Depository Services (India) Limited

Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street, Mumbai 400 023

Tel. 0091-022-22723333

Email: helpdesk@cdslindia.com

Website: www.cdslindia.com

o) Unclaimed Securities Suspense Account (Account opened in February, 2012)

Sr. No.	Details	No. of Shares
i)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year;	Shareholders - 1678 Shares-67303
ii)	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year;	1
iii)	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year;	1
iv)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year.	Shareholders - 1677 Shares-67272

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

Place: Mumbai
Date: 19th May, 2016

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, 2016.

For TCFC Finance Limited

Tania Deol
Managing Director
(DIN: 00073792)

Place: Mumbai
Date : 19th May, 2016

TCFC FINANCE LIMITED

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, 2016 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 they 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

For TCFC Finance Ltd

Mrs. Tania Deol
Managing Director
(DIN: 00073792)

Place: Mumbai,

Date : 19th May, 2016

Mr. Venkatesh Kamath
Executive Director and CFO
(DIN: 00042866)

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

TCFC Finance Limited

We have examined the compliance of conditions of Corporate Governance by TCFC Finance Limited, for the year ended March 31, 2016 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us,

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For and on behalf of

GMJ & CO.

Chartered Accountants

Firm Registration No.

Atul Jain

Partner

M. No. 37097

Place: Mumbai,

Date : 19th May, 2016

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, 2016, 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 judgements 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, 2016, 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.
- (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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 does not have any pending litigations as at 31st March, 2016
 - 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. 37097

PLACE : Mumbai
DATE : 19th May, 2016

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) All 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) 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, 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, 2016 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. However, according to information and explanations given to us, the following dues of income tax, have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dues	Amount (₹)	Period to which the amount relate	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	796,520	A.Y. 2010-2011	Commissioner of Income Tax (Appeals)
		752,790	A.Y. 2011-2012	
		810,530	A.Y. 2012-2013	
The Income Tax Act, 1961	Penalty- Income Tax	11,32,720	A.Y. 2005 -2006	Commissioner of Income Tax (Appeals)

- (viii) The Company has not taken any loan from financial institutions or banks during the year; hence the provisions of clause are 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 are 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 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 him, 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.

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 the TCFC Finance Limited (“the Company”) as of 31st March 2016 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. 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 judgement, 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 unauthorised 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 31st March 2016, 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 : 19th May, 2016

TCFC FINANCE LIMITED

BALANCE SHEET AS AT 31 MARCH 2016

			(in ₹)
	Notes	As at 31st March 2016	As at 31st March 2015
Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	104,821,290	104,821,290
Reserves and Surplus	4	748,260,925	732,930,757
		<u>853,082,215</u>	<u>837,752,047</u>
Non-Current Liabilities			
Long-Term Provisions	5	453,012	791,990
Current Liabilities			
Short-Term Provisions	5	19,501,749	18,947,085
Other Current Liabilities	6	3,301,855	3,172,008
		<u>22,803,604</u>	<u>22,119,093</u>
Total		<u>876,338,831</u>	<u>860,663,130</u>
Assets			
Non-Current Assets			
Fixed Assets	7		
- Tangible Assets		2,529,089	2,870,357
- Intangible Assets		82,931	105,403
Non-Current Investments	8	104,232,357	104,232,357
Long-Term Loans and Advances	9	114,991,233	113,866,296
		<u>221,835,610</u>	<u>221,074,413</u>
Current Assets			
Inventories	10	647,083,161	632,320,552
Cash and Cash Equivalents	11	2,939,991	2,771,623
Short-Term Loans and Advances	9	87,490	103,514
Other Current Assets	12	4,392,579	4,393,028
		<u>654,503,221</u>	<u>639,588,717</u>
Total		<u>876,338,831</u>	<u>860,663,130</u>
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1-33		

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 : 19th May, 2016

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 (ACS : 36688)	Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2016

			(in ₹)
	Notes	For the Year ended 31st March 2016	For the year ended 31st March 2015
Income			
Revenue from Operations	13	1,964,298,590	1,185,236,110
Other Income	14	854,749	1,213
Total		1,965,153,339	1,185,237,323
Expenses			
Purchases of Stock-in-Trade	15	1,928,117,280	1,164,942,887
(Increase)/Decrease in Stock in-Trade	16	(14,762,609)	(54,927,050)
Employee benefits expense	17	5,572,418	5,098,082
Depreciation	7	397,460	347,397
Other expenses	18	5,037,497	3,602,353
Total		1,924,362,045	1,119,063,670
Profit before tax		40,791,294	66,173,653
Tax expenses:			
Current tax		6,537,059	11,500,000
Profit after tax		34,254,235	54,673,653
Earnings per equity share of face value ₹ 10/- each			
Basic and Diluted	31	3.27	5.22
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1-35		

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 : 19th May, 2016

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 (ACS : 36688)	Company Secretary

TCFC FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016

	(in ₹)	
Particulars	For the Year ended 31st March 2016	For the year ended 31st March 2015
Cash flow from operating activities		
Net profit before tax	40,791,294	66,173,653
Adjustments for:		
Depreciation and amortisations	397,460	347,397
Profit/Loss on sale of Fixed Assets	(3,980)	-
Interest Income		
Operating profit/(loss) before working capital changes	41,184,774	66,521,050
Increase/(decrease) in long-term provisions/liabilities	(338,978)	142,779
Increase/(decrease) in other current liabilities	129,847	547,269
Increase/(decrease) in short-term provision	(18,369,402)	(18,384,406)
Decrease/(increase) in Inventories	(14,762,609)	(54,927,050)
Decrease/(increase) in long-term loans and advances	(1,079,169)	(1,074,418)
Decrease/(increase) in Trade Receivable	-	242,583
Decrease/(increase) in Other Assets	448	(1,586,848)
Decrease/(increase) in short-term loans and advances	16,024	3,782
Cash generated from/(used in) operations	6,780,935	(8,515,258)
Direct taxes paid (net)	(6,582,825)	(11,300,000)
Net cash flow from/(used in) operating activities - (A)	198,110	(19,815,258)
Cash flows from investing activities		
Purchase of fixed assets	(33,721)	(1,745,450)
Sale of Fixed Assets	3,980	
Interest Received	-	-
Sale/(Purchase) of Investments	-	22,130,765
Net cash used in investing activities - (B)	(29,741)	20,385,315
Cash flow from financing activities		
Interest Paid	-	-
Net cash from financing activities - (C)	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	168,369	570,057
Cash and cash equivalents at the beginning of the year	2,771,623	2,201,566
Cash and cash equivalents at the end of the year	2,939,992	2,771,623

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016 (Cont..)

Particulars	For the Year ended 31st March 2016	For the year ended 31st March 2015
		(in ₹)
Components of cash and cash equivalents		
Cash on hand	7	257
Balances with scheduled banks:		
- In current accounts	372,633	457,855
- Other Bank Balance	2,567,352	2,313,511
	<u>2,939,992</u>	<u>2,771,623</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 : 19th May, 2016

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 (ACS : 36688)	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.

Notes forming part of the Financial Statements

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.

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 2016	As at 31st March 2015
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 2016		As at 31st March 2015	
	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 2016		As at 31st March 2015	
	Number of equity Shares held	% held	Number of equity Shares held	% held
Equity shares of Rs 10 each fully paid up				
Greenstone Investments Private Limited	4,499,377	42.92%	4,499,377	42.92%
20th Century Holdings Private Limited	1,964,764	18.74%	1,755,942	16.75%
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, 2016

Notes forming part of the Financial Statements

			(in ₹)	
		As at 31st March 2016	As at 31st March 2015	
4 Reserves and Surplus				
Capital Reserve				
As per last Balance Sheet		375	375	
General Reserve				
As per last Balance Sheet		634,787,318	629,319,953	
Add: Transfer from Surplus/(Deficit) in the Statement of Profit and Loss		3,425,424	5,467,365	
		<u>638,212,742</u>	<u>634,787,318</u>	
Statutory Reserve				
As per last Balance Sheet		221,136,053	210,201,322	
Add: Transfer from Surplus/(Deficit) in the Statement of Profit and Loss		6,850,847	10,934,731	
		<u>227,986,900</u>	<u>221,136,053</u>	
Surplus/(Deficit) in the Statement of Profit and Loss				
As per last Balance Sheet		(122,992,991)	(142,151,304)	
Less: Adjustment of depreciation as per Companies Act,2013 (Refer Note 7)		-	(189,178)	
Add : Profit for the year		34,254,235	54,673,653	
Less: Appropriations				
Proposed Dividend		15,723,194	15,723,194	
Tax on Dividend		3,200,872	3,200,872	
Transfer to General Reserve		3,425,424	5,467,365	
Statutory Reserve		6,850,847	10,934,731	
		<u>(117,939,093)</u>	<u>(122,992,991)</u>	
Total		<u>748,260,925</u>	<u>732,930,756</u>	
		Long-Term	Short-Term	
		As at 31st March 2016	As at 31st March 2015	
5 Provisions				
For employee benefits				
- Gratuity	260,179	549,635	410,593	16,288
- Leave benefits	192,833	242,355	167,090	6,731
For Proposed Dividend (including tax)	-	-	18,924,066	18,924,066
Total	<u>453,012</u>	<u>791,990</u>	<u>19,501,749</u>	<u>18,947,085</u>
			As at 31st March 2016	As at 31st March 2015
6 Other Current Liabilities				
Unclaimed Dividend*			2,567,352	2,313,511
Statutory dues payable			45,493	30,120
Other payables			689,011	828,377
Total			<u>3,301,855</u>	<u>3,172,008</u>

*There are no amounts due and outstanding to be credited to Investor's Education and Protection Fund as at 31st March 2016.

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 2015	Additions	Deductions	As at 31 March 2016	As at 1 April 2015	For the year	Adjustment/ Deduction	As at 31 March 2016	As at 31 March 2016	As at 31 March 2015
Tangible										
Office Premises	1,384,206	-	-	1,384,206	284,029	21,654		305,683	1,078,523	1,100,177
Equipments	295,424		-	295,424	209,239	24,486		233,725	61,699	86,185
Furniture and fixtures	1,855,391	16,521	-	1,871,912	1,679,053	69,402		1,748,455	123,457	176,338
Computers	1,721,762	17,200	419,330	1,319,632	1,548,276	81,438	419,330	1,210,384	109,248	173,486
Vehicles	1,499,011		-	1,499,011	164,840	178,008	-	342,848	1,156,163	1,334,171
Total	6,755,794	33,721	419,330	6,370,185	3,885,437	374,988	419,330	3,841,096	2,529,089	2,870,357
Intangible										
Software	112,360		-	112,360	6,957	22,472	-	29,429	82,931	105,403
Total	112,360	-	-	112,360	6,957	22,472		29,429	82,931	105,403
Current Year	6,868,154	33,721	419,330	6,482,545	3,892,394	397,460	419,330	3,870,525	2,612,020	2,975,760
Previous Year	5,122,704	1,745,450	-	6,868,154	3,355,818	347,397	189,178	3,892,394	2,975,760	-

(in ₹)

As at 31st March 2016 **As at 31st March 2015**

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

(in ₹)

	As at 31st March 2016	As at 31st March 2015
Other Investments - Unquoted		
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
Total	<u>104,232,357</u>	<u>104,232,357</u>

(All the above securities are fully paid up)

Note: Diminution in value of quoted investments of Rs 3,573,338 (1,706,669) (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 2016	As at 31st March 2015
Aggregate amount of quoted investments	114,909,038	114,909,038
Market value of quoted investments	114,909,038	107,641,278
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 2016	As at 31st March 2015	As at 31st March 2016	As at 31st March 2015
9 Loans and Advances				
(unsecured, considered good, unless otherwise stated)				
Capital advance against properties	109,981,368	109,981,368	-	-
Deposits	60,000	60,000	-	-
Other Loans and Advances				
Staff Advances (unsecured, considered good)	-	-	31,000	50,000
Prepaid expenses		3,389	56,490	53,514
Advance direct taxes (net of provisions)	4,949,865	3,821,539	-	-
Total	<u>114,991,233</u>	<u>113,866,296</u>	<u>87,490</u>	<u>103,514</u>

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

	(in ₹)	
	As at 31st March 2016	As at 31st March 2015
10 Inventories (valued at lower of cost and market value)		
Stock in trade		
- Shares	62,916,048	73,697,092
- Mutual Funds	584,167,113	558,623,460
Total	647,083,161	632,320,552
11 Cash and Cash Equivalents		
Cash and Bank Balances		
Balances with banks- in current accounts	372,633	457,855
Cash in hand	7	257
	372,640	458,112
Other Bank Balances		
Balances with Banks- in unclaimed dividend accounts	2,567,351	2,313,511
	2,567,351	2,313,511
Total	2,939,991	2,771,623
12 Other Current Assets		
Interest accrued - on non-current investments	4,392,579	4,392,923
- on inventories	-	105
Total	4,392,579	4,393,028
		(in ₹)
	For the Year ended 31st March 2016	For the year ended 31st March 2015
13 Revenue from Operations		
Sales		
- Shares	14,835,951	11,267,204
- Mutual Funds	1,940,401,582	1,164,607,189
Interest Income		
- Non-current investments	7,060,176	7,058,283
- Current investments	-	413,403
- Inventories	-	105
Other Operating Income		
Dividend Income		
- Investment	806,001	806,001
- Stock in Trade	1,194,880	1,083,925
Total	1,964,298,590	1,185,236,110

Notes forming part of the Financial Statements

		(in ₹)
	For the Year ended 31st March 2016	For the year ended 31st March 2015
14 Other Income		
Interest on Income Tax Refund	849,050	-
Profit on Sale of Fixed Asset	3,980	-
Miscellaneous Income	430	137
Bank Interest	1,289	1,076
Total	854,749	1,213
15 Purchases of Stock in Trade		
Shares	7,527,143	9,372,537
Mutual Funds	1,920,590,136	1,155,570,350
Total	1,928,117,280	1,164,942,887
16 (Increase)/ Decrease in Stock in Trade at the end of the year		
Shares	62,916,048	73,697,092
Mutual Funds	584,167,113	558,623,460
(A)	647,083,161	632,320,552
Stock in Trade at the beginning of the year		
Shares	73,697,092	73,758,305
Mutual Funds	558,623,460	496,149,352
(B)	632,320,552	569,907,657
Total (B) + (A)	(14,762,609)	(62,412,894)
17 Employee benefits expense		
Salaries, Allowances and Bonus	2,106,821	2,276,964
Managerial Remuneration	3,083,805	2,472,630
Contribution to Provident fund	321,888	293,995
Staff Welfare expenses	59,904	54,493
Total	5,572,418	5,098,082

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

		(in ₹)
	For the Year ended 31st March 2016	For the year ended 31st March 2015
18 Other expenses		
Rates and Taxes	195,073	147,865
Electricity expenses	203,821	187,759
Repairs and Maintenance - others	137,476	198,215
Legal and Professional charges	219,842	137,236
Travelling and Conveyance expenses	128,681	88,851
Membership and Subscription	497,534	442,091
Printing and Stationery	46,441	45,160
Communication charges	829,042	961,696
Depository charges	7,594	8,868
Sitting fees	530,000	330,000
Miscellaneous expenses	415,780	256,751
CSR expenditure	1,230,657	-
Payment to Auditors (Refer Note 25)	321,895	600,010
Interest on Income Tax	48,941	85,492
Listing Fees	224,720	112,360
Total	5,037,497	3,602,353

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 Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account, not provided for (net of advances) is ₹ 61,543,632 (₹ 61,543,632)

21 Contingent Liabilities

		(in ₹)
	As at 31st March 2016	As at 31st March 2015
Disputed Direct Taxes	3,628,486	62,110,415

Notes forming part of the Financial Statements

22 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, 2016.

23 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, 2016

	(in ₹)
	As at 31st March 2016
	As at 31st March 2015
Sharing of Common expenses	99,103
Managerial Remuneration (Refer Note No : 26)	3,292,605
Remuneration to Company Secretary	385,020
	94,917
	2,647,230
	397,236

24 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.

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

	(in ₹)
	As at 31st March 2016
	As at 31st March 2015
Audit fees	171,750
Tax Audit fees	25,763
Certification matters	111,300
Taxation and other matters	11,450
Out of pocket expenses	1,632
	168,540
	33,708
	93,500
	301,633
	2,629

Notes forming part of the Financial Statements

26 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 2015-16	For the year 2014-15
Salary and Allowances	3,083,805	2,472,630
Contribution to Provident fund	208,800	174,600

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

27 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 ₹)	
	2016	2015
	Gratuity	(Non Funded)
I. Expenses recognized during the year		
1 Current Service Cost	115,106	90,808
2 Interest Cost	43,576	35,257
3 Actuarial Losses / (Gains)	(53,833)	108,416
Total Expenses	104,849	234,481
II. Net Asset/(Liability) recognized in the Balance Sheet as at 31 March 2016		
1. Present value of defined benefit obligation	670,772	565,923
2. Net Asset / (Liability)	(670,772)	(565,923)
III. Reconciliation of Net Asset/(Liability) recognized in the Balance Sheet as at 31 March 2016		
1 Net Asset/(Liability) at the beginning of year	(565,923)	(443,442)
2 Expense as per I above	(104,849)	(234,481)
3 Employer contribution	-	112,000
4 Net Asset/(Liability) at the end of the year	(670,772)	(565,923)

Notes forming part of the Financial Statements

IV. Actuarial Assumptions:

1 Discount rate	8.00%	7.70%
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 ₹ 104849 (₹ 234481) and leave benefits ₹ 163667 (₹ 189101).
- (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.

28 Disclosure of Closing stock

Sr.	Name of the Script (Quoted Shares/Debentures)	Face Value	Number of Shares	Amount ₹
1	Axis Bank Limited	2	8,250	1,532,332
2	Godrej Property Limited	5	6,000	1,672,321
3	HDFC Bank Limited	2	1,500	1,067,750
4	Hindalco Industries Limited	1	20,000	1,758,000
5	ICICI Bank Limited	2	12,750	2,207,418
6	ITC Limited	1	8,000	2,564,510
7	IFCI Limited	10	80,000	1,968,000
8	Kotak Bank Limited	5	1,500	980,814
9	Larsen and Toubro Limited	2	3,000	3,650,100
10	NTPC Limited	10	3,000	386,400
11	Oberoi Realty Limited	1	1,000	189,054
12	ONGC Limited	5	4,500	966,375
13	PTC India Limited	10	44,000	2,807,200
14	Reliance Industries Limited	10	7,400	6,647,267
15	Sri Ganapathy Mills Limited	10	400	1,232
16	State Bank of India	1	5,000	749,376
17	Tata Motors Limited	2	165	36,450
18	Tata Motors Limited - NPP Class A	2	1,167	163,544
19	Tata Steel Limited	10	50,000	15,975,000
20	The Indian Hotels Company Limited	1	8,000	15,313,500
21	Vedanta Limited	1	18,000	1,618,200
22	Voltas Limited	1	4,000	661,201
	Total			62,916,048

Note: Aggregate market value of quoted Shares is Rs 69634442

Notes forming part of the Financial Statements

Sr.	Name of the Mutual Fund Scheme(Quoted)	Face Value	Number of Units	Amount Rupees
1	Birla Sun Life Floating Rate Fund LT - Growth Regular Plan	100	536,753.878	97,500,000
2	DHFL Primerica Low Duration Fund - Growth Regular	10	2,937,184.222	59,467,113
3	DSP BlackRock Ultra Short term Fund- Regular Growth	10	6,415,720.348	70,000,000
4	Franklin India Low Duration Fund - Growth Regular	10	6,582,017.927	110,000,000
5	Franklin India Ultra Short Bond Fund - Growth	10	4,930,626.091	100,000,000
6	ICICI Prudential Ultra Short Term Fund- Regular - Growth	10	1,636,993.432	25,000,000
7	Reliance Medium Term Fund- Growth	10	2,683,414.581	84,000,000
8	Reliance Money Manager Fund - Growth	1000	338.727	700,000
9	Tata Short Term Bond Fund - Plan A Growth	10	1,334,571.816	37,500,000
	Total			584,167,113

Note: Aggregate market value of all units of Mutual Funds is Rs 585749538

29 Earnings Per share (EPS)

	2016	2015
a. Profit after Tax (Rs)	34,254,235	54,673,653
b. Weighted Average number of equity shares for Basic EPS (in number)	10,482,129	10,482,129
c. Nominal value of equity shares (Rs)	10	10
d. Basic and Diluted Earnings Per Share (EPS) (Rs)	3.27	5.22

30 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 Rs 12,30,657/- towards CSR expenditure out of which Rs 4,40,277/- is pertaining to previous year, spent on activities specified in Schedule VII of the Companies Act, 2013 .

31 The Company has purchased three flats in Orbit Terraces for an amount of Rs 175,100,000 (out of which Rs 109,981,368 has been paid and shown as Long Term Loans & Advances). There is delay in the project and the Company is unaware as to the possession date of these flats.

32 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.

Notes forming part of the Financial Statements

33 Schedule to the Balance Sheet for the year ended 31 March 2016

(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		-
4	Break-up of Investments :		
	Current Investments :		
	Quoted :		
	(i) Shares : (a) Equity		62,916,048
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		584,167,113
	(iv) Government Securities		-
	(v) Others - Commercial papers		-

TCFC FINANCE LIMITED

Notes forming part of the Financial Statements

	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			19,323,357
	(b) Preference			-
	(ii) Debentures and Bonds			84,909,000
	(iii) Units of mutual funds			-
	(iv) Government Securities			-
	(v) Others			-
	Unquoted :			
	(i) Shares : (a) Equity			550,000
	(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	-	-	-

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):		
			Amount (₹)
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	15,200,019	18,773,357
	(c) Other related parties	-	-
	Other than related parties	747,206,322	732,542,161
		762,406,341	751,315,518
7	Other Information		
			Amount (Rs.)
	(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

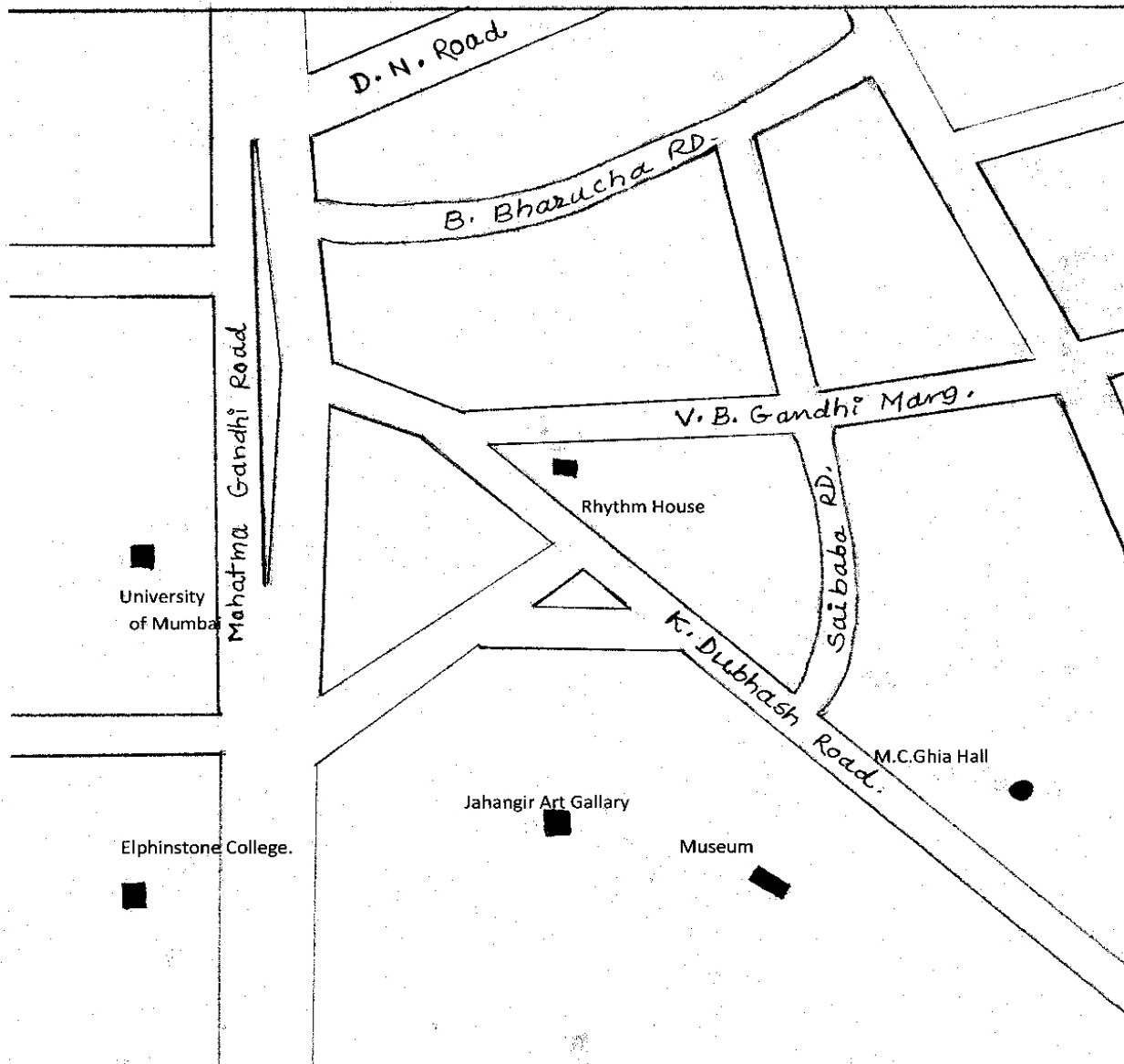
Place: Mumbai
Date : 19th May, 2016

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 (ACS : 36688)	Company Secretary

Route map to the venue of the AGM

M.C.Ghia Hall,
Bhogilal Hargovindas Building,
18/20, K. Dubhash Marg, Kalaghoda,
Fort, Mumbai-400 001.



TCFC FINANCE LIMITED**ATTENDANCE SLIP**

(CIN : L65990MH1990PLC057923)

Regd. Off. 501 / 502, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, Maharashtra.

Tel No : 022-22844701, 22840736 • Fax No : 022-22819237

E-mail: investorservices@tcfcfinance.com, tcfc1@hathway.com, Website: www.tcfcfinance.com

25th ANNUAL GENERAL MEETING ON 12th AUGUST, 2016.

Registered Folio / DP ID & Client ID		
Name and Address of the shareholder(s)		
Joint Holder (1)		
Joint Holder (2)		
No. of Shares		
I/We hereby record my/our presence at the 25th Annual General Meeting of the Company being held on FRIDAY, 12TH AUGUST, 2016 AT 10 30 AM AT M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 8/20, K Dubhash Marg, Mumbai 400 001		
I/We request you to take note of my/our following details for sending future documents, intimations by electronic mode		
Email Address	Contact Nos	Signature of Shareholder/Proxy
Note: Please complete the Name, Email Address, Contact Nos. sign this attendance slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL		
ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	SEQUENCE NO.
Note : Please read the instructions printer under "The Instructions to Members for e-voting in the Notice herewith. The Voting period starts from 9 30 AM on Tuesday August 9th, 2016, and ends at 5 00 PM on Thursday, August 11, 2016. The Voting Module shall be disabled by NSDL for voting thereafter.		
PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL		

TCFC FINANCE LIMITED**PROXY FORM**

(CIN : L65990MH1990PLC057923)

Regd. Off. 501 / 502, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, Maharashtra.

Tel No : 022-22844701, 22840736 • Fax No : 022-22819237

E-mail: investorservices@tcfcfinance.com, tcfc1@hathway.com, Website: www.tcfcfinance.com

25th ANNUAL GENERAL MEETING ON 12th AUGUST, 2016.

Name of the Members	Registered Folio / DPID & Client ID
I/We being member(s) of the above named	
Company hereby appoint	
1. Name _____ Address _____	
Email ID _____ Signature _____	
2. Name _____ Address _____	
Email ID _____ Signature _____	
3. Name _____ Address _____	
Email ID _____ Signature _____	
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Friday, August 12, 2016 and at any adjournment thereof in respect of following resolutions :	
S N	Resolutions
ORDINARY BUSINESS:	
1.	Adoption of Audited Financial Statements together with the Report of Directors and Auditor for the financial Year ended March 31, 2016
2.	Declaration of Dividend for the financial year ended March 31, 2016.
3.	Re-appointment of Mr.Dharmil A Bodani (DIN:00618333) who retires by rotation and being eligible, offers himself for re-appointment.
4.	Appointment of M/s. GMJ & Co, Chartered Accountants as Statutory Auditors of the Company.
SPECIAL BUSINESS	
5.	Re-appointment of Mrs.Tanla Deol (DIN 00073792) as Managing Director of the Company
6.	
Signed this _____ day of _____ 2016.	
Folio/DP ID / Client ID: _____	Signature of shareholders _____
Signature of Proxy Holder _____	
Affix Revenue Stamp Rs.1/-	

Note : 1. This form of Proxy in order to be effective, should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the meeting.

2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 25th Annual General Meeting

BOOK-POST

If undelivered, please return to :

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