



# TRANSWARRANTY FINANCE LIMITED

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TFL/SEC/2021-22/14

30/06/2021

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: Annual Secretarial Compliance Report for the year ended March 31, 2021**

Pursuant to Regulation 24A of the SEBI Listing Regulations and in terms of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of Transwarranty Finance Limited issued by Yogesh Sharma & Co., Company Secretaries for the year ended March 31, 2021 in the prescribed format.

Kindly take the same on 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

# YOGESH SHARMA & CO.

COMPANY SECRETARIES

**Yogesh M. Sharma**  
M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.  
Mob No. 9833124864

Phone: 9082951462  
Email: csymsharma@gmail.com

## **Secretarial Compliance Report of Transwarranty Finance Limited**

**For the Financial Year Ended 31<sup>st</sup> March, 2021**

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

We have examined:

- (a) all the documents and records made available to us through scanned copies by email 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 year ended 31<sup>st</sup> March, 2021 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to listed entity during review period)**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018**(Not Applicable to listed entity during review period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**(Not Applicable to listed entity during review period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013**(Not Applicable to listed entity during review period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) 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; and based on the above examination, we hereby report that, during the Review Period:

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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Board of Directors of Top 2000 Companies should Comprise of minimum Six Directors (Only NSE requirement).	The Company has Complied with the Regulation with effect from 30 <sup>th</sup> September, 2020. The delay was due to the Pandemic situation and inability to meet prospective candidates due to lockdown as informed by the Management. NSE has subsequently provided a waiver to the company vide its letter dated 13 <sup>th</sup> April, 2021.
2)	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	There has been a delay in submission of disclosures of related party transactions on a consolidated basis to stock exchanges.	There has been delay in submission of disclosures of related party transactions on a consolidated basis for the half year ended September, 2020 to NSE and BSE. The delay was due to the Pandemic situation and shut down of offices and transportation due to lockdown as informed by the Management. Subsequently, both NSE and BSE has provided a waiver to the Company vide letters dated 20 <sup>th</sup> May, 2021 and 25 <sup>th</sup> June, 2021 respectively.

- (a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records
- (b) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Action taken by	Details of violation	Details of action taken	Observations/ remarks of the Practicing Company Secretary, if any.
1)	National Stock Exchange of India Limited	The listed entity being in the list of Top 2000 listed entities of NSE, is required to appoint minimum six number of Director with effect from 1 <sup>st</sup> April, 2020 as per Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	National Stock Exchange of India Limited had imposed a fine on the listed entity for two quarters.	The listed entity has appointed One Additional Director with effect from 30 <sup>th</sup> September, 2020 in order to comply with the regulation 17(1) of SEBI LODR. The delay was due to the Pandemic situation and inability to meet prospective candidates due to lockdown as informed by the Management. Listed entity had also sought waiver of fine levied by the NSE and that the request for waiver of fine was considered favorably by NSE vide their letter dated 13 <sup>th</sup> April, 2021.
2)	National Stock Exchange of India Limited	There was delay in submission of disclosures of related party transactions on a consolidated basis for the half year ended 30 <sup>th</sup> September, 2020 to NSE within prescribed time.	National Stock Exchange of India Limited had imposed a fine on the listed entity for the delay.	The listed entity had submitted the disclosures of related party transactions on a consolidated basis for the half year ended 30 <sup>th</sup> September, 2020 to NSE on 8 <sup>th</sup> January, 2021. The delay was due to the Pandemic Situation and shut down of offices and transportation due to lockdown as informed by the Management. Subsequently, the Company had sought waiver of fine levied by the NSE and that the request for waiver of fine was considered favorably by NSE vide their letter dated 20 <sup>th</sup> May, 2021.





3)	BSE Limited	There was delay in submission of disclosures of related party transactions on a consolidated basis for the half year ended 30th September, 2020 to BSE within prescribed time.	BSE had imposed a fine on the listed entity.	The listed entity has submitted the disclosures of related party transactions on a consolidated basis for the half year ended 30th September, 2020 to BSE on 8th January, 2021. The delay was due to the Pandemic situation and shut down of offices and transportation due to lockdown as informed by the Management. Thereafter, the listed entity had requested BSE Ltd for waiver of fine levied by BSE and the request for waiver of fine has been approved by BSE vide their email dated 25th June, 2021.
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(c) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**



For YOGESH SHARMA & CO.

*Yogesh Sharma*

Place: MUMBAI  
Date: 29/06/2021  
UDIN: A033235C000541261

Prop. YOGESH M. SHARMA  
ACS No. - 33235  
C.P No - 12366

**Note:**

Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct