



# TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2020-21/32

01/10/2020

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 on the voting process at the 26<sup>th</sup> Annual General Meeting of our Company held on 30/09/2020.

Kindly note that all the resolutions mentioned in the Notice were passed with requisite majority.

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

### Voting Results

<b>Date of AGM</b>	30-09-2020
<b>Record date</b>	23-09-2020
<b>Total Number of shareholders on record date</b>	4979
<b>No. of shareholders present in the meeting either in person or through proxy:-</b>	Not Applicable
<b>Promoters and Promoter Group</b>	NA
<b>Public</b>	NA
<b>No. of shareholders attended the meeting through Video Conferencing:-</b>	
<b>Promoters and Promoter Group</b>	1
<b>Public</b>	45
<b>No. of resolution passed in the meeting</b>	8

Agenda wise disclosure:

**Resolution 1: To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.**

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	98.94	12976167	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	<b>Total</b>	<b>13114927</b>	<b>12976167</b>	<b>98.94</b>	<b>12976167</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	E-Voting	0	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-Voting	11345641	5582743	49.21	5582623	120	99.998	0.002
	Poll		0	0	0	0	0.000	0.000
	<b>Total</b>	<b>11345641</b>	<b>5582743</b>	<b>49.21</b>	<b>5582623</b>	<b>120</b>	<b>99.998</b>	<b>0.002</b>
<b>Total</b>		<b>24460568</b>	<b>18558910</b>	<b>75.87</b>	<b>18558790</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

**Resolution 2: To appoint a Director in place of Mr. Ramachandran Unnikrishnan (DIN 00493707), who retires by rotation and being eligible offers himself for re-appointment.**

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	98.94	12976167	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>13114927</b>	<b>12976167</b>	<b>98.94</b>	<b>12976167</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public –Institutions	E-Voting	0	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-Voting	11345641	5315834	46.85	5315714	120	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>11345641</b>	<b>5315834</b>	<b>46.85</b>	<b>5315714</b>	<b>120</b>	<b>99.998</b>	<b>0.002</b>
<b>Total</b>		<b>24460568</b>	<b>18292001</b>	<b>74.78</b>	<b>18291881</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

**Resolution 3: Re-appointment of Mr. Kumar Nair as a Managing Director & CEO of the Company for a period of three years**

Resolution Required:			Special Resolution					
Whether promoter/ promoter group are interested in the resolution?			Yes					
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	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>13114927</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public - Institutions	E-Voting	0	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-Voting	11345641	5582743	49.21	5582623	120	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>11345641</b>	<b>5582743</b>	<b>49.21</b>	<b>5582623</b>	<b>120</b>	<b>99.998</b>	<b>0.002</b>
<b>Total</b>		<b>24460568</b>	<b>5582743</b>	<b>22.82</b>	<b>5582623</b>	<b>120</b>	<b>99.998</b>	<b>0.002</b>

**Resolution 4: Re-appointment of Mr. Ramachandran Unnikrishnan, CFO as a Director for five years w.e.f. 25th February, 2020**

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	98.941969	12976167	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>13114927</b>	<b>12976167</b>	<b>98.94</b>	<b>12976167</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	E-Voting	0	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-Voting	11345641	5315833	46.85	5315713	120	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>11345641</b>	<b>5315833</b>	<b>46.85</b>	<b>5315713</b>	<b>120</b>	<b>99.998</b>	<b>0.002</b>
<b>Total</b>		<b>24460568</b>	<b>18292000</b>	<b>74.78</b>	<b>18291880</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

**Resolution 5: Re-appointment of Mr. Sudharsanan Nair as an independent director for a second term of five consecutive years w.e.f. 9th November, 2020**

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 (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
<b>Promoter and Promoter Group</b>	E-Voting	13114927	12976167	98.94	12976167	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>13114927</b>	<b>12976167</b>	<b>98.94</b>	<b>12976167</b>	<b>0</b>	<b>100.000</b>
<b>Public - Institutions</b>	E-Voting	0	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Public Non-Institutions</b>	E-Voting	11345641	5582643	49.21	5582523	120	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>11345641</b>	<b>5582643</b>	<b>49.21</b>	<b>5582523</b>	<b>120</b>	<b>99.998</b>
<b>Total</b>		<b>24460568</b>	<b>18558810</b>	<b>75.87</b>	<b>18558690</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

**Resolution 6: Issuance of non-convertible debentures on private placement basis**

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
<b>Promoter and Promoter Group</b>	E-Voting	13114927	12976167	98.94	12976167	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>13114927</b>	<b>12976167</b>	<b>98.94</b>	<b>12976167</b>	<b>0</b>	<b>100.000</b>
<b>Public - Institutions</b>	E-Voting	0	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Public Non-Institutions</b>	E-Voting	11345641	5582743	49.21	5582623	120	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>11345641</b>	<b>5582743</b>	<b>49.21</b>	<b>5582623</b>	<b>120</b>	<b>99.998</b>
<b>Total</b>		<b>24460568</b>	<b>18558910</b>	<b>75.87</b>	<b>18558790</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

Resolution 7: Raising of funds by way of External Commercial Borrowings

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	98.94	12976167	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>13114927</b>	<b>12976167</b>	<b>98.94</b>	<b>12976167</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	E-Voting	0	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-Voting	11345641	5582743	49.21	5582623	120	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>11345641</b>	<b>5582743</b>	<b>49.21</b>	<b>5582623</b>	<b>120</b>	<b>99.998</b>	<b>0.002</b>
<b>Total</b>		<b>24460568</b>	<b>18558910</b>	<b>75.87</b>	<b>18558790</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

Resolution 8: Approval for material related party transactions

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group			Yes					
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	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	<b>Total</b>	<b>13114927</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public - Institutions	E-Voting	0	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-Voting	11345641	5290733	46.63	5290613	120	99.998	0.002
	Poll		0	0	0	0	0.000	0.000
	<b>Total</b>	<b>11345641</b>	<b>5290733</b>	<b>46.63</b>	<b>5290613</b>	<b>120</b>	<b>99.998</b>	<b>0.002</b>
<b>Total</b>		<b>24460568</b>	<b>5290733</b>	<b>21.63</b>	<b>5290613</b>	<b>120</b>	<b>99.998</b>	<b>0.002</b>

# YOGESH SHARMA & Co.

## COMPANY SECRETARIES

**Yogesh M. Sharma**

M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Phone Office : 25952322

Email ID: csymsharma@gmail.com

Mob No. 9833124864

### **Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at Annual General Meeting (AGM)**

To,

The Chairman of 26<sup>th</sup> Annual General Meeting (AGM) of Shareholders of **TRANSWARRANTY FINANCE LIMITED (herein after the "Company")**, held on Wednesday, 30<sup>th</sup> September, 2020 through Video Conferencing ("VC") /Other Audio-Visual Means (OVAM)

#### **Consolidated Scrutinizer's Report on voting through Remote e-voting process and e-voting conducted at 26<sup>th</sup> Annual General Meeting (AGM) of TRANSWARRANTY FINANCE LIMITED held on 30<sup>th</sup> September, 2020.**

The Board of the Company at its meeting held on 25<sup>th</sup> August, 2020 had appointed me as the scrutinizer for the remote e-voting process and e-voting to be conducted at the 26<sup>th</sup> AGM held on Wednesday, 30<sup>th</sup> September, 2020 through Video Conferencing ("VC") /Other Audio-Visual Means (OVAM).

The Company had availed the remote e-voting facility provided by National Securities Depository Limited ("NSDL") for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on 26<sup>th</sup> September, 2020 at 9.00 a.m. till 29<sup>th</sup> September, 2020 at 5.00 p.m. and the National Securities Depository Limited ("NSDL") remote e-voting portal was blocked for voting thereafter.

The Company had appointed National Securities Depository Limited ("NSDL") for conducting the Electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of Electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

I, based on the report generated from the e-voting system provided by NSDL for remote e-voting process and e-voting to be conducted at the 26<sup>th</sup> AGM, hereby submit my following report on votes cast "in favor" or "against", with respect to each item on the agenda as set out in the notice of the 26<sup>th</sup> AGM.



## CONSOLIDATED REPORT

### Item No. 1: Ordinary Resolution:

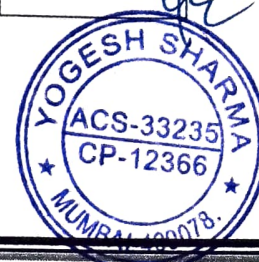
To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Directors and Auditors Reports thereon:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting at AGM	Total	
Votes in Favour of Resolution	18557330	1460	18558790	99.9994
Votes against the Resolution	120	0	120	0.0006
<b>Total</b>	<b>18557450</b>	<b>1460</b>	<b>18558910</b>	<b>100</b>

### Item No. 2: Ordinary Resolution:

To appoint a Director in place of Mr. Ramachandran Unnikrishnan (DIN 00493707), who retires by rotation and being eligible offers himself for re-appointment:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting at AGM	Total	
Votes in Favour of Resolution	18290421	1460	18291881	99.9993
Votes against the Resolution	120	0	120	0.0007
<b>Total</b>	<b>18290541</b>	<b>1460</b>	<b>18292001</b>	<b>100</b>





**Item No. 3: Special Resolution:**

**Re-appointment of Mr. Kumar Nair as a Managing Director & CEO of the Company for a period of three years:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting at AGM	Total	
Votes in Favour of Resolution	5581163	1460	5582623	99.9979
Votes against the Resolution	120	0	120	0.021
<b>Total</b>	<b>5581283</b>	<b>1460</b>	<b>5582743</b>	<b>100</b>

**Item No. 4: Ordinary Resolution:**

**Re-appointment of Mr. Ramachandran Unnikrishnan, CFO as a Director for five years w.e. f. 25<sup>th</sup> February, 2020**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting at AGM	Total	
Votes in Favour of Resolution	18290420	1460	18291880	99.9993
Votes against the Resolution	120	0	120	0.0007
<b>Total</b>	<b>18290540</b>	<b>1460</b>	<b>18292000</b>	<b>100</b>



**Item No. 5: Special Resolution:**

**Re-appointment of Mr. Sudharsanan Nair as an independent director for a second term of five consecutive year's w.e.f. 9<sup>th</sup> November, 2020:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting at AGM	Total	
Votes in Favour of Resolution	18557230	1460	18558690	99.9994
Votes against the Resolution	120	0	120	0.0006
<b>Total</b>	<b>18557350</b>	<b>1460</b>	<b>18558810</b>	<b>100</b>

**Item No. 6: Special Resolution:**

**Issuance of Non-Convertible Debentures on Private Placement Basis:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting at AGM	Total	
Votes in Favour of Resolution	18557330	1460	18558790	99.9994
Votes against the Resolution	120	0	120	0.0006
<b>Total</b>	<b>18557450</b>	<b>1460</b>	<b>18558910</b>	<b>100</b>



**Item No. 7: Special Resolution:**

**Raising of funds by way of External Commercial Borrowings:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting at AGM	Total	
Votes in Favour of Resolution	18557330	1460	18558790	99.9994
Votes against the Resolution	120	0	120	0.0006
<b>Total</b>	<b>18557450</b>	<b>1460</b>	<b>18558910</b>	<b>100</b>

**Item No. 8: Ordinary Resolution:**

**Approval for material related party transactions:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting at AGM	Total	
Votes in Favour of Resolution	5289153	1460	5290613	99.9977
Votes against the Resolution	120	0	120	0.0023
<b>Total</b>	<b>5289273</b>	<b>1460</b>	<b>5290733</b>	<b>100</b>



From the above report, I state that the all resolutions stated above stand passed under the combined remote e-voting & e-voting conducted at AGM with requisite majority.

The register and all relevant records relating to remote e-voting and e-voting at AGM, as received from NSDL, are handed over to the Company Secretary of the Company for keeping the same in Company's Records.

Thanking You.

For Yogesh Sharma & Co.

*Yogesh Sharma*



CS Yogesh Sharma  
Proprietor  
ACS 33235  
C.P. No. 12366

Date: 1st, October 2020

Place: Mumbai

UDIN: A033235B000837491