



TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2019-20/10

30/05/2019

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, 2019

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 M.P. Sharma & Co., Company Secretaries for the year ended March 31, 2019 in the prescribed format.

Kindly take the same on records.

Yours faithfully,

For Transwarranty Finance Limited

Kumar Nair
Managing Director



Encl: As above

CIN : L65920MH1994PLC080220

403, Regent Chambers, Nariman Point, Mumbai - 400 021. • Tel : 6630 6090 / 2204 7965
Fax : 6630 6655 / 4001 0999 • e-mail : mail@transwarranty.com • website : www.transwarranty.com

M.P. SHARMA & CO.

COMPANY SECRETARIES

M.P. Sharma
M.Com., LL.M., FCS.

Phone Office: 25952322
Tele Fax: 25952975
Email: mpsharma1952@gmail.com

Secretarial Compliance Report of Transwarranty Finance Limited

For the Financial Year Ended 31st March, 2019

I have examined:

- (a) all the documents and records made available to us 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, 2019 ("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, include:-

- (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 **(Not Applicable to listed entity during review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(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 **(Not Applicable to listed entity during review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

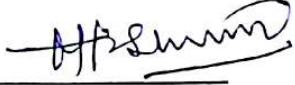
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 23(4) of LODR All material related party transactions shall require approval of the shareholders through resolution.	The Listed entity has entered into material related party transactions which requires shareholders approval.	The listed entity has entered into Transactions which are material related party transactions during the review period for which it is required to obtain the approval of shareholders by way of resolution.



- (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 my 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: **Not Applicable since this report is being issued for the first time and accordingly no action is required to be taken by the Company.**

Date: 29/05/2019
Place: MUMBAI


MATAPRASAD SHARMA
FCS No. - 2673
C. P No. - 4536

