

FORM NO. MGT -13

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended.

To,

The Chairman,

30th (Thirtieth) Annual General Meeting of the members of Tourism Finance Corporation of India Ltd. (CIN: L65910DL1989PLC034812) held on Friday, 9th August, 2019 at 11.00 A.M., at Little Theatre Group Auditorium, Mandi House, 1, Copernicus Marg, Opp. Doordarshan Bhavan, Near Connaught Place, New Delhi -110001.

Dear Sir,

I, A. N. Kukreja, of M/s A. N. Kukreja & Co, Company Secretaries, was appointed as Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the purpose of scrutinizing the remote e-voting process and voting by Ballot papers at the 30th Annual General Meeting of equity shareholders of Tourism Finance Corporation of India Ltd. held on Friday, the 9th August, 2019 at 11.00 AM, at Little Theatre Group Auditorium, Mandi House, 1, Copernicus Marg, Opp. Doordarshan Bhavan, Near Connaught Place, New Delhi -110001.

We submit our report as under:

1. The compliance with the provisions of the Companies At, 2013 and the Rules made thereunder relating to voting by electronic means (by remote e-voting) and voting by use of ballot papers by shareholders at the Annual General Meeting (AGM) on the resolutions proposed in the Notice of the 30th Annual General Meeting of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and at the AGM are conducted in a fair and transparent manner and render a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and voting by ballot papers at the AGM.



2. Relating to E-Voting (remote e-voting):

- (i) The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members hard copy of Annual Report containing the Notice was sent by registered post/speed post/courier.
- (ii) In accordance with the notice of the 30th Annual General Meeting sent to the shareholders and the Advertisement published pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014, on July 23, 2019, the remote E-Voting opened at 9.00 AM on August 6, 2019 and remained open up to 5.00 PM on August 8, 2019.
- (iii) The e-voting event was unblocked on August 9, 2019 in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I.

3. Relating to voting at the AGM by ballot papers:

- (i) After the time fixed for closing of the ballot papers by the Chairman, the ballot boxes were opened in the presence of two witnesses who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I. The ballot papers were diligently scrutinized, reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- (ii) There were 5 Ballot papers which were incomplete or found defective.

4. Result of E-voting and voting by Ballot papers at the AGM is, as under:

(a)The voting rights were reckoned as on August 2, 2019 (end of day) being the “Record Date” for purpose of deciding the entitlement of members at the remote e-voting and voting at the meeting.

(b)After the conclusion of the Annual General Meeting the votes cast through remote e-voting were unblocked on 9th August, 2019 to know the voting pattern. The ballot box(s) were opened and ballot papers were removed examined and votes cast counted.

(c)Thereafter the details of equity shareholders who voted “For” or “Against” were downloaded from the E-voting website of Central Depository Services Ltd (www.evotigindia.com).

(d)The combined result of remote e-voting and ballot papers is as under:



ORDINARY BUSINESS:

a) Resolution 1 (Ordinary resolution)

To consider and adopt the audited financial statements of the Company including Balance Sheet as at March 31, 2019 and the statement of Profit and Loss for the year ended March 31, 2019 and the report of the Board of Directors and Auditors' thereon.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	38	19	57
Number of votes cast by them	38027722	65828	38093550
% of total number of valid votes cast.	100	100	100

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	0	0	0
Number of votes cast by them	0	0	0
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid.	0	5	5
Number of votes cast by them	0	8926	8926



b) Resolution 2 (Ordinary resolution)

To declare Dividend on Equity Shares for financial year 2018-19.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	39	19	58
Number of votes cast by them	38047178	65828	38113006
% of total number of valid votes cast.	100	100	100

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	0	0	0
Number of votes cast by them	0	0	0
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid.	0	5	5
Number of votes cast by them	0	8926	8926



c) Resolution 3: (Ordinary Resolution):

To appoint a Director in place of Shri Niraj Agarwal (DIN: 06483526) who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting at AGM by Poll	Total
Number of members present and voting (in person or by proxy)	30	19	49
Number of votes cast by them	37686748	65828	37752576 ✓
% of total number of valid votes cast	99.05%	100%	99.05% ✓

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by Poll	Total
Number of members present and voting (in person or by proxy)	9	0	9
Number of votes cast by them	360430 ✓	0	360430
% of total number of valid votes cast	0.95% ✓	0	0.95%

(iii) Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid	0	5	5
Number of votes cast by them	0	8926	8926



SPECIAL BUSINESS:

d) Resolution 4 (Ordinary Resolution):

Appointment of Shri Naresh T. Jain (DIN. 01558836) as non-executive director of the Company, in the promoter director category, liable to retire by rotation.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	35	19	54
Number of votes cast by them	37809140	65828	37874968 ✓
% of total number of valid votes cast	99.37	100	99.38 ✓

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	4 ✓	0	4
Number of votes cast by them	238038 ✓	0	238038
% of total number of valid votes cast	0.63% ✓	0	0.62%

(iii) Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid.	0	5	5
Number of votes cast by them	0	8926	8926



e) Resolution 5 (Ordinary Resolution):

Appointment of Shri Shyam Maheshwari (DIN: 01744054) as Non-executive Director in the promoter director category, liable to retire by rotation.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	38	19	57
Number of votes cast by them	38047078	65828	38112906
% of total number of valid votes cast	100	100	100

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	1	0	1
Number of votes cast by them	100	0	100
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid.	0	5	5
Number of votes cast by them	0	8926	8926



f) Resolution 6 (Ordinary Resolution);

Appointment of Shri Koppara Sajeew Thomas (DIN: 08069585) as non-executive director in the promoter director category liable to retire by rotation .

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	37	19	56
Number of votes cast by them	38045150	65828	38110978
% of total number of valid votes cast	99.99	100	99.99

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	2	0	2
Number of votes cast by them	2028	0	2028
% of total number of valid votes cast	0.01	0	0.01

(iii) Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid	0	5	5
Number of votes cast by them	0	8926	8926



g) Resolution 7 (Ordinary Resolution)

Appointment of Mrs. Thankom T Mathew (DIN: 00025326) as Independent Director (Woman) category, for a term up to 5 consecutive years commencing from 24.10.2018.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	38	19	57
Number of votes cast by them	38047078	65828	38112906
% of total number of valid votes cast	100	100	100

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by Poll	Total
Number of members present and voting (in person or by proxy)	1	0	1
Number of votes cast by them	100	0	100
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose vote were declared invalid.	0	5	5
Number of votes cast by them	0	8926	8926



h) Resolution 8 (Ordinary Resolution)

Appointment of Shri B M Gupta (DIN: 00065035) as Whole Time Director w.e.f 25.1.2019 till September 30, 2019 or the date of 30th AGM whichever is later.

(i) Voted in favour of the Resolution

	Remote E-voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	39	19	58
Number of votes cast by them	38047178	65828	38113006
% of total number of valid votes cast	100	100	100

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	0	0	0
Number of votes cast by them	0	0	0
% of total number of valid votes cast	0	0	0

(iii). Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid.	0	5	5
Number of votes cast by them	0	8926	8926



i) Resolution 9: (Ordinary resolution):

Appointment of Shri Anirban Sudarshan Chakraborty (DIN:08402393) as Director/Managing Director and CEO, whose period of office is liable to determination upon his ceasing to be Managing Director and CEO of the Company as per terms and conditions set out in the notice of the annual general meeting.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	37	19	56
Number of votes cast by them	37811168	65828	37876996
% of total number of valid votes cast	99.38	100	99.38

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	2	0	2
Number of votes cast by them	236010	0	236010
% of total number of valid votes cast	0.62	0	0.62

(iii). Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid.	0	5	5
Number of votes cast by them	0	8926	8926



J) Resolution 10 (Special Resolution):

Approval/consent of the members for making offer/invitation to subscribe to securities up to an amount not exceeding Rs. 800 crores as per details set out in the notice of the annual general meeting.

(i) Voted in favour of the Resolution

	Remote E-voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	39	19	58
Number of votes cast by them	38047178	65828	38113006
% of total number of valid votes cast	100	100	100

(ii) Voted against the Resolution

	Remote E-Voting	Voting at AGM by ballot papers	Total
Number of members present and voting (in person or by proxy)	0	0	0
Number of votes cast by them	0	0	0
% of total number of valid votes cast	0	0	0

(iii). Invalid Votes

	E-Voting	Voting at AGM by ballot papers	Total
Number of members whose votes were declared invalid	0	5	5
Number of votes cast by them	0	8926	8926



5. Electronic data containing list of equity shareholders who voted "For", "Against" and all relevant records relating to ballot papers and other connected papers were handed over to Company Secretary authorized by the Board for safe custody.

Thanking you,

Yours faithfully,
For A.N.Kukreja & Co.


(A.N.Kukreja)
Proprietor
FCS: 1070; CP: 2318.



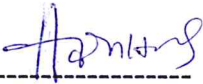
New Delhi.
August 9, 2019

Annexure -I

1. Ballot box(s) in respect of ballot papers cast at the 30th AGM of Tourism Finance Corporation of India Limited held at 11.AM on 09.08.2019 at Little Theatre Group Auditorium, Mandi House, 1 Copernicus Marg, Opp. Doordarshan Bhavan, Near Connaught Place New Delhi-110001 were opened in our presence.
2. Further, the e-votes cast on resolutions stated in the notice of 30th AGM of Tourism Finance Corporation of India Limited held on 09.08.2019 were also unblocked in our presence.
3. We are not in the employment of the Company.

Witnesses:

1. Signature



Name and Address:

ANIL K R MITTAL
HONI 212/2, Street No: 4
Padam Nagar, Kishan Gaur
Delhi - 110007

2. Signature



Name and Address:

Ms. Nandani
B-5B, Avantika Enclave,
Sector-2, Rohini,
Delhi-110083.

Date: August 9, 2019.

