



Tourism Finance Corporation of India Ltd.

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TF/LISTING/23

August 18, 2023

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| BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 023 Scrip Code: 526650 | National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Banda (East), Mumbai – 400 051 Scrip Code: TFCILT |
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Sub: Proceeding of 34th AGM of the Company held on August 18, 2023

Dear Sir,

Please find attached herewith the proceeding of the 34th Annual General Meeting of the Company held on August 18, 2023.

Yours faithfully,

(Sanjay Ahuja)
Company Secretary

PROCEEDINGS OF THE 34th ANNUAL GENRAL MEETING OF TOURISM FINANCE CORPORATION OF INDIA LIMITED HELD ON FRIDAY, AUGUST 18, 2023 THROUGH VIDEO CONFERNING/OTHER AUDIO VISUAL MEANS

34th Annual Ordinary General Meeting (AGM) of Tourism Finance Corporation of India Ltd. was held on Friday, August 18, 2023 at 11.00 a.m. at 4th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi –110 017 through Video Conferencing (VC)/other Audio Visual Means (OAVM) to transact the Business as contained in the Notice calling AGM dated July 7, 2023.

In accordance with Circulars issued by the Ministry of Corporate Affairs (MCA), the AGM was convened through Video Conferencing/Other Audio Visual Means.

In terms of Regulation 30 of SEBI (LODR) Regulations, 2015, the proceedings of 34th AGM of Tourism Finance Corporation of India Ltd. were as under:

1. Dr. S. Ravi, Chairman of Board was elected to Chair the Meeting in terms of the Articles of Association of the Company.
2. At the outset, the Company Secretary welcomed the Directors, Shareholders, Auditors and Scrutinizer present in the meeting and confirmed the presence of requisite quorum. The Chairman extended a warm welcome to the shareholders and introduced the Directors present and the Chairman read the speech.
3. The Chairman informed that all documents referred to in the Notice calling the Meeting and the Explanatory Statement are available for inspection during the conduct of this Meeting. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company has provided its Members facility to cast their vote by electronic voting system (remote e-voting) on the resolution placed before the shareholders at the AGM. The remote voting period began on August 15, 2023 at 9.00 a.m. (IST) and ended on August 17, 2023 at 5.00 p.m. (IST). It was informed that in line with provisions of the Companies Act, Secretarial Standard and MCA Circulars, the facility of e-voting during the Meeting (Venue Voting) was also available, to eligible members. Only those Members/shareholders who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system in the AGM. Shri Arun Kumar Gupta, Practicing Company Secretary had been appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the concurrence of Meeting (Venue Voting).
4. It was further informed that Members were allowed to pose questions regarding the matter under consideration during the course of the meeting.



5. Before considering the business, it was mentioned that all efforts feasible under the present circumstances has indeed been made by the Company to enable Members to participate and vote on the items being considered in this Meeting.

6. The Chairman informed that the Notice dated July 7, 2023 convening this AGM together with the relative Explanatory Statement have been circulated to all Members of the Company alongwith a copy of the Reports and Accounts for the financial year ended 31st March, 2023. The Chairman thereafter asked Company Secretary to read the Auditors' Report and Secretarial Auditors' Report of the Company for the year 2022-23. Shri Sanjay Ahuja, Company Secretary read the Statutory Auditors' Report and Secretarial Auditors' Report. The Chairman thereafter invited queries and suggestions concerning the Audited Accounts and performance of the Company, from the Members present through VC/OAVM and no such queries were raised.

7. The Chairman requested the Members to cast their vote through evoting (venue voting) platform of CDSL, by following the instruction provided in the Notice. The items of agenda transacted at the Meeting were as under:

| Item No. and Brief Description of Resolutions | Resolution |
|--|-------------------|
| 1. To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2023 and the report of the Board of Directors' and Auditors' thereon. | Ordinary |
| 2. To consider and declare Dividend on Equity Shares for financial year 2022-23. | Ordinary |
| 3. To appoint a Director in place of Dr. S.Ravi (DIN: 00009790), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. | Ordinary |
| 4. Issue of Non-Convertible Bonds/Debentures/other instruments | Special |
| 5. Appointment of Shri Ashok Kumar Garg as an Independent Director. | Special |
| 6. Appointment of Mrs. Thankom T. Mathew as an Independent Director (Women) for second term. | Special |
| 7. Alteration to the Articles of Association of the Company. | Special |

The Chairman then informed that the result of the venue voting aggregated with the result of remote e-voting will be placed on the website of the Company at www.tfcilttd.com and Central Depository Services (India) Ltd. at www.evotingindia.com within the permissible time period and the result will also be submitted to BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The result will also be displayed on the Notice Board of the Company at its Registered Office. The Meeting was declared as concluded at 11:37 A.M.

