

21.07.2017

To
The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

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

Sub: Intimation of 43rd Annual General Meeting, E-voting Information and Book Closure
Ref: Scrip Code 501242 (BSE); TCIFINANCE (NSE)

This is to inform you that, pursuant to Section 96 of the Companies Act, 2013, the 43rd Annual General Meeting (“AGM”) of the Company will be held on Monday, August 14, 2017, at 11:00 a.m., at Plot no.20, Survey no.12, Near Rainbow Children Hospital, Kothaguda, Kondapur, Hyderabad-500084

We also hereby inform you that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India(Listing Obligation and Disclosure Requirements) Regulations, 2015, the Share Transfer books and Register of Members of the Company will be closed from Monday, August 7, 2017 to Monday, August 14, 2017 (both days inclusive) for the purposes of AGM.

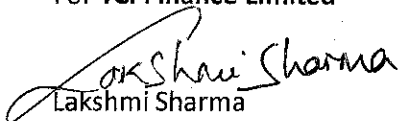
Further, e-voting facility has been made available to all the members of the Company. The details of e-voting are as follows:

- a) Date and time of commencement of e-voting : From 9.00 a.m. (IST) on Wednesday, August 9, 2017
- b) Date and time of end of e-voting : Up to 5.00 p.m. (IST) on Sunday, August 13, 2017
- c) Cut-off date for determining the eligibility to vote by electronic means or in the AGM : Monday, August 7, 2017

Kindly take the same on your records and acknowledge.

Thanking You

Yours Faithfully
For **TCI Finance Limited**


Lakshmi Sharma
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the Members of TCI Finance Limited (the Company) will be held on Monday, the 14th day of August, 2017 at 11.00 am at Plot no.20, Survey no.12, Near Rainbow Children Hospital, Kothaguda, Kondapur, Hyderabad-500084 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt
 - a) The audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
 - b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2017.
2. To appoint a Director in place of Ms. Meera Madhisudan Singh, (DIN: 00415866) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any of the Companies Act, 2013 and the rules framed there under, as amended from time to time, consent is accorded to ratify the re-appointment of M/s. M. Bhaskara Rao & Co., Chartered Accountants (Firm Registration No.000459 S) as Statutory Auditors of the Company, who was appointed at the 40th Annual General Meeting to hold office from the conclusion of 40th Annual General Meeting (AGM) till the conclusion of the 45th Annual General Meeting (AGM) of the Company to be held in the year 2019, at such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable rules prescribed there under and other applicable provisions, if any of Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as recommended by Nomination and Remuneration Committee and the Board of Directors, the consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. Ramesh Sivaraman as Manager of the Company with effect from July 1, 2017 for a period of 3 (Three) years on such terms and conditions as provided in the Statement under Section 102 of the Companies Act, 2013 for this item of business.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which the term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), be authorised, to alter and vary the terms and conditions of re-appointment and / or the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force or otherwise as may be permissible at law and as agreed between the company and Mr. Ramesh Sivaraman from time to time.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ramesh Sivaraman, Manager of the Company, remuneration by way of salary, perquisites and allowances in accordance with the applicable provisions of Schedule V of the Act and subject to the approval of the Central Government, if required, as minimum remuneration.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on July 28, 2015, and pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may deem fit from banks, financial institutions or any other kind of lenders notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not so set aside for any specific purposes, provided however that the total amount so borrowed and remaining outstanding at any particular time shall not exceed Rs.250 Crores.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other provisions, if any, of the Companies Act 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage or charge all or any part of immovable or movable properties of the company, where so ever situated, both present and future, and whole or part of the undertakings of the Company of any nature and kind whatsoever and/ or creating a floating charge in all or any immovable properties of the company together with the powers to takeover the management of the business and concern of the company, in certain events, to or in favour of banks, financial institutions any other lenders to secure the amount borrowed/to be borrowed by the Company from time to time for the due payment of the principal monies together with the interest and other charges payable by the company in respect of such borrowings, provided however that the total amount so borrowed and remaining outstanding at any particular time which will be secured by such charge/mortgage shall not exceed Rs. 250 Crores.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting (on or before August 12, 2017, 11 a.m. IST). A proxy Form is annexed to this Report. Proxies submitted on behalf of Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
7. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
8. The Register of Members and Share Transfer Books will remain closed from August 7, 2017 to August 14, 2017 (both days inclusive).
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
12.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
13. Non-Resident Indian Members are requested to inform Karvy Computershare Private Limited, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.
15. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Karvy Computershare Pvt. Ltd.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'Shareholder Registration Form' available on the website of the Company www.tcifl.in to M/s. Karvy or secretarial department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
17. The shares of the Company are at present listed on the following Stock Exchanges viz., The Bombay Stock Exchange Limited, and National Stock Exchanges of India Limited. The listing fee for the year 2017-18 has been paid to the Stock Exchanges.

18. The Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Meeting.
19. A Route Map showing direction to reach the venue of 43rd Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.

20. Voting through electronic means

- a) In Compliance with provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote at the 43rd AGM by electronic means and the business shall be transacted through e-voting services provided by M/s Karvy Computershare Private Limited (Karvy).
- b) The e-voting facility will be available during the following period:
- Commencement of e-voting: From 9.00 a.m. (IST) on Wednesday, August 9, 2017
- End of e-voting: Up to 5.00 p.m. (IST) on Sunday, August 13, 2017
- c) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- d) The company has appointed M/s dvm gopal & associates, Practicing Company Secretaries, Hyderabad as Scrutinizer for conducting the e-voting process and voting process at the meeting (including voting through Ballot Form) in a fair and transparent manner.
- e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 7, 2017. 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, only shall be entitled to vote.
- f) The login ID and password for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and

password for e-voting by e-mail.

- g) The facility for voting through ballot / polling paper shall be made available at the Meeting, to all the members attending the Meeting, who have not opted evoting facility. Further, the members who have opted evoting facility may also attend the Meeting but shall not be entitled vote again. Kindly note that members can opt for only one form of voting i.e. either by Ballot Forms or through e-voting. If members are opting for e-voting then they should not vote by Ballot Forms and vice-versa.

However, in case members casting their vote both by e-voting and Ballot Forms, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

- h) Any person who become members of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 7, 2017, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at evoting@karvy.com with a copy to investors_tcif@gati.com. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- i) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the help of scrutinizer, by use of 'Ballot Paper' for all those members, who are present at the meeting, but have not cast their vote by availing e-voting facility.
- j) The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. www.tcifl.in and on the website of M/s Karvy i.e. www.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.
- k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday August 14, 2017.

21. Instructions and other information relating to e-voting:

- I. The instructions for e-voting are as under:
- i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e., user-id & password). Your folio / DP ID - Client ID will be your User ID.

User ID	For Members holding shares in demat form: i) For NSDL: 8-character DP ID followed by 8-digit Client ID
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	<p>ii) ii) For CDSL: 16-digit beneficiary ID For Members holding shares in physical form:</p> <p>Event number, followed by Folio Number registered with the Company</p>
Password	Your unique password is printed on the form / forwarded via email through the electronic notice
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii) After entering these details appropriately, click on 'LOGIN'.

iv) Members holding shares in demat / physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through M/s Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v) You need to login again with the new credentials.

vi) On successful login, the system will prompt to select the 'Event' i.e., 'Company Name'.

vii) If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and cast your vote earlier for any company, then your existing login id and password are to be used.

viii) On the voting page, you will see Resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast your vote, select 'ABSTAIN'.

- ix) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly, modify your vote.
- x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi) Corporate / Institutional Members (Corporate / Fls / Flls / Trusts / Mutual Funds / Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutiniser through e-mail to dvmgopal@gmail.com with copy to investors_tcif@gati.com. The file scanned image of the Board resolution should be in the naming format 'Corporate Name_ Event number'.
- xii) If you are already registered with M/s Karvy Computershare Private Limited for e-voting, then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xiii) Please contact Karvy Computershare Pvt. Ltd.'s toll-free number 1-800-34-54-001 for any further clarifications.
- xiv) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of the e-voting website of M/s. Karvy Computershare Private Limited <https://evoting.karvy.com>.

22. Details of the Director proposed to be re-appointed at the AGM Scheduled to be held on August 14, 2017 (Pursuant to Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Name of Director	Ms. Meera Madhusudan Singh
Resume, nature of expertise in specific functional area	Ms. Meera, is an industry professional and entrepreneur with over 25 years of experience in brand building, design, consumer experience, marketing and communications across a myriad of verticals with an extensive experience in the Indian and ASEAN industries. She is the only woman entrepreneur to have successfully contributed to commissioning the first hydro power project of 110 MW at Sikkim in North Eastern India.
Details of shares held in the Company as on 31.03.2017	Nil
Listed Companies in which Directorships held as on 31.03.2017	TCI Finance Limited
Chairman / Member of the Committees of Listed Companies in which he is a Director as on 31.03.2017	Chairman of Corporate Social Responsibility Committee of TCI Finance Ltd.
Relationship with other Directors	Not related to any of the Director

23. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

Item No. 4

The present term of office of Mr. Ramesh Sivaraman, Manager of the Company is due for expiry on 30.06.2017. The Board of Directors, subject to shareholders' approval, at the ensuing Annual General Meeting and/or subject to the approval of the central government have re-appointed Mr. Ramesh Sivaraman as Manager of the Company for a period of 3 years w.e.f 01.07.2017 their meeting held on 02.05.2017. The terms and condition as recommended by the Remuneration Committee read as follows:

Powers:

Subject to the superintendence, control and directions of the Board, the Manager shall exercise the managerial powers in general and specific powers as may from time to time be lawfully entrusted to and conferred upon you by the Board.

Remuneration Structure:

- Salary: Basic Rs 85000 per month in the pay scale of Rs. 85000 -2500 - 100000 with the authority to the Board to sanction more than one increment in the scale in any year.
- House Rent Allowance: 50% of the Basic.
- Perquisites & other allowances shall not exceed 25 Lakh P
- Variable pay shall not exceed Rs.20 Lakh P.A
- Leave Travel encashment: As per HR policy of the Company
- Group Medi-claim & personal accident insurance: As per HR policy of the Company
- Employer's contribution to Provident fund / superannuation fund: As per HR policy of the Company
- Gratuity: As per HR policy of the Company
- Communication Budget(Telephone): As per HR policy of the Company.

General terms and conditions – as per HR Policy:

The information is required to be disclosed as per clause (iii) of section II (B)(iv) of Schedule V of the Companies Act, 2013:

I. General information:

I	Nature of Industry:	Non Banking Financial Company			
II	Date of commencement of Commercial Production:	29.11.1973			
III	Financial performance based on given indicators:	Particulars	2017	2016	2015
		Paid up Share Capital	128724930	128724930	128724930
		Income from Operations	12,22,40,102	11,25,50,348	13,23,60,010
		Other Income	1,87,14,063	20,80,525	49,07,007
		Profit after Tax	3,60,40,448	1,98,14,557	6,77,93,898
IV	Foreign investments or collaborations, if any:	Not applicable			

II. General information:

Information about the appointee

Background details and recognition:	Mr Ramesh Sivaraman is a Commerce Graduate and a member of the Institute of Chartered Accountants of India since 1991. He is the Manager- Chief Executive of TCI Finance Limited a listed Non banking Finance Company. He has experience of more than two decade in Non Banking Finance companies. He is also Director in TCI- Hi ways Private Limited and ITAG Infrastructure Limited.									
Past Remuneration:	Last three(3) years remuneration as given below: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="3" style="text-align: right;">Amt. in Rs.</th> </tr> <tr> <th>2017</th> <th>2016</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td style="text-align: right;">33,66,164</td> <td style="text-align: right;">37,40,576</td> <td style="text-align: right;">26,22,814</td> </tr> </tbody> </table>	Amt. in Rs.			2017	2016	2015	33,66,164	37,40,576	26,22,814
Amt. in Rs.										
2017	2016	2015								
33,66,164	37,40,576	26,22,814								
Recognition or awards										
Job profile and his suitability:	The duties of the Manager shall be the overall supervision of the functioning of the Company, handling day to day affairs of the Company, appointment and termination of services of employees, operating bank accounts, signing cheques, promissory notes, bill of exchange, regularly reporting to the Board on the activities of the Company and to perform all other duties that the Board may delegate to the Manager.									
Remuneration proposed:	Proposed remuneration was stated above.									
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	Keeping in view the current industrial standards and taking in consideration the business to be carried out by the Company, the profile of Mr. Ramesh Sivaraman and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration package paid to managerial personnel in other Companies.									
Pecuniary relationship directly or indirectly with the Company:	Mr. Ramesh Sivaraman does not have any pecuniary relationship directly or indirectly with the Company except for the remuneration received by him as Manager-Chief Executive.									

III. Other information:

Reasons of loss or inadequate profits:	During the year Company has recorded Profit after tax is Rs.360 lacs and subsidiary Company is also growing in profitability terms.
Steps taken for improvement:	Being a NBFC, it is expecting to invest and facilitate for borrowings
Expected increase in productivity and profits in measurable terms:	Company is loan Company and expecting increase in profitability in upcoming years.

Your Directors recommend the resolutions as set out above for your approval.

Except Mr. Ramesh Sivaraman as Manager, none of the Directors, Key Managerial Persons or their relatives are in any way concerned or interested, financially or otherwise in the above resolution.

Item no 5 & 6

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free

reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.250 crores (Rupees Two Hundred and Fifty Cores only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolutions for the approval of the members as Special Resolutions. None of the Directors, Managers or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

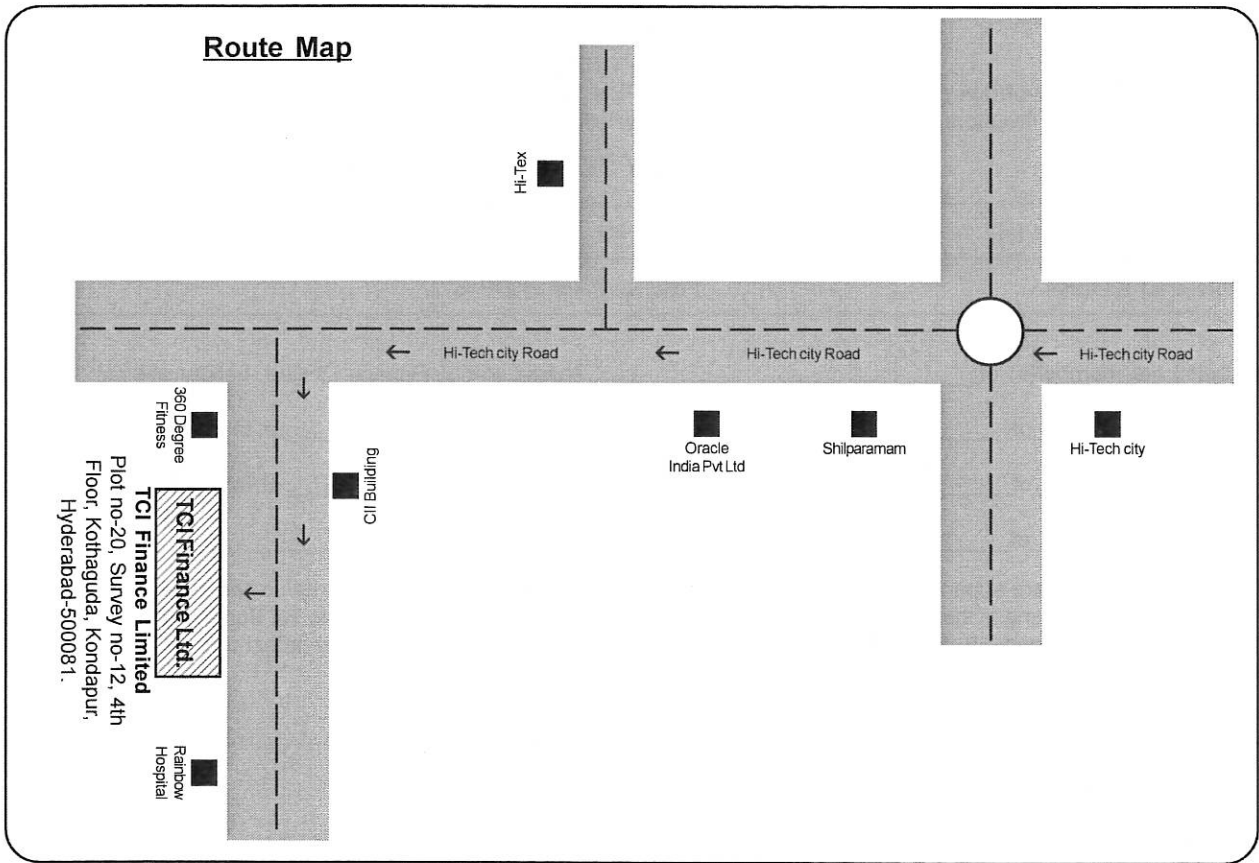
By Order of the Board
for TCI FINANCE LIMITED

Lakshmi Sharma
Company Secretary
(MNo. A32617)
Hyderabad,
May 2, 2017

Registered Office:

Plot No.20, Survey No.12, 4th Floor,
Kothaguda, Kondapur ,
Hyderabad-84
Tel: +91 040-7120 4284
Fax: +91 040-2311 2318

CIN: L65910TG1973PLC031293
Website: www.tcifl.in
Email: investors_tcif@gati.com



If Undelivered, please return to :

M/s Karvy Computershare Private Limited

(Unit: TCI Finance Limited)

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli

Financial District, Nanakramguda,

Hyderabad – 500 032

Tel: +91 040 67162222

E-mail: mohsin.mohd@karvy.com