



TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2021-22/45

15/03/2022

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: Notice of Postal Ballot- Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Schedule III and other applicable provisions of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith the notice of Postal Ballot dated 14th February, 2022 together with Explanatory Statement which is being sent to the Members of Transwarranty Finance Limited for seeking the approval by way of Postal Ballot, only through voting by electronic means, for the following items:

1. Alteration to the Object Clause of the Memorandum of Association of the Company- Special Resolution.
2. Increase in Authorized Share Capital and Consequent Alteration of the Memorandum of Association of the Company- Ordinary Resolution.
3. Adoption of new set of Articles of Association- Special Resolution.
4. Approval for investments/loans/guarantees/securities under Section 186 of the Companies Act, 2013- Special Resolution.

In compliance with Companies Act, 2013 and MCA Circulars, the Notice of Postal Ballot is being sent to those Members whose names appear on the Register of Members and Register of Beneficial Owners as on Friday, 4th March 2022 - and whose e-mail addresses are registered with the Company or Link Intime India Pvt. Ltd., Registrar & Transfer Agent of the Company, or the Depository Participant(s). The hard copy of the Notice of Postal Ballot will not be sent to the Members for this Postal Ballot.

Details of remote e-voting period and link is given below:

Commencement of remote e-voting	Wednesday, 16 th March, 2022 at 9.00 a.m. IST
End of remote e-voting	Thursday, 14 th April, 2022 at 5.00 p.m. IST
Link for casting votes electronically	https://www.evoting.nsdl.com

The detailed procedure and instructions for remote e-voting is provided in the Notice of Postal Ballot.

The results of Postal Ballot shall be declared on or before Saturday, 16th April, 2022.

This intimation is also being uploaded on the Company's website at: www.transwarranty.com

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

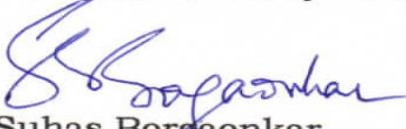


TRANSWARRANTY FINANCE LIMITED

Kindly take the same on your records.

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
Fax: 6630 0999 / 4001 0999 • e-mail : mail@transwarranty.com • website:www.transwarranty.com



TRANSWARRANTY FINANCE LIMITED

CIN : L65920MH1994PLC080220

Regd. Office: 403, Regent Chambers, Nariman Point, Mumbai -400021.

Tel. No: 4001 0900 Fax. 4001 0999 E-mail: companysecretary@transwarranty.com

Website: www.transwarranty.com

POSTAL BALLOT NOTICE

(NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

Dear Member(s),

Notice is hereby given, pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”), the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ministry of Corporate Affairs (“MCA”) General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June 2021 and No. 20/2021 dated 8th December 2021, (collectively referred to as “MCA Circulars”) and subject to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members of the Company by way of Postal Ballot only through remote e-Voting.

In view of the ongoing COVID-19 pandemic requiring social distancing, MCA has in terms of the above Circulars permitted the companies to take all decisions requiring Members’ approval, by way of Postal Ballot through Remote Evoting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for Companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by Postal Ballot up to 30th June 2022.

The Company will send the Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/ Link Intime India Private Limited, Registrar & Transfer Agent of the Company (“Link Intime”) or the Depository Participants and whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 4th March 2022 (“cut-off date”). Hard copy of the Postal Ballot Notice along with Postal Ballot Form and prepaid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the Remote E-voting System. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Explanatory Statement and the reasons thereof pursuant to Section 102 read with Section 110 of the Act pertaining to all the said Resolutions setting out the material facts concerning each is annexed hereto for your consideration.

The Board of Directors of the Company (“the Board”), in compliance with Rule 22(5) of the Rules, has appointed Mr. Yogesh Sharma (ICSI Membership No. FCS 11305), Proprietor C.S. Yogesh Sharma & Co. (Practicing Company Secretary), as the Scrutinizer (“Scrutinizer”), for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and Section 108, 110 and other applicable provisions of the Act read with the related Rules and the MCA Circulars, the Company is providing the Remote e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged services of NSDL to provide the remote e-voting facility to its members.

The Remote E-voting commences on Wednesday, 16th March, at 9.00 a.m. (IST) and concludes on Thursday, 14th April, 2022 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to peruse the proposed Resolutions along with Explanatory Statement and thereafter record their assent or dissent by means of Remote E-voting facility provided by the Company not later than 5.00 p.m. (IST) on 14th April, 2022, failing which it will be strictly considered that no reply has been received from the Members.

The Remote E-voting facility is available at the link: <https://www.evoting.nsdl.com>. Members desiring to exercise their votes are requested to carefully read the “Instructions for Remote E-voting” enumerated in the Notes to this Notice.

The Scrutinizer will submit his Report to the Chairman, or any person authorized by him upon completion of scrutiny of the votes. The Results of voting by means of Postal Ballot through Remote E-voting along with the Report of the Scrutinizer shall be declared by the Chairman or any person authorized by him, on or before Saturday, 16th April, 2022 and will be displayed on the website of the Company at the link: <http://www.transwarranty.com/Transwarranty/InvestorRelations> and on the website of NSDL at <https://www.evoting.nsdl.com/>. The Results declared along with the Report of the Scrutinizer shall be displayed at the Company’s Registered Office besides being communicated to BSE Limited and the National Stock Exchange of India Limited, on which the Company’s Equity Shares are listed. The Resolutions shall be deemed to have been passed on Thursday, 14th April, 2022, being the last date specified by the Company for Remote E-voting process, subject to receipt of the requisite number of votes in favour of the Resolutions.

SPECIAL BUSINESS:

Item No. 1

Alteration to the Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), pursuant to Reserve Bank of India (“RBI”) Master Direction No. RBI/DPSS/2021-22/82CO.DPSS.POLC.No.S-479/02.14.006/2021-22 dated 27th August 2021 on Prepaid Payment Instruments (“PPIs”) and Circular Nos. RBI/2014-15/327 DPSS.CO.PD. No. 940 / 02.27.020 / 2014-2015 dated 28th November 2014 (Implementation of Bharat Bill Payment System (BBPS) –Guidelines) and RBI/DPSS/2019-20/174DPSS.CO.PD.No.1810/02.14.008/2019-20 dated

17th March 2020 (Guidelines on Regulation of Payment Aggregators and Payment Gateways), other applicable laws/ statutory provisions, if any, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to necessary approvals as may be required from the Ministry of Corporate Affairs, RBI, Securities and Exchange Board of India or any other regulatory/ statutory authority(ies) and subject to such terms, conditions, amendments or modifications as may be imposed, required or suggested by any such authority(ies), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard), consent of the Members of the Company be and is hereby accorded to make the following alterations to the Memorandum of Association ("MOA") of the Company:

i) Insert the following new sub-Clauses 1f and 1g under Clause III A, after the Clause 1e of the Main Objects Clause of the MOA of the Company:

1f. To issue, implement, undertake, assist, offer, distribute, or otherwise engage in the business of issuing and operating Prepaid Payment Instruments including but not limited to issue of all types of electronic and virtual payment systems services, credit cards, e-wallets, mobile-wallets, co-branded pre-paid instruments, FASTag, cash card to consumers, prepaid and post-paid payment instruments, including direct debit facility on mobile phone, provide solutions for payment for all goods and services and utility bills through mobile phone, landline, broadband, DTH, other over the counter payments and to access and operate Central Payment Systems as permitted by statutory or regulatory authorities, to obtain affiliation of retail payment organization or authorized card networks under membership rules or framework permissible by the authorized card network(s) / card association(s) and to provide different types of payments related services (online, offline, Aadhaar enabled Payment System, POS terminals) including, without limitation, through Unified Payments Interface (UPI), payment aggregator services and payment gateway services.

1g. To operate as Bharat Bill Payment Operating Unit (BBPOU) (both for Customer Operating Unit and Biller Operating Unit) for on-boarding billers and aggregators and facilitating processing of payments in accordance with the Reserve Bank of India regulations and to undertake any associated or ancillary activities including without limitation appointment of agents, providing interoperable payment system, development of infrastructure, handling of transactions, resolving grievances and disputes between various parties and obtaining necessary certification(s), approvals from the Bharat Bill Payment Central Unit (BBPCU), statutory, regulatory or any other authority with regards to adherence to the Bharat Bill Payment System standards.

ii) Clause III (B) of the MOA of the Company be re-christened as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:"

iii) Clause III (C) of the Company's MOA – "OTHER OBJECTS" including all sub-clauses contained therein and clause (i) and clause (iv) forming part of declaration, immediately following the Other Objects Clause, be deleted in its entirety.

RESOLVED FURTHER THAT the Board be and is hereby authorized for and on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable and to settle all questions, difficulties or doubts that may arise in regard to the implementation of this Resolution."

Item No. 2

Increase in Authorized Share Capital and Consequent Alteration of the Memorandum of Association of the Company

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the provision of Memorandum and Articles of Association of the Company and the Equity Listing Agreement entered into with the Stock Exchanges by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchanges or any other Authority under any other Law for the time being in force, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 31,00,00,000/- (Rupees Thirty One Crores only) divided into 3,10,00,000 (Three Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 51,00,00,000/- (Rupees Fifty One Crores only) divided into 5,10,00,000 (Five Crore Ten Lakhs) Equity Shares of Re. 10/- (Rupees Ten only) each ranking pari passu in all respects with the existing equity shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company, be and is hereby replaced with the following new Clause V:

V. The Authorized Capital of the Company is Rs. 51,00,00,000 (Fifty One crore) divided into 5,10,00,000 (Five Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company has power from time to time to consolidate or sub-divide or increase or reduce its capital and to issue any of the shares in the capital, original or increased, as ordinary or preferred, with or subject to any preferential, special, deferred or qualified rights, including or the right to be converted in to equity shares, any other privileges or conditions as regards repayment of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise and generally on such terms as the Company may from time to time by special resolution determine and to vary the regulations of the Company, as far as necessary to give effect to the same, and upon the sub-division of a share to apportion the right to participate in profits in any manner, subject to the provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and is hereby authorized to perform all acts, deeds and things and to execute all documents, deeds and writings, including but not limited to preparing, executing and filing necessary forms, applications documents with Registrar of Companies, stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose.”

Item No. 3

Adoption of new set of Articles of Association

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including

any statutory modification or re-enactment thereof for the time being in force), the regulations framed as per Table F of Schedule I of Companies Act, 2013 be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby authorized to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

Item No. 4

Approval for investments/loans/guarantees/securities under Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Members, be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, excluding loans / guarantees / securities given or provided to subsidiaries or associates or joint venture companies (as the case may be), whether situated in India or abroad in excess of the limits prescribed under Section 186 of the Act provided that the aggregate of the loan given or the guarantee provided or investments made and outstanding shall not exceed Rs.150 Crores (Rupees One Hundred and Fifty Crore only) at any time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

**BY ORDER OF THE BOARD
FOR TRANSWARRANTY FINANCE LIMITED**

**Sd/-
COMPANY SECRETARY**

Place: Mumbai
Date: February 14, 2022

Notes:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the company's website www.transwarranty.com, NSDL Website www.evoting.nsdl.com and at the relevant sections of the websites of the BSE Limited and National Stock Exchange of India Ltd.
2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. Shareholders may write the request to register/update their E-mail address with RTA to the email: rnt.helpdesk@linkintime.co.in Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot.

3. The Portal for E-voting will remain open for the Members for exercising their voting from Wednesday, 16th March, 2022 at 09:00 AM India Standard Time ('IST') till Thursday, 14th April, 2022 at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on Thursday, 14th April, 2022. Please note that E-voting module will be disabled for e-voting by CDSL after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized form, as on Friday, 4th March, 2022 (cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e. Thursday, April 14, 2022. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.
5. The Postal Ballot Notice is being sent to all members, whose names appear, in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, 4th March, 2022 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the company's Registrar and Share Transfer Agent i.e. Link Intime India Pvt. Ltd.. Voting rights will be reckoned on the paid up value of the shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company/ Depositories. Any person who is not a Member as on the said cut-off date should treat this Notice for information purposes only.

6. The Board of Directors of the Company (“the Board”) at its meeting held on Monday, 14th February, 2022 has appointed Mr. Yogesh Sharma, Practicing Company Secretary (FCS 11305, & COP 12366) to act as the Scrutinizer for scrutinizing the E-voting process and conducting the Postal Ballot in accordance with the Act and in a fair and transparent manner.
7. The Scrutinizer shall prepare Scrutinizer’s Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before Saturday, 16th April, 2022.
8. The results of the Postal Ballot will be posted on the company’s website www.transwarranty.com, NSDL Website www.evoting.nsdl.com and will also be communicated to the BSE Limited and National Stock Exchange of India Ltd.
9. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company’s website www.transwarranty.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., Thursday, 14th April, 2022. Members desirous of inspecting these documents may mail to companysecretary@transwarranty.com.
10. To support the ”Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
11. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

10. Instructions for Remote e-voting

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email id is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now you will have to click on "Login" button.
9. After you click on the "Login" button, homepage of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csymsharma@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@transwarranty.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@transwarranty.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”), sets out all material facts relating to the business mentioned under Item Nos. 1, 2 and 3 of the accompanying Notice dated 14th February, 2022.

ITEM NO. 1

The digital payments landscape in India is continuously evolving due to a multitude of factors that have redefined the traditional services provided by banks towards payments services and has created a conducive atmosphere for innovative non-bank players which have transformed the digital payments landscape and consumer preferences in the country. The Reserve Bank of India (“RBI”), National Payments Corporation of India (NPCI) and the Government of India have been providing a favorable environment towards digital payments, including various policies, enhancing infrastructure, welcoming innovative payment solutions and technology.

The Company proposes to offer payment services and simplified financial solutions by leveraging Prepaid Payment Instruments (“PPI”) as permitted under applicable regulations. The initiation and implementation of these services shall be subject to receipt of necessary approval(s) from RBI in accordance with the RBI’s Master Directions on PPI, receipt of authorization as a Payment System Operator, in accordance with the Payments and Settlement Systems Act, 2007 (“PSSA”) and receipt of approvals from other statutory authorities, as may be required.

Additionally, the Company may consider operating as a Payment Aggregator (“PA”) and Payment Gateway (“PG”), in accordance with the Guidelines on Regulation of Payment Aggregator and Payment Gateway, Bharat Bill Payment Operating Unit (“BBPOU”), in accordance with the Implementation of Bharat Bill Payment System – Guidelines, amended from time to time, and providing Unified Payments Interface (“UPI”) services.

As a pre-requisite to seek RBI approval for the PPI License and offering other services as aforesaid, the Company would be required to alter the Main Objects Clause of the Memorandum of Association (“MOA”) of the Company to include specific authorization to enable the issuance of PPI, offer simplified financial solutions by leveraging PPI, provide payment services through cards, UPI and other permitted modes, operate as BBPOU, PA, PG, obtain affiliation of authorized card networks and authorization to enable the Company to obtain necessary statutory approvals in this regard. In view of the same, it is proposed to amend the Clause III(A) of the Main Objects Clause of the MOA of the Company to provide various payment services and simplified financial solutions as aforesaid.

The Company was incorporated on 9th August, 1994 under the Companies Act, 1956. The last amendment to the objects clause of the MOA was made on 29th December, 1999. While the existing Objects clause of the MOA of the Company appropriately and adequately encompasses and represents the business activities of the Company, the layout of the MOA is as per the provisions of the erstwhile Companies Act, 1956, which has been repealed and substituted by Companies Act,

2013. Hence, it is proposed to make the necessary changes in the objects clause of the MOA to align the same in compliance with Section 4 of the Companies Act, 2013 (“Act”) read with Table A under Schedule I of the Act, notified w.e.f. 1st April 2014 and as applicable to the MOA of a Company limited by shares.

The summary of Changes proposed in the Objects Clause of the Company’s MOA is summarized as under:

Sr. No.	Proposed Change(s) as mentioned in resolution at Item. No. 1 of this Notice	Rationale for Change
i.	Insert the following new sub-Clauses 1f and 1g under Clause III A, after the Clause 1e of the Main Objects Clause of the MOA of the Company:	As per RBI Guidelines and other applicable Regulations, as a pre-requisite to seek RBI approval for the PPI License and offering other digital financial solutions and services as aforesaid, the Company is required to alter the Main Objects Clause of the Memorandum of Association (“MOA”) of the Company to include specific authorization in this regard.
ii.	Clause III (B) of the MOA of the Company be re-christened as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”	Aligned to Section 4 of the Companies Act, 2013 (“Act”) read with Table A under Schedule I of the Act, as applicable to MOA of a Company limited by shares.
iii.	Clause III (C) of the Company’s MOA – “OTHER OBJECTS” including all sub-clauses contained therein and clause (i) and clause (iv) forming part of declaration, immediately following the Other Objects Clause, be deleted in its entirety.	Same as above. Further “Other Objects”, which do not form part of layout of Objects clause under Companies Act 2013, being redundant, needs to be deleted. Consequently, the declaration relating to the same being redundant, needs to be deleted as well.

Apart from insertion of two new sub- clauses viz. 1f and 1g (as detailed in the resolution) under Clause III A (Main Objects) pertaining to digital finance, no other change is being proposed under this resolution except alignment of Company’s Object Clause in the MOA to the applicable lay out of the Objects Clause as prescribed and in conformity with the prevailing Companies Act, 2013, as elucidated in the above table.

A copy of the Memorandum of Association of the Company together with the proposed alterations will be available for electronic inspection by the Members from the date of dispatch of this Notice up to Thursday, 14th April , 2022. Members seeking to inspect such documents can send an e-mail to companysecretary@transwarranty.com.

Pursuant to the provisions of Section 13 of the Act and the Rules made thereunder, as applicable, any amendment in the Memorandum of Association requires approval of the Members of the Company by way of a special resolution. The alteration shall have effect once registered by the Registrar of Companies as per the applicable provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at item No. 1 of this Notice.

The Board recommends passing of the Special Resolution as set out at Item No. 1 of the accompanying Notice, for approval of the Members of the Company.

ITEM 2:

The present authorized capital of the Company is Rs. 31,00,00,000 (Thirty One Crore) divided into 3,10,00,000 (Three Crores Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each out of which the paid up capital of the Company is Rs. 24,46,05,680 (Rupees Twenty-Four Crore Forty Six Lakhs Five Thousand Six Hundred and Eighty) divided into 2,44,60,568 (Two Crore Forty Four Lakhs Sixty Thousand Five Hundred and Sixty Eight) Equity Shares of Rs. 10/- each.

The Board of Directors of the company in its meeting held on Monday, 14th February, 2022 have considered and approved raising of funds by way of issue of equity shares of Rs. 10/- each on rights basis to the existing shareholders of the Company as on the record date to be determined by the Board/Committee, for an aggregate amount not exceeding INR 27 crores (Rupees Twenty Seven Crores Only) subject to necessary approvals.

Issuance of shares on rights basis would require increase in the authorized share capital of the Company and the revised authorized share capital of your Company will be Rs. 51,00,00,000/- (Rupees Fifty One Crores only) divided into 5,10,00,000 (Five Crore Ten Lakhs) Equity Shares of Res 10/- (Rupees Ten only) each.

Further, in view of increased Authorized share capital it is also necessary to amend clause V of the Memorandum of Association to increase the Authorized Share Capital. As per the provisions of sections 13 & 61 of the companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company by way of passing an Ordinary Resolution.

The Board of Directors of the company do hereby confirm that none of the Directors, Key Managerial personnel and relatives thereof are interested aforesaid resolution.

The Board recommends the resolution set forth in Item no. 2 for the approval of the members as an Ordinary Resolution.

ITEM NO. 3:

The existing Articles of Association (AoA) of the Company are based on the provisions of Companies Act, 1956(the erstwhile Act') and several regulations in the existing AoA references specific sections of the erstwhile Act. The existing AoA is longer in conformity with the Companies Act, 2013 (the new Act') and required extensive alteration/ deletion.

Therefore, the Board of Directors at its meeting held on February 14, 2022 had decided, subject to approval of members by special resolution, to substitute the existing AoA with new set of regulations based on the model Articles of Association for a company limited by shares contained in Table F of Schedule I of the new Act.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, is concerned or interested in the foregoing resolution.

The Board recommends passing of the Special Resolution as set out at Item No. 3 of the accompanying Notice, for approval of the Members of the Company.

ITEM NO. 4:

Section 186(2) of the Act provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Section 186(3) of the Act read with Rule 13 of the Rules provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board of Directors (the "Board") of a company exceed the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or given or guarantee/ security permitted to be provided unless previously authorized by a Special Resolution.

Notwithstanding the above, it may be noted that as per Rule 11(1) of the Rules, no approval of the Shareholders is required if a company gives loans/ guarantees or provides securities to its wholly owned subsidiary company or a joint venture company or makes investments in the securities of its wholly owned subsidiary company, in excess of the limits specified under Section 186(2) of the Act.

Considering the increasing business operations and future growth plans of the Company which would require to give any loan or guarantee or provide any security in connection with a loan or make investments in the securities of other bodies corporate, over a period of time, exceeding the limit of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, it is necessary to empower the Board to undertake the said activities upto an amount of Rs. 150 Crore.

The Board recommends passing of the resolution set out in Item No.4 as a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

BY ORDER OF THE BOARD
FOR TRANSWARRANTY FINANCE LIMITED

Place: Mumbai
Date: February 14, 2022

Sd/-
SUHAS BORGAONKAR
COMPANY SECRETARY