

TCFC FINANCE LIMITED

6th May, 2024

To,
BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 532284

Dear Sir/Madam,

Sub: Declaration of Results of Postal Ballot

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder, the Company had conducted the process of Postal Ballot by remote e-voting for seeking the consent of the members by means of passing Special Resolution for the business items mentioned in the Notice of the Postal Ballot.

On the basis of the report submitted by the scrutinizer, the Company hereby declares that the aforesaid resolution has been passed with requisite majority and such resolution is deemed to have been passed on the last date specified for remote e-voting i.e. May 5, 2024.

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and disclosure requirements) regulations, 2015, please find attached the result of the voting by Postal Ballot through remote e-voting along with the Scrutinizer's Report

For TCFC Finance Limited

Kinjal Sheth
Company Secretary

CIN No.: L65990MH1990PLC057923

Reg Off-501/502, Raheja Chambers, Nariman Point, Mumbai-400021. • Tel.: : 022-35130943/35130944/35130945.

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



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

To,
Chairman,
TCFC FINANCE LIMITED,
501/502 RAHEJA CHAMBERS NARIMAN POINT
FREE PRESS JOURNAL MARG, MUMBAI-400021.

Dear Sir,

1. I, CS NishaVerma, Practicing Company Secretary, have been appointed as Scrutiniser by the Board of Directors of TCFC Finance Ltd ("the Company") at its meeting held 28th March 2024, pursuant to section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinising the Postal Ballot through e-voting in respect of the below stated resolutions as proposed in the Postal Ballot Notice dated 28th March, 2024 and I submit my report as under:
2. The management of the Company is responsible to ensure the compliance under the provisions of Section 110 and other applicable provisions of the Companies 2013, as amended ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended (the Management Rules) General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022, dated May 5, 2022 , 11/2022 dated December 28, 2022 and 09/2023 dated 25th September, 2023 issued by Ministry of Corporate Affairs, Government of India, ("MCA Circulars") Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modifications and re-enactments thereof, for the time being in force) in respect of Postal Ballot through remote e-voting.
3. My responsibility as a scrutiniser for the e-voting is restricted to the extent that the voting process, both through the remote e-voting is conducted in accordance with the provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014.



and transparent manner and to make a 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.

4. Pursuant to the MCA and SEBI circulars, the Notice dated 28th March, 2024 and the explanatory statement setting out material facts under section 102 of the Act in respect of the respective resolutions proposed, was sent in electronics form only to those Members whose Email addresses are registered with the Company/ Depositories.
5. 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 6th April, 2024 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 29th March, 2024, ("cut off date"), were entitled to vote on the resolutions stated in the Notice dated 28th March, 2024.
 - (5) The e-voting was commenced from 06th April, 2024 (9.00 a.m.) and ended on 05th May, 2024 (5.00 p.m.) and NSDL e-voting platform was blocked in due time. After the closure of the voting, the report on done through electronics voting systems and it was generated in my presence and the voting was diligently scrutinised.
 - (6) The votes cast under remote e-voting facility were unblocked on 06th May, 2024, 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) The result of the e-voting exercised are as under:

Item No. 1 - as a Special Resolution: - APPROVAL FOR AN INCREASE IN THE REMUNERATION OF MRS. TANIA DEOL (DIN: 00073792), MANAGING DIRECTOR OF THE COMPANY.

(i) Voted in favour of the Resolution:

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
72	2639933	99.90%

(ii) Voted against the resolution:

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
15	2391	0.09%

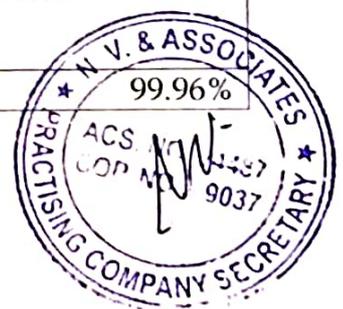
(iii) Invalid votes

Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
1	6350

Item No. 2 - as a Special Resolution: - APPROVAL FOR APPOINTMENT OF MS. JAYA VIRWANI (DIN10484924), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

(i) Voted in favour of the Resolution:

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
79	2647579	99.96%



(ii) Voted against the resolution:

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
8	995	0.037%

(iii) Invalid Votes

Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
0	0

Item No. 3 - as a Special Resolution: - APPROVAL FOR APPOINTMENT OF MR. ASHISH SINGH (DIN 10177465), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

(i) Voted in favour of the Resolution:

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
78	2647548	99.96%

(ii) Voted against the resolution:

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
9	1026	0.0387%

(iii) Invalid Votes

Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
0	0

Item No. 4 - as an Special Resolution: - APPROVAL FOR RE-APPOINTMENT OF MR. PRANAV JASANI (DIN: 01898059) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

(i) Voted in favour of the Resolution:

Number of members present	Number of votes cast by	% of total number of valid votes cast



and voting (in person or in case of Physical Poll, by proxy)	them	valid votes cast
76	2647245	99.95%

(ii) Voted against the resolution:

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
11	1329	0.05%

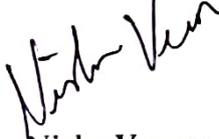
(iii) Invalid Votes

Number of members present and voting (in person or in case of Physical Poll, by proxy)	Number of votes cast by them
0	0

6. You may accordingly declare the result of the postal ballot process conducted through electronic voting system.
7. Based on the aforesaid result, we report that, the Special Resolutions as contained in the Notice of Postal Ballot dated 28th March, 2024 have been passed with requisite majority.

Thanking you,

For N. V. & Associates
Company Secretaries


Nisha Verma
Proprietor
ACS- A24487
CP-9037



UDIN No. A024487F000320772
Peer Review Regn. No. no. 5458/2024
Scrutiniser for postal ballot process
Conducted through electronic voting system

Witness No. 1

Ajit Manohar Gurey



Witness No. 2

Parag Ladethar



Countersigned and received the report

Place: Mumbai
Date: 06th May, 2024

Kinjal Sheth

Company Secretary

Resolution Item No. 1: Special Resolution

APPROVAL FOR AN INCREASE IN THE REMUNERATION OF MRS. TANIA DEOL (DIN: 00073792), MANAGING DIRECTOR OF THE COMPANY.

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 through Postal Ballot	7133027	2627300	36.83	2627300	0	100.00	0
Public Institutions		389186	0	0	0	0	0	0
Public Non-Institutions		2959916	15024	0.50	12633	2391	84.0855	15.9145
Total		10482129	2642324	25.2079	2639933	2391	99.9051	0.0903

Resolution Item No. 2: Special Resolution

APPROVAL FOR APPOINTMENT OF MS. JAYA VIRWANI (DIN10484924), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 through Postal Ballot	7133027	2633650	36.9219	2633650	0	100.00	0
Public Institutions		389186	0	0	0	0	0	0
Public Non-Institutions		2959916	14924	0.5042	13929	995	93.3329	6.6671



Total	10482129	2648574	25.2675	2647579	995	99.9624	0.0376
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Resolution Item No. 3: Special Resolution

APPROVAL FOR APPOINTMENT OF MR ASHISH SINGH (DIN 10177465), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 through Postal Ballot	7133027	2633650	36.9219	2633650	0	100.00	0
Public Institutions		389186	0	0	0	0	0	0
Public Non-Institutions		2959916	14924	0.5042	13898	1026	93.1252	6.8748
Total		10482129	2648574	25.2675	2647548	1026	99.9613	0.0387

Resolution Item No. 4: Special Resolution

APPROVAL FOR RE-APPOINTMENT OF MR. PRANAV JASANI (DIN: 01898059) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

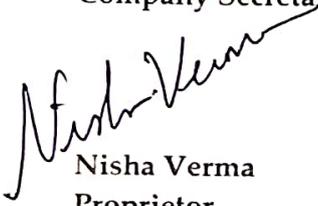
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting through Postal Ballot	7133027	2633650	36.9219	2633650	0	100.00	0
Public Institutions		389186	0	0	0	0	0	0
Public Non-Institutions		2959916	14924	0.5042	13595	1329	91.0949	8.9051
Total		10482129	2648574	25.2675	2647245	1329	99.9498	0.0502



The aforesaid resolutions were passed by requisite majority.

Thanking you,

For N. V. & Associates
Company Secretaries



Nisha Verma

Proprietor

ACS- A24487

CP-9037

UDIN No. A024487F000320772

Peer Review Regn. No. no. 5458/2024

Scrutiniser for postal ballot process

Conducted through electronic voting system



Place: Mumbai

Date: 06th May, 2024