# TFL/SEC/2022-23/39

# 11/11/2022

The Manager, Listing Department., BSE Ltd., P.J. Towers, Dalal Street, Fort Mumbai 400001 The Manager Listing 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: Outcome of Board Meeting held today i.e. on 11.11.2022

This is to inform that the Board of Directors of the Company at its meeting held today, i.e. Friday, 11<sup>th</sup> November, 2022 (which commenced at 2.40 p.m. and concluded at 3.45 p.m.) has inter-alia, considered and approved:

1. The unaudited financial results (standalone and consolidated) of the Company prepared as per the Indian Accounting Standards for the quarter and period ended 30<sup>th</sup> September, 2022.

The copy of the said results along with the Limited Review Report is attached herewith.

2. Raising of funds by offering the 22<sup>nd</sup> Tranche/Series V/2022-23 of secured and/or unsecured redeemable non-convertible debentures including subordinated debt on private placement basis for an amount not exceeding the aggregate amount of Rs. 1 Crore (Rupees One Crore).

Kindly take the same on records.

Yours faithfully, For Transwarranty Finance Limited

Ramachandran Unnikrishnan Director & CFO

Encl: As above

KHAN & C

MUMBAI



Independent Auditor's Review Report on Unaudited Standalone quarterly and Year to Date Financial Results of Transwarranty Finance Limited pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

#### To the Board of Directors

#### **Transwarranty Finance Limited**

- We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of <u>Transwarranty Finance Limited</u> ("the Company") for the quarter ended September 30, 2022 and the year to date results for the period April 01, 2022 to September 30, 2022 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 <u>and Regulation 52 read with</u> <u>Regulation 63</u> of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with relevant circulars issued by SEBI from time to time.
- 2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S S Khan & Co Chartered Accountants

ICAI Firm Registration No.133324W

HAN MUMBAI

Proprietor Membership No.: 144212 UDIN: 22144212BCUHWQ2147

Sarfaraz Khan

Place: Mumbai Date: November 11, 2022



Independent Auditor's Review Report on Unaudited Consolidated quarterly and Year to Date Financial Results of Transwarranty Finance Limited pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

## To The Board of Directors

## **Transwarranty Finance Limited**

- 1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of <u>Transwarranty Finance Limited</u> ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended September 30, 2022 and the year to date results for the period April 01, 2022 to September 30, 2022 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with relevant circulars issued by SEBI from time to time.
- 2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



The Statement includes the results of the following entities:
 (a) Vertex Securities Limited



- (b) Vertex Commodities and Finpro Private Limited
- (c) Transwarranty Capital Market Services Private Limited
- 5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 6. We did not review the interim financial results of two subsidiaries included in the unaudited consolidated financial results, whose interim financial results reflect total revenues of Rs. 13.7 lakhs, total net profit after tax of Rs. 2.48 lakhs and total comprehensive income of Rs. 2.48 lakhs for the quarter ended September 30, 2022 as considered in the unaudited consolidated financial results. These interim financial results have not been reviewed by other auditors and the unaudited financial statements have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, is based solely on the unaudited financial statements furnished to us by the Management and the procedures performed by us as stated in paragraph 3 above.

Our report on the Statement is not modified in respect of the above matter.

## For S S Khan & Co

Chartered Accountants ICAI Firm Registration No.133324W

HAN

Sarfaraz Khan Proprietor Membership No.: 144212 UDIN: 22144212BCUHZY4252 Place: Mumbai Date: November 11, 2022

			TRANSWARRA	NTY FINANCE L	IMITED							
				MH1994PLC08								
	F	Regd. Office: 40				- 400021						
Tel. N	o:40010900, Fax No:	0	, 0	•			transwarrantv.	com				
STATEMENT OF STAN									022			
		(Rs. Ir	ı Lakhs)						(Rs. lı	n Lakhs)		
			STANE	ALONE					CONSC	DLIDATED		1
PARTICULARS		3 Months Ende	ł	6 Month	ns Ended	Year Ended	3 Months Ended 6 Months Ended				hs Ended	Year Ended
	30-09-2022	30-06-2022	30-09-2021	30-09-2022	30-09-2021	31-03-2022	30-09-2022	30-06-2022	30-09-2021	30-09-2022	30-09-2021	31-03-2022
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
REVENUE												ĺ
Revenue From Operations:-												
Interest Income	73.67	76.94	31.88	150.61	79.01	173.97	73.68	76.93	31.88	150.61	79.01	250.74
Fees and Brokerage & Commission Income	17.99	24.20	24.88	42.19	49.69	106.62	200.00	185.50	198.67	385.50	408.03	836.62
Sale of Stock	-	-	-	-	0.31	391.49	-	-	-	-	0.31	391.49
Total Revenue from Operations	91.66	101.14	56.76	192.80	129.01	672.08	273.68	262.43	230.55	536.11	487.35	1,478.84
Other Income	0.51	0.92	7.86	1.43	10.30	50.07	39.47	64.04	57.52	103.51	109.48	177.66
Total Income	92.17	102.06	64.62	194.23	139.31	722.15	313.15	326.47	288.07	639.62	596.83	1,656.50
EXPENSES										1	1	[
Finance Costs	117.26	126.41	93.81	243.67	189.50	381.14	130.69	153.97	108.99	284.66	225.78	471.95
Purchase of Shares held in Stock in Trade	-	-	-	-	0.30	391.73	-	-	-	-	0.30	391.73
Employee Benefits Expenses	33.09	31.11	26.93	64.20	54.50	110.42	112.10	103.46	95.06	215.56	196.61	393.96
Depreciation and Amortisation Expenses	5.84	5.35	5.38	11.19	10.70	21.11	12.32	12.14	14.22	24.46	28.98	57.48
Other Expenses	53.29	61.46	26.92	114.75	40.74	53.65	169.18	172.44	153.32	341.62	289.56	556.23
Total Expenses	209.48	224.33	153.04	433.81	295.74	958.05	424.29	442.01	371.59	866.30	741.23	1,871.35
Profit / (Loss) Before Exceptional items and Tax	(117.31)	(122.27)	(88.42)	(239.58)	(156.43)	(235.90)	(111.14)	(115.54)	(83.52)		(144.40)	(214.85)
Exceptional Items	-	-	-	-	-		-	- 1	-	- '	-	-
Profit / (Loss) Before Tax	(117.31)	(122.27)	(88.42)	(239.58)	(156.43)	(235.90)	(111.14)	(115.54)	(83.52)	(226.68)	(144.40)	(214.85
Current Tax	-	-	-	-	-		-	- 1	-	- '	-	-
Less: MAT Credit Entitlement	-	-	-	-	-		-	-	-	-	-	-
Deferred Tax	-	-	0.02	-	-	-	-	-	0.02	-	-	-
Profit / (Loss) from Continuing Operations After Tax	(117.31)	(122.27)	(88.44)	(239.58)	(156.43)	(235.90)	(111.14)	(115.54)	(83.54)	(226.68)	(144.40)	(214.85
Profit from Discontinuing Operations					(	(			(			-
Tax Expense of Discontinuing Operations	-	-	-	-	-		-	-	-			-
Profit from Discontinuing Operations After Tax	-	-	-	-	-		-	-	-			-
Profit / (Loss) For the Period	(117.31)	(122.27)	(88.44)	(239.58)	(156.43)	(235.90)	(111.14)	(115.54)	(83.54)	(226.68)	(144.40)	(214.85
Other Comprehensive Income / (Expenses):-										· · · · · ·		-
Items that will not be reclassified to profit and loss:-	-	-	-	-	-		-	-	-	-	-	
-'Remeasurement of the net defined benefit obligation gain / (loss)						2.01						1.21
-'Fair valuation on Equity instrument												0.23
-Income tax relating to items that will not be reclassified to profit or loss												ĺ
Total- A	-	-	-	-	-	2.01	-	-	-	-	-	1.44
Items that will be reclassified to profit and loss:-												
-'Remeasurement of the net defined benefit obligation gain / (loss)												
-'Fair valuation on Equity instrument						0.61						0.61
Total- B	-	-	-	-	-	0.61	-	-	-	-	-	0.61
Total- A + B	-	-	-	-	-	2.62	-	-	-	-	-	2.05
Total Comprehensive Income for the period	(117.31)	(122.27)	(88.44)	(239.58)	(156.43)	(233.28)		(115.54)	(83.54)	(226.68)	(144.40)	(212.80
Paid-up equity share capital (Rs.10 each)	2,446.06	2,446.06	2,446.06	2,446.06	2,446.06	2,446.06	2,446.06	2,446.06	2,446.06	2,446.06	2,446.06	2,446.06
Basic Earning Per Share of Rs.10/- each (In Rupees)	(0.48)	(0.50)	(0.36)	(0.98)	(0.64)	(0.95)	(0.45)	(0.49)	-	-	(0.61)	(0.87
Diluted Earning Per Share of Rs.10/- each (In Rupees)	(0.48)		(0.36)	(0.98)	(0.64)	(0.95)		(0.49)			(0.61)	
	(0110)	(1.00)	(2.00)	(1.00)	(1.0.1)	(1.00)	(1.1.0)	(2.1.2)	(1.0.1)	(100)	(1.0-)	,,,,,,

1. The above unaudited financial results were reviewed by the members of the Audit Committee and were approved and taken on record by the Board of Directors at their meeting held on 11th November, 2022.

2.The Statutory auditors have carried out a Limited Review of the financials results as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. The Company is primarily engaged in a single segment viz. financial services and related activities and therefore the segment reporting is not applicable.

4. In line with the requirements of regulation 47(2) of the listing Regulations, 2015, the results for the quarter and Half Year ended September 30, 2022 are available on the website of BSELimited & NSE Limited. (URL: www.bseindia.com/corporates), the National StockExchange of India Limited (URL: www.nseindia.com/corporates) and on the company's website www.transwarranty.com.

5. Covid-19 outbreak was declared as a global pandemic by World Health Organisation (WHO) on 11 March 2020. Indian authorities have followed an approach of complete lockdown since 24 March 2020 starting with three-week complete lockdown, during which only defined essential services were operating with limited capacity. The lockdown kept on getting extended with gradual and modest relaxations. Financial service has been declared as an essential service and accordingly, the Company has been in operation consistently with minimal permitted staff. Accordingly as of September 30, 2022, based on the facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties which affects its liquidity position and also ability to continue as a going concern. However, the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration.

6. The Company is in the process of Right Issue of upto 2,44,60,568 partly paid-up equity shares of face value of ₹ 10 each ("rights equity shares") for cash at a price of ₹ 10 each per rights equity share (the "Issue Price"), aggregating upto ₹ 2446.06 lakhs on a rights basis to the existing equity shareholders of the Company in the ratio of 1(one) rights equity share(s) for every 1(one) fully paid-up equity share(s) held by the existing equity shareholders on the record date, that was on Friday, November 04, 2022 (the "issue"). The issue price for the rights equity shares is ₹ 10 which is 1(one) time the face value of the equity shares. The issue will open on Tuesday, 15th November, 2022 and close on Tuesday, 29th November, 2022.

7. The above financial results have been prepared in accordance with the recognition and measurement principles of Ind AS prescribed under Section 133 of the Companies Act, 2013 read with relevant Rules issued there under and other accounting principles generally accepted in India and the guidelines issued by SEBI.

8. Figures have been regrouped and rearranged wherever necessary.

For and on behalf of the Board

	Ramachandran U.
Place : Mumbai	Director & CFO
Date : 11-11-2022	DIN.00493707

## TRANSWARRANTY FINANCE LIMITED (CIN. L65920MH1994PLC080220)

Regd. Office: 403, Regent Chambers, Nariman Point, Mumbai - 400021.

Tel No. 40010900, Fax No. 40010999, Email. mail@transwarranty.com, Web Site.www.transwarranty.com

	UNAUDITED STATEMENT OF ASSETS AN	STANDA		CONSOLI	DATED	
Particular	Particulars		As at	As at As at		
		30.09.2022	30.09.2021	30.09.2022	30.09.2021	
		Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	
	Assets					
1	Finanical Assets					
	Cash and cash equivalents	8.10	54.00	678.77	917.21	
	Bank Balance other than (a) above			1,673.75	1,573.75	
	Receivables	552.20	540.00	4 4 4 9 9 9	4 4 4 5 0 0	
	(I) Trade Receivables	552.38	548.28	1,148.28	1,145.88	
	(II) Other Receivables	-	-	-	-	
	Loans	2,113.13	1,154.36	2,925.93	1,974.79	
	Investments Other Financial accets	1,423.45 858.13	1,464.05 837.40	15.91 1,648.58	5.77 1,807.17	
	Other Financial assets	4,955.19	4,058.09	8,091.22	7,424.57	
2	Non Financial Accests	4,955.19	4,058.09	8,091.22	7,424.57	
2	Non Financial Assets Inventories	_	7.23	-	7.23	
	Current Tax assets (Net)	- 95.34	7.23	- 158.52	140.01	
	Deferred Tax Assets (Net)	213.53	213.53	218.66	218.66	
	Property, Plant and Equipment	803.56	822.89	858.59	887.72	
	Goodwill	4.00	4.00	657.66	680.41	
	Other Intangible assets	0.08	0.17	22.83	36.10	
	Other non-financial assets	427.70	422.78	489.67	486.48	
		1,544.21	1,548.40	<b>2,405.93</b>	2,456.61	
	TOTAL ASSETS	6,499.40	5,606.49	10,497.15	9,881.18	
	Liabilities & Equity	-,	-,		-,	
2	Liabilities					
2.1	Financial Liabilities					
	Payables					
	(I)Trade Payables	-	-	-	-	
	(i) total outstanding dues of micro enterprises and small					
	enterprises	-	-	-	-	
	(ii) total outstanding dues of creditors other than micro					
	enterprises and small enterprises	4.85	4.85	3,091.60	3,432.61	
	II) Other Payables	-	-	-	-	
	(i) total outstanding dues of micro enterprises and small					
	enterprises	-	-	-	-	
	(ii) total outstanding dues of creditors other than micro					
	enterprises and small enterprises	43.02	35.78	45.88	37.65	
	Debt Securities	411.46	380.94	611.46	580.94	
	Borrowings (Other than Debt Securities)	3,865.51	2,771.79	4,247.96	3,125.02	
	Other financial liabilities	614.21	534.25	739.83	651.96	
		4,939.05	3,727.61	8,736.73	7,828.18	
2.2	Non-Financial Liabilities					
	Devisions				<b></b>	
	Provisions	11.70	12.09	22.45	24.85	
	Deferred tax liabilities (Net)	-	-	-	-	
	Other non-financial liabilities	34.90	36.62	89.06	84.15	
2.2	Equity	46.60	48.71	111.51	109.00	
2.2	Equity share capital	2,446.06	2,446.06	2,446.06	2,446.06	
	Other equity	(932.31)	(615.89)	(1,259.01)	(949.21)	
	Non Controling Interest	-	-	461.86	447.15	
		1,513.75	1,830.17	1,648.91	1,944.00	
	Total equity and liabilites		5,606.49	10,497.15	9,881.18	
		- For Transwarranty F	۔ Finance Limited		-	
		Ramachandran U.				
		numuenanulan U.				
Place :-	Mumbai	Director & CFO				

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TRANSWARRANTY FINANCE LIMITED (CIN . L65920MH1994PLC080220) Regd. Office: 403, Regent Chambers, Nariman Point, Mumbai - 400021. Tel No. 40010900, Fax No. 40010999, Email. mail@transwarranty.com, Web Site.www.transwarranty.com Cash Flow Statement for the Half Year ended 30th September, 2022							
STANDALONE CONSOLIDATED							
Particulars	For the Half Year ended 30th Sept. 2022	For the Half Year ended 30th Sept. 2021	For the Half Year ended 30th Sept. 2022	For the Half			
Cash Flows from Operating Activities:	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs			
Net Profit Before Tax and Extraordinary Items	(239.57)	(156.44)	(226.68)	(144.40			
Adjustments for:							
Depreciation	11.19	10.70	24.46	28.98			
Interest Income	(150.61)	(79.01)	(216.60)	(140.81			
Dividend Income	(0.02)	(0.06)	(0.02)	(0.06			
Interest Expense	238.04	189.50	284.66	225.78			
(Profit)/Loss on Sale of Investment	-	-	22.76	-			
Reversal of Rent Expenses on Leave Liability	-	-	(7.31)	(7.52			
Impairment Allowance	0.37	-	0.94	0.50			
Adjustments for Changes in Working Capital:							
(Increase) / Decrease in Trade and other Receivables	(6.63)	2.39	22.10	(122.04			
Increase / (Decrease) in Trade & Other Payables	7.12	7.40	(122.95)	1,105.89			
(Increase)/decrease in loans	(349.81)	718.25	(349.52)	718.02			
(Increase)/decrease in other financial assets	-	26.72	(110.89)	5.3			
(Increase)/decrease in other non-financial assets	(0.22)	(0.30)	25.13	15.02			
Increase / (Decrease) in other financial Liabilities	(216.65)	205.67	(186.27)	72.0			
Increase/(decrease) in provisions	-	-	1.88	2.03			
Increase / (Decrease) in non- financial Liabilities	(4.82)	(2.08)	(2.35)	6.74			
Cash inflow from interest on loans	143.60	42.65	192.62	122.40			
Income tax paid (net of refunds)	(7.62)	(10.21)	(4.02)	(15.54			
Net Cash Flows from Operating Activities	(575.63)	- 955.18	(652.07)	- 1,872.37			
Cash Flows from Investing Activities:							
Dividend Income	0.02	0.06	0.02	0.0			
(Purchase) / Sale of Investment	48.89	(0.32)	(1.63)	(0.3			
Purchase of Property Plant and Equipment	(1.12)	0.00	(2.69)	(2.30			
(Increase) / Decrease in Deposits	-	-	(90.00)	(750.00			
	-	-	-	-			
Net Cash Flows from Investing Activities	47.79	(0.26)	(94.30)	(752.5			
I. Cash Flows from Financing Activities:							
Borrowings other than debt securities issued/ (Redeemed) (net)	610.03	(682.97)	406.77	(884.8			
Debt securities issued/ (Redeemed) (net)	(20.77)	101.89	179.24	301.8			
Finance cost paid	(62.32)	(336.29)	(107.74)	(237.0			
Net Cash Flows from Financing Activities	526.94	(917.37)	478.27	(820.02			
Net Increase or (Decrease) in Cash and Cash Equivalents (I + II + III)	(0.89)	37.56	(268.09)	299.8			
- Add: Cash and Cash Equivalents at Beginning of the year (Refer Note)	8.99	16.44	946.86	617.4			
Cash and Cash Equivalents at End of the Quarter	8.10	54.00	678.77	917.2			
Note:							
Cash and Cash Equivalents - Cash in Hand	3.50	16.45	7.10	20.3			
- Balances with Banks	3.30	10.45	/.10	20.5			
- In Current Accounts	4.60	37.55	671.67	896.8			
Tota	l 8.10	54.00	678.77	917.2			
	For Transwarranty	•					

U.Ramachandran

DIN No. 00493707

Director & CFO

Place :- Mumbai

Date :- 11/11/2022