



TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2022-23/01

16/04/2022

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: Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report

Please find attached herewith Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report (Annexure I) on the remote e-voting process for the Postal Ballot concluded on Thursday, 14th April, 2022.

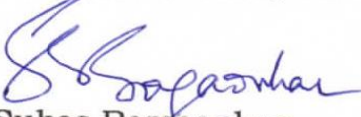
Kindly note that all the resolutions mentioned in the Postal Ballot Notice were passed with requisite majority and are deemed to have been passed on Thursday, 14th April, 2022 (i.e. last day of remote e-voting).

Further, the brief details of alteration in MOA and AOA as required under Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed herewith marked as Annexure -II

We request you to kindly take the same on record.

Thanking you

Yours faithfully,
For Transwarranty Finance Limited


Suhas Borgaonkar
Company Secretary

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



TRANSWARRANTY FINANCE LIMITED

Details of voting results of the Postal Ballot and Remote e-voting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM/Postal ballot Notice	14-02-2022 (Resolutions passed through Postal Ballot on 14-04-2022)
Total Number of shareholders on record date Cut-off date for ascertaining voting rights of Members i.e. Friday, 04/03/2022	5535
No. of shareholders present in the meeting either in person or through proxy:-	Not Applicable (Resolutions passed through Postal Ballot)
Promoters and Promoter Group	
Public	
No. of shareholders attended the meeting through Video Conferencing:-	Not Applicable (Resolutions passed through Postal Ballot)
Promoters and Promoter Group	
Public	
No. of resolution passed in the meeting	4

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

Agenda wise disclosure:

Resolution 1: Alteration to the Object Clause of the Memorandum of Association of the Company

Resolution Required:			Special Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.9420	12976167	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13114927	12976167	98.9420	12976167	0	100.0000
Public - Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	5671464	49.9880	5669392	2072	99.9635	0.0365
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11345641	5671464	49.9880	5669392	2072	99.9635
Total		24460568	18647631	76.2355	18645559	2072	99.9889	0.0111

Resolution 2: Increase in Authorized Share Capital and Consequent Alteration of the Memorandum of Association of the Company

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.9420	12976167	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13114927	12976167	98.9420	12976167	0	100.0000
Public –Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	5671464	49.9880	5669292	2172	99.9617	0.0383
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11345641	5671464	49.9880	5669292	2172	99.9617
Total		24460568	18647631	76.2355	18645459	2172	99.9884	0.0116

Resolution 3: Adoption of new set of Articles of Association

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding (3)= [(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.9420	12976167	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13114927	12976167	98.9420	12976167	0	100.0000
Public - Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	5671464	49.9880	5669392	2072	99.9635	0.0365
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11345641	5671464	49.9880	5669392	2072	99.9635
Total		24460568	18647631	76.2355	18645559	2072	99.9889	0.0111

Resolution 4: Approval for investments/loans/guarantees/securities under Section 186 of the Companies Act, 2013

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.9420	12976167	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13114927	12976167	98.9420	12976167	0	100.0000
Public - Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	5671464	49.9880	5669342	2122	99.9626	0.0374
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11345641	5671464	49.9880	5669342	2122	99.9626
Total		24460568	18647631	76.2355	18645509	2122	99.9886	0.0114

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

SCRUTINIZER'S REPORT

To,
The Chairman,
Transwarranty Finance Limited
403, Regent Chambers,
Nariman Point,
Mumbai-400021

Scrutinizers Report on Postal Ballot by way of electronic voting means in respect of passing of resolutions contained in the Notice of Postal ballot dated February 14, 2022.

Dear Sir,

We, Yogesh Sharma & Co. have been appointed as Scrutinizers by the Board of Directors of **Transwarranty Finance Limited** (the Company) for scrutinizing postal ballot by way of voting by electronic means in respect of passing of the resolutions contained in the Notice of Postal Ballot dated February 14, 2022.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provision of : (i) of the Companies Act 2013 and the Rules made thereunder and (ii) the Listing Agreement with the Stock Exchanges, relating to postal ballot voting including voting through electronic means. Our responsibility as a Scrutinizer is restricted to making a Scrutinizers report of the votes cast by the members for the resolution contained in Notice of Postal Ballot dated February 14, 2022 based on the data downloaded from the website of National Securities Depository Limited ("NSDL"), the authorized agency engaged by the company to provide e-voting facilities.

We submit our report as under:



1. The Company has appointed NSDL, to provide e-voting facilities to its members. The e-voting period remained opened from March 16, 2022 at 9.00 a.m. till April 14, 2022 at 5.00 p.m.
2. The members of the Company as on the "Cut-off date" i.e. March 4, 2022 were entitled to vote on the proposed Resolutions to be passed through Postal ballot through electronic means as set in Notice of Postal ballot dated February 14, 2022.
3. After the time fixed for closing of e-voting i.e 5 p.m on 14th April, 2022, a final electronic report of the e-voting was generated by us by accessing the data available to us from the website of NSDL, the authorized agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
4. After ascertaining the votes casted by e-voting, we hereby submit the result as under:

Item No.1: Special Resolution:

Amendment to Main Object Clause of the Memorandum of Association:

Particulars	e-voting		
	Number of members voted	Number of votes cast by them	% of total number of votes cast
Votes in favour of Resolution	80	18645559	99.99
Votes against the Resolution	6	2072	0.01
Invalid Votes	0	0	0
<u>TOTAL</u>	86	18647631	100



Item No.2: Ordinary Resolution:

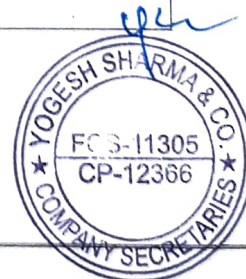
Increase in Authorized Share Capital and Consequent Alteration of the Memorandum of Association of the Company:

Particulars	e-voting		
	Number of members voted	Number of votes cast by them	% of total number of votes cast
Votes in favour of Resolution	79	18645459	99.99
Votes against the Resolution	7	2172	0.01
Invalid Votes	0	0	0
<u>TOTAL</u>	86	18647631	100

Item No.3: Special Resolution:

Adoption of new set of Articles of Association:

Particulars	e-voting		
	Number of members voted	Number of votes cast by them	% of total number of votes cast
Votes in favour of Resolution	80	18645559	99.99
Votes against the Resolution	6	2072	0.01
Invalid Votes	0	0	0
<u>TOTAL</u>	86	18647631	100



Item No.4: Special Resolution:


Approval for investments/loans/guarantees/securities under Section 186 of the Companies Act, 2013:

Particulars	e-voting		
	Number of members voted	Number of votes cast by them	% of total number of votes cast
Votes in favour of Resolution	79	18645509	99.99
Votes against the Resolution	7	2122	0.01
Invalid Votes	0	0	0
<u>TOTAL</u>	86	18647631	100

5. Based on the aforesaid results, the resolutions as contained in the Notice of Postal Ballot dated February 14, 2022 have been passed with requisite majority.
6. The electronic data and all other relevant records relating to e-voting and the postal ballot received is under our custody and will be handed over to the Company Secretary for preserving safely after chairman signs the minutes.

Thanking You,
Yours Faithfully,

For **Yogesh Sharma & Co.**


CS **Yogesh Sharma**
Proprietor
FCS 11305
C.P. No. 12366



Date: 15/04/2022

Place: Mumbai

UDIN: F011305D000122768



Summary of amendments in the MOA and AOA of the Company

<p>1.</p>	<p>Alteration to the Object Clause of the Memorandum of Association of the Company</p> <p>The Existing Clauses of Memorandum of Association of the company has been substituted thereof by the following new Clauses as under:</p> <ul style="list-style-type: none">• Adopted the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clauses no. 1a to 1e.• Inserted new sub-clauses 1f and 1g under Clause III A, after the Clause 1e of the Main Objects Clause of the MOA of the Company• Existing Clause III (B) of the MOA of the Company have been re-christened as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)”• Clause III (C) of the Company’s MOA – “OTHER OBJECTS” including all sub-clauses contained therein and clause (i) and clause (iv) forming part of declaration, immediately following the Other Objects Clause, has been deleted in its entirety. <p>Apart from the above changes / alteration, references to specific sections of the Companies Act, 1956 have been substituted with the specific sections of the Companies Act, 2013 and rules framed thereunder.</p>
<p>2.</p>	<p>Increase in Authorized Share Capital and Consequent Alteration of the Memorandum of Association of the Company</p> <p>The existing Clause V of the Memorandum of Association of the Company, has been replaced with the following new Clause V:</p> <p>V. The Authorized Capital of the Company is Rs. 51,00,00,000 (Fifty One crore) divided into 5,10,00,000 (Five Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company has power from time to time to consolidate or sub-divide or increase or reduce its capital and to issue any of the shares in the capital, original or increased, as ordinary or preferred, with or subject to any preferential, special, deferred or qualified rights, including or the right to be converted in to equity shares, any other privileges or conditions as regards repayment of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise and generally on such terms as the Company may from time to time by special resolution determine and to vary the regulations of the Company, as far as necessary to give effect to the same, and upon the sub-division of a share to apportion the right to participate in profits in any manner, subject to the provisions of law.</p>
<p>3.</p>	<p>Adopted a new set of Articles of Association for the Company pursuant to Table - F of the Schedule-I of the Companies Act, 2013:</p> <p>Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company has been re-aligned as per the provisions of the new Act.</p>



TRANSWARRANTY FINANCE LIMITED

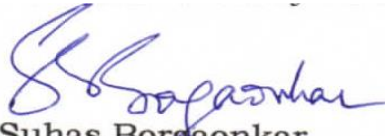
The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

The New AOA has been restructured and aligned with the provisions of the Companies Act, 2013, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws;

- References to the sections, sub-sections, clauses etc. of the Act, which have been amended and substituted with the new provisions of the Act;
- The new AOA to be substituted in place of the existing AOA is based on "Table-F" of the Act which sets out the model AOA for a company limited by shares,
- Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included.

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