



TRANSWARRANTY FINANCE LIMITED

May 30, 2023

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, 2023.

Pursuant to Regulation 24A of the SEBI (Listing Obligations 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, 2023.

Request you to kindly take the same on record.

Thanking You.

Yours faithfully,

For **Transwarranty Finance Limited**

Suhas Borgaonkar
Company Secretary & 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, 2023

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 our 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 from 1st April, 2022 to 31st March, 2023 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 us and explanation provided by **Transwarranty Finance Limited** ("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,



for the period covering from 1st April, 2022 to 31st March, 2023 ("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 ("LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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;
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder;



I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure-1.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Not Applicable	No appointment or Re-appointment of Auditor
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	Not Applicable	No such resignation

+



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
	<p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>Not Applicable</p>	<p>No such resignation</p>



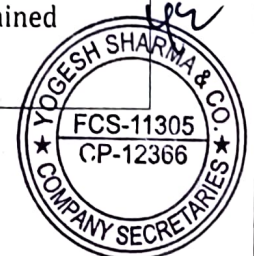
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	No Such Resignation

III. I hereby report that, during the Review Period the Compliance Status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1)	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) i.e. SS-1 and SS-2 issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2)	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	None
3)	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website 	Yes	None



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.</p>	Yes	None
5)	<p><u>To examine details related to Subsidiaries of listed Entity:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	None
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 is obtained



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.	Yes	None
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> No 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	No	Action were taken against the Subsidiary of Listed Entity (Refer Annexure-2)
12)	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

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.

Place: MUMBAI
Date: 29/05/2023
UDIN: F011305E000411540

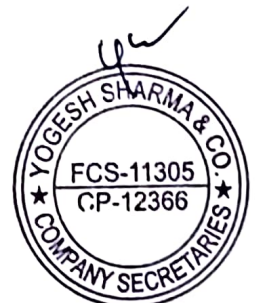


For YOGESH SHARMA & Co.

Yogesh Sharma

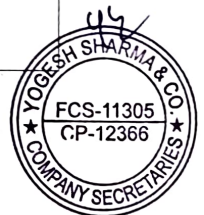
Prop. YOGESH SHARMA
FCS No. - 11305
C.P No. - 12366

Peer Review Certificate No. 1583/2021



Annexure-1

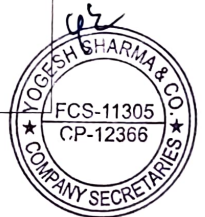
Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1)	LODR	23(4)	Prior approval of Shareholders was required to be obtained for the Material Related Party Transaction entered by the Listed entity.	None	None	The Listed entity has entered into Material Related Party Transaction without obtaining prior approval of shareholders.	Nil	The Listed entity has availed the loan from one of Director which is material related party transaction for which the prior approval of -	The relevant approval of the shareholders would be taken in the General Meeting. However, the shareholders were informed about loan -	None



Sr. No.	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1)								Shareholder was required to be obtained.	from director & its adjustment against rights entitlement through rights issue letter of offer.	



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
2)	LODR	23(9)	Related party Transaction entered by the Subsidiaries with its related parties were not disclosed in the disclosure	None	None	Related party transaction entered by the Subsidiaries with its related parties are required to be disclosed as per Regulation 23(9)	Nil	Related party Transaction entered by the Subsidiaries with its related parties were not disclosed in Half yearly disclosure submitted to BSE and NSE.	This was inadvertently missed out. This would be taken care of henceforth. However, it may be noted that the related transactions entered into by the subsidiary, which is also a listed -	None



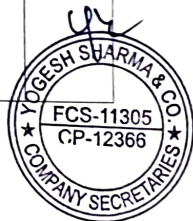
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
2)									entity, has been disclosed to the Exchange as part of its disclosure obligations.	



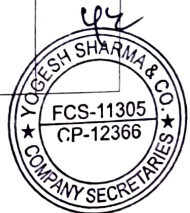
Annexure-2

Action taken against the Vertex Securities Limited, Subsidiary of Listed Entity

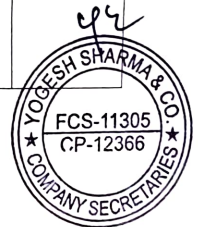
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1)	NSE Circular	Circular No. NSE/INSP/ 47457	Non-settlement of clients' funds	National Stock Exchange India Limited	Monetary Penalty Levied	The credit balances of clients who have not done any transaction in the 30 calendar days since the last transaction, were not returned to the client.	Rs. 30,000/-	Fine has been paid by the Listed Entity.	The instances notified by the Exchange as on May 31, 2022, were settled subsequently during August 2022 & October 2022. At present, as per the	None



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Exchange Guidelines, Management Response	Remarks
1)								all the clients having credit balance and not having done any transaction in the 30 calendar days since the last transaction, are settled within the next 3 working days.		



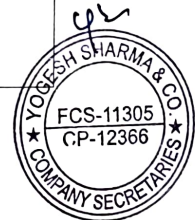
Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
2)	NSE Circular	Circular No. NSE/INSP /33276	Improper use of Clients funds	National Stock Exchange India Limited	Monetary Penalty Levied	Used the funds of credit balance clients to meet the settlement obligations of the other debit balance clients and/or own purpose.	Rs. 1,00,000/-	Fine has been paid by the Listed Entity.	The penalty was levied for the shortfall observed in fund balance for Sept 26, 2022, And Sep 27, 2022.	None



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
2)									There was no misuse of funds as the Company already had sufficient deposit with other Clearing members and Clearing Corporation.	



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
2)									However NSE had not considered the available deposit with other CC's and CM's. From November 2022 Onwards, the Company has updated the calculation, by adding more amount with NCL and hence no shortfall is observed.	



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Re-remarks
3)	NSE Circular	Circular No. NSE/INSP/38154	Incorrect reporting of margin to the Exchange	National Stock Exchange India Limited	Monetary Penalty Levied	Margin was incorrectly reported to the Exchange in One Instance.	Rs. 8,100/-	Fine has been paid by the Listed Entity.	The same was caused due to error in the backoffice software while marking the early pay in amount.	None



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
3)									The error has been rectified and at present margin is reported correctly to NSE after marking early payin amount.	

