



# TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2022-23/27

29/09/2022

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: Proceedings of the 28<sup>th</sup> Annual General Meeting**

In terms of General Circular nos.14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021 dated 8<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021 and 02/2022 dated 5<sup>th</sup> May, 2022 issued by Ministry of Corporate Affairs ("MCA") and Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 on 13<sup>th</sup> May, 2022 issued by Securities and Exchange Board of India ("SEBI") ("collectively referred to as Circulars") and in compliance with other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (listing Regulations'), the 28<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 28<sup>th</sup> September, 2022 at 4.00 p.m. (IST) through Video Conference ('VC') / other Audio Visual Means ('OAVM') to transact the business as stated in the AGM Notice dated 29<sup>th</sup> July, 2022.

Pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III of the said Regulations, please find enclosed herewith the proceedings of the 28<sup>th</sup> Annual General Meeting of our Company.

Kindly take the same on records.

Thanking you,

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



## Proceedings of the 28<sup>th</sup> Annual General Meeting of Transwarranty Finance Limited held on Wednesday, 28<sup>th</sup> September, 2022 at 4.00 p.m.

The 28<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, 28<sup>th</sup> September, 2022 at 4.00 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), in compliance with the various circulars issued by the Ministry of Corporate Affairs (MCA), Government of India and Securities and Exchange of India (SEBI).

Mr. Kumar Nair, Chairman, chaired the proceedings of the Meeting. As the requisite quorum was present, the Chairman called the meeting to order extending a warm welcome to all the members present.

The Chairman introduced the Directors who were present at the AGM.

Mr. Sarfaraz Khan, representing S.S. Khan & Co., Chartered Accountants, Statutory Auditors of the Company and Mr. Yogesh Sharma, representing Yogesh Sharma & Co., Secretarial Auditor of the Company and Scrutinizer for the AGM also attended the meeting.

Since there was no physical attendance of members and in compliance with the Circulars issued by the MCA and SEBI, members were informed that the requirement of appointing proxies was not applicable. Documents and other statutory registers were available for inspection upon receipt of request by members.

The Chairman addressed the members and apprised them about the working of the Company and general economic conditions.

The Chairman informed the members that the Notice convening the 28<sup>th</sup> AGM was taken as read as the same had already been circulated to the members. As there were no qualifications in the Audit Report, it was also taken as read.

The Chairman informed the members that pursuant to the provisions of Companies Act, 2013, Rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, the Company had provided remote e-voting facility and e-voting facility at the AGM in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on Saturday, 24<sup>th</sup> September, 2022 and ended at 5.00 p.m. on Tuesday, 27<sup>th</sup> September, 2022. The Chairman also informed that the facility of e-voting at AGM was also made available for those members who participated in the AGM through VC / OAVM and who had not cast their vote(s) through remote e-voting. The members were briefed about the procedure of e-voting in the AGM.

The Company Secretary informed that Mr. Yogesh Sharma, Practicing Company Secretary, Yogesh Sharma & Co., Company Secretaries, is appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting at the AGM.

The following items as stated in the Notice of 28<sup>th</sup> Annual General Meeting were transacted at the meeting:

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# TRANSWARRANTY FINANCE LIMITED

**Method of voting for the Resolutions:** Remote e-voting and e-voting at the AGM

Resolution No.	Particulars	Type of Resolution
	<b>ORDINARY BUSINESS:</b>	
1.	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 and the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 and the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Ramachandran Unnikrishnan (DIN 00493707), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
	<b>SPECIAL BUSINESS:</b>	
4.	Issuance of Non-Convertible Debentures on Private Placement Basis	Special Resolution
5.	Raising of funds by way of External Commercial Borrowings	Special Resolution
6.	Approval for material related party transactions	Ordinary Resolution

The Members were informed that the consolidated results of remote e-voting and e-voting at the AGM together with Scrutinizer's Report will be uploaded on the Company's website at [www.transwarranty.com](http://www.transwarranty.com) and NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days and will also be intimated to the Stock Exchange in the format provided in Regulation 44(3) of the SEBI Listing Regulations.

Members present at the AGM were given an opportunity to express their views and seek information about the Company. The Chairman appropriately responded to the information sought.

There being no other business, the Chairman thanked all the members for their continued support and sparing their valuable time for attending and participating in the AGM. The e-voting facility was kept open for the next 15 minutes to enable the members who had not cast their votes earlier, to cast their vote.

The Chairman then announced the formal closure of the 28<sup>th</sup> Annual General Meeting of the Company, which concluded at 4.33 p.m. (including 15 minutes of e-voting).

For Transwarranty Finance Limited

Suhas Borgaonkar  
Company Secretary

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