



TRANSWARRANTY FINANCE LIMITED

TFL/SEC/2015-16

29/03/2016

The Manager,
Corporate Relations Dept.,
Bombay Stock Exchange Ltd.
P. J. Towers,
Dalal Street, Fort

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

BSE Scrip Code: 532812

NSE Scrip Code: TFL

Dear Sir,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our letter dated 26/02/2016 wherein we had submitted the Postal Ballot Notice of our Subsidiary Company, Vertex Securities Limited.

Please find attached the results of the Postal Ballot of Vertex Securities Limited along with the Scrutinizer's Report, in this regard.

We request you to take the same on record.

Thanking You,

Yours Faithfully,
For Transwarranty Finance Limited

Company Secretary
Encl: As above

CIN : L65920MH1994PLC080220

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

**VERTEX SECURITIES LIMITED**

(A Subsidiary of Transwarranty Finance Limited)

Thottathil Towers, II Floor, Market Road, Ernakulam, Kochi - 682018

Telephone : 0484 - 2384848

Fax : 0484 - 2394209

Website : www.vertexbroking.com

Email : vsnl@vertexbroking.com

CIN L67120KL1993PLC007349

**Postal Ballot Voting Results**

Date of AGM/EGM	28.03.2016 (Date of declaration of Postal Ballot results)
Total Number of shareholders on record date	2498
No: of shareholders present in the meeting either in person or through proxy:- Promoters and Promoter Group Public	Not Applicable Not Applicable
No: of shareholders attended the meeting through Video Conferencing:- Promoters and Promoter Group Public	Not Applicable Not Applicable



Agenda Wise Disclosure

Resolution 1: Alteration of the Articles of Association of the Company to enable reclassification of shares

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	37792178	37792178	100	37792178	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	-	-	-	-	-	-
	Total	37792178	37792178	100	37792178	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	11568	11568	100	11568	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	56207	54932	97.73	54882	50	99.91	0.09
	Total	67775	66500	98.12	66450	50	99.92	0.08
Total		37859953	37858678	99.997	37858628	50	99.999	0.001



Resolution 2: Reclassification of the Authorized Share Capital of the Company and consequent alteration of Memorandum of Association and Articles of Association

Resolution Required:		Special Resolution						
Whether promoter/ promoter group are interested in the resolution?		Yes, to the extent of their shareholding in the Company						
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	37792178	37792178	100	37792178	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	-	-	-	-	-	-
	Total	37792178	37792178	100	37792178	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	11568	11568	100	11568	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	56207	53182	94.62	53132	50	99.91	0.09
	Total	67775	64750	95.54	64700	50	99.92	0.08
Total		37859953	37856928	99.99	37856878	50	99.99	0.01



Resolution 3: Alteration of Articles of Association of the Company by giving right to the Holding Company to exercise control over the Company

Resolution Required:		Special Resolution						
Whether promoter/ promoter group are interested in the resolution?		Yes, to the extent of their shareholding in the Company						
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)	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37792178	37792178	100	37792178	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	-	-	-	-	-	-
	Total	37792178	37792178	100	37792178	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	11568	11568	100	11568	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	56207	53182	94.62	53132	50	99.91	0.09
	Total	67775	64750	95.54	64700	50	99.92	0.08
Total		37859953	37856928	99.99	37856878	50	99.99	0.01



Resolution 4: Approval for investments/loans/guarantees/securities under Section 186 of the Companies Act, 2013

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)	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37792178	37792178	100	37792178	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	-	-	-	-	-	-
	Total	37792178	37792178	100	37792178	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	11568	11568	100	11568	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	56207	53182	94.62	53132	50	99.91	0.09
	Total	67775	64750	95.54	64700	50	99.92	0.08
Total		37859953	37856928	99.99	37856878	50	99.99	0.01



Resolution 5: Issue of Equity Shares on Preferential basis – consideration other than cash (share swap)

Resolution Required:		Special Resolution						
Whether promoter/ promoter group are interested in the resolution?		Yes, to the extent of their shareholding in the Company						
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)	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37792178	37792178	100	0	37792178	0	100
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	-	-	-	-	-	-
	Total	37792178	37792178	100	0	37792178	0	100
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	11568	11568	100	11568	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	56207	53182	94.62	53132	50	99.91	0.09
	Total	67775	64750	95.54	64700	50	99.92	0.08
Total		37859953	37856928	99.99	64700	37792228	0.17	99.83



SCRUTINIZER REPORT

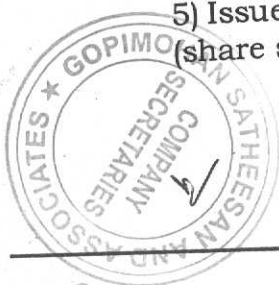
To,
The Chairman
VERTEX SECURITIES LIMITED,
Thottathil Towers, 2nd Floor,
Market Road, Kochi-682018.

Subject: Scrutinizer Report on passing of resolution through Postal Ballot under the relevant provisions of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014 and other applicable provisions if any of the companies act 2013 , along with the rules as may be prescribed therein.

Dear Sir,

In terms of Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014, the Company , vide a Board Resolution passed in Board meeting dated 22nd February 2016, has appointed me as the Scrutinizer for conducting the Postal Ballot voting process for passing the below mentioned Resolutions .

- 1) Alteration of the Articles of Association of the Company to enable reclassification of shares.
- 2) Reclassification of the Authorized Share Capital of the Company and consequent alteration of Memorandum of Association and Articles of Association
- 3) Alteration of Articles of Association of the Company by giving right to the Holding Company to exercise control over the Company.
- 4) Approval for investments/loans/guarantees/securities under Section 186 of the Companies Act, 2013.
- 5) Issue of Equity Shares on Preferential basis- consideration other than cash (share swap).



I SUBMIT MY REPORT AS UNDER :

1) The dispatch of the Postal Ballot forms to the members of the company whose names appeared on the register of members / list of beneficial owners as on 22nd February 2016 was completed on 26th February 2016.

2) As per the requirements of the Companies Act, 2013 the particulars of all the Postal Ballot forms received (through physical and electronic mode) from the members have been entered in a register maintained separately for the purpose.

3) All the Postal Ballot forms including E-Voting received upto the close of working hours on 27th March 2016 , the last day and time fixed by the company for the receipt of the ballot forms , were scrutinized by me with respect to their validity and has been recorded.

4) None of the incomplete, incorrect or unsigned Postal Ballot form has been considered.

5) The results of the postal ballot is as under

(a) Resolution No. 1 (Alteration of the Articles of Association of the Company to enable reclassification of shares)

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

Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
24	37858628	99.99

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

Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
1	50	0.0000013

(iii) **Invalid** Votes

Number of members voted in postal ballot/ e-voting	Total number of votes cast by them
2	1275

The resolution is carried out with requisite majority.



(b) Resolution No. 2 (Reclassification of the Authorised Share Capital of the Company and consequent alteration of Memorandum of Association and Articles of Association)

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

Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
23	37856878	99.99

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

Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
1	50	0.0000013

(iii) **Invalid** Votes

Number of members voted in postal ballot/ e-voting	Total number of votes cast by them
3	3025

The resolution is carried out with requisite majority.

(c) Resolution No. 3 (Alteration of Articles of Association of the Company by giving right to the Holding Company to exercise control over the Company)

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

Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
23	37856878	99.99

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

Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
1	50	0.0000013

(iii) **Invalid** Votes

Number of members voted in postal ballot/ e-voting	Total number of votes cast by them
3	3025



The resolution is carried out with requisite majority.

(d) Resolution No. 4 (Approval for investments/loans/guarantees/securities under Section 186 of the Companies Act,2013)

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

Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
23	37856878	99.99

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

Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
1	50	0.0000013

(iii) **Invalid** Votes

Number of members voted in postal ballot/ e-voting	Total number of votes cast by them
3	3025

The resolution is carried out with requisite majority.

(e) Resolution No. 5 (Issue of Equity Shares on Preferential basis- consideration other than cash (share swap))

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

Number of members voted in postal ballot/ e-voting)	Number of votes cast by them	% of total number of valid votes cast
21	64700	0.17

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



Number of members voted in postal ballot/ e-voting	Number of votes cast by them	% of total number of valid votes cast
3	37792228	99.82

(iii) **Invalid Votes**

Number of members voted in postal ballot/ e-voting	Total number of votes cast by them
3	3025

The resolution is not passed with requisite majority.

- 6) The Postal Ballot forms and other related papers, registers and records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



K.P Gopimohan

Membership No. FCS 7110
Certificate of Practice No. 2912

Place: Cochin

Dated: 28.03.2016

