



TRANSWARRANTY FINANCE LIMITED

February 04, 2025

The Manager,
Listing Department
BSE Limited
P.J. Towers,
Dalal Street, Fort
Mumbai 400001
BSE Scrip Code: 532812

The Manager,
Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra (East)
Mumbai 400051
NSE Symbol: TFL

Dear Sir/Madam,

Sub: Outcome of the Board Meeting held on February 04, 2025

Reference: Intimation under Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to the provisions of Listing Regulations, it is hereby informed that the Board of Directors of Transwarranty Finance Limited (“the Company”) at its meeting held on Tuesday, February 04, 2025 has *inter alia*,

1. Considered and approved Unaudited (Standalone and Consolidated) Financial Results of the Company for the quarter ended December 31, 2024. The copy of the said results along with the Limited Review Report is attached herewith as *Annexure I*.
2. Considered and approved raising of the Funds vide Issuance of Secured/ Unsecured, Unlisted, Unrated, Privately Placed Non-Convertible Debentures (NCDs) on Private Placement Basis as *Annexure II*
3. Considered and approved appointment of M/s. Yogesh Sharma & Co. as a Secretarial Auditor for the Financial Year 2024-25 as Annexure III
4. Considered and approved appointment of M/s. Anil Bhutra & Co. as an Internal Auditor for the Financial Year 2024-25 as Annexure III
5. Appointment of Mr. Sachidanandan Menon (DIN: 06642819) as an Additional Independent Director of the company w.e.f. 04th February, 2025 as Annexure IV

Further, the detailed disclosure as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are provided in annexures below.

CIN: L65920MH1994PLC080220

403, Regent Chambers, Nariman Point, Mumbai- 400021 • Tel: 6630 6090 / 2204 7965
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TRANSWARRANTY FINANCE LIMITED

The meeting of the Board of Directors commenced at 12.50pm and concluded at 04.00pm.

Thanking You

Yours Faithfully,
For **Transwarranty Finance Limited**

Suhas Borgaonkar
Company Secretary and Compliance Officer
Membership No. A3391

CIN: L65920MH1994PLC080220

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DEOKI BIJAY & CO.
Chartered Accountants

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Independent Auditor's Limited Review Report on Unaudited Standalone quarterly and Year to Date Financial Results of Transwarranty Finance Limited pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended

To the Board of Directors

Transwarranty Finance Limited

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of Transwarranty Finance Limited ("the Company") for the quarter ended December 31, 2024 and the year to date results for the period April 01, 2024 to December 31, 2024 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with relevant circulars issued by SEBI from time to time.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("IND AS 34"), as prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued there under ("the Act") and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.





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4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. The review of unaudited standalone quarterly financial results for the period ended December 31, 2023, included in the Statement was carried out and reported by S S Khan & Co, Chartered Accountants who has expressed unmodified conclusion vide their review report dated February 14, 2024, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.
6. The review of unaudited nine months ended financial results for the period ended December 31, 2023 and audit of financial results for the quarter and year ended March 31, 2024 included in the Statement was carried out and reported by S S Khan & Co, Chartered Accountants who has expressed unmodified conclusion vide their review report dated February 14, 2024 and unmodified opinion vide their audit report dated May 02, 2024, respectively, whose reports have been furnished to us and which have been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

For Deoki Bijay & Co
Chartered Accountants
ICAI FRN: 313105E

Sushil K. Agrawal
CA Sushil Kumar Agrawal

Partner

ICAI membership No: 059051

Place: - Mumbai

Date: - February 04, 2025

ICAI UDIN:- 25059051BMOZVL9351





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Chartered Accountants

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Independent Auditor's Limited Review Report on Unaudited Consolidated quarterly and Year to Date Financial Results of Transwarranty Finance Limited pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended

To the Board of Directors

Transwarranty Finance Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Transwarranty Finance Limited ("the Parent") and its subsidiary (the Parent and its subsidiary together referred to as "the Group"), for the quarter ended December 31, 2024 and the year to date results for the period April 1, 2024 to December 31, 2024 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with relevant circulars issued by SEBI from time to time.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("IND AS 34") as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. We also performed procedures in





DEOKI BIJAY & CO.
Chartered Accountants

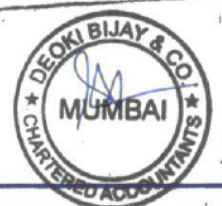
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accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:
 - (a) Vertex Securities Limited
 - (b) Vertex Commodities and Finpro Private Limited
 - (c) Transwarranty Capital Market Services Private Limited
5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

6. We did not review the interim financial results of two subsidiary included in the unaudited consolidated financial results, whose interim financial results reflect revenue from operations of Nil and Nil, Other Income of INR 9.47 lacs and INR 35.46 lacs, total net profit after tax of INR 3.52 lacs and INR 12.82 lacs and total comprehensive income of INR 3.52 lacs and INR 12.82 lacs for the quarter and nine months ended December 31, 2024 as considered in the unaudited consolidated financial results. These interim financial results have not been reviewed by us and the unaudited financial statements have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, is based solely on the unaudited financial statements furnished to us by the Management and the procedures performed by us as stated in paragraph 3 above. Our report on the Statement is not modified in respect of the above matter.
7. The review of unaudited Consolidated quarterly financial results for the period ended December 31, 2023, included in the Statement was carried out and reported by S S Khan & Co, Chartered Accountants who has expressed unmodified conclusion vide their review report dated February





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14, 2024, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

8. The review of unaudited consolidated nine months ended financial results for the period ended December 31, 2023 and audit of financial results for the quarter and year ended March 31, 2024 included in the Statement was carried out and reported by S S Khan & Co, Chartered Accountants who has expressed unmodified conclusion vide their review report dated February 14, 2024 and unmodified opinion vide their audit report dated May 02, 2024, respectively, whose reports have been furnished to us and which have been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

For Deoki Bijay & Co
Chartered Accountants
ICAI FRN: 313105E

Sushil K. Agrawal
CA Sushil Kumar Agrawal
Partner

ICAI membership No: 059051

Place: - Mumbai

Date: - February 04, 2025

ICAI UDIN:- 25059051BMOZVM2193



TRANSWARRANTY FINANCE LIMITED
CIN: L65920MH1994PLC080220

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

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STATEMENT OF STANDALONE / CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2024

Rs. in Lakhs)

PARTICULARS	STANDALONE						CONSOLIDATED						
	3 Months Ended			9 Months Ended			Year Ended	3 Months Ended			9 Months Ended		Year Ended
	31/12/2024	30/09/2024	31/12/2023	31/12/2024	31/12/2023	31.03.2024	31/12/2024	30/09/2024	31/12/2023	31/12/2024	31/12/2023	31/03/2024	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
INCOME													
Revenue From Operations:-													
Interest Income	91.28	103.88	92.94	299.15	259.58	377.77	91.28	103.88	92.94	299.15	259.58	439.53	
Fees, Brokerage and Commission Income	82.18	38.85	42.67	193.56	145.18	213.36	262.02	282.14	210.20	842.26	637.02	969.33	
Sale of Stock	-	-	-	-	-	-	-	-	-	-	-	-	
Total Revenue from Operations	173.46	142.73	135.61	492.71	404.76	591.13	353.30	386.02	303.14	1,141.41	896.60	1,408.86	
Other Income	(90.71)	104.22	46.67	14.17	108.85	260.07	(76.40)	130.30	86.50	75.83	208.21	329.16	
Total Income	82.75	246.95	182.28	506.88	513.61	851.20	276.90	516.32	389.64	1,217.24	1,104.81	1,738.02	
EXPENSES													
Finance Costs	104.93	91.78	109.24	295.96	313.25	414.11	107.99	83.12	118.69	301.69	354.70	473.12	
Purchase of Shares held in Stock in Trade	-	-	-	-	-	-	-	-	-	-	-	-	
Employee Benefits Expenses	59.35	62.84	41.52	169.44	123.70	173.12	135.18	144.69	103.41	409.46	320.25	436.62	
Depreciation and Amortisation Expenses	5.85	6.05	5.48	17.74	16.33	21.71	12.54	16.17	11.52	37.56	34.34	46.92	
Other Expenses	102.32	58.53	66.31	233.20	230.87	207.17	255.15	225.53	191.75	694.26	588.31	701.65	
Total Expenses	272.45	219.20	222.55	716.34	684.15	816.10	510.86	469.51	425.37	1,442.98	1,297.60	1,658.31	
Profit / (Loss) Before Exceptional and Extra ordinary Items and Tax	(189.70)	27.75	(40.27)	(209.46)	(170.54)	35.10	(233.96)	46.79	(35.73)	(225.74)	(192.79)	79.72	
Exceptional Items	-	-	-	-	-	-	-	-	-	-	-	-	
Profit / (Loss) Before Extra ordinary Items and Tax	(189.70)	27.75	(40.27)	(209.46)	(170.54)	35.10	(233.96)	46.79	(35.73)	(225.74)	(192.79)	79.72	
Extraordinary Items	-	-	-	-	-	-	-	-	-	-	-	-	
Profit / (Loss) Before Tax	(189.70)	27.75	(40.27)	(209.46)	(170.54)	35.10	(233.96)	46.79	(35.73)	(225.74)	(192.79)	79.72	
Current Tax	-	-	-	-	-	-	-	-	-	-	-	2.74	
Less: MAT Credit Entitlement	-	-	-	-	-	-	-	-	-	-	-	(1.80)	
Deferred Tax	-	-	-	-	-	-	-	-	-	-	-	(1.25)	
Profit / (Loss) from Continuing Operations After Tax	(189.70)	27.75	(40.27)	(209.46)	(170.54)	35.10	(233.96)	46.79	(35.73)	(225.74)	(192.79)	80.03	
Profit from Discontinuing Operations	-	-	-	-	-	-	-	-	-	-	-	-	
Tax Expense of Discontinuing Operations	-	-	-	-	-	-	-	-	-	-	-	-	
Profit from Discontinuing Operations After Tax	-	-	-	-	-	-	-	-	-	-	-	-	
Profit / (Loss) For the Period	(189.70)	27.75	(40.27)	(209.46)	(170.54)	35.10	(233.96)	46.79	(35.73)	(225.74)	(192.79)	80.03	
Other Comprehensive Income / (Expenses):-													
Items that will not be reclassified to profit and loss:-													
-Remeasurement of the net defined benefit obligation gain / (loss)	-	-	-	-	-	(2.71)	-	-	-	-	-	(5.09)	
-Fair valuation on Equity Instrument	-	-	-	-	-	0.28	-	-	-	-	-	0.90	
-Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-	-	-	-	-	-	-	
Total- A	-	-	-	-	-	(2.44)	-	-	-	-	-	(4.19)	
Items that will be reclassified to profit and loss:-													
-Remeasurement of the net defined benefit obligation gain / (loss)	-	-	-	-	-	-	-	-	-	-	-	-	
-Fair valuation on Equity Instrument	-	-	-	-	-	-	-	-	-	-	-	-	
Total- B	-	-	-	-	-	-	-	-	-	-	-	-	
Total- A + B	-	-	-	-	-	(2.44)	-	-	-	-	-	(4.19)	
Total Comprehensive Income for the period	(189.70)	27.75	(40.27)	(209.46)	(170.54)	32.66	(233.96)	46.79	(35.73)	(225.74)	(192.79)	75.84	
Paid-up equity share capital (Rs. 10 each)	5,367.45	5,367.45	4,883.77	5,367.45	4,883.77	4,888.85	5,367.45	5,367.45	4,883.77	5,367.45	4,883.77	4,888.85	
Basic Earning Per Share of Rs.10/- each (In Rupees)	(0.36)	0.05	(0.08)	(0.40)	0.35	0.07	(0.45)	0.09	(0.07)	(0.43)	(0.40)	0.16	
Diluted Earning Per Share of Rs.10/- each (In Rupees)	(0.36)	0.05	(0.08)	(0.40)	0.35	0.07	(0.45)	0.09	(0.07)	(0.43)	(0.40)	0.16	



1. The above unaudited financial results were discussed by the members of the audit committee and were approved and taken on record by the Board of Directors at their meeting held on February 4, 2025.
2. The Statutory auditors have carried out a Limited Review of the financials results as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company is primarily engaged in a single segment viz. financial services and related activities and therefore the segment reporting is not applicable.
4. In line with the requirements of regulation 47(2) of the listing Regulations, 2015, the results for the quarter and period ended December 31, 2024 are available on the website of BSE Limited (URL: www.bseindia.com/corporates), the National Stock Exchange of India Limited (URL: www.nseindia.com/corporates) and on the company's website www.transwarranty.com.
5. The above financial results have been prepared in accordance with the recognition and measurement principles of Ind AS prescribed under Section 133 of the company Act 2013 read with relevant Rules issued thereunder and other accounting principles generally accepted in India and SEBI circular dated 4 July 2016.
6. Figures have been regrouped and rearranged wherever necessary.

For Transwarranty Finance Limited



Kumar Nair
Managing Director
DIN 00320541



Place : Mumbai
Date : 04-02-2025



TRANSWARRANTY FINANCE LIMITED

Annexure II

Details of Issuance of Securities

Type of Securities	Secured and / or Unsecured Non-Convertible Debentures				
Type of Issuance	Private Placement				
Total No of Securities Proposed to be issued or total amount for which the securities will be issued	Upto Rs. 13,37,00,000/- (Rupees Thirteen Crores Thirty Seven Lakhs Only)				
Size of the Issue	Upto Rs. 13,37,00,000/- (Rupees Thirteen Crores Thirty Seven Lakhs Only)				
Whether proposed to be listed	No. Privately Placed Unlisted Debentures				
Tenure of Instrument	Category	Secured		Unsecured	
	Tenure	3 Years	5 years	5 Years	367 Days (Special Category) (Rs. 1 Cr or more per Investor)
	Frequency of Interest Payment	Quarterly	Monthly	Monthly	Quarterly
	Coupon (%) per annum- Fixed	11.25% p.a.	11.50% p.a.	12.00% p.a.	12.00% p.a.
Coupon/Interest Offered, Schedule of Payment of Coupon/Interest and Principle	As stated above				
Charge or Security Created over assets	Secured Debentures shall be secured by way of first ranking pari passu charge with the existing secured creditors/Bank on all movable assets, including book debts and receivables, cash and bank balances, loans and advances, both present and future, except certain assets specifically excluded as per Deed of Hypothecation, of our Company, equal to the value of one time of the Secured NCDs outstanding plus interest accrued thereon. No security will be created for Unsecured NCDs.				
Delay in payment of interest/ principle amount for the period of more than three months from the due date or	Not Applicable				

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default in payment of interest/principle	
Details of any letter or comments regarding payment/Non payment of interest, principle on due dates or any other matter concerning the security and/ or the assets along with its comments thereon	Not Applicable
Details of redemption of preference shares indicating the matter of redemption (whether out of profits or out of fresh issue) and debentures	Source of redemption will be decided as and when the event of redemption occurs for various NCDs issued of various maturities

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Annexure III

Appointment of Internal Auditor and Secretarial Auditor

<u>Sr No</u>	<u>Particulars</u>	<u>Internal Auditor</u>	<u>Secretarial Auditor</u>
1	Name	M/s. Anil Bhutra & Co, Chartered Accountants (FRN:148677W, M. No.: 103997)	M/s. Yogesh Sharma & Co., Company Secretaries (C.P. No: 12366, M. No. FCS 11305)
2	Reason for Change/Re- appointment	Re-appointment	Re-appointment
4	Effective Date of Appointment/ Re- appointment	February 04, 2025	February 04, 2025
5	Term of Appointment	For FY 2024-25	For FY 2024-25
6	Brief Profile	M/s. Anil Bhutra & Co., Chartered Accountants is a Mumbai Based firm of Chartered Accountants. The firm provides services with respect to various areas of Accounting, Taxation, Auditing etc. The firm was engaged as an Internal Auditor of the Company for the previous two financial years.	M/s. Yogesh Sharma and Co., Company Secretaries is a proprietorship firm based in Mumbai. The firm provides services with respect to various areas of Company Law, SEBI (LODR) Regulation, 2015. The firm is engaged as a Secretarial Auditor of the Company for previous 5 Financial years and the Board has re-appointed the said firm for Financial Year 2024-25.

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Annexure IV

Information as required under Regulation 30- Part A Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

<u>Sr No</u>	<u>Particulars</u>	<u>Description</u>
1	Reason for Change	Appointment of Mr. Sachidanandan Menon, as a Independent Director of the Company
2	Date of Appointment/ Cessation & Term of Appointment	Appointed w.e.f. 04 th February, 2025 for the period of 5 (Five) Years
3	Brief Profile	Mr. Sachidanandan Menon has over four decades of experience in Indirect Taxes and management. He has served as a Senior Partner & Country Head of Indirect Tax at KPMG India. Throughout the career has held pivotal leadership positions at renowned organizations such as PwC, EY, and KPMG. He has a proven track record of leading successful business transformations, mentoring professionals, and shaping tax policy at national and international levels.
4	Disclosure of relationships between directors	There is no relationship between existing directors and appointee director.

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