



Tourism Finance Corporation of India Ltd.

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NBCC Plaza, Pushp Vihar
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New Delhi-110017

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CIN : L65910DL1989PLC034812

TF/LISTING/23
April 28, 2023

National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051	Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
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Dear Sir,

Re: Voting Results of Postal Ballot through remote e-voting

In continuation to our letter dated March 28, 2023, informing about notice of Postal Ballot dated March 27, 2023 ("Notice") seeking approval of members of the Company in respect of the items set out in the Notice through remote e-voting system.

We wish to inform that based on the scrutinizer report dated April 28, 2023 on the Postal Ballot, the members of the Company have duly passed the following resolutions as set out in the Notice:

1. Re-appointment of Shri Bapi Munshi (DIN: 02470242) as an Independent Director of the Company;
2. Appointment of Shri Rajesh Kumar Dubey (DIN: 10040521) as a Non-Executive Non-Independent Director of the Company.

In view of the above, please find enclosed herewith the following documents:

- (a) Details of voting results in the format specified under Regulation 44(3) of the SEBI (LODR) Regulations, 2015 - Annexure I
- (b) Report of the scrutinizer - Annexure II

The voting results and scrutinizer report is also being hosted on the website of the Company www.tfcilt.com.

This is for your kind information and record.

Yours faithfully,

(Sanjay Ahuja)
Company Secretary

Compliance under Regulation 44(3) of the SEBI (LODR) Regulations, 2015

Company Name	Tourism Finance Corporation of India Limited
Date of AGM/EGM/Postal Ballot	Postal Ballot/Remote e-voting Period: Thursday, March 30, 2023 at 9.00 a.m. (IST) and ended on Friday, April 28, 2023 at 5.00 p.m. (IST)
Total Number of shareholders on record date	58823
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	NA
Public:	NA
No. of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	NA
Public:	NA

Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the re-appointment of Shri Bapi Munshi (DIN: 02470242) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16230504	16230504	100.00	16230504	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16230504	16230504	100.00	16230504	0	100.00
Public Institutions	E-Voting	12106021	457689	3.78	457689	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		12106021	457689	3.78	457689	0	100.00
Public-Non Institutions	E-Voting	62035923	5888249	9.49	5886606	1643	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		62035923	5888249	9.49	5886606	1643	99.97
Total		90372448	22576442	24.98	22574799	1643	99.99	0.01

Resolution (2)								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the appointment of Shri Rajesh Kumar Dubey (DIN: 10040521) as a Non-Executive Non-Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16230504	16230504	100.00	16230504	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	16230504	16230504	100.00	16230504	0	100.00	0.00
Public Institutions	E-Voting	12106021	457689	3.78	21529	436160	4.70	95.30
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12106021	457689	3.78	21529	436160	4.70	95.30
Public- Non Institutions	E-Voting	62035923	5888249	9.49	5886626	1623	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	62035923	5888249	9.49	5886626	1623	99.97	0.03
Total		90372448	22576442	24.98	22138659	437783	98.06	1.94





SCRUTINIZER'S REPORT

To,

The Chairman,

Tourism Finance Corporation of India Limited, (CIN: L65910DL1989PLC034812)

4th Floor Tower I, NBCC Plaza, Pushp Vihar,

Sector 5, New Delhi-110017.

Sub: Scrutinizer's report on Postal Ballot voting by way of remote e-voting in respect of passing of the resolutions set out in the Postal Ballot Notice dated March 27, 2023. Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 as amended.

Dear Sir,

I, Arun Kumar Gupta, Proprietor, ARUN KUMAR GUPTA & ASSOCIATES, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Tourism Finance Corporation of India Limited (the Company) vide resolution passed by circulation by Board of the Company on 27th March, 2023 for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process only in a fair and transparent manner and ascertain the requisite majority on the resolutions contained in the Postal Ballot Notice dated 27th March, 2023, issued in accordance with MCA circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 and other relevant circulars, as amended from time to time, issued by the Ministry of Corporate Affairs, SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS 2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.

I submit my report as under:

1. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended.
2. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made there under, (ii) MCA circulars and (iii) SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (LODR) relating to e-voting on the resolutions contained in the notice, and for ensuring a secured framework and robustness of electronic voting system.



3. My responsibility as Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members on the resolutions contained in the postal ballot notice based on the reports generated from Central Depository Services Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facility for e-voting ballots received till the time fixed for closing of voting process.
4. The Company has appointed Central Depository Services Limited (CDSL) the service provider for providing the facility of remote e-voting to the members of the Company. The service provider has provided a system for recording the votes of the shareholders electronically.
5. The members of the Company as on the "cut-off date" i.e., 24.03.2023 were entitled to avail facility of remote e-voting on the resolutions set out in the Notice of Postal Ballot dated 27th March, 2023
6. On 28th March, 2023, the Company completed dispatch of Postal Ballot Notice through email to its members whose names appeared in the Register of Members/List of Beneficial owners received from CDSL/NSDL as on the cut - off date i. e. 24th March 2023 and who have registered their email address with the depositories.
7. As required under sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, advertisements were published by the Company in "Financial Express" (English newspaper) and "Jansatta" (Hindi newspaper) on 29th March, 2023 informing about the completion of dispatch/electronic transmission of postal ballot notices to the members.
8. The remote e-voting period commenced at 9.00 AM on March 30, 2023 and ended at 5.00 PM on April 28, 2023, on the designated website of CDSL: www.e-voting_india.com.
9. The members of the Company had to cast their vote on the resolutions only by remote e-voting facility on the designated website of CDSL.
10. I had monitored the process of electronic voting (i.e remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website.
11. After completion of remote e-voting period, votes cast by them were unblocked on 28.04.2023 in the presence of two witnesses who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I.
12. After ascertaining the votes cast by e-voting/ remote e-voting, I hereby submit the results as under:



SPECIAL BUSINESS:**Resolution No. 1 Special Resolution:**

To approve the re-appointment of Shri Bapi Munshi (DIN: 02470242) as an Independent Director of the Company.

Total No. of Members	58823		
Total No. of Equity Shares	90372448		
E-voting as per Postal Ballot Notice	From 9.00 am March 30, 2023 to 5.00 pm April 28, 2023		
	No. of Members Voted	No. of shares	% of No. of Votes
Total votes cast through E-voting	170	22576442	100
Less: Invalid votes	NIL	NIL	NIL
Total valid votes cast through E-voting	170	22576442	100
Votes cast in favour of resolution	152	22574799	99.99
Votes cast against the resolution	18	1643	00.01

Summary of E-Voting through Postal Ballot Mode

Promoter/ Public Group	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	16230504	16230504	100	16230504	0	100	0
Public Institutional Holders	12106021	457689	3.78	457689	0	100	0
Public- Non Institutional Holders	62035923	5888249	9.49	5886606	1643	99.97	0.03
Total	90372448	22576442	24.98	22574799	1643	99.99	0.01



Resolution No. 2: Ordinary Resolution:

To approve the appointment of Shri Rajesh Kumar Dubey (DIN: 10040521) as a Non-Executive Non-Independent Director of the Company.

Total No. of Members	58823		
Total No. of Equity Shares	90372448		
E-voting as per Postal Ballot Notice	From 9.00 am March 30, 2023 to 5.00 pm April 28, 2023		
	No. of Members Voted	No. of shares	% of No. of Votes
Total votes cast through E-voting	170	22576442	100
Less: Invalid votes	NIL	NIL	NIL
Total valid votes cast through E-voting	170	22576442	100
Votes cast in favour of resolution	140	22138659	98.06
Votes cast against the resolution	30	437783	01.94

Summary of E-Voting through Postal Ballot Mode

Promoter/ Public Group	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	16230504	16230504	100	16230504	0	100	0
Public Institutional Holders	12106021	457689	3.78	21529	436160	4.70	95.30
Public- Non Institutional Holders	62035923	5888249	9.49	5886626	1623	99.97	0.03
Total	90372448	22576442	24.98	22138659	437783	98.06	1.94

13. In view of above analysis of total votes cast, the votes cast in favour exceed the votes cast against the resolutions pertaining to the 2 items of business listed above. The resolutions have accordingly been passed with requisite majority under the provisions of the Companies Act, 2013 and Rules made there under.



14. The list of equity shareholders who voted "For", or "Against" the resolutions (through Remote e-voting and all electronic data relating to the Postal Ballot process has been handed over to the Company Secretary authorized by the Board for safe custody.

**For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES**



(ARUN KUMAR GUPTA)
FCS-5551, CP-5086
Peer Review Cer. No. 1658 /2022
UDIN:- F005551E000222240



Date: 28/04/2023
Place: Delhi

Countersigned by

Chairman/Authorized Signatory

Annexure -I

1. The e-votes cast through remote e-voting on resolutions contained in the postal ballot notice dated 27.03.2023 of Tourism Finance Corporation of India Limited (CIN: L65910DL1989PLC034812) which ended on 28 April, 2023 at 5.00 PM were unblocked in our presence.

2. We are not in the employment of the Company.

Witnesses:

1. Signature *Aditya*

Name and Address:

(Aditya Garg), D-6, KCG Complex, Mehrauli, New Delhi 110030

2. Signature *Aman*

Name and Address:

(Aman Goel), E-121 Ashok Nagar, Shahdara, Delhi 110093

New Delhi

Date: 28th April, 2023

