

TFL/SEC/2019-20/24

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: Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report

Please find attached herewith Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report on the voting process at the 25th Annual General Meeting of our Company held on 27/09/2019. Kindly note that all the resolutions mentioned in the Notice were passed with requisite majority.

We request you to kindly take the same on record.

Thanking you

Yours faithfully,
For Transwarranty Finance Limited



Sreedhar H.
Company Secretary



Encl: As above

CIN : L65920MH1994PLC080220

Voting Results

Date of AGM	27-09-19
Record date	20-09-19
Total Number of shareholders on record date	5198
No. of shareholders present in the meeting either in person or through proxy:-	
Promoters and Promoter Group	1
Public	34
No. of shareholders attended the meeting through Video Conferencing:-	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
No. of resolution passed in the meeting	13



TRANSWARRANTY FINANCE LIMITED

Agenda wise disclosure:

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 Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	100.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.279506	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01

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 Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	100.00	0.00
Public –Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	61122	0.538727	59721	1401	97.71	2.29
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	105172	0.93	103771	1401	98.67	1.33
Total		24460568	13081339	53.48	13079938	1401	99.99	0.01



TRANSWARRANTY FINANCE LIMITED

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 Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	100.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.279506	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01

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

Resolution Required:			Special Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01



TRANSWARRANTY FINANCE LIMITED

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 Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes (3)= [(2)/(1)]*100	No. of votes – in (4)	No. of votes – (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01

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

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)= [(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01



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Resolution 7: Increase in borrowing limits

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01

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

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01



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

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01

Resolution 10: Approval of Employees Stock Option Plan 2019

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326630	1401	99.57	0.43
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370680	1401	99.62	0.38
Total		24460568	13348248	54.57	13346847	1401	99.99	0.01



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

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326230	1801	99.45	0.55
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370280	1801	99.52	0.48
Total		24460568	13348248	54.57	13346447	1801	99.99	0.01

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

Resolution Required:			Special Resolution					
Whether promoter/ promoter group			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	12976167	98.94	12976167	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	12976167	98.94	12976167	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	328031	2.891251	326230	1801	99.45	0.55
	Poll		44050	0.388255	44050	0	100.00	0.00
	Total	11345641	372081	3.28	370280	1801	99.52	0.48
Total		24460568	13348248	54.57	13346447	1801	99.99	0.01



TRANSWARRANTY FINANCE LIMITED

Resolution 13: Approval for material related party transactions

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13114927	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	13114927	0	0	0	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public Non-Institutions	E-Voting	11345641	36122	0.318378	34321	1801	95.01	4.99
	Poll		39625	0.349253	39625	0	100.00	0.00
	Total	11345641	75747	0.67	73946	1801	97.62	2.38
Total		24460568	75747	0.31	73946	1801	97.62	2.38



YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma

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

Phone Office : 25952322

Email ID: csymsharma@gmail.com

Mob No. 9833124864

To,

The Chairman,

TRANSWARRANTY FINANCE LIMITED,

403, Regent Chambers, Nariman Point,

Mumbai- 400021

Dear Sir,

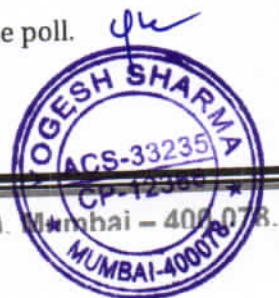
Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at Annual General Meeting (AGM) held on 27th September,2019.

The Board of the Company at its meeting held on 29th September, 2019 had appointed me as the scrutinizer for the remote e-voting held from 23rd September,2019 at 9.00 a.m. till 26th September,2019 at 5.00 p.m. and the Chairman of Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 27th September,2019. The shareholders of the company holding shares as on "cut-off date" i.e. 20th September,2019 were entitled to vote on resolution as set out in the notice of the AGM.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider for extending the facility of electronic voting to the shareholders of the Company from 23rd September,2019 at 9.00 a.m. till 26th September,2019 at 5.00 p.m. The remote e-voting facility was then unblocked after the AGM, in the presence of two witnesses who were not in the employment of the Company. For further details on remote e-voting process kindly refer my scrutinizer's report dated 27th September,2019.

At the AGM of the Company held on 27th September,2019, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details on voting by poll kindly refer my scrutinizer's report in form MGT-13 dated 27th September,2019.

I hereby submit my following consolidated report on remote e-voting together with the poll.



CONSOLIDATED REPORT

Item No. 1: Ordinary Resolution:

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

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13302797	44050	13346847	99.99
Votes against the Resolution	1401	0	1401	0.01
Total	13304198	44050	13348248	100

Item No. 2: Ordinary Resolution:

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

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13035888	44050	13079938	99.99
Votes against the Resolution	1401	0	1401	0.01
Total	13037289	44050	13081339	100



Item No. 3: Ordinary Resolution:

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

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13302797	44050	13346847	99.99
Votes against the Resolution	1401	0	1401	0.01
Total	13304198	44050	13348248	100

Item No. 4: Special Resolution:

Re-appointment of Mr. Pravin Khatau as Independent Director of the Company for a period of five years

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13302797	44050	13346847	99.99
Votes against the Resolution	1401	0	1401	0.01
Total	13304198	44050	13348248	100

Item No. 5: Special Resolution:

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

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13302797	44050	13346847	99.99
Votes against the Resolution	1401	0	1401	0.01
Total	13304198	44050	13348248	100



Item No. 6: Special Resolution:

Issuance of non-convertible debentures on private placement basis

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13302797	44050	13346847	99.99
Votes against the Resolution	1401	0	1401	0.01
Total	13304198	44050	13348248	100

Item No. 7: Special Resolution:

Increase in borrowing limits

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13302797	44050	13346847	99.99
Votes against the Resolution	1401	0	1401	0.01
Total	13304198	44050	13348248	100

Item No. 8: Special Resolution:

Raising of funds by way of External Commercial Borrowings

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13302797	44050	13346847	99.99
Votes against the Resolution	1401	0	1401	0.01
Total	13304198	44050	13348284	100

Item No. 12: Special Resolution:

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

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13302397	44050	13346447	99.99
Votes against the Resolution	1801	0	1801	0.01
Total	13304198	44050	13348248	100

Item No. 13: Ordinary Resolution:

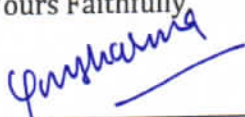
Approval for material related party transactions

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	34321	39625	73946	97.62
Votes against the Resolution	1801	0	1801	2.38
Total	36122	39625	75747	100

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

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Company Secretary of the Company duly authorized by the Board.

Thanking You,
Yours Faithfully



Yogesh Sharma
Practicing Company Secretary
C.P. No. 12366
ACS. 33235
Date: 27th September, 2019
Place: Mumbai



For TRANSWARRANTY FINANCE LIMITED



MANAGING DIRECTOR