

TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2019-20/23

27/09/2019

The Manager,
Corporate Relations Dept.,
BSE Ltd.,
P.J. Towers,
Dalal Street, Fort
Mumbai

The Manager
Listing Department
National Stock Exchange of India Ltd.
Bandra Kurla Complex
Bandra (East)
Mumbai

BSE Scrip Code : 532812

NSE Scrip Code : TFL

Dear Sir,


Sub: Proceedings of the 25th Annual General Meeting of the Company

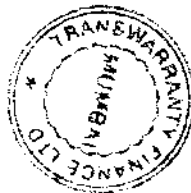
Please find enclosed herewith the proceedings of the 25th Annual General Meeting of our Company held today i.e. on 27th September, 2019 pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of the said Regulations.

We request you to kindly take the same on record.

Thanking you

Yours faithfully,
For Transwarranty Finance Limited


Sreedhar H.
Company Secretary



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

TRANSWARRANTY FINANCE LIMITED

**Proceedings of the 25th Annual General Meeting of Transwarranty Finance Limited
held on
Friday, 27th September, 2019 at 10.30 a.m. at Mumbai**

The 25th Annual General Meeting of the Company was held on Friday, 27th September, 2019 at 10.30 a.m. at Cultural Hall of Yashwantrao Chavan Pratishthan, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400021.

Mr. Kumar Nair chaired the proceedings of the meeting. He confirmed the presence of the quorum from the Company Secretary and called the meeting to order extending a warm welcome to all the members present.

He gave an overview of the financial performance of the Company for the financial year ended 31st March, 2019 and the future outlook. The Chairman also stated that all the Registers and documents as required by Law are available for inspection.

The Chairman informed the members that pursuant to the provisions of Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had extended remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on 23rd September, 2019 and ended at 5.00 p.m. on 26th September, 2019. The Chairman also informed that the facility for Voting through ballot is made available at the meeting for members who have not cast their vote through remote e-voting.

He further informed that the Board of Directors had engaged the services of National Securities Depository Ltd (NSDL) for providing the e-voting facility and Mr. Yogesh Sharma, Practicing Company Secretary, Mumbai, is appointed as the Scrutinizer for the purpose of scrutinizing the Poll and remote e-voting process.

The following items as enlisted in the Notice of 25th Annual General Meeting were placed for voting:

ORDINARY BUSINESS:

Resolution 1: To receive, consider and adopt the audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon

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

Resolution 3: To approve the appointment of S.S.Khan & Co., Chartered Accountants (Firm Registration No. 133324W) as Statutory Auditors and to fix their remuneration

Resolution 4: To approve the re-appointment of Mr. Pravin Khatau as Independent Director of the Company for a period of five years



CIN : L65920MH19000180220

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Resolution 5: To approve the re-appointment of Mrs. Nirmala Sachin Parab as Independent Director of the Company for a period of five years

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

Resolution 7: Increase in borrowing limits

Resolution 8: Raising of funds by way of External Commercial Borrowings

Resolution 9: Creation of charge on the assets of the Company

Resolution 10: Approval of Employees Stock Option Plan 2019

Resolution 11: Approval of Employees Stock Option Plan 2019 to the employees of subsidiaries of the Company

Resolution 12: Grant of options under ESOP 2019 exceeding 1% of issued share capital of the Company

Resolution 13: Approval for material related party transactions

The Members were then given adequate opportunity to give their views on the working of the Company and were also invited for any queries. The Chairman promptly replied to the queries of the Shareholders.

The Chairman then informed that as the Company had provided remote e-voting facility to its Members, those members who did not cast their vote through remote e-voting facility and eligible to vote in proportion to their shareholding have the facility to vote at the Annual General Meeting through Poll/Ballot.

The Chairman then informed that the results of remote e-voting and voting through poll/ballot shall be determined and uploaded on the Company's website and NSDL's website within the prescribed time period and will also be intimated to the Stock Exchange in the format provided in Regulation 44(3) of the SEBI Listing Regulations.

There being no other business, the Chairman thanked all the members for their participation and announced formal closure of the 25th Annual General Meeting of the Company, which concluded at 10.45 a.m.

For Transwarranty Finance Limited


Sreedhar H.
Company Secretary

