



April 12, 2017

To
The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

To
The Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex, Bandra
(E), Mumbai - 400 051.

Dear Sirs,

Sub: Compliance certificate under regulation 7(3) of the SEBI (LODR) Regulations, 2015-reg.

Ref: Scrip Code 501242 (BSE); TCIFINANCE (NSE)

Please find enclosed the **Compliance certificate under regulation 7(3)** of the SEBI (LODR) Regulations, 2015 for the half year ended March 31, 2017 for your information and records.

Kindly acknowledge the receipt of the above.

Thanking You,
For TCI Finance Limited

Lakshmi Sharma
Company Secretary

R:/KCEL/TEL/AUDIT/55A
DATE:05/04/2017

THE COMPANY SECRETARY
TCI FINANCE LIMITED
REGISTERED AND HEAD OFFICE
PLOT NO.20, SURVEY NO.12
KOTHAGUDA, KONDAPUR
HYDERABAD
500081

Dear Sir/Madam

This is in accordance with the circular No.dccc/fittc/cir-16/2002 dated 31.12.2002 issued by Securities & Exchange Board of India advising Issuer/Listed Companies for a quarterly Reconciliation of share capital Audit. We confirm as follows for the quarter ended 31/03/2017.

1. That the Total issued capital of the company is 12872493 Equity Shares of Rs.10/- each, out of which:
 - a) 2004 Shareholders representing 1121381 Equity Shares constituting 8.71% of the subscribed and paid up capital are held in Physical Form.
 - b) 3376 Shareholders representing 9864923 Equity Shares constituting 76.64% of the subscribed and paid up capital are held in Electronic Form through NSDL.
 - c) 2239 Shareholders representing 1886189 Equity Shares constituting 14.65% of the subscribed and paid up capital are held in Electronic Form through CDSL.
2. We confirm that the register of members is being maintained in Electronic Form only and the same is up to date.
3. All the Dematerialisation requests received during the period under report were confirmed within 21 days.

Thanking You

Yours faithfully,
for KARVY COMPUTERSHARE (P) LIMITED


M R V SUBRAHMANYAM
General Manager

Karvy Computershare Private Limited

Corporate office: "Karvy Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Gachilbowli, Hyderabad- 500 032. Telangana, INDIA. T: +91-40-67162222, 33211000, F: +91-40-23420814, e-mail: support@karvy.com

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