

TCFC FINANCE LIMITED

26th September, 2025

To,

BSE Limited

Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001

Scrip Code: 532284

Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 of Voting Results

Dear Sir / Madam,

In compliance with Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, we attach herewith in the prescribed format, the details of the voting results of the business transacted at the 34th Annual General Meeting of the members of the Company held on Friday, 26th September, 2025 at 11:00 a.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

As required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Rules framed hereunder, the Company had provided e-voting facility to the Members to cast their votes electronically in respect of all businesses mentioned in the Notice of AGM.

A copy of the Report of Scrutinizer pursuant to Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, issued by Ms. Nisha Verma of M/s N.V & Associates., Company Secretaries, Mumbai is also attached herewith.

All the resolutions set out in the Notice of the 34th Annual General Meeting have been passed with requisite majority.

The aforesaid reports are being uploaded on the website of the Company at www.tcfcfinance.com and on the website of NSDL at www.evoting.nsdl.com

You are requested to take note of the above.

Thanking you,

Yours faithfully,

For TCFC Finance Limited

Zinal Shah

Company Secretary and Compliance Officer

CIN No.: L65990MH1990PLC057923

501/502, Raheja Chambers, Nariman Point, Mumbai- 400021. • Tel.: 022-35130943/0944/0945

E-mail: companysecretary@tcfcfinance.com / investorservices@tcfcfinance.com Website: www.tcfcfinance.com

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General information about company

Scrip code	532284
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE389D01013
Name of the company	TCFC FINANCE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-09-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:55 AM

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Scrutinizer Details

Name of the Scrutinizer	MS. NISHA VERMA
Firms Name	N.V. & ASSOCIATES
Qualification	CS
Membership Number	24487
Date of Board Meeting in which appointed	06-08-2025
Date of Issuance of Report to the company	26-09-2025

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Voting results

Record date	19-09-2025
Total number of shareholders on record date	17851
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	79
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)		To consider and adopt the Annual Standalone Financial Statements and Reports thereon for the financial year ended 31st March, 2025.							
Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary No							
Category	Mode of voting	Description of resolution considered							
		(1) No. of shares held	(2) No. of votes polled	(3)=[(2)/(1)]*100 % of Votes polled on outstanding shares	(4) No. of votes – in favour	(5) No. of votes – against	(6)=[(4)/(2)]*100 % of votes in favour on votes polled	(7)=[(5)/(2)]*100 % of Votes against on votes polled	
Promoter and Promoter Group	E-Voting		7133027						
	Poll	7133027		100.0000	7133027	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	7133027	7133027	100.0000	7133027	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	389186	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	389186	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		549278	18.5572	549105	173	99.9685	0.0315	
	Poll	2959916	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	2959916	549278	18.5572	549105	173	99.9685	0.0315	
	Total	10482129	7682305	73.2895	7682132	173	99.9977	0.0023	
		Whether resolution is Pass or Not.					Yes		
		Disclosure of notes on resolution							
		Add Notes							

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

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Resolution (2)										
Resolution required: (Ordinary / Special)										
Whether promoter/promoter group are interested in the agenda/resolution?										
Ordinary										
No										
To appoint a director in place of Mr. Dharmil A. Bodani, who retires by rotation and being eligible, offers himself for re-appointment										
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - against	(6)=[(4)/(2)]*100	% of votes in favour on votes polled	(7)=[(5)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		7133027	100.0000	7133027	0	100.0000	0.0000	0.0000	0.0000
	Poll	7133027	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
	Total		7133027	100.0000	7133027	0	100.0000	0.0000	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
	Poll	389186	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
	Total		389186	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
Public- Non Institutions	E-Voting		549278	18.5572	548545	733	99.8666	0.1334	0.1334	0.1334
	Poll	2959916	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
	Total		2959916	18.5572	548545	733	99.8666	0.1334	0.1334	0.1334
Total	Total	10482129	7682305	73.2895	7681572	733	99.9905	0.0095	0.0095	0.0095
Whether resolution is Pass or Not.										
Disclosure of notes on resolution										
Yes										
Add Notes										

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

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Resolution (3)										
Resolution required: (Ordinary / Special)										
Whether promoter/promoter group are interested in the agenda/resolution?										
Special										
Yes										
Description of resolution considered										
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in favour on votes polled	No. of votes - against	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7126677	99.9110	7126677	100.0000	0	100.0000	0.0000	0.0000
	Poll	7133027	0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	Total		7133027	7126677	99.9110	7126677	100.0000	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	Poll	389186	0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	Total		389186	0	0.0000	0	0.0000	0	0.0000	0.0000
Public- Non Institutions	E-Voting		549278	18.5572	548544	99.8664	734	99.8664	0.1336	0.1336
	Poll	2959916	0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	Total		2959916	549278	18.5572	548544	99.8664	734	99.8664	0.1336
Total	Total	10482129	7675955	73.2290	7675221	99.9904	734	99.9904	0.0096	0.0096
Whether resolution is Pass or Not.										
Disclosure of notes on resolution										
Yes										
Add Notes										

* this fields are optional

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

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Resolution (4)									
Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		To appoint Aabid & Co., Company Secretary in Practice as Secretarial Auditor of Company							
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	(6)=[(4)/(2)]*100	% of votes in favour on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7133027	100.0000	7133027	0	100.0000	0.0000	
	Poll	7133027	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	7133027	7133027	100.0000	7133027	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	389186	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	389186	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		549278	18.5572	549044	234	99.9574	0.0426	
	Poll	2959916	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	2959916	549278	18.5572	549044	234	99.9574	0.0426	
Total		10482129	7682305	73.2895	7682071	234	99.9970	0.0030	
Whether resolution is Pass or Not.									
Disclosure of notes on resolution									
Yes									
Add Notes									

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

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Resolution (5)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Special									
No									
To approve Reduction of Share Capital.									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		7133027	100.0000	7133027	0	100.0000	0.0000	
	Poll	7133027	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	7133027	7133027	100.0000	7133027	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	389186	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	389186	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		549278	18.5572	548513	765	99.8607	0.1393	
	Poll	2959916	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	2959916	549278	18.5572	548513	765	99.8607	0.1393	
Total	Total	10482129	7682305	73.2895	7681540	765	99.9900	0.0100	
Whether resolution is Pass or Not.									
Yes									
Disclosure of notes on resolution									
Add Notes									

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public- Non Institutions	



N. V. & Associates

PRACTICING COMPANY SECRETARY

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

☎ 8108230934, 8169667629 | ✉ nisha.sda@gmail.com / nisha.sda1@gmail.com

FORM NO. MGT-13

Report of the Scrutiniser

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

Mr. Dharmil Anil Bodani - Chairman,

34th Annual General Meeting of the Equity Shareholders of

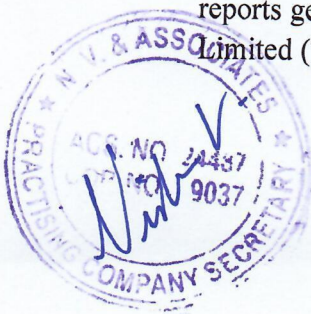
TCFC Finance Limited.,

Held on Friday, 26th September, 2025

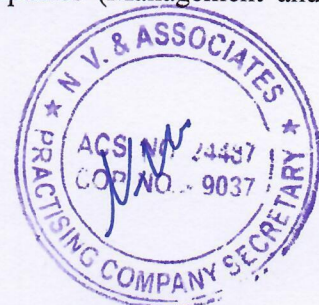
Through two-way video conferencing ('VC') or
other audio-visual means ('OAVM').

Dear Sir,

1. I, CS Nisha Verma, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of TCFC Finance Limited ("the Company") at its meeting held 06th August, 2025, for the purpose of scrutinising the remote e-voting and for conducting e-voting at the 34th Annual General Meeting ("34th AGM) and ascertaining the requisite majority on remote e-voting and e-voting at AGM, carried out as per the provisions of section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules, 2015 ("the Rules"), on the resolutions contained in the notice of the 34th AGM of the Equity Shareholders of the Company, held on 26th September, 2025 through two-way video conferencing ('VC') or other audio-visual means ('OAVM').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means and two-way video conferencing ('VC') or other audio-visual means ('OAVM') on the resolutions contained in the Notice of the 34th AGM of the members of the Company. My responsibility as a scrutiniser for the e-voting is restricted to ensure that the voting process, both through the remote e-voting and e-voting at the meeting are conducted in a fair and transparent manner and to make a consolidated Scrutiniser's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorised agency to provide e-voting facilities.



3. The 34th AGM of the Company was held on Friday, 26th September, 2025 at 11.00 a.m. through two way Video Conferencing ('VC') or other audio visual means ('OAVM') and the voting for the resolutions was transacted as per the Notice convening the 34th AGM, which was only through remote electronic voting process and electronic voting during the 34th AGM in compliance with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold Annual General Meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM is being conducted through VC / OAVM,
4. Pursuant to the MCA and SEBI circulars, the Notice of the 34th AGM and the statement setting out material facts under section 102 of the Act in respect of the respective resolutions proposed at the 34th AGM along with the Annual Report for financial year 2024-25 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the 34th AGM had been uploaded on the website of the Company at www.tefcfinance.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com respectively and the notice of the 34th AGM is also available on the website of National Securities Depository Limited ("NSDL"),(agency for providing the e-voting facility) i.e. www.evoting.nsdl.com
5. Since the 34th AGM was held pursuant to MCA Circulars pertaining to holding of the meeting through VC or OAVM, physical attendance of the members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for the appointment of proxies by the members was also dispensed with.
6. The members attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Act.
7. Further to above, I submit my report as under:
 - (1) The Company has provided the e-voting facility through NSDL on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.
 - (2) The notices were sent through email and they contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.



- (3) As prescribed in the said Rules, the Company has also published the advertisements on 02nd September, 2025 and they carried the required information as specified in the said rules.
- (4) The Members holding shares or beneficial interest in the shares, as on 19th September, 2025, (“cut off date”), were entitled to vote on the resolutions stated in the Notice of the 34th AGM of the Company.
- (5) The e-voting was commenced from 23rd September, 2025 (9.00 a.m.) and ended on 25th September, 2025 (5.00 p.m.) and NSDL e-voting platform was blocked in due time. After the closure of the voting at the 34th AGM the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinised.
- (6) The votes cast under remote e-voting facility were unblocked on 26th September, 2025, in the presence of two witnesses, who are not in the employment of the Company.
- (7) The e-voting data was scrutinised by me for verification of votes cast in favour and against of the respective Resolution.
- (8) Thereafter, the details containing, inter alia, list of Equity Shareholder, who voted “for”, “against” each of the resolutions that were put to vote, were generated from the e-voting website of NDSL i.e. <https://www.evoting.nSDL.com> The result of the e-voting exercised and the votes casted through electronic voting at the 34th AGM is as under:

Item No. 1 – as an Ordinary Resolution: - To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	105	7677680	99.94%
E-Voting at the AGM	7	4452	0.058%
Total	112	7682132	99.998%



(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	4	173	0.002%
E-Voting at the AGM	0	0	0
Total	4	173	0.002%

%%5%

(iii) Invalid votes

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

Item No. 2 – as an Ordinary Resolution: - To appoint a director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	103	7677120	99.93
E-Voting at the AGM	7	4452	0.058
Total	110	7681572	99.99

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	6	733	0.01
E-Voting at the AGM	0	00	
Total	6	733	0.01



(iii) Invalid Votes

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

Item No. 3 – as an Special Resolution: - Recommendation of renewal of the term of Re-Appointment and Revision of Remuneration of Mrs. Tania Deol as a Managing Director & Chief Executive Officer of the Company:

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	101	7670769	99.85%
E-Voting at the AGM	7	4452	0.058%
Total	108	7675221	99.908%

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	7	734	0.0095%
E-Voting at the AGM	0	00	0
Total	7	734	0.0095%

(iii) Invalid Votes

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
Remote E-Voting	1	6350
E-Voting at the AGM	0	0
Total	1	6350

Item No. 4 – as an Ordinary Resolution: - Appointment of M/s. Aabid & Co., as the Secretarial Auditor of the Company.

(i) Voted in favour of the Resolution:



Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	103	7677619	99.94%
E-Voting at the AGM	7	4452	0.058%
Total	110	7682071	99.996%

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	6	234	0.003%
E-Voting at the AGM	0	0	0
Total	6	234	0.003%

(iii) Invalid Votes

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

Item No. 5 – as a Special Resolution: - To approve the Reduction of Share Capital of the Company.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	101	7677088	99.93%
E-Voting at the AGM	7	4452	0.058%
Total	108	7681540	99.988%

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	8	765	0.0099%



E-Voting at the AGM	0	00	0
Total	8	765	0.0099%

(iii) Invalid Votes

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

8. You may accordingly declare the result of the voting by remote e-voting and through electronic voting at the meeting.

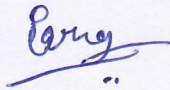
9. The above-mentioned resolutions are deemed to be passed as on the date of the 34th AGM.

Thanking you,

Place : Mumbai

Date: 26th September, 2025

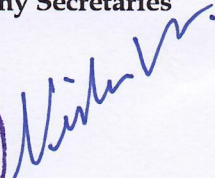
Witness:

1) PARAG LADHA - 

2) Rajendra Rajput - 

For N. V. & Associates
Company Secretaries




Nisha Verma
Proprietor
ACS- A24487
CP-9037

Peer Review Certificate no. 5458/2024

UDIN No. A024487G001355806

Scrutiniser for remote e-voting and
electronic voting at AGM

For and on behalf of TCFC Finance Limited
Dharmil A Bodani
Chairman
DIN No. 00618333