



TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2020-21/30

30/09/2020

The Manager,
Corporate Relations Dept.,
BSE Ltd.
P.J. Towers,
Dalal Street, Fort
Mumbai 400001

The Manager,
Listing Compliance Department
National Stock Exchange of India Ltd.
Bandra Kurla Complex
Bandra (East)
Mumbai 400051

BSE Scrip Code : 532812

NSE Scrip Code : TFL

Dear Sir,

Sub: Proceedings of the 26th Annual General Meeting

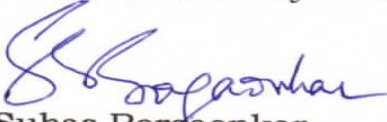
Please find enclosed herewith the proceedings of the 26th Annual General Meeting of our Company held on Wednesday, 30th September, 2020 through Video Conference/Other Audio Visual Means pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of the said Regulations.

Kindly take the same on records.

Thanking you,

Yours faithfully,

For Transwarranty Finance Limited


Suhas Borgaonkar
Company Secretary

Encl: As above

CIN: L65920MH1994PLC080220

403, Regent Chambers, Nariman Point, Mumbai- 400021 • Tel: 6630 6090 / 2204 7965
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Proceedings of the 26th Annual General Meeting of Transwarranty Finance Limited held on Wednesday, 30th September, 2020 at 4.00 p.m.

The 26th Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, 30th September, 2020 at 4.00 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with the General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs(MCA), Government of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI).

Mr. Kumar Nair, Chairman, chaired the proceedings of the Meeting. As the requisite quorum was present, the Chairman called the meeting to order extending a warm welcome to all the members present.

The Chairman introduced the Directors who were present at the AGM.

Mr. Sarfaraz Khan, representing S.S. Khan & Co., Chartered Accountants, Statutory Auditors of the Company and Mr. Yogesh Sharma, representing Yogesh Sharma & Co., Secretarial Auditor of the Company and Scrutinizer for the AGM also attended the meeting.

Since there was no physical attendance of members and in compliance with the Circulars issued by the MCA and SEBI, members were informed that the requirement of appointing proxies was not applicable. Documents and other statutory registers were available for inspection upon receipt of request by members.

The Chairman addressed the members and apprised them about the working of the Company and general economic conditions.

The Chairman informed the members that the Notice convening the 26th AGM was taken as read as the same had already been circulated to the members. As there were no qualifications in the Audit Report, it was also taken as read.

The Chairman informed the members that pursuant to the provisions of Companies Act, 2013, Rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, the Company had provided remote e-voting facility and e-voting facility at the AGM in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on 26th September, 2020 and ended at 5.00 p.m. on 29th September, 2020. The Chairman also informed that the facility of e-voting at AGM was also made available for those members who participated in the AGM through VC / OAVM and who had not cast their vote(s) through remote e-voting. The members were briefed about the procedure of e-voting in the AGM.

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The Company Secretary informed that Mr. Yogesh Sharma, Practicing Company Secretary, Yogesh Sharma & Co., Company Secretaries, is appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting at the AGM.

The following items as stated in the Notice of 26th Annual General Meeting were transacted at the meeting:

Method of voting for the Resolutions: Remote e-voting and e-voting at the AGM

Resolution No.	Particulars	Type of Resolution
	ORDINARY BUSINESS:	
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2020 and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution
2.	To appoint a Director in place of Mr. Ramachandran Unnikrishnan (DIN 00493707), who retires by rotation and being eligible offers himself for re-appointment	Ordinary Resolution
	SPECIAL BUSINESS:	
3.	Re-appointment of Mr. Kumar Nair as a Managing Director & CEO of the Company for a period of three years	Special Resolution
4.	Re-appointment of Mr. Ramachandran Unnikrishnan, CFO as a Director for five years w.e.f. 25 th February, 2020	Ordinary Resolution
5.	Re-appointment of Mr. Sudharsanan Nair as an independent director for a second term of five consecutive years w.e.f. 9 th November, 2020	Special Resolution
6.	Issuance of Non-Convertible Debentures on Private Placement Basis	Special Resolution
7.	Raising of funds by way of External Commercial Borrowings	Special Resolution
8.	Approval for material related party transactions	Ordinary Resolution

The Members were informed that the consolidated results of remote e-voting and e-voting at the AGM together with Scrutinizer's Report will be uploaded on the Company's website at www.transwarranty.com and NSDL's website at www.evoting.nsdl.com within 48 hours of the conclusion of the AGM and will also be intimated to the Stock Exchange in the format provided in Regulation 44(3) of the SEBI Listing Regulations.

There being no other business, the Chairman thanked all the members for their continued support and participation. The e-voting facility was kept open for the next 15

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minutes to enable the members to cast their vote. The Chairman then announced the formal closure of the 26th Annual General Meeting of the Company, which concluded at 4.16 p.m.

For Transwarranty Finance Limited


Suhas Borgaonkar
Company Secretary

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