



Tourism Finance Corporation of India Ltd.

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CIN : L65910DL1989PLC034812

TF/LISTING/19
November 14, 2019

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,

Sub: Postal Ballot – Voting Result

Further to our letter dated September 30, 2019, this is to inform you that Shareholders of the Company have considered and approved the Postal Ballot resolutions for (i) reclassification of IFCI Limited as Public Shareholder in terms of Regulation 31A of SEBI (LODR) Regulation 2015 and (ii) to extend the tenure of Shri B.M.Gupta, Whole-Time Director upto March 31, 2020.

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the detailed Voting Results of the Members of the Company along with the Scrutinizer's Report on postal ballot including e-voting.

We request you that the above information may please be taken on record.

Yours faithfully,


(Sanjay Ahuja)
Company Secretary

SCRUTINIZER'S REPORT

To,

The Chairman.
Tourism Finance Corporation of India Limited,
4th Floor Tower I,
NBCC Plaza,
Pushp Vihar,
Sector 5, NewDelhi-110017.

REPORT ON RESULT OF POSTAL BALLOT (INCLUDING REMOTE E-VOTING)

Dear Sir,

I, A. N. Kukreja, of M/S A. N. Kukreja and Co, Company Secretaries in Whole-time Practice was appointed as Scrutinizer to scrutinize the remote e- voting process and Postal Ballot forms in a fair and transparent manner and for ascertaining the requisite majority on remote e-voting and Postal Ballot forms carried out for the resolutions proposed to be passed with respect to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('SEBI (Listing Regulations)') on the Resolutions as set out in the notice of Postal Ballot dated October 4, 2019.

We submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder and the SEBI (Listing Regulations), relating to Postal Ballot voting including voting by electronic means. Our responsibility as Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members on the resolutions contained in the 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 and scrutiny of physical ballots received till the time fixed for closing of voting process.



2. 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.
3. The members of the Company as on the "cut-off date" i.e. September 27, 2019 were entitled to avail facility of remote e-voting as well as voting by way of Postal Ballot on the resolutions set out in the Notice of Postal Ballot dated October 4, 2019.
4. The remote e-voting period remained open from October 14, 2019 at 9.00 AM to November 12, 2019 at 5.00 PM. on the designated website of CDSL: www.e-votingindia.com.
5. On October 10, 2019, the Company has completed dispatch of Postal Ballot notices forms along with prepaid postage business reply letters 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. September 27, 2019. Simultaneously the soft copies of the postal ballot notice/forms were emailed to those members who have registered their email addresses with the Depositories.
6. 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 October 12, 2019 informing about the completion of dispatch/electronic transmission of postal ballot notices/forms to the members along with other related matters mentioned therein.
7. The members of the Company had an option to cast their vote on the resolutions either through postal ballot form or to avail the remote e-voting facility on the designated website of CDSL
8. We 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.
9. The physical postal ballots were opened in due course of the scrutiny thereof and such forms were kept under our safe custody before commencing scrutiny of such postal ballot forms and the electronic ballots were maintained by CDSL electronically.
10. After completion of remote e-voting, votes cast by them were unblocked in the presence of two witnesses who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I.
11. The particulars of all physical postal ballot forms and report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of postal ballot.
12. Votes cast by the members either through physical postal ballots or remote e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorization lodged with the company.
13. Postal Ballot forms received up to November 12, 2019 till 5.00PM (IST) i.e. the last date and time fixed by the company for receipt of the Postal Ballot forms were considered and none of the envelopes containing postal ballot forms received after 5.00 PM (IST) on November 12, 2019 were considered for the purpose of this report.
14. To our information, there were no notices with Postal Ballots and no emails returned undelivered.
15. We did not find any defaced or mutilated ballot paper.



16. The Postal ballots and other related papers/registers and records have been handed over to the Company Secretary of the Company for safe custody.
17. After ascertaining the votes cast by postal ballot and remote e-voting, we hereby submit the consolidated results as under:

(a) Resolution 1 (Ordinary Resolution):

Re-classification of IFCI Ltd. from 'promoter' category to 'public category'.

Mode	No. of voters	Total shares	Invalid No. of Votes	Invalid No. of Shares	Favour No. of Voters	Favour No. of Shares	Against No. of Voters	Against No. of Shares
Remote e-voting	49	20804413	0	0	48	20804213	1	200
Postal Ballots	53	664	0	0	3	611	50	53
Total	102	20805077	0	0	51	20804824	51	253

Total valid votes (Total votes – invalid votes) = 20805077

Votes in favour(% of total valid votes) = 99.999%

Votes in against(% of total valid votes) = 0.001%



(b) Resolution 2 (Ordinary Resolution):

Extension of the tenure of Shri B.M. Gupta, whole time Director for further period of 6 months from 1.10.2019 to 31.03.2020.

Mode	No. of voters	Total shares	Invalid No. of Vote rs	Invalid No. of Shar es	Favour No. of Voters	Favour No. of Shares	Against No. of Voters	Against No. of Shares
Remote e-voting	49	20804413	0	0	47	20804144	2	269
Postal Ballots	53	664	0	0	3	611	50	53
Total	102	20805077	0	0	50	20804755	52	322

Total valid votes (Total votes – invalid votes) = 20805077

Votes in favour(% of total valid votes) = 99.998%

Votes in against(% of total valid votes) = 0.002%



18. In view of the above consolidated voting results, the resolutions have been passed by requisite majority and shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed ballot forms or e-voting.

For A.N.Kukreja & Co.
Company Secretaries



(CS A.N.Kukreja)
Proprietor
FCS: 1070; CP: 2318;
PR: 21/2015.


UDIN: F001070A000236646

Place New Delhi
Date: November 14, 2019

Annexure -I

1. The e-votes cast through remote e-voting on resolutions stated in the notice dated 4.10.2019 for postal ballot of Tourism Finance Corporation of India Limited (CIN: L65910PLC034812) which ended on 12th November, 2019 at 5.00 PM were unblocked in our presence.
2. We are not in the employment of the Company.

Witnesses:

1. Signature 

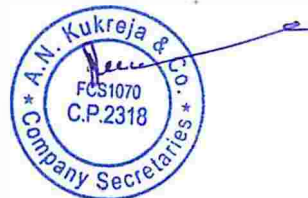
Name and Address: Ms. Nandani,
R/o B-5B, Avantika Enclave, Avantika,
Sector-2, Rohini,
Delhi -110083.

2. Signature 

Name and Address: VINOD KUMAR A1/445, MADHU VIHAR DWARKA
NEW DELHI/110059.

New Delhi

Date: 14 November, 2019.



Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Description of resolution considered		Re-classification of IFCI Ltd from 'promoter' category to 'public' category.							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	(1)	(2)	56.1224	20642661	0	100.0000	0.0000	
	Poll	36781512	20642661						
	Postal Ballot (if applicable)								
	Total	36781512	20642661	56.1224	20642661	0	100.0000	0.0000	
Public-Institutions	E-Voting		127277	1.4408	127277	0	100.0000	0.0000	
	Poll	8833496							
	Postal Ballot (if applicable)								
	Total	8833496	127277	1.4408	127277	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		34475	0.0982	34275	200	99.4199	0.5801	
	Poll	35101740							
	Postal Ballot (if applicable)		664	0.0019	611	53	92.0181	7.9819	
	Total	35101740	35139	0.1001	34886	253	99.2800	0.7200	
	Total	80716748	20805077	25.7754	20804824	253	99.9988	0.0012	
				Whether resolution is Pass or Not.					Yes



Resolution (2)

Whether promoter/promoter group are interested in the agenda/resolution?		Resolution required: (Ordinary / Special)		Ordinary		No		Extension of the tenure of Shri B.M. Gupta for further period of 6 months from 1.10.2019 to 31.3.2020.	
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	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		20642661	56.1224	20642661	0	100.0000	0.0000	
	Poll	36781512							
	Postal Ballot (if applicable)								
	Total		20642661	56.1224	20642661	0	100.0000	0.0000	
Public- Institutions	E-Voting		127277	1.4408	127277	0	100.0000	0.0000	
	Poll	8833496							
	Postal Ballot (if applicable)								
	Total		127277	1.4408	127277	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		34475	0.0982	34206	269	99.2197	0.7803	
	Poll	35101740							
	Postal Ballot (if applicable)		664	0.0019	611	53	92.0181	7.9819	
	Total		35139	0.1001	34817	322	99.0836	0.9164	
	Total	80716748	20805077	25.7754	20804755	322	99.9985	0.0015	
Whether resolution is Pass or Not.									Yes

