

# TCI FINANCE LIMITED

CIN: L65910TG1973PLC031293

Regd Office: Plot No. 20, Survey No. 12, 4th Floor, Kothaguda, Kondapur,

Hyderabad - 500081, Telangana. Ph:04071204284

Email Id: investors@tcifl.in, Website: www.tcifl.in

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## **NOTICE CONVENING 47<sup>TH</sup> (FOURTYSEVENTH) ANNUAL GENERAL MEETING**

Notice is hereby given that the 47th (Fourty Seventh) Annual General Meeting (AGM) of the members of TCI Finance Limited ("the Company") will be held on Wednesday, 29th December, 2021 at 11.00 A.M IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

The Proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered office of the Company at Plot No. 20, Survey No.12, 4th Floor, Kothaguda Kondapur Hyderabad, Telangana 500081 India.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for financial year ended March 31, 2021 and the reports of the Director's and Auditor's thereon.
2. To appoint a Director in place of Ms. Meera Madhusudan Singh (DIN: 00415866) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for reappointment.

### **SPECIAL BUSINESS:**

#### **3. Appointment of Maj Gen Rajesh Kundra (DIN 08959859) as an Independent director of the Company for a period of five consecutive years**

**The Shareholders are requested, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**'RESOLVED** that pursuant to provisions of sections 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') and the Companies (Appointment and qualification of Directors) Rules 2014 read with Schedule IV to the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, consent of the members of the Company be and is hereby accorded to appoint Maj Gen Rajesh Kundra (DIN 08959859), who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an additional director under section 161(1) of the Companies Act, 2013 on 12th November, 2020 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013, and who vacates his office at this AGM, be and is hereby appointed as an independent director of the Company for a first term of five consecutive years effective from 12th November, 2020 upto 11th November 2025 and whose term shall not be subject to retirement by rotation."

**"RESOLVED FURTHER THAT** the Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

#### **4. Appointment of Mr. Amit Kumar Ray as Manager of the Company and fix his remuneration**

**The Shareholders are requested, to consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act and other applicable rules prescribed there under (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other approvals/sanctions, as may be necessary and as recommended by Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded for the appointment of Mr. Amit Kumar Ray as

Manager of the Company for a period of 3 (Three) years with effect from April 23, 2021 on such terms and conditions and at a remuneration as provided in the Explanatory 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 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 authorized, to alter and vary the terms and conditions of appointment and / or the aggregate of the remuneration and perquisites as aforesaid provided the same 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. Amit Kumar Ray from time to time."

**"RESOLVED FURTHER THAT** where in any financial year, the Company has loss or inadequate profits, It shall pay to Mr. Amit Kumar Ray, Manager of the Company, remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with Schedule V of the Companies Act, 2013 and other applicable provisions, as minimum remuneration."

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

#### **5. Appointment of Mr. Sri Ram Rajeev Kumar Yeerla(DIN: 08741595) as Director of the Company**

**The Shareholders are requested, 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 152 and any other applicable provisions of Companies Act, 2013 (hereinafter referred to as the 'Act') and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation by the Nomination and Remuneration Committee, Mr. Sri Ram Rajeev Kumar Yeerla (DIN: 08741595) who was appointed by the Board of Directors, as an additional director of the Company with effect from November 12, 2020 under section 161(1) of the Act, and who holds office upto the date of ensuing Annual General Meeting and is eligible for appointment, and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as a non-executive and non-independent director, liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

#### **6. Appointment of Mr. Rajesh Sharma (DIN: 08589058) as Director of the Company**

**The Shareholders are requested, 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 152 and any other applicable provisions of Companies Act, 2013 (hereinafter referred to as the 'Act') and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation by the Nomination and Remuneration Committee, Mr. Rajesh Sharma (DIN: 08589058) who was appointed by the Board of Directors, as an additional director of the Company with effect from November 12, 2020 under section 161(1) of the Act, and who holds office upto the date of ensuing Annual General Meeting and is eligible for appointment, and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as a non-executive and non-independent director, liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**By Order of the Board**  
for **TCI FINANCE LIMITED**

**Deeksha Verma**  
Company Secretary  
(M.No. A55924)

Hyderabad  
June 30, 2021

**Registered Office:**  
Plot No.20, Survey No.12,  
4th Floor, Kothaguda, Kondapur,  
Hyderabad-500084  
Tel: +91 040-7120 4284  
Fax: +91 040-2311 2318

**CIN:** L65910TG1973PLC031293

**Website:** www.tcifl.in

**Email:** investors@tcifl.in

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), has allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") during the calendar year 2020. Further, the MCA vide its General Circular No. 02/2021 dated January 13, 2021 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 extended the above exemptions till December 31, 2021. The Registered office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana - 500084 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat.
2. The Company had applied to the Registrar of Companies, Hyderabad for extension of time for holding AGM beyond 30-09-2021 for FY 2020-21. Accordingly, the Company has received the approval of Registrar of Companies, Hyderabad vide order dated 08.09.2021 and the Company has been granted extension for 3 months for holding AGM i.e. upto 31.12.2021.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the AGM, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at cstapasvilaldeora@gmail.com with a copy marked to evoting@nsdl.co.in.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting on first-come first-served basis by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

7. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report of Financial year 2020-21 will also be available on the Company's website [www.tcifl.in](http://www.tcifl.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the National Securities Depository Limited ("NSDL") a service provider for voting through remote e-Voting, for participation in the 47th AGM through VC/OAVM facility and e-Voting during the 47th AGM at <https://www.evoting.nsdl.com/>.
8. Instructions for e-Voting and joining the AGM are as follows:

**A. VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. **The remote e-Voting period commences on Sunday, December 26, 2021 (9:30 a.m. IST) and ends on Tuesday, December 28, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, December 22, 2021 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences December 26, 2021 to December 28, 2021 or e-Voting during the AGM.**
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
- iv. The Board of Directors have appointed Mr. Tapasvilal Deora, M/s. Tapasvilal Deora & Associates. Practising Company Secretaries, Hyderabad, as Scrutinizer for conducting the e-voting process and voting process at the time of the meeting in a fair and transparent manner.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. December 22, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- vi. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

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




**Details on Step 1 are mentioned below:**

- I. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility

provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p><b>App Store</b></p> </div> <div style="text-align: center; margin-right: 20px;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 50px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**II. 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders / Member" section.
3. 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.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with 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.
5. 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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
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. Your password details 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 by NSDL. 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Open the e-mail 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. In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in this notice.
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.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
  - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click 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.

**Details on Step 2 are mentioned below:**

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. 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 <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries relating to e-Voting you may refer to the FAQs for Shareholders and e-Voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Asst. Vice-President - NSDL or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
3. Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.
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.
5. The instructions for members for e-Voting on the day of the AGM are mentioned in point number 9(A) above.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-1020-990 / 1800-224-430 or contact Mr. Amit Vishal, Asst. Vice-President - NSDL or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@tcfl.in](mailto:investors@tcfl.in). Questions / queries received by the company till 5.00 PM on Saturday December 25, 2021 shall only be considered and responded during the AGM.



7. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
8. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system during the AGM.

**Other Instructions:**

- (a) 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. Wednesday, December 22, 2021. 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. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- (b) The login ID and password for e-voting is being sent to the 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.
- (c) The facility for voting, the Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- (d) Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Wednesday, December 22, 2021, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with a copy to [investors@tcifl.in](mailto:investors@tcifl.in). However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.

The Register of members and share transfer books of the Company will remain closed from Thursday, December 23, 2021 to Wednesday, December 29, 2021 (both days inclusive) for the purpose of AGM.

- (e) The Scrutinizer, after scrutinising the votes cast at the time of the meeting and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman not later than 48 hours from the conclusion of the AGM. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.tcifl.in](http://www.tcifl.in) and on the website of NSDL i.e. <https://www.evoting.nsdl.com/>. The results shall simultaneously be communicated to the Stock Exchanges.
- (f) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, December 29, 2021.
- (g) Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP).
- (h) 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 [investors@tcifl.in](mailto:investors@tcifl.in) till the date of AGM.
- (i) Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to [investors@tcifl.in](mailto:investors@tcifl.in)
- (j) Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / KFinTech have stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- (k) Members holding shares in physical mode are:

- i. Required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech, if not registered with the Company / KFinTech, as mandated by SEBI by writing to the Company at investors@tcifl.in or to KFinTech at einward.ris@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
  - ii. Advised to register the nomination in respect of their shareholding in the Company.
- (l) Members holding shares in electronic mode are:
- i. Requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
  - ii. Advised to contact their respective DPs for registering the nomination.
  - iii. Requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
- (m) Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of:
- i. Change in their residential status on return to India for permanent settlement.
  - ii. 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.
- (n) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Kfintech/respective DPs immediately.
- (o) Pursuant to Section 101 and Section 136 of the Act read with relevant Rules made thereunder, 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 holding shares in physical mode and who have not registered/updated their e-mail addresses with the Company are requested to register/update their email addresses by sending a duly signed request letter to the Company's Registrar and Share Transfer Agent Kfintech by providing Folio No. and Name of the Member or may also send an e-mail at investors@tcifl.in . 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.

**Details of the Director proposed to be re-appointed/appointed at the AGM Scheduled to be held on December 29, 2021 (Pursuant to Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:**

<b>Name of the Director</b>	<b>Ms. Meera Madhusudan Singh</b>	<b>Mr. Rajesh Kundra</b>	<b>Mr. Rajesh Sharma</b>	<b>Mr. Y S R Rajeev Kumar</b>
Date of Birth (Age)	19th April, 1962 (59)	9th May, 1962 (59)	5th March, 1981 (40)	1st July, 1988 (33)
Date of First Appointment	26th March, 2015	12th November, 2020	12th November, 2020	12th November, 2020
Relationship with Directors and KMPs	Not related to any Director or any KMP	Not related to any Director or any KMP	Not related to any Director or any KMP	Not related to any Director or any KMP
Relationship with Directors	Not related to any Director	Not related to any Director	Not related to any Director	Not related to any Director

Name of the Director	Ms. Meera Madhusudan Singh	Mr. Rajesh Kundra	Mr. Rajesh Sharma	Mr. Y S R Rajeev Kumar
Expertise in specific functional Area	<p>Ms. Meera Madhusudan Singh, 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.</p>	<p>Mr. Rajesh Kundra is an astute and results oriented Army General with over 37 years of experience in the domain of Executive and Management Functions, General Administration, Human Resource Development, Logistics, Financial Management, Training and Education, Security Operations including Counter Terrorism and Compliance Management. He was a General Officer in charge of Logistic and Operations in Rajasthan, Gujarat and Maharashtra from Dec 2016 to March 2018. He is also a General Officer Commanding of an Infantry Division in Punjab Sector. Further, he is a:</p> <ol style="list-style-type: none"> <li>Brigadier in Charge of Operational Logistics in UtraKhand, Uttar Pradesh, Madhya Pradesh, Bihar and Jharkhand from Oct 2011 to Feb 2013;</li> <li>Commander of Mountain Brigade in Arunachal Pradesh from July 2008 to Sep 2011;</li> <li>Director Perspective Planning at Army headquarters from Aug 2007 to May 2007;</li> <li>Colonel General Staff (Intelligence) in high altitude Ladhak area from July 2004 to Aug 2006;</li> <li>Commanding Officer of Infantry Battalion in Jammu &amp; Kashmir from June 1999 to May 2002;</li> <li>Staff Officer (Intelligence), Military Intelligence Directorate, Army headquarters from Dec 1991 to Feb 1994;</li> <li>Instructor at Indian Military Training at Bhutan from Sep 1991 to Dec 1991.</li> </ol>	<p>He has nearly 15 years of rich experience in Contract Management, Claim Administration, Risk Management and Project Management. He is currently working as Deputy General Manager- Contacts in Gati Infrastructure Private Limited. Mr. Rajesh Sharma is an Experienced and Result oriented engineering professional, with deep understanding of EPC contracts well versed with the guidelines and procurement procedures of the World Bank (tender type- L1 &amp; QCBS) on Procurement of works through International Competitive Bidding (ICB) and National Competitive</p>	<p>He has more than 10 years of experience in Product Management, Business Development. He had also worked as:</p> <ol style="list-style-type: none"> <li>Head sales in Topper.com, E-learning startup;</li> <li>Product Manager, business development BOSCH;</li> <li>Sr. Design Engineer, New Product Development, TVS Motor Company Limited;</li> </ol>

Name of the Director	Ms. Meera Madhusudan Singh	Mr. Rajesh Kundra	Mr. Rajesh Sharma	Mr. Y S R Rajeev Kumar
Qualification	PGDM from Oberoi School of Learning and Development, India.	1. He is a Masters in Management Studies from Osmania University, Hyderabad; 2. He has also done Higher Defense Management Course from college of Defense Management, Secunderabad; 3. He completed his Master of Science in Defense Studies from Madras University, Chennai and Bachelors in Arts from ST. JOHNS COLLEGE, University of Agra, Agra UP.	1. B.Tech (Civil) from NIT Allahabad; 2. M.Tech from IIT Delhi (Construction Engineering and Management); 3. Pursuing Masters in Business law (MBL) from National Law University, Bangalore	1. B.Tech from IIT Madras; 2. M.Tech from IIT Madras.
@ Board Membership of other companies	1. Gati Infrastructure Private Limited 2. Kaffee Digital Solutions Private Limited 3. Choiceboard Digital Solutions Private Limited	Nil	Nimara Energy Private Limited	1. Gati Intellect Systems Limited 2. Well Springs Consulting Private Limited.
Chairman / Member of the Committee of the Board of Directors	Member of Audit, Stakeholders Relationship Committees	Member of Audit, Stakeholder Relationship & Nomination and Remuneration Committees	Nil	Nil
Chairman/ Member of the committee of Directors of other companies in which he/she is a director				
a) Audit Committee	Nil	Nil	Nil	Nil
b) Stakeholders' Relationship Committee	Nil	Nil	Nil	Nil
c) Nomination and Remuneration Committee	Nil	Nil	Nil	Nil
Number of shares held in the Company as on 31st March 2021 including shareholding as beneficial owner	Nil	Nil	Nil	Nil
Terms and Conditions of appointment/reappointment	Non-Executive, Non Independent Director, liable to retire by rotation	Independent Director for a period of 5 years, not liable to retire by rotation	Non-Executive, Non Independent Director, liable to retire by rotation	Non-Executive, Non Independent Director, liable to retire by rotation
Remuneration last drawn including sitting fees, if any	Sitting fees as disclosed in report on corporate governance forming part of this Annual Report.	Sitting fees as disclosed in report on corporate governance forming part of this Annual Report.	Sitting fees as disclosed in report on corporate governance forming part of this Annual Report.	Sitting fees as disclosed in report on corporate governance forming part of this Annual Report.

Name of the Director	Ms. Meera Madhusudan Singh	Mr. Rajesh Kundra	Mr. Rajesh Sharma	Mr. Y S R Rajeev Kumar
Remuneration sought to be paid	Remuneration to be paid by way of sitting fee as disclosed in report on corporate governance forming part of this Annual Report.	Remuneration to be paid by way of sitting fee as disclosed in report on corporate governance forming part of this Annual Report.	Remuneration to be paid by way of sitting fee as disclosed in report on corporate governance forming part of this Annual Report.	Remuneration to be paid by way of sitting fee as disclosed in report on corporate governance forming part of this Annual Report.

\*1. For other details such as number of meetings of the board attended during the year, please refer to the corporate governance report which is a part of this Annual Report.

@ - This does not include position in foreign companies, position as an advisory board member and position in companies under section 8 of Companies Act, 2013.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE RULES MADE THEREUNDER.**

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice. An explanatory statement in relation to Item No.3,4,5& 6 is also furnished and should also be taken as forming part of the Notice.

### **Item No. 3: Appointment of Maj Gen Rajesh Kundra (DIN 08959859) as an Independent director of the Company for a period of five consecutive years**

Maj Gen Rajesh Kundra (DIN 08959859), was appointed as an Additional Director (Independent Director) of the Company with effect from 12th November, 2020 pursuant to Section 161 of the Companies Act, 2013 and holds office up to the date of ensuing Annual General Meeting.

The Nomination and Remuneration Committee (NRC) has recommended appointment of Maj Gen Rajesh Kundra (DIN 08959859) as an Independent Director of the Company.

The Board on the recommendation of NRC, proposed to appoint Maj Gen Rajesh Kundra (DIN 08959859) as an independent Director of the Company, for a period of 5 (five) years on the Board.

He has accorded his consent to act as director and has submitted the declaration of independence, pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of SEBI Listing Regulations, 2015. He is not disqualified from being appointed as a director in terms of section 164 of the Act.

According to section 152 of the Companies Act, 2013, read with Schedule IV to the Act, in the opinion of the Board, his appointment as an independent director, fulfils the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015 and that the said appointment is independent of the Management.

### **Brief Profile**

Maj Gen Rajesh Kundra (DIN 08959859) is an astute and results oriented Army General with over 37 years of experience in the domain of Executive and Management Functions, General Administration, Human Resource Development, Logistics, Financial Management, Training and Education, Security Operations including Counter Terrorism and Compliance Management.

Maj Gen Rajesh Kundra (DIN 08959859) has been actively involved in all matters brought before the Board of Directors of the Company from time to time. His input has always benefitted the Company and the Board. Thus considering the vast experience and the independent outlook he brings to Board, the Board of Directors of the Company at its meeting held on 12th November, 2020, pursuant to the recommendation of the Nomination and Remuneration Committee, approved, subject to the approval of the members at the ensuing Annual General Meeting appointed Maj Gen Rajesh Kundra (DIN 8959859) for a term of five consecutive year.

Thus, the Board, therefore, recommends the resolution as set out in item No. 3 of the Notice for approval of members by means of Ordinary resolution.

**Interest of Directors and Key Managerial Personnel:**

None of the other directors/Managers and Key Managerial Personnel of the Company and their relatives except Maj Gen Rajesh Kundra are interested in the above resolution.

**Item No. 4**

Mr. Amit Kumar Ray who was appointed as Chief Financial Officer of the Company on 31st July, 2020, was appointed as manager of the Company for a period of three years (subsequent to his resignation as CFO). The Board of Directors on recommendation of Nomination and Remuneration Committee, at their meeting held on 23.04.2021 subject to shareholders' approval, at the ensuing Annual General Meeting, had appointed Mr. Amit Kumar Ray as Manager of the Company for a period of 3 years w.e.f 23.04.2021.

Mr. Amit Kumar Ray is a Commerce Graduate and having more than 18 years of experience in Accounts and Finance department. He had successfully completed QMS Internal Auditor organised by GATI Ltd. and has thorough knowledge of Accounting Policies and Procedures, established internal reporting systems in place, to have better control over other branches.

He also worked as Assistant Manager- Accounts & Finance at GatiKausar India Ltd and also worked as Chief Financial Officer of the Company w.e.f 31st July, 2020 till 23rd April 2021.

The said appointment and remuneration are within the stipulations of Section 196, 197, 198 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time. Taking into consideration the duties and responsibilities of the Manager, the prevailing managerial remuneration in industry and on the recommendations of the Nomination and Remuneration Committee, the Board at their meeting held on 23rd April, 2021, approved the remuneration, terms and conditions of the appointment of Mr. Amit Kumar Ray, subject to approval of the shareholders.

The terms and condition including remuneration as recommended by the Nomination and 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 specifics may from time to time be lawfully entrusted to and conferred upon him by the Board.

**Remuneration Structure:**

- Salary: Basic Rs. 17,471 per month in the pay scale of Rs. 17,471-2500-27,000 with the authority to the Board to sanction more than one increment in the scale in any year.
- House Rent Allowance: 60% of the Basic.
- Perquisites & other allowances shall not exceed 5 Lakh P.A
- Variable pay shall not exceed Rs. 3 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	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
IV	Financial performance based on given indicators: (Rs)	Particulars	2021	2020	2019
		Paid up Share Capital	12,87,24,930	12,87,24,930	12,87,24,930
		Income from Operations	4,25,44,620	4,20,64,008	1,02,88,3000
		Other Income	4,25,44,620	2,42,301	1,19,25,629
V	Foreign investments or collaborations, if any:	Not Applicable			

**II. General information:****Information about the appointee:**

Age	42 years		
Background details and recognition:	Mr.Amit Kumar Ray, aged 42 years is a Commerce Graduate and having more than 18 years of experience in Accounts and Finance department. He is having thorough knowledge of Accounting Policies and Procedures, established internal reporting systems in place, to have better control over other branches.		
Date of Appointment	Mr. Amit Kumar Ray was appointed as Assistant Manager, Accounts on 3rd April, 2002. Further, he was also appointed as Chief Financial Officer of the Company on 31st July, 2020. He was now appointed as Manager on 23-04-2021.		
<b>Past Remuneration</b>	Gross remuneration paid to the appointee in the last three years <b>Amt. in Rs.</b>		
	Fy 2020-2021	Fy 2019-2020	Fy 2018-2019
	Rs. 9.59 Lakhs	Rs. 9.13 Lakhs	Rs. 8.55 Lakhs
<b>Recognition or awards</b>	Nil		
<b>Job profile and his suitability</b>	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. And the same has been recommended by NRC.		
<b>Remuneration proposed:</b>	Proposed remuneration is stated above.		
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:</b>	Keeping in view the current industrial standards and taking in consideration the business to be carried out by the Company, the profile of Mr. Amit Kumar Ray and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration package paid to managerial personnel in other Companies.		

<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	Mr. Amit Kumar Ray does not have any pecuniary relationship directly or indirectly with the Company except for the remuneration received by him as Manager and is holding 1839 Shares in the Company.
<b>Committee Chairmanship &amp; Membership</b>	Nil
<b>Shareholding in the Company</b>	As on the date of this notice he is holding 1839 shares in the Company.
<b>Nature of Expertise in Specific Functional areas</b>	Accounts and Finance
<b>No. of Meeting of the Board attended during the year 2020-21</b>	3
<b>Other Directorship</b>	Nil

**III. Other information:**

Reasons of loss or inadequate profits	Company has various exposure to Amritjal Ventures Private Limited in the form of Equity, Optionally Convertible Debentures, Inter Corporate Deposit and also guarantees were given to the lenders of AJVPL. The Company also has various exposures to Mahendra Investment Advisors Private Limited. Due to adverse development in the entities to whom the company has advanced loans / given guarantees / investments made, the Company had incurred these losses and adversely affect the future income from operations. These factors substantially affected the operations of the Company.
Steps taken or proposed to be taken for improvement	The Company is in the process of identifying various alternatives/new areas to venture into for reviving the Company
Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company is a loan Company and expecting increase in profitability in upcoming years.

**IV. DISCLOSURES:**

All elements of remuneration package of the Directors have been given in the Report on Corporate Governance under the head Remuneration paid to Directors for the financial year 2020-21.

Your Directors recommend the resolution No.4 for your approval.

Except Mr. Amit Kumar Ray 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**

**Appointment of Mr. Sri Ram Rajeev Kumar Yeerla (DIN: 08741595) as Director of the Company**

Mr. Sri Ram Rajeev Kumar Yeerla (DIN: 08741595) has been appointed as an additional director of the Company effective from November 12, 2020. Pursuant to Section 161 of the Companies Act, 2013, he holds office upto the date of the ensuing AGM. In this regard the Company has received a request in writing from a member of a company proposing Mr. Sri Ram Rajeev Kumar Yeerla (DIN: 08741595) candidature for appointment as Director of the Company.

The Nomination and Remuneration Committee (NRC) has recommended appointment of Sri Ram Rajeev Kumar Yeerla (DIN: 08741595) as a Non Executive Non Independent Director of the Company.

The Board on the recommendation of NRC, proposed to appoint Sri Ram Rajeev Kumar Yeerla (DIN: 08741595) as a Non Executive non Independent Director of the Company.

Mr. Sri Ram Rajeev Kumar Yeerla (DIN: 08741595) has given his consent to act as director and declaration to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.



**Brief Profile:**

Mr. Sri Ram Rajeev Kumar Yeerla had completed his M Tech & B Tech from Indian Institute of Technology, Madras.

He also worked as:

- a. Head sales in Topper.com, E-learning startup from December 2017 to June 2018;
- b. Product Manager, business development BOSCH from October, 2011 to December, 2015;
- c. Sr. Design Engineer, New Product Development, TVS Motor Company Limited from August 2010 to September, 2011.

He is a Director at Gati Intellect Systems Limited and Well Spring Consulting Private Limited.

He is having vast experience in Product Manager and business development. Thus the Board of Directors of the Company at its meeting held on 12th November, 2020 pursuant to the recommendation of the Nomination and Remuneration committee, approved, subject to the approval of the members at the ensuing Annual General Meeting, appointed Mr. Sri Ram Rajeev Kumar Yeerla as non-executive and non-independent director of the company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sri Ram Rajeev Kumar Yeerla as Non-executive director.

Mr. Sri Ram Rajeev Kumar Yeerla is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is interested in or concerned, financially or otherwise, with the said Resolution.

Directors recommend the resolution as item no. 5 for the acceptance by the members of the company as an Ordinary Resolution.

**Item No.6****Appointment of Mr. Rajesh Sharma (DIN: 08589058) as Director of the Company**

Mr. Rajesh Sharma (DIN: 08589058) has been appointed as an additional director of the Company effective from November 12, 2020. Pursuant to Section 161 of the Companies Act, 2013, he holds office upto the date of the ensuing AGM. In this regard the Company has received a request in writing from a member of a company proposing Mr. Rajesh Sharma (DIN: 08589058) candidature for appointment as Director of the Company.

The Nomination and Remuneration Committee (NRC) has recommended appointment of Mr. Rajesh Sharma (DIN: 08589058) as a Non Executive Non Independent Director of the Company.

The Board on the recommendation of NRC, proposed to appoint Mr. Rajesh Sharma (DIN: 08589058) as a Non Executive non Independent Director of the Company.

Mr. Rajesh Sharma (DIN: 08589058) has given his consent to act as director and declaration to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

**Brief Profile:**

Mr. Rajesh Sharma (DIN: 08589058) has nearly 15 years of rich experience in Contract Management, Claim Administration, Risk Management and Project Management. He had completed his B.Tech (Civil) from NIT Allahabad in 2003, M.Tech from IIT Delhi (Construction Engineering and Management) in 2006 and pursuing Masters in Business law (MBL) from National Law University, Bangalore. He is currently working as Deputy General Manager- Contacts in Gati Infrastructure Private Limited. Mr. Rajesh Sharma is an Experienced and Result oriented engineering professional, with deep understanding of EPC contracts well versed with the guidelines and procurement procedures of the World Bank (tender type- L1 & QCBS) on Procurement of works through International Competitive Bidding (ICB) and National Competitive Bidding (NCB) and project management. He is a Director in Nimara Energy Private Limited. Thus the Board of Directors of the Company at its meeting held on 12th November, 2020 pursuant to the recommendation of the Nomination and Remuneration committee, approved, subject to the approval of the members at the ensuing Annual General Meeting, appointment of Mr. Rajesh Sharma as a non-executive and non-independent director of the company.

**TCI FINANCE LTD.**

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rajesh Sharma as Non-executive director.

Mr. Rajesh Sharma is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is interested in or concerned, financially or otherwise, with the said Resolution.

Directors recommend the resolution as item no. 6 for the acceptance by the members of the company as an Ordinary Resolution.

**By Order of the Board**  
for **TCI FINANCE LIMITED**

**Deeksha Verma**  
Company Secretary  
(M.No. A55924)

Hyderabad  
June 30, 2021

**Registered Office:**

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**Website:** [www.tcifl.in](http://www.tcifl.in)

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