



TRANSWARRANTY FINANCE LIMITED

May 31, 2024

The Manager,
Corporate Relations Department
BSE Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

The Manager,
Listing Compliance Department
National Stock Exchange of India Ltd.
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

BSE Scrip Code: 532812

NSE Scrip Code: TFL

Dear Sir/Madam,

Sub: Notice of Extra-Ordinary General Meeting 01/ 2024-25 of Transwarranty Finance Limited

This is to inform you that, Extra-Ordinary General Meeting 01/2024-25 of the company will be held on Monday, June 10, 2024 at 04.00pm IST, through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with applicable circulars issued by the Ministry of Corporate Affairs and SEBI to transact the business as listed in the Notice of EGM.

Further, the said notice was sent to all the shareholder holding shares on cut-off date i.e. 14th May, 2024 along with the Explanatory statement on 16th May, 2024 and the newspaper publication to that effect was made on 18th May, 2024 in both English and Marathi Newspaper however, disclosure with respect to Notice of Extra-Ordinary General Meeting (EGM) was inadvertently missed out to be filed by the company to the exchanges. The said is being filed now via this disclosure. The said omission was unintentional and inadvertent.

We request you to kindly take the same on record and condone the delay.

Thanking You,

Yours faithfully,

For Transwarranty Finance Limited

Suhas Borgaonkar
Company Secretary and Compliance Officer
Membership No. A3391

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



NOTICE is hereby given that an Extra-ordinary General Meeting (“EGM”) of the shareholders (the “Shareholders” or the “Members”) of Transwarranty Finance Limited (the “Company”) will be held on **Monday, June 10, 2024 at 04.00 p.m (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following special business:

SPECIAL BUSINESS

1. To consider and approve Increase in Authorised Share Capital and Consequent amendment to the Capital clause of Memorandum of Association

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 51,00,00,000/- (Rupees Fifty One Crore Only) divided into 5,10,00,000 (Five Crore Ten Lakhs) Equity Shares of Rs. 10/- each to the authorised Capital of Rs. 61,00,00,000 (Rupees Sixty One Crore Only) divided into 6,10,00,000 (Six Crore Ten Lakhs) Equity Shares of Rs. 10/- Each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

“The Authorised Share Capital of the Company is Rs 61,00,00,000/- (Rupees Sixty One Crores Only) divided into 6,10,00,000 (Six Crore Ten Lakhs) Equity Shares of Rs. 10/- each. The company has power from time to time to consolidate or sub-divide or increase or reduce its capital and to issue any of the shares in the capital, original or increased, as ordinary or preferred, with or subject to any preferential, special, deferred or qualified rights, including or the right to be converted into equity shares, any other privileges or conditions as regards repayment of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise and generally on such terms as the company may from time to time by special resolution determine and to vary the regulations of the company, as far as necessary to give effect to the same, and upon the subdivision of a share to apportion the right to participate in profits in any manner, subject to the provisions of law.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

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2. To create, offer, issue and allot Equity Shares on Preferential Basis:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**) as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (**“ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“Listing Regulations”**), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended, the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, the uniform listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the **“Stock Exchanges”**) where the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten) each (**“Equity Shares”**) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**) and/ or any other competent authorities (hereinafter collectively referred to as (**“Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as (**the “Board”**)) which term shall be deemed to mean and include one or more Committee(s) already constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (**“Members”**) be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, in one or more tranches, 48,00,000 (Forty Eight Lakhs only) fully paid-up Equity Shares of the Company having face value of Rs. 10/- each, at a price of Rs. 15.30/- (Rupees Fifteen and Thirty Paise) per Equity Share, including a premium of Rs. 5.30/- (Rupees Five Rupees Thirty Paise) per Equity Share, aggregating to Rs. 7,34,40,000/- (Rupees Seven Crores Thirty Four Lakhs Forty Thousand Only) which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (**“Subscription Shares”** and this offer the **“Preferential Allotment”**) being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations, in such a manner and on such terms and conditions, as may be approved or finalized by the Board, to the following allottees (**“Proposed Allottees”** and such issue, the **“Preferential Issue”**) as detailed herein below:

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S. No.	Name of the Proposed Allottee	Category	Maximum Number of Equity Shares to be issued and allotted	Consideration (Rs.)
1.	Mrs. Karishma Jignesh Desai	Public	180064	27,54,979.20
2.	Mrs. Hasrukh Desai	Public	90032	13,77,489.60
3.	Mr. Jignesh Desai	Public	180064	27,54,979.20
4.	M/s. Shalibhadra Finance Limited	Public	439840	67,29,552.00
5.	Mr. Sidharth Ajwani	Public	1710000	2,61,63,000.00
6.	M/s. Areeza India Strategy Partners LLP	Public	2200000	3,36,60,000.00
Total			4800000	7,34,40,000.00

RESOLVED FURTHER THAT in accordance with the provisions of Part IV of Chapter V of the SEBI ICDR Regulations and other applicable laws, the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is **May 11, 2024**, being the working day preceding 30 days prior to the date of the Extra-ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to Proposed Allottee under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing Equity Shares of the Company in all aspects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- 2) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- 3) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that, where the allotment of the said Subscription Shares is subject to receipt of any approval or permission of any Regulatory Authority (including, but not limited to the Stock Exchanges and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals and permissions.
- 4) The Subscription Shares to be issued and allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- 5) The Subscription Shares to be allotted to the Proposed Allottee shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- 6) The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed

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Allottee in Form PAS-5 and the Board be and is hereby authorised to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) changes, variations, alterations, additions and/or deletions in the terms of issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the MCA and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Subscription Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the Board or to any one or more directors, officer(s) or authorised signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

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RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board
For Transwarranty Finance Limited**

Sd/-
Suhas Borgaonkar
Company Secretary & Compliance Officer
(Membership No: ACS 3391)

Date: May 13, 2024

Place: Mumbai

Registered Office:

Address: 403, Regent Chambers,
Nariman Point, Mumbai 400 021

NOTES:

1. The EGM of the Company is being conducted through VC in compliance with General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated January 5, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), which details the procedure and manner of holding EGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company at Mumbai shall be deemed to be the venue for the EGM. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the special business to be transacted at the Extra-ordinary General Meeting (“EGM”/ “Meeting”) is annexed hereto.
3. M/s. Link Intime (India) Private Limited, Registrar & Transfer Agent of the Company (“RTA”), shall be providing facility for e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC.
4. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories and will also be available on the Company’s website at www.transwarranty.com, websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

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5. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e- voting before the EGM commences on **Friday, June 07, 2024 (9:00 a.m. IST) and ends on Sunday, June 09, 2024 (5:00 p.m. IST)**. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., **Monday, June 03, 2024**.
7. The Company has appointed Mr. Yogesh Sharma (Membership No. 11305; C.P. 12366) proprietor of M/s. Yogesh Sharma & Co., Practicing Company Secretary, to act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner and Mr. Yogesh Sharma has communicated her willingness to be appointed and be available for the purpose.
8. The Scrutiniser shall, immediately after the conclusion of the e-voting at the EGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.
9. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In line with the applicable circulars at least 1000 members will be able to join the EGM on a first- come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come-first- served principle.
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4.

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14. As per the provisions of Section 72 of the Act, the facility for making the nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to NSDL in case the shares are held in physical form.
15. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
16. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc. authorising its representative to attend the EGM through VC on its behalf and to vote either through remote e-voting or during EGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/Authorization shall be sent electronically through registered email ids to the Company at companysecretary@transwarranty.com with a copy marked to evoting@nsdl.com and the Scrutiniser at csymsharma@gmail.com.
17. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to companysecretary@transwarranty.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, June 07, 2024 at 09:00 A.M. and ends on Sunday, June 09, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, June 03, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, June 03, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="678 304 1455 829">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="678 840 1455 997">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="678 1008 1455 1606">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="678 1617 1455 1730">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number

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- for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csymsharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mrs. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@transwarranty.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@transwarranty.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@transwarranty.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at companysecretary@transwarranty.com till June 03, 2024. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. To consider and approve Increase in Authorised Share Capital and Consequent amendment to the Capital clause of Memorandum of Association- Ordinary Resolution

The existing authorized share capital of the company is Rs. 51,00,00,000/- (Fifty One Crore Only) divided into 5,10,00,000 (Five Crore Ten Lakhs) of Rs. 10/- each which is to be amended as follows:

“The Authorised Share Capital of the Company is Rs 61,00,00,000/- (Rupees Sixty One Crores Only) divided into 6,10,00,000 (Six Crore Ten Lakhs) Equity Shares of Rs. 10/- each. The company has power from time to time to consolidate or sub-divide or increase or reduce its capital and to issue any of the shares in the capital, original or increased, as ordinary or preferred, with or subject to any preferential, special, deferred or qualified rights, including or the right to be converted into equity shares, any other privileges or conditions as regards repayment of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise and generally on such terms as the company may from time to time by special resolution determine and to vary the regulations of the company, as far as necessary to give effect to the same, and upon the subdivision of a share to apportion the right to participate in profits in any manner, subject to the provisions of law.”

The increase in Authorised Share Capital is necessary for meeting growing Business needs of funds. A company requires long term sources of funds for funding its perpetual growth. Increase in Authorised Share Capital would enable company to raise Funds via Rights Issue, Qualified Institutional Placement, Preferential Issue etc. or other way of Fund Raising. Therefore, Increase in Authorised Share Capital is proposed by the Company.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company require Members' approval in terms of Sections 13, 14, 61 and 64 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

None of the Directors / Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as an Ordinary Resolution.

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2. To create, offer, issue and allot Equity Shares on Preferential Basis- Special Resolution

In accordance with applicable provisions of the Companies Act, 2013 (“the Act”), along with the rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the approval of Members of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to the Proposed Allottees belonging to the public category, in compliance with applicable provisions of the ICDR Regulations. The following explanatory statement sets out all material facts relating to the special business mentioned under item No. 2 of the accompanying Notice dated May 13, 2024.

Necessary information / details in respect of the proposed Preferential Allotment in the Act and ICDR Regulations and other applicable provisions of law, are as follows:

a) Particulars of the offer including date of passing of Board resolution; material terms of issue of securities:

The Board of Directors of the Company had, at its meeting held on May 13, 2024, subject to the approval of the Members of the Company and such other approvals as may be required under the applicable law(s), approved the issuance of 48,00,000 (Forty Eight Lakhs) fully paid-up Equity Shares of the Company to Proposed Allottees, by way of a preferential issuance on a private placement basis, at a price of Rs. 15.30 (Rupees Fifteen and Thirty Paise) for each Equity Share, aggregating to Rs. 7,34,40,000/- (Rupees Seven Crore Thirty Four Lakhs Forty Thousand Only), being the price determined in accordance with Chapter V of the ICDR Regulations.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

b) Purpose or Objects of the Preferential Issue:

The Company shall utilize at least 75% of the proceeds received from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) (“Net Proceeds”), for meeting the funding requirements and growth objectives of the Company.

The amount stated for the object above shall not be added to the general corporate purposes, which shall not exceed Rs. 1,83,60,000/- (Rupees One Crore Eighty Three Lakh Sixty Thousand Only) (subject to paragraph A below) i.e. not more than 25% of the Net Proceeds received from the Preferential Issue and this amount may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company and/or any other general purposes as may be permissible under applicable laws in such a manner and proportion as may be decided by the Board from time to time (the “General Corporate Purpose”).

A. Any deficit or surplus in the actual expenses incurred related to the Preferential Issue (cost of the transaction) from the estimated cost of the transaction in stating the utilization of Net Proceeds for the objects above, shall be adjusted against the amount allocated towards General Corporate Purpose.

The Net Proceeds shall be utilised in the manner as specified above, prior to the end of March 2027.

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c) Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot 48,00,000 (Forty Eight Lakhs) fully paid-up Equity Shares of Rs. 10/- each of the Company at a price of Rs. 15.30/- (Rupees Fifteen and Thirty Paise) including a premium of Rs. 5.30/- (Rupees Five rupees and thirty paise) per Equity Shares, aggregating to Rs. 7,34,40,000/- (Rupees Seven Crore Thirty Four Lakhs Forty Thousand Only), such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("**Floor Price**").

d) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:

The issue price if Rs. 15.30/- (Rupees Fifteen and Thirty Paise Only) per equity share is determined in accordance with the provisions of Regulation 164 of ICDR Regulations, taking relevant date as May 11, 2024 being 30 days prior to the date on which the meeting of the shareholders is to be held to consider the proposed preferential issue i.e. June 10, 2024, which is more than higher of the following:

- a. Rs. 14.30 per equity share- being the 90 trading days' volume weighted average price of the company's shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being stock exchange with Higher Trading Volumes for the said period) preceding the relevant date and;
- b. Rs. 15.26 per equity share- being the 10 trading days' volume weighted average price of the Company's Shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being stock exchange with Higher Trading Volumes for the said period) preceding the relevant date.

The Articles of Association of the company do not provide for any method for determining floor price for preferential issue.

e) Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is May 11, 2024, being the working day preceding 30 days prior to the date of the Extraordinary General Meeting i.e., June 10, 2024.

f) Amount which the Company intends to raise by way of such securities/ size of the issue:

The proposed issue size is Rs. 7,34,40,000/- (Rupees Seven Crore Thirty Four Lakhs Forty Thousand Only).

g) Principal terms of assets charged as securities:

Not applicable.

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h) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The Preferential Issue, if approved, is proposed to be made to following allottees:

Sr No	Name of Allottees	Identity of the natural persons who are the ultimate beneficial owners of the shares
1	Mrs. Karishma Jignesh Desai	Mrs. Karishma Jignesh Desai
2	Mr. Harsukh Nanchandbhai Desai	Mr. Harsukh Nanchandbhai Desai
3.	Mr. Jignesh Harsukhbhai Desai	Mr. Jignesh Harsukhbhai Desai
4.	M/s. Shalibhadra Finance Limited	Mr. Minesh Doshi
5.	Mr. Sidharth Ajwani	Mr. Sidharth Ajwani
6.	M/s. Areeza India Strategy Partners LLP	Mr. Rahul Menon

i) Intention of promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the promoters, directors, key managerial personnel or senior management of the Company has provided intend to subscribe to any of the Subscription Shares proposed to be issued under the Preferential Allotment.

j) Contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of objects:

As no subscription is being made by promoter or director of the Company in the Preferential Allotment, no contribution is being made by them, as part of the Preferential Allotment.

k) Timeframe/ proposed time schedule, within which the Preferential Issue/allotment shall be completed:

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 days from the date of passing of resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Subscription Shares to be allotted shall require to be listed on Stock Exchanges, which require in- principle approval of Stock Exchanges, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the Regulatory Authorities or the Stock Exchanges, whichever is later.

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- l) Name of the Proposed Allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:

The Preferential Issue, if approved, is proposed to be made to following allottees:

S. No.	Name of the Proposed Allottee	Category	Name of natural persons who are ultimate beneficial owners	Pre-preferential issue shareholding		No. of Equity Shares proposed to be allotted	Post-preferential shareholding	
				No. of Shares	% of total Equity		No. of Shares	% of total Equity
1.	Mrs. Karishma Jignesh Desai	Public	Mrs. Karishma Jignesh Desai	0	0.00	1,80,064	1,80,064	0.34%
2.	Mr. Harsukh Desai	Public	Mr. Harsukh Desai	0	0.00	90,032	90,032	0.17%
3	Mr. Jignesh Desai	Public	Mr. Jignesh Desai	0	0.00	1,80,064	1,80,064	0.34%
4	M/s. Shalibhadra Finance Limited	Public	Mr. Minesh Doshi	0	0.00	4,39,840	4,39,840	0.82%
5	Mr. Sidharth Ajwani	Public	Mr. Sidharth Ajwani	0	0.00	17,10,000	17,10,000	3.19%
6	M/s. Areeza India Strategy Partners LLP	Public	Mr. Rahul Menon	0	0.00	22,00,000	22,00,000	4.10%
Total						48,00,000	48,00,000	8.95%

- m) Percentage of post preferential offer capital that may be held by the Proposed Allottee and change in control, if any, in the Company that would occur consequent to the preferential offer:

Details of shareholding of Proposed allottees in the Company, prior to and after the proposed Preferential Issue, are as under:

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Category of Shareholders	Before issue		No. of Equity Shares to be issued	After issue	
	No. of shares	%		No. of shares	%
Mrs. Karishma Jignesh Desai	-	-	180064	180064	0.34%
Mr. Harsukh Desai	-	-	90032	90032	0.17%
Mr. Jignesh Desai	-	-	180064	180064	0.34%
M/s. Shalibhadra Finance Limited	-	-	439840	439840	0.82%
Mr. Sidharth Ajwani	-	-	1710000	1710000	3.19%
M/s. Areeza India Strategy Partners LLP	-	-	2200000	2200000	4.10%
Total			4800000	4800000	8.95%

n) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares. However, there will be dilution in shareholding percentage of Promoters and Promoter Group consequent to the proposed Preferential Issue of Equity Shares. The percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

o) Valuation and justification for the allotment proposed to be made for consideration other than cash

The company has taken Valuation report from Mr. Nitish Chaturvedi, Registered Valuer (Regn No. IBBI/RV/03/2020/12916) according to which floor price is arrived at Rs. 15.26/- (Rupees Fifteen Twenty Six Paise Only) per equity share.

Accordingly, the company has decided to issue Equity Shares at Rs. 15.30/- (Rupees Fifteen Thirty Paise Only).

p) Listing:

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing of the Equity Shares proposed to be issued by the Company through this preferential allotment. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

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q) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2024-25.

r) Lock-in Period:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

s) Undertakings:

- As the Equity Shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

t) Shareholding pattern of the Company before and after the Preferential Issue:

Category	Pre preferential issue (As on the date of this Notice)		Post preferential issue	
	No. of Equity Shares	% of total Equity	No. of Equity Shares	% of total Equity
Promoters and Promoter Group (A)	3,02,27,204	61.84	3,02,27,204	56.32
Public (B)	1,86,47,333	38.15	2,34,47,333	43.68
Grand Total (A) + (B)	4,88,74,537	100.00	5,36,74,537	100.00

u) Certificate from Practicing Company Secretary

The certificate from Yogesh Sharma & Co., Practicing Company Secretaries, certifying that the proposed Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link <https://transwarranty.com/>.

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v) Other disclosures:

- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees has confirmed that it has not sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- Neither the Company nor any of its directors or promoters are categorized as a fraudulent borrower as defined under the ICDR Regulations.
- The Company hereby undertakes that neither the Company's name nor any of its Promoters or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- The Board of Directors has approved the aforesaid Preferential Issue of Equity Shares at its Meeting held on May 13, 2024.
- Prior to the aforesaid Preferential Issue, as proposed, the Company has not made any Preferential issuance to any person or entity, during the year.
- No contribution is being made by the Directors of the Company either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.
- The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the uniform listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.
- The Company has not bought back any of its Equity Shares.
- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on a preferential basis during the current financial year 2024-2025 and the previous financial year 2023-2024.
- Proposed Allottees does not hold any share prior to the date of this Notice, hence lock-in of pre- allotment holding is not applicable.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")
- The Company has obtained the Permanent Account Numbers of the proposed allottee.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on private placement basis, hence approval of the Members is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Subscription Shares pursuant to the Preferential Issue would be subject to approval by shareholders to the Increase in Authorised Share Capital of the company sought as Resolution No. 1 as mentioned hereinabove.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

CIN: L65920MH1994PLC080220

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TRANSWARRANTY FINANCE LIMITED

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as Members in general, in the said resolution.

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