



TRANSWARRANTY FINANCE LIMITED

TFL\SEC\2017\46

21/12/2017

The Manager,
Corporate Relations Dept.,
Bombay Stock Exchange 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: Proceedings of the Court Convened Meeting of the Company

Please find enclosed herewith the proceedings of the Court Convened Meeting of the shareholders of our Company held on 21st December, 2017 pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of the said Regulations.

We request you to kindly take the same on record.

Thanking you

Yours faithfully,
For Transwarranty Finance Limited


Company Secretary



Encl : as above

CIN : L65920MH1994PLC080220

403, Regent Chambers, Nariman Point, Mumbai - 400 021. • Tel : 6630 6090 / 2204 7965
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TRANSWARRANTY FINANCE LIMITED

**Proceedings of the Court Convened Meeting of the Equity Shareholders of
Transwarranty Finance Limited held on
Thursday, 21st December, 2017 at 9.30 A.M at Mumbai**

The meeting of Equity shareholders of the Company was duly held on Thursday, 21st December, 2017 at 9.30 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai-400001 pursuant to the directions of National Company Law Tribunal (NCLT), Mumbai Bench.

The meeting was chaired by Mr. Ramachandran Unnikrishnan, Chairman appointed by NCLT for conducting the meeting.

Chairman confirmed that the required quorum is present and called the meeting to order at 9.30 a.m. and conducted the proceedings.

The Chairman extended a warm welcome to the Members present at the NCLT convened meeting.

The Chairman informed that requisite Registers and documents referred to in the notice of NCLT meeting were available for inspection of members during the meeting.

The Chairman explained that the NCLT on 8th November, 2017 has admitted the Company Scheme Application No. 955 of 2017 and directed Transwarranty Finance Limited to convene a shareholders meeting to seek their approval for the proposed arrangement embodied in the Scheme of Amalgamation of Transwarranty Consultants Pvt. Ltd. ('TCPL' or 'the Transferor Company') with Transwarranty Finance Limited ('TFL' or 'the Transferee Company') and their respective shareholders.

Thereafter Chairman gave a brief background about the salient features of the Scheme filed by the Company with NCLT which are as follows:

- i. The Scheme, inter alia, deals with the amalgamation of Transwarranty Consultants Private Limited ('TCPL') with Transwarranty Finance Limited ('TFL') and various



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other matters consequential to amalgamation or otherwise integrally connected therewith pursuant to the provisions of Sections 230 to 232 read with Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 in the manner provided for in the Scheme.

- ii. The Amalgamation would have the following benefits:
 - a. Simplification of Group Structure; and
 - b. Rationalization of administrative costs
- iii. He further informed that on the scheme becoming effective, TCPL shall stand dissolved without being wound-up.

He then informed that the notice dated 13th November, 2017, convening the meeting of the equity shareholders of the Company, along with the Scheme, Explanatory Statement and other relevant annexures under Section 102 and other applicable provisions of the Companies Act, 2013 was sent via courier/e-mail on 15th November, 2017.

The Chairman then provided an opportunity to the members to speak at the meeting and raise queries. The Chairman addressed the queries regarding the Scheme and conducted the voting by Poll for those shareholders who have not voted through remote e-voting.

“To approve the Scheme of Amalgamation of Transwarranty Consultants Private Limited with Transwarranty Finance Limited and their respective Shareholders”

The above agenda item was put forth before the members present at the Meeting.

Mr. Yogesh Sharma, Practicing Company Secretary (Membership No. 33235 & COP No. 12366), was the scrutinizer appointed for the Meeting.

The Chairman then informed the members that a consolidated report on total votes casted in favour and against would be submitted by the Scrutinizer to the Chairman within 48 hours of the conclusion of the meeting and the same would be forthwith declared by the Company by publishing it on its website, the website of NSDL and by notifying to the Stock Exchanges where the shares of the Company are listed and posting it on the Notice Board of the Company.



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The meeting concluded with a vote of thanks.

Yours Faithfully,

For Transwarranty Finance Limited



Sreedhar H.

Company Secretary

