



TRANSWARRANTY FINANCE LIMITED

May 30, 2024

To,

**Listing Compliance Department
BSE Limited**

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
Scrip Code: 532812

**Listing Compliance Department
National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400051
NSE Symbol: TFL

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report of the Company for the financial year ended
March 31, 2024**

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are enclosing herewith the Annual Secretarial Compliance Report issued by M/s. Yogesh Sharma & Co., Company Secretaries, for the financial year ended March 31, 2024.

Request you to kindly take the same on record.

Thanking You.

Yours Faithfully,

For Transwarranty Finance Limited

Suhas Borgaonkar
Company Secretary and Compliance Officer
Membership No. A3391

Encl: A/a

CIN: L65920MH1994PLC080220

403, Regent Chambers, Nariman Point, Mumbai- 400021 • Tel: 6630 6090 / 2204 7965
Fax: 6630 0999 / 4001 0999 • e-mail : mail@transwarranty.com • website:www.transwarranty.com

YOGESH SHARMA & CO.
COMPANY SECRETARIES

Yogesh M. Sharma
M.Com, M. Phil, M.M.M, M.F.M, LLB, FCS

Office No: 9082951462
Mobile No: 9833124864
Email ID: csymsharma@gmail.com

Secretarial Compliance Report of Transwarranty Finance Limited

For the Financial Year Ended 31st March, 2024

To,
Board of Directors,
Transwarranty Finance Limited,
403, Regent Chambers, Nariman Point,
Mumbai 400021

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Transwarranty Finance Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 403, Regent Chambers, Nariman Point, Mumbai 400021. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Yogesh Sharma, Proprietor of M/s. Yogesh Sharma & Co., Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

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(an e-mail certified e-mail)
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Office Address : B-1, Neha Apartments, Opp. Badwaik Hospital, LBS Marg, Bhandup(W), Mumbai -78

for the financial year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 -**Not Applicable to listed entity during review period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 -**Not Applicable to listed entity during review period;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable to listed entity during review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	None
4)	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by Listed entity.</p>	Yes	None
5)	<p><u>Details related to Subsidiaries of listed Entity w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes No	None Refer Annexure-1
6)	<p><u>Preservation of Documents:</u></p> <p>As per the confirmations given by the listed entity, and on our test check basis, it is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.</p>	Yes	None
7)	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.</p>	Yes	None
8)	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction was subsequently approved/ ratified/ rejected by the Audit committee</p>	Yes Not Applicable	None Prior approval of Audit Committee was obtained

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Mataprasad

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
9)	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	Refer Annexure-1
10)	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11)	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Refer Annexure-1
12)	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	No such event during the review period
13)	<u>No additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For YOGESH SHARMA & Co.

Sharma Yogesh
Mataprasad 

Prop. YOGESH SHARMA

FCS No. – 11305

C.P No. – 12366

Place: MUMBAI

Date: 30/05/2024

UDIN: F011305F000499287

P.R No. 1583/2021

Annexure-2

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1)	The Listed entity has availed the loan from one of Director which is material related party transaction for which the prior approval of Shareholder was required to be obtained.	31 st March, 2023	Regulation 23(4) of Listing Regulation	The Listed entity has entered into Material Related Party Transaction without obtaining prior approval of shareholders.	No such specific remedial action was taken.	None

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ou=Sharma Yogesh Mataprasad, postalCode=201002,
streetAddress=10/10, city=New Delhi, postalCode=110002,
serial=1, email=sharma.yogesh@mataprasad.com,
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ou=Sharma Yogesh Mataprasad, postalCode=201002,
streetAddress=10/10, city=New Delhi, postalCode=110002

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
2)	Related party Transaction entered by the Subsidiaries with its related parties were not disclosed in Half yearly disclosure submitted to BSE and NSE.	31 st March, 2023	Regulation 23(9) of Listing Regulation	Related party transaction entered by the Subsidiaries with its related parties are required to be disclosed as per Regulation 23(9).	No such specific remedial action was taken.	None

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