



TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2022-23/10

30/05/2022

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: Annual Secretarial Compliance Report for the year ended March 31, 2022

Pursuant to Regulation 24A of the SEBI Listing Regulations and in terms of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th 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, 2022 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, FCS

Office No: 9082951462
Mobile No: 9833124864
Email: csymsharma@gmail.com

Secretarial Compliance Report of Transwarranty Finance Limited

For the Financial Year Ended 31st March, 2022

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 31st March, 2022 ("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 ("LODR");



- (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 (upto 12th August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15th August, 2021) - **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 (upto 15th August, 2021) - **Not Applicable to listed entity during review period;**
- (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021) - **Not Applicable to listed entity during review period;**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) 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:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) 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
- (c) There were no 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.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	Regulation 17(1) of LODR Board of Directors of Top 2000 Companies should Comprise of minimum Six Directors.	31/03/2021	The Company has appointed the Director on the Board of the Company with effect from 30 th September, 2020.	Action taken by Listed entity is Satisfactory
2)	Regulation 23(9) of LODR There had 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.	31/03/2021	Not Applicable	Not Applicable



(e) No appointment/ re-appointment/ resignation of statutory auditor of the company had occurred and accordingly no compliance as per SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 was required to be made by the Company.



For YOGESH SHARMA & CO.

Yogesh Sharma

Place: MUMBAI

Date: 28th May, 2022

Peer Review Certificate No.: 1583/2021

UDIN: F011305D000420516

Prop. YOGESH M. SHARMA

FCS No. - 11305

C.P No - 12366