



TCI INDUSTRIES LIMITED

Near Colaba Fire Brigade, N. A. Sawant Marg, Colaba, Mumbai - 400 005.

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Ref. No.: TCIIL/BSE/026/19-20

July 30, 2019

Electronic Filing

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Security ID: TCIIND; **Security Code:** 532262.

Sub.: Declaration of Voting Results of the 54th Annual General Meeting (AGM) of the Company held on July 29, 2019.

Ma'am/ Dear Sir,

This has reference to our letter dated July 29, 2019, regarding intimation of proceedings of the 54th Annual General Meeting (AGM) of the Company held on July 29, 2019 at 11:00 a.m. at Meeting Place-1, 2 & 3, Lobby Level, Hyatt Place Hyderabad, Road No. 1, Banjara Hills, Opposite to GVK One Mall, Hyderabad - 500 034.

With reference to the captioned matter, we are submitting herewith following:

1. Consolidated Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as "Annexure I"; and
2. Consolidated Report of the Scrutinizer on the Remote E-Voting and voting conducted at the AGM as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, enclosed as "Annexure II".

This is for your information and records.

Thanking You.

For **TCI Industries Limited**

Amit A. Chavan
Company Secretary & Compliance Officer



Encl.: As above.

TCI INDUSTRIES LIMITED

VOTING RESULTS

Date of the Annual General Meeting	July 29, 2019
Record date	July 22, 2019
Total number of Shareholders on record date	2363
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	02
Public:	26
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	



Agenda-wise disclosure:

Resolution No. 1

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/Special)				Ordinary				
Whether Promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	672419	617819	91.88	617819	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	672419	617819	91.88	617819	-	100.00	0.00
Public-Institutions	E-Voting	695	-	0.00	-	-	0.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	695	-	0.00	-	-	0.00	0.00
Public-Non Institutions	E-Voting	223677	40716	18.20	40716	-	100.00	0.00
	Poll		50	0.02	50	-	100.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	223677	40766	18.22	40766	-	100.00	0.00
Total		896791	658585	73.44	658585	-	100.00	0.00

Details of Invalid Votes

Category	No. of votes
Promoter and Promoter Group	-
Public Institutions	-
Public-Non Institutions	1



Resolution No. 2

To appoint a Director in place of Shri Mahendra Agarwal (DIN: 00179779), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)				Ordinary				
Whether Promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	672419	617819	91.88	617819	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	672419	617819	91.88	617819	-	100.00	0.00
Public-Institutions	E-Voting	695	-	0.00	-	-	0.00	0.00
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	695	-	0.00	-	-	0.00	0.00
Public-Non Institutions	E-Voting	223677	40716	18.20	40716	-	100.00	0.00
	Poll		50	0.02	50	-	100.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	223677	40766	18.22	40766	-	100.00	0.00
Total		896791	658585	73.44	658585	-	100.00	0.00

Details of Invalid Votes

Category	No. of votes
Promoter and Promoter Group	-
Public Institutions	-
Public-Non Institutions	1



Resolution No. 3

To appoint a Director in place of Shri Vikas Agarwal (DIN: 00052738), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)		Ordinary						
Whether Promoter/promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	672419	617819	91.88	617819	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	672419	617819	91.88	617819	-	100.00	0.00
Public-Institutions	E-Voting	695	-	0.00	-	-	0.00	0.00
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	695	-	0.00	-	-	0.00	0.00
Public-Non Institutions	E-Voting	223677	40716	18.20	40716	-	100.00	0.00
	Poll		50	0.02	50	-	100.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	223677	40766	18.22	40766	-	100.00	0.00
Total		896791	658585	73.44	658585	-	100.00	0.00

Details of Invalid Votes

Category	No. of votes
Promoter and Promoter Group	-
Public Institutions	-
Public-Non Institutions	1



Resolution No. 4

To appoint a Director in place of Shri Ashish Agarwal (DIN: 00351824), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)				Ordinary				
Whether Promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	672419	617819	91.88	617819	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	672419	617819	91.88	617819	-	100.00	0.00
Public-Institutions	E-Voting	695	-	0.00	-	-	0.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	695	-	0.00	-	-	0.00	0.00
Public-Non Institutions	E-Voting	223677	40716	18.20	40716	-	100.00	0.00
	Poll		50	0.02	50	-	100.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	223677	40766	18.22	40766	-	100.00	0.00
Total		896791	658585	73.44	658585	-	100.00	0.00

Details of Invalid Votes

Category	No. of votes
Promoter and Promoter Group	-
Public Institutions	-
Public-Non Institutions	1



Resolution No. 5

Re-appointment of Shri Sunil K. Warekar (holding DIN: 02088830) as a Whole-time Director, designated as Executive Director.

Resolution required: (Ordinary/Special)				Special				
Whether Promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	672419	617819	91.88	617819	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	672419	617819	91.88	617819	-	100.00	0.00
Public-Institutions	E-Voting	695	-	0.00	-	-	0.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	695	-	0.00	-	-	0.00	0.00
Public-Non Institutions	E-Voting	223677	40716	18.20	40716	-	100.00	0.00
	Poll		50	0.02	50	-	100.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	223677	40766	18.22	40766	-	100.00	0.00
Total		896791	658585	73.44	658585	-	100.00	0.00

Details of Invalid Votes

Category	No. of votes
Promoter and Promoter Group	-
Public Institutions	-
Public-Non Institutions	1



Resolution No. 6

Sifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra.

Resolution required: (Ordinary/Special)				Special				
Whether Promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	672419	617819	91.88	617819	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	672419	617819	91.88	617819	-	100.00	0.00
Public-Institutions	E-Voting	695	-	0.00	-	-	0.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	695	-	0.00	-	-	0.00	0.00
Public-Non Institutions	E-Voting	223677	40716	18.20	40716	-	100.00	0.00
	Poll		50	0.02	50	-	100.00	0.00
	Postal Ballot (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	223677	40766	18.22	40766	-	100.00	0.00
Total		896791	658585	73.44	658585	-	100.00	0.00

Details of Invalid Votes

Category	No. of votes
Promoter and Promoter Group	-
Public Institutions	-
Public-Non Institutions	1

Note:

- Voting Rights are in proportion to shares held as on the cut-off date viz., July 22, 2019.
- Based on the consolidated results of e-Voting and Poll conducted at the AGM in respect of item nos. 1 to 6 of the Notice of the 54th AGM, all the resolutions were passed by the Members with requisite majority.





VK Bajaj & Associates

Company Secretaries

Consolidated Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
TCI Industries Limited
1-7-293, M.G. Road,
Secunderabad – 500 003

Dear Sir,

1. I, Vasanth Kumar Bajaj, Company Secretary in Practice, have been appointed by the Board of Directors of **TCI Industries Limited** (The Company) as a Scrutinizer for the purpose of Scrutinizing the remote e-voting/voting at AGM for ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 54th Annual General Meeting (AGM) of the Members of the Company, held on **Monday, 29th July, 2019** at 11:00 A.M. at #1, 2 & 3, Lobby Level, Hyatt Place Hyderabad, Road No. 1, Banjara Hills, Opposite to GVK One Mall, Hyderabad - 500 034.
2. The notice dated 18th May, 2019 convening the 54th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company held on 29th July, 2019. The Company has also provided voting option to the shareholders present at this Annual General Meeting and who has not cast their vote earlier through remote e-voting facility.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and ballot voting at AGM on the resolutions contained in the notice to the 54th Annual General Meeting (AGM) of the members of the Company, my responsibility is to



make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and based on physical ballots submitted by shareholders at AGM.

4. Further to the above, I submit my report as under:

- i. The e-voting remained open from Friday, 26th July, 2019 (09:00 A.M) to Sunday, 28th July, 2019 (05:00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e., Monday, 22nd July, 2019 were entitled to vote on the resolutions as set out in the notice of the 54th Annual General Meeting (AGM) of the Company.
- iii. The votes cast under remote e-voting facility were thereafter unblocked in the presence of 2 witnesses, Ms. Ankita Pashine and Ms. Nisha Jhavar who are not in the employment of the Company after completion of counting of votes cast at Annual General Meeting.
- iv. Thereafter the consolidated details containing *inter alia*, list of equity shareholders, who voted "for", and "against" on each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e., [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/).
- v. The results of the e-voting is enclosed as **Annexure – A.**

Thanking you

For **V K Bajaj & Associates**
Company Secretaries


Vasanth Kumar Bajaj
Company Secretary
M No. F6868
CP No. 5827



Date: 30.07.2019
Place: Hyderabad

Annexure - A

RESULTS OF REMOTE E-VOTING & VOTING AT AGM:

Resolution No. 1 of the Notice:

Ordinary Resolution for adoption of audited financial statements and the report of the directors' & auditors' for the year ended 31st March, 2019.

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	53	658535	99.99
Voting at AGM	21	50	0.01
Total No. of Votes Cast	74	658585	100.00

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	-	-	-
Voting at AGM	-	-	-
Total No. of Votes Cast	-	-	-

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	-	-	--
Voting at AGM	1	1	--
Total No. of Votes Cast	1	1	--

Resolution No. 2 of the Notice:

Ordinary Resolution for appointment of a Director in place of Shri. Mahendra Agarwal (DIN: 00179779), who retires by rotation and being eligible offers himself for re-appointment:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	53	658535	99.99
Voting at AGM	21	50	0.01
Total No. of Votes Cast	74	658585	100.00



ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	-	-	-
Voting at AGM	-	-	-
Total No. of Votes Cast	-	-	-

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	-	-	-
Voting at AGM	1	1	-
Total No. of Votes Cast	1	1	-

Resolution No. 3 of the Notice:

Ordinary Resolution for appointment of a director in place of Shri Vikas Agarwal (DIN: 00052738) who retires by rotation and being eligible offers himself for re-appointment:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	53	658535	99.99
Voting at AGM	21	50	0.01
Total No. of Votes Cast	74	658585	100.00

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	-	-	-
Voting at AGM	-	-	-
Total No. of Votes Cast	-	-	-

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	-	-	-
Voting at AGM	1	1	-
Total No. of Votes Cast	1	1	-



Resolution No. 4 of the Notice:

Ordinary Resolution for appointment of a director in place of Shri Ashish Agarwal (DIN: 00351824) who retires by rotation and being eligible offers himself for re-appointment:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	53	658535	99.99
Voting at AGM	21	50	0.01
Total No. of Votes Cast	74	658585	100.00

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	-	-	-
Voting at AGM	-	-	-
Total No. of Votes Cast	-	-	-

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	-	-	-
Voting at AGM	1	1	-
Total No. of Votes Cast	1	1	-

Resolution No. 5 of the Notice:

Special Resolution for re-appointment of Shri Sunil K. Warekar (DIN: 02088830) as a Whole-time Director, designated as Executive Director:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	53	658535	99.99
Voting at AGM	21	50	0.01
Total No. of Votes Cast	74	658585	100.00



ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Vo..tes Cast
Remote E-Voting	-	-	-
Voting at AGM	-	-	-
Total No. of Votes Cast	-	-	-

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	-	-	-
Voting at AGM	1	1	-
Total No. of Votes Cast	1	1	-

Resolution No. 6 of the Notice:

Special Resolution for Shifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	53	658535	99.99
Voting at AGM	21	50	0.01
Total No. of Votes Cast	74	658585	100.00

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	-	-	-
Voting at AGM	-	-	-
Total No. of Votes Cast	-	-	-

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	-	-	--
Voting at AGM	1	1	-
Total No. of Votes Cast	1	1	-

