

TCFC FINANCE LIMITED

Date: 30th August, 2021

To,
The Manager,
Corp Relations Dept,
BSE Ltd
P J Towers,
Dalal Street,
Fort,
Mumbai 400 001

Scrip Code: 532284

Sir/Madam,

Sub. : Submission of Annual Report and Notice Convening 30th Annual General Meeting.

Pursuant to Regulation 34(1) of the 'Listing Regulations', we hereby submit the Annual Report of the Company for the Financial Year 2020-2021 along with the Notice of the 30th Annual General Meeting of the Company.

You are requested to take the same on your record.

Thanking You,

For TCFC Finance Limited

**Kinjal Sheth
Company Secretary**

Encl: A/a

CIN No.: L65990MH1990PLC057923

Reg Off-501/502, Raheja Chambers, Nariman Point, Mumbai- 400021. • Tel.: 22844701 / 0736;22819237.

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

**30th Annual Report
2020 - 2021**

TCFC FINANCE LIMITED

BOARD OF DIRECTORS

MR. ATUL DESAI	CHAIRMAN & INDEPENDENT DIRECTOR
MR. VENGENDUR SRIKUMAR SRINIVASAN	INDEPENDENT DIRECTOR
MRS. TANIA DEOL	MANAGING DIRECTOR
MR. VENKATESH KAMATH	EXECUTIVE DIRECTOR & CFO
MR. DHARMIL BODANI	NON EXECUTIVE DIRECTOR
MR. PRANAV S JASANI	INDEPENDENT DIRECTOR

COMPANY SECRETARY

MISS. KINJAL SHETH

AUDITORS

GMJ & Co.
CHARTERED ACCOUNTANTS

SECRETARIAL AUDITOR

AABID & CO
COMPANY SECRETARIES

BANK

HDFC BANK LIMITED
ICICI BANK LIMITED

REGISTERED OFFICE

501/502 RAHEJA CHAMBERS,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI- 400 021
Tel: 022-22844701/0736, 22819237
Website:www.tcfcfinance.com
Email: investorservices@tcfcfinance.com

30TH ANNUAL GENERAL MEETING

On Thursday, 23rd September 2021, at 11:00 am (IST)/BY MEANS OF VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”) ON ACCOUNT OF OUTBREAK OF COVID-19 (CORONAVIRUS) PANDEMICAND IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 30th (THIRTIETH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TCFC FINANCE LIMITED WILL BE HELD ON THURSDAY, 23RD SEPTEMBER, 2021 AT 11:00A.M. INDIAN STANDARD TIME (“IST”). THE ANNUAL GENERAL MEETING SHALL BE HELD BY MEANS OF VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) ON ACCOUNT OF OUTBREAK OF COVID-19 (CORONAVIRUS) PANDEMIC AND IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS & SEBI, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend for the financial year ended on 31st March, 2021
3. To appoint a director in place of Mr. Dharmil Bodani (DIN: 00618333), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **RECOMMENDATION OF RENEWAL OF THE TERM OF RE-APPOINTMENT OF MRS. TANIA DEOL AS A MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Tania Deol (DIN: 00073792) as the Managing Director and Chief Executive Officer of the Company for a period of five years w.e.f. July 1, 2021 to June 30, 2026 on such terms and conditions between Mrs. Tania Deol and the Company including remuneration as mentioned below and as approved by the Nomination & Remuneration Committee and the Board of Directors, subject to approval of the members in the ensuing Annual General Meeting of the Company.

TERMS AND CONDITIONS FOR RE-APPOINTMENT OF MANAGING DIRECTOR & CEO:

- a) **Period:** Five years from 1st July, 2021
- b) **Salary :**Basic Salary: Rs. 1,00,000/- (Rupees One lakh only) per month
- c) **Commission:** 1% of the net profits of the Company as per Audited Profit & Loss Account per year or such other amount as may be decided by the Board in its absolute discretion for each financial year (or part thereof), subject, however that the total remuneration (i.e. Salary, Commission and Perquisites) in any one financial year shall not exceed the limits prescribed from time to time under 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force)
- d) **Perquisites:**

Housing: The Company shall pay house rent allowance up to 60% of the salary or fully furnished accommodation.

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962 subject to ceiling of 10% of the salary

Medical Reimbursement: The Company shall reimburse the Managing Director, actual medical expenses including hospitalization, nursing home and surgical charges for self and family, subject to ceiling of one month's salary in a year or three month's salary in a block of three years.

Leave Travel Concession: The Company shall reimburse the Managing Director actual traveling expenses for proceeding on leave from Mumbai to any place in India and returning there from once in a year for self and family, in accordance with the rules of the Company.

Personal Accident Insurance and Mediclaim Premium: The Company shall arrange to insure the Managing Director against personal accident risk as per the Rules of the Company and also reimburse Mediclaim Premium Expenses

Club Fees: The Company shall arrange to reimburse the Annual Membership fees for any one club in India.

Contribution to Provident Fund, Superannuation Fund and Annuity Fund: The Company shall arrange to contribute to the provident fund, superannuation fund or annuity fund as per the Rules of the company, however the same will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity: The Company shall arrange to pay the gratuity at a rate not exceeding half a month's salary for each completed year of service.

Conveyance facilities: Provision of the car with driver for use on Company's business and telephone at residence will not be considered perquisites. Fuel costs, repairs, maintenance and running expenses including driver's salary shall be reimbursed by the Company.

Telephone and other communication: The Company shall reimburse telephone, internet connectivity and other communication expenses incurred for office as well as at her residence.

Overall Remuneration: The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit so as not to exceed the limits prescribed or to be prescribed from time to time under 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force).

Minimum Remuneration: In the event of loss or inadequacy of profit in any year, remuneration including perquisites as aforesaid will be paid to Mrs. Tania Deol in accordance with the applicable provisions of the schedule V of the Companies Act, 2013 and will be adjusted appropriately. Subject to the superintendence, control and directions of the Board, the Managing Director shall perform such duties and functions as would be commensurate with her position as Managing Director of the company and as may be delegated to her by the Board from time to time. The appointment may be terminated by either party giving the other party three months' notice. The Managing Director shall not be entitled to receive any sitting fees for attending the meetings of the Board or Committees thereof. Subject to the provisions of the Companies Act, 2013, the Managing Director shall not while she continues to hold the office of the Managing Director be subject to retirement by

rotation but she shall (ipso facto) immediately cease to be the Managing Director if she ceases to hold the office of Director of the Company for any cause whatsoever.

RESOLVED FURTHER THAT any of the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said reappointment as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution."

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

Place: Mumbai

Date: 25th June,2021

Regd Off Add:

501/502 Raheja Chambers,
Free Press Journal Marg,
Nariman Point,
Mumbai- 400021

NOTES:

1. **In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 and January 15, 2021 (“SEBI Circulars”) permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue.** The deemed venue for the Annual General Meeting shall be the Registered Office of the Company.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item No. 4 is annexed hereto. The relevant details of the Directors seeking appointment/re-appointment under Item No. 3 & 4, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is annexed herewith in the Report.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Members who are intending to send their authorized representatives to attend the Meeting are requested to send to the Company a scanned copy (PDF/JPEG Format) of the certified Board Resolution pursuant to section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-2021 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA & SEBI Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-2021 will also be available on the Company's website www.tcfcfinance.com; website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
6. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. For Members who have not registered their email addresses, kindly register the same by writing an email at investorservices@tcfcfinance.com and marking a cc to vshiralkar@tcfcfinance.com as the copies of this Notice as well as the other documents will be sent by email, in view of the COVID-19 (Coronavirus) pandemic and the Applicable Circulars.
7. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013
8. In case of Joint Shareholders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from 17th September, 2021 to 23rd September, 2021 (both days inclusive) for the purpose of the Annual General Meeting.
10. During the year 2020-21, the Company declared Dividend of Rs. 1.50 per equity share (i.e. 15 % of face value of Rs.10/- per share). The same shall be considered as final dividend.
11. Members may note that pursuant to the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct tax at source at the time of making payment of the said Final Dividend.

Shareholders are requested to furnish appropriate declarations and documents by 13th September, 2021 by email to investorservices@tcfcfinance.com and vshiralkar@tcfcfinance.com
12. As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company by the Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

13. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID investorservices@tcfcfinance.com and marking cc to companysecretary@tcfcfinance.com till the date of AGM.

14. Members seeking any information or clarification on the accounts are requested to send in writing queries to the Company, at least ten days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

15. Registration of email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with Company/Depositories or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

For receiving all communication (including Annual Report) from the Company electronically:

In case of the Shares held in Physical mode:

Members holding the shares in physical form are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the Company along with the self-attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Kindly submit the the necessary information to our share department at our email address i.e. investorservices@tcfcfinance.com and vshiralkar@tcfcfinance.com

In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

16. In order to help the Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the Website of the Company, www.tcfcfinance.com.

17. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be

processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

19. The Company has designated an exclusive email Id viz. investorservices@tcfcfinance.com and marking cc to vshiralkar@tcfcfinance.com to enable the investors to post their grievances, if any, and monitor redressal of the same.

20. Pursuant to the provisions of section 124(6) of the Companies Act, 2013, the Company has transferred/ will transfer the unpaid or unclaimed dividends and unclaimed shares for the respective financial years from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Here under are the details of Dividend paid by the Company and their respective due dates of transfer of unclaimed / un-cashed dividends to the designated fund of the Central Governments

Date of Declaration of Dividend	Dividend For the Year	Due date of Transfer to the Government
1 st August, 2014	2013-2014	October, 2021
27 th August, 2015	2014-2015	October, 2022
12 th August, 2016	2015-2016	October, 2023
16 th August, 2018	2017-2018	October, 2025
2 nd August, 2019	2018-2019	October, 2026

21. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (“Rules”) as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more as on September 7, 2021 shall be transferred by the Company to Investor Education and Protection Fund (“IEPF”). These details are also available on the Company’s website www.tcfcfinance.com Shareholders are requested to claim the dividend on these equity shares latest by September 7, 2021 to avoid aforesaid transfer of shares. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders

TCFC FINANCE LIMITED

will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in

22. Members, who still hold shares in physical form are advised to dematerialize their shareholding to avail the numerous benefits of dematerialization which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

23. A brief profile of the Directors of the Company seeking appointment/re-appointment and as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 is given in the report.

24. Instructions for Attending AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited

(NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.tcfcfinance.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / telephone no 1800-222-990 or contact Mr. Sagar Gudhate, Senior Manager, NSDL, Email: sagarg@nsdl.co.in, Tel: +91 7506682282 / Ms. Pallavi Mhatre, Manager, NSDL, Email: pallavid@nsdl.co.in, Mob: 07506682281
- Members are encouraged to join the AGM through personal computers / laptops for better user experience. Also, Members will be required to have stable internet / broadband connection to avoid any disturbance during the meeting. Please note that Members joining the AGM through mobile devices, tablets or through personal computers / laptops connected via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate the aforesaid glitches.
- In compliance with the provisions of Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Secretarial Standard No. 2 on General Meetings, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronic means and business may be transacted through such voting. The Company has engaged the services of the NSDL to provide the e-voting facility

- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries at-least seven (7) days prior to the date of AGM i.e. 16th September, 2021 by 5.00 pm mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@tcfcfinance.com Questions / queries received by the Company shall only be considered and responded during the AGM.
- Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
- Shareholders/ Members are allowed to use camera and should use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- The remote e-voting period commences on Sunday, 19th September , 2021 at 9.30am and ends on Wednesday 22nd September, 2021 at 5.00 p.m. During this period, the members' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of E-voting i.e. 16th September, 2021 may cast their vote by remote e-voting. The remote e-voting module will be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to the amount paid-up on the total number of shares held by the respective member with the total share capital issued by the Company as on the cut-off date.Cut-off date is for determining the eligibility to vote by electronic means or at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information only. A member as on the cut-off date shall only be entitled for availing the remote e-voting facility or vote, as the case may be, at the AGM. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- Since the AGM will be held through VC / OAVM, the Route Map and the Attendance Slip of the Annual General Meeting is not annexed to this Notice.

The instructions for shareholders for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="608 1507 1145 1816" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with

TCFC FINANCE LIMITED

your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nisha.nvfirm@gmail.com with a copy marked to evoting@nsdl.co.in and companysecretary@tcfcfinance.com to verify the same.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sagar Ghudate -Senior Manager-NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorservices@tcfcfinance.com or vshiralkar@tcfcfinance.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investorservices@tcfcfinance.com or vshiralkar@tcfcfinance.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

DECLARATION OF RESULTS OF THE VOTING AFTER THE AGM:

Miss. Nisha Verma- Company Secretary Partner of **N. V. & Associates**, Company Secretaries has been appointed as the Scrutinizer for providing the facility to the members of the Company to scrutinize the e-voting on the day of AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of electronic voting at the AGM, will unblock the votes casted through remote e-voting and through electronic voting at the AGM in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or to any Director or any person authorized by the Chairman, within a period of not exceeding 48 hours from the conclusion of the Meeting, who shall countersign the same and declare the results of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tcfcfinance.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

ANNEXURE TO ITEM NO. 3

Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges)

Sr. no.	Name of Director	Mr. Dharmil A. Bodani
1.	Date of Birth	27/04/1970
2.	Age	51 yrs
3.	Date of Appointment	27 th August, 2015
4.	DIN	00618333
5.	Expertise in specific functional area	He is having vast experience in Fragrance, Flavors and Chemicals Industry for more than 25 years. His expertise in Finance and General Management is beneficial to the Company
6.	Qualifications	BCOM
7.	Names of other listed entities in which he holds the directorship as on March 31, 2021	Oriental Aromatics Limited (Managing Director)
8.	Names of entities/unlisted Public Companies in which he holds Membership/Chairmanship of Committees as on March 31, 2021 (Only Audit Committee & Stakeholders Relationship Committee considered)	Audit Committee: Oriental Aromatics Ltd- Member Stakeholders Relationship Committee: Oriental Aromatics Ltd- Member TCFC Finance Limited - Member
9.	Relationships, if any, between Directors inter- se	NIL
10..	Number of shares and convertible instruments held by non-executive directors	NIL

ANNEXURE TO ITEM NO. 4

Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges)

Sr. no.	Name of Director	Mrs. Tania Deol
1.	Date of Birth	24/01/1976
2.	Age	45 yrs
3.	Date of Appointment	1 st July, 2016
4.	DIN	00073792
5.	Expertise in specific functional area	She is having an experience of a decade in managing the NBFC business. Her expertise in General Management is beneficial to the Company
6.	Qualifications	F.Y. B.A. and Diploma in Architecture and Designing
7.	Names of other listed entities in which she holds the directorship as on March 31, 2021	NIL
8.	Names of listed entities/unlisted Public Companies in which she holds Membership/Chairmanship of Committees as on March 31, 2021 (Only Audit Committee & Stakeholders Relationship Committee considered)	Stakeholders Relationship Committee: TCFC Finance Limited - Member
9.	Relationships, if any, between Directors inter- se	NIL
10.	Number of shares and convertible instruments held by non-executive directors	6350 Equity shares

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

Place: Mumbai

Date: 25th June, 2021

Regd Off Add:

501/502 Raheja Chambers,
Free Press Journal Marg,
Nariman Point, Mumbai- 400021

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

It is desirable that day to day management of the Company which involves investment in securities is entrusted to a Managing Director, who would be in a better position to control and supervise over the day-to-day management and to effect viable coordination between the management and the Board of Directors.

Subject to the recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 4th February, 2021 decided to re-appoint Mrs. Tania Deol as Managing Director of the Company with effect from 1st July, 2021 subject to approval of the members in the Annual General Meeting. The terms and conditions including remuneration payable are stated in the resolution above for her appointment as a Managing Director of the Company.

None of the Directors/ Key managerial personnel of the Company or their relatives except Mrs. Tania Deol are, in any way, concerned or interested, financially or otherwise, in these resolution at item No. 4 of the Notice. The Board recommends resolution under Item No. 4 to be passed as a Special Resolution.

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

Place: Mumbai

Date: 25th June, 2021

Regd Off Add:

501/502 Raheja Chambers,
Free Press Journal Marg,
Nariman Point, Mumbai- 400021

TCFC FINANCE LIMITED

DIRECTORS REPORT

To the Members of,

TCFC FINANCE LIMITED

The Directors have pleasure in presenting the 30th Annual Report of the Company together with the Audited Annual Accounts for the year ended March 31, 2021.

FINANCIAL RESULTS

	(₹ in lacs)	
	Year ended March 31, 2021	Year ended March 31, 2020
Total Revenue from operations	1164.57	123.12
Profit/(Loss)before tax	1104.21	(42.19)
Less: Provision for Tax	150.05	(50.97)
Net Profit/(Loss) after tax	954.16	8.78
Other Comprehensive Income	0.38	(0.90)
Total Comprehensive Income	954.55	7.88

OPERATIONS

Compared to previous year's Profit of Rs. 8.78 lakhs, this year, your company has earned a profit of Rs 1104.21 lakhs before provision of tax and after deducting tax it comes to a profit of Rs 954.16 Lakhs

DIVIDEND

Your directors have recommended a dividend to be paid out of current year profits of Rs. 1.50 per equity share for the financial year ended 31st March, 2021. The dividend payable shall be subject to the approval of the Members at the ensuing Annual General Meeting

MANAGEMENT DISCUSSION AND ANALYSIS

• Industry Structure and Developments

2020 was a year that defined 'what was' and 'what will be'. It was a year that segregated the resilient from the vulnerable. Indian economy has been exhibiting a weaker trend even before the onset of the COVID-19 Pandemic. Right from the country's phased lockdown and slump in business activities to the gradual recovery and the ongoing vaccination drive globally, it's been nothing short of a roller coaster ride. The year unfolded quite dramatically as it brought along both unprecedented crisis and uncharted opportunities for the economy. The Reserve Bank of India's (RBI) prompt response during the crisis helped avert a financial collapse. It implemented measures like slashing interest rates, announcing fiscal stimulus package and allowing loan moratorium, among others. Together, these measures helped stabilise the economy.

The Indian economy is showing decisive and strong signs of recovery. These positive signals are underpinned by the confidence post the vaccine roll out, low interest rates, resurgence of consumer confidence and other investment attracting measures. With strong prospects of robust growth gaining grounds in consumption and investment, along with a lower base effect, GDP is estimated to grow at 11.0% in FY22.

Non-Banking Financial Companies (NBFC) have rapidly emerged as an important segment of the Indian financial system. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganized sector such as wholesale & retail traders, small-scale industries and small borrowers at the local level.

NBFC is a heterogeneous group of financial institutions, performing a wide range of activities like hire-purchase finance, vehicle financing, equipment lease finance, personal loans, working capital loans, consumer loans, housing loans, loans against shares and investment, etc.

• Opportunities and Threats

Your Company being an investment Company seeks opportunities in the capital market. The volatility in stock indices in the financial year under report represents both an opportunity and challenge for the Company.

As a long-term strategy, the Company has made investments in equities, mutual funds and fixed income securities and is looking forward for a sustainable growth in its investee Companies in the coming years which would enhance the shareholders' value.

- **Segment Wise / Product Wise Performance**

The Company operates in single business segment i.e. NBFC, it has witnessed considerable growth in the last few years and is now being recognised as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc

Your Company is engaged only in investment activities and no other business activities. Hence, the requirement of segment-wise reporting is just for one segment.

- **Business Outlook**

The Company is mainly engaged in the business of financing and investment in bodies corporate in order to yield greater revenue for its stakeholders. The Management of the Company is looking for a steady growth of the Company and aims at maximizing the shareholders wealth by way of earning maximum profits at low investment costs.

- **Risks and areas of concern**

Sudden regulatory changes, or increase in regulatory scrutiny/restrictions or unexpected events generally referred to as black swan events may affect the manner in which the markets react. As your company's business is purely into investment activities, the capital market developments may affect the gains and profitability of the Company.

However, the management is of the opinion that the Company can withstand such market fluctuation as the investment portfolio of the Company is based on a conservative approach to maximize the returns keeping in view the market fluctuations.

- **Internal Control Systems and Adequacy**

The Company has satisfactory internal control system. The adequacy of the internal control system is reviewed by the Audit Committee of the Board of Directors. Your Company has taken proper and sufficient care for the maintenance of adequate accounting records as required by various Statutes. Internal Auditor, the Audit Committee and Statutory Auditors have full and free access to all the information and records as considered necessary to carry out their responsibilities.

- **HUMAN RESOURCES:**

The Company's current activities do not require engagement of significant human resource. However, requisite qualified and experienced personnel have been engaged to take care of organization need of human resource. The Company will engage requisite human resource as and when required.

- **Future Outlook:**

As stated earlier, Covid-19 may have a lasting impact on the Indian economy and that of the world. This will also impact the capital markets on which our company depends for its investment activities.

The government is expected to initiate various measures for revival of the economy including reforms in labour sector, banking, support to MSMEs, reviving rural demand, and many others. It is to be hoped that such measures will help in stabilizing the economy and taking it forward.

In this context, your company will continue with the strategy of investment in equities, mutual funds and fixed income securities, adopting a very conservative approach to such investments.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis that address expectations about the future, including but not limited to statement about Company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements and these forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised

Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations, include among others, economic conditions affecting demand/supply and price conditions in global and domestic markets, changes in government regulations, Tax laws and other statutes and incidental factors.

TCFC FINANCE LIMITED

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Thus, disclosure in form AOC-2 is not required.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The details of the related party transactions as required under Accounting Standard - 18 are set out in note to the financial statements forming part of this Annual Report.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on Company's website at http://www.tcfcfinance.com/wp-content/uploads/2018/07/Policy_on_Related_Party_Transactions-revised.pdf

DEPOSITS

Being a non-deposit accepting NBFC Company, your Company has not accepted any deposits from the public / members under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

STATUTORY AUDITORS & REMARKS ON AUDITOR' S REPORT

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. GMJ & Co, Chartered Accountants, (Firm registration No. 103429W), were appointed as Company's Statutory Auditors for 5 years to hold office till the conclusion of the 32nd Annual General Meeting, subject to ratification by the members at every Annual General Meeting until the expiry of the period of original appointment as may be necessitated by the Act from time to time.

The Ministry of Corporate Affairs vide its notification dated 7th May 2018 has done away with the requirement of the ratification of the appointment of Statutory Auditors at every Annual General Meeting and hence M/s. GMJ & Co. shall continue as Statutory Auditors for the remaining period of the term till the conclusion of the 32nd Annual General Meeting of the Company.

Further, The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer. Further, the Statutory Auditors have not reported any incident of fraud during the year under review to the Audit Committee of your Company

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2021, the Board of Directors hereby confirms that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit/loss of the Company for that year;
- (c) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Annual Accounts of the Company have been prepared on a going concern basis.
- (e) internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

• **Re-Appointment of Mr. Dharmil A Bodani a Director Retiring by Rotation:**

In terms of Section 152 of the Companies Act, 2013, Mr. Dharmil A. Bodani, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the same for your approval.

• **Re-appointment of Mrs. Tania Deol as a Managing Director & CEO of the Company**

The Nomination & Remuneration Committee and the Board have recommended re-appointment of Mrs. Tania Deol as Managing Director and Chief Executive Officer of the Company for the period of 5 years w.e.f July 1, 2021 to 30th June, 2026. Approval of the shareholders is sought for the same in the ensuing Annual General Meeting.

• **Key managerial Personnel**

During the year under review there was no change in the Key Managerial personnel of the Company.

Declaration by independent directors

The Independent directors have submitted the declaration of independence, as required under section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). The directors have also complied with the requirement of registration of Independent Director with IICA portal.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However, adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy.

There was no foreign exchange transaction entered into by the Company during the year under review.

EMPLOYEE REMUNERATION

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is provided in "**Annexure 1**" forming part of this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: <http://www.tcfcfinance.com/wp-content/uploads/2020/08/CORPORATE-SOCIAL-RESPONSIBILITY-POLICY-TCFC-Finance-Ltd.pdf>

The Corporate Social Responsibility Committee is constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 read with rules made thereunder.

The Annual Report on CSR activities for the financial year ended 2020-2021 is annexed herewith as "**Annexure-2**"

MEETINGS OF THE BOARD:

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting.

During the financial year 2020-2021 four (4) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The details of the Board meetings held during the year along with the attendance of the respective Directors thereat are set out in the Corporate Governance Report forming part of this Annual Report

COMMITTEES OF THE BOARD:

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

TCFC FINANCE LIMITED

The details with respect to the compositions, roles, terms of reference etc. of relevant committees are provided in the Corporate Governance Report of the Company, which forms part of this Annual Report.

ANNUAL EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

NOMINATION AND REMUNERATION

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The policy may be accessed on the Company's website [http://www.tcfcfinance.com/wp-content/uploads/2020/08/NOMINATION AND REMUNERATION POLICY-.pdf](http://www.tcfcfinance.com/wp-content/uploads/2020/08/NOMINATION_AND_REMUNERATION_POLICY-.pdf)

SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. AABID & CO, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as "Annexure-3" to this report. The report is self-explanatory and do not call for any further comments.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2021 is available on the Company's website at the <http://www.tcfcfinance.com/extract-of-annual-return/>

INTERNAL AUDIT & CONTROLS

The company has adequate system of internal financial control and risk mitigation system commensurate with the size of the Company and nature of its business. The Company has adopted the Indian Accounting Standards w.e.f. 1st April 2019 for reporting financials statements as per the said requirements. The Audit committee actively reviews the adequacy and effectiveness of the Internal Financial control and suggests the improvements for the same.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Since the Company is a registered entity under the Reserve Bank of India to conduct the business of Non-Banking Financial Services, pursuant to the section of 186 (11) (a), (b) of the Companies Act, 2013, the company is exempted from complying with the provisions.

Further, details of Investments made by the Company during the year under review form a part of the financial statements.

VIGIL MECHANISM:

Pursuant to the provisions of section 177(9) (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

The Vigil Mechanism Policy has been uploaded on the website of the Company at http://www.tcfcfinance.com/wp-content/uploads/2019/06/Vigil_Mechanism_Policy-Whistle-Blower-Policy.pdf

Further, there were no complaints received from the employees of the Company under vigil mechanism for the year under review.

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and has established a framework for mitigating controls and reporting mechanism of such risks. Some of the risks that the Company is exposed to are: (i) Financial Risk (ii) Regulatory Risks (iii) Human Resources Risks (iv) Strategic Risks(v) IT & cyber related risk.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the financial year 2020-2021, the Company has not received any complaint of sexual harassment against women employees of the Company.

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2021-2022 to BSE where the Company's Shares are listed.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the concern status of the Company and its future operations

INDUSTRIAL RELATIONS

The industrial relations of the Company continued to be cordial throughout the year.

CONFIRMATION OF COMPLIANCE WITH THE SECRETARIAL STANDARDS ISSUED BY ICSI

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India

IMPACT DUE TO COVID-19

The Covid-19 pandemic outbreak across the world including India has resulted in most countries announcing lockdowns and quarantine measures that have sharply stalled economic activities across the world. Government too has imposed lockdowns starting from March 24, 2020. The Indian economy is impacted and would continue to be impacted by this pandemic and the resultant lockdown, due to the contraction in industrial and services output across small and large businesses. The impact of the COVID -19 pandemic on TCFC's financial statements, including credit quality and provisions, remains uncertain and dependent on the current and further spread of COVID -19, steps taken by the government and the RBI to mitigate the economic impact and also the time it takes for economic activities to resume and reach the normal levels.

The Company has assessed the impact of the COVID-19 pandemic on its liquidity and ability to repay its obligations as and when they are fall due. Such an assessment has considered various stimulus packages announced by the Government of India which will directly or indirectly benefit NBFCs. Based on the sensitivity analysis conducted on stress scenarios, management believes that the Company will be able to pay its obligations as and when these become due in the foreseeable future. The Company would continue to focus on maintaining adequate capital and ensuring liquidity at all points in time.

In assessing the recoverability of receivables, intangible assets (including goodwill), deferred tax assets and investments, the Company has considered internal and external sources of information, including credit reports, economic forecasts and industry reports. Given the dynamic nature of the pandemic situation, these estimates are subject to uncertainty and maybe affected by severity and duration of the pandemic. In the event the impacts are more severe or prolonged than anticipated, this will have a corresponding impact on the carrying value of financial assets, the financial position and performance of the Company.

ACKNOWLEDGMENT

The Board of Directors thanks Reserve Bank of India, all other Banks, Stock Exchange of Mumbai and Shareholders for their continued support besides employees at all levels.

By Order of the Board
For **TCFC Finance Limited**

Place: Mumbai
Date: 25th June, 2021

Atul Desai
Chairman
(DIN:00019443)

“ANNEXURE – 1”

(A) The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No	Requirements	Disclosure
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31 st March, 2021 is: Mrs.Tania Deol - 3.85% Mr.Venkatesh Kamath - 3.15% For this purpose , Sitting fees paid to the Independent & Non executive Directors have not been considered as remuneration.
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	CEO: No Change CFO: No Change CS: No Change
3.	The Percentage increase in the Median remuneration of employees in the financial year	NOT APPLICABLE As there was no increment of employees remuneration during the financial year ended 31 st March, 2021 .
4.	The Number of permanent employees on the rolls of the Company	8 employees as on March 31, 2021 .
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	There was no exceptional circumstance or increase for managerial personnel in the last financial year. The percentile increase process and policy was same for the managerial personnel and all the other employees.
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, the remuneration is as per the remuneration policy of the Company.

Note:

1 The Company does not pay any remuneration to Non-Executive Directors except sitting fees for each Board/Committee meetings attended by them.

(B) Statement showing particulars of employees pursuant to the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(2) of the companies (appointment and remuneration of Managerial personnel) rules, 2014:

There were no persons employed for the full year ended March 31st, 2021 who were in receipt of the remuneration which in the aggregate was not less than Rs 60,00,000/- p.a. or in part of the year who were in receipt of Remuneration which in aggregate was not less than Rs.5,00,000/- p.m

“ANNEXURE-2”

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

TCFC FINANCE LTD believes in sharing the profits not only with its members but also with the society around it. The Company through its CSR initiatives will continue to enhance value and promote social sustainability, sustainable development of the environment and social welfare of the people and society at large.

The Board has approved the CSR Policy of the Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The complete CSR policy of the Company may be accessed at the website of the Company www.tcfcfinance.com

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs Tania Deol	Chairperson – Executive Director	1	1
2	Mr. V.S. Srinivasan	Member-Independent Director	1	1
3	Mr. Venkatesh Kamath	Member - Executive Director & CFO	1	1
4	Mr. Atul M Desai	Member-Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

<http://www.tcfcfinance.com/wp-content/uploads/2020/08/CORPORATE-SOCIAL-RESPONSIBILITY-POLICY-TCFC-Finance-Ltd.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**

6. Average net profit of the company as per section 135(5): Rs. 3,22,94,757.33/-

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 6,45,895.15/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(c) Amount required to be set off for the financial year, if any: Not Applicable

(d) Total CSR obligation for the financial year (7a+7b- 7c): **Rs. 6,45,900/-**

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
₹ 0	0	Nil	refer point no. 11	₹ 6,45,900	Pending

(b) Details of CSR amount spent against **ongoing projects** for the financial year: Not Applicable

(C) Details of CSR amount spent against **other than ongoing projects** for the financial year: Not Applicable

(d) Amount spent in Administrative Overheads: NIL

TCFC FINANCE LIMITED

- (e) Amount spent on Impact Assessment, if applicable: NIL
(f) Total amount spent for the Financial Year (8b+8c+8d+8e): NIL
(g) Excess amount for set off, if any: NIL

(₹ In lakh)

Sl. No.	Particular	FY 2020-21
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 6,45,900
(ii)	Total amount spent for the Financial Year*	NIL
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): NIL
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

Due to inadequate profits in the immediately preceding financial year, the Company planned to conserve the CSR donation corpus amounting to Rs. 6,45,900/-, identify such fund set up by the Central Government and notified by the Ministry of Corporate Affairs and postpone the donation towards such fund till identification of the names of the organization carrying out such activities as mentioned in schedule VII of the Act and then donate towards such purpose by 30th September, 2021 (i.e. within six months from the end of the financial year)

For and on behalf of the Board of Directors

Mrs. Tania Deol
Chairperson of Committee & Managing Director
DIN:00073792

Date: 25th June, 2021

Place: Mumbai

“ANNEXURE-3”
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
TCFC Finance Limited.

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **TCFC Finance Limited (CIN: L65990MH1990PLC057923)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing opinion thereon.

Based on our verifications of the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, and Minute-Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder,
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder is not applicable to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable for the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable for the Audit Period)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable for the Audit Period)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable for the Audit Period)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable for the Audit Period)**
- (vi) The other Laws applicable specifically to the company.

We have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.

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- (ii) The Equity Shares of the Company Listed with the Bombay Stock Exchange Limited (BSE) and complied with the requirements of (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Please refer point 4 below)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

During the Audit period adequate notices were given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on agenda at least seven days in advance and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured, if any and recorded as part of the Minutes.

We Further Report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period, the following specific events were held:

- 1 Further, as per SEBI (LODR) Regulations for the Financial year ended 31st March, 2020, The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE	WAIVER OF FINE LEVIED PURSUANT TO SEBI CIRCULAR SEBI/HO/CFD/ CMD/CIR/P/2018/77 DATED MAY 03, 2018	Warning received via email for submission of the compliance	Company had requested for waiver of fine was placed before the "Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)". Pursuant to the decision of the aforesaid Committee, we hereby inform you that the company's request for waiver of the fine has been approved. The penalty of Rs. 61360/-that bse had imposed for late filing of Shareholding Pattern for the quarter 31.3.2020 has been waived by the Exchange and adjusted against the payment of annual listing fees for the F.Y. 2021-2022

Note: This report is to be read with our letter of even date which is annexed as 'Annexure-I' and forms an integral part of this report.

**For Aabid & Co.
Company Secretaries**

**CS Shweta Dinesh Sharma
Partner
Membership No: 23466
CoP No: 22002
UDIN: A023466C000536671**

**Date: 29/06/2021
Place: Mumbai**

Disclaimer: We are providing this report on the request of managements of the Company and due to impact of Covid-19 no physical verification of documents could be made. However, we were granted access to the Virtual Data Room (VDR) of the Company and were able to inspect the requisite documents.

ANNEXURE-I

**To,
The Members,
TCFC Finance Limited.**

Our report of even date is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance laws, rules and regulations, and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

ANNEXURE – I OF SECRETARIAL AUDIT REPORT

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report of the Company for FY 2019-20.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee along with Attendance Register held during the financial year under report.
4. Minutes of General Meetings held during the financial year under report.
5. Agenda papers submitted to all the directors/members for the Board Meetings, Committee Meetings and General Meetings.
6. Notices of the Board and Annual General Meetings and Quarterly results published in the newspapers.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of Companies Act, 2013.
8. E-forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
9. Statutory Registers viz.
 - Register of Directors' & Key Managerial Personnel (KMP)
 - Register of Members
 - Register of Charges
 - Register of contracts with related parties
 - Register of Investments
 - Register of loans, guarantee, security and acquisition made by the Company

ANNEXURE – II OF SECRETARIAL AUDIT REPORT

List of Applicable Laws to the Company

Registered Office:

501/502 Raheja Chambers, Nariman Point, Free Press Journal Marg, Maharashtra, Mumbai-400021, India

List of Applicable Laws to the Company under the Major Group and Head:

- 1) The SEBI Act 1992
- 2) The RBI Act 1934.
- 3) The Maternity Benefit Act, 1961. **N.A.**
- 4) The Companies Act, 2013 and Rules thereunder.
- 5) The Payment of Bonus Act, 1965.
- 6) The Payment of Gratuity Act, 1972.
- 7) The Employee's State Insurance Act, 1948.
- 8) The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.
- 9) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- 10) The Employees Provident Funds and Miscellaneous Provisions Act, 1952.
- 11) The Profession Tax Act, 1975
- 12) Goods and Service Tax Act, 2017 and Rules thereunder.
- 13) The Foreign Exchange Management Act, 1999, Rules and Regulations made there under.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

TCFC FINANCE LIMITED

501/502 RAHEJA CHAMBERSNARIMAN POINT
FREE PRESS JOURNAL MARG MUMBAI
400021 MAHARASHTRA.

We, **Aabid & Co.** practicing Company Secretary, based in Mumbai have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TCFC FINANCE LIMITED CIN: L65990MH1990PLC057923** and having registered office at 501/502 Raheja Chambers, Nariman Point, Free Press Journal Marg Mumbai 400021 Maharashtra. and (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and declarations furnished to us by the Directors of the Company;

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Atul Manubhai Desai	00019443	12/05/1999
2.	Mr. Venkatesh Raghunath Kamath	00042866	12/06/1998
3.	Mr. Vengendur Srikumar Srinivasan	00051233	02/08/2019
4.	Ms. Tania Vijay Singh Deol	00073792	26/08/2010
5.	Mr. Dharmil Anil Bodani	00618333	26/09/2014
6.	Mr. Pranav S Jasani	01898059	29/03/2019

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Aabid & Co.
Company Secretaries

CS Shweta Dinesh Sharma
Partner
Membership No: 23466
COP No: 22002
UDIN-A023466C000821318

CORPORATE GOVERNANCE REPORT

Corporate Governance envisages attainment of the highest levels of transparency and accountability in the functioning of Company and equity in all facets of its operations and all its interactions with shareholders, customers, government, suppliers, and lenders and to build the confidence of the society in general. Corporate Governance is the key factor in attaining fairness for all stakeholders and achieving organizational efficiency. Corporate governance refers to the framework of all rules and relationships by which a Company must abide, including internal processes as well as governmental regulations and the demands of stakeholders. It also takes into account systems and processes, which deal with the daily working of the business, reporting requirements, audit information, and long-term goal plans.

Company’s philosophy

Your Company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing shareholders’ value while safeguarding the interest of all stakeholders. The Company is committed to adhere to the code of corporate governance as it means adoption of best business practices aimed at growth of the Company coupled with bringing benefits to investors, customers, creditors, employees and the society at large.

The objective of the Company is not just to meet the statutory requirements of the Corporate Governance as prescribed under SEBI (LODR) Regulations, 2015 but to develop such systems and follow such practices and procedures to satisfy the spirit of law.

In accordance with SEBI (LODR) Regulations, 2015 the details of compliance by the Company are as under.

I. Board of Directors

Composition of the Board

The composition of Board of Directors is in compliance with provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. As on March 31, 2021, the Board comprises of a Non-Executive Chairman and five other Directors. Out of these, three (3) members are Independent Director including Chairman of the Company. All the Directors have made necessary disclosures regarding their directorship in other companies. The Independent Directors are professionals drawn from amongst persons with experience in business, finance and law. None of the Directors are related to each other. The Composition of the Board, Directorship/Committee positions in other Companies as on 31st March, 2021, Number of Meetings held and attended during the year are as follows:

Name	Category	Attendance			No. of Directorships in other public Ltd Companies (Excluding TCFC Finance Ltd)	Chairmanship/ Membership of Committees in Public Ltd Companies (Listed/Unlisted Companies)	
		No. of Board Meeting		Annual General Meeting 25/09/2020 Attendance		Membership	Chairmanship
		held	Attended				
Atul Desai	Chairman Non Executive & Independent Director	4	4	Yes	4	2	5
Tania Deol	Managing Director	4	4	Yes	Nil	1	Nil
Vengendur Srikumar Srinivasan	Non-Executive & Independent Director	4	4	Yes	Nil	Nil	2
Venkatesh Kamath	Executive Director & Chief Financial Officer	4	4	Yes	Nil	2	0
Mr. Dharmil A. Bodani	Non Executive & Non-Independent Director	4	4	Yes	1	3	0
Mr. Pranav S Jasani	Non-Executive & Independent Director	4	3	Yes	Nil	1	0

None of the Directors of the Company are related to each other

*Private Limited Companies, Foreign Companies and Companies under section 8 of the Companies Act, 2013 are excluded for this purpose.

** Only Audit Committee and Stakeholders Relationship Committee have been considered as per the requirements of the SEBI (LODR) Regulations, 2015.

Details of Skills/expertise/competence of the Board of Directors

The Board has identified the following skill set with reference to its business and industry which are available with the Board.

Name of the Director	Expertise in specific Functional Area
Mr. Atul Desai	Audit & Risk Management, Compliance & Governance, Legal & Regulatory Expertise
Mrs. Tania Deol	Business Management and Entrepreneurship
Mr. Vengendur Srikumar Srinivasan	Business Management, Audit & Risk Management, Banking and financial services.
Mr. Venkatesh Kamath	Finance, Accounting & Stakeholders' Management
Mr. Dharmil A Bodani	Finance and General Management
Mr. Pranav S Jasani	Marketing and Sourcing.

Board Meetings and Procedures

The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of Regulation 17 (2) of SEBI (LODR) Regulations, 2015.

Detailed Agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting. The maximum time gap between any of two consecutive meetings exceeded one hundred and twenty days due to the COVID-19 pandemic, however, the meetings were held within the extended time period as per the relaxation provided by SEBI and the ministry of corporate affairs respectively.

During the Financial Year 2020-2021 the Board met four times on the following dates:-

Sr. No.	Date of Board Meeting	Board's Strength	No. of Directors present
1	30 th June, 2020	6	6
2	26 th August, 2020	6	5
3	9 th November, 2020	6	6
4	4 th February, 2021	6	6

Disclosure of relationships between Directors *inter-se*:

None of the Directors mentioned above has any material pecuniary relationships or transactions with the Company, its promoters, Directors or Senior Management which may affect their independence.

Code of Conduct

The Company has adopted a Code of Conduct for the members of the Board and the Senior Executives in compliance with the provision of Regulation 17(5) of SEBI (LODR) Regulations, 2015. All the members of the Board and the Senior Management Personnel have affirmed compliance to the Code of Conduct as on March 31, 2021 and a declaration to that effect signed by the Managing Director is attached and forms part of this Report.

Committees of Directors

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board.

The Minutes of the Committee meetings are placed before the Board for noting.

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The Board currently has the following Committees:

In compliance with the SEBI (LODR) Regulations, 2015, as on 31st March, 2021 the Board has four Committee viz. Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee. The Committees have optimum combination of Executive, Non-Executive and/or Independent Directors. The Committees are constituted with specific terms of reference and scope to deal with specific matters expediently. The details of the committees constituted by the Board are given below:

A. Audit Committee

Composition and Attendance

Pursuant to Regulation 18 of the SEBI(LODR) Regulations, 2015, The Audit Committee of the Board comprises of four qualified Directors viz. Mr. V S Srinivasan, Mr. Atul Desai, Mr. Venkatesh Kamath and Mr Pranav S Jasani with majority being independent. Mr. V S Srinivasan is the Chairman. Two of the members are having finance and accounting knowledge. The Company Secretary acts as a secretary to the Audit Committee. The Present Composition of the Audit Committee is as follows:-

Name	Category	Designation	No. of Meetings During F.Y. 2020-2021	
			Held	Attended
V S Srinivasan	Non-Executive& Independent Director	Chairman	4	4
Atul Desai	Non-Executive& Independent Director	Member	4	4
Venkatesh Kamath	Executive Director & CFO	Member	4	4
Pranav S Jasani	Non-Executive& Independent Director	Member	4	3

The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting and its compliance with the legal and regulatory requirements. The Committee oversees the work carried out in the financial reporting process by the Management, the Internal Auditor and the Statutory Auditor and note the processes and safeguards employed by each of them.

Terms of Reference:

The terms of reference, role, powers, rights, authority and obligations of the Audit Committee are in conformity with the applicable provisions of the Companies Act, 2013 and Listing Regulations (including any statutory modification(s) or re-enactment or amendments thereof). which includes oversight of financial reporting process, recommendation of appointment, reappointment of statutory auditors, review quarterly financial statements, annual financial statements, internal financial control and audit process etc.

Audit Committee Meetings

The details of Audit Committee meetings held during the year 2020-2021 are as under:

Sr. no.	Date of Audit Committee Meeting	Committee Strength	No. of Members present
1	30 th June, 2020	4	4
2	26 th August, 2020	4	3
3	9 th November, 2020	4	4
4	4 th February, 2021	4	4

Statutory Auditors, executives responsible for finance and accounts functions are permanent invitees to the Audit committee.

B. Nomination and Remuneration Committee

Composition of the Committee

The Nomination and Remuneration Committee of the Board comprises of four Non-Executive Directors viz. Mr. V S Srinivasan, (Chairman of the Committee & Independent Director), Mr. Atul Desai (Non Executive & Independent Director), Mr. Dharmil Bodani (Non Executive Director) and Mr. Pranav S Jasani (Non Executive & Independent Director)

Nomination and Remuneration Committee Meetings

The details of Nomination and Remuneration Committee meeting held during the year 2020-2021 are as under:

Sr. no.	Date of Meeting	Committee Strength	No. of Members present
1	4 th February, 2021	4	4

Brief Description of terms of Reference

The Board has framed the Nomination & Remuneration Committee Policy which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015, which are as follows.

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board):
- To help in determining the appropriate size, diversity and composition of the Board;
- To recommend to the Board appointment/reappointment and removal of Directors;
- To frame criteria for determining qualifications, positive attributes and independence of Directors;
- To recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- To create an evaluation framework for Independent Directors and the Board;
- To assist in developing a succession plan for the Board;
- To assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or Compliance officer

The Nomination and Remuneration Policy of the Company can be accessed on the website of the Company at http://www.tcfcfinance.com/wp-content/uploads/2020/08/NOMINATION_AND_REMUNERATION_POLICY-.pdf

The company is having only one Managing Director, and 1 Executive Director & CFO having remuneration;

There are 2 Non – Executive & Independent Directors and 1 Non-Executive Director who are paid only sitting fees.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulation, a separate exercise was carried out to evaluate the performance of the Board as a whole, various Committees of the Board and Individual Directors (including Independent Director, Non-Independent Director & Chairman). The criteria of performance evaluation were a) Board experience, skill, role, responsibility b) Attendance and Participation in the meetings c) Suggestion for effective functioning, Board process, policies, strategy etc.

The Board was satisfied with the evaluation results, which reflected the overall engagement of the Board with the Company.

Details of Remuneration paid to Executive and Non –Executive Directors for the year ended 31st March, 2021 is as stated below:

Executive Directors:

Terms of Agreement	Mrs. Tania Deol	Mr. Venkatesh Kamath
Date of Appointment	July 1, 2016	26 th September, 2014
Period of Agreement	5 years	N.A.
Valid up to	June 30, 2021	N.A.
Salary & Perquisites	Rs. 20,20,000/-	Rs. 16,84,200/-
Notice Period	Three months	Three months

TCFC FINANCE LIMITED

Non Executive Directors:

Criteria for making payments to Non- Executive Directors:

Non- Executive Directors of the Company are paid only sitting fees for attending Board and Committee meetings of the Company. The details of the same are stated below:

(In ₹)

Name of Director	Total Sitting fees
Mr. V S Srinivasan	2,60,000
Mr. Atul Desai	2,20,000
Mr. Dharmil Bodani	1,40,000
Mr. Pranav S Jasani	1,60,000

The Criteria for making payments to non-executive directors has been disclosed on website at the below mentioned link: <http://tcfcfinance.com/wp-content/uploads/2016/02/CRITERIA-FOR-MAKING-PAYMENTS-TO-NON-EXECUTIVE-DIRECTORS.pdf>

Number of shares and convertible instruments held by non- executive directors

Name of Non Executive Director	Total no of shares of the Company
Mr. Atul Desai	10 shares
Mr. V S Srinivasan	107 shares
Mr. Dharmil Bodani	Nil
Mr. Pranav S Jasani	Nil

C Stakeholders relationship Committee

The Committee function with the objective of looking into redressal of shareholder's / Investor's grievance related to non-receipt of dividend, Annual-report, delay in transfer or transmission of shares, and cases of refusal of transfer or transmission of shares etc.

Composition of Committee

The Composition of the Stakeholders relationship Committee is as follows:-

The Committee comprises of four members namely Mr. V. S. Srinivasan (Chairman of the Committee), Mr. Venkatesh Kamath, Mrs. Tania Deol, Mr. Dharmil A Bodani and the Company Secretary is the Compliance officer and is also the secretary to the committee.

Further, The Board of Directors of the Company has further delegated the responsibility of Stakeholders Relationship Committee to a sub-committee namely "**Share Transfer Committee**" consisting of Directors stationed at the registered office of the Company for expedition of share transfer process.

Meeting of the Committee

During the year, the committee met 2 times i.e. on 26th August, 2020 and 4th February, 2021 to approve various matters including the share transfer/transmission requests, Demat requests and also to look into redressal of investors' grievances.

The attendance of the members at the meetings of the committee is given below:

Directors	No. of Meetings attended
Mr. Venkatesh Kamath	2
Mrs. Tania Deol	2
Mr. V. S. Srinivasan	2
Mr. Dharmil A Bodani	2

Terms of reference:

Terms of reference and role of the stakeholders Relationship Committee includes the matters specified under the Companies Act, 2013 and Listing Regulation, which includes to resolve the stakeholder’s grievance regarding the transfer of shares, non-receipt of annual report, dividend etc.

Number and Nature of Complaints for the financial year 2021 are as under:

Nature of Complaints	No. of Complaints	No. of Complaints Redressed
Non-Receipt of Share Certificates after Demerger/ transfer/ sub-division/ consolidation etc.	41	41
Non- receipt of Dividend	61	61
Non-Receipt of Annual Report	1	1
Complaints to BSE	0	0
Complaint to SEBI (including SCORES)	0	0

Compliance officer and Address for Correspondence:

Name & Designation	Address	E-mail I.D	Contact No.
Miss. Kinjal Sheth Company Secretary	501/502 Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400021	companysecretary@tcfcfinance.com	022-22844701

D Corporate Social Responsibility (CSR) Committee:

Composition

The Committee comprises of Mrs. Tania Deol –Managing Director, as the Chairman of the Committee, Mr. Venkatesh Kamath – Executive Director & CFO, Mr Atul Desai-Independent Director and Mr. V.S. Srinivasan - Independent Director as the Members of the Committee.

The composition of the CSR Committee is as per the provisions of Companies Act, 2013.The Company Secretary acts as the Secretary to the Committee.

The terms of reference of the said Committee includes the following:

- To establish and review corporate social responsibility policies;
- To identify, segment and recommend the CSR projects/ programs/activities to the Board of Directors;
- To recommend the amount of expenditure to be incurred on the activities as identified for CSR by the Company;
- To oversee the implementation of corporate social responsibility projects/programs/activities;
- To review the annual budgets/expenditure with respect to corporate social responsibility programs/projects/ activities;
- To work with management to establish and develop the Company’s strategic framework and objectives with respect to corporate social responsibility matters;
- To receive reports on the Company’s Corporate Social Responsibility programs/projects/activities;
- To establish and review the implementation mechanism for the CSR programs/projects/activities undertaken by the Company;
- To establish and review the monitoring mechanism of CSR projects/programs/activities;
- To review the CSR initiatives and programs/projects/ activities undertaken by the Company;
- To review the Company’s disclosure relating to corporate social responsibility matters in accordance with the requirements of the regulatory provisions;

- To obtain legal or other independent professional advice/assistance;
- To form and delegate authority to any sub-committee or employee(s) of the Company or one or more members of the committee;
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

Meeting of the Committee

The Meeting of Corporate Social Responsibility Committee was held on 4th February, 2021. All the members of the committee were present for the meeting.

E. Separate Meeting of Independent Directors

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25(3) and (4), a separate meeting of the Independent Directors without the attendance of Non- Independent Directors to, inter-alia, review the performance of the Chairman & Managing Director of the Company, Non-Executive Director and the Board as a whole. The Independent Directors assess the quality, quantity and timeliness of flow of information between the Company Management and the Board based on various components viz. relevant and adequate information being provided, circulation of agenda and related notes in advance, regular information/updates, etc.

A separate Independent directors Meeting for the financial year ended 31st March, 2021 was convened on 4th February, 2021

F. SUBSIDIARY COMPANIES

The Company does not have any material subsidiary as defined under the SEBI (LODR) Regulations, 2015.

G. Affirmation and Disclosures

Non-compliance of any requirement of corporate governance report of sub-paras (B) to (F) above, with reasons thereof shall be disclosed

The Company has complied with the requirements of corporate governance report of sub paras (B) to (F).

A. Compliances with Governance Framework

The Company is in compliance with all mandatory and non-mandatory requirements under Listing Regulation.

B. Materially significant Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 and amendments thereof, during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis and is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

The transactions between the Company and the Management, Directors or their relatives or Companies in which they have material interest are disclosed in the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". The weblink of the policy on the website is http://www.tcfcfinance.com/wp-content/uploads/2018/07/Policy_on_Related_Party_Transactions-revised.pdf

C. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties, strictures have been imposed on the Company by Stock Exchanges or Securities and Exchange Board of India or any other statutory authority.

However, Due to Lockdown restriction there was delay in submission of Shareholding Pattern as per Regulation 31 of the SEBI (LODR) Regulations, 2015, Reconciliation of Share Capital Audit Report as per Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018 and Certificate of confirmation of transfer of shares under Regulation 40(9) and (10) of the SEBI (LODR) Regulations, 2015 for the quarter ended 31st March, 2020.

The Company had received an intimation of waiver of fine paid by the Company from the BSE dated 23rd December, 2020 vide email that the amount of fine paid by the Company is waived and the same shall be adjusted against the Annual Listing fees of 2021-2022.

D. Vigil Mechanism.

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The weblink of the policy is http://www.tcfcfinance.com/wp-content/uploads/2018/07/Whistle_Blower_Policy-_Vigil_Mechanism_Policy.pdf

E. Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

F. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

The Company has adopted the Indian Accounting Standards for reporting Financial Statements applicable to the Company w.e.f. 1st April, 2019 and has prepared the financial statements accordingly.

G. Adoption of the discretionary requirements as specified in Part E of the Schedule II of the Listing Regulations**(a) The Board**

The Company does not maintain an office for the Non-Executive Chairman.

(b) Shareholder Rights

The Company's quarterly and half-yearly results are furnished to the Stock Exchange(s), also published in the newspapers and also displayed on the website of the Company and therefore results are not sent to household of each of the shareholder.

(c) Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

(d) Separate Posts of Chairman and Managing Director /Chief Executive Officer (CEO)

The Company is having separate post for Chairman and Managing Director. Mr. Atul Desai is the Chairperson of the Company and Mrs. Tania Deol is the Managing Director of the Company.

H. CEO /CFO Certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) provides a certification on quarterly/ annual basis to the Audit Committee and Board of Directors in terms of Regulation 17 (8) and Regulation 33 (2) (a) of the SEBI Listing Regulations.

I. Familiarisation Programme

In accordance with the requirements of Regulation 25(7) of the SEBI (LODR) Regulations, 2015 and the provisions of Companies Act 2013, the Company familiarizes the Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, its business operations and model etc. through various programme.

The familiarization policy of the Company is uploaded on the Company's website

http://www.tcfcfinance.com/wp-content/uploads/2018/07/Familiarisation_programme_for_Independent_Directors.pdf

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J. Means of Communications

The primary source of information to the shareholders, customers, analysts and to the public at large is through the website of the Company i.e. www.tcfcfinance.com. The Company maintains a functional website and disseminates, inter-alia, the following information:

- details of its business
- terms and conditions of appointment of independent directors
- composition of various committees of board of directors
- the email address for grievance redressed and other relevant details
- contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances
- financial information including notice of Board
- Meetings, financial results, annual report and other material information
- Shareholding pattern
- such other required information in terms of Regulation 46 of SEBI (LODR) Regulations, 2015.

The quarterly results, notice of the meeting and book closure dates etc. are widely circulated in leading English (The Financial Express) and regional language newspapers (Lakshadeep). The Company has not made any presentation to Institutional Investors or to the analysts.

The Annual Report, annually/half yearly/ quarterly results, shareholding pattern, information on material events etc., are periodically filed in accordance with the SEBI Listing Regulations on BSE Listing Center.

K. Details of Last Three Annual General Meetings

Year	Location	Date	Time
2019-2020	Through Video Conferencing/ Other Audio Visual Means ("VC/OAVM")	25 th September, 2020	11.00 a.m.
2018-2019	M C Ghia Hall, 4 th Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400 001	2 nd August, 2019	10.30a.m.
2017-2018	M C Ghia Hall, 4 th Floor, Bhogilal Hargovinddas Building, 8/20 K Dubhash Marg, Mumbai-400 001	16 th August, 2018	10.30a.m.

A special Resolution was passed in the 28th Annual General meeting of 2018-2019 for Re-appointment of Mr Atul Desai, Mr. Pranav S Jasani and Mr. Vengendur Srikumar Srinivasan as Independent Directors of the Company held on 2nd August, 2019

No Extra-Ordinary General Meeting was convened in the preceding three Financial Years neither were any resolutions put through postal ballot.

L. General Shareholder Information

a) Annual General Meeting

Day, Date & Time: Thursday, 23rd September, 2021 at 11:00am (IST)

Book Closure Date: 17th September, 2021 to 23rd September, 2021(both days inclusive)

- b) **Date of Dividend Payment:** The Dividend, for the financial year 2020-2021, if approved at the forthcoming Annual General Meeting will be paid within 30 days of the date of declaration of Dividend i.e. 23rd September, 2021

c) Contact person-In house Share Department:

Mr. Vinayak Shiralkar- Sr Manager of Share Department
501/502, Raheja Chambers, Nariman Point, Mumbai 400 021
Tel:022-22844701/28440736

Email: investorservices@tcfcfinance.com; vshiralkar@tcfcfinance.com

d) Listing on Stock Exchanges

Name of Stock Exchange in which the shares of the Company are listed for trading with stock code.

CIN	Stock Exchange	Index	Code	ISIN
L65990MH1990PLC057923	BSE Ltd	X	532284	INE389D01013

The listing fees for the financial year 2021-2022 have been paid.

Shareholding Pattern of the Company as on 31st March, 2021

Category	No. of Shares held	% of shareholdings
A. Promoter's Holding		
NRI Promoters	-	-
Bodies Corporate	7119826	67.92
Indian Directors and their Relatives	12700	0.12
Sub Total	7132526	68.04
B. Non Promoting Holdings		
Mutual Funds and UTI	30	0.00
Banks and Financial institution	389450	3.72
FIs	0	0
Sub Total	389480	3.72
Others:-		
Bodies Corporate	44548	0.43
Indian Public	2052888	19.58
Venkatesh Kamath as nominee of TCFC Finance Ltd.	533334	5.09
Non Resident Indians	30933	0.30
Directors & Relatives	7147	0.07
Clearing Members	2201	0.02
HUF	51958	0.50
Unclaimed Suspense Account	7309	0.07
IEPF	229805	2.19
Sub Total	2960123	28.24
Grand Total	10482129	100.00

There are no shares /securities /warrants /instruments due for conversion.

e) Distribution of Shareholding as on 31st March, 2021

Range	Share Holders		Shares	
	Numbers	% to total holders	Numbers	% of Total Capital
Upto 5000	18653	97.34	1079878	10.30
5000-10000	286	1.49	215042	2.05
10000-20000	104	0.54	158051	1.51
20000-30000	35	0.18	85332	0.81
30000-40000	23	0.12	80472	0.77
40000-50000	9	0.04	40321	0.39
50000-100000	32	0.17	210374	2.00
100000 and above	20	0.10	8612659	82.17
Total	19162	100	10482129	100

TCFC FINANCE LIMITED

f) Dematerialization of shares

As per notifications issued by the Securities and Exchange Board of India (SEBI), the trading in Company's shares is permitted only in dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip less trading, the Company has enlisted its shares with National Securities Depository Limited and Central Depository Services (India) Limited. ISIN for the Company's equity shares: **INE389D01013**

Breakup for Physical & Dematerialization Shares:

The following data indicates the extent of Dematerialization of Company's shares as on March 31st March, 2021

	No. of Shares	% of Share Capital
CDSL	689908	6.58
NSDL	8744720	83.43
Physical	1047501	10.00
Total	10482129	100

g) RECONCILIATION OF SHARE CAPITAL AUDIT REPORT:

In accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital of the Company is carried out on a quarterly basis by Mr. Mohammed Aabid of Aabid & Co., Practicing Company Secretaries, to reconcile the total admitted capital with NSDL and CDSL and total issued and listed capital.

h) Address for Correspondence

TCFC Finance Limited
 501/502, Raheja Chambers, Nariman Point, Mumbai 400 021
 Tel: 022-22844701/22840736
 Email: investorservices@tcfcfinance.com
 Website: www.tcfcfinance.com

The Company has no other office.

i) Comparison of Company Market Price Data & Bombay Stock Exchange Limited Market Price:

(In ₹)

Month	Company price		BSE Sensex	
	High	Low	High	Low
Apr-2020	20.9	16.4	33887.25	27500.79
May-2020	19	15.95	32845.48	29968.45
June-2020	21	16.4	35706.55	32348.1
July-2020	19.95	16.6	38617.03	34927.2
August-2020	20.5	16.6	40010.17	36911.23
September-2020	19.25	16.55	39359.51	36495.98
October-2020	20.25	15.5	41048.05	38410.2
November-2020	21	16.9	44825.37	39334.92
December-2020	25.75	19.15	47896.97	44118.1
January-2021	25.8	21.15	50184.01	46160.46
February-2021	30	21.6	52516.76	46433.65
March-2021	28.6	23.75	51821.84	48236.35

j) Depository services

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

i) National Securities Depository Limited

Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Tel. 022 24994200
Email. : info@nsdl.co.in
Website: www.nsdl.co.in

ii) Central Depository Services (India) Limited

Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013
Tel. 022-2300-2033
Email: helpdesk@cdslindia.com
Website: www.cdslindia.com

l) Details of utilization of funds raised through preferential allotment

The Company did not raise any funds through preferential allotment or qualified institutions placement during the year.

m) Certificate from Company Secretary in practice

The Company has received a certificate from Practicing Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

n) Fees paid to the statutory auditor

Details relating to fees paid to statutory auditor are given in note to the Financial Statements.

o) Unclaimed Securities Suspense Account (Account opened in February, 2012)

Sr. No.	Details	No. of shareholders	Shares
1	Aggregate number of shareholders and the outstanding Shares lying in the Unclaimed Suspense Account at the beginning of the year	162	7309
2	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year.	0	0
3	As per MCA Circular Dividend unclaimed for 7 years, the shares lying in the Unclaimed Suspense Account are to be transferred to IEPF Demat Account, Hence the shares held in TCFC FINANCE LTD, SUSPENSE ACCOUNT with CDSL transferred on 06.12.2017 to IEPF.	0	0
4	Aggregate Number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year.	162	7309

By Order of the Board
For **TCFC Finance Limited**

Place: Mumbai
Date: 25th June, 2021

Atul Desai
Chairman
DIN:00019443

DECLARATION

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct of Board of Directors and Senior Management for the year ended on March 31, 2021.

For TCFC Finance Limited

Place: Mumbai
Date: 25th June, 2021

Tania Deol
Managing Director
DIN: 00073792

CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of TCFC Finance Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violate of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

For TCFC Finance Limited

For TCFC Finance Limited

Mrs. Tania Deol
CEO & Managing Director
DIN:00073792

Mr. Venkatesh Kamath
Executive Director & CFO
DIN: 00042866

Place: Mumbai
Date: 25th June, 2021

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of TCFC Finance Limited

1. We, GMJ & Co, Chartered Accountants, the Statutory Auditors of TCFC Finance Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. The responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2021.
8. In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2021.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For GMJ & Co
Chartered Accountants
Firm No. 103429W

(CA Atul Jain)
Partner
M. No. 037097
UDIN: 21037097AAAADL3071

Place: Mumbai
Date : 25th June, 2021

INDEPENDENT AUDITOR’S REPORT

To Members

TCFC Finance Limited,

Report on the Indian Accounting Standards (“Ind AS”) Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of TCFC Finance Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, the Profit and total comprehensive income, changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (‘ICAI’) together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Valuation of Investments

<p>The Company’s investment portfolio consists of Equity Instruments and Government Securities.</p> <p>Total investment portfolio of the Company represents 9.30 per cent of the Company’s total assets (net of provision).</p> <p>Investments are stated at cost less provision for diminution other than temporary in the value of these investments.</p> <p>In respect of the portfolio of quoted investments we do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgement because they comprise liquid, quoted investments. However, due to their materiality in the context of the financial statements as a whole, they are considered to be one of the areas which had significant impact on our overall audit strategy.</p> <p>The portfolio of unquoted investments is 1.75 per cent of the Company’s Total Assets. Valuation of unquoted investments involves judgement depending on the observability of the inputs into the valuation and further judgement in determining the appropriate valuation methodology where external pricing sources are either not readily available or are unreliable. Refer Note no. 2-3 of the “Significant Accounting Policies”.</p>	<p>Our audit procedures for this area included:</p> <ul style="list-style-type: none">• We assessed appropriateness of the pricing methodologies with reference to Company’s accounting and valuation policy;• We have assessed the process and tested the operating effectiveness of the key controls, including the Company’s review and approval of the estimates and assumptions used for the valuation including key authorization and data input controls;• For quoted investments, recalculated the valuations of investments with independent pricing sources;• For unquoted investments, we critically evaluated the valuation assessment and resulting conclusions in order to determine appropriateness of the valuations recorded with reference to the Company’s valuation guidelines.
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Inventories

<p>The Company's inventory consists of Shares and mutual fund.</p> <p>Total Inventory of the Company represents 87.82 per cent of the Company's total assets.</p> <p>Inventory's are made and valued in accordance with Policy of the Company and relevant Ind AS at cost or market value whichever is lower on FIFO basis. Refer Note no. 2-3 of "Significant Accounting Policies".</p>	<p>Our audit procedures for this area included:</p> <ul style="list-style-type: none"> • We assessed appropriateness of the pricing methodologies with reference to Company's valuation policy. • We have verified the inventory of shares by DEMAT statements and the account statements in respect of Mutual Funds. • In Quoted Inventories recalculated the valuation with independent pricing sources.
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Emphasis of Matter

We draw attention to note 36 of the financial statements of the company, wherein financial impact of COVID-19 on the operations of the Company has been disclosed. Further, the extent to which the COVID-19 pandemic will impact the Company's financial performance is dependent on future developments, which are highly uncertain. Our opinion is not modified in this matter.

Other Matters

Due to COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and local administration, the audit processes were carried out based on the remote access to the extent available/feasible and necessary records made available by the management through digital medium.

Other Information

The Company's Board of Directors is responsible for preparation of the other information. Other information comprises the information included in the Management Discussion and Analysis of the Board's Report including Annexures thereto to Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

TCFC FINANCE LIMITED

Auditor's Responsibilities for Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually, or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure "A" hereto a statement on the matters specified in paragraph 3 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Ind AS financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as on 31st March, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021, from being appointed as a director in terms of section 164 (2) of the Act;
- f) With respect to adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements -Refer Note no. 28 of Ind As Financial Statements.
 - ii. The Company does not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For GMJ & Co
Chartered Accountants
Firm No. 103429W

(CA Atul Jain)
Partner
M. No. 037097
UDIN: 21037097AAAADK4567
Place: Mumbai
Date: 25th June 2021

Annexure “A” to the Independent Auditor’s Report

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
- (b) Certain fixed assets were physically verified during the year by the management and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the company;
- (ii) The inventory has been verified by the management at reasonable intervals during the year on the basis of statements received from custodians and depositary participants and no material discrepancies were noticed on physical verification as compared to the book records;
- (iii) The Company has not granted loans, secured or unsecured to any firms, companies or other parties covered in the register maintained under Section 189 of the Company’s Act, 2013 (the Act) and hence provisions of clauses (iii) (a) ,(b) and(c) of paragraph 3 of the Company (Auditors Report) Order 2016 (the Order) are not applicable to the Company;
- (iv) According to the information and explanations given to us, the provisions of Section 185 of the Act are not applicable to the Company and the Company has complied with the provision of Section 186 of the Act in respect of subscription of shares to body corporates;
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder;
- (vi) The Central Government of India has not prescribed maintenance of cost records under subsection (1) of Section 148 of the Act for any of the activities of the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- (vii) According to records of the Company, examined by us and the information and explanations given to us:
- (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, goods and service tax, cess and other material statutory dues with appropriate authorities. There were no undisputed amounts payable for a period of more than six months from the date they became payable.
- (b) According to information and explanations given to us, there are no material dues of duty of customs and goods & service tax which have not been deposited as at March 31, 2021 on account of any dispute.
- (c) Details of dues of Income Tax on account of dispute which are given below :

Nature of the Statute	Nature of dues	Forum where Dispute is Pending	Period to which the amount Relates	Amount (₹)
The Income Tax Act, 1961	Income Tax	Jurisdictional AO	AY 2012-13	4,99,690
The Income Tax Act, 1961	Income Tax	CPC, Bengaluru	AY 2014-15	6,04,920
The Income Tax Act, 1961	Income Tax	CPC, Bengaluru	AY 2017-18	40,750

- (viii) The Company has not taken any loan from any financial Institution, bank or government and has not issued any debentures;
- (ix) The Company has not raised money by way of initial public offer or further public offer and term loans therefore clause (ix) of para 3 of the Order is not applicable;
- (x) Based on the audit procedures performed and according to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year;

Managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act;

- (xi) As the Company does not fall into the category of a Nidhi company, clause (xii) of para 3 of the Order is not applicable to the Company;
- (xii) According to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act wherever applicable and details have been disclosed in the Ind AS Financial Statements as required by applicable accounting standards;
- (xiii) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- (xiv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them under provisions of section 192 of Act; and
- (xv) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and is registered vide the Registration no. 13.00984 taken in the year 1998.

For GMJ & Co
Chartered Accountants
Firm No. 103429W

(CA Atul Jain)
Partner
M. No. 037097
UDIN: 21037097AAAADK4567
Place: Mumbai
Date: 25th June 2021

ANNEXURE – “B” TO AUDITOR’S REPORT

Report on Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of TCFC Finance Limited (“the Company”) as of 31st March, 2021 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring orderly and efficient conduct of its business, including adherence to Company’s policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such control operated effectively in all material respects.

Our audit involved performing procedures to obtain audit evidence about adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including assessment of the risks of material misstatement of the IndAS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding reliability of financial reporting and preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of inherent limitations of internal financial controls over financial reporting, including possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For GMJ & Co.
Chartered Accountants
Firm No. 103429W**

**(CA Atul Jain)
Partner
M. No. 037097
UDIN: 21037097AAAADK4567
Place: Mumbai
Date: 25th June 2021**

TCFC FINANCE LIMITED

BALANCE SHEET AS AT MARCH 31, 2021

(Amount in ₹)

Particulars	Notes	March 31, 2021	March 31, 2020
ASSETS			
(1) Financial Assets			
(a) Cash and Cash Equivalents	4	1,812,161	1,534,193
(b) Bank Balances Other than (a) above	5	14,756,817	54,743,319
(c) Stock in Trade	6	845,200,249	698,586,026
(d) Receivables		-	-
(e) Investments	7	89,508,692	90,144,008
(f) Other Financial Assets	8	60,000	60,000
		951,337,919	845,067,546
(2) Non-financial Assets			
(a) Current Tax Assets (Net)		11,785,236	7,015,620
(b) Property, Plant and Equipment	9	1,598,415	1,711,650
(c) Other Intangible Assets	10	70,667	99,834
(d) Other Non-financial Assets	11	181,755	223,543
		13,636,073	9,050,647
	TOTAL	964,973,992	854,118,193
EQUITY AND LIABILITIES			
LIABILITIES			
(1) Financial Liabilities			
(a) Other financial liabilities	12	4,570,169	3,516,033
		4,570,169	3,516,033
(2) Non-Financial Liabilities			
(a) Provisions	13	2,818,364	2,580,365
(b) Deferred tax liabilities (Net)	25	23,418,093	9,305,490
(c) Other non-financial liabilities	14	60,325	63,906
		26,296,782	11,949,761
(3) Equity			
(a) Equity Share capital	15	104,821,290	104,821,290
(b) Other Equity	16	829,285,751	733,831,109
		934,107,041	838,652,399
	TOTAL	964,973,992	854,118,193

As per our attached report of even date

For GMJ & Co.
Chartered Accountants
F.R. No. 103429W

CA Atul Jain
(Partner)
Membership No : 037097

Place : Mumbai
Date : 25th June 2021

For and on behalf of the Board of
TCFC Finance Limited

Atul Desai (DIN - 00019443) (Chairman)
Tania Deol (DIN - 00073792) (Managing Director)
Venkatesh Kamath (DIN - 00042866) (Executive Director & CFO)
Kinjal Sheth (Company Secretary)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in ₹)

Particulars	Notes	March 31, 2021	March 31, 2020
Revenue from operations			
Interest Income	17	10,480,395	10,182,597
Dividend Income	18	1,329,173	2,130,261
Net gain on fair value changes	19	104,647,632	-
Total Revenue from operations		116,457,200	12,312,858
Other Income	20	4,893,580	1,601,456
Total Income III- (I+II)		121,350,780	13,914,314
EXPENSES			
Net loss on fair value changes	21	-	5,370,167
Employee Benefits Expense	22	6,998,728	7,009,942
Depreciation, amortization and impairment	23	288,654	288,843
Others expenses	24	3,641,767	5,464,920
Total Expenses (IV)		10,929,149	18,133,872
Profit / (loss) before tax (III- IV)		110,421,631	(4,219,558)
Tax Expense:			
(1) Current Tax		3,900,000	230,000
(2) Adjustment of tax relating to earlier periods		(3,007,858)	(956,919)
(3) Deferred Tax		14,112,603	(4,371,025)
Profit / (loss) for the period from continuing operations(VII-VIII)		95,416,886	878,387
Profit/(loss) from discontinued operations	18	-	-
Tax Expense of discontinued operations	18	-	-
Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-
Profit/(loss) for the period		95,416,886	878,387
Other comprehensive income			
A. Items that will not be reclassified to profit or loss			
Remeasurement of gains (losses) on defined benefit plans		37,763	(90,425)
B. Items that will be reclassified to profit or loss			
		-	-
Total other comprehensive income for the year, net of tax		37,763	(90,425)
TOTAL COMPREHENSIVE INCOME		95,454,649	787,962
Earnings per equity share			
Basic EPS	26	9.10	0.08

As per our attached report of even date

For and on behalf of the Board of
TCFC Finance Limited

For GMJ & Co.
Chartered Accountants
F.R. No. 103429W

CA Atul Jain
(Partner)
Membership No : 037097
Place : Mumbai
Date : 25th June 2021

Atul Desai (DIN - 00019443)	(Chairman)
Tania Deol (DIN - 00073792)	(Managing Director)
Venkatesh Kamath (DIN - 00042866)	(Executive Director & CFO)
Kinjal Sheth	(Company Secretary)

TCFC FINANCE LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in ₹)

Particulars	March 31, 2021	March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit/(Loss) before income tax	110,421,631	(4,219,560)
Adjustments for:		
Depreciation and amortisation expense	288,654	288,843
Net (gain)/loss on fair value changes	(67,952,432)	13,886,116
Dividend and Interest income classified as investing cash flows	(11,809,568)	(12,312,858)
Operating profit/(loss) before working capital changes	30,948,285	(2,357,459)
Movements in Working capital:		
(Increase)/Decrease in investments	635,316	(4,602)
(Increase)/ Decrease in receivables	-	1,119,639
(Increase)/ Decrease in Stock in trade	(78,661,799)	60,322,492
Decrease/(increase) in bank deposits	39,986,502	(52,116,752)
Decrease/(increase) in other financial assets	-	-
Decrease/(increase) in other non-financial assets	41,788	(10,212)
Increase/(decrease) in other financial liabilities	1,054,136	51,245
Increase/(decrease) in non-financial liabilities	(3,581)	(53,933)
Increase/(decrease) provision	275,764	551,243
Cash generated from operations	(5,723,590)	7,501,661
Less: Income taxes paid	(5,661,758)	(385,680)
Net cash inflow from operating activities	(11,385,348)	7,115,981
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(146,252)	-
Purchase of intangible assets	-	-
Dividends received	1,329,173	2,130,261
Interest received	10,480,395	10,182,597
Net cash outflow from investing activities	11,663,316	12,312,858

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2021 (Contd.)

(Amount in ₹)

Particulars	March 31, 2021	March 31, 2020
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividends paid	-	(15,723,194)
Dividend distribution tax paid	-	(3,200,872)
Net cash inflow (outflow) from financing activities	-	(18,924,066)
Net increase (decrease) in cash and cash equivalents	277,968	504,774
Cash and Cash Equivalents at the beginning of the financial year	1,534,193	1,029,417
Cash and Cash Equivalents at end of the year	1,812,161	1,534,193
Net cash provided by (used in) operating activities includes		
Interest received	10,480,395	10,182,597
Dividend received	1,329,173	2,130,261

As per our attached report of even date

**For and on behalf of the Board of
TCFC Finance Limited**

**For GMJ & Co.
Chartered Accountants
F.R. No. 103429W**

CA Atul Jain
(Partner)
Membership No : 037097

Place : Mumbai
Date : 25th June 2021

Atul Desai (DIN - 00019443)	(Chairman)
Tania Deol (DIN - 00073792)	(Managing Director)
Venkatesh Kamath (DIN - 00042866)	(Executive Director & CFO)
Kinjal Sheth	(Company Secretary)

TCFC FINANCE LIMITED

STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2021

(Amount in ₹)

A Equity Share Capital

Particulars	Balance at the Beginning of the period	Changes in Equity share capital during the year	Balance at the end of the period
March 31, 2020			
Numbers	10,482,129	-	10,482,129
Amount	104,821,290	-	104,821,290
March 31, 2021			
Numbers	10,482,129	-	10,482,129
Amount	104,821,290	-	104,821,290

B Other Equity

Particulars	Capital Reserve	Treasury Shares	General Reserve	Statutory Reserve	Retained Earnings	Total
As at April 1, 2019	375	(19,273,357)	645,948,461	243,458,333	(118,166,598)	751,967,214
Profit for the period	-	-	-	-	878,387	878,387
Other comprehensive income	-	-	-	-	(90,425)	(90,425)
Total comprehensive income for the year	375	(19,273,357)	645,948,461	243,458,333	(117,378,637)	752,755,175
Transfer to General Reserve	-	-	87,839	-	(87,839)	-
Transfer to Statutory Reserve	-	-	-	175,677	(175,677)	-
Dividend	-	-	-	-	(15,723,194)	(15,723,194)
Tax on Dividend	-	-	-	-	(3,200,872)	(3,200,872)
As at March 31, 2020	375	(19,273,357)	646,036,299	243,634,011	(136,566,218)	733,831,110
Profit for the period	-	-	-	-	95,416,886	95,416,886
Other comprehensive income	-	-	-	-	37,763	37,763
Total comprehensive income for the year	375	(19,273,357)	646,036,299	243,634,011	(41,111,569)	829,285,759
Transfer to General Reserve	-	-	9,541,689	-	(9,541,689)	-
Transfer to Statutory Reserve	-	-	-	19,083,377	(19,083,377)	-
Dividend	-	-	-	-	-	-
As at March 31, 2021	375	(19,273,357)	655,577,988	262,717,388	(69,736,635)	829,285,759

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

1 Corporate Information

TCFC Finance Limited (the 'Company') was incorporated in India on August 29, 1990 under the provision of Companies Act, 2013 ('the Act').

The Company engaged in the business of finance and investments and trading in equity shares, mutual funds, securities etc.

The Company holds a Certificate of Registration (CoR) as Non-Banking Financial Institution, without accepting public deposits, registered with the Reserve Bank of India ("RBI") under section 45-IA of the Reserve Bank of India Act, 1934. The Company received its certificate of registration as a non-banking finance Company on August 12, 1998.

The Registered office of the company is 501-502, Raheja Chambers, 213, Free Press Journal Road, Nariman Point, Mumbai 400021.

The financial statements of the Company for the year ended March 31, 2021 were authorised for issue in accordance with the a resolution of the Board of Director on June 25, 2021.

2 Significant Accounting Policies

2.1 Basis of preparation

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

For all periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2020 are the first, the Company has prepared in accordance with Ind AS. Refer to note 36 for information on how the Company adopted Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments),

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest Rupees, except when otherwise indicated.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company are discussed in Note 3 - Significant accounting judgements, estimates and assumptions.

2.2 Presentation of financial statements

The financial statement of the company are presented as per Division III of the Schedule III to the Companies Act 2013.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- a. The normal course of business
- b. The event of default
- c. The event of insolvency or bankruptcy of the Company and/or its counterparties

2.3 Statement of Compliance

These standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act.

2.4 Summary of significant accounting policies

(a) Revenue from operations

(i) Interest income

Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at FVTPL.

The EIR in case of a financial asset is computed:-

- a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
- b. By considering all the contractual terms of the financial instrument in estimating the cash flows.
- c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

Interest income on credit impaired assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

(ii) Dividend income

Dividend income is recognised

- a. When the right to receive the payment is established,
- b. it is probable that the economic benefits associated with the dividend will flow to the entity and
- c. the amount of the dividend can be measured reliably

(iii) Net gain on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes.

However, net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

(b) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial measurement of financial instruments

Financial assets and financial liability are initially measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities recorded at fair value through profit & loss (FVTPL)), are added to or subtracted from the fair value of financial assets or financial liabilities, as appropriate, on initial recognition. Transaction cost directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

(ii) Day 1 profit or loss

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Company recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in profit or loss when the inputs become observable, or when the instrument is derecognised.

(iii) Classification & measurement categories of financial assets and liabilities:

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

Financial assets at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold assets for collecting contractual cash flows and contractual terms of the financial asset give rise on specified dates to cash flows that are solely for the payments of principal and interest on the principal amount outstanding. The changes in carrying value of financial assets is recognised in profit and loss account.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding. The changes in fair value of financial assets is recognised in Other Comprehensive Income.

Financial Assets at fair value through profit & loss (FVTPL)

A financial asset which is not classified in any of above categories are measured at FVTPL. The Company measures all financial assets classified as FVTPL at fair value at each reporting date. The changes in fair value of financial assets is recognised in Profit and loss account.

(c) Financial assets and liabilities**(i) Amortised cost and effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For the financial instrument other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash flows (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

(ii) Financial assets held for trading

The Company classifies financial assets as held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking. Held-for-trading assets are recorded and measured in the balance sheet at fair value. Changes in fair value are recognised in net gain on fair value changes.

(iii) Investment in Equity instruments

The Company subsequently measures all equity investments at FVTPL, unless the Company's management has elected to classify irrevocably some of its strategic equity investments to be measured at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

(iv) Financial Liabilities

All the financial liabilities are measured at amortised cost except loan commitments, financial guarantees.

(v) Financial liabilities and equity instruments

Financial instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(vi) Reclassification of financial assets and financial liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. The company didn't reclassify any of its financial assets or liabilities in current period and previous period.

(d) Derecognition of financial assets and liabilities

(i) Derecognition of financial asset

A financial asset (or, where applicable a part of a financial asset or a part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Company has transferred the financial asset if and only if; either

- The Company has transferred the rights to receive cash flows from the financial asset or
- It retains the contractual rights to receive the cash flows of the financial asset but assumed a contractual obligation to pay the cash flows in full without material delay to third party under 'pass through' arrangement..

A transfer only qualifies for derecognition if either:

- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

(ii) Derecognition of financial liabilities

A Financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid, including modified contractual cash flow recognised as new financial liability, is recognised statement of profit and loss.

Impairment of financial assets

The Company records allowance for expected credit losses for financial assets carried at amortised cost and all debt financial assets not held at FVTPL, in this section all referred to as 'Financial instruments'. Equity instruments are not subject to impairment under Ind AS 109.

ECL is a probability-weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original effective interest rate. Because ECL consider the amount and timing of payments, a credit loss arises even if the entity expects to be paid in full but later than when contractually due.

Simplified Approach

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance. However, if receivables contain a significant financing component, the Company chooses as its accounting policy to measure the loss allowance by applying general approach to measure ECL.

General Approach

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss as outlined in Note 35).

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date."

(e) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date using various valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company's accounting policies require, measurement of certain financial / non-financial assets and liabilities at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortized cost are required to be disclosed in the said financial statements.

The Company is required to classify the fair valuation method of the financial / non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement). Accordingly, the Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy described as follows:

Level 1 financial instruments:

Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments:

Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Group will classify the instruments as Level 3.

Level 3 financial instruments:

Those that include one or more unobservable input that is significant to the measurement as whole.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company periodically reviews its valuation techniques including the adopted methodologies and model calibrations. Therefore, the Company applies various techniques to estimate the credit risk associated with its financial instruments measured at fair value, which include a portfolio-based approach that estimates the expected net exposure per counterparty over the full lifetime of the individual assets, in order to reflect the credit risk of the individual counterparties for non-collateralised financial instruments.

The Company evaluates the levelling at each reporting period on an instrument-by-instrument basis and reclassifies instruments when necessary based on the facts at the end of the reporting period.

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(i) Treasury shares

As per Ind AS 32: Financial Instruments - Presentation, Treasury shares shall be deducted from equity and no gain or loss shall be recognised in profit or loss on the purchase, sale, issue or cancellation of such shares. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve.

(f) Earnings per share:

Basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding for the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders for the year by weighted average number of equity shares considered for deriving basic earnings per share and weighted average number of equity shares that could have been issued upon conversion of all potential equity shares.

(g) Retirement and other employee benefit:

(i) Provident fund:

The Company contributes to a recognised provident fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognised in the statement of profit and loss.

(ii) Gratuity:

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted. The present value of the obligation under such benefit plan is determined based on independent actuarial valuation using the Projected Unit Credit Method.

Re-measurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurement are not reclassified to profit or loss in subsequent periods.

(iii) Compensated absences:

The eligible employees of the Company are permitted to carry forward certain number of their annual leave entitlement to subsequent years, subject to a ceiling. The Company recognises the charge in the statement of profit and loss and corresponding liability on such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing annual leave benefits is determined using the projected unit credit method.

(h) Property, plant and equipment

All items of property, plant and equipment are measured at cost less accumulated depreciation and impairment loss if any. The cost comprises the purchase price and incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Changes in the expected useful life are accounted for by changing the amortization period or methodology, as appropriate, and treated as changes in accounting estimates.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in profit or loss during the reporting period, as and when they are incurred.

Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013

As per the requirement of Schedule II of the Companies Act, 2013, the Company has evaluated the useful lives of the respective fixed assets which are as per the provisions of Part C of the Schedule II for calculating the depreciation. The estimated useful lives of the fixed assets are as follows:

Nature of assets	Estimated useful lives
Office equipment	5
Computer Systems	3
Furniture & fixtures	10

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The carrying amount of those components which have been separately recognised as assets is derecognised at the time of replacement thereof. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

(i) Intangible assets:

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the company.

Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and impairment, if any.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortization period or methodology, as appropriate, which are then treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is presented as a separate line item in the statement of profit and loss.

Intangibles such as software are amortised over a period of 3 years based on its estimated useful life.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

(j) Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the impairment is reversed subject to a maximum carrying value of the asset before impairment.

(k) Provisions and other contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

(l) Taxes

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

(iii) Current and deferred tax for the year:

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(iv) Minimum Alternate Tax (MAT)

Minimum alternate tax (MAT) is not applicable to the Company, it has chosen an option to pay corporate tax under section 115BAA at the rate of 22% plus applicable surcharge and cess subject to compliance with certain conditions with effect from year ended 31st March 2021 onwards.

(m) Cash and cash equivalents

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value, cheques on hand and balances with banks. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

3 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

Critical judgements in applying accounting policies :

(i) Defined employee benefit assets and liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(ii) Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation

technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility.

(iii) Impairment of Non-Financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is higher of an asset's fair value less cost of disposal and its value in use. Where the carrying amount exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

(iv) Provision and contingent liabilities

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of its business.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgment is required to conclude on these estimates.

(v) Provisions for Income Taxes

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectation of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

FINANCIAL ASSETS

(Amount in ₹)

Particulars	March 31, 2021	March 31, 2020
4. CASH AND CASH EQUIVALENT		
Cash on hand	364	2,187
Balance with bank in current accounts	1,811,797	1,532,006
Total	1,812,161	1,534,193
5. OTHER BANK BALANCES		
Unclaimed Dividend	3,114,573	3,126,602
Deposits with banks	11,642,244	51,616,718
Total	14,756,817	54,743,319
6. STOCK IN TRADE (Securities held for trading) at FVTPL		
Mutual Funds	703,762,040	600,188,225
Equity Shares	141,438,209	98,397,801
Total	845,200,249	698,586,026
Investment in India	845,200,249	698,586,026
Investment in outside India	-	-
Total	845,200,249	698,586,026
7. INVESTMENTS		
(1) Investments carried at fair value through Profit and Loss		
Equity Instruments	16,815,963	16,815,963
(2) Investments carried at Amortised Cost		
Government securities (Tax free secured redeemable non-convertible bonds)	89,458,692	90,094,008
Total	106,274,655	106,909,971
Investments in India	106,274,655	106,909,971
Investments outside India	-	-
Total	106,274,655	106,909,971
Less: Impairment Loss allowances	(16,765,963)	(16,765,963)
Total	89,508,692	90,144,008
8. OTHER FINANCIAL ASSETS		
Security Deposits	60,000	60,000
Total	60,000	60,000

TCFC FINANCE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

9. PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹)

Particulars	Buildings	Furniture and Fixtures	Vehicles	Office Equipments	Computer Hardwares	Total
GROSS CARRYING VALUE						
As at April 1, 2019	1,035,691	218,465	764,870	38,708	102,849	2,160,583
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2020	1,035,691	218,465	764,870	38,708	102,849	2,160,583
Additions	-	-	-	-	146,252	146,252
Disposals	-	-	-	-	-	-
As at March, 2021	1,035,691	218,465	764,870	38,708	249,101	2,306,835
ACCUMULATED DEPRECIATION/IMPAIRMENT						
As at April 1, 2019	10,276	12,148	142,242	20,314	19,075	204,055
Depreciation for the year	21,917	14,276	178,008	3,622	27,055	244,878
Adjustments during the period	-	-	-	-	-	-
As at March 31, 2020	32,193	26,424	320,250	23,936	46,130	448,933
Depreciation for the year	21,917	14,276	178,008	-	45,286	259,487
Adjustments during the period	-	-	-	-	-	-
As at March, 2021	54,110	40,700	498,258	23,936	91,416	708,420
Net Carrying value as at March 31, 2021	981,581	177,765	266,612	14,772	157,685	1,598,415
Net Carrying value as at March 31, 2020	1,003,498	192,041	444,620	14,772	56,719	1,711,650

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

10. INTANGIBLE ASSETS

(Amount in ₹)

Particulars	Computer Software	Total
GROSS CARRYING VALUE		
As at April 1, 2019	186,279	186,279
Additions	-	-
Disposals	-	-
As at March 31, 2020	186,279	186,279
Additions	146,252	146,252
Disposals	-	-
As at March, 2021	186,279	186,279
ACCUMULATED AMORTISATION AND IMPAIRMENT		
As at April 1, 2019	42,480	42,480
Amortisation for the year	43,965	43,965
Adjustments during the period	-	-
As at March 31, 2020	86,445	86,445
Amortisation for the year	29,167	29,167
Adjustments during the period	-	-
As at March, 2021	115,612	115,612
Net Carrying value as at March 31, 2021	70,667	70,667
Net Carrying value as at March 31, 2020	99,834	99,834

11. OTHER NON-FINANCIAL ASSETS

Particulars	March 31, 2021	March 31, 2020
Other advance	50,532	-
Staff advance	77,140	154,842
Prepaid expenses	54,083	68,701
Total	181,755	223,543

TCFC FINANCE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in ₹)

Particulars	March 31, 2021	March 31, 2020
12. OTHER FINANCIAL LIABILITIES		
Financial Liabilities at amortised cost		
Unpaid dividends	3,114,573	3,126,602
Other Payables	1,455,596	389,432
Total	4,570,169	3,516,033

13. PROVISIONS

Provision for employee benefits		
Gratuity	1,923,168	1,672,301
Leave encashment	895,196	908,064
Total	2,818,364	2,580,365

14. OTHER NON FINANCIAL LIABILITIES

Statutory Liabilities	60,325	63,906
Total	60,325	63,906

15. SHARE CAPITAL

i. Authorised Share Capital

	Equity Share	
	Number	Amount
At April 1, 2019	25,000,000	250,000,000
Increase/(decrease) during the year		
At March 31, 2020	25,000,000	250,000,000
Increase/(decrease) during the year		
At March 31, 2021	25,000,000	250,000,000

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in ₹)

ii. Issued Capital

	Number	Amount
Equity shares of INR 10 each issued, subscribed and fully paid		
At April 1, 2019	10,482,129	104,821,290
Issued during the period		
At March 31, 2020	10,482,129	104,821,290
Issued during the period		
At March 31, 2021	10,482,129	104,821,290

iii. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	March 31, 2021		March 31, 2020	
	Number	% holding	Number	% holding
Equity shares of Rs 10 each fully paid up				
Greenstone Investments Private Limited	4,499,377	42.92%	4,499,377	42.92%
20th Century Holdings Private Limited	2,217,477	21.15%	21,67,949	20.68%
Venkatesh Kamath (as nominee of TCFC Finance Limited)	533,334	5.09%	533,334	5.09%

16. OTHER EQUITY

i. Reserves and Surplus

Particulars	March 31, 2021	March 31, 2020
Capital Reserve	375	375
Treasury Shares	(19,273,357)	(19,273,357)
General Reserve	655,577,988	646,036,299
Special Reserve under section 45-IC of the Reserve Bank of India Act, 1934	262,717,388	243,634,011
Retained Earnings	(69,736,644)	(136,566,219)
Total	829,285,751	733,831,109

ii. Nature and purpose of reserve

a. Treasury shares

As per Ind AS 32: Financial Instruments - Presentation, Treasury shares have been deducted from equity and no gain or loss have been recognised in profit or loss on the purchase, sale, issue or cancellation of such shares.

b. General reserve

Amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law.

c. Statutory reserve

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.

d. Retained earning

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

TCFC FINANCE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in ₹)

iii. Movement in Other equity

Particulars	March 31, 2021	March 31, 2020
(a) Capital Reserve		
Opening balance	375	375
Add/(Less):	-	-
Closing balance	375	375
(b) Treasury Shares		
Opening balance		
Number	533,334	533,334
Amount	(19,273,357)	(19,273,357)
Issued during the period		
Number	-	-
Amount	-	-
Closing balance		
Number	533,334	533,334
Amount	(19,273,357)	(19,273,357)
(c) General Reserve		
Opening balance	646,036,299	645,948,461
Add : Transfer from retained earnings	9,541,689	87,839
Closing balance	655,577,988	646,036,299
(d) Special Reserve under section 45-IC of the Reserve Bank of India Act, 1934		
Opening balance	243,634,011	243,458,333
Add : Transfer from retained earnings	19,083,377	175,677
Closing balance	262,717,388	243,634,011
(e) Retained Earnings		
Opening balance	(136,566,219)	(118,166,599)
Add : Profit/(loss) for the year	95,416,886	878,387
Add : Other comprehensive income	37,763	(90,425)
Amount available for appropriation	(41,111,570)	(117,378,637)
Transfer to General reserve	(9,541,689)	(87,839)
Transfer to Special Reserve under section 45-IC of the Reserve Bank of India Act, 1934	(19,083,377)	(175,677)
Dividend	-	(15,723,194)
Dividend distribution tax	-	(3,200,872)
Closing balance	(69,736,636)	(136,566,219)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

PROFIT AND LOSS

(Amount in ₹)

Particulars	March 31, 2021	March 31, 2020
17. INTEREST INCOME		
Interest Income on Financial Assets measured at Amortised Cost		
Interest income from Investments	7,940,695	7,943,282
Interest on Fixed Deposits	2,460,599	1,683,018
Other Interest Income	79,101	556,297
Total	10,480,395	10,182,597
18. DIVIDEND INCOME		
Dividend Income	1,329,173	2,130,261
Total	1,329,173	2,130,261
19. NET GAIN ON FAIR VALUE CHANGES		
(A) Net gain on financial instruments at fair value through profit or loss		
(i) On trading portfolio		
- Investments	104,647,632	-
Total Net gain on fair value changes	104,647,632	-
Fair Value changes:		
- Realised	2,215,844	-
- Unrealised	102,431,788	-
Total	104,647,632	-
20. OTHER INCOME		
Excess Provision written back	4,800,000	1,600,000
Miscellaneous Income	93,580	1,456
Total	4,893,580	1,601,456
21. NET LOSS ON FAIR VALUE CHANGES		
(A) Net loss on financial instruments at fair value through profit or loss		
(i) On trading portfolio		
- Investments	-	5,370,167
Total Net loss on fair value changes	-	5,370,167
Fair Value changes:		
- Realised	-	14,384,954
- Unrealised	-	(9,014,787)
Total	-	5,370,167
22. EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	6,289,882	6,307,245
Contribution to provident and other funds	355,680	339,817
Staff welfare expenses	64,536	81,103
Gratuity Expense	288,630	281,777
Total	6,998,728	7,009,942

TCFC FINANCE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in ₹)

Particulars	March 31, 2021	March 31, 2020
23. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on tangible assets	259,487	244,878
Amortisation on intangible assets	29,167	43,965
	288,654	288,843

24. OTHER EXPENSES

Repairs and maintenance	42,075	250,173
Advertisement	80,640	97,449
Auditor's remuneration (Refer Note (a))	377,600	387,040
Electricity charges	11,768	122,692
Legal and professional fees	133,560	547,590
Rates and taxes	140,400	135,600
Printing and Stationery	7,834	50,085
Telephone and internet expenses	126,176	687,774
Travelling & conveyance expenses	161,045	167,967
CSR Expenditure (Refer Note (b))	645,900	961,000
Listing fees	354,000	354,000
Custodian and depository charges	11,414	7,477
Miscellaneous expenses	1,549,355	1,696,073
Total	3,641,767	5,464,920

(a) Details of Payments to auditors

As auditor

Audit Fee	206,500	206,500
Tax audit fee	35,400	38,350

In other capacity

Other services (certification fees)	135,700	142,190
	377,600	387,040

(b) Corporate social responsibility expenditure

Contribution to PM cares prevention and healthcare of COVID-19 patients	-	961,000
Total	-	961,000
Amount required to be spent as per Section 135 of the Act	645,895	960,914

Amount spent during the year on

(i) Construction/acquisition of an asset	-	-
(ii) on other purposes		961,000

Amount Unspent

(i) Construction/Acquisition of any assets	-	-
(ii) on purpose other than (i) above	645,900	-

NOTE: Due to inadequate profits in the immediately preceding financial year, the Company planned to conserve the CSR donation corpus amounting to Rs. 6,45,900/-, identify such fund set up by the Central Government and notified by the Ministry of Corporate Affairs and postpone the donation towards such fund till identification of the names of the organization carrying out such activities as mentioned in schedule VII of the Act and then donate towards such purpose by 30th September, 2021 (i.e. within six months from the end of the financial year)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

NON FINANCIAL ASSETS

(Amount in ₹)

Particulars	March 31, 2021	March 31, 2020
25. INCOME TAX		
Deferred tax relates to the following:		
Accelerated Depreciation for tax purposes	(171,153)	(209,951)
Gratuity	484,022	465,234
Leave Encashment	225,303	252,623
Fair valuation of stock in trade	(23,956,265)	(9,813,396)
Net Deferred Tax Assets / (Liabilities)	(23,418,093)	(9,305,490)

Movement in deferred tax liabilities

Opening balance as of April 1	(9,305,490)	(13,676,515)
Tax income/(expense) during the period recognised in profit or loss	(14,112,603)	4,371,025
Tax income/(expense) during the period recognised in OCI	-	-
Closing balance as at March 31	(23,418,093)	(9,305,490)

Major Components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are as follows:

i. Income tax recognised in profit or loss

Current income tax charge	3,900,000	230,000
Adjustment in respect of current income tax of previous year	(3,007,858)	(956,919)
Deferred tax		
Relating to origination and reversal of temporary differences	14,112,603	(4,371,025)
Income tax expense recognised in profit or loss	15,004,745	(5,097,944)

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2021 and March 31, 2020

Accounting profit before income tax	110,421,631	(4,219,558)
Applicable income tax rate (%)	25.168%	27.82%
Income tax on accounting profits	27,790,916	(1,173,881)
Adjustment in respect of current income tax of prior years	(3,007,858)	(956,919)

Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:

Net expenses that are not deductible in determining taxable profit	560,472	289,974
Incomes which are exempt from tax	(1,775,777)	(3,064,159)
Effect of Change in Tax Rate	(887,065)	-
Others	(7,739,590)	(192,959)
Rounded Off due to Provision for Tax	63,648	-
Tax at effective income tax rate	15,004,745	(5,097,944)

Note on Income Tax Rate:

Pursuant to the enactment of the Taxation Law (Amendment) Act, 2019 ('The Amendment Act') which is effective from April 1, 2019, The Company has chosen an option to pay corporate tax at the rate of 22% plus applicable surcharge and cess subject to compliance with certain conditions with effect from AY 21-22.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

26. EARNINGS PER SHARE

Basic EPS is calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year adjusted for assumed conversion of all dilutive potential equity shares.

(Amount in ₹)

Particulars	March 31, 2021	March 31, 2020
Net Profit attributable to Equity holders of the Company	95,416,886	878,387
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	10,482,129	10,482,129
Basic and diluted earnings per share	9.10	0.08

The basic and diluted earnings per share are the same as there are no dilutive/ potential equity shares issued or outstanding as at the year end.

27. EMPLOYEE BENEFIT OBLIGATIONS

a. Defined contribution plan - provident funds

In accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952, employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which, both the employee and the Company contribute monthly at a determined rate. These contributions are made to a recognized provident fund administered by Regional Provident Fund Commissioner. The employees contribute 12% of their basic salary and the Company contributes an equal amount.

The Company recognised Rs. 3,55,680 (PY: Rs 3,39,817) for year ended March 31, 2021, for provident fund and other contributions in the Statement of profit and loss.

b. Defined Benefit Plan - Gratuity

The company provides for gratuity for employees in india as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The most recent actuarial valuation pertaining to present value of the defined benefit obligation (DBO) for gratuity were carried out as at March 31, 2020. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

The net liability disclosed above relates to funded and unfunded plans are as follows:

	March 31, 2021	March 31, 2020
Present value of obligation (A)	1,923,168	1,672,301
Fair Value of plan assets (B)		
Present value of obligation (A- B)	1,923,168	1,672,301
Net deficit / (assets) are analysed as:		
Liabilities - (Refer note 14)	1,923,168	1,672,301

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows

	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2019	1,300,099	-	1,300,099
Current service cost	182,969	-	182,969
Interest expense/(income)	98,808	-	98,808
Total amount recognised in profit or loss	281,777	-	281,777
<i>Remeasurements</i>			
Retrun of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	-	-	-
(Gain)/Loss from change in financial assumptions	91,248	-	91,248
Experience (gains)/losses	(823)	-	(823)
Total amount recognised in other comprehensive income	90,425	-	90,425
Employer contributions	-	-	-
Benefit payments	-	-	-
As at March 31, 2020	1,672,301	-	1,672,301
Current service cost	174,914	-	174,914
Interest expense/(income)	113,716	-	113,716
Total amount recognised in profit or loss	288,630	-	288,630
Remeasurements			
Retrun of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	-	-	-
(Gain)/Loss from change in financial assumptions	61,487	-	61,487
Experience (gains)/losses	(99,250)	-	(99,250)
Total amount recognised in other comprehensive income	(37,763)	-	(37,763)
Employer contributions	-	-	-
Benefit payments	-	-	-
As at March 31, 2021	1,923,168	-	1,923,168

TCFC FINANCE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

The significant actuarial assumptions were as follows:

	March 31, 2021	March 31, 2020
Discount rate	6.32%	6.80%
Salary growth rate	5%	5.00%
Withdrawal/attrition rate (based on categories)	Age: 0 to 40 : 3% Age: 41 to 50 : 2% Age: 51 to 62 : 1%	Age: 0 to 40 : 3% Age: 41 to 50 : 2% Age: 51 to 62 : 1%
Mortality rate	IALM (2012-14) Ult.	IALM (2006-08) Ult.
Expected weighted average remaining working lives of employees	12.18 Years	12.8 Years

A quantitative sensitivity analysis for significant assumption as at March 31, 2021 is shown below:

Assumptions	Discount rate		Salary growth rate	
	1.0% increase	1.0% decrease	1.0% increase	1.0% decrease
Sensitivity Level				
March 31, 2021				
Impact on defined benefit obligation	1800024	2067222	2066021	1798965
(% change compared to base due to sensitivity)	6.40%	-7.49%	-7.43%	6.46%
March 31, 2020				
Impact on defined benefit obligation	1,559,903	1,803,308	1,802,775	1,558,524
(% change compared to base due to sensitivity)	6.72%	-7.83%	-7.80%	6.80%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

(Amount in ₹)

	March 31, 2021	March 31, 2020
Within the next 12 months	704,081	44,882
Between 1 and 2 Years	32,898	684,534
Between 2 and 3 Years	288,076	30,114
Between 3 and 4 Years	27,345	255,373
Between 4 and 5 Years	31,992	24,964
From 6 to 10 Years	127,712	117,911
Total expected payments	1,212,104	1,157,778

The average duration of the defined benefit plan obligation at the end of the reporting period is 7.44 years (March 31, 2020: 7.92 years)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(Amount in ₹)

28. COMMITMENTS AND CONTINGENCIES

A. Contingent Liabilities	March 31, 2021	March 31, 2020
Claim against the company not acknowledged as debt		
Disputed Direct Taxes of AY 2012-13, 2014-15 & 2017-18 (In respect of disputed taxes of earlier years)	1,145,360	1,145,360

29. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party	Nature of Relationship	Country of Incorporation
Greenstone Investments Private Limited	Entity in which KMP exercises significant influence	India
20th Century Holdings Private Limited	Entity in which KMP exercises significant influence	India
Ms. Tania Deol - Managing Director	Key Management Personnel (KMP)	
Mr. Venkatesh Kamath - Chief Financial Officer	Key Management Personnel (KMP)	
Ms Kinjal Sheth - Company Secretary	Key Management Personnel (KMP)	

(ii) Transactions with related parties

The following transactions occurred with related parties

Name	Nature of Relationship	Nature of Transaction	March 31, 2021	March 31, 2020
Greenstone Investments Private Limited	Entity in which KMP exercises significant influence	Sharing of common expenses	5,000	52,907
Ms. Tania Deol	KMP	Dividend paid	-	9,525
Greenstone Investments Private Limited	Entity in which KMP exercises significant influence	Dividend paid	-	6,749,065
20th Century Holdings Private Limited	Entity in which KMP exercises significant influence	Dividend paid	-	3,251,923
Ms. Tania Deol	KMP	Managerial remuneration	2,164,000	2,145,154
Mr. Venkatesh Kamath	KMP	Managerial remuneration	1,770,600	1,613,790
Ms Kinjal Sheth	KMP	Managerial remuneration	666,040	629,265
Mr. Atul Desai	Chairman & Independent Director	Sitting Fees	220,000	220,000
Mr. V S Srinivasan	Independent Director	Sitting Fees	260,000	200,000
Mr. Pranav Jasani	Independent Director	Sitting Fees	160,000	100,000
Mr. Dharmil Bodani	Non Executive Director	Sitting Fees	140,000	80,000

TCFC FINANCE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

30. SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (“CODM”) of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Promoters of the Company. The Company operates only in one Business Segment i.e. finance and investments and trading in equity shares, mutual funds, securities etc., since the nature of these business are exposed to similar risks and return profiles, hence they are collectively operating under a single segment. Accordingly the Company does not have any reportable Segments as per Indian Accounting Standard 108 “Operating Segments”.

31. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR.

Particulars	As at March 31, 2021			As at March 31, 2020		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
Cash and cash equivalents	1,812,161	-	1,812,161	1,534,193	-	1,534,193
Bank Balance other than cash and cash equivalents	14,756,817	-	14,756,817	54,743,319	-	54,743,319
Investments	-	89,508,692	89,508,692	-	90,144,008	90,144,008
Other Financial assets	-	60,000	60,000	-	60,000	60,000
Sub total	16,568,978	89,568,692	106,137,670	56,277,512	90,204,008	146,481,520
Non-financial assets						
Current Tax assets (Net)	11,785,236	-	11,785,236	7,015,620	-	7,015,620
Deferred Tax assets (Net)	-	-	-	-	-	-
Property, plant and equipment	-	1,598,415	1,598,415	-	1,711,650	1,711,650
Capital work-in-progress	-	-	-	-	-	-
Intangible assets under development	-	-	-	-	-	-
Other intangible assets	-	70,667	70,667	-	99,834	99,834
Other non-financial assets	-	181,755	181,755	158,701	64,842	223,543
Sub total	11,785,236	1,850,837	13,636,073	7,174,321	1,876,326	9,050,647
Total assets	28,354,214	91,419,529	119,773,743	63,451,833	92,080,334	155,532,167

LIABILITIES AND EQUITY

LIABILITIES

Financial liabilities

Other Financial liabilities	4,570,169	-	4,570,169	3,516,033	-	3,516,033
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Sub total	4,570,169	-	4,570,169	3,516,033	-	3,516,033
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Non-Financial liabilities

Current tax liabilities (Net)	-	-	-	-	-	-
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Provisions	-	2,818,364	2,818,364	-	2,580,365	2,580,365
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Deferred tax liabilities (Net)	23,418,093	-	23,418,093	9,305,490	-	9,305,490
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Other non-financial liabilities	60,325	-	60,325	63,906	-	63,906
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Sub total	23,478,418	2,818,364	26,296,782	9,369,396	2,580,365	11,949,761
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Total liabilities	28,048,587	2,818,364	30,866,951	12,885,429	2,580,365	15,465,794
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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

32. CAPITAL MANAGEMENT

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company manages its capital in a manner which enables it to safeguard its ability to continue as a going concern and to optimise returns to the Shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The funding requirements are met through operating cash flows and other equity. The management monitors the return on capital and the board of directors monitors the level of dividends paid to shareholders of the Company. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

33. FAIR VALUE MEASUREMENTS

A. Valuation Principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques:

Level 1 - Valuation technique using quoted market price: financial instruments with quoted prices for identical instruments in active markets that Company can access at the measurement date.

Level 2 - Valuation technique using observable inputs: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.

Level 3 - Valuation technique with significant unobservable inputs: Those that include one or more unobservable input that is significant to the measurement as whole.

B. The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy

Particulars	As at March 31, 2021				As at March 31, 2020			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets measured at fair value on recurring basis								
Stock in trade								
Mutual Funds	703,762,040	-	-	703,762,040	600,188,225	-	-	600,188,225
Equity Shares	141,438,209	-	-	141,438,209	98,397,801	-	-	98,397,801
	845,200,249	-	-	845,200,249	698,586,026	-	-	698,586,026

C. Valuation Methodologies of Financial Instruments measured at fair value

Mutual Funds

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Equity Shares

Equity shares are fair valued based on their quoted market prices at the end of reporting period. The quoted market price used for financial asset held by the Company is the current bid price. Such instruments are classified as Level 1.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

D. Fair value of financial instrument not measured at fair value

The table below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements. This table does not include the fair values of non-financial assets and non-financial liabilities.

(Amount in ₹)

Particulars	Level	Carrying Amount			Fair Value		
		March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2021	March 31, 2020	March 31, 2019
FINANCIAL ASSETS							
Cash and Cash Equivalents	1	1,812,161	1,534,193	1,029,417	1,812,161	1,534,193	1,029,417
Bank Balances Other than cash and cash equivalents	1	14,756,817	54,743,319	2,626,568	14,756,817	54,743,319	2,626,568
Receivables	3	-	-	1,119,639	-	-	1,119,639
Investments	1	89,508,692	90,144,008	90,139,406	115,067,431	102,888,407	102,740,250
Other Financial Assets	3	60,000	60,000	60,000	60,000	60,000	60,000
		106,137,670	146,481,520	94,975,029	131,696,409	159,225,919	107,575,873
FINANCIAL LIABILITIES							
Other financial liabilities	3	4,570,169	3,516,033	3,464,789	4,570,169	3,516,033	3,464,789
		4,570,169	3,516,033	3,464,789	4,570,169	3,516,033	3,464,789

E. Valuation Methodologies of Financial Instruments not measured at fair value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Company's financial statements. These fair values were calculated for disclosure purposes only. The below methodologies and assumptions relate only to the instruments in the above tables and, as such, may differ from the techniques and assumptions explained in notes.

Short Term Financial Assets and Liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts are a reasonable approximation of their fair value. Such instruments include: cash and cash equivalents, bank balance other than cash and cash equivalents, trade receivables, deposits and other financial liabilities.

Investments

The fair value of investment in tax free bonds is based on the current bid price of respective investment as at the balance sheet.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

34. FINANCIAL RISK MANAGEMENT

The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The financial risks are managed in accordance with the Company's risk management policy which has been approved by its Board of Directors. The Company's Board of Directors has overall responsibility for managing the risk profile of the Company. The purpose of risk management is to identify potential problems before they occur, so that risk-handling activities may be planned and invoked as needed to manage adverse impacts on achieving objectives.

The Company has exposure to the following risks arising from Financial Instruments:

Risk	Exposure arising from
Credit Risk	Cash and cash equivalents, other bank balance, trade & other receivables, financial assets measured at amortised cost
Liquidity Risk	Financial liabilities
Market Risk - Foreign Exchange	Recognised financial assets not denominated in INR
Market Risk - Interest Rate	Investments in debt securities
Market Risk - Price	Investments in equity securities, units of mutual funds, debt securities measured at FVTPL

(A) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's trade and other receivables, cash and cash equivalents, other bank balances and financial assets measured at amortised cost.

Exposure to credit risk is mitigated through regular monitoring of collections, counterparty's creditworthiness and diversification in exposure.

Exposure to Credit Risk

The carrying amount of financial assets represents maximum amount of credit exposure. The maximum exposure to credit risk is as per the table below, it being total of carrying amount of cash and cash equivalent, other bank balance, trade and other receivables and financial assets measured at amortised cost.

Particular	March 31, 2021	March 31, 2020
Maximum exposure to credit risk	106,137,669	146,481,520

Expected Credit Loss (ECL) on Financial Assets

The Company continuously monitors all financial assets subject to ECLs. In order to determine whether an instrument is subject to 12 month ECL (12mECL) or life time ECL (LTECL), the Company assesses whether there has been a significant increase in credit risk or the asset has become credit impaired since initial recognition. The Company applies following quantitative and qualitative criteria to assess whether there is significant increase in credit risk or the asset has been credit impaired:

- Historical trend of collection from counterparty
- Company's contractual rights with respect to recovery of dues from counterparty
- Credit rating of counterparty and any relevant information available in public domain

ECL is a probability weighted estimate of credit losses. It is measured as the present value of cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with contract and the cash flows that the Company expects to receive).

The Company has following type of financial assets that are subject to the expected credit loss:

(i) Trade and other receivables

Exposures to customers' outstanding at the end of each reporting period are reviewed by the Company to determine incurred and

TCFC FINANCE LIMITED

expected credit losses. Historical trends of collection from counterparties on timely basis reflects low level of credit risk. As the Company has a contractual right to such receivables as well as the control over such funds due from customers, the Company does not estimate any credit risk in relation to such receivables.

(ii) Cash and cash equivalents and other bank balances

The Company holds cash and cash equivalents and other bank balances as per note 4 and 5. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be high.

(iii) Investment in Debt Securities measured at amortised cost

The Company has made investments in tax free bonds. Funds are invested after taking into account parameters like safety, liquidity and post tax returns etc. The Company avoids concentration of credit risk by spreading them over several counterparties with good credit rating profile and sound financial position. The Company's exposure and credit ratings of its counterparties are monitored on an ongoing basis.

Investment in debt securities that are in tax free government bonds do not carry any credit risk, being sovereign in nature. Credit risk from other financial assets has not increased significantly since initial recognition. Accordingly, the expected probability of default is low.

(B) Liquidity Risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Company on acceptable terms.

To limit this risk, management has adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a regular basis. The Company has developed internal control processes for managing liquidity risk.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The Company assesses the liquidity position under a variety of scenarios, giving due consideration to stress factors relating to both the market in general and specifically to the company.

Exposure to Liquidity Risk

The table below analyses the Company's financial liabilities into relevant maturity pattern based on their contractual maturities for all financial liabilities.

Particulars	Less than 1 month	1 to 3 months	3 months to 1 year	Between 1 and 3 years	Between 3 and 5 years	Total
As at March 31, 2021						
Financial Liability						
Other financial liabilities	3,589,954	334,314	645,900	-	-	4,570,168
As at March 31, 2020						
Financial Liability						
Other financial liabilities	3,129,196	102,881	283,956	-	-	3,516,033
As at March 31, 2019						
Financial Liability						
Other financial liabilities	2,660,969	4,925	798,895	-	-	3,464,789
As at April 1, 2018						
Financial Liability						
Other financial liabilities	2,636,462	18,086	19,142,611	-	-	21,797,159

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(C) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows related to financial instrument that may result from adverse changes in market rates and prices (such as foreign exchange rates, interest rates, other prices). The Company is exposed to market risk primarily related to currency risk, interest rate risk and price risk.

(i) Currency Risk

The Company does not have any foreign currency denominated assets. Accordingly, the exposure to currency risk will not arise.

(ii) Interest Rate Risk

The Company is mainly exposed to the interest rate risk due to its investment in tax free bonds. The interest rate risk arises due to uncertainties about the future market interest rate on these investments.

As at March 31, 2021, the investment in tax free bonds is INR 8,49,09,000 (March 31, 2020: INR 8,49,09,000). These are exposed to interest rate risk.

Sensitivity Analysis

The table below sets out the effect of increase/decrease in interest rates of 1%:

Particular	March 31, 2021	March 31, 2020
1% Increase in interest rate	849,090	849,090
1% decrease in interest rate	(849,090)	(849,090)

(iii) Price Risk

Price risk is the risk that the value of the financial instrument will fluctuate as a result of changes in market prices and related market variables including interest rate for investments in debt oriented mutual funds and debt securities, whether caused by factors specific to an individual investment, its issuer or the market. The Company's exposure to price risk arises from investments in equity securities, debt securities, units of mutual funds, venture capital fund and alternative investment funds which are classified as financial assets at Fair Value Through Profit and Loss and is as follows:

Particular	March 31, 2021	March 31, 2020
Exposure to price risk	845,200,249	698,586,026

To manage its price risk arising from investments in equity securities, debt securities, units of mutual funds, venture capital fund and alternative investment funds, the company diversifies its portfolio.

Sensitivity Analysis

The table below sets out the effect on profit or loss due to reasonable possible increase/ decrease in prices of 1% :

Particular	March 31, 2021	March 31, 2020
Effect on Profit and Loss		
1% increase in the prices	8,452,002	6,985,860
1% decrease in the prices	(8,452,002)	(6,985,860)

TCFC FINANCE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

The following additional information is disclosed in the terms of Master Direction - Non-Banking Financial Company - Non Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 issued vide Master Direction DNBR. PD. 007/03.10.119/2016-17 dated September 01, 2016 as amended.

Sr No.	Particulars	March 31, 2021		March 31, 2020	
		Amount out-standing	Amount overdue	Amount out-standing	Amount overdue
	Liabilities side :				
1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:				
	(g) Other Loans (Specify nature)	-	-	-	-
		-	-	-	-
	Assets side :				
2)	Break-up of Investments :				
	Short Term investments :				
	1. <u>Quoted</u> :				
	(i) Shares : (a) Equity	85,090,405		79,970,240	
	(b) Preference	-		-	
	(ii) Debentures and Bonds	-		-	
	(iii) Units of mutual funds	656,882,807		583,341,178	
	(iv) Government Securities	-		-	
	(v) Others (Specify nature)	-		-	
	Long Term investments :				
	1. <u>Quoted</u> :				
	(i) Shares : (a) Equity	19,273,357		19,273,357	
	(b) Preference	-		-	
	(ii) Debentures and Bonds	-		-	
	(iii) Units of mutual funds	-		-	
	(iv) Government Securities	84,909,000		84,909,000	
	(v) Others (Please specify)	-		-	
	2. <u>Unquoted</u> :				
	(i) Shares : (a) Equity	550,000		550,000	
	(b) Preference	-		-	
	(v) Others (Please specify)	-		-	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

3) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Please see note 2 below

Category	March 31, 2021		March 31, 2020	
	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1) Related Parties**				
(a) Subsidiaries				
(b) Companies in the same group	13,360,017	19,273,357	9,786,679	19,273,357
(c) Other related parties	-	-	-	-
2) Other than related parties	934,658,940	827,432,212	801,524,433	748,270,418
	948,018,957	846,705,569	811,311,112	767,543,775

Note: Break up value derived from the latest available Balance Sheet of the Company.

** As per Accounting Standard of ICAI (Please see Note 3)

Notes:

- 1 Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non -Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.
- 2 There are no prior period and change in accounting policies which require disclosure in the notes to accounts. There have been no instances in which revenue recognition has been postponed pending the resolution of significant uncertainties.
- 3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

36. IMPACT DUE TO COVID-19

The Covid-19 pandemic outbreak across the world including India has resulted in most countries announcing lockdowns and quarantine measures that have sharply stalled economic activities across the world. Government too has imposed lockdowns starting from March 24, 2020. The Indian economy is impacted and would continue to be impacted by this pandemic and the resultant lockdown, due to the contraction in industrial and services output across small and large businesses. The impact of the COVID -19 pandemic on TCFC's financial statements, including credit quality and provisions, remains uncertain and dependent on the current and further spread of COVID -19, steps taken by the government and the RBI to mitigate the economic impact and also the time it takes for economic activities to resume and reach the normal levels.

The Company has assessed the impact of the COVID-19 pandemic on its liquidity and ability to repay its obligations as and when they are fall due. Such an assessment has considered various stimulus packages announced by the Government of India which will directly or indirectly benefit NBFCs. Based on the sensitivity analysis conducted on stress scenarios, management believes that the Company will be able to pay its obligations as and when these become due in the foreseeable future. The Company would continue to focus on maintaining adequate capital and ensuring liquidity at all points in time.

In assessing the recoverability of receivables, intangible assets (including goodwill), deferred tax assets and investments, the Company has considered internal and external sources of information, including credit reports, economic forecasts and industry reports. Given the dynamic nature of the pandemic situation, these estimates are subject to uncertainty and maybe affected by severity and duration of the pandemic. In the event the impacts are more severe or prolonged than anticipated, this will have a corresponding impact on the carrying value of financial assets, the financial position and performance of the Company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

37. Standards issued but not yet effective

There are neither new standards nor amendments to existing standards which are effective for the annual period beginning from April 1, 2020.

38. The Company had purchased three flats in Orbit Terraces for which the Company has paid Rs109,981,368/- as advance shown as Long Term Loans & Advances till 31st March 2016, However, due to delay in the project and absolute uncertainty as to when the possession of these flats can be obtained by the Company, therefore, the Company has considered to make full provision of the above said amount in its Books of accounts on 31st March 2017

39. Micro Small and Medium Enterprises

The Company has no amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31st March, 2021

40. Previous year's information have been regrouped/reclassified wherever necessary to correspond with current period's classification/disclosure."

As per our attached report of even date

**For and on behalf of the Board of
TCFC Finance Limited**

**For GMJ & Co.
Chartered Accountants
F.R. No. 103429W**

**CA Atul Jain
(Partner)
Membership No : 037097**

**Place : Mumbai
Date : 25th June 2021**

Atul Desai (DIN - 00019443)	(Chairman)
Tania Deol (DIN - 00073792)	(Managing Director)
Venkatesh Kamath (DIN - 00042866)	(Executive Director & CFO)
Kinjal Sheth	(Company Secretary)

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