



TRANSWARRANTY FINANCE LIMITED

TFL\SEC\2017\32

12/10/2017

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: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) – Scheme of Amalgamation

This is to inform the Exchanges that the Board of Directors of our Company at its meeting held today i.e. on 12th October, 2017 has considered and approved a Scheme of Amalgamation for merger of Transwarranty Consultants Private Limited, a wholly-owned subsidiary of the Company with the Company.

The scheme is subject to necessary statutory and regulatory approvals including the approvals of National Company Law Tribunal, the respective shareholders and creditors if any, of each of the companies involved in the scheme.

The information pursuant to Regulation 30 of LODR read SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as '**Annexure A**'.

We request you to take the same on record.

Thanking You,

For Transwarranty Finance Limited

Company Secretary



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**

Annexure A

1. Details of Transferor and Transferee Company:

Transferor Company: Transwarranty Consultants Private Limited (TCPL) is a wholly owned subsidiary of the Company. The net worth of TCPL as on 31.03.2017 is Rs.3,88,930. The turnover as on 31.03.2017 is Rs. 25,000.

TCPL is engaged in the business of Management and Financial Consultation and Advisory Services.

Transferee Entity: Transwarranty Finance Limited (TFL) is currently listed on BSE Limited and The National Stock Exchange of India Limited. The net worth of TFL as on 31.03.2017 is Rs. 57,84,44,970 and turnover as on 31.03.2017 is Rs. 118,561,730.

TFL is engaged in providing Financial Services, both Advisory and Fund Based Lending.

2. Rationale for the Proposed Scheme:

The amalgamation of Transwarranty Consultants Private Limited with Transwarranty Finance Limited would have the following benefits:

- Simplification of Group Structure; and
- Rationalization of administrative costs

3. Nature of consideration:

The entire issued, subscribed and paid-up equity share capital of the Transferor Company is held by the Transferee Company and its nominees. Upon the Scheme becoming effective, no shares of the Transferee Company shall be issued or allotted in lieu or exchange of its holding in the Transferor Company and the equity share capital of the Transferor Company, as on Effective Date, shall stand cancelled.

4. Details of change in shareholding pattern:

There will be no change in shareholding pattern of the Transferee Company pursuant to the proposed scheme as no shares are being issued by the Transferee Company in consideration of the proposed scheme.


