



TRANSWARRANTY FINANCE LIMITED

Date: 12th March, 2024

BSE Limited
Corporate Relationship Department
2nd Floor, New Trading Wing,
P.J. Towers,
Dalal Street,
Mumbai – 400 001
BSE Code: 532812

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East)
Mumbai – 400 051
NSE Code: TFL

Dear Sir/ Madam,

Sub: Intimation of Postal Ballot Notice for Appointment of Mr. Gopalakrishnan Balakrishna (DIN: 00681508) as an Independent Director of the Company

This is to inform that, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company for appointment of Mr. Gopalakrishnan Balakrishna (DIN: 00681508) as an Independent Director of the company for a term of Five consecutive years with effect from 14th February, 2024 upto 13th February, 2029.

The notice has been sent to all the Members, whose name appears in the Register of Members/ List of Beneficial Owners as received from Registrar and Transfer agent as on Friday, March 08, 2024. Members holding shares in physical mode and who have not updated their email addresses as per the instructions given in the enclosed Notice.

The e-voting period will commence from Friday, March 15, 2024 at 09.00A.M. (IST) and will end on April 13, 2024 at 05.00P.M. (IST).

Please take the above information on record.

Thanking You

Yours Faithfully,

For Transwarranty Finance Limited

Suhas Borgaonkar

Company Secretary and Compliance Officer
Membership No. A3391

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



NOTICE OF POSTAL BALLOT

Dear Member (s),

Notice is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020 and latest one being General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time, that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In Compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Section 108 and 110 of the Act, read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only by e-voting i.e. by casting votes electronically instead of the submitted postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the company/ depository participant (s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 09.00A.M. (IST) on Friday, 15th March, 2024 and ends at 05.00P.M. (IST) on Saturday, 13th April, 2024.

The company has appointed M/s. Yogesh Sharma and Co., Company Secretaries (FCS: 11305 and COP No: 12366), practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot Process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman and the Results of the Voting of Postal Ballot will be announced not later than 48 hours from the Conclusion of the e-voting. The results declared along with Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be Intimated to BSE Limited and National Stock Exchange of India Ltd, where the Equity Shares of the Company are listed. The Results will also be uploaded on the Company's Website <https://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

RESOLUTION:

- 1. To consider and approve appointment of Mr. Gopalakrishnan Balakrishna as Independent Director of the company for the period of 5 years commencing from 14th February, 2024 till 13th February, 2029**

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

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactments thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Gopalakrishnan Balakrishna (DIN:00681508), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 14th February, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and is eligible for the appointment under the provisions of the Act, the rules made thereunder and the Listing Regulations, and in respect of the whom the Company has received a notice in writing under section 160(1) of the Act for proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. from 14th February, 2024 upto 13th February, 2029.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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

The Board of Directors at their meeting held on 14th February, 2024, based on the recommendation of Nomination and Remuneration, appointed Mr. Gopalakrishnan Balakrishna (DIN: 00681508), as an Additional Director (in capacity of the Independent Director) of the Company, with effect from 14th February, 2024 for a period of five consecutive years i.e. upto 13th February, 2029 under Sections 149, 150 and 152 of the Act and Articles of Association of the Company.

Pursuant to Regulation 17 (1C) of the Listing Regulations, Mr. Gopalakrishnan Balakrishna shall hold the office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Gopalakrishnan is eligible to be appointed as an Independent Director for a term upto five consecutive years. The company has received notice under Section 160 of the Companies Act, 2013 from Mr. Gopalakrishnan proposing his candidature as an Independent Director. The company has also received a declaration from Mr. Gopalakrishnan. In terms of Regulation 25 (8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164 (2) of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Databank maintained by Indian Institute of Corporate Affairs.

For appointment of Mr. Gopalakrishnan on the Board, the Nomination and Remuneration Committee took into consideration his rich experience in Advocacy and Legal field with specific emphasis over Commercial Laws. Further, the Nomination and Remuneration Committee also noted the skills, expertise and competencies possessed by Mr. Gopalakrishnan were in alignment with the skills and expertise, identified by the Committee and Board of the Company.

Brief Profile of Mr. Gopalakrishnan Balakrishna is as follows:

Mr. Gopalakrishnan Balakrishna is a legal professional with over 4 decades of experience in legal areas encompassing Banking, Corporate, Capital Markets and Business Laws, Cross Border Transactions and Procedures, Human Resources Issues and Employee Grievance Redressal, Litigation and International Arbitration and Mutual Fund Documentation and Litigation. He was president and Head of Law Department of Axis Bank Ltd, Mumbai for 14 years. Also worked as a legal advisor heading legal and Human Resources group of Assets Reconstruction Company (India) Ltd.

Mr. Gopalakrishnan has in-depth understanding of matters related to Corporate Law, Banking Finance Documentation, Structured Finance, Mergers and Takeovers, Capital Markets, Capital Raising, GDRs/Cross Border Acquisition, Private Banking, Taxation Laws, Banking Laws, MSME Laws, Intellectual Property Rights (IPR), e-commerce transactions, suit filings, Recovery of Debts related issue including SARFAESIA. He is also a veteran who appears before High Court, NCLAT, NCLT, DRAT, DRT, Civil and Sessions Court, RERA etc.

In the opinion of the Board, Mr. Gopalakrishnan Balakrishna fulfills the conditions as set out in section 149 (6) and Schedule IV of the Act and Listing Regulations and is hereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to regulation 36 (3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of the notice, are provided hereunder in subsequent pages.

Mr. Gopalakrishnan Balakrishna, being an appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the company. Further, no other director or KMP and their relative are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Registered Office:

Transwarranty Finance Limited

403, Regent Chambers,

Nariman Point, Mumbai 400 021

By order of the Board

Suhas Borgaonkar

Company Secretary and Compliance
Officer

Membership No. A3391

Details of Directors seeking Appointment

[Pursuant to Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard- 2 on General Meeting]

Name of Director	Mr. Gopalakrishnan Balakrishna
DIN	00681508
Date of Birth	20 th September, 1953
Age	70 years
Date of First appointment on the Board	14 th February, 2024
Qualifications	<p>LL.B. from Kerala Law Academy Law College, Trivandrum</p> <p>LL.M. in Constitutional Law from Kakathiya University</p> <p>Ph. D. in Law Doctorate Awarded for the thesis on Constitutional Law</p> <p>Diploma in international Law from London School of Economics, London</p> <p>Executive MBA in Human Resources from National School of Business Management, Chennai</p> <p>Certificate Program on Negotiation from Harvard Law School, London Campus</p> <p>DLitt in specialized area of Law by Commonwealth Vocational University, Kingdom of Tonga</p>
Expertise in specific functional areas	As mentioned in the Explanatory Statement above
Skills and Capabilities required for the role and manner in which the Directors meet the requirements	As mentioned in the Explanatory Statement above
Terms and Conditions for appointment	Appointment as an Independent Director for a period of consecutive years from 14 th February, 2024 to 13 th February, 2029
Details of Last Remuneration Drawn (FY 2022-23)	Not Applicable
Details of Remuneration sought to be paid	As per Remuneration Policy of Company
Directorships in other listed Companies	Not Applicable
Membership/ Chairperson of the Committees in other listed companies (excluding foreign companies)	Not Applicable

Listed Entities from which the Directors has resigned from Directorships in last 3 (three) years	Not Applicable
No of Board Meetings attended during FY 2022-23	Not Applicable
Inter-se relationships with other Directors and Key Managerial Personnel of the Company	None
No of Shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Instructions for Postal Ballot:

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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

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.com 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, Home page 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.
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 shareholders

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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to Prajakta Pawle at evoting@nsdl.com

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.com 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.