

August 16, 2017

<p>BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Tel: 022 - 2272 1233 / 34 Fax: 022 - 2272 2131 / 1072/ 2037 / 2061 / 41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com</p> <p>Scrip Code: 501242</p>	<p>National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38 Email: cmlist@nse.co.in</p> <p>Scrip Code: TCIFINANCE</p>
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Sub: Disclosure of the voting results along with the Consolidated Scrutinizers Report of the 43rd Annual General Meeting held on August 14, 2017.

Dear Sir/Madam,


In furtherance to our letter dated August 14, 2017, intimating about the proceedings of the 43rd Annual General Meeting of the Company held on Monday, August 14, 2017, at 11:00 am at Plot no.20, Survey no.12, Near Rainbow Children Hospital, Kothaguda, Kondapur, Hyderabad-500084, we are now pleased to submit the following documents:-

- i. Consolidated Voting Results (Remote e-voting and poll) in the format prescribed under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached as **Annexure – I.**
- ii. Consolidated Report of the Scrutinizer issued by M/s. dvmgopal & associates, Practicing Company Secretaries, on the Remote e-voting and poll conducted at the 22nd Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, attached as **Annexure – II.**

We hereby confirm that all the resolutions for approval at the 43rd Annual General Meeting, as set out in the Notice dated May 02, 2017, have been passed with requisite majority by the members of the Company.

You are requested to kindly take above information on your records.

Thanking You
For TCI Finance Limited


Lakshmi Sharma
Company Secretary

NAME: TCI FINANCE LIMITED

SLNO	DESCRIPTION					
A	DATE OF AGM	14-08-2017				
B	BOOK CLOSURE DATE	07-08-2017 TO 14-08-2017 (BOTH DAYS INCLUSIVE)				
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	8342				
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	66				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	9	0	9	2851794	22.15417
	PUBLIC	54	3	57	206778	1.60636
	TOTAL	63	3	66	3058572	23.76053
E	No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available.					



Date of the AGM/EGM	TCI FINANCE LIMITED
Total number of shareholders on record date	14-08-2017
No. of shareholders present in the meeting either in person or through proxy:	8342
Promoters and Promoter Group:	9
Public:	57
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1	ORDINARY - Consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.						
Resolution required: (Ordinary/ Special)	No							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3148544	3148544	100.0000	3148544	0	100.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3148544	0	0.0000	00	0	0.0000	0.0000
	Total	3148544	3148544	100	3148544	0	100	0
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4063	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	955968	955968	9.8352	951738	4230	99.5575	0.4425
	Poll	194557	194557	2.0010	194557	0	100.0000	0.0000
	Postal Ballot (if applicable)	9719886	0	0.0000	00	0	0.0000	0.0000
	Total	1150525	1150525	11.8362	1146295	4230	99.6323	0.3677
	Total	12872493	4299069	33.3973	4294839	4230	99.9016	0.0984

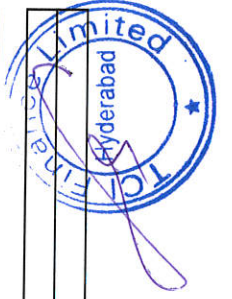
Resolution No.	2	ORDINARY - Re-appointment of Ms. Meera Madhusudan Singh (DIN: 00415866) who retire by rotation						
Resolution required: (Ordinary/ Special)								



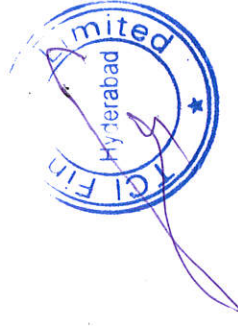
	Poll	Postal Ballot (if applicable)	4063	0	0.0000	00	0	0.0000	0	0.0000	0.0000
Public- Institutions											
Total											
E-Voting											
Poll											
Public- Non Institutions			9719886	955968	9.8352	950788	5180	99.4581	0	100.0000	0.5419
Total				194273	2.0016	194273	0	100.0000	0	100.0000	0.0000
Total				0	0.0000	00	0	0.0000	0	0.0000	0.0000
Total			12872493	1150241	11.8368	1145061	5180	99.5497	5180	99.5497	0.4503
Total				4298785	33.3951	4293605	5180	99.8795	5180	99.8795	0.1205

Resolution No.	4	Special - Re-appointment of Mr. Ramesh Sivaraman as Manager- Chief Executive									
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100				
Promoter and Promoter Group											
E-Voting		3148544	100.0000	3148544	0	100.0000	0.0000				
Poll		0	0.0000	00	0	0.0000	0.0000				
Postal Ballot (if applicable)	3148544	0	0.0000	00	0	0.0000	0.0000				
Total		3148544	100	3148544	0	100	0				
E-Voting		0	0.0000	00	0	0.0000	0.0000				
Poll		0	0.0000	00	0	0.0000	0.0000				
Public- Institutions	4063										
Total		0	0.0000	00	0	0.0000	0.0000				
E-Voting		955968	9.8352	950788	5180	99.4581	0.5419				
Poll		194557	2.0016	194557	0	100.0000	0.0000				
Public- Non Institutions	9719886										
Total		0	0.0000	00	0	0.0000	0.0000				
Total		1150525	11.8368	1145345	5180	99.5498	0.4502				
Total	12872493	4299069	33.3973	4293889	5180	99.8795	0.1205				

Resolution No.	5	Special - Approval of Borrowing Limits of Rs. 250 Crores									
Resolution required: (Ordinary/ Special)											



Public- Institutions	Poll	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0	0	0	0
	E-Voting	955968	9.8352	951738	4230	99.5575	0.4425
	Poll	194557	2.0016	194557	0	100.0000	0.0000
	Total	1150525	11.8368	1146295	4230	99.6323	0.3677
Public- Non Institutions	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000
	Total	1150525	11.8368	1146295	4230	99.6323	0.3677
	Total	4299069	33.3973	4294839	4230	99.9016	0.0984
	Total	12872493					





CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman,
M/s. TCI Finance Limited,
Plot no.20, Survey no.12,
Near Rainbow Children Hospital,
Kothaguda, Kondapur,
Hyderabad-500084

Dear Sir,

SUB: Consolidated Scrutinizers Report of E-Voting and Physical Voting at AGM
REF: Notice of 43rd Annual General Meeting

We M/s. dvmgopal & associates, Company Secretaries, represented by Mr. D.V.M. Gopal, were appointed as Scrutinizers by vide resolution passed by the Board at its Meeting held on May 02, 2017.

- a) To scrutinize the Remote E-voting process for the items to be transacted at the 43rd Annual General Meeting to be held on August 14, 2017 along with Ballots received, who could not access the remote E-voting;
- b) To scrutinize the Physical Ballot (Poll) voting process at the 43rd Annual General Meeting at 11.00 A.M on August 14, 2017 for the shareholders who have not opted to vote through the Remote e-voting process.

M/s Karvy Computershare Private Limited (Karvy), (Service Provider), has provided a system for recording the electronic votes of the Shareholders on all the items of the business (both Ordinary and Special Business) sought to be transacted at the 43rd Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website <https://www.evoting.karvy.com>.

The Company has also allowed physical voting through Poll System for those shareholders, who were present at the Company's Annual General Meeting held at 11.00 AM on August 14, 2017 and have not opted to vote through the remote e-voting process.

We hereby submit our report as under:

1. The remote e-voting period remained open from 09.00 A.M. on August 09, 2017 to 05.00 P.M. on August 13, 2017. Upon conclusion of the e-voting period, the E-voting votes were unblocked on August 14, 2017 at around 11.55 AM, in the presence of two witnesses' Ms. Ansu Thomas and Ms. Yamini Mathur, who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited in ballot box kept open for voting, upon completion, the same were un-locked in my presence.
3. The Shareholders as on August 07, 2017, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. On completion of voting at the Meeting, the Service Provider, M/s. Karvy Computershare Private Limited (Karvy) provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the Resolutions.
5. We have collated the votes downloaded from e-voting system and the votes cast through physical ballot to declare the final results for each of the resolution forming part of the AGM Notice and ascertained number of Shares voted "in favor" or "against" or "invalidated votes"

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6. Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted 'FOR', 'AGAINST' and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the results by the Company.

We hereby submit Consolidated Scrutinizer's Report as per the provisions of Section 108 of the Companies Act, 2013 and Clause 44 of the Listing Regulation, containing the following results for every resolution under **E-Voting & Physical voting**:

ITEM NO. 1: Ordinary Resolution- Adoption of the Audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon & Adoption of the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2017:

1	Total No. of Members responded	65
2	Total No. of Votes / Shares received	4307469
3	Total No. of Valid Votes/Shares	4299069(100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
4294839(99.90%)	4230(0.10%)	8400
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
61	2	2

ITEM NO. 2: Ordinary Resolution- Re-Appointment of Ms. Meera Madhisudan Singh (DIN:00415866) as Director retiring by rotation:

1	Total No. of Members responded	65
2	Total No. of Votes / Shares received	4307469
3	Total No. of Valid Votes/Shares	4299069(100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
3046874(70.87%)	1252195(29.13%)	8400
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
57	6	2



ITEM NO. 3: Ordinary Resolution- Ratification of the appointment of M. BhaskaraRao & Co. Chartered Accountants (Firm Registration No. 000459 S) as Statutory Auditors:

1	Total No. of Members responded	65
2	Total No. of Votes / Shares received	4307469
3	Total No. of Valid Votes/Shares	4298785(100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
4293605(99.88%)	5180(0.12%)	8684
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
59	3	3

ITEM NO. 4: Special Resolution-Re-Appointment of Mr. Ramesh Sivaraman as the Manager of the Company:

1	Total No. of Members responded	65
2	Total No. of Votes / Shares received	4307469
3	Total No. of Valid Votes/Shares	4299069 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
4293889(99.88%)	5180(0.12%)	8400
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
60	3	2

ITEM NO. 5: Special Resolution-Approval for borrowing powers of the Company pursuant to section 180(1)(c) of Co. Act 2013:

1	Total No. of Members responded	65
2	Total No. of Votes / Shares received	4307469
3	Total No. of Valid Votes/Shares	4299069(100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
4294839(99.90%)	4230(0.10%)	8400
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
61	2	2



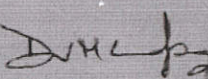
ITEM NO. 6: Special Resolution-Approval for creation of mortgage or charge on all or any part of the immovable or moveable properties of the Company pursuant to section 180(1)(a) of Co. Act 2013:

1	Total No. of Members responded	65
2	Total No. of Votes / Shares received	4307469
3	Total No. of Valid Votes/Shares	4299069(100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
4294839(99.90%)	4230(0.10%)	8400
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
61	2	2

We further confirm that the Registers and records generated from the remote e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic and Physical means are being maintained in electronic form.

The Registers and all other records/papers relating to e-voting and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

For **dvmgopal&associates,**
Company Secretaries,


D V M Gopal
Proprietor
C P No. 6798
FCS No. 6280



Place: **Hyderabad**
Date: **15.08.2017**