

TFL/SEC/2018-19/12

27/09/2018

The Manager,
Corporate Relations Dept.,
BSE Ltd.,
P.J. Towers,
Dalal Street, Fort
Mumbai- 400 001

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 24th Annual General Meeting of our Company held on 26/09/2018. 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



Kumar Nair
Managing Director



Encl : as above

CIN : L65920MH1994PLC080220

Voting Results

Date of AGM	26-09-18
Record date	19-09-18
Total Number of shareholders on record date	5029
No. of shareholders present in the meeting either in person or through proxy:-	
Promoters and Promoter Group	1
Public	50
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	4



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, 2018 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	5542491	48.85	5542491	0	100.00	0.00
	Poll		1791	0.02	1791	0	100.00	0.00
	Total	11345641	5544282	48.87	5544282	0	100.00	0.00
Total		24460568	18520449	75.72	18520449	0	100.00	0.00



Kumar

TRANSWARRANTY FINANCE LIMITED

Resolution 2: To appoint a Director in place of Mr. Kumar Nair (DIN 00320541), 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?			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	5542491	48.85	5542491	0	100.00	0.00
	Poll		1791	0.02	1791	0	100.00	0.00
	Total	11345641	5544282	48.87	5544282	0	100.00	0.00
Total		24460568	5544282	22.67	5544282	0	100.00	0.00



Kumar

TRANSWARRANTY FINANCE LIMITED

Resolution 3: To ratify the appointment of M/s Rahul Gautam Divan & Associates, Chartered Accountants (Firm Registration No. 120294W) 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	0.00	0.00
Public Non-Institutions	E-Voting	11345641	5542491	48.85	5541191	1300	99.98	0.02
	Poll		1791	0.02	1791	0	100.00	0.00
	Total	11345641	5544282	48.87	5542982	1300	99.98	0.02
Total		24460568	18520449	75.72	18519149	1300	99.99	0.01



Kumar

TRANSWARRANTY FINANCE LIMITED**Resolution 4: Issuance of Non-Convertible Debentures on Private Placement Basis**

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	0.00	0.00
Public Non-Institutions	E-Voting	11345641	5542491	48.85	5542491	0	100.00	0.00
	Poll		1791	0.02	1791	0	100.00	0.00
	Total	11345641	5544282	48.87	5544282	0	100.00	0.00
Total		24460568	18520449	75.72	18520449	0	100.00	0.00



Kumar

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: Scrutinizer's Report on Remote e-voting process.

I, Yogesh Sharma, Practicing Company Secretary, have been appointed as the scrutinizer by the Board of Directors of TRANSWARRANTY FINANCE LIMITED vide Board Resolution dated 14th August,2018 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 24th Annual General Meeting (AGM) held on 26th September,2018.

The notice dated 14th August,2018 convening AGM of the Company alongwith the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders and it was also placed on the website of the Company.

The shareholders have been informed about the facility to exercise their vote at AGM by electronic means. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company.

The voting period for e-voting commenced from 22nd September,2018 at 9.00 a.m. till 25th September,2018 at 5.00 p.m. and NSDL platform was blocked thereafter and the votes cast under e-voting facility were then unblocked on 26th September,2018 in the presence of two witness who were not in the employment of the Company.

I have scrutinized and reviewed the e-voting process and based on the data downloaded from the e-voting platform provided by NSDL, I submit my following report on e-voting process.



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, 2018 and the Reports of the Directors and Auditors thereon:

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
28	18518658	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

Item No. 2: Ordinary Resolution:

To appoint a Director in place of Mr. Kumar Nair (DIN 00320541), who retires by rotation and being eligible offers himself for re-appointment:

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
26	5542491	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



Item No. 3: Ordinary Resolution:

To ratify the appointment of M/s Rahul Gautam Divan & Associates, Chartered Accountants (Firm Registration No. 120294W) as Statutory Auditors and to fix their remuneration:

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
27	18517358	99.99

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	1300	0.01

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

Item No. 4: Special Resolution:

Issuance of Non-Convertible Debenture on Private Placement Basis:

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
28	18518658	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Company Secretary.

Thanking You,

Yours Faithfully,



Yogesh Sharma
Practicing Company Secretary
C.P. No. 12366



For TRANSPARENTY FINANCE LIMITED



MANAGING DIRECTOR

Date: 26th September, 2018
Place: Mumbai

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

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman

24th Annual General Meeting of the Equity Shareholders of

TRANSWARRANTY FINANCE LIMITED

Held on Wednesday, 26th September, 2018 at Cultural Hall of Yashwantrao Chavan Pratishthan, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai-400021 at 10.00 a.m.

Dear Sir,

I Yogesh Sharma, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 24th Annual General Meeting of the Equity Shareholders **TRANSWARRANTY FINANCE LIMITED** held on Wednesday, 26th September, 2018 at Cultural Hall of Yashwantrao Chavan Pratishthan, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai-400021 at 10.00 a.m.; submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my ~~our~~ presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. There were no poll papers, which were incomplete nor were found defective.
4. The result of the Poll is as under:



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, 2018 and the Reports of the Directors and Auditors thereon:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	1791	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 2: Ordinary Resolution:

To appoint a Director in place of Mr. Kumar Nair (DIN 00320541), who retires by rotation and being eligible offers himself for re-appointment:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	1791	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 3: Ordinary Resolution:

To ratify the appointment of M/s Rahul Gautam Divan & Associates, Chartered Accountants (Firm Registration No. 120294W) as Statutory Auditors and to fix their remuneration:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	1791	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 4: Special Resolution:

Issuance of Non-Convertible Debenture on Private Placement Basis:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	1791	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



Yogesh Sharma
Practicing Company Secretary
C.P. No. 12366



For TRANSWARRANTY FINANCE LIMITED



MANAGING DIRECTOR

Date: 26th September, 2018
Place: Mumbai

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 26th September,2018.

The Board of the Company at its meeting held on 14th August,2018 had appointed me as a scrutinizer for the remote e-voting held from 22nd September,2018 at 9.00 a.m. till 25th September,2018 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 26th September,2018. The shareholders of the company holding shares as on "cut-off date" i.e. 19th September,2018 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 22nd September,2018 at 9.00 a.m. till 25th September,2018 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 26th September,2018.

At the AGM of the Company held on 26th September,2018, 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 26th September,2018.

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, 2018 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	18518658	1791	18520449	100
Votes against the Resolution	NIL	NIL	NIL	0
Total	18518658	1791	18520449	100

Item No. 2: Ordinary Resolution:

To appoint a Director in place of Mr. Kumar Nair (DIN 00320541), 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	5542491	1791	5544282	100
Votes against the Resolution	NIL	NIL	NIL	0
Total	5542491	1791	5544282	100



Item No. 3: Ordinary Resolution:

To ratify the appointment of M/s Rahul Gautam Divan & Associates, Chartered Accountants (Firm Registration No. 120294W) as Statutory Auditors and to fix their remuneration:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	18517358	1791	18519149	99.99
Votes against the Resolution	1300	NIL	1300	0.01
Total	18518658	1791	18520449	100

Item No. 4: Special Resolution:

Issuance of Non-Convertible Debenture on Private Placement Basis:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	18518658	1791	18520449	100
Votes against the Resolution	NIL	NIL	NIL	NIL
Total	18518658	1791	18520449	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



For TRANSWARRANTY FINANCE LIMITED

MANAGING DIRECTOR

Date: 26th September, 2018
Place: Mumbai