

TCFC FINANCE LIMITED

11th August 2023

To,

BSE Limited
Listing Department
P.J.Towers,
Dalal Street
Fort, Mumbai – 400021

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 32nd Annual General Meeting of the members of the Company held on Thursday 10th August 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 32nd 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

Kinjal Sheth
Company Secretary

CIN No.: L65990MH1990PLC057923

Reg Off-501/502, Raheja Chambers, Nariman Point, Mumbai- 400021. • Tel.: 22844701 / 22-35130943/0944

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

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)	10-08-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:58 AM

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	10-05-2023
Date of Issuance of Report to the company	10-08-2023

Voting results	
Record date	03-08-2023
Total number of shareholders on record date	17638
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	56
No. of resolution passed in the meeting	2

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.				
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	7133027	100.0000	7133027	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	7133027	7133027	100.0000	7133027	0	100.0000	0.0000
Public- Institutions	E-Voting	389480	386666	99.2775	386666	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	389480	386666	99.2775	386666	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2959622	546811	18.4757	546308	503	99.9080	0.0920
	Poll							
	Postal Ballot (if applicable)							
	Total	2959622	546811	18.4757	546308	503	99.9080	0.0920
Total	Total	10482129	8066504	76.9548	8066001	503	99.9938	0.0062
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	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Dharmil A Bodani (DIN:00618333), who retires by rotation and being eligible, offers himself for re-appointment				
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	7133027	100.0000	7133027	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	7133027	7133027	100.0000	7133027	0	100.0000	0.0000
Public-Institutions	E-Voting	389480	386666	99.2775	386666	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	389480	386666	99.2775	386666	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2959622	546811	18.4757	546307	504	99.9078	0.0922
	Poll							
	Postal Ballot (if applicable)							
	Total	2959622	546811	18.4757	546307	504	99.9078	0.0922
Total	Total	10482129	8066504	76.9548	8066000	504	99.9938	0.0062
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	0
Public Insitutions	0
Public - Non Insitutions	0



N. V. & Associates

PRACTISING 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]*

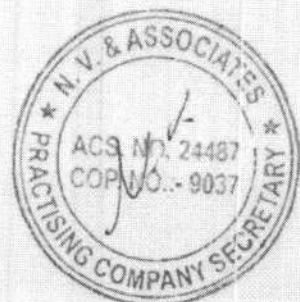
To,
Mr. Atul Desai- Chairman,
32nd Annual General Meeting of the Equity Shareholders of
TCFC Finance Ltd.,
Held on Thursday, 10th August, 2023
Through two-way video conferencing ('VC') or
other audio-visual means ('OAVM').

Dear Sir,

1. I, CS Nisha Verma, Practising Company Secretary, have been appointed as Scrutiniser by the Board of Directors of TCFC Finance Ltd ("the Company") at its meeting held 10th May, 2023, for the purpose of scrutinising the remote e-voting and for conducting e-voting at the 32nd Annual General Meeting ("32nd 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 32nd AGM of the Equity Shareholders of the Company, held on 10th August, 2023 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 32nd 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.



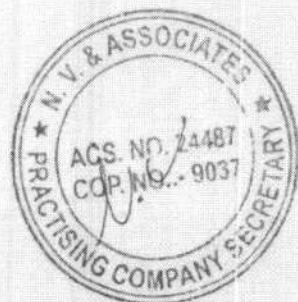
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a rule to be followed. The 32nd AGM of the Company was held on Thursday, 10th August, 2023 at 11.00 a.m. through two way Video Conferencing ('VC') or other audio visual means ('OAVM') and the voting for the resolutions was transacted as per the Notice convening the 32nd AGM, which was only through remote electronic voting process and electronic voting during the 32nd AGM in compliance with the applicable provisions of the Act (including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the 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 and Circular No. 02/2021 dated January 13, 2021, and Circular no. 10/2022 dated December 28, 2022 ("MCA Circulars") has permitted to conduct the Annual General meeting through video conferencing ("VC") or other audio-visual means ("OAVM") up to September 30, 2023 and Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and all other relevant circulars issued from time to time, physical attendance of the members to the AGM venue is not required and general meeting be held through video conference (VC) or other audio visual means (OAVM).
4. Pursuant to the MCA and SEBI circulars, the Notice of the 32nd AGM and the statement setting out material facts under section 102 of the Act in respect of the respective resolutions proposed at the 32nd AGM along with the Annual Report for financial year 2022-23 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the 32nd AGM had been uploaded on the website of the Company at www.tcfefinance.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 32nd 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 32nd 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 19th July, 2023 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 3rd August, 2023, ("cut off date"), were entitled to vote on the resolutions stated in the Notice of the 32nd AGM of the Company.
- (5) The e-voting was commenced from 07th August, 2023 (9.00 a.m.) and ended on 09th August, 2023 (5.00 p.m.) and NSDL e-voting platform was blocked in due time. After the closure of the voting at the 32nd 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 10th August, 2023, 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 NSDL i.e. <https://www.evoting.nsdl.com>. The result of the e-voting exercised and the votes casted through electronic voting at the 32nd 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, 2023, 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	93	8065994	99.99%
E-Voting at the AGM	5	7	0.000087
Total	98	8066001	99.990087%

(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	3	503	0.0062%
E-Voting at the AGM	0	0	0
Total	3	503	0.0062%

(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

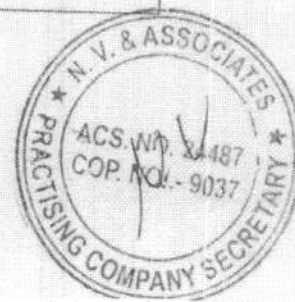
Item No. 2 – as an Ordinary Resolution: - To appoint a director in place of Mr. Dharmil A Bodani (DIN:00618333) who retires by rotation and being eligible, offers himself for re-appointment.

(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	92	8065993	99.99%
E-Voting at the AGM	5	7	0.000087%
Total	97	8066000	99.990087%

(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	504	0.0062%
E-Voting at the AGM	0	00	0
Total	4	504	0.0062%

(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 32nd AGM.

Thanking you,

Place: Mumbai

Date: 10th August, 2023

Witness:

1. PARAG LADDHA

Parag

601, Chavatri CHS, Opp Rajda School,
Borivali (W), Mumbai - 400092

2. Ajit M Guran

A/R, Flat No. 22, Akshardham Building,
Rajinipala, Malad (West), Mumbai - 400064

Countersigned and received the report

Kinjal Sheth

Company Secretary

Received

Kinjal
11/8/2023

For N. V. & Associates
Company Secretaries



Nisha Verma

Nisha Verma
Proprietor
ACS- A24487
CP-9037

UDIN No-A024487E000781144

Scrutiniser for remote e-voting and
electronic voting at AGM