



# TRANSWARRANTY FINANCE LIMITED

16/11/2017

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 & Disclosure Requirements), Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith is the Notice dated November 13, 2017 for convening the Meeting of the Equity Shareholders of Transwarranty Finance Limited as directed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Transwarranty Consultants Private Limited ('TCPL' or 'the Transferor Company') with Transwarranty Finance Limited ('TFL' or 'the Transferee Company') and their respective shareholders.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
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



# Transwarranty Finance Limited

CIN : L65920MH1994PLC080220

Registered Office : 403, Regent Chambers, Nariman Point, Mumbai - 400 021

Phone - 40010900, Fax - 40010999, Website - www.transwarranty.com

Email : mail@transwarranty.com

## NOTICE OF MEETING OF THE MEMBERS OF TRANSWARRANTY FINANCE LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

|              | Meeting of Members of Transwarranty Finance Limited                                                        |
|--------------|------------------------------------------------------------------------------------------------------------|
| <b>Day</b>   | Thursday                                                                                                   |
| <b>Date</b>  | 21st December, 2017                                                                                        |
| <b>Time</b>  | 9.30 a.m.                                                                                                  |
| <b>Venue</b> | M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 |

|                              | PARTICULARS OF E-VOTING                     |
|------------------------------|---------------------------------------------|
| <b>Start Date &amp; Time</b> | Monday, 18th December, 2017 at 9.00 a.m.    |
| <b>End Date &amp; Time</b>   | Wednesday, 20th December, 2017 at 5.00 p.m. |

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| 3.      | Scheme of Amalgamation of Transwarranty Consultants Private Limited ('TCPL' or 'the Transferor Company') with Transwarranty Finance Limited ('TFL' or 'the Transferee Company') and their respective shareholders ('the Scheme' or 'this Scheme') | 15 - 30   |
| 4.      | Copy of the acknowledgement issued by BSE and NSE upon filing of Scheme of Amalgamation                                                                                                                                                           | 31 - 32   |
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**Form CAA 2 [Pursuant to Section 230(3) and Rule 6 of Companies (Compromises, Arrangements & Amalgamations) Rules]**

**COMPANY SCHEME APPLICATION NO. 955 OF 2017**

**Transwarranty Finance Limited ..... the Applicant Company**

**NOTICE OF THE MEETING OF MEMBERS**

Notice is hereby given that by an Order dated 8<sup>th</sup> November, 2017 the National Company Law Tribunal, Mumbai bench has directed a Meeting of Members of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification, the arrangement embodied in the Scheme of Amalgamation of Transwarranty Consultants Private Limited ('TCPL' or 'the Transferor Company') with Transwarranty Finance Limited ('TFL' or 'the Transferee Company') and their respective shareholders ("Scheme" or "the Scheme").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of members of the said Applicant company will be held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 on Thursday the 21<sup>st</sup> December, 2017 at 9.30 a.m at which time and place the said members are requested to attend to transact the following business:

To consider and, if thought fit, approve with or without modification(s), the following Resolution under Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company for approval of the arrangement embodied in the Scheme of Amalgamation of TCPL with TFL and their respective shareholders.

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with section 52 of the Companies Act, 2013 read with the relevant Rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, as may be applicable, or any statutory amendment thereof and enabling provisions in the Company's Memorandum of Association and Articles of Association and subject to requisite approval, consents, sanctions and permissions of BSE Limited, the National Stock Exchange of India Limited (together the "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI"), shareholders, creditors, National Company Law Tribunal ("NCLT"), the Central Government and other regulatory authorities, as may be necessary, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, consent of the Board be and is hereby accorded to the Scheme of Amalgamation of Transwarranty Consultants Private Limited ('TCPL' or 'the Transferor Company') with Transwarranty Finance Limited ('TFL' or 'the Transferee Company') and their respective shareholders.”

Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013, along with Copy of the Scheme and other annexures including Proxy Form and Attendance Slip are enclosed herewith. Copies of the said Scheme and of the statement under Section 230 can be obtained free of charge at the registered office of the Company or at the office of its advocates M/s Rajesh Shah & Co. at 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Mumbai - 400 001. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company at 403, Regent Chambers, Nariman Point, Mumbai – 400021 not later than 48 hours before the Meeting.

Forms of Proxy can be obtained at the Registered Office of the Company.

In accordance with the applicable regulatory provisions, in addition to casting of votes on Poll at the Meeting, the company has provided the members with the facility for casting their votes by way of voting electronically from a place other than venue of general meeting ("remote e-voting") facility offered by National Securities depository Limited (NSDL). The Shareholders may refer to the Notes to this Notice for further details on remote e-voting. The voting rights of the members shall be in proportion to their equity shareholding in the company as on closure of business hours on 3<sup>rd</sup> November, 2017 ("Cut-Off Date")

The Tribunal has appointed Mr. Kumar Nair, Chairman & Managing Director, of the Applicant Company, and failing him, Mr. Ramachandran Unnikrishnan, Director & CFO, of the Applicant Company and failing him, Mr. Sudharsanan Nair, Director of the Applicant Company as the Chairperson of the said Meeting. The above mentioned Amalgamation, if approved by the Meeting, shall be subject to the subsequent approval of the NCLT.

**Place:** Mumbai

**Dated :** 13<sup>th</sup> November, 2017

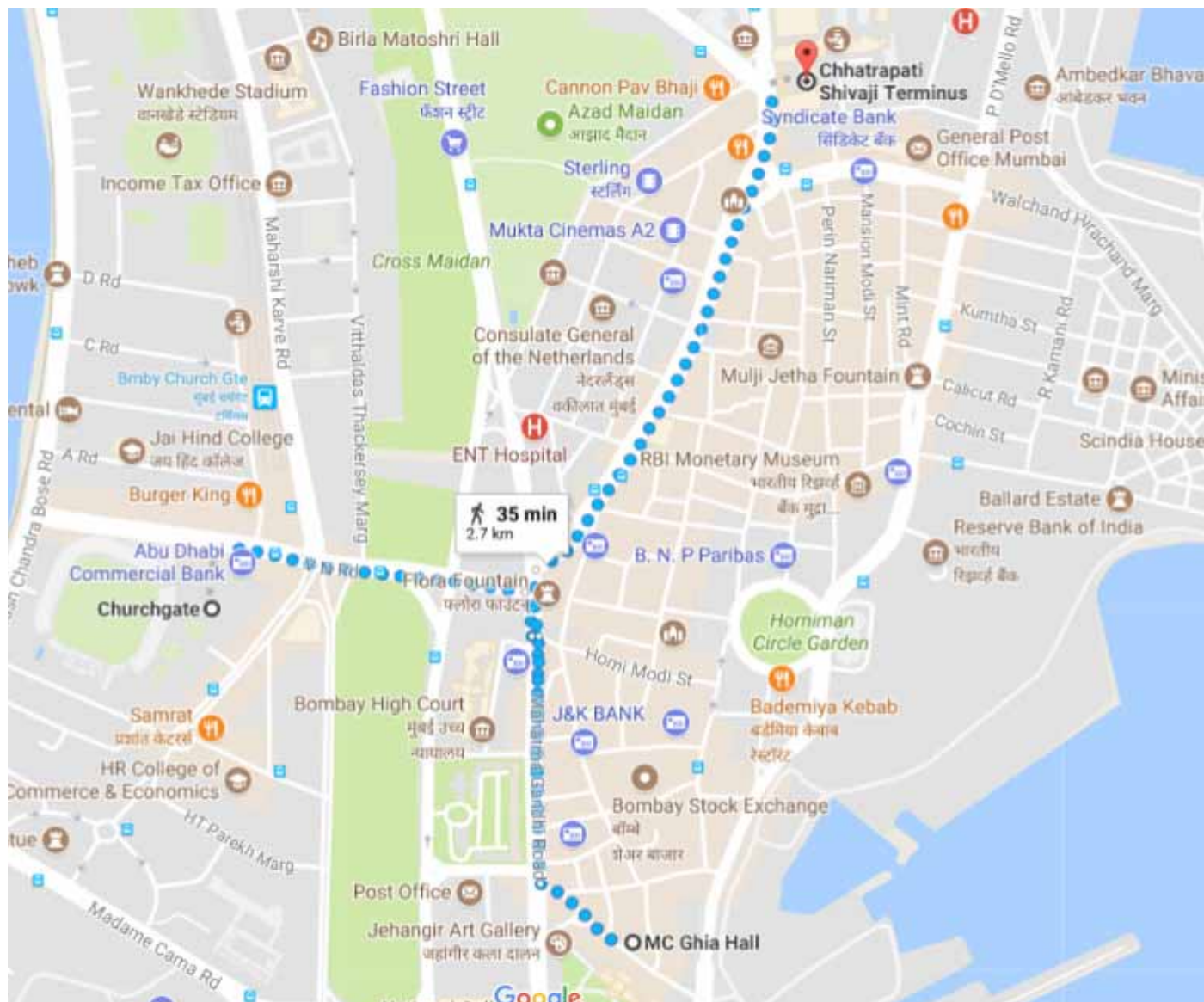
Sd/-

Ramachandran Unnikrishnan

DIN: 00493707

Chairperson appointed for the Meeting

A route map along with prominent landmark for easy location to reach the venue of the Meeting is given below:



**Notes:**

1. A member entitled to attend and vote is entitled to appoint one or more Proxies to attend and vote instead of himself and a Proxy need not be a member. The instrument appointing a Proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. All alterations made in the Form of Proxy should be initialed.
3. The Members of the Company whose names appearing in the records of the Company as on 3<sup>rd</sup> November, 2017 shall be eligible to attend and vote at the Meeting of the Members of the Company. Only Members of the Company may attend and vote (either in person or by Proxy or by authorized representative under applicable provisions of the Companies Act) at the Members' Meeting. The authorized representative of a body corporate which is a member of the Company may attend and vote at the Meeting provided a certified true copy of the Resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend the Meeting is deposited at the Registered Office of the Company not later than 48 hours before the scheduled time of the commencement of Meeting.
4. A person can act as a Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or member. In case of joint holders attending the Meeting, only such joint holder who is higher in the Order of names will be entitled to vote at the Meeting.
5. A member or his/her Proxy is requested to bring the copy of the Notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the Meeting venue.
6. Registered Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID details for easy identification of the attendance at the Meeting.
7. Members are informed that in case of joint holders attending the Meeting, only such joint holders whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to vote. The Notice is being sent to all Members, whose name appeared in the Register of Members as on 3<sup>rd</sup> November, 2017. This notice of the meeting of the members of the Company is also displayed/ posted on the website of the Company – [www.transwarranty.com](http://www.transwarranty.com) and on the website of NSDL.
8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant Company.
9. Foreign Portfolio Investors (FPIs), if any, who are registered members of the Company would be required to deposit certified copies of Custodial resolutions/Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the registered office of the Company not later than 48 hours before the meeting.
10. The Notice convening the meeting will be published through advertisement in Free Press Journal in the English language and translation thereof in Navshakti in the Marathi language (both Mumbai Editions).
11. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS – 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the General Meeting ("remote e-voting") using an electronic voting system provided by NSDL. Please note that e-voting is optional. The instructions to e-voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner.
12. The remote e-voting period will commence on Monday, 18<sup>th</sup> December, 2017 (09:00 am IST) and will end on Wednesday, 20<sup>th</sup> December, 2017 (05:00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3<sup>rd</sup> November, 2017, may cast their votes through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 05:00 pm (IST) on 20<sup>th</sup> December, 2017 and remote e-voting shall not be allowed beyond the said time.
13. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being 3<sup>rd</sup> November, 2017.
14. Once the vote on a resolution is cast by a shareholder through remote e-voting, he/she/it shall not be allowed to change it subsequently.
15. It is clarified that votes may be cast by shareholders by e-voting and casting of votes by e-voting does not disentitle them from attending the meeting. Shareholder after exercising his right to vote through e-voting shall not be allowed to vote again at the meeting.

16. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice and holding shares as of the cut-off date, i.e. 3<sup>rd</sup> November, 2017, may refer to this Notice of the Company, posted on Company's website [www.transwarranty.com](http://www.transwarranty.com) for detailed procedure with regard to remote e-voting. The Notice shall also be available at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Any person who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
17. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the meeting.
18. If a Member cast votes by both modes i.e. remote e-voting and Poll papers at the meeting, then voting done through remote e-voting shall prevail and Poll paper shall be treated as invalid.
19. The Company has appointed Mr. Yogesh Sharma, Practicing Company Secretary (Membership No. 33235) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of meeting, count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the meeting to the Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
21. The resolution will be deemed to be passed on the meeting date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website [www.transwarranty.com](http://www.transwarranty.com) and on NSDL website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman.

**22. The instructions for members for voting electronically are as under:-**

I. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Transwarranty Finance Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csymsharma@gmail.com](mailto:csymsharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

| EVEN (Remote e-voting<br>Event Number) | USER ID | PASSWORD/PIN |
|----------------------------------------|---------|--------------|
|----------------------------------------|---------|--------------|

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.  
*NOTE: Shareholders who forgot the User Details/Password can use “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).*  
*In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*  
*In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).*
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3<sup>rd</sup> November, 2017.
- VI. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 3<sup>rd</sup> November, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH, AT MUMBAI**

**IN THE MATTER OF THE COMPANIES ACT,  
2013**

**AND**

**IN THE MATTER OF AMALGAMATION OF  
TRANSWARRANTY CONSULTANTS PRIVATE  
LIMITED**

**(‘TCPL’ OR ‘THE TRANSFEROR COMPANY’)**

**WITH TRANSWARRANTY FINANCE LIMITED**

**(‘TFL’ OR ‘THE TRANSFeree COMPANY’)**

**AND THEIR RESPECTIVE SHAREHOLDERS**

**AND**

**IN THE MATTER OF SECTION 230 READ WITH  
SECTION 232 OF THE COMPANIES ACT, 2013  
AND OTHER APPLICABLE PROVISIONS OF  
THE COMPANIES ACT, 2013**

**Transwarranty Finance Limited..... the Transferee Company / Company**

**EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 102 OF THE COMPANIES ACT 2013 FOR THE MEETING OF MEMBERS OF TRANSWARRANTY FINANCE LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

In this Statement, Transwarranty Consultants Private Limited is hereinafter referred to as ‘TCPL’ or ‘the Transferor Company’ and Transwarranty Finance Limited is hereinafter referred to as ‘TFL’ or ‘the Transferee Company’ or ‘the Applicant Company’. The other definitions contained in the Scheme will apply to this Explanatory Statement also. The following Statement as required under Section 230(3) read with Section 102 of the Companies Act, 2013 sets forth the details of the proposed Scheme, its effects and, in particular any material interests of the Directors in their capacity as Members.

1. Pursuant to an Order dated 8<sup>th</sup> November, 2017 passed by the National Company Law Tribunal Bench at Mumbai in the Company Scheme Application No. 955 of 2017 referred to hereinabove, a Meeting of the Members of Transwarranty Finance Limited is being convened and held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> floor, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 on Thursday, the 21<sup>st</sup> December, 2017 at 9.30 a.m. for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of TCPL with TFL and their respective shareholders (‘the Scheme’ or ‘this Scheme’).
2. The draft Scheme of Amalgamation was placed before the Audit Committee and the Board of Directors of TFL at its Meeting held on 12<sup>th</sup> October, 2017.
3. Based upon the recommendations of the Audit Committee and on the basis of the evaluations, the Board of Directors of the Transferee Company has come to the conclusion that the Scheme is in the best interest of the Company and its shareholders.
4. A copy of the Scheme as approved by the Board of Directors of TFL is enclosed herewith.
5. **BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:**

**Transwarranty Consultants Private Limited (‘TCPL’ or ‘Transferor Company’)**

- 5.1 The Transferor Company was incorporated under the Companies Act, 2013, on the 23<sup>rd</sup> day of March, 2017 in the State of Maharashtra in the name of Transwarranty Consultants Private Limited.
- 5.2 The Registered Office of TCPL is situated at 403, Regent Chambers, Nariman Point, Mumbai - 400021. The e-mail id of TCPL is [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com).
- 5.3 The Authorised, Issued, Subscribed and Paid-up share capital of TCPL as on 31st March, 2017 was as under:

| Particulars                                          | Amount (in Rs.) |
|------------------------------------------------------|-----------------|
| <b>Authorised Capital</b>                            |                 |
| 50,000 equity shares of Rs. 10/- each                | 5,00,000        |
| <b>Total</b>                                         | <b>5,00,000</b> |
| <b>Issued, Subscribed and Paid-up Capital</b>        |                 |
| 40,000 equity shares of Rs. 10/- each, fully paid up | 4,00,000        |
| <b>Total</b>                                         | <b>4,00,000</b> |

Subsequent to March 31, 2017 and till the date of passing of Board Resolution there is no change in the Authorized, Issued, Subscribed and Paid-up share capital of TCPL. TCPL is wholly owned subsidiary of the Transferee Company.

5.4 The shares of TCPL are not listed on any stock exchanges.

5.5 The objects of TCPL are set out in the Memorandum of Association. They are briefly as under:-

“III. The Objects for which the Company is established are:

**(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. *“To carry on the business of Management Consultants, Advisors, on all aspects of Finance and Commercial matters, Asset Management Company or to sponsor the setup of Mutual Fund, Asset Management Company, Trustee Company and to carry on the business of and to act as Money Changers, Brokers and Sellers of all Foreign Currencies, to take positions, to hold operate and transact in foreign currencies by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travelers cheques, credit cards and all instruments in any currency, or to act as a lead manager and carry on any activity of the issue management including preparation of prospectus and other information relating to the issue, determining financial structure, tie up of financiers and final Allotment and refund of the subscription and to act as advisors, consultant, underwriter, subject to the approval of regulatory authorities as may be applicable.”*

There have been no changes in the Objects of TCPL since the date of incorporation.

**Transwarranty Finance Limited (‘TFL’ or ‘Transferee Company’)**

5.6 The Transferee Company was incorporated under the Companies Act, 1956, in the State of Maharashtra in the name of Trans Warranty Finance Limited on 9th day of August, 1994. Subsequently, name of the Transferee Company was changed from Trans Warranty Finance Limited to Transwarranty Finance Limited and consequently fresh certificate of incorporation dated 8th day of July, 2005 was issued by the Registrar of Companies, Maharashtra.

5.7 The Registered Office of TFL is situated at 403, Regent Chambers, Nariman Point, Mumbai - 400021. The e-mail id of TFL is companysecretary@transwarranty.com.

5.8 The Authorised, Issued, Subscribed and Paid-up share capital of TFL as on 31st March, 2017 was as under:

| Particulars                                               | Amount (in Rs.)     |
|-----------------------------------------------------------|---------------------|
| <b>Authorised Capital</b>                                 |                     |
| 3,10,00,000 equity shares of Rs. 10/- each                | 31,00,00,000        |
| <b>Total</b>                                              | <b>31,00,00,000</b> |
| <b>Issued, Subscribed and Paid-up Capital</b>             |                     |
| 2,44,60,568 equity shares of Rs. 10/- each, fully paid up | 24,46,05,680        |
| <b>Total</b>                                              | <b>24,46,05,680</b> |

Subsequent to March 31, 2017 and till the date of passing of Board Resolution there is no change in the Authorized, Issued, Subscribed and Paid-up share capital of TFL.

5.9 The shares of TFL are listed on BSE Limited and National Stock Exchange of India Limited.

5.10 The objects of TFL are set out in the Memorandum of Association. They are briefly as under:-

“III. The Objects for which the Company is established are:

**(A) FEW OF THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

2.

- a. *“To carry on the business of a leasing and hire purchase, finance company, venture capital to undertake all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, factories, moveable and immovable property, to arrange or syndicate leasing or hire purchase business.*
- b. *To undertake bills discounting business to purchase, finance, discount, re-discount bills of exchange, to act as a discount & acceptance house, to arrange acceptance or co-acceptance of bills, to buy, sell, lease or finance the buying and selling and trading in immovable property, land, buildings, real estate, factories, to borrow, to lend, to negotiate, loans, to transact business as promoters financiers, monetary agents.*
- c. *To carry on the business of a company established with the object of financing industrial enterprises within the meaning of Section 370 of the Companies Act, 1956, to promote of finance the promotion of joint portfolio management, advisory and counseling services, to undertake factoring, to purchase the book debts and receivable of companies and to lend or give credit against the same.*
- d. *To carry on business of merchant banking and to that effect promote the formation and mobilisation of capital and to manage capital, savings and investment.*

- e. *To act as a Broker for Stocks, Securities and Derivatives like futures and options and to acquire, hold and sale membership of any Stock Exchange in India or outside India, whether recognized or not and for that purpose to carry on the business as Share, Securities and Derivatives Broking Company and to underwrite, sub-underwrite, to invest in with or without interest or security and to acquire by Purchase, Transfer, Subscription, Bidding, Auction, Gift or otherwise and to hold, sell, buy, arbitrage, or otherwise deal in shares, debentures, debenture-stock, bonds, units, obligations securities and derivatives issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere for the company itself or on behalf of its client and to manage shares, stocks, securities and finance."*

There have been no changes in the Objects of TFL in last five years.

## 6. BACKGROUND OF THE SCHEME

- 6.1 The Applicant Company is engaged in providing Financial Services, both Advisory and Fund Based Lending.
- 6.2 The Scheme provides for the Amalgamation of TCPL with TFL and various other matters consequential or otherwise integrally connected herewith.
- 6.3 On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound-up.

## 7. RATIONALE OF THE SCHEME

The amalgamation of TCPL with TFL would have the following benefits:

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

## 8. SALIENT FEATURES OF THE SCHEME

8.1 Salient features of the scheme are set out as below:

- The Scheme of Amalgamation is presented under Section 230 to Section 232 and other applicable provisions of the Companies Act, 2013 for Amalgamation of TCPL with TFL and various other matters consequential or otherwise integrally connected herewith.
- TCPL and TFL shall make petitions under Section 230 read with Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to the respective jurisdictional benches of the National Company Law Tribunal ('NCLT') for sanction of this Scheme and all matters ancillary or incidental thereto.
- 'Appointed Date' for the Scheme is 1<sup>st</sup> May, 2017.
- 'Effective Date' means, for the purpose of this Scheme, the date on which all the conditions specified in Clause 15 of the Scheme are complied with and the Scheme shall become effective. References in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date.
- The entire issued, subscribed and paid-up equity share capital of the Transferor Company is held by the Transferee Company. 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.

## 9. DISCLOSURES WITH STOCK EXCHANGES

- 9.1 Pursuant to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Regulation 37 of the SEBI Listing Regulations, scheme which provide for merger of a Wholly owned subsidiaries (WoS) with the parent company shall not be required to be filed with SEBI. Such schemes shall be filed with stock exchanges for the limited purpose of disclosures only. Pursuant to said circular, the Transferee Company had filed draft Scheme with BSE and NSE. A copy of the acknowledgement issued by BSE and NSE upon filing of Scheme of Amalgamation are enclosed herewith.

## 10. SHAREHOLDING PATTERN POST SCHEME

10.1 Pre-amalgamation capital structure of the Transferor Company is mentioned in paragraph 5.3 above.

10.2 A pre and post-amalgamation capital structure of the Transferee Company is as follows :

| Particulars                                         | Pre Scheme as<br>on 31 <sup>st</sup> March, 2017 |              | Post Scheme   |              |
|-----------------------------------------------------|--------------------------------------------------|--------------|---------------|--------------|
|                                                     | No. of Shares                                    | Amount in Rs | No. of Shares | Amount in Rs |
| <b>Authorised Share Capital</b>                     |                                                  |              |               |              |
| Equity Shares of Rs. 10 each                        | 3,10,00,000                                      | 31,00,00,000 | 3,10,00,000   | 31,00,00,000 |
| <b>Issued, Subscribed and Paid-up Share Capital</b> |                                                  |              |               |              |
| Equity Shares of Rs. 10/- each, fully paid up       | 2,44,60,568                                      | 24,46,05,680 | 2,44,60,568   | 24,46,05,680 |

## 11. PRE AND POST SCHEME SHAREHOLDING PATTERN

11.1 The pre amalgamation shareholding pattern of the Transferor Company as on 31<sup>st</sup> March, 2017 is as follows:

| Sr. No       | Name of shareholder                                          | No of Equity shares held | %             |
|--------------|--------------------------------------------------------------|--------------------------|---------------|
| 1.           | Transwarranty Finance Limited                                | 39,994                   | 99.9850       |
| 2.           | Roby Sasidharan (Nominee of Transwarranty Finance Limited)   | 1                        | 0.0025        |
| 3.           | Ratnakar Rai (Nominee of Transwarranty Finance Limited)      | 1                        | 0.0025        |
| 4.           | Raviraja Poojary (Nominee of Transwarranty Finance Limited)  | 1                        | 0.0025        |
| 5.           | Sachin Patil (Nominee of Transwarranty Finance Limited)      | 1                        | 0.0025        |
| 6.           | Gayatri Koulgi (Nominee of Transwarranty Finance Limited)    | 1                        | 0.0025        |
| 7.           | Rajeshree Mahadik (Nominee of Transwarranty Finance Limited) | 1                        | 0.0025        |
| <b>TOTAL</b> |                                                              | <b>40,000</b>            | <b>100.00</b> |

11.2 The pre and post scheme shareholding pattern of Transferee Company as on March 31, 2017 is as follows:

| Sr. No     | Description                                                           | Pre-Merger shareholding |              | Post-Merger shareholding |              |
|------------|-----------------------------------------------------------------------|-------------------------|--------------|--------------------------|--------------|
|            |                                                                       | Number of shares        | % (A+B)      | Number of shares         | % (A+B)      |
| <b>(A)</b> | <b>PROMOTER AND PROMOTER GROUP</b>                                    |                         |              |                          |              |
| <b>(1)</b> | <b>Indian</b>                                                         |                         |              |                          |              |
| (a)        | Individuals/Hindu Undivided Family                                    | 13092210                | 53.52        | 13092210                 | 53.52        |
| (b)        | Bodies Corporate                                                      | 0                       | 0            | 0                        | 0            |
| (c)        | Others                                                                | 0                       | 0            | 0                        | 0            |
|            | <b>Sub-Total A(1):</b>                                                | <b>13092210</b>         | <b>53.52</b> | <b>13092210</b>          | <b>53.52</b> |
| <b>(2)</b> | <b>Foreign</b>                                                        |                         |              |                          |              |
| (a)        | Individuals (Non-Residents Individuals / Foreign Individuals)         | 22717                   | 0.09         | 22717                    | 0.09         |
|            | <b>Sub-Total A(2) :</b>                                               | <b>22717</b>            | <b>0.09</b>  | <b>22717</b>             | <b>0.09</b>  |
|            | <b>Total A=A(1)+A(2)</b>                                              | <b>13114927</b>         | <b>53.62</b> | <b>13114927</b>          | <b>53.62</b> |
| <b>(B)</b> | <b>PUBLIC SHAREHOLDING</b>                                            |                         |              |                          |              |
| <b>(1)</b> | <b>INSTITUTIONS</b>                                                   | -                       | -            | -                        | -            |
| (a)        | Mutual Funds                                                          | -                       | -            | -                        | -            |
| (b)        | Venture Capital Funds                                                 | -                       | -            | -                        | -            |
| (c)        | Alternative Investment Funds                                          | -                       | -            | -                        | -            |
| (d)        | Foreign Venture Capital Investors                                     | -                       | -            | -                        | -            |
| (e)        | Foreign Portfolio Investors                                           | -                       | -            | -                        | -            |
| (f)        | Financial Institutions/ Banks                                         | -                       | -            | -                        | -            |
| (g)        | Insurance Companies                                                   | -                       | -            | -                        | -            |
| (h)        | Provident Funds / Pension Funds                                       | -                       | -            | -                        | -            |
| (i)        | Any other                                                             | -                       | -            | -                        | -            |
|            | <b>Sub-Total B(1) :</b>                                               |                         |              |                          |              |
| <b>(2)</b> | <b>Non-Institutions</b>                                               |                         |              |                          |              |
| (a)        | Individuals                                                           |                         |              |                          |              |
|            | (i) Individuals holding nominal share capital upto Rs. 2 lakhs        | 2221539                 | 9.08         | 2221539                  | 9.08         |
|            | (ii) Individuals holding nominal share capital in excess of Rs.2 lakh | 947467                  | 3.87         | 947467                   | 3.87         |
| (b)        | NBFC registered with RBI                                              | 0                       | 0            | 0                        | 0            |
| (c)        | Employee Trusts                                                       | 0                       | 0            | 0                        |              |

| Sr. No | Description                          | Pre-Merger shareholding |              | Post-Merger shareholding |              |
|--------|--------------------------------------|-------------------------|--------------|--------------------------|--------------|
|        |                                      | Number of shares        | % (A+B)      | Number of shares         | % (A+B)      |
| (d)    | Overseas Depositories (holding DRs)  | 0                       | 0            | 0                        | 0            |
| (e)    | Others                               | 8176635                 | 33.43        | 8176635                  | 33.43        |
|        | <b>Sub-Total B(2) :</b>              | <b>11345641</b>         | <b>46.38</b> | <b>11345641</b>          | <b>46.38</b> |
|        | <b>Total B=B(1)+B(2) :</b>           | <b>11345641</b>         | <b>46.38</b> | <b>11345641</b>          | <b>46.38</b> |
| (C)    | <b>Shares held by Employee Trust</b> | 0                       | 0            | 0                        | 0            |
|        | <b>Total C</b>                       | <b>0</b>                | <b>0</b>     | <b>0</b>                 | <b>0</b>     |
|        | <b>Total (A+B+C) :</b>               | <b>24460568</b>         | <b>100</b>   | <b>24460568</b>          | <b>100</b>   |

**Note:**

1. TFL holds the entire share capital of TCPL alongwith its nominees. Hence, no shares will be issued to TCPL pursuant to merger of TCPL into TFL.
2. TFL being a listed entity the shareholding is subject to change.

**12. EXTENT OF SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) :**

- 12.1 The Directors and KMP of TCPL and TFL may be deemed to be concerned and/ or interested in the Scheme only to the extent of their shareholding in their respective companies, or to the extent the said Directors/KMP are the partners, directors, members of the companies, firms, association of persons, body corporate and/ or beneficiary of trust that holds shares in any of the companies. Save as aforesaid, none of the directors, or the manager or the KMP of TCPL or TFL has any material interest in the Scheme.
- 12.2 The details of the present directors and KMP of the Transferor Company and their respective shareholdings in the Transferor Company and the Transferee Company as on 31<sup>st</sup> March, 2017 are as follows:

| Sr. No. | Name             | Designation | Shares held in the Transferor Company | Shares held in the Transferee Company |
|---------|------------------|-------------|---------------------------------------|---------------------------------------|
| 1.      | Roby Sasidharan  | Director    | 1                                     | 3,404                                 |
| 2.      | Ratnakar Rai     | Director    | 1                                     | 10,109                                |
| 3.      | Raviraja Poojary | Director    | 1                                     | 160                                   |

- 12.3 The details of the present directors and KMP of the Transferee Company and their respective shareholdings in the Transferor Company and the Transferee Company as on 31<sup>st</sup> March, 2017 are as follows:

| Sr. No. | Name                      | Designation                  | Shares held in the Transferor Company | Shares held in the Transferee Company |
|---------|---------------------------|------------------------------|---------------------------------------|---------------------------------------|
| 1.      | Kumar Nair                | Chairman & Managing Director | -                                     | 1,27,08,694                           |
| 2.      | Ramachandran Unnikrishnan | Director & CFO               | -                                     | 2,66,909                              |
| 3.      | Pravin D Khatau           | Director                     | -                                     | 2,500                                 |
| 4.      | Sudharsanan Nair          | Director                     | -                                     | 500                                   |
| 5.      | Nirmala Sachin Parab      | Director                     | -                                     | 0                                     |
| 6.      | Sreedhar Hirimbi          | Company Secretary            | -                                     | 425                                   |

**13. GENERAL**

- 13.1 The Transferor Company and the Transferee Company have made an application before the NCLT for the sanction of the Scheme under Section 230 read with Section 232 of the Companies Act, 2013.
- 13.2 In relation to the Meeting of TFL, members of the Applicant Company whose names are appearing in the records of the Company as on 3<sup>rd</sup> day of November, 2017 shall be eligible to attend and vote at the Meeting of the Members of the Applicant Company convened at the direction of the Tribunal.
- 13.3 There is no amount due from TCPL to its Secured Creditors as on 30<sup>th</sup> June, 2017 and amount due from TFL to its Secured Creditors as on 30<sup>th</sup> June, 2017 is Rs. 31,76,706/-
- 13.4 The amount due from TCPL to its Unsecured creditors as on 30<sup>th</sup> June, 2017 is Rs. 23,77,74,000/- and amount due from TFL to its Unsecured creditors as on 30<sup>th</sup> June, 2017 is Rs. 7,32,28,043/-.

- 13.5 The rights and interests of Secured Creditors and Unsecured Creditors of TCPL and TFL will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner and post the Scheme, TFL will be able to meet its liabilities as they arise in the ordinary course of business.
- 13.6 Except to the extent of the shares held by the Directors and KMP as stated under paragraph 12 above, none of the Directors, KMP of the Transferee Company or their respective relatives is in any way connected or interested in the aforementioned resolution.
- 13.7 The entire share capital of the Transferor Company is held by the Transferee Company.
- 13.8 The latest audited accounts for the year ended 31<sup>st</sup> March, 2017 and latest unaudited accounts for the quarter ended 30<sup>th</sup> June, 2017 of TFL indicates that it is in a solvent position and would be able to meet liabilities as they arise in the course of business. There is no likelihood that any creditor of the concerned companies would lose or be prejudiced as a result of this Scheme being passed since no sacrifice or waiver is at all called for from them nor are their rights sought to be modified in any manner. Hence, the Amalgamation will not cast any additional burden on the Shareholders or Creditors of either company, nor will it affect the interest of any of the Shareholders or Creditors.
- 13.9 There are no winding up proceedings pending against TFL as on date.
- 13.10 No investigation proceedings are pending or are likely to be pending under the provisions of Chapter XIV of the Companies Act, 2013 or under the provisions of the Companies Act, 1956 and Companies Act, 2013 in respect of TFL.
- 13.11 A copy of the Scheme will be filed with the Registrar of Companies, Maharashtra.
- 13.12 TCPL and TFL are required to seek approvals/ sanctions/ no-objections from certain regulatory and governmental authorities for the Scheme such as the Registrar of Companies and Regional Director and the Official Liquidator (in case of Transferor Company) and will obtain the same at the relevant time.
- 13.13 Names and addresses of the Directors and Promoters of TCPL are as under:

| Sr. No. | Name of Director          | Address                                                                                          |
|---------|---------------------------|--------------------------------------------------------------------------------------------------|
| 1.      | Ratnakar Venkappa Rai     | G 2/503 Sphene, Moraj Residency, Kasturi CHS., Palm Beach Road, Sanpada, New Mumbai Thane 400705 |
| 2.      | Roby Sasidharan           | 204, Krishnai, Plot no. 229, Sector 21, Nerul, Navi Mumbai 400076                                |
| 3.      | Raviraja Sanjeeva Poojary | B 101, Aakash Niddhi C.H.S., Ramdev Park Road, Near SVP School, Mira Road East, Thane 401107     |

| Sr. No. | Name of Promoters                                                    | Address                                                                                          |
|---------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| 1.      | Transwarranty Finance Limited                                        | 403, Regent Chambers, Nariman Point, Mumbai 400021                                               |
| 2.      | Roby Sasidharan – Nominee of Transwarranty Finance Limited           | 204, Krishnai, Plot no. 229, Sector 21, Nerul, Navi Mumbai 400076                                |
| 3.      | Raviraja Sanjeeva Poojary - Nominee of Transwarranty Finance Limited | B 101, Aakash Niddhi C.H.S., Ramdev Park Road, Near SVP School, Mira Road East, Thane 401107     |
| 4.      | Ratnakar Venkappa Rai - Nominee of Transwarranty Finance Limited     | G 2/503 Sphene, Moraj Residency, Kasturi CHS., Palm Beach Road, Sanpada, New Mumbai Thane 400705 |
| 5.      | Sachin Shripati Patil - Nominee of Transwarranty Finance Limited     | Flat no. JN-2A/38/A-7, Shraddha CHS, Sector 10, Vashi, Navi Mumbai, 400703                       |
| 6.      | Gayatri Jitendra Koulgi - Nominee of Transwarranty Finance Limited   | E/117/3, Shreerang Society, Opp. Castle Mill, Thane West, 400601                                 |
| 7.      | Rajeshree Mahadik - Nominee of Transwarranty Finance Limited         | Room No. 9, Satyanarayan CHS, Nehru Nagar, Opp. Aniket Hospital, Kanjur Marg East, Mumbai 400042 |

- 13.14 Names and addresses of the Directors and Promoters of TFL are as under:

| Sr. No. | Name of Director          | Address                                                                                                          |
|---------|---------------------------|------------------------------------------------------------------------------------------------------------------|
| 1.      | Kumar Nair                | Ashok Tower, 'A' wing, 19 <sup>th</sup> Floor, Flat No. 1903-06, Dr. B.A. Road, Parel, Mumbai -400012            |
| 2.      | Ramachandran Unnikrishnan | A-103, Rushikesh Apartments, Vakola Pipe Lane Road, Vakola, Santacruz (East), Mumbai – 400 055                   |
| 3.      | Pravin D Khatau           | 1, Rue Des Genets Le Millefiori Monaco                                                                           |
| 4.      | Sudharsanan Nair          | Minarette Apartments, Flat No.702, Dadabhai Cross, Road No.2, Near Bhavan's College, Andheri (W), Mumbai, 400058 |
| 5.      | Nirmala Sachin Parab      | D-602, Runwal Centre, Govandi Station Road, Deonar East, Mumbai – 400088                                         |

| Sr. No. | Name of Promoters & Promoter Group | Address                                                                                               |
|---------|------------------------------------|-------------------------------------------------------------------------------------------------------|
| 1.      | Kumar Nair                         | Ashok Tower, 'A' wing, 19 <sup>th</sup> Floor, Flat No. 1903-06, Dr. B.A. Road, Parel, Mumbai -400012 |
| 2.      | Leena Kumar Nair                   | Ashok Tower, 'A' wing, 19 <sup>th</sup> Floor, Flat No. 1903-06, Dr. B.A. Road, Parel, Mumbai -400012 |
| 3.      | Anitha Plakkot                     | B-82, Awho Colony, Ved Vihar, Subash Nagar, Trimulgherry, Secunderabad, 500005                        |
| 4.      | Cheralath Chandran                 | Anitha Vihar, Puthiyankam P O, Alathur, Palakkad, 678545                                              |
| 5.      | C. D. Padmini Devi                 | NO-23/4, Sankalp, Sardar Colony, Tarabai Park, Kolhapur, 416003                                       |
| 6.      | Karthikeyan Karkatvallil           | NO-23/4, Sankalp, Sardar Colony, Tarabai Park, Kolhapur, 416003                                       |
| 7.      | Indira Devi                        | Anitha Vihar, Puthiyankam P O, Alathur, Palakkad, 678545                                              |
| 8.      | Jayachandran K                     | Block 544, No. 0893, Woodlands Drive 16, Singapore, 730544                                            |

- 13.15 The Board of Directors of TCPL approved the Scheme on 12th October, 2017. Details of Directors of TCPL who voted in favour / against / did not attend the Meeting of the Board of Directors TCPL are given below:

| Sr No | Name of Director          | Voted in favour / against / did not attend |
|-------|---------------------------|--------------------------------------------|
| 1.    | Ratnakar Venkappa Rai     | In favour                                  |
| 2.    | Roby Sasidharan           | In favour                                  |
| 3.    | Raviraja Sanjeeva Poojary | In favour                                  |

- 13.16 The Board of Directors of TFL approved the Scheme on 12th October, 2017. Details of Directors of TFL who voted in favour / against / did not attend the Meeting of the Board of Directors of TFL are given below:

| Sr No | Name of Director          | Voted in favour / against / did not attend |
|-------|---------------------------|--------------------------------------------|
| 1.    | Kumar Nair                | Did not attend                             |
| 2.    | Ramachandran Unnikrishnan | In favour                                  |
| 3.    | Pravin D Khatau           | Did not attend                             |
| 4.    | Sudharsanan Nair          | In favour                                  |
| 5.    | Nirmala Sachin Parab      | In favour                                  |

- 13.17 Since there is no issue of shares pursuant to the Scheme, Valuation Report is not required by TCPL and TFL.
- 13.18 A Report adopted by the Directors of TFL, explaining the effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters, Non- Promoter Shareholders, is attached herewith.
- 13.19 The Transferee Company does not have any debentures holders, deposit trustee and debenture trustees. The Scheme will not have any impact on the depositors, employees of the Transferee Company as they would continue to be in employment of the Transferee Company without any change in their terms of employment on account of the Scheme. Further, no change in the Board of Directors of the Transferee Company is envisaged on account of the Scheme. The Scheme does not have any impact on the Promoters, Non-Promoters, Key Managerial Personnel and Creditors of the Company.
- 13.20 A copy of the Audited financial statements of TCPL and TFL as on 31st March, 2017 is attached herewith.
- 13.21 A copy of the Un-audited financial statements of TCPL and TFL as on 30th June, 2017 is attached herewith.
- 13.22 This Statement may be treated as an Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013.
- 13.23 Inspection of the following documents may be carried out by the Members of TFL at the Registered Office of TFL on any working day (except Saturdays) prior to the date of the Meeting between 11.00 am and 2.00 pm:
- Copy of the Order dated 8<sup>th</sup> November, 2017 of the Hon'ble Tribunal passed in Company Application No 955 of 2017 directing the convening of the Meeting of the Members of the Transferee Company;
  - Memorandum and Articles of Association of TCPL and TFL;
  - Audited Financial Statements of TFL for last three financial years ended 31 March 2017, 31 March 2016 and 31 March 2015;
  - Audited Financial Statements of TCPL for financial years ended 31 March 2017;
  - Certificate issued by the Statutory Auditor dated 12<sup>th</sup> day of October, 2017 stating that the accounting treatment proposed in the Scheme is in conformity with accounting standards prescribed under Section 133 of the Companies Act, 2013.

A copy of this Scheme, Explanatory Statement, Form of Proxy and Attendance Slip may be obtained free of charge on any working day (except Saturdays) prior to the date of the Meeting, from the Registered Office of the Company situated at 403, Regent Chambers, Nariman Point, Mumbai – 400021 or at the office of its Advocates M/s Rajesh Shah & Co, 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Fort, Mumbai- 400001.

Place: Mumbai

Date: 13<sup>th</sup> day of November, 2017

Sd/-

**Ramachandran Unnikrishnan**

**Director & CFO**

Chairperson appointed  
for the Meeting of Members

**SCHEME OF AMALGAMATION  
OF  
TRANSWARRANTY CONSULTANTS PRIVATE LIMITED (“TCPL” or  
“THE TRANSFEROR COMPANY”)  
WITH  
TRANSWARRANTY FINANCE LIMITED (“TFL” or  
“THE TRANSFEREE COMPANY”)  
AND  
THEIR RESPECTIVE SHAREHOLDERS**

---

**(A) PREAMBLE**

This Scheme of Amalgamation is presented under Sections 230 to 232 read with section 52 and other applicable provisions of the Companies Act, 2013 for the amalgamation of Transwarranty Consultants Private Limited with Transwarranty Finance Limited. This Scheme of Amalgamation also provides for various other matters consequential to amalgamation or otherwise integrally connected herewith.

**(B) RATIONALE OF THE 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

**(C) PARTS OF THE SCHEME**

This Scheme of Amalgamation is divided into the following parts:

- (i) **Part A** deals with the definitions and share capital;
- (ii) **Part B** deals with amalgamation of TCPL with TFL; and
- (iii) **Part C** deals with other terms and conditions applicable to this Scheme.

## **PART A**

### **DEFINITIONS AND SHARE CAPITAL**

#### **1. DEFINITIONS**

In this Scheme of Amalgamation, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 1.1 **“Act” or “the Act”** means the Companies Act, 2013, the rules and regulations made thereunder and will include any statutory modification or re-enactment thereof for the time being in force;
- 1.2 **“Appointed Date”** means May 1, 2017;
- 1.3 **“Board of Directors” or “Board”** means the Board of Directors of TCPL and TFL as the case may be, and shall include a duly constituted committee thereof;
- 1.4 **“Effective Date”** means, for the purpose of this Scheme, the date on which all the conditions specified in Clause 15 are complied with and the Scheme shall become effective. References in this Scheme to the date of "coming into effect of this Scheme" or “effectiveness of this Scheme” shall mean the Effective Date;
- 1.5 **“NCLT” or “Tribunal”** means the Mumbai Bench of National Company Law Tribunal;
- 1.6 **“Scheme” or “the Scheme” or “this Scheme” or “Scheme of Amalgamation”** means this Scheme of Amalgamation in its present form or with any modification(s) made under Clause 14 of this Scheme as approved or directed by the Tribunal or such other competent authority, as may be applicable;

- 1.7 **“TCPL” or “the Transferor Company”** means Transwarranty Consultants Private Limited, a company incorporated under the Companies Act, 2013, having its registered office at 403, Regent Chambers, Nariman Point, Mumbai- 400021;
- 1.8 **“TFL” or “the Transferee Company”** means Transwarranty Finance Limited, a company incorporated under the Companies Act, 1956 having its registered office at 403, Regent Chambers, Nariman Point, Mumbai- 400021;

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

## 2. DATE OF TAKING EFFECT

The Scheme of Amalgamation of the Transferor Company with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date, but shall be operative from the Effective Date and the amalgamation shall be in accordance with Section 2(1B) of the Income-tax Act, 1961.

## 3. SHARE CAPITAL

- 3.1 The Authorised, Issued, Subscribed and Paid-up share capital of TCPL as on 31<sup>st</sup> March, 2017 is as under:

| Particulars                                          | Amount (in Rs.) |
|------------------------------------------------------|-----------------|
| <b>Authorised Share Capital</b>                      |                 |
| 50,000 equity shares of Rs. 10/- each                | 5,00,000        |
| <b>Total</b>                                         | <b>5,00,000</b> |
| <b>Issued, Subscribed and Paid-up Share Capital</b>  |                 |
| 40,000 equity shares of Rs. 10/- each, fully paid up | 4,00,000        |
| <b>Total</b>                                         | <b>4,00,000</b> |

Subsequent to 31<sup>st</sup> March, 2017 and till the date of passing of resolution by the Board of Directors, there has been no change in the Authorized, Issued, Subscribed and Paid-up share capital of TCPL.

- 3.2 The Authorised, Issued, Subscribed and Paid-up share capital of TFL as on 31<sup>st</sup> March, 2017 is as under:

| <b>Particulars</b>                                        | <b>Amount (in Rs.)</b> |
|-----------------------------------------------------------|------------------------|
| <b>Authorised Share Capital</b>                           |                        |
| 3,10,00,000 equity shares of Rs. 10/- each                | 31,00,00,000           |
| <b>Total</b>                                              | <b>31,00,00,000</b>    |
| <b>Issued, Subscribed and Paid-up Share Capital</b>       |                        |
| 2,44,60,568 equity shares of Rs. 10/- each, fully paid up | 24,46,05,680           |
| <b>Total</b>                                              | <b>24,46,05,680</b>    |

Subsequent to 31<sup>st</sup> March, 2017 and till the date of passing of resolution by the Board of Directors, there has been no change in the Authorized, Issued, Subscribed and Paid-up share capital of TFL.

## **PART B**

### **AMALGAMATION OF TRANSFEROR COMPANY WITH TRANSFEREE**

#### **COMPANY**

#### **4. TRANSFER AND VESTING**

- 4.1 Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of the Scheme, the entire business and whole of the undertaking of the Transferor Company including all their properties and assets, Investments (whether movable or immovable, tangible or intangible), land and building, leasehold assets and other properties, real, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, all the debts, liabilities, duties and obligations of the Transferor Company

of every description and also including, without limitation, all the movables and immovable properties and assets of the Transferor Company comprising amongst others all plant and machinery, investments, and business licenses, permits, authorizations, if any, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, advance and other taxes paid to the authorities, brand names, trademarks, copy rights, lease, tenancy rights, statutory permissions, consents and registrations. Approvals or powers of every kind and description, agreements shall, pursuant to the Order of the NCLT, as the case may be, pursuant to provisions of the Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act and without further act, instrument or deed, but subject to the charges affecting the same be transferred and/or deemed to be transferred to and vested in the Transferee Company on a going concern basis so as to become the assets and liabilities of the Transferee Company.

Provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed of by the Transferor Company and the Transferee Company shall not be obliged to create any further or additional security thereof after the Effective Date or otherwise.

- 4.2 In respect of all the movable assets of the Transferor Company and the assets which are otherwise capable of transfer by physical delivery or endorsement and delivery, including cash on hand, shall be so transferred to the Transferee Company and deemed to have been physically handed over by physical delivery or by endorsement and delivery, as the case may be, to the Transferee Company to the end and intent that the property and benefit therein passes to the Transferee Company with effect from the Appointed Date.

- 4.3 In respect of any assets of the Transferor Company other than those mentioned in clause 4.2 above, including actionable claims, sundry debtors, outstanding loans, advances recoverable in cash or kind or value to be received from other authorities and bodies and customers, the Transferor Company shall if so required by the Transferee Company, and the Transferee Company may, issue notices in such form as the Transferee Company may deem fit and proper stating that pursuant to NCLT, as the case may be, having sanctioned this Scheme between the Transferor Company and the Transferee Company under Sections 230 to 232 of the Act, the relevant debt, loan, advance or other asset, be paid or made good or held on account of the Transferee Company, as the person entitled thereto, to the end and intent that the right of the Transferor Company to recover or realize the same stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 4.4 The transfer of assets pursuant to clause 4.1 above and the continuance of proceedings by the Transferee Company pursuant to clause 9 shall not affect any transaction or proceedings already concluded by Transferor Company on or before the Appointed Date or after the Appointed Date till the Effective Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in regard thereto, as if done and executed by the Transferee Company on behalf of itself.
- 4.5 With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of the Transferor Company, whether provided for or not in the books of accounts of the Transferor Company, and all other liabilities which may accrue or arise after the Appointed Date but which relates to the period on or upto the day of the Appointed Date shall, pursuant to the Orders of the NCLT as may be applicable under Sections 230 to 232 and other applicable provisions of the Act, without any further act or deed, be transferred or deemed to be

transferred to and vested in the Transferee Company, so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company.

- 4.6 All the existing securities, mortgages, charges, encumbrances or liens, if any, as on the Appointed Date and those created by the Transferor Company after the Appointed Date over the assets of the Transferor Company transferred to the Transferee Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such securities, mortgages, charges, encumbrances or liens shall not relate or attach or extend to any of the other assets of the Transferee Company.

## **5. CONSIDERATION**

- 5.1 The entire issued, subscribed and paid-up equity share capital of the Transferor Company is held by the Transferee Company. 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.

## **6. ACCOUNTING TREATMENT**

The amalgamation shall be accounted for in the books of account of the Transferee Company is as under:

- 6.1 All the assets and liabilities recorded in the books of the Transferor Company shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their respective book values.

- 6.2 The identity of the reserves of the Transferor Company shall be preserved and they shall appear in the financial statements of Transferee Company in the same form and manner, in which they appeared in the financial statements of Transferor Company, prior to this Scheme becoming effective.
- 6.3 The investments in the equity share capital of the Transferor Company as appearing in the books of accounts of the Transferee Company, shall stand cancelled.
- 6.4 Inter-Company balances, loans and advances, if any, will stand cancelled.
- 6.5 Goodwill lying in the books of the Transferor Company shall be first adjusted against balance lying in Securities Premium Account, thereafter the balance of Goodwill post adjustment with Securities Premium Account shall be adjusted against balance lying in Capital Reserve Account and balance, if any, shall be debited to current year Profit and Loss Account of the Transferee Company. Such adjustments against the Securities Premium Account of the Transferee Company shall be effected as an integral part of this Scheme pursuant to Sections 230 to 232 read with Sections 52 of the Companies Act, 2013 and for giving effect to such adjustment, procedure under the Companies Act, 2013 would not have to be followed or complied with separately. Further, the adjustments do not involve either diminution of liability in respect of unpaid share capital or payment of paid-up share capital and the relevant provisions of the Companies Act, 2013 are not applicable to the same.
- 6.6 The excess, if any, of the book value of assets over the book value of liabilities after considering adjustment in clause 6.2, 6.3, 6.4 and 6.5 above shall be reflected as 'Capital Reserve Account'.

- 6.7 In case of any differences in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference till the Appointed Date shall be adjusted in Profit and Loss Account of the Transferee Company, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

## **7 CONDUCT OF BUSINESS TILL EFFECTIVE DATE**

With effect from the Appointed Date and upto and including the Effective Date:

- 7.1 The Transferor Company shall carry on and deemed to have carried on their business and activities and shall stand possessed of their entire business and undertakings, in trust for the Transferee Company and shall account for the same to the Transferee Company.
- 7.2 The Transferor Company shall carry on their business activities with reasonable diligence and business prudence and shall not alter or diversify their respective businesses nor venture into any new businesses, nor alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the respective Boards of Directors of the Transferor Company and the Transferee Company.
- 7.3 All the income or profits accruing or arising to the Transferor Company and all costs, charges, expenses or losses incurred by the Transferor Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses as the case may be of the Transferee Company.

7.4 The Transferor Company shall not vary the terms and conditions of employment of any of the employees except in the ordinary course of business or without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken by the Transferor Company as the case may be, prior to the Effective Date.

7.5 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government, and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such consents, registrations, permissions, licenses, approvals, sanctions etc. which the Transferee Company may require to carry on the business of the Transferor Company.

## **8 TREATMENT OF EMPLOYEES**

8.1 All the employees of the Transferor Company, who are in service on the date immediately preceding the Effective Date shall, on and from the Effective Date become and be engaged as the employees of the Transferee Company, without any break or interruption in service as a result of the transfer and on terms and conditions not less favorable than those on which they are engaged by the Transferor Company immediately preceding the Effective Date. Services of the employees of the Transferor Company shall be taken into account from the date of their respective appointment with the Transferor Company for the purposes of all retirement benefits and all other entitlements for which they may be eligible. The Transferee Company further agrees that for the purpose of payment of any retrenchment compensation, if any, such past services with the Transferor Company shall also be taken into account.

8.2 The services of such employees shall not be treated as being broken or interrupted for the purpose of Provident Fund or Gratuity Fund or Pension and/or

Superannuation Fund or any other fund and for all purposes will be reckoned from the date of their respective appointments with the Transferor Company.

- 8.3 It is provided that as far as the Provident Fund, Gratuity Fund and Pension and/ or Superannuation Fund or any other special fund created or existing for the benefit of the staff, workmen and other employees of the Transferor Company are concerned, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company in respect of the employees transferred with the undertaking for all purposes whatsoever relating to the administration or operation of such Funds or Trusts or in relation to the obligation to make contribution to the said Funds or Trusts in accordance with the provisions of such Funds or Trusts as provided in the respective Trust Deeds or other documents. It is the aim and the intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to such Funds or Trusts shall become those of the Transferee Company. The Trustees including the Board of Directors of the Transferor Company and the Transferee Company or through any committee / person duly authorized by the Board of Directors in this regard shall be entitled to adopt such course of action in this regard as may be advised provided however that there shall be no discontinuation or breakage in the services of the employees of the Transferor Company.

- 8.4 With effect from the first of the dates of filing of this Scheme with NCLT and up to and including the Effective Date, the Transferor Company shall not vary or modify the terms and conditions of employment of any of its employees, except with written consent of the Transferee Company.

## **9 LEGAL PROCEEDINGS**

- 9.1 If any suit, appeal or other proceeding of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in

any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued and enforced by or against the Transferee Company, as the case may be, in the same manner and to the same extent as it would or might have been continued and enforced by or against the Transferor Company as if this Scheme had not been made.

- 9.2 In case of any litigation, suits, recovery proceedings which are to be initiated or may / will be initiated or continued against the Transferor Company, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

#### **10. CONTRACTS, DEEDS AND OTHER ENTITLEMENTS ETC.**

- 10.1 On and from the Appointed Date and subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, letters of Intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature to which the Transferor Company are party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.
- 10.2 The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if so required or if necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company

and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.

#### **11 SAVING OF CONCLUDED TRANSACTIONS**

The transfer of assets, properties and liabilities under clause 4 above and the continuance of proceedings by or against the Transferor Company under clause 9 above shall not affect any transaction or proceedings already concluded by the Transferor Company on and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of the Transferee Company.

#### **12 DISSOLUTION OF THE TRANSFEROR COMPANY**

On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound-up.

### **PART C**

#### **OTHER TERMS AND CONDITIONS**

#### **13 APPLICATION TO THE TRIBUNAL OR SUCH OTHER COMPETENT AUTHORITY**

The Transferee Company and the Transferor Company with all reasonable dispatch, shall make applications or petitions to the Tribunal or any competent authority, as may be applicable for sanctioning this Scheme under Sections 230 to 232 of the Act and all matters ancillary or incidental thereto including for dissolution of the Transferor Company without being wound up.

#### **14 MODIFICATION OR AMENDMENTS TO THE SCHEME**

The Transferor Company and the Transferee Company with approval of their respective Board of Directors may consent, from time to time, on behalf of all persons concerned, to any modifications / amendments or additions / deletions to the Scheme which may otherwise be considered necessary, desirable or appropriate by the said Board of Directors to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds matters, and things necessary for bringing this Scheme into effect or agree to any terms and / or conditions or limitations that the NCLT any other authorities under law may deem fit to approve of, to direct and / or impose. The aforesaid powers of the Transferor Company and the Transferee Company to give effect to the modification / amendments to the Scheme may be exercised by their respective Board of Directors or any person authorised in that behalf by the concerned Board of Directors subject to approval of the NCLT or any other authorities under the applicable law.

#### **15 CONDITIONALITY OF THE SCHEME**

The Scheme is conditional upon and subject to the following:

- 15.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Transferor Company and the Transferee Company required, if any, under the applicable provisions of Sections 230 to 232 of the Act subject to the directions issued by the NCLT, as the case may be.
- 15.2 The requisite consent, approval or permission of the NCLT, approval of other statutory or regulatory authorities under Sections 230 to 232 of the Act, required if any, which may be necessary for the implementation of this Scheme.

## **16 FILING THE SCHEME**

The order of the NCLT sanctioning the Scheme shall be filed with the Registrar of Companies, Mumbai in Maharashtra by the Transferor Company and the Transferee Company within 30 (thirty) days of the receipt of the certified copy of the order in accordance with Section 232(5) of the Companies Act, 2013.

## **17 EFFECT OF NON-RECEIPT OF APPROVALS**

- 17.1 In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by NCLT or such other competent authority and / or the Order not being passed as aforesaid before 31<sup>st</sup> December, 2018 or within such further period or periods as may be agreed upon between the respective Transferor Company and the Transferee Company by their Boards of Directors (and which the Boards of Directors of the Company are hereby empowered and authorized to agree to and extend the Scheme from time to time without any limitation), the Scheme shall become null and void, and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability, or obligations which have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and each party shall bear and pay its respective costs, charges and expenses for and or in connection with the Scheme unless otherwise mutually agreed.
- 17.2 In the event of this Scheme failing to take effect or it becomes null and void no rights and liabilities of whatsoever nature shall accrue to or be incurred inter-se to or by the parties to the Scheme or any of them.

**18 COSTS, CHARGES & EXPENSES**

All costs, charges, taxes, including stamp duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.



# TRANSWARRANTY FINANCE LIMITED

TFL\SEC\2017\34

13/10/2017

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

015850

**BSE Scrip Code : 532812**

**NSE Scrip Code : TFL**

Dear Sir,

**Sub: Draft Scheme of Amalgamation under Regulation 37(6) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find attached herewith Draft Scheme of Amalgamation under Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Resolution passed at the meeting of the Board of Directors of our Company held on 12/10/2017 in this regard.

We request you to kindly take the same on record.

Thanking you

Yours faithfully,  
For Transwarranty Finance Limited

Authorized Signatory



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



# TRANSWARRANTY FINANCE LIMITED

TFL\SEC\2017\34

13/10/2017

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  
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**BSE Scrip Code : 532812**

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## TRANSWARRANTY CONSULTANTS PRIVATE LIMITED

403, Regent Chambers, Nariman Point, Mumbai- 400021, Maharashtra, India

Website: www.transwarranty.com;

email id: companysecretary@transwarranty.com

CIN: U65999MH2017PTC292889

### **NOTICE**

**NOTICE** is hereby given that the 1<sup>st</sup> Annual General Meeting of Transwarranty Consultants Private Limited will be held at 403, Regent Chambers, Nariman Point, Mumbai - 400 021 on 27/04/2017 at 3.30 p.m. AT shorter notice to transact the following business.

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Profit and Loss Account for the year ended as on that date together with the Report of the Directors and the Auditors' Report thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Rahul Gautam Divan & Associates, Chartered Accountants (Firm Registration No. 120294W), as Auditors for a period of four years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 5<sup>th</sup> Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

### **Special Business**

3. To appoint Mr. Roby Sasidharan as a Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Roby Sasidharan (DIN 00131833) be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT**, any of the Directors of the Company be and are hereby authorised to sign the documents as may be required in this regard for and on behalf of the Company."

4. To appoint Mr. Ratnakar Rai as a Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:





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CIN: U65999MH2017PTC292889

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ratnakar Rai (DIN 00126309) be and is hereby appointed as Director of the Company."

**RESOLVED FURTHER THAT**, any of the Directors of the Company be and are hereby authorised to sign the documents as may be required in this regard for and on behalf of the Company."

5. To appoint Mr. Raviraja Poojary as a Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Raviraja Poojary (DIN 07761375) be and is hereby appointed as Director of the Company."

**RESOLVED FURTHER THAT**, any of the Directors of the Company be and are hereby authorised to sign the documents as may be required in this regard for and on behalf of the Company."

6. To approve investment limit upto Rs. 250 crore and loan/guarantee/security in connection to loan upto Rs. 250 crore and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 179, 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to :

a) Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate and/or in trust, provided that the total amount of such investments outstanding at any time shall not exceeds Rs. 250 crore;





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b) Give loan to any person or body corporate or give any guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceed Rs. 250 crore.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits as mentioned in clause (a) including the power to transfer, lien and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds and matters and things as may be required and expedient for implementing and giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and finalize the terms and conditions while giving loan to any person or body corporate or giving guarantee or providing security in connection with a loan to any other person or body corporate within the aforesaid limits as mentioned in clause (b) and to execute all deeds, documents and other writings and to do all such acts, deeds and matters and things as may be required and expedient for implementing and giving effect to this resolution."

For Transwarranty Consultants Private Limited

  
**Raviraja Poojary**  
Director  
DIN: 07761375

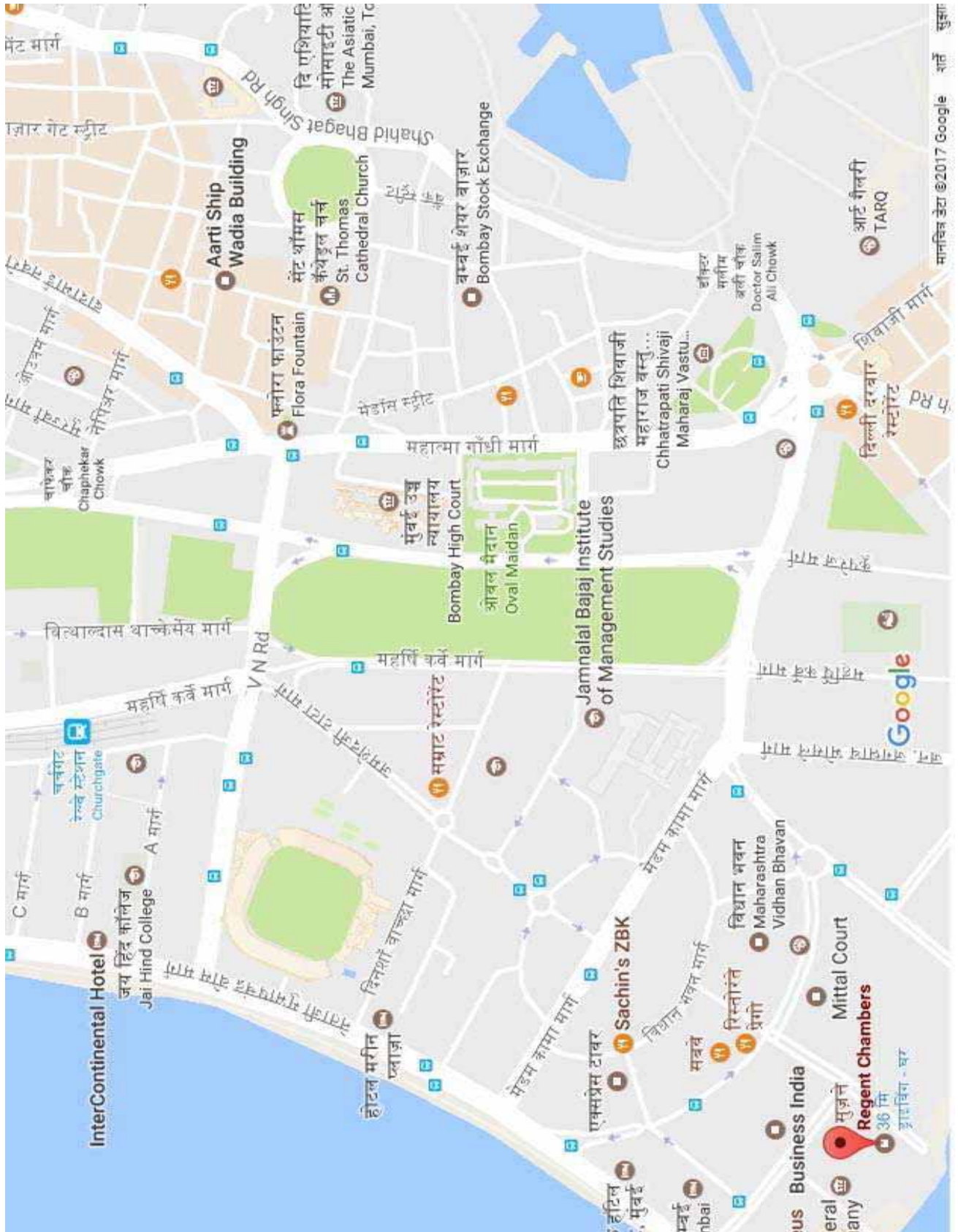


Registered Office:  
403, Regent Chambers,  
Nariman Point,  
Mumbai - 400 021

Date: 27/04/2017

**Note:**

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and the proxy need not be a member of the Company. The proxy forms should be lodged with the Company at least 48 hours before the meeting.





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CIN: U65999MH2017PTC292889

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### **Explanatory Statement pursuant to Sec. 102 (1) of the Companies Act, 2013**

#### **Item No. 3**

##### **Mr. Roby Sasidharan (DIN 00131833)**

Mr. Roby Sasidharan was appointed as the first director of the Company with effect from 23<sup>rd</sup> March, 2017.

Mr. Roby Sasidharan is a post graduate in .Com. (Hons.) from Mumbai University

Mr. Roby Sasidharan holds 1 share in the Company as a nominee of Transwarranty Finance Limited.

None of the directors is interested or concerned in this resolution.

#### **Item No. 4**

##### **Mr. Ratnakar Rai (DIN 00126309)**

Mr. Ratnakar Rai was appointed as the first director of the Company with effect from 23<sup>rd</sup> March, 2017.

Mr. Ratnakar Rai is a post graduate in the field of management.

Mr. Ratnakar Rai holds 1 share in the Company as a nominee of Transwarranty Finance Limited.

None of the directors is interested or concerned in this resolution.

#### **Item No. 5**

##### **Mr. Raviraja Poojary (DIN 07761375)**

Mr. Raviraja Poojary was appointed as the first director of the Company with effect from 23<sup>rd</sup> March, 2017.

Mr. Raviraja Poojary is a post graduate in the field of management.

Mr. Raviraja holds 1 share in the Company as a nominee of Transwarranty Finance Limited.

None of the directors is interested or concerned in this resolution.





## **TRANSWARRANTY CONSULTANTS PRIVATE LIMITED**

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CIN: U65999MH2017PTC292889

### **Item No. 6**

The Board of Directors Board of Directors in their meeting held on 27.04.2017 decided to seek approval of shareholders to revise the said limits of investment or give loan, guarantee or provide security exceeding the sixty percent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

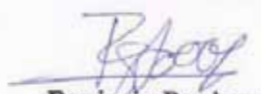
Section 186 of the Companies Act, 2013 provides that board of directors of a company may invest, give loan, guarantee and provide security to other body corporates and/or in trust exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more, if authorized by passing special resolution in general meeting of the company.

In view of better utilization of funds available with the Company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

For **Transwarranty Consultants Private Limited**

  
**Raviraja Poojary**  
Director  
DIN:07761375





## TRANSWARRANTY CONSULTANTS PRIVATE LIMITED

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CIN: U65999MH2017PTC292889

### DIRECTORS' REPORT

To  
The Members of  
Transwarranty Consultants Private Limited.

The Directors take pleasure in presenting their 1<sup>st</sup> Annual Report together with audited statement of accounts for the financial year ended 31<sup>st</sup> March, 2017.

#### **1. FINANCIAL HIGHLIGHTS:**

The table given below gives the financial highlights of the Company for the year ended 31<sup>st</sup> March, 2017, as compared to the previous financial year.

| (Amount in ₹)                                             |            |
|-----------------------------------------------------------|------------|
| Financial Results                                         | 2016-17    |
|                                                           | Standalone |
| Total Income                                              | 25000      |
| Other Expenses                                            | 36,070     |
| Provision for taxation                                    | -          |
| Short Provision for taxation Written off / (Written Back) | -          |
| Deferred tax                                              | -          |
| Profit / (Loss) after tax                                 | (11,070)   |
| Net Profit/ (Loss) for the year                           | (11,070)   |

#### **2. EVENT SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:**

There are no material changes and commitments affecting the financial position of the Company between 31<sup>st</sup> March, 2017 & the date of Board's report.

#### **3. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY:**

During the year, Company has not changed its nature of business.

#### **4. DIVIDEND:**

In view of loss, the Directors could not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2017.





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CIN: U65999MH2017PTC292889

### **5. RESERVES:**

Due to non-availability of profit during the year, the Board proposes to carry losses in to the reserves of the Company.

### **6. BOARD MEETING:**

The Board of Directors met four times during the financial year.

### **7. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134 (3)(c) of the Companies Act, 2013 Directors state that :

- (i) in the preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2017, the applicable Accounting Standards have been followed and there are no material departures;
- (ii) the Directors had selected such accounting policies and applied them consistently and judgments and estimates made were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the financial year ended 31<sup>st</sup> March, 2017
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2017 on a 'going concern' basis.
- (v) they have laid down proper internal financial controls to be followed by the Company and they were adequate and operation effectively and
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

### **8. DECLARATION BY INDEPENDENT DIRECTORS**

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to the Company.





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### **9. EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules 2014, the details forming part of Annual Return is enclosed.

### **10. AUDITORS:**

Rahul Gautam Divan & Associates, Statutory Auditors, of the Company hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from the Auditors, confirming their eligibility for reappointment.

### **11. AUDITOR'S REPORT:**

There is no qualifying remark in the Auditor's Report and hence does not require any clarification in the Director's Report.

### **12. FIXED DEPOSITS:**

During the year under report the Company has not accepted any fixed deposits attracting the provisions of Sec. 73 of the Companies Act, 2013.

### **13. PARTICULARS OF LOAN, GURANTEE OR INVESTMENTS:**

During the year under review, the Company has not availed any Inter Corporate Deposits.

### **14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

During the year, as per the provisions of section 134 of the Companies Act, 2013, the information pertaining to Conversation of Energy, Technology absorption & foreign exchange earning & outgo are nil.

### **15. STATUTORY INFORMATION:**

**A.** Information relating to Foreign Exchange Earnings and outgoing are reported during the year - **Nil**.

**B** Particulars of Employees:

There are no employees in the Company.





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### **16. RELATED PARTY TRANSACTIONS:**

During the year under review, there were no related party transactions.

### **17. RISK MANAGEMENT POLICY:**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

### **18. DISCLOSURE ABOUT CORPORATE SOCIAL RESPONSIBILITY POLICY:**

The Company is not required to constitute a Corporate Social Responsibility Committee, as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

### **19. ORDER PASSED BY ANY REGULATORY AUTHORITY / TRIBUNAL/ COURT:**

During the period under review no order was passed by any Regulatory Authority or Courts or tribunals impacting the going concern status and company operation in future.

### **20. INTERNAL FINANCIAL CONTROL:**

The Directors decide the Internal Financial Control from time to time depending on the circumstances.

### **21. APPRECIATION:**

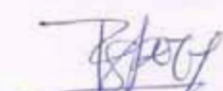
The Directors place on record their deep appreciation for the support and co-operation received from the Shareholders, Banks, Financial Institutions and Business Associates of the Company throughout the year.



Place: Mumbai  
Date: 27/04/2017

**For and on behalf of the Board of Directors**

  
**Ratnakar Rai**  
Director  
DIN 00126309

  
**Raviraja Poojary**  
Director  
DIN:07761375



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### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

#### I. REGISTRATION & OTHER DETAILS:

|    |                                                                            |                                                                                                                                       |
|----|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| 1. | CIN                                                                        | U65999MH2017PTC292889                                                                                                                 |
| 2. | Registration Date                                                          | 23/03/2017                                                                                                                            |
| 3. | Name of the Company                                                        | Transwarranty Consultants Private Limited                                                                                             |
| 4. | Category/Sub-category of the Company                                       | Company Limited by Shares                                                                                                             |
| 5. | Address of the Registered office & contact details                         | 403, Regent Chambers,<br>Nariman Point, Mumbai - 400 021<br>Maharashtra<br>Tel:- 022 - 4001 0900 / 6630 6090<br>Fax:- 022 - 6630 6655 |
| 6. | Whether listed company                                                     | No                                                                                                                                    |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Nil                                                                                                                                   |

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services       | NIC Code of the Product/service | % to total turnover of the company |
|--------|--------------------------------------------------------|---------------------------------|------------------------------------|
| 1      | Financial Advisory, brokerage and Consultancy Services | K7                              | 100%                               |





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### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. no. | Name & Address of the Company | CIN / GIN             | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|---------|-------------------------------|-----------------------|----------------------------------|------------------|--------------------|
| 1.      | Transwarranty Finance Limited | L65920MH1994PLC080220 | Holding Company                  | 100              | 2(46)              |

### IV. A. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 1-April-2016] |            |       |                    | No. of Shares held at the end of the year [As on 31-March-2017] |           |        |                   | % change in sharehold ing during the year |
|--------------------------|----------------------------------------------------------------------|------------|-------|--------------------|-----------------------------------------------------------------|-----------|--------|-------------------|-------------------------------------------|
|                          | Demat                                                                | Phy sic al | Total | % of Total Shar es | Dem at                                                          | Physic al | Total  | % of Total Shares |                                           |
| <b>A. Promoters</b>      |                                                                      |            |       |                    |                                                                 |           |        |                   |                                           |
| (1) <b>Indian</b>        |                                                                      |            |       |                    |                                                                 |           |        |                   |                                           |
| a) Individual/ HUF       | -                                                                    | -          | -     | -                  |                                                                 |           |        |                   |                                           |
| b) Central Govt.         | -                                                                    | -          | -     | -                  | -                                                               | -         | -      | -                 | -                                         |
| c) State Govt(s)         | -                                                                    | -          | -     | -                  | -                                                               | -         | -      | -                 | -                                         |
| d) Bodies Corp.          | -                                                                    | -          | -     | -                  | -                                                               | 40,000    | 40,000 | 100               | 100                                       |





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|                                                                                                 |   |   |   |   |   |        |        |     |     |
|-------------------------------------------------------------------------------------------------|---|---|---|---|---|--------|--------|-----|-----|
| e) Banks / FI                                                                                   | - | - | - | - | - | -      | -      | -   | -   |
| f) Any other                                                                                    | - | - | - | - | - | -      | -      | -   | -   |
| <b>Sub Total<br/>(A)(1)</b>                                                                     | - | - | - | - | - | 40,000 | 40,000 | 100 | 100 |
| <b>(2) Foreign</b>                                                                              |   |   |   |   |   |        |        |     |     |
| a) Individuals<br>(Non-Resident<br>Individuals /<br>Foreign<br>Individuals)                     | - | - | - | - | - | -      | -      | -   | -   |
| b) Bodies<br>Corporate                                                                          | - | - | - | - | - | -      | -      | -   | -   |
| <b>c) Institution</b>                                                                           | - | - | - | - | - | -      | -      | -   | -   |
| <b>d) Qualified<br/>Foreign<br/>Investors</b>                                                   | - | - | - | - | - | -      | -      | -   | -   |
| <b>e) any Other</b>                                                                             | - | - | - | - | - | -      | -      | -   | -   |
| <b>Sub Total (A)<br/>(2)</b>                                                                    | - | - | - | - | - | -      | -      | -   | -   |
| <b>Total<br/>Shareholding<br/>of Promoter<br/>and Promoter<br/>Group (A)=<br/>(A)(1)+(A)(2)</b> | - | - | - | - | - | 40,000 | 40,000 | 100 | -   |
| <b>B. Public<br/>Shareholding</b>                                                               |   |   |   |   |   |        |        |     |     |
| 1. Institutions                                                                                 | - | - | - | - | - | -      | -      | -   | -   |
| a) Mutual<br>Funds                                                                              | - | - | - | - | - | -      | -      | -   | -   |





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|                                                                             |   |   |   |   |   |   |   |   |   |
|-----------------------------------------------------------------------------|---|---|---|---|---|---|---|---|---|
| b) Banks / FI                                                               | - | - | - | - | - | - | - | - | - |
| c) Central Govt                                                             | - | - | - | - | - | - | - | - | - |
| d) State Govt(s)                                                            | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds                                                    | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies                                                      | - | - | - | - | - | - | - | - | - |
| g) FIs                                                                      | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds                                            | - | - | - | - | - | - | - | - | - |
| i) Others                                                                   | - | - | - | - | - | - | - | - | - |
| <b>Sub-total (B)(1):-</b>                                                   | - | - | - | - | - | - | - | - | - |
|                                                                             |   |   |   |   |   |   |   |   |   |
| <b>2. Non-Institutions</b>                                                  |   |   |   |   |   |   |   |   |   |
| a) Bodies Corp.                                                             | - | - | - | - | - | - | - | - | - |
| i) Indian                                                                   |   |   |   |   |   |   |   |   | - |
| ii) Overseas                                                                | - | - | - | - | - | - | - | - | - |
| b) Individuals                                                              | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto 1 lakh        | - | - | - | - | - | 1 | 1 | - | - |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 | - | - | - | - | - | - | - | - | - |





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| lakh                                                               |   |   |   |   |   |            |        |     |     |
|--------------------------------------------------------------------|---|---|---|---|---|------------|--------|-----|-----|
| c) Others<br>Office Bearers                                        | - | - | - | - | - | -          | -      | -   | -   |
| Non Resident<br>Indians<br>(Repat)                                 | - | - | - | - | - | -          | -      | -   | -   |
| Non Resident<br>Indians (Non -<br>Repat)                           | - | - | - | - | - | -          | -      | -   | -   |
| -Overseas<br>Corporate<br>Bodies                                   | - | - | - | - | - | -          | -      | -   | -   |
| Foreign<br>Nationals                                               | - | - | - | - | - | -          | -      | -   | -   |
| Clearing<br>Members                                                |   |   |   |   |   |            |        |     | -   |
| Trusts                                                             |   |   |   |   |   |            |        |     | -   |
| Foreign<br>Bodies - D R                                            | - | - | - | - | - | -          | -      | -   | -   |
| HUF                                                                |   |   |   |   |   |            |        |     | -   |
| Directors &<br>Relatives                                           |   |   |   |   |   |            |        |     | -   |
| <b>Sub-total<br/>(B)(2):-</b>                                      |   | - | - | - |   | -          | -      | -   | -   |
| Total Public<br>Shareholding<br>(B)=(B)(1)+<br>(B)(2)              |   |   |   |   |   |            |        |     | -   |
| <b>C. Shares<br/>held by<br/>Custodian for<br/>GDRs &amp; ADRs</b> | - | - | - | - | - | -          | -      | -   | -   |
| <b>Grand Total<br/>(A+B+C)</b>                                     | - | - | - | - | - | 40,00<br>0 | 40,000 | 100 | 100 |

## B. Shareholding of Promoters-





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| S<br>N | Shareholder's<br>Name                 | Shareholding at the<br>beginning of the year[As on<br>1 <sup>st</sup> April 2016] |                                                      |                                                                       | Shareholding at the end of the<br>year[As on 31-March-2017] |                                                  |                                                                    | % change<br>in<br>sharehol<br>ding<br>during<br>the year |
|--------|---------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|
|        |                                       | No. of<br>Shares                                                                  | % of<br>total<br>Shar<br>es of<br>the<br>comp<br>any | %of<br>Shares<br>Pledged<br>/<br>encumbe<br>red to<br>total<br>shares | No. of<br>Shares                                            | % of<br>total<br>Shares<br>of the<br>compan<br>y | %of<br>Shares<br>Pledged /<br>encumbe<br>red to<br>total<br>shares |                                                          |
|        | Transwarrant<br>ty Finance<br>Limited | -                                                                                 | -                                                    | -                                                                     | 40,000                                                      | 100                                              | -                                                                  | 100                                                      |

## C. Change in Promoters' Shareholding (please specify, if there is no change)

| SN | Particulars                                                                                                                                                                                     | Shareholding at the<br>beginning of the year |                                           | Cumulative<br>Shareholding during the<br>year |                                           |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-------------------------------------------|-----------------------------------------------|-------------------------------------------|
|    |                                                                                                                                                                                                 | No. of<br>shares                             | % of total<br>shares of<br>the<br>company | No. of<br>shares                              | % of total<br>shares of<br>the<br>company |
|    | At the beginning of the year                                                                                                                                                                    |                                              |                                           |                                               |                                           |
|    | Date wise Increase /<br>Decrease in Promoters<br>Shareholding during the year<br>specifying the reasons for<br>increase / decrease (e.g.<br>allotment /transfer / bonus/<br>sweat equity etc.): | N.A.                                         |                                           |                                               |                                           |
|    | At the end of the year                                                                                                                                                                          |                                              |                                           |                                               |                                           |

## D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | For Each of the Top 10<br>Shareholders | Shareholding at the<br>beginning<br>of the year |                                        | Cumulative Shareholding<br>during the<br>year |                                        |
|----|----------------------------------------|-------------------------------------------------|----------------------------------------|-----------------------------------------------|----------------------------------------|
|    |                                        | No. of<br>shares                                | % of total<br>shares of the<br>company | No. of<br>shares                              | % of total<br>shares of the<br>company |





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|  |     |   |   |   |   |
|--|-----|---|---|---|---|
|  | Nil | 0 | 0 | 0 | 0 |
|--|-----|---|---|---|---|

## E. Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----|------------------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
|    |                                                                  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1. | Not applicable                                                   |                                           |                                  |                                         |                                  |

## V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in ₹)

|                                                            | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|------------------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount                                        | -                                | -               | -        | -                  |
| ii) Interest due but not paid                              | -                                | 0               | -        | 0                  |
| iii) Interest accrued but not due                          | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | -               | -        | -                  |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |          |                    |
| * Addition                                                 |                                  | -               | -        | -                  |
| * Reduction                                                |                                  | -               | -        | -                  |
| <b>Net Change</b>                                          |                                  | -               | -        | -                  |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |          |                    |
| i) Principal Amount                                        |                                  | -               | -        | -                  |
| ii) Interest due but not paid                              |                                  | -               | -        | -                  |
| iii) Interest accrued but not due                          |                                  | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    |                                  | -               | -        | -                  |





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## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ in Lacs)

| SN. | Particulars of Remuneration                                                         | Name of MD/WTD/ Manager |     | Total Amount |
|-----|-------------------------------------------------------------------------------------|-------------------------|-----|--------------|
|     |                                                                                     | MD                      | WTD |              |
| 1   | Gross salary                                                                        |                         |     |              |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -                       | -   | -            |
|     | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                       | -   | -            |
|     | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | -                       | -   | -            |
| 2   | Stock Option                                                                        | -                       | -   | -            |
| 3   | Sweat Equity                                                                        | -                       | -   | -            |
| 4   | Commission<br>- as % of profit<br>- others, specify...                              | -                       | -   | -            |
| 5   | Others, please specify                                                              | -                       | -   | -            |
|     | Total (A)                                                                           |                         |     |              |

### B. Remuneration to other Directors

(₹ in Lacs)

| SN. | Particulars of Remuneration                | Name of Directors |      |      |     |     | Total Amount |
|-----|--------------------------------------------|-------------------|------|------|-----|-----|--------------|
|     |                                            | -----             | ---- | ---- | --- | --- |              |
| 1   | Independent Directors                      | -                 | -    | -    | -   | -   | -            |
|     | Fee for attending board committee meetings | -                 | -    | -    | -   | -   | -            |
|     | Commission                                 | -                 | -    | -    | -   | -   | -            |
|     | Others, please specify                     | -                 | -    | -    | -   | -   | -            |





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|   |                                            |   |   |   |   |   |   |
|---|--------------------------------------------|---|---|---|---|---|---|
|   | Total (1)                                  | - | - | - | - | - | - |
|   | Other Non-Executive Directors              | - | - | - | - | - | - |
| 2 | Fee for attending board committee meetings | - | - | - | - | - | - |
|   | Commission                                 | - | - | - | - | - | - |
|   | Others, please specify                     | - | - | - | - | - | - |
|   | Total (2)                                  | - | - | - | - | - | - |
|   |                                            |   |   |   |   |   |   |
|   | Total Managerial Remuneration              | - | - | - | - | - | - |
|   | Total (B)=(1+2)                            | - | - | - | - | - | - |

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

|    |                                                                                     | (₹ in Lacs)              |     |       |
|----|-------------------------------------------------------------------------------------|--------------------------|-----|-------|
| SN | Particulars of Remuneration                                                         | Key Managerial Personnel |     |       |
|    |                                                                                     | CS                       | CFO | Total |
|    |                                                                                     | -                        | -   | -     |
|    | Gross salary                                                                        | -                        | -   | -     |
| 1  | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 |                          | -   |       |
|    | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                        | -   | -     |
|    | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | -                        | -   | -     |
| 2  | Stock Option                                                                        | -                        | -   | -     |
| 3  | Sweat Equity                                                                        | -                        | -   | -     |
| 4  | Commission                                                                          | -                        | -   | -     |
|    | - as % of profit                                                                    | -                        | -   | -     |
|    | others, specify...                                                                  | -                        | -   | -     |
| 5  | Others, please specify                                                              | -                        | -   | -     |





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|  |       |  |  |  |  |
|--|-------|--|--|--|--|
|  | Total |  |  |  |  |
|--|-------|--|--|--|--|

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|-----------------------------------------------------------|------------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |                                                           |                              |                                    |
| Penalty                             | -                            | -                 | -                                                         | -                            | -                                  |
| Punishment                          | -                            | -                 | -                                                         | -                            | -                                  |
| Compounding                         | -                            | -                 | -                                                         | -                            | -                                  |
| <b>B. DIRECTORS--</b>               |                              |                   |                                                           |                              |                                    |
| Penalty                             | -                            | -                 | -                                                         | -                            | -                                  |
| Punishment                          | -                            | -                 | -                                                         | -                            | -                                  |
| Compounding                         | -                            | -                 | -                                                         | -                            | -                                  |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |                                                           |                              |                                    |
| Penalty                             | -                            | -                 | -                                                         | -                            | -                                  |
| Punishment                          | -                            | -                 | -                                                         | -                            | -                                  |
| Compounding                         | -                            | -                 | -                                                         | -                            | -                                  |



Place: Mumbai  
Date: 27/04/2017

For and on behalf of the Board of Directors

*Ratnakar Rai*

Ratnakar Rai  
Director  
DIN 00126309

*Raviraja Poojary*

Raviraja Poojary  
Director  
DIN:07761375

# RAHUL GAUTAM DIVAN & ASSOCIATES

Chartered Accountants

C/o MIDSNELL, 134 Mittal Tower 'C', Nariman Point, Mumbai 400 021, India.  
Phone: (+ 91-22) 6632 4991, 6632 4992, Fax: (+ 91-22) 2287 5374, E-mail: rdivan@vsnl.com

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF  
TRANSWARRANTY CONSULTANTS PRIVATE LIMITED

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Transwarranty Consultants Private Limited ("the Company") which comprise of the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.



Associated Firm: Chandabhoj & Jassoobhoj  
605-607 Silver Oaks, Paldi, Ahmedabad 380 007.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its loss and its cash flows for the period ended on that date.

#### Report on Other Legal and Regulatory Requirements

- 1) Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, is not applicable to the Company.
- 2) As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
  - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) on the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure A'.
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - a. the Company does not have any pending litigations which would impact its financial position.
    - b. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



- c. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d. the Company was incorporated on 23 March 2017. Hence the requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016 is not applicable.

For RAHUL GAUTAM DIVAN & ASSOCIATES  
Chartered Accountants  
(Firm's Registration Number: 120294W)



RAHUL DIVAN  
Partner  
Membership Number: 100733



Place : Mumbai  
Date : 5 April 2017

# RAHUL GAUTAM DIVAN & ASSOCIATES

## Chartered Accountants

C/o MIDSNELL, 134 Mittal Tower 'C', Nariman Point, Mumbai 400 021, India.  
Phone: (+ 91-22) 6632 4991, 6632 4992. Fax: (+ 91-22) 2287 5374. E-mail: rdivan@vsni.com

### ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date.)

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Transwarranty Consultants Private Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Associated Firm: Chandabhoj & Jassoobhoj  
605-607 Silver Oaks, Paldi, Ahmedabad 380 007.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017. However, the Company is in the process of establishing the internal control over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RAHUL GAUTAM DIVAN & ASSOCIATES  
Chartered Accountants  
(Firm's Registration Number: 120294W)



RAHUL DIVAN  
Partner  
Membership Number: 100733



Place : Mumbai  
Date : 5 April 2017

**TRANSWARRANTY CONSULTANTS PRIVATE LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2017**

| Particulars                            | Note No. | As At<br>31 March 2017 |                |
|----------------------------------------|----------|------------------------|----------------|
|                                        |          | ₹                      | ₹              |
| <b>I <u>EQUITY AND LIABILITIES</u></b> |          |                        |                |
| <b>(1) Shareholders Funds</b>          |          |                        |                |
| (a) Share Capital                      | 2        | 400,000                |                |
| (b) Reserves and Surplus               | 3        | (11,070)               | 388,930        |
| <b>(2) Current Liabilities</b>         |          |                        |                |
| (a) Trade Payables                     | 4        | -                      |                |
| (b) Other Current Liabilities          | 5        | 22,900                 | 22,900         |
| <b>Total Equity And Liabilities</b>    |          |                        | <b>411,830</b> |
| <b>II <u>ASSETS</u></b>                |          |                        |                |
| <b>(1) Current Assets</b>              |          |                        |                |
| (a) Trade Receivables                  | 6        | 25,000                 |                |
| (b) Cash and Cash Equivalents          | 7        | 386,830                | 411,830        |
| <b>Total Assets</b>                    |          |                        | <b>411,830</b> |

The Note No.1 to 15 are integral part of these Financial Statements

**As per our attached report of even date**

For Rahul Gautam Divan & Associates

Chartered Accountants



**Rahul Divan**  
Partner



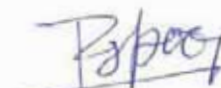
**April 05, 2017**

**Mumbai**

For and on behalf of Board of Directors



**Roby Sasidharan**  
Director



**Raviraja Poojary**  
Director

**TRANSWARRANTY CONSULTANTS PRIVATE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM 23-03-2017 TO 31-03-2017.**

| Particulars                                                       | Note No. | For the Period ended 31 March 2017<br>₹ |  |
|-------------------------------------------------------------------|----------|-----------------------------------------|--|
| <b><u>REVENUE</u></b>                                             |          |                                         |  |
| Revenue From Operations                                           | 8        | 25,000                                  |  |
| <b>Total Revenue</b>                                              |          | <b>25,000</b>                           |  |
| <b><u>EXPENSES</u></b>                                            |          |                                         |  |
| Other Expenses                                                    | 9        | 36,070                                  |  |
| <b>Total Expenses</b>                                             |          | <b>36,070</b>                           |  |
| <i>Profit Before Exceptional and Extra ordinary items and Tax</i> |          | <i>(11,070)</i>                         |  |
| Exceptional Items                                                 |          | -                                       |  |
| <i>Profit Before Extra ordinary Items and Tax</i>                 |          | <i>(11,070)</i>                         |  |
| Extraordinary Items                                               |          | -                                       |  |
| <b>Profit Before Tax</b>                                          |          | <b>(11,070)</b>                         |  |
| <b>Tax Expense</b>                                                |          |                                         |  |
| Current Tax                                                       |          | -                                       |  |
| Deferred Tax                                                      |          | -                                       |  |
| <b>Profits After Tax</b>                                          |          | <b>(11,070)</b>                         |  |
| <i>Profit / (Loss) for the year from Continuing Operations</i>    |          | <i>(11,070)</i>                         |  |
| <i>Profit / (Loss) from Discontinuing Operations</i>              |          | <i>-</i>                                |  |
| Tax Expense of Discontinuing Operations                           |          | -                                       |  |
| <i>Profit / (Loss) from Discontinuing Operations After Tax</i>    |          | <i>-</i>                                |  |
| <b>Profit For the Period</b>                                      |          | <b>(11,070)</b>                         |  |
| Basic Earning Per Share of Rs.10/- each ( In Rupees)              | 10       | (0.28)                                  |  |
| Diluted Earning Per Share of Rs.10/- each ( In Rupees)            | 10       | (0.28)                                  |  |

The Note No.1 to 15 are integral part of these Financial Statements

As per our attached report of even date

For Rahul Gautam Divan & Associates

Chartered Accountants

  
Rahul Divan

Partner



April 05, 2017

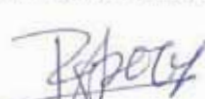
Mumbai

For and on behalf of Board of Directors



Roby Sasidharan

Director



Raviraja Poojary

Director

**TRANSWARRANTY CONSULTANTS PRIVATE LIMITED**  
Cash Flow Statement for the Year Ended 31st March, 2017

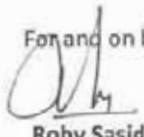
| Particulars                                                        | 2016-17<br>Amount (Rs.) |  |
|--------------------------------------------------------------------|-------------------------|--|
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                         |                         |  |
| Net Profit / (Loss) before Tax and Extraordinary items             | (11,070)                |  |
| Add: Non Operating Expenses/ Non Cash Expenses                     | -                       |  |
| Less : Interest / Dividend/ Other Non Operating Income Adjustments | -                       |  |
| Operating Profit before Working Capital Changes                    | (11,070)                |  |
| Adjusted for:                                                      |                         |  |
| (Increase)/Decrease in Trade Receivables & Other Assets            | (25,000)                |  |
| Increase / (Decrease) in Current Liabilities                       | 22,900                  |  |
| Cash Generated from Operation                                      | (13,170)                |  |
| Income Tax Refund / (Paid)                                         | -                       |  |
| <b>Net Cash From Operating Activities</b>                          | <b>(13,170)</b>         |  |
| <b>CASH FLOW FROM INVESTING ACTIVITY</b>                           | <b>-</b>                |  |
| <b>Net Cash used in Investing Activities</b>                       | <b>-</b>                |  |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                         | <b>-</b>                |  |
| Increase in Share Capital                                          | 400,000                 |  |
| <b>Net Cash from / (used in) Financing Activities</b>              | <b>400,000</b>          |  |
| <b>Net Increase / (Decrease) in Cash &amp; Cash Equivalent</b>     | <b>386,830</b>          |  |
| Opening Balance of Cash and Cash Equivalent                        | -                       |  |
| <b>Closing Balance of Cash and Cash Equivalent</b>                 | <b>386,830</b>          |  |

As per our attached report of even date  
For Rahul Gautam Divan & Associates  
Chartered Accountants

  
**Rahul Divan**  
Partner



Mumbai  
April 05, 2017

For and on behalf of Board of Directors  
   
**Roby Sasidharan** **Raviraja Poojary**  
Director Director

TRANSWARRANTY CONSULTANTS PRIVATE LIMITED

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2017. (ALL AMOUNTS ARE MENTIONED IN RUPEES)

**1 SIGNIFICANT ACCOUNTING POLICIES**

**(A) Basis of Preparation of Financial Statements**

The Financial Statements are prepared and presented under the historical cost convention, on an accrual basis of accounting in accordance with the accounting principles generally accepted in India and comply with Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and relevant provisions of Companies Act, 1956 to the extent applicable.

**(B) Current Assets**

- (i) Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business.
- (ii) Debit and Credit balances are subject to confirmation of parties.

**(C) Revenue Recognition**

- (i) The company's income from operations is accounted for on accrual basis.
- (ii) Service Income is recognized as per the term of the contract/ agreements entered into with the customer when the related services are performed.
- (iii) Dividend income is recognized when the right to receive the dividend is established.
- (iv) Interest income is recognized on the time proportion basis.

**(D) Taxation**

- (i) Provision for current tax if any are made on the basis of estimated taxable income for the current accounting year in accordance with the Income tax Act, 1961.
- (ii) The deferred tax charge or credit reflects the tax effect of timing differences between the book and the tax profits accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date.
- (iii) Deferred Tax Assets arising from timing differences are recognized to the extent there is virtual certainty that these would be realized in future.

**(E) Earning per Share**

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

**(F) Provisions**

A provision is recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the best current estimate.



| Particulars                                                                                                                                                                                                                                                                                                                                    | As at<br>31st March, 2017<br>(₹) |                |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------|
| <b>2. SHARE CAPITAL</b>                                                                                                                                                                                                                                                                                                                        |                                  |                |
| <b>Authorised</b>                                                                                                                                                                                                                                                                                                                              |                                  |                |
| 50,000 Equity Shares of Rs.10/- each                                                                                                                                                                                                                                                                                                           |                                  | 500,000        |
|                                                                                                                                                                                                                                                                                                                                                |                                  | <b>500,000</b> |
| <b>Issued, Subscribed and Fully Paid Up</b>                                                                                                                                                                                                                                                                                                    |                                  |                |
| 40,000 Equity Shares of Rs.10/- each fully paid up                                                                                                                                                                                                                                                                                             |                                  | 400,000        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                   |                                  | <b>400,000</b> |
| <b>Note:-</b>                                                                                                                                                                                                                                                                                                                                  |                                  |                |
| 1) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period                                                                                                                                                                                                                                      |                                  |                |
| Particulars                                                                                                                                                                                                                                                                                                                                    | 31st March, 2017                 |                |
|                                                                                                                                                                                                                                                                                                                                                | No of Shares                     | (₹)            |
| <b>EQUITY SHARES</b>                                                                                                                                                                                                                                                                                                                           |                                  |                |
| <b>A) Fully Paid Up Shares</b>                                                                                                                                                                                                                                                                                                                 |                                  |                |
| No of shares outstanding Pre Incorporation                                                                                                                                                                                                                                                                                                     | -                                | -              |
| Add:- Number of Shares allotted to the promoters at the time of Incorporation                                                                                                                                                                                                                                                                  | 40,000                           | 400,000        |
|                                                                                                                                                                                                                                                                                                                                                |                                  | -              |
| <b>No of shares outstanding at the end of the period</b>                                                                                                                                                                                                                                                                                       | <b>40,000</b>                    | <b>400,000</b> |
| <b>2) Terms and rights attached to Equity Share.</b>                                                                                                                                                                                                                                                                                           |                                  |                |
| The company has only one class of Equity share having a Par Value of Rs.10/- each. Each holder of equity share is entitled for one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval by the share holders in the ensuing Annual General Meeting. |                                  |                |
| In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.                                                           |                                  |                |
| <b>3) Details of Share holders holding more than 5% shares in the company.</b>                                                                                                                                                                                                                                                                 |                                  |                |
| <b>Equity Shares</b>                                                                                                                                                                                                                                                                                                                           |                                  |                |
| Name of the Person/Firm/ Company                                                                                                                                                                                                                                                                                                               | 31st March, 2017                 |                |
|                                                                                                                                                                                                                                                                                                                                                | No of Shares                     | %              |
| <b>a) Fully Paid Up Shares</b>                                                                                                                                                                                                                                                                                                                 |                                  |                |
| 1) Transwarranty Finance Limited                                                                                                                                                                                                                                                                                                               | 40,000                           | 100            |



| Particulars                                             | As at<br>23rd March 2017<br>(₹)  | Additions/<br>Created During<br>the Period | Deductions<br>During<br>the Period | As at<br>31st March, 2017<br>(₹) |
|---------------------------------------------------------|----------------------------------|--------------------------------------------|------------------------------------|----------------------------------|
| <b>3. RESERVES AND SURPLUS</b>                          |                                  |                                            |                                    |                                  |
| a) Surplus as per Profit & Loss Account (Note-1)        | -                                | (11,070)                                   | -                                  | (11,070)                         |
|                                                         | -                                | <b>(11,070)</b>                            |                                    | <b>(11,070)</b>                  |
| <b>Notes:-</b>                                          |                                  |                                            |                                    |                                  |
|                                                         |                                  |                                            | <b>2016-17</b>                     |                                  |
| 1.) Loss for the Period (From 23/03/2017 to 31/03/2017) |                                  |                                            |                                    | (11,070)                         |
| Less:- Appropriations                                   |                                  |                                            |                                    | -                                |
|                                                         |                                  |                                            |                                    | <b>(11,070)</b>                  |
| Particulars                                             | As at<br>31st March, 2017<br>(₹) |                                            |                                    |                                  |
| <b>CURRENT LIABILITIES</b>                              |                                  |                                            |                                    |                                  |
| <b>4. SHORT TERM BORROWINGS</b>                         |                                  |                                            |                                    |                                  |
| A) Unsecured Loans                                      |                                  |                                            |                                    |                                  |
| 1) From Others                                          |                                  |                                            |                                    |                                  |
| <b>Total</b>                                            |                                  |                                            |                                    |                                  |
| <b>5. OTHER CURRENT LIABILITIES</b>                     |                                  |                                            |                                    |                                  |
| Other Payables (Creditors for Expenses)                 |                                  |                                            |                                    |                                  |
|                                                         |                                  |                                            |                                    |                                  |
|                                                         |                                  |                                            |                                    |                                  |
| <b>CURRENT ASSETS</b>                                   |                                  |                                            |                                    |                                  |
| <b>6. TRADE RECEIVABLES</b>                             |                                  |                                            |                                    |                                  |
| Secured                                                 |                                  |                                            |                                    |                                  |
| Over Six Months Good                                    |                                  |                                            |                                    |                                  |
| Other Debts- Good                                       |                                  |                                            |                                    |                                  |
| <b>Total - (A)</b>                                      |                                  |                                            |                                    |                                  |
| <b>7. CASH AND CASH EQUIVALENTS</b>                     |                                  |                                            |                                    |                                  |
| a) Balance with Banks                                   |                                  |                                            |                                    |                                  |
| In Current Account                                      |                                  |                                            |                                    |                                  |
| b) Cash on Hand                                         |                                  |                                            |                                    |                                  |
|                                                         |                                  |                                            |                                    |                                  |
|                                                         |                                  |                                            |                                    |                                  |
|                                                         |                                  |                                            |                                    |                                  |



| Particulars                                                                     | For the period<br>From 23/03/17<br>to 31/03/2017<br>(₹) |
|---------------------------------------------------------------------------------|---------------------------------------------------------|
| <b>8. REVENUE FROM OPERATIONS</b>                                               |                                                         |
| Consultancy Charges                                                             | 25,000                                                  |
|                                                                                 | <b>25,000</b>                                           |
| <b>9. OTHER EXPENSES</b>                                                        |                                                         |
| Auditor's Remuneration                                                          |                                                         |
| - As Auditors                                                                   | 6,000                                                   |
| Rates & Taxes                                                                   | 900                                                     |
| Preliminary and Pre-Incorporation Expenses                                      | 29,170                                                  |
|                                                                                 | <b>36,070</b>                                           |
|                                                                                 |                                                         |
| Particulars                                                                     | For the period<br>Ended on<br>31st March,2017<br>(₹)    |
| <b>10. Earnings Per Share</b>                                                   |                                                         |
| I. Net Profit as per Profit and Loss Account available for Equity Share Holders | (11,070)                                                |
| II. Weighted Average number of equity shares for Earnings per share computation |                                                         |
| A) For Basic Earnings per share of ₹ 10/- each (No's)                           | 40,000                                                  |
| B) For Diluted Earnings per share of ₹ 10/- each (No's)                         |                                                         |
| No of Shares for Basic EPS as per II A (No's)                                   | 40,000                                                  |
| No of shares for Diluted Earnings per Share of ₹ 10/- Each                      | 40,000                                                  |
| III. Earnings Per Share ( Face Value of ₹ 10/- each)                            |                                                         |
| Basic (₹)                                                                       | (0.28)                                                  |
| Diluted (₹)                                                                     | (0.28)                                                  |



**11) RELATED PARTY DISCLOSURES**

As per Accounting Standard (AS-18) on Related Party Disclosures issued by the Institute of Chartered Accountants of India, the disclosure of transactions with the related party as defined in the Accounting Standard are given below:-

**(I) List of Related parties**

- (a) Holding Company :- Transwarranty Finance Limited
- (b) Associated Company :- Vertex Securities Limited  
Vertex Commodities And Finpro Private Limited  
Transwarranty Capital Market Services Private Limited

(The above disclosure is based on the transactions entered during the current period.)

**(II) Summary of Transactions**

(Amount in Rs.)

| Particulars                       | Holding Company | Associated Company |
|-----------------------------------|-----------------|--------------------|
| Proceeds for Equity Share Capital | 400,000         | -                  |

12) The company is primarily engaged in a single segment viz. Financial Services and related activities, therefore the separate disclosures required under Accounting Standard (AS-17) on Segment Reporting Issued by ICAI are not applicable.

13) (a) Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.  
(b) Debit and Credit balances are subject to confirmation of parties.

14) The Company has been incorporated on 23rd March, 2017 with the main object of carrying out "Management Consultancy and Advisory Services". Consequently, the accounts for the period do not have any prior period comparative, since this is the first period of reporting.

15) Since the Company has been incorporated on 23rd March, 2017, Disclosure of "Specified Bank Notes" as per Schedule III, in Division I in Part I of the Companies Act 2013 are not applicable.

As per our attached report of even date  
For Rahul Gautam Divan & Associates  
Chartered Accountants

Rahul Divan  
Partner



April 05, 2017  
Mumbai

For and on behalf of Board of Directors

Roby Sasidharan  
Director

Raviraj Poojary  
Director



## NOTICE

NOTICE is hereby given that the 23<sup>rd</sup> Annual General Meeting of Transwarranty Finance Limited will be held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> floor, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001, on Thursday, 10<sup>th</sup> August, 2017 at 10.30 a.m. to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Directors and Auditors thereon.
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.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Rahul Gautam Divan & Associates, Chartered Accountants (Firm Registration No. 120294W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company or any Committee thereof.”

### Special Business:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** as recommended by the Nomination, Remuneration & Compensation Committee and pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V of the said Act, consent and approval of the Company be and is hereby accorded to the re-appointment of and remuneration to Mr. Kumar Nair (DIN 00320541) as Managing Director and Chief Executive Officer of the Company for a period of three (3) years with effect from 1<sup>st</sup> September, 2017 on the following terms:

### Terms of Remuneration:

- 1) **Salary:** Remuneration not exceeding ₹ 60 lakhs p.a. including perquisites and other allowances as may be determined by the Board of Directors of the Company or Nomination, Remuneration & Compensation Committee.

### 2) Perquisites and other allowances:

- i. Provident Fund-12 % of basic salary
- ii. Company provided furnished accommodation
- iii. Re-imbursement of medical expenses, gas, telephone, society maintenance charges, electricity, water – At actual
- iv. Company provided Car
- v. Children's education allowance: In case children studying in or outside India, an allowance limited to maximum of ₹ 12,000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible upto a maximum of two children.
- vi. Leave Travel Concession: Return passage for self and family in accordance with the rules specified by the Company.

### 3) The following perquisites will not be included in the computation of the ceiling of perquisites:

- i. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- ii. Encashment of leave at the end of tenure.
- iii. Performance incentive- As per the rules of the Company

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Kumar Nair's office as Managing Director, the remuneration set out above be paid or granted to Kumar Nair as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in the Schedule V to the Companies Act, 2013 or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactments thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things at its absolute discretion, it may consider necessary or desirable in order to give effect to this resolution.”

For Transwarranty Finance Limited

Place : Mumbai

Date : April, 27, 2017

Sd/-

Company Secretary

### Regd Office:

403, Regent Chambers,  
Nariman Point, Mumbai 400021

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 4<sup>th</sup> August, 2017 to Thursday, 10<sup>th</sup> August, 2017 (both days inclusive).  
  
Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by notifying the Company at [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com) or Registrar & Share Transfer Agents of the Company, Link Intime India Pvt. Ltd. at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents(RTA), Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

7. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The facility of casting the votes by the members using electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
8. The facility for voting through polling paper/ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. 3<sup>rd</sup> August, 2017 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 AM on 7<sup>th</sup> August, 2017 and will end at 5.00 PM on 9<sup>th</sup> August, 2017. The Company has appointed Mr. M.P. Sharma, Practicing Company Secretary (C. P. No. 4536) to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**PROCEDURE FOR E-VOTING:**

The remote e-voting period commences at 9.00 AM on 7<sup>th</sup> August, 2017 and will end at 5.00 PM on 9<sup>th</sup> August, 2017. During this period, the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 3<sup>rd</sup> August, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

**The instructions for members for voting electronically are as under:-****I. The process and manner for remote e-voting are as under:****A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Transwarranty Finance Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mpsharma1952@gmail.com](mailto:mpsharma1952@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

|                                                    |                |                          |
|----------------------------------------------------|----------------|--------------------------|
| <b>EVEN<br/>(Remote e-voting<br/>Event Number)</b> | <b>USER ID</b> | <b>PASSWORD/<br/>PIN</b> |
|----------------------------------------------------|----------------|--------------------------|

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

**II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.****III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.****IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).****V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3<sup>rd</sup> August, 2017.****VI. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 3<sup>rd</sup> August, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).**

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

**VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.****VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.****IX. Mr. M. P. Sharma, Practicing Company Secretary (CP No. 4536) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.****X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.****XI. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.**

XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.transwarranty.com](http://www.transwarranty.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & NSE Limited, Mumbai.

10. Members may please note that pursuant to the provisions of Section 124 of the Companies Act, 2013, unclaimed dividend for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government and no claim shall lie against the said fund or the Company for the amounts of dividend so transferred to the said fund when the same falls due for such transfer.

The details of dividend paid by the Company and respective due dates of transfer to the said Fund which remain unclaimed are as under:

| Date of Declaration | Dividend for the year | Amount unclaimed (₹) | Due date for transfer |
|---------------------|-----------------------|----------------------|-----------------------|
| 12-09-2012          | 2011 - 12             | 25,523.50/-          | 18-10-2019            |

11. Members are requested to address all correspondences, including dividend matters to the Registrars and Transfer Agents of the Company.

12. The Company has designated an exclusive email Id viz. [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com) to enable the investors to post their grievances and monitor its redressal.

**Explanatory Statement pursuant to Sec. 102 (1) of the Companies Act, 2013 & additional information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

#### Item No.2

##### Re-appointment of Mr. U. Ramachandran (DIN 00493707)

Mr. U. Ramachandran is B.Com. F.C. A. He was a senior partner with M/s. Haridas Associates, a leading firm of Chartered Accountants in Mumbai.

Mr. U. Ramachandran is the Managing Director of the Subsidiary Company, Vertex Securities Limited.

Mr. U. Ramachandran has excellent knowledge in Audit, Capital Market and Investment Banking.

Mr. U. Ramachandran is a director of following Companies:

- Vertex Securities Limited
- Vertex Commodities & Finpro Pvt. Ltd.
- Transwarranty Capital Market Services Pvt. Ltd.
- Welworth Sales & Services Pvt. Ltd.
- Suncem Surface Coatings Pvt. Ltd.

Mr. U. Ramachandran holds 2,66,909 equity shares of ₹ 10/- each in the Company.

Except Mr. U. Ramachandran none of the directors or Key Managerial Personnel and their relatives is interested or concerned in the appointment of Mr. U. Ramachandran.

#### Item No. 4

##### Re-appointment of Mr. Kumar Nair as the Managing Director and Chief Executive Officer of the Company (DIN 00320541)

Mr. Kumar Nair was re-appointed as the Managing Director of the Company at the 20<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> September, 2014 for a period of three years with effect from 1<sup>st</sup> September, 2014 with a remuneration not exceeding ₹ 42 lakhs p.a.

The Board of Directors has approved the terms of re-appointment of Mr. Kumar Nair for a period of three (3) years with effect from 1st September, 2017 with a remuneration not exceeding ₹ 60 lakhs p.a. as per the recommendation of the Nomination and Remuneration Committee subject to the further approval by the members of the Company.

The Board recommends the resolution under Item No. 4 for your approval.

A statement containing information required to be provided to the shareholders as per the provisions of Schedule V in respect of re-appointment of Mr. Kumar Nair (DIN 00320541) is given below:

#### I. General Information:

**Nature of Industry:** The Company is a Reserve Bank of India (RBI) registered Non-banking Finance Company (NBFC) engaged in wide spectrum of financial services, both advisory and fund based lending. The Company has three major business operations in advisory services consisting of Trade Finance, Corporate Finance and Investment Banking.

#### Financial performance based on given indicators:

| Particulars                                                                            | FY 2016-17   | FY 2015-16   | FY 2014-15  |
|----------------------------------------------------------------------------------------|--------------|--------------|-------------|
|                                                                                        | Standalone   |              |             |
| Total Income                                                                           | 11,85,61,730 | 10,01,47,997 | 8,02,97,524 |
| Total Expenditure (including Finance Cost, depreciation and tax and exceptional items) | 11,11,24,703 | 9,87,18,242  | 7,92,01,894 |
| Profit/Loss After Tax                                                                  | 74,37,027    | 14,29,755    | 10,95,630   |
| Earning per share                                                                      | 0.30         | 0.06         | 0.04        |

**Foreign investments or collaborations:** No foreign investments or collaborations

#### II. Information about appointee:

1. **Background details:** Mr. Kumar Nair is BSc., FCA and OPM (Harvard Business School) with over 27 years of experience in Financial Services, Capital Market and Investment Banking. He is a Promoter Director of the Company since inception and prior to starting Transwarranty Finance Limited he was a key member of the core senior management team, in Kotak Mahindra Finance Ltd.
2. **Past remuneration:** Remuneration drawn by Mr. Kumar Nair in his capacity as Managing Director during the last three years is as follows:



| Particulars         | 2016-17   | 2015-16   | 2014-15   |
|---------------------|-----------|-----------|-----------|
| Salary drawn (in ₹) | 24,00,008 | 24,00,008 | 24,00,008 |

3. Recognition or rewards: Nil
4. Job profile and suitability: Mr. Kumar Nair is responsible for the overall management of the Company. His qualification, outstanding experience and general management skills are most suitable for the responsibilities shouldered by him.
5. Remuneration proposed: Remuneration not exceeding ₹ 60 lakhs p.a. including perquisites as may be determined by the Board of Directors of the Company or Nomination and Remuneration Committee.
6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person: The remuneration offered to Mr. Kumar Nair is it par with the industry norms considering the industry, size of the Company, profile of the position and person.
7. Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel: Mr. Kumar Nair is a promoter director of the Company holding 1,27,08,694 equity shares in the Company.

### III. Other information:

- (1) Reasons of loss or inadequate profits: The Company has three major business operations consisting of Trade Finance, Corporate Finance and Investment Banking. Investment Banking continues to have deals. However, due to unforeseen circumstances, the Company could not close all the deals in pipeline. The lending business, which is providing loans to the economically challenged sections of the society against security of gold jewelry, is losing its

shine and the company is exploring other innovative lending products.

- (2) Steps taken or proposed to be taken for improvement: The Company has taken various measures for achieving the aspiration and goals of the organization.
- (3) Expected increase in productivity and profits in measurable terms: The Company will be committed to its vision which will increase the productivity and profitability of the Company

Mr. Kumar Nair is a director of following Companies:

- Vertex Securities Limited
- Vertex Commodities & Finpro Pvt. Ltd.
- Transwarranty Capital Market Services Pvt. Ltd.
- Welworth Sales & Services Pvt. Ltd.
- Consolidated Eutectics (Kolhapur) Pvt. Ltd.
- Vizor International Pte. Ltd.(Singapore)

Except Mr. Kumar Nair, none of the directors or Key Managerial Personnel and their relatives is interested or concerned in the resolution as set out in item No. 4 of the Notice.

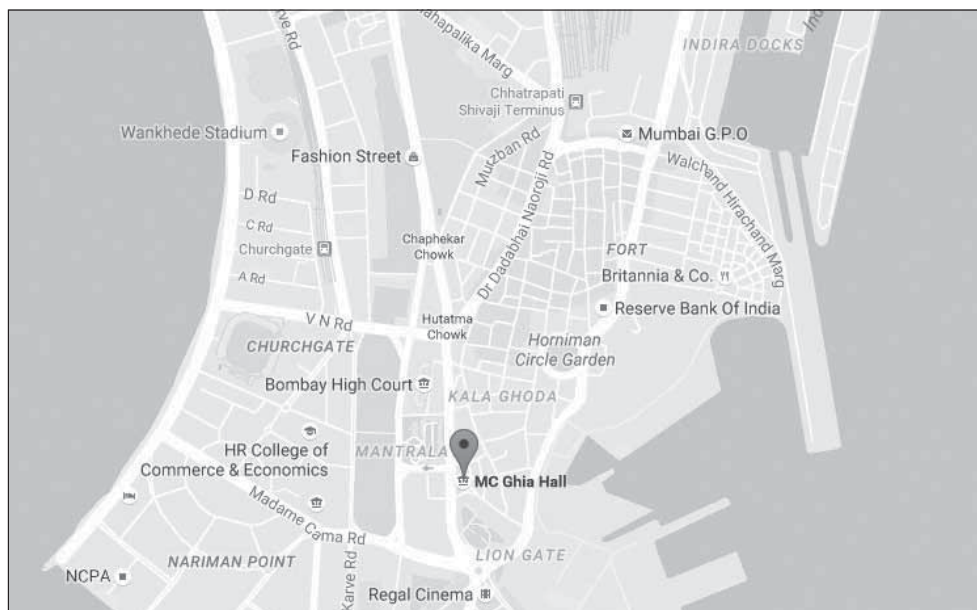
The draft letter of appointment of Mr. Kumar Nair as the Managing Director will be made available for inspection on any working day between 11 A.M to 02.00 PM up to the date of Annual General Meeting of the Company.

The Board recommends the Ordinary Resolution as set out in Item no. 4 for approval of members.

Place : Mumbai  
Date : April 27, 2017

By order of the Board  
Company Secretary

**Regd. Office:**  
403, Regent Chambers  
Nariman Point, Mumbai 400021



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 23<sup>rd</sup> Annual Report on the business and operations of the Company along with the financial statements for the financial year ended 31<sup>st</sup> March, 2017.

### Financial Highlights

The table given below gives the financial highlights of the Company for the year ended 31<sup>st</sup> March, 2017, as compared to the previous financial year.

(₹ in Lacs)

| Financial Results                  | 2016-17    | 2015-16 |
|------------------------------------|------------|---------|
|                                    | Standalone |         |
| Total Income                       | 1185.62    | 1001.48 |
| Total Expenses                     | 1097.27    | 992.15  |
| Provision for taxation             | 16.75      | 2.80    |
| MAT Credit Entitlement             | (2.74)     | (3.21)  |
| Deferred tax                       | (0.03)     | 0.11    |
| Reversal of excess provision       | -          | 4.67    |
| Net profit for the year            | 74.37      | 14.30   |
| Profit available for appropriation | 74.37      | 14.30   |
| <b>Appropriations:</b>             |            |         |
| Reserves u/s.45 1C of RBI Act      | 14.87      | 2.86    |

### Dividend:

In order to consolidate the financial position of the Company, the Board has decided to skip the dividend for the financial year ended 31<sup>st</sup> March, 2017.

### Subsidiary Companies:

Vertex Securities Limited(VSL), Vertex Commodities And Finpro Private Limited (VCFPL), Transwarranty Capital Market Services Private Limited (TCMSPL) and Transwarranty Consultants Private Limited (TCPL) are the subsidiaries of the Company.

VSL and VCFPL are engaged in the following businesses:

1. Stock and currency broking services to retail, HNI and institutional clients.
2. Commodity broking services through Vertex Commodities And Finpro Pvt. Ltd (VCFPL) to retail, HNI and corporate clients.
3. Merchant banking.

**Vertex Securities Limited (VSL) is a member of: -**

1. National Stock Exchange of India Limited (NSE)

2. Bombay Stock Exchange Limited, (BSE)
3. National Securities Depository Ltd., (NSDL) (for depository services)
4. SEBI registration as a Merchant Banker
5. Association of Mutual Funds of India(AMFI) registered Mutual Fund Advisor.

**Vertex Commodities And Finpro Private Limited(VCFPL)** is a member of following commodity exchanges: -

1. Multi Commodity Exchange of India (MCX)
2. National Commodity and Derivative Exchange (NCDEX)
3. National Multi Commodity Exchange (NMCE)

During the financial year 2016-17, Transwarranty Capital Market Services Pvt. Ltd. (TCMSPL) and Transwarranty Consultants Pvt. Ltd. (TCPL) become the wholly owned subsidiaries of the Company. TCMSPL and TCPL are engaged in the business of financial and management consultancy and advisory services.

During the year ended 31<sup>st</sup> March, 2017, the subsidiary company, Vertex Securities Limited earned revenue of ₹ 659.35 lakhs as compared to ₹ 523.72 lakhs in the previous year. The operations have recorded a profit of ₹ 39.33 lakhs as compared to a loss of ₹ 61.04 lakhs in the previous year.

The subsidiary company, Vertex Commodities And Finpro Private Limited had total revenue of ₹ 139.78 lakhs and profit of ₹ 9.01 lakhs as on 31<sup>st</sup> March, 2017 as against the total revenue of ₹ 96.84 lakhs and profit of ₹ 0.33 lakhs respectively in the previous year.

The subsidiary company, Transwarranty Capital Market Services Pvt. Ltd had recorded a loss of ₹ 0.56 lakh as on 31<sup>st</sup> March, 2017 as against ₹ 0.07 lakh in the previous year and Transwarranty Consultants Pvt. Ltd. had recorded a loss of ₹ 0.11 lakh as on 31<sup>st</sup> March, 2017.

During the year under report, the consolidated revenue of the Company was ₹ 1983.45 lakhs as against ₹ 1622 lakhs in the previous year. The net profit after tax was ₹ 122.04 lakhs as against net loss of ₹ 46.42 lakhs in the previous year.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC 1 is attached to the financial statements of the Company.

### Management Discussion and Analysis:

A detailed review on the operations and performance of the Company and its business is given in the Management Discussion and Analysis, which forms part of this report as **Annexure A.**

**Corporate Governance Report:**

A detailed report on Corporate Governance and Auditors Certificate on compliance with Corporate Governance Requirements by the Company is attached and also forms part of this report as **Annexure B**.

**Consolidated Financial Statements:**

Pursuant to Section 136 of the Companies Act, 2013, the standalone financial statements of the Company, consolidated financial statements along with the relevant documents form part of the Annual Report and separate audited accounts in respect of the subsidiaries are available on the website of the Company.

**Auditors' Report**

There are no qualifications in the Auditors' Report for standalone accounts for the financial year ended 31<sup>st</sup> March 2017. Referring to observations given under "Basis for Qualified Opinion" in the Independent Auditors Report for Consolidated Accounts, it is clarified that as the Company has initiated legal actions for the recovery of the dues and it will not be prudent to make any provisions as the cases are in various stages in different Courts.

The Statement on Impact of Audit Qualification submitted to the stock exchange pursuant to SEBI Listing Regulations for modified opinion in Audit Report for consolidated accounts is appended to this report as **Annexure C**.

**Directors' Responsibility Statement:**

In terms of Section 134 (3) (c) of the Companies Act, 2013 your Directors state that:

1. In preparation of annual accounts for the year ended 31<sup>st</sup> March, 2017, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
2. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and profit of the Company for the year ended on that date;
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. They have prepared the annual accounts on a going concern basis;
5. They have laid down proper internal financial controls to be followed by the Company and they were adequate and operating effectively and
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

**Deposits:**

During the financial year under report the Company has not accepted deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. No amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**Particulars of Loans, Guarantees and Investments:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**Directors:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. U. Ramachandran, Director of the Company (DIN 00493707), retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board has recommended his re-appointment.

**Familiarization Programme for Directors:**

At the time of appointment of a Director, a formal letter of appointment is given to the Director. The Director is also explained in detail the role, function, duties and responsibilities expected from him/her and also compliance required from him/her under the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015[Listing Regulations]. Further the Managing Director also will have one to one discussion with the newly appointed Director to familiarize with the Company's operation.

**Performance of Board Evaluation**

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by SEBI Listing Regulations.

The evaluation was done on various parameters like vision and strategy, Board participation, disclosure of interest, review of risk management policies, leadership skills, good governance, marketing and corporate communications etc.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The board reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as

a whole was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

### Meetings

The details regarding the meeting of the Board of Directors, Committees of the Board and meeting of Independent Directors are provided in the Report on Corporate Governance, which forms part of the Annual Report.

### Extract of Annual Return

An extract of Annual return in Form MGT-9 is appended to this report as **Annexure D**.

### Risk Management:

The Company has adopted a Risk Management Policy for the Company including identification therein the elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company. After identifying the risk and assessing the level of impact, controls are put in place to mitigate the risk by the concerned executives/the Board to control the exposure of the risk and balance the impact of risk on a continuous basis.

### Nomination & Remuneration Policy

The Board on the recommendation of Nomination, Remuneration & Compensation Committee has adopted a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and Senior Management. The details of this Policy are provided in the Corporate Governance Report.

### Sexual Harassment Policy

In line with the requirements of Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 (Act), the Company has in place a policy to prevent sexual harassment of women at workplace. Your Directors state that during the year under review, there were no cases filed pursuant to the above Act.

### Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy as part of vigil mechanism to provide appropriate avenues to the Directors and Employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business of the Company. The employees are encouraged to voice their concerns by way of whistle blower policy and all the employees have been given access to the Audit Committee. All cases registered under the Code of Business Principles and Whistle Blower Policy will be reported to the Audit Committee.

### Employees' Stock Option Plan 2008 (ESOP):

During the financial year 2016-17, 61,650 equity shares of ₹ 10 each have been vested pursuant to ESOP Scheme. Disclosures as per the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and disclosure pursuant to the Rule 12(9) of Companies (Share Capital and Debenture) Rules, 2014 are provided as **Annexure E** to the Board's Report.

### Independent Directors:

The Independent Directors of the Company have furnished necessary declarations to the Company under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed for independent directors under Section 149(6) of the Act and Regulation 16(b) of the SEBI Listing Regulations.

During the year under review a meeting of Independent Directors was held on 20.02.2017.

### Related Party Transactions:

All related party transactions that were entered into during the year were on arm's length basis and in the ordinary course of business. The Audit Committee has approved the related party transactions and subsequently the same were approved by the Board of Directors. The disclosures on the Related Party Transactions in Form AOC-2 is provided as **Annexure F** to the Board's Report.

### Auditors:

Pursuant to the provisions of Section 139 of the Act and the rules framed thereafter, M/s. Rahul Gautam Divan and Associates, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the twenty first annual general meeting (AGM) of the Company held on September 11, 2015 till the conclusion of the twenty fifth AGM to be held in the year 2019, subject to ratification of their appointment at every AGM. The Company has received eligibility certificate in terms of Section 139 of the Companies Act, 2013 and consent from the auditors.

### Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made there under the Company has appointed Mr. M. P. Sharma, a Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as part of this Report as **Annexure G**. The Report does not contain any qualifications, reservations, or adverse remarks.

### Energy Conservation, Technology Absorption:

Because of the nature of activities being carried on by the Company, the particulars are not applicable.

### Foreign Exchange Earnings and outgo:

|          |                |
|----------|----------------|
| Earnings | - Nil          |
| Outgo    | - ₹ 4.33 lakhs |



**Particulars of Employees and related disclosure:**

There are no employees drawing a monthly or yearly remuneration in excess of the limits specified under Section 197 of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendments thereof.

The information containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time is attached herewith as **Annexure H**.

**Acknowledgement:**

Your Directors acknowledge the support and counsel extended by the bankers, government agencies, shareholders, investors, employees and others associated with the Company. The Directors look forward the same in future also.

For and on behalf of Board of Directors

Place: Mumbai

Date: April 27, 2017

**Kumar Nair**

*Managing Director*  
(DIN 00320541)

**U. Ramachandran**

*Director & CFO*  
(DIN 00493707)

## Annexure "A" to the Directors' Report

## MANAGEMENT DISCUSSION AND ANALYSIS

**Background:**

Transwarranty Finance Limited is a non-deposit accepting Non-Banking Finance Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI") engaged in a wide spectrum of financial services, both advisory and fund based lending.

The Company is headquartered in Mumbai and has a capital market subsidiary engaged in equity / commodities / currency broking and Merchant Banking.

**Economic Scenario:**

The Indian economy is continuing its positive momentum with GDP growth rate of around 7%. However, the banking system continues to deal with stressed assets, which impacted asset formation and credit expansion. Consumption is slowly picking up leading to improving industrial & economic activity.

**Industry Structure and developments:**

The financial services business India is poised for greater growth particularly in lending business, which bridges the gap unfulfilled by banks. Use of technology to reach newer target segments is creating opportunities in the Fintech space.

**Review of operations of the Company:**

The Company along with its subsidiary companies achieved consolidated revenue of ₹ 1983.45 lakhs compared to ₹ 1622 lakhs in the previous year.

The Company has three major business operations in advisory services consisting of Trade Finance, Corporate Finance and Investment Banking.

Trade finance, which caters to the working capital needs of companies, continues to be impacted by the weak industrial activity and executed business transactions of ₹ 2533.14 crores (previous year ₹ 3,620.96 crores) with income of ₹ 91.75 lakhs (previous year ₹ 133.34 lakhs) for the year.

Corporate Finance & Investment Banking too were impacted due to lack of credit growth in banking and most of the companies deferring investments. Business transactions worth of ₹ 52.05 crores (previous year ₹ 85 crores) was executed with an income of ₹ 294 lakhs (previous year ₹ 255 lakhs)

The lending business, which is providing loans to the economically challenged sections of the society against security of gold jewelry, is losing its shine due to falling gold price due to various government measures to discourage import of Gold and stringent directives by RBI to banks and NBFC for taking exposures to gold lending business. The company had decided to lower its exposure to gold lending business till full clarity emerges.

**Strengths, Weakness, Opportunities and Threats (SWOT) analysis****Strengths:**

- Professional and ethical management
- Stringent cost control
- Follows risk management system prescribed by exchanges

**Weakness:**

Small lending business

**Opportunities:**

- Wealth management
- Distribution of various financial products
- Use of technology for scaling up
- Expand and grow the lending business

**Threats:**

- Exposed to systemic risks like political and economic risks

**Business Outlook:**

TRANSWARRANTY, an RBI registered NBFC is the flagship company of the Transwarranty Group, which is active in a wide gamut of Financial Services like Corporate Finance, Project Finance, Real Estate & Infrastructure Finance, Trade Finance, Gold Loans, Margin Finance, Stock / Commodities / Currencies / Interest Rates / Other Derivatives Broking, Inter-Bank Forex Broking, Merchant Banking, Investment Banking etc. Excellent domain expertise combined with a strong client and institutional relationship network nurtured over 22 years has ensured that all the Companies in the group are well poised to unlock value for its shareholders in the fast evolving financial landscape in India.

TRANSWARRANTY conducts all regulated capital market businesses through its subsidiary company, Vertex Securities Limited (listed on BSE), which in turn has a subsidiary company, Vertex Commodities & Finpro Pvt Ltd for the commodities broking business.

Both the companies are well placed to exploit the opportunities when the economy begins to grow and industrial activity picks up. To give impetus to the overall revenue, the fund based lending business is being given renewed focus. The company is also exploring equity capital from strategic / financial investors for the fund based lending business.

**Risk Management**

Risk Management is an integral part of the Company's business strategy. The Company is exposed to specific risks that are particular to its business including interest rate volatility, economic cycle, market risk and credit risk. The management continuously assesses the risk and monitors the business and risk management policies to minimize the risk.



### Internal Control Systems And Their Adequacy

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company.

### Human Resource Development

The Company believes that the human resources are vital in giving the company a competitive edge in the current business environment. The Company's philosophy is to provide congenial work environment, performance oriented

work culture, knowledge acquisition/ dissemination, creativity and responsibility. As in the past the Company has enjoyed cordial relations with the employees at all levels. Our employee strength is 23 as on 31<sup>st</sup> March, 2017.

### Cautionary statements

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectation may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

For and on behalf of Board of Directors

Place: Mumbai

Date: April 27, 2017

**Kumar Nair**

*Managing Director*

(DIN 00320541)

**U. Ramachandran**

*Director & CFO*

(DIN 00493707)

## Annexure "B" to the Directors' Report

**CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017****Mandatory Requirements:****1. Corporate Governance :**

Corporate governance refers to a set of laws, regulations and good practices that enable an organization to perform efficiently and ethically, generate long term wealth and create value for all its stakeholders. The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and the Company always seeks to ensure that its performance goals are met with integrity. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz., integrity, equity, transparency, fairness, disclosure, accountability and commitment to values.

**Company's Philosophy on Code of Corporate Governance:**

Transparency, fairness, disclosure and accountability are central to the working of the Company and its Board of Directors. The Company has always been guided by conviction of adhering to transparency, accountability and integrity. The Company believes and acknowledges individual and collective responsibilities to manage the business activities with integrity.

The Company lays great emphasis on regulatory compliances and strives to ensure that high standard of professionalism and ethical conducts are maintained throughout the organization. The Board undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair-play and independence in its decision making.

**2. Code of Conduct:**

The Company has well defined policy framework which lays down procedures to be adhered to by all Board Members and Senior Management for ethical professional conduct. The Code outlines fundamental ethical considerations as well as specified considerations that need to be maintained for professional conduct. Senior Management includes personnel of the core management team excluding Board of Directors but including all functional heads. The Code of Conduct is also posted on the website of the company [www.transwarranty.com](http://www.transwarranty.com).

**3 Board of Directors (the "Board"):**

The Board reviews and approves the Company's strategic, operational and financial plans. It also guides corporate strategy, takes key strategic decisions, reviews major plans of action etc. Besides, the plans of action also include the risk policy, review and approval of annual budget and business plans and monitor performance against corporate strategy.

**(i) Composition and size of the Board**

The Company's policy is to have an appropriate mix of Executive & Non-Executive Directors. The size and composition of the Board, conforms to the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The present strength of the Board of Directors is five members including one woman director, all the members with good academic background and with rich professional experience in various fields. The Managing Director and Finance Director are the Executive Directors and the other three are Non-Executive Directors. More than half of the Board consists of Independent Directors.

**(ii) Independent Directors:**

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149 (6) of the Companies Act, 2013 and the Rules made there under and meet with the requirements of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(iii) Meetings of the Board :**

During the financial year 2016-17, the Board met 5 times on 24<sup>th</sup> May 2016, 21<sup>st</sup> July, 2016, 8<sup>th</sup> November, 2016, 30<sup>th</sup> January, 2017 and 20<sup>th</sup> February, 2017 respectively. The gap between any two meetings was not more than 120 days.

The Company Secretary prepares the agenda and the explanatory notes, in consultation with the Managing Director and circulates the same in advance to the Directors. Every Director is free to suggest inclusion of items on the agenda. The Board meets at least once in every quarter inter-alia to review the quarterly financial results. Additional Meetings are held as and when necessary. The Minutes of the proceedings of the Meetings of the Board of Directors are noted and the draft minutes are circulated amongst the Members of the Board for their perusal. Comments, if any, received from the Directors are also



incorporated in the minutes, in consultation with the Chairman of the meeting, Senior Management Personnel are invited to provide additional inputs for the items being discussed by the Board of Directors as and when necessary.

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. The necessary disclosure regarding Directorships and Committee positions have been made by the Directors who are on the Board of the Company as on March 31, 2017. The composition of Board of Directors, attendance at the Board Meetings during the financial year and attendance at the last Annual General Meeting and number of outside Directorships, Chairman/ Membership of Committees held by them as under:

| Name of Director          | Director Identification No. | Category                               | No. of Board meetings attended | Last AGM attendance | No of Directorships | Chairmanship/ membership of Board Committees* |
|---------------------------|-----------------------------|----------------------------------------|--------------------------------|---------------------|---------------------|-----------------------------------------------|
| Mr. Kumar Nair            | 00320541                    | Managing Director<br>Promoter Director | 4                              | Yes                 | 1                   | 2                                             |
| Mr. Pravin D. Khatau      | 02425468                    | Director – Independent                 | 1                              | No                  | Nil                 | 2                                             |
| Mr. U. Ramachandran       | 00493707                    | Director- – Finance & CFO              | 5                              | Yes                 | 1                   | 2                                             |
| Mrs. Nirmala Sachin Parab | 07149007                    | Director – Independent                 | 5                              | No                  | Nil                 | 2                                             |
| Mr. Sudharsanan Nair      | 01510505                    | Director- Independent                  | 5                              | Yes                 | Nil                 | 2                                             |

\* Alternate Directorships, Directorships in private companies, foreign companies, companies under section 8 of the Companies Act, 2013 and Memberships in governing councils, chambers and other bodies are excluded. Memberships in public companies, listed and unlisted alone have been considered.

None of the directors are related to each other.

(iv) **Details of equity shares held by the Directors as on 31<sup>st</sup> March, 2017 are given below:**

| Name                 | Category                             | Number of equity shares |
|----------------------|--------------------------------------|-------------------------|
| Mr. Kumar Nair       | Executive Director                   | 1,27,08,694             |
| Mr. U. Ramachandran  | Executive Director                   | 2,66,909                |
| Mr. Pravin D. Khatau | Non-Executive – Independent Director | 2,500                   |
| Mr. Sudharsanan Nair | Non-Executive – Independent Director | 500                     |

(v) **Information to the Board:**

- The Board of Directors has complete access to the information within the Company, which inter alia includes :-
- Annual revenue budgets and capital expenditure plans;
- Quarterly results and results of operations of Independent Company and business segments;
- Financing plans of the Company;
- Minutes of meeting of Board of Directors, Audit Committee, Remuneration and Compensation Committee and Stakeholders' Relationship Committee;
- Compliance or Non-compliance of any regulatory, statutory nature or listing requirements and investor service such as non- payment of dividend, delay in share transfer, etc., if any.

**4. Cessation/Appointment/Re-appointment of Directors:**

**Appointment /Re-appointment of Directors:**

Mr. Sudharsanan Nair (DIN 01510505) was appointed as the Independent Director of the Company for a period of 5 years at the last Annual General Meeting of the Company held on 19<sup>th</sup> September, 2016.

**5. Meeting of Independent Directors:**

During the year under review the Independent Directors met on 20<sup>th</sup> February, 2017 to discuss inter alia:

- (i) Evaluation of performance of Non-Independent Directors and Board of Directors as a whole.
- (ii) Evaluation of the performance of the Chairman of the Company.
- (iii) Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

**6. Board Committee**

The Board constitutes the following Committees of Directors:

- (a) Audit Committee
- (b) Nomination Remuneration & Compensation Committee
- (c) Stakeholders Relationship Committee

The Board is responsible for constituting, assigning and co-opting the members of the Committees.

**(a) Audit Committee:****(i) Composition**

The Audit Committee comprised of 4 members, out of which Mr. Sudharsanan Nair, Mr. Pravin Khatau and Mrs. Nirmala Parab are Independent Directors and Mr. Kumar Nair is an Executive Director. Mr. Sudharsanan Nair is the Chairman of Audit Committee. All the members of the Committee are financially literate.

**(ii) Attendance at the Audit Committee Meeting:**

During the financial year 2016-17, the Committee met 4 times on 24<sup>th</sup> May, 2016, 21<sup>st</sup> July, 2016, 8<sup>th</sup> November, 2016 and 30<sup>th</sup> January, 2017 respectively and the gap between any 2 meetings was not more than 120 days. The attendance of Members at the Meetings was as follows:

| Name                 | Designation | Category    | Attendance out of 4 meetings held |
|----------------------|-------------|-------------|-----------------------------------|
| Mr. Sudharsanan Nair | Chairman    | Independent | 4                                 |
| Mr. Kumar Nair       | Member      | Executive   | 4                                 |
| Mr. Pravin D. Khatau | Member      | Independent | 0                                 |
| Mrs. Nirmala Parab   | Member      | Independent | 4                                 |

The Board has designated Company Secretary to act as Secretary of the Audit Committee.

**(iii) Powers of Audit Committee:**

- (a) To investigate any activity within the terms of reference.
- (b) To seek information from any employee
- (c) To obtain outside legal or other professional advice.
- (d) To secure attendance of outsiders with relevant expertise, if considered necessary

**(iv) Terms of Reference:**

- (a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Recommending the Board, the appointment, re-appointment, terms of appointment and if required replacement or removal of Auditors and fixation of Audit Fees.
- (c) Approval of payment to Statutory Auditors for any other services rendered by Statutory Auditors.
- (d) Reviewing with management the annual financial statements and auditor's report before submission to the Board for approval, with particular reference to :
  - Matters required to be included in Directors' Responsibility Statement to be included in the Board's Report.
  - Changes if any, in accounting policies and practices and reasons for the same.



- Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statement arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosures of related party transactions.
  - Qualifications in draft Audit Report.
- (e) Reviewing, with the management, the quarterly financial statement before submission to the Board for approval.
  - (f) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
  - (g) Approval or any subsequent modification of transactions with related parties.
  - (h) Scrutiny of inter-corporate loans and investments
  - (i) Reviewing, with the management the performance of Statutory and Internal Auditors, adequacy of internal control systems.
  - (j) Reviewing the adequacy of Internal audit function, if any, including the structure of the internal audit department, staffing and the seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
  - (k) Discussion with Internal Auditors any significant findings and follow up there on.
  - (l) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the Board.
  - (m) Discussion with the Statutory Auditors before the audit commences, about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - (n) To look into the reasons for the substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - (o) To review the functioning of Whistle Blower Mechanism.
  - (p) Carrying out any other function as is mentioned in the terms of reference of Audit Committee.

**(b) Stakeholders' Relationship Committee:**

- (i) Terms of reference:

The Terms of reference to the Stakeholders Relationship Committee focuses on shareholders' grievances and strengthening of investors' relations, specifically looking into redressal of grievances pertaining to

- 1) Redressal of Shareholders / Investors' complaints
- 2) Allotment, transfer and transmission of shares
- 3) Non-receipt of balance sheet
- 4) Non-receipt of declared dividend
- 5) Matters relating to demat / remat
- 6) Other related issues

The committee comprises of following Directors:-

| Name                      | Designation | Category    |
|---------------------------|-------------|-------------|
| Mr. Sudharsanan Nair      | Chairman    | Independent |
| Mr. Kumar Nair            | Member      | Executive   |
| Mr. Pravin D. Khatau      | Member      | Independent |
| Mrs. Nirmala Sachin Parab | Member      | Independent |

Mr. Sreedhar H. Company Secretary has been designated as Compliance Officer. The investors may register their complaints at the email-id: [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com)

During the financial year 2016-17 one meeting was held on 17<sup>th</sup> June, 2016

**(ii) Number of Complaints:**

Details of investor complaints received and redressed during the year 2016- 17 are as follows:

| Opening Balance | Received | Resolved | Pending |
|-----------------|----------|----------|---------|
| Nil             | Nil      | Nil      | Nil     |

**(c) Nomination and Remuneration Committee:****(i) Composition**

The Board has constituted a Remuneration/Compensation Committee comprising the following Directors:

| Name                      | Designation | Category    | Attendance |
|---------------------------|-------------|-------------|------------|
| Mrs. Nirmala Sachin Parab | Chairman    | Independent | 1          |
| Mr. Pravin D. Khatau      | Member      | Independent | Nil        |
| Mr. Sudharsanan Nair      | Member      | Independent | 1          |

**(ii) Meetings**

During the financial year 2016-17 one meeting was held on 24<sup>th</sup> May, 2016

**(iii) Terms of Reference**

- To recommend to the Board composition of the Board and its committees.
- To formulate the criteria for evaluation of performance of Independent Directors and the Board
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria
- To recommend to the Board the appointment or reappointment of directors.
- To recommend to the Board appointment of Key Managerial Personnel
- To carry out evaluation of every Director's performance
- Performing such other duties and responsibilities as may be required.

**(iv) Nomination & Remuneration Policy**

The Company's Nomination and Remuneration Policy aims to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company. The Remuneration Policy is designed to attract talented personnel and remunerate them fairly and reasonably.

**(v) Performance evaluation criteria for Independent Directors**

Performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. The evaluation of performance is carried out by considering the factors such as experience and skills, participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

**(d) Corporate Social Responsibility Committee**

Directors would like to state that the Provisions of Section 135 of the Companies Act 2013 is at present not applicable to the Company. Therefore, Corporate Social Responsibility Committee (CSR) has not been formed.

**(e) Whistle Blower Policy**

Pursuant to Section 177 (9) and (10) of the Companies Act 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Whistle Blower Policy for visual mechanism for Directors and Employees to report to the Management about the unethical behavior, fraud or violation of code of conduct. The



mechanism provides for adequate safeguards against victimization of Employees and Directors who use such mechanism and makes provisions for direct access to the Chairperson of Audit Committee. None of the Personnel has been denied access to the Audit Committee.

**(f) Risk Management**

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

**(g) Details of remuneration paid to the Directors.**

| Directors                 | Salary (including Performance Incentive, if any and other allowance) (₹) | Perquisites (₹) | Contribution to P. F. superannuation and Gratuity (₹) | Sitting Fees (₹) | Others (Professional Fees) (₹) | Total (₹) |
|---------------------------|--------------------------------------------------------------------------|-----------------|-------------------------------------------------------|------------------|--------------------------------|-----------|
| Mr. Kumar Nair            | 22,70,408                                                                | -               | 1,29,600                                              | -                | -                              | 24,00,008 |
| Mr. Pravin D. Khatau      | -                                                                        | -               | -                                                     | 20,000           | -                              | 20,000    |
| Mr. U. Ramachandran       | 65,806                                                                   | -               | -                                                     | -                | 1,77,500                       | 2,43,306  |
| Mrs. Nirmala Sachin Parab | -                                                                        | -               | -                                                     | 1,82,000         | -                              | 1,82,000  |
| Mr. Sudharsanan Nair      | -                                                                        | -               | -                                                     | 1,82,000         | -                              | 1,82,000  |

**6. General Body Meetings:**

Venue and Time of Annual General Meetings during the last three years.

| Financial Year | Day, Date & Time                                         | Venue                                                     | Special Resolution passed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|----------------|----------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2013-14        | Friday<br>19 <sup>th</sup> September, 2014<br>11.00 a.m. | M. C. Ghia Hall,<br>Kala Ghoda, Fort,<br>Mumbai - 400 001 | <p>(i) Pursuant to Sec. 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V appointment of Mr. Kumar Nair (DIN 00320541) as Managing Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> September, 2014.</p> <p>(ii) Pursuant to the provisions of Foreign Exchange Management 1999 and the Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 and subject to relevant laws, rules and regulations applicable from time to time approval of members was accorded for acquiring and holding equity shares by Foreign Institutional Investors (FIIs) upto an aggregate of 100% of the paid up equity capital of the company provided, that equity shareholding of a single FII or sub-account of an FII should not exceed 10% of the paid up equity capital of the company.</p> <p>Further, pursuant to provisions of FEM (Transfer or Issue of security by a person resident outside India) Regulations,2000 and subject to relevant laws, rules and regulations applicable from time to time approval of members was accorded for raising the ceiling on the aggregate value of shares of the Company that can be purchased by all NRIs put together to 24% of the paid up share capital of the Company.</p> |

| Financial Year | Day, Date & Time                                         | Venue                                                     | Special Resolution passed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------|----------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2014-15        | Friday<br>11 <sup>th</sup> September, 2015<br>11.00 a.m. | M. C. Ghia Hall,<br>Kala Ghoda, Fort,<br>Mumbai - 400 001 | (i) Pursuant to Section 180(1)(c) of the Companies Act, 2013 ,approval accorded to the Board of Directors to borrow money in excess of the aggregate of the paid-up capital and free reserves of the Company provided that the total amount so borrowed shall not exceed Rs. 100 crores over and above the aggregate of the paid-up capital and free reserves of the Company<br><br>(ii) Pursuant to Section 146 of the Companies Act, 2013 approval accorded to the Board of Directors to consider giving exemptions to the Auditors of the Company to attend the General Meetings to be held from time to time |
| 2015-16        | Monday<br>19 <sup>th</sup> September, 2016<br>10.30 a.m. | M. C. Ghia Hall,<br>Kala Ghoda, Fort,<br>Mumbai 400001    | No Special resolution was passed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

No Resolution was passed through Postal Ballot last year.

#### 7. Disclosures:

- There were no transactions of material nature with its Promoters, Directors or the Management, their subsidiaries or relatives during the period that may have potential conflict with the interest of the company at large.
- Transactions with related parties are disclosed in Note No. 28 in the notes to the accounts in the Annual Report as required by Accounting Standards under AS 18 issued by Institute of Chartered Accountants of India.
- None of the transactions with related parties were in conflict with the interest of the Company. All the transactions were in the normal course of business and had no potential conflict with the interest of the company at a large and were carried out on an arm's length basis or fair value.
- There were no non-compliances by the Company during the year. No penalties or strictures were imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authorities on any matters related to the capital markets, during the previous three financial years.
- The policy for determining material subsidiaries and related party transactions is available on the website [www.transwarranty.com/Investors/Policies](http://www.transwarranty.com/Investors/Policies).
- The Board has adopted a Code of Conduct including Business Ethics Policy for its Directors and Senior Management. This is available on the Company's web-site [www.transwarranty.com](http://www.transwarranty.com).
- The Managing Director has submitted before the Board a declaration of compliance with the Code of Conduct by the Directors during the financial year ended March 31, 2017.
- The Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of the financial statement; the Company has not adopted a treatment different from that prescribed by any Accounting Standard.
- Risk assessment and minimization procedures are periodically reviewed by the Audit Committee and the Board of Directors of the Company.
- The Chief Executive Officer and the Chief Financial Officer have certified to the Board of Directors as per the format prescribed in Part B of Schedule II of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. This has been reviewed by the Audit Committee and taken on record by the Board of Directors of the Company.
- During the financial year 2016-17, the information as mentioned in Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.
- The details of the familiarization programme of the Independent Directors are available on the website of the Company (<http://www.transwarranty.com/Investors>).



**8. Means of Communication:**

| Sl. No | Particulars                                                                       |                               | 1 <sup>st</sup> Quarter    | 2 <sup>nd</sup> Quarter        | 3 <sup>rd</sup> Quarter        | 4 <sup>th</sup> Quarter      |
|--------|-----------------------------------------------------------------------------------|-------------------------------|----------------------------|--------------------------------|--------------------------------|------------------------------|
| 1      | English Newspapers in Which quarterly results were published / to be published    | Active Times (Mumbai edition) | 22 <sup>nd</sup> July 2016 | 9 <sup>th</sup> November, 2016 | 31 <sup>st</sup> January 2017  | 28 <sup>th</sup> April, 2017 |
| 2      | Vernacular Newspapers in which quarterly results were published / to be published | Mumbai Lakshdeep              | 22 <sup>nd</sup> July 2016 | 9 <sup>th</sup> November, 2016 | 31 <sup>st</sup> January 2017  | 28 <sup>th</sup> April, 2017 |
| 3      | Website Address of the Company on which financial results are posted              | www.transwarranty.com         |                            |                                |                                |                              |
| 4      | Name of the Stock Exchange(s) on which financial results are posted               | Website Address               |                            |                                |                                |                              |
|        | BSE Limited (BSE)                                                                 | www.bseindia.com              | 21 <sup>st</sup> July 2016 | 8 <sup>th</sup> November, 2016 | 28 <sup>th</sup> January, 2017 | 27 <sup>th</sup> April, 2017 |
|        | National Stock Exchange of India Limited (NSE)                                    | www.nseindia.com              | 21 <sup>st</sup> July 2016 | 9 <sup>th</sup> November, 2016 | 28 <sup>th</sup> January, 2017 | 27 <sup>th</sup> April, 2017 |

Un-audited financial results are published in leading English/Vernacular newspapers. The half yearly report is not sent separately to the Shareholders. Annual Reports are sent to the shareholders at their registered address with the Company and also put up on Company's web site [www.transwarranty.com](http://www.transwarranty.com).

**9. General Shareholders Information:**

| Sl. No. | Particulars                                                   | Details                                                                                                                                                                  |            |                            |
|---------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------------------------|
| 1       | Annual General Meeting for the financial year 2016-17         | Thursday, 10 <sup>th</sup> August, 2017<br>10.30 a.m.<br>M C Ghia Hall,<br>Bhogilal Hargovindas Building,<br>3rd Floor, 18/20, Kaikhushru Dubash Marg,<br>Mumbai 400 001 |            |                            |
| 2       | <b>Financial Calendar (Tentative)</b>                         |                                                                                                                                                                          |            |                            |
|         | Financial reporting for the quarter ending June 30, 2017      | Second Week of July/August, 2017                                                                                                                                         |            |                            |
|         | Financial reporting for the quarter ending September 30, 2017 | Second Week of November/December, 2017                                                                                                                                   |            |                            |
|         | Financial reporting for the quarter ending December 31, 2017  | Second Week of January/February, 2018                                                                                                                                    |            |                            |
|         | Financial reporting for the quarter ending March 31, 2018     | Last week of April/May 2018                                                                                                                                              |            |                            |
|         | Annual General Meeting for the year ended March 31, 2018      | August-September, 2018                                                                                                                                                   |            |                            |
| 3       | Date of Book Closure                                          | 4 <sup>th</sup> August, 2017 to 10 <sup>th</sup> August, 2017 (inclusive of both days)                                                                                   |            |                            |
| 4       | Listing on Stock Exchanges                                    | Name & Address of Stock Exchange                                                                                                                                         | Stock Code | Demat ISIN for NSDL & CDSL |
|         |                                                               | Bombay Stock Exchange Ltd (BSE)                                                                                                                                          | 532812     | INE 804H01012              |
|         |                                                               | National Stock Exchange of India Ltd (NSE)                                                                                                                               | TFL        | INE 804H01012              |

| Sl. No. | Particulars                                                                                                                          | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|---------|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5       | Payment of Annual Listing fees                                                                                                       | Listing fees for the financial year 2017 - 2018 has been paid to both the Stock Exchanges BSE & NSE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 6       | Registrar & Transfer Agents                                                                                                          | Link Intime India Pvt. Ltd,<br>C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|         | Contact person                                                                                                                       | Ms. Ashwini Nemlekar                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|         | Contact No                                                                                                                           | +91 22 49186270 Fax. : +91 22 49186060                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|         | Email                                                                                                                                | <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 7       | Custodial Fees to Depositories                                                                                                       | The Company has paid custodial fees for the year 2017-18 to NSDL and CDSL.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 8       | Address for correspondence                                                                                                           | Transwarranty Finance Limited,<br>403, Regent Chambers, Nariman Point,<br>Mumbai - 400 021.<br>Phone : 022 – 6630 6090/4001 0900                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 9       | Investor Grievances                                                                                                                  | The Company has designated an exclusive e-mail id viz. <a href="mailto:companysecretary@transwarranty.com">companysecretary@transwarranty.com</a> to enable investors to register their complaints, if any.<br><br>For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non receipt of dividend or annual report or any other query relating to shares be addressed to Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083.<br><br>Phone: 022 49186270, Fax: 022 49186060<br>(Email : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> ) |
| 10      | Functional website of the Company as per Regulation 46 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 | Pursuant to the requirement of Regulation 46 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company maintains a functional website of the Company and website address of the Company is <a href="http://www.transwarranty.com">www.transwarranty.com</a> . Website of the Company provides the basic information about the Company e.g. details of its business, financial information, shareholding pattern etc. and the Company is regularly updating the Information provided on its website.                                                                                                                               |

#### 10. Share Transfer System:

Securities lodged for transfer at the Registrar's Office are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Company Secretary is empowered to approve transfer of shares and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc are processed by the Registrars within 30 days.



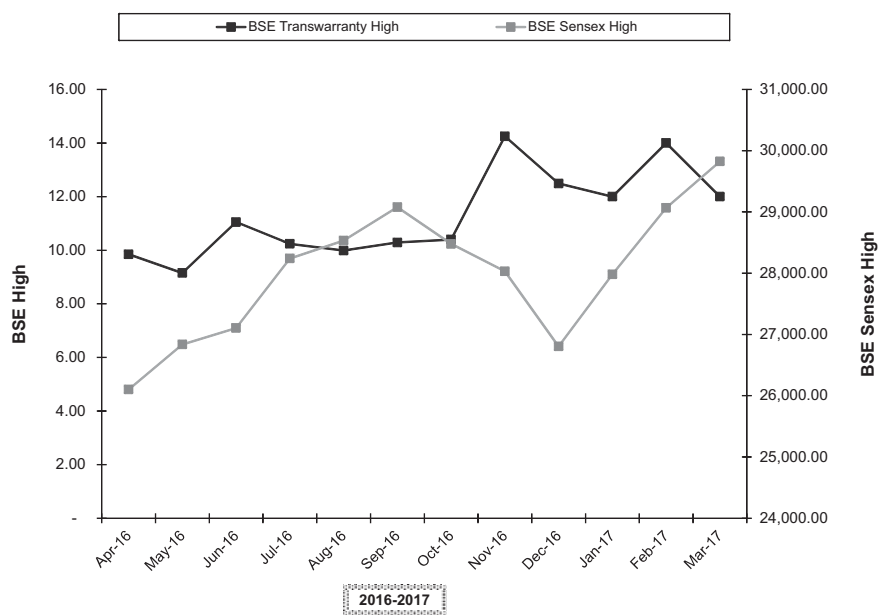
Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt.

Pursuant to Regulation 40 of the SEBI(Listing Obligations & Disclosure Requirements)Regulations, 2015, certificates, on half-yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary-in-Practice for timely dematerialization of the shares of the Company and for conducting a Secretarial Audit on a quarterly basis for reconciliation of the Share Capital of the Company. Members holding shares in Demat mode should address all their correspondence to their respective Depository Participant.

#### 11. Stock performance vs BSE Sensex and NSE

Market Price Data during the year ended 31.03.2017

| BSE            |          |         |                   |
|----------------|----------|---------|-------------------|
| Month          | High (₹) | Low (₹) | BSE Sensex (High) |
| April 2016     | 9.85     | 6.48    | 26,100.54         |
| May 2016       | 9.15     | 7.06    | 26,837.20         |
| June 2016      | 11.05    | 7.04    | 27,105.41         |
| July 2016      | 10.24    | 8.98    | 28,240.20         |
| August 2016    | 9.99     | 8.26    | 28,532.25         |
| September 2016 | 10.29    | 6.89    | 29,077.28         |
| October 2016   | 10.40    | 8.14    | 28,477.65         |
| November 2016  | 14.25    | 8.79    | 28,029.80         |
| December 2016  | 12.49    | 9.81    | 26,803.76         |
| January 2017   | 12.00    | 10.00   | 27,980.39         |
| February 2017  | 14.00    | 10.00   | 29,065.31         |
| March 2017     | 12.00    | 9.45    | 29,824.62         |



| NSE            |          |         |
|----------------|----------|---------|
| Month          | High (₹) | Low (₹) |
| April-2016     | 9.25     | 7.00    |
| May-2016       | 9.45     | 6.80    |
| June-2016      | 10.95    | 7.10    |
| July-2016      | 10.20    | 8.90    |
| August-2016    | 10.05    | 8.25    |
| September-2016 | 10.35    | 8.10    |
| October-2016   | 10.00    | 8.45    |
| November-2016  | 14.20    | 8.80    |
| December-2016  | 12.65    | 9.60    |
| January-2017   | 12.00    | 9.70    |
| February-2017  | 13.55    | 9.35    |
| March-2017     | 12.60    | 9.20    |

## Shareholding Pattern as on 31-03-2017

| Category code | Category of Shareholder                                                     | Total number of shares | As a percentage of (A+B+C) |
|---------------|-----------------------------------------------------------------------------|------------------------|----------------------------|
| (A)           | Shareholding of Promoter and Promoter Group                                 |                        |                            |
| 1             | Indian                                                                      |                        |                            |
| (a)           | Individuals/ Hindu Undivided Family                                         | 13092210               | 53.52                      |
| (b)           | Bodies Corporate                                                            | 0                      | 0                          |
|               | <b>Sub Total(A)(1)</b>                                                      | <b>13092210</b>        | <b>53.52</b>               |
| 2             | Foreign                                                                     |                        |                            |
| (a)           | NRIs-Individuals                                                            | 22717                  | 0.09                       |
|               | <b>Sub Total(A)(2)</b>                                                      | <b>22717</b>           | <b>0.09</b>                |
|               | <b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b> | <b>13114927</b>        | <b>53.62</b>               |
| (B)           | Public shareholding                                                         |                        |                            |
| B1            | Institutions                                                                | 0                      | 0.00                       |
| (i)           | Any Other (specify)                                                         | 0                      | 0.00                       |
|               | <b>Sub-Total (B)(1)</b>                                                     | <b>0</b>               | <b>0.00</b>                |
| B2            | Non-institutions                                                            |                        |                            |
| (a)           | Bodies Corporate                                                            | 1340732                | 5.48                       |
| (b)           | Individuals                                                                 |                        |                            |
| I             | Individual shareholders holding nominal share capital up to ₹ 1 lakh        | 1918168                | 7.84                       |
| II            | Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 1250838                | 5.11                       |
| (c)           | Any Other (specify)                                                         |                        |                            |
| (c-i)         | Trusts                                                                      | 5225000                | 21.36                      |



| Category code | Category of Shareholder                                                          | Total number of shares | As a percentage of (A+B+C) |
|---------------|----------------------------------------------------------------------------------|------------------------|----------------------------|
| (c-ii)        | Non Resident Indians (Repat)                                                     | 1361102                | 5.56                       |
| (c-iii)       | Non Resident Indians (Non-Repat)                                                 | 11585                  | 0.05                       |
| (c-iv)        | Clearing Members                                                                 | 22328                  | 0.09                       |
| (c-v)         | Hindu Undivided Family                                                           | 126362                 | 0.52                       |
| (c-vi)        | Office Bearers                                                                   | 89526                  | 0.36                       |
|               | <b>Sub-Total (B)(2)</b>                                                          | <b>11345641</b>        | <b>46.38</b>               |
| (B)           | <b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>                           | <b>11345641</b>        | <b>46.38</b>               |
|               | <b>TOTAL (A) + (B)</b>                                                           | <b>24460568</b>        | <b>100.00</b>              |
| (C)           | Shares held by Custodians and Depository Receipts have been issued against which | –                      | –                          |
|               | <b>GRAND TOTAL (A) + (B) + (C)</b>                                               | <b>24460568</b>        | <b>100.00</b>              |

**Distribution of Shareholding as on 31-03-2017:**

| No. of equity shares held | No. of shareholders | Total no. of shares held | % of shares held |
|---------------------------|---------------------|--------------------------|------------------|
| 1 - 500                   | 3883                | 6,56,341                 | 2.68             |
| 501 - 1000                | 428                 | 3,48,630                 | 1.43             |
| 1001 - 2000               | 185                 | 2,85,711                 | 1.17             |
| 2001 - 3000               | 83                  | 2,12,699                 | 0.87             |
| 3001 - 4000               | 44                  | 1,54,627                 | 0.63             |
| 4001 - 5000               | 34                  | 1,57,458                 | 0.64             |
| 5001 - 10,000             | 49                  | 3,71,811                 | 1.52             |
| 10,001 - and above        | 59                  | 2,22,73,291              | 91.06            |
| <b>Total</b>              | <b>4765</b>         | <b>2,44,60,568</b>       | <b>100</b>       |

**12. Corporate Benefits to Shareholders**

**(i) Dividend History**

| Financial Year | Dividend | Dividend (₹ per Share) |
|----------------|----------|------------------------|
| 2008-09        | 3.00%    | 0.30/-                 |
| 2009-10        | Nil      | Nil                    |
| 2010-11        | Nil      | Nil                    |
| 2011-12        | 5.00%    | 0.50/-                 |
| 2012-13        | Nil      | Nil                    |
| 2013-14        | Nil      | Nil                    |
| 2014-15        | Nil      | Nil                    |
| 2015-16        | Nil      | Nil                    |

**(ii) Transfer of unclaimed Dividend in to the Investors Education and Protection Fund**

As provided in Section 124(5) of the Companies Act, 2013, dividend amount which was due and payable and remained unclaimed and unpaid for a period of seven years has already been transferred to Investors Education & Protection Fund (IEPF) established by the Central Government.

The Company's Shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form. The Company had sent letters to shareholders holding shares in physical form emphasizing the benefits of dematerialization and 99.85% of the shares have been dematerialized so far.

The number of shares held in dematerialized and physical mode as on 31<sup>st</sup> March, 2017 is as under :

|                                     | No. of shares      | % of total capital |
|-------------------------------------|--------------------|--------------------|
| Held in dematerialized form in NSDL | 2,19,53,688        | 89.75              |
| Held in dematerialized form in CDSL | 24,71,187          | 10.10              |
| Physical                            | 35,693             | 0.15               |
| <b>Total</b>                        | <b>2,44,60,568</b> | <b>100.00</b>      |

**Reconciliation of Share Capital Audit:**

A qualified practicing Company Secretary has carried out Secretarial Audit every quarter to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) and the total issued and listed capital. The Audit confirms that total issued / paid up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**Non-mandatory requirements:**

- Chairman of the Board** – The Company does not maintain separate office for chairman at the Company's expenses.
- Shareholder Right** – The Company has not sent half yearly financial performance including summary of the significant events to each household of the shareholders, since the results were published in 2 news papers, one in Vernacular and one in English newspaper.
- Audit Qualifications** – During the year under review, auditor's have qualified the consolidated financial statement which has been replied by the Director's. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.
- Reporting of Internal Auditor** – The Internal Auditor attends Audit Committee meeting every quarter and reports to Audit Committee.

For and on behalf of Board of Directors

Place: Mumbai  
Date: 27 April, 2017

**Kumar Nair**                      **U. Ramachandran**  
Managing Director              Director & CFO  
(DIN 00320541)                  (DIN 00493707)

**CEO / CFO CERTIFICATION**

We hereby certify to the Board that:

- We have reviewed the financial statements and the cash flow statements for the year ended 31st March, 2017 and to the best of our knowledge and belief
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
  - These statements together present a true and fair view of the company's affairs and are in compliance with the existing

accounting standards, applicable laws and regulations.

- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that, we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps we have taken or propose to take steps to rectify these deficiencies.
- d) We further certify that we have indicated to the Auditors and the Audit Committee that:
  - i) There have been no significant changes in internal control over financial reporting during the year;
  - ii) There have been no significant changes in accounting policies during the year;
  - iii) To the best of our knowledge, there have been no instances of fraud, involving management or an employee having a significant role in the Company's internal control systems.

For Transwarranty Finance Limited

For Transwarranty Finance Limited

Place : Mumbai  
Date : 27 April, 2017

**Kumar Nair**  
*Managing Director & Chief Executive Officer*  
(DIN 00320541)

**U. Ramachandran**  
*Director & Chief Financial Officer*  
(DIN 00493707)

## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct and Ethics during the financial year ended March 31, 2017.

Place : Mumbai  
Date : 27 April, 2017

**Kumar Nair**  
Managing Director  
DIN 00320541



## INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### To the Members of Transwarranty Finance Limited

1. The accompanying Corporate Governance Report prepared by Transwarranty Finance Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended 31 March 2017. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

### Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 1 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
  - i. Reading and understanding of the information prepared by the Company and included in its Corporate Governance Report;

- ii. Obtained and verified that the composition of the Board of Directors w.r.t executive and non-executive directors has been met throughout the reporting period;
- iii. Obtained and read the Directors Register as on 31 March 2017 and verified that atleast one women director was on the Board during the year;
- iv. Obtained and read the minutes of the following committee meetings held 1 April 2016 to 31 March 2017:
  - (a) Board of Directors meeting;
  - (b) Audit committee;
  - (c) Nomination and remuneration committee;
  - (d) Stakeholders' Relationship Committee.
- v. Obtained necessary representations and declarations from directors of the Company including the independent directors; and
- vi. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### Other matters and Restriction on Use

8. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
9. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to Corporate Governance Report accompanied with by a report thereon from the statutory auditors and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **Rahul Gautam Divan & Associates**  
ICAI Firm registration number: 120294W  
Chartered Accountants

**Rahul Divan**  
Partner

Place : Mumbai  
Date : 27 April 2017

Membership No.: 100733



Annexure "C" to the Directors' Report

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2017

(Consolidated Accounts)

[As per Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]

| I.   | Sl. No.                                                    | Particulars                                                                                   | Audited Figures (as reported before adjusting for qualifications)                                                                                                                                                                                                                                                                                                                                                                                                                           | Adjusted Figures (audited figures after adjusting for qualifications) |
|------|------------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
|      | 1                                                          | Turnover / Total income                                                                       | 198,344,813                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Not applicable. Refer Item No. II.d. below.                           |
|      | 2                                                          | Total Expenditure                                                                             | 184,743,128                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                       |
|      | 3                                                          | Net Profit/(Loss) before tax                                                                  | 13,601,685                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                       |
|      | 4                                                          | Earnings Per Share                                                                            | 0.50                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                       |
|      | 5                                                          | Total Assets                                                                                  | 848,434,939                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                       |
|      | 6                                                          | Total Liabilities                                                                             | 848,434,939                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                       |
|      | 7                                                          | Net Worth                                                                                     | 59,269,592                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                       |
|      | 8                                                          | Any other financial item(s) (as felt appropriate by the management)                           | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Nil                                                                   |
| II.  | Audit Qualification (each audit qualification separately): |                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                       |
|      | a.                                                         | Details of Audit Qualification:                                                               | Sundry debtors under the head current assets include old outstanding dues. The sundry debtors outstanding for more than six months amount to ₹ 27,658,040. Further, out of total sundry debtors, for a sum of ₹ 10,017,298, the Company has initiated legal and recovery actions, the proceedings of which are in different stages.<br><br>In view, of the above, the quantum of realisability of old outstanding sundry debtors/legally initiated debts is not ascertainable at this stage |                                                                       |
|      | b.                                                         | Type of Audit Qualification :                                                                 | Qualified Opinion                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                       |
|      | c.                                                         | Frequency of qualification:                                                                   | Repetitive since 31/03/2002                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                       |
|      | d.                                                         | For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: | Not applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                       |
|      | e.                                                         | For Audit Qualification(s) where the impact is not quantified by the auditor:                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                       |
|      | (i)                                                        | Management's estimation on the impact of audit qualification:                                 | Not ascertainable                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                       |
|      | (ii)                                                       | If management is unable to estimate the impact, reasons for the same:                         | As the Company has initiated legal actions for recovery of dues, it will not be prudent to make any provisions as the cases are in various stages in different Courts.                                                                                                                                                                                                                                                                                                                      |                                                                       |
|      | (iii)                                                      | Auditors' Comments on (i) or (ii) above:                                                      | No comments further to details in Audit Qualification in II(a) above                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                       |
| III. | Signatories:                                               |                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                       |
|      | CEO/Managing Director                                      |                                                                                               | Kumar Nair                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Managing Director                                                     |
|      | CFO                                                        |                                                                                               | U. Ramachandran                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Director & CFO                                                        |
|      | Audit Committee Chairman                                   |                                                                                               | Sudharsanan Nair                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Audit Committee Chairman                                              |
|      | Statutory Auditor                                          |                                                                                               | Rahul Divan<br>Partner<br>Membership No. 100733<br>Rahul Gautam Divan & Associates<br>Firm Registration Number 120294W                                                                                                                                                                                                                                                                                                                                                                      |                                                                       |

Place : Mumbai

Date : 27.04.2017

## Annexure "D" to the Directors' Report

## FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

|    |                                                                            |                                                                                                                                                                                                                                              |
|----|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | CIN                                                                        | L65920MH1994PLC080220                                                                                                                                                                                                                        |
| 2. | Registration Date                                                          | 09/08/1994                                                                                                                                                                                                                                   |
| 3. | Name of the Company                                                        | Transwarranty Finance Limited                                                                                                                                                                                                                |
| 4. | Category/Sub-category of the Company                                       | Company Limited by Shares                                                                                                                                                                                                                    |
| 5. | Address of the Registered office & contact details                         | 403, Regent Chambers,<br>Nariman Point, Mumbai – 400 021, Maharashtra<br>Tel:- 022 – 4001 0900 / 6630 6090 Fax:- 022 – 6630 6655                                                                                                             |
| 6. | Whether listed company                                                     | Yes                                                                                                                                                                                                                                          |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Link Intime India Private Limited<br>C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083<br>Tel - +91 22 49186270 Fax. : +91 22 49186060<br>Email ID - <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

| Sr. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the company |
|---------|--------------------------------------------------|-----------------------------------|------------------------------------|
| 1       | Non-Banking Financial Services                   | 64990                             | 100%                               |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| Sr. No. | Name & Address of the Company                    | CIN / GIN             | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|---------|--------------------------------------------------|-----------------------|----------------------------------|------------------|--------------------|
| 1.      | Vertex Securities Ltd.                           | L67120KL1993PLC007349 | Subsidiary Company               | 50.74            | 2(87)(ii)          |
| 2.      | Vertex Commodities & Finpro Pvt. Ltd.            | U67120KL1995PTC008610 | Subsidiary Company               | –                | 2(87)              |
| 3.      | Transwarranty Capital Market Services Pvt. Ltd.* | U65923MH2012PTC228272 | Subsidiary Company               | 100              | 2(87)              |
| 4.      | Transwarranty Consultants Pvt. Ltd.*             | U65999MH2017PTC292889 | Subsidiary Company               | 100              | 2(87)              |

\* Transwarranty Capital Market Services Pvt. Ltd. became the wholly owned subsidiary of the Company w.e.f 21.07.2016 and Transwarranty Consultants Pvt. Ltd. was incorporated as the wholly owned subsidiary of the Company on 23.03.2017.



#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### A) Category-wise Share Holding

| Sr. No.    | Category of Shareholders                                                    | Shareholding at the beginning of the year - 2016 |              |                 |                   | Shareholding at the end of the year - 2017 |          |                 |                   | % change in shareholding during the year |
|------------|-----------------------------------------------------------------------------|--------------------------------------------------|--------------|-----------------|-------------------|--------------------------------------------|----------|-----------------|-------------------|------------------------------------------|
|            |                                                                             | Demat                                            | Physical     | Total           | % of Total Shares | Demat                                      | Physical | Total           | % of Total Shares |                                          |
| <b>A.</b>  | <b>Promoters</b>                                                            |                                                  |              |                 |                   |                                            |          |                 |                   |                                          |
| <b>(1)</b> | <b>Indian</b>                                                               |                                                  |              |                 |                   |                                            |          |                 |                   |                                          |
| a)         | Individual/ HUF                                                             | 13035067                                         | 48540        | 13083607        | 53.4886           | 13092210                                   | 0        | 13092210        | 53.5237           | 0.0351                                   |
| b)         | Central Government / State Government(s)                                    | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| c)         | Financial Institutions / Banks                                              | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| d)         | Any Other (Specify) Bodies Corp.                                            | 6653                                             | 0            | 6653            | 0.0272            | 0                                          | 0        | 0               | 0.0000            | -0.0272                                  |
|            | <b>Sub Total (A)(1)</b>                                                     | <b>13041720</b>                                  | <b>48540</b> | <b>13090260</b> | <b>53.5158</b>    | <b>13092210</b>                            | <b>0</b> | <b>13092210</b> | <b>53.5237</b>    | <b>0.0079</b>                            |
| <b>(2)</b> | <b>Foreign</b>                                                              |                                                  |              |                 |                   |                                            |          |                 |                   |                                          |
| a)         | Individuals (Non-Resident Individuals / Foreign Individuals)                | 22717                                            | 0            | 22717           | 0.0929            | 22717                                      | 0        | 22717           | 0.0929            | 0.0000                                   |
| b)         | Government                                                                  | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| c)         | Institutions                                                                | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| d)         | Foreign Portfolio Investor                                                  | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| e)         | Any Other                                                                   | 0                                                | 0            | 0               | 0                 | 0                                          | 0        | 0               | 0                 | 0                                        |
|            | <b>Sub Total (A) (2)</b>                                                    | <b>22717</b>                                     | <b>0</b>     | <b>22717</b>    | <b>0.0929</b>     | <b>22717</b>                               | <b>0</b> | <b>22717</b>    | <b>0.0929</b>     | <b>0.0000</b>                            |
|            | <b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b> | <b>13064437</b>                                  | <b>48540</b> | <b>13112977</b> | <b>53.6086</b>    | <b>13114927</b>                            | <b>0</b> | <b>13114927</b> | <b>53.6166</b>    | <b>0.0080</b>                            |
| <b>B.</b>  | <b>Public Shareholding</b>                                                  |                                                  |              |                 |                   |                                            |          |                 |                   |                                          |
| <b>1.</b>  | <b>Institutions</b>                                                         |                                                  |              |                 |                   |                                            |          |                 |                   |                                          |
| a)         | Mutual Funds / UTI                                                          | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| b)         | Venture Capital Funds                                                       | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| c)         | Alternate Investment Funds                                                  | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| d)         | Foreign Venture Capital Investors                                           | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| e)         | Foreign Portfolio Investor                                                  | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| f)         | Financial Institutions / Banks                                              | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| g)         | Insurance Companies                                                         | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| h)         | Provident Funds/ Pension Funds                                              | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
| i)         | Any Other (Specify)                                                         | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0        | 0               | 0.0000            | 0.0000                                   |
|            | <b>Sub-total (B)(1):-</b>                                                   | <b>0</b>                                         | <b>0</b>     | <b>0</b>        | <b>0.0000</b>     | <b>0</b>                                   | <b>0</b> | <b>0</b>        | <b>0.0000</b>     | <b>0.0000</b>                            |
| <b>2.</b>  | <b>Central Government/ State Government(s)/ President of India</b>          | <b>0</b>                                         | <b>0</b>     | <b>0</b>        | <b>0.0000</b>     | <b>0</b>                                   | <b>0</b> | <b>0</b>        | <b>0.0000</b>     | <b>0.0000</b>                            |
|            | <b>Sub-total (B)(2):-</b>                                                   | <b>0</b>                                         | <b>0</b>     | <b>0</b>        | <b>0.0000</b>     | <b>0</b>                                   | <b>0</b> | <b>0</b>        | <b>0.0000</b>     | <b>0.0000</b>                            |

| Sr. No.   | Category of Shareholders                                                             | Shareholding at the beginning of the year - 2016 |              |                 |                   | Shareholding at the end of the year - 2017 |              |                 |                   | % change in shareholding during the year |
|-----------|--------------------------------------------------------------------------------------|--------------------------------------------------|--------------|-----------------|-------------------|--------------------------------------------|--------------|-----------------|-------------------|------------------------------------------|
|           |                                                                                      | Demat                                            | Physical     | Total           | % of Total Shares | Demat                                      | Physical     | Total           | % of Total Shares |                                          |
| <b>3.</b> | <b>Non-Institutions</b>                                                              |                                                  |              |                 |                   |                                            |              |                 |                   |                                          |
| a)        | Individuals                                                                          |                                                  |              |                 |                   |                                            |              |                 |                   |                                          |
| i)        | Individual shareholders holding nominal share capital upto ₹ 1 lakh                  | 1896545                                          | 6643         | 1903188         | 7.7806            | 1913475                                    | 4693         | 1918168         | 7.8419            | 0.0613                                   |
| ii)       | Individual shareholders holding nominal share capital in excess of Rs. 1 lakh        | 1192108                                          | 0            | 1192108         | 4.8736            | 1250838                                    | 0            | 1250838         | 5.1137            | 0.2401                                   |
| b)        | NBFCs registered with RBI                                                            | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0            | 0               | 0.0000            | 0.0000                                   |
| c)        | Employee Trusts                                                                      | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0            | 0               | 0.0000            | 0.0000                                   |
| d)        | Overseas Depositories(holding DRs)                                                   | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0            | 0               | 0.0000            | 0.0000                                   |
| e)        | Any Other (Specify)                                                                  |                                                  |              |                 |                   |                                            |              |                 |                   |                                          |
|           | Trusts                                                                               | 5225000                                          | 0            | 5225000         | 21.3609           | 5225000                                    | 0            | 5225000         | 21.3609           | 0.0000                                   |
|           | Hindu Undivided Family                                                               | 112201                                           | 0            | 112201          | 0.4587            | 126362                                     | 0            | 126362          | 0.5166            | 0.0579                                   |
|           | Non Resident Indians (Non Repat)                                                     | 6991                                             | 0            | 6991            | 0.0286            | 11585                                      | 0            | 11585           | 0.0474            | 0.0188                                   |
|           | Non Resident Indians (Repat)                                                         | 1352814                                          | 0            | 1352814         | 5.5306            | 1361102                                    | 0            | 1361102         | 5.5645            | 0.0339                                   |
|           | Office Bearers                                                                       | 62472                                            | 33500        | 95972           | 0.3924            | 58526                                      | 31000        | 89526           | 0.3660            | -0.0264                                  |
|           | Clearing Members                                                                     | 20382                                            | 0            | 20382           | 0.0833            | 22328                                      | 0            | 22328           | 0.0913            | 0.0080                                   |
|           | Bodies Corporate                                                                     | 1438935                                          | 0            | 1438935         | 5.8827            | 1340732                                    | 0            | 1340732         | 5.4812            | -0.4015                                  |
|           | <b>Sub-total (B)(3):-</b>                                                            | <b>11307448</b>                                  | <b>40143</b> | <b>11347591</b> | <b>46.3914</b>    | <b>11309948</b>                            | <b>35693</b> | <b>11345641</b> | <b>46.3834</b>    | <b>-0.0080</b>                           |
|           | <b>Total Public Shareholding (B)=(B)(1)+ (B)(2) + (B)(3)</b>                         | <b>11307448</b>                                  | <b>40143</b> | <b>11347591</b> | <b>46.3914</b>    | <b>11309948</b>                            | <b>35693</b> | <b>11345641</b> | <b>46.3834</b>    | <b>-0.0080</b>                           |
|           | <b>Total (A)+(B)</b>                                                                 | <b>24371885</b>                                  | <b>88683</b> | <b>24460568</b> | <b>100.0000</b>   | <b>24424875</b>                            | <b>35693</b> | <b>24460568</b> | <b>100.0000</b>   | <b>0.0000</b>                            |
| <b>C)</b> | <b>Non Promoter - Non Public</b>                                                     |                                                  |              |                 |                   |                                            |              |                 |                   |                                          |
| 1)        | Custodian/DR Holder                                                                  | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0            | 0               | 0.0000            | 0.0000                                   |
| 2)        | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0                                                | 0            | 0               | 0.0000            | 0                                          | 0            | 0               | 0.0000            | 0.0000                                   |
|           | <b>Grand Total (A+B+C)</b>                                                           | <b>24371885</b>                                  | <b>88683</b> | <b>24460568</b> | <b>100.0000</b>   | <b>24424875</b>                            | <b>35693</b> | <b>24460568</b> | <b>100.0000</b>   |                                          |



**B) Shareholding of Promoters -**

| Sr. No.      | Shareholder's Name             | Shareholding at the beginning of the year 2016 |                                  |                                                 | Shareholding at the end of the year 2017 |                                  |                                                 | % change in shareholding during the year |
|--------------|--------------------------------|------------------------------------------------|----------------------------------|-------------------------------------------------|------------------------------------------|----------------------------------|-------------------------------------------------|------------------------------------------|
|              |                                | No. of Shares Held                             | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | No. of Shares Held                       | % of total Shares of the company | %of Shares Pledged / encumbered to total shares |                                          |
| 1            | KUMAR NAIR                     | 12708694                                       | 51.9558                          | 0                                               | 12708694                                 | 51.9558                          | 0                                               | 0                                        |
| 2            | LEENA KUMAR NAIR               | 267473                                         | 1.0935                           | 0                                               | 267473                                   | 1.0935                           | 0                                               | 0                                        |
| 3            | ANITHA PLAKKOT                 | 50000                                          | 0.2044                           | 0                                               | 50000                                    | 0.2044                           | 0                                               | 0                                        |
| 4            | C. CHANDRAN                    | 28950                                          | 0.1184                           | 0                                               | 35603                                    | 0.1456                           | 0                                               | 0.0272                                   |
| 5            | JAYACHANDRAN K                 | 22717                                          | 0.0929                           | 0                                               | 22717                                    | 0.0929                           | 0                                               | 0                                        |
| 6            | SHEILA SATISH                  | 9990                                           | 0.0408                           | 0                                               | 0                                        | 0.0000                           | 0                                               | -0.0408                                  |
| 7            | C. D. PADMINI DEVI             | 8900                                           | 0.0364                           | 0                                               | 20840                                    | 0.0852                           | 0                                               | 0.0488                                   |
| 8            | K. KARTHIKEYAN                 | 7650                                           | 0.0313                           | 0                                               | 7650                                     | 0.0313                           | 0                                               | 0                                        |
| 9            | TRANSWARRANTY ADVISORS PVT LTD | 6653                                           | 0.0272                           | 0                                               | 0                                        | 0.0000                           | 0                                               | -0.0272                                  |
| 10           | K. INDIRA DEVI                 | 1950                                           | 0.0080                           | 0                                               | 1950                                     | 0.0080                           | 0                                               | 0                                        |
| <b>Total</b> |                                | <b>13112977</b>                                | <b>53.6086</b>                   | <b>0</b>                                        | <b>13114927</b>                          | <b>53.6166</b>                   | <b>0</b>                                        | <b>0.0080</b>                            |

**C) Change in Promoters' Shareholding**

| Sr. No. | Name & Type of Transaction | Shareholding at the beginning of the year 2016 |                                  | Transaction during the year |               | Cumulative Shareholding at the end of the year 2017 |                                  |
|---------|----------------------------|------------------------------------------------|----------------------------------|-----------------------------|---------------|-----------------------------------------------------|----------------------------------|
|         |                            | No. of shares                                  | % of total shares of the company | Date of Transaction         | No. of shares | No. of shares                                       | % of total shares of the company |
| 1       | KUMAR NAIR                 | 12708694                                       | 51.9558                          |                             |               | 12708694                                            | 51.9558                          |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 12708694                                            | 51.9558                          |
| 2       | NAIR LEENA KUMAR           | 267473                                         | 1.0935                           |                             |               | 267473                                              | 1.0935                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 267473                                              | 1.0935                           |
| 3       | ANITHA PLAKKOT             | 50000                                          | 0.2044                           |                             |               | 50000                                               | 0.2044                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 50000                                               | 0.2044                           |
| 4       | CHERALATH CHANDRAN         | 28950                                          | 0.1184                           |                             |               | 28950                                               | 0.1184                           |
|         | Transfer                   |                                                |                                  | 31 Mar 2017                 | 6653          | 35603                                               | 0.1456                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 35603                                               | 0.1456                           |
| 5       | JAYACHANDRAN K             | 22717                                          | 0.0929                           |                             |               | 22717                                               | 0.0929                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 22717                                               | 0.0929                           |

| Sr. No. | Name & Type of Transaction     | Shareholding at the beginning of the year 2016 |                                  | Transaction during the year |               | Cumulative Shareholding at the end of the year 2017 |                                  |
|---------|--------------------------------|------------------------------------------------|----------------------------------|-----------------------------|---------------|-----------------------------------------------------|----------------------------------|
|         |                                | No. of shares                                  | % of total shares of the company | Date of Transaction         | No. of shares | No. of shares                                       | % of total shares of the company |
| 6       | C. D. PADMINI DEVI             | 8900                                           | 0.0364                           |                             |               | 8900                                                | 0.0364                           |
|         | Transfer                       |                                                |                                  | 30 Jun 2016                 | 11940         | 20840                                               | 0.0852                           |
|         | AT THE END OF THE YEAR         |                                                |                                  |                             |               | 20840                                               | 0.0852                           |
| 7       | KARTHIKEYAN KARKATVALLIL       | 7650                                           | 0.0313                           |                             |               | 7650                                                | 0.0313                           |
|         | AT THE END OF THE YEAR         |                                                |                                  |                             |               | 7650                                                | 0.0313                           |
| 8       | SHEILA SATISH                  | 9990                                           | 0.0408                           |                             |               | 9990                                                | 0.0408                           |
|         | Transfer                       |                                                |                                  | 24 Jun 2016                 | (9990)        | 0                                                   | 0.0000                           |
|         | AT THE END OF THE YEAR         |                                                |                                  |                             |               | 0                                                   | 0.0000                           |
| 9       | TRANSWARRANTY ADVISORS PVT LTD | 6653                                           | 0.0272                           |                             |               | 6653                                                | 0.0272                           |
|         | Transfer                       |                                                |                                  | 24 Mar 2017                 | (6653)        | 0                                                   | 0.0000                           |
|         | AT THE END OF THE YEAR         |                                                |                                  |                             |               | 0                                                   | 0.0000                           |
| 10      | K. INDIRA DEVI                 | 1950                                           | 0.0080                           |                             |               | 1950                                                | 0.0080                           |
|         | AT THE END OF THE YEAR         |                                                |                                  |                             |               | 1950                                                | 0.0080                           |

**D) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. No. | Name & Type of Transaction                            | Shareholding at the beginning of the year 2016 |                                  | Transaction during the year |               | Cumulative Shareholding at the end of the year 2017 |                                  |
|---------|-------------------------------------------------------|------------------------------------------------|----------------------------------|-----------------------------|---------------|-----------------------------------------------------|----------------------------------|
|         |                                                       | No. of shares                                  | % of total shares of the company | Date of Transaction         | No. of shares | No. of shares                                       | % of total shares of the company |
| 1.      | KUMAR NAIR- TRUSTEE OF TFL,TCCPL & TFCPL MERGER TRUST | 5225000                                        | 21.3609                          |                             |               | 5225000                                             | 21.3609                          |
|         | AT THE END OF THE YEAR                                |                                                |                                  |                             |               | 5225000                                             | 21.3609                          |
| 2.      | SATPAL KHATTAR                                        | 680000                                         | 2.7800                           |                             |               | 680000                                              | 2.7800                           |
|         | AT THE END OF THE YEAR                                |                                                |                                  |                             |               | 680000                                              | 2.7800                           |
| 3.      | VINCO SALES AND SERVICES PVT. LTD.                    | 661986                                         | 2.7063                           |                             |               | 661986                                              | 2.7063                           |
|         | AT THE END OF THE YEAR                                |                                                |                                  |                             |               | 661986                                              | 2.7063                           |
| 4.      | ARVIND KHATTAR                                        | 0                                              | 0.0000                           |                             |               | 0                                                   | 0.0000                           |
|         | Transfer                                              |                                                |                                  | 27 May 2016                 | 659670        | 659670                                              | 2.6969                           |
|         | AT THE END OF THE YEAR                                |                                                |                                  |                             |               | 659670                                              | 2.6969                           |
| 5.      | STERLING BIOTECH LIMITED                              | 538124                                         | 2.2000                           |                             |               | 538124                                              | 2.2000                           |
|         | AT THE END OF THE YEAR                                |                                                |                                  |                             |               | 538124                                              | 2.2000                           |



| Sr. No. | Name & Type of Transaction | Shareholding at the beginning of the year 2016 |                                  | Transaction during the year |               | Cumulative Shareholding at the end of the year 2017 |                                  |
|---------|----------------------------|------------------------------------------------|----------------------------------|-----------------------------|---------------|-----------------------------------------------------|----------------------------------|
|         |                            | No. of shares                                  | % of total shares of the company | Date of Transaction         | No. of shares | No. of shares                                       | % of total shares of the company |
| 6.      | VINAYAK TRIPATHI           | 75410                                          | 0.3083                           |                             |               | 75410                                               | 0.3083                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 75410                                               | 0.3083                           |
| 7.      | ATUL MADHUKAR TIDKE        | 50085                                          | 0.2048                           |                             |               | 50085                                               | 0.2048                           |
|         | Purchase                   |                                                |                                  | 17 Jun 2016                 | 5670          | 55755                                               | 0.2279                           |
|         | Purchase                   |                                                |                                  | 29 Jul 2016                 | 9270          | 65025                                               | 0.2658                           |
|         | Purchase                   |                                                |                                  | 16 Sep 2016                 | 2025          | 67050                                               | 0.2741                           |
|         | Purchase                   |                                                |                                  | 23 Sep 2016                 | 2970          | 70020                                               | 0.2863                           |
|         | Purchase                   |                                                |                                  | 14 Oct 2016                 | 4995          | 75015                                               | 0.3067                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 75015                                               | 0.3067                           |
| 8.      | RAJU AJIT BHANDARI         | 29431                                          | 0.1203                           |                             |               | 29431                                               | 0.1203                           |
|         | Purchase                   |                                                |                                  | 08 Jul 2016                 | 1000          | 30431                                               | 0.1244                           |
|         | Purchase                   |                                                |                                  | 15 Jul 2016                 | 4221          | 34652                                               | 0.1417                           |
|         | Purchase                   |                                                |                                  | 22 Jul 2016                 | 7348          | 42000                                               | 0.1717                           |
|         | Purchase                   |                                                |                                  | 29 Jul 2016                 | 50            | 42050                                               | 0.1719                           |
|         | Purchase                   |                                                |                                  | 11 Nov 2016                 | 7667          | 49717                                               | 0.2033                           |
|         | Purchase                   |                                                |                                  | 25 Nov 2016                 | 3826          | 53543                                               | 0.2189                           |
|         | Purchase                   |                                                |                                  | 02 Dec 2016                 | 2608          | 56151                                               | 0.2296                           |
|         | Purchase                   |                                                |                                  | 10 Mar 2017                 | 400           | 56551                                               | 0.2312                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 56551                                               | 0.2312                           |
| 9.      | ALANKIT ASSIGNMENTS LTD.   | 72984                                          | 0.2984                           |                             |               | 72984                                               | 0.2984                           |
|         | Sale                       |                                                |                                  | 27 May 2016                 | (397)         | 72587                                               | 0.2968                           |
|         | Purchase                   |                                                |                                  | 03 Jun 2016                 | 100           | 72687                                               | 0.2972                           |
|         | Purchase                   |                                                |                                  | 29 Jul 2016                 | 20            | 72707                                               | 0.2972                           |
|         | Sale                       |                                                |                                  | 05 Aug 2016                 | (120)         | 72587                                               | 0.2968                           |
|         | Purchase                   |                                                |                                  | 02 Sep 2016                 | 100           | 72687                                               | 0.2972                           |
|         | Sale                       |                                                |                                  | 11 Nov 2016                 | (12519)       | 60168                                               | 0.2460                           |
|         | Sale                       |                                                |                                  | 18 Nov 2016                 | (500)         | 59668                                               | 0.2439                           |
|         | Sale                       |                                                |                                  | 16 Dec 2016                 | (290)         | 59378                                               | 0.2427                           |
|         | Purchase                   |                                                |                                  | 23 Dec 2016                 | 2000          | 61378                                               | 0.2509                           |
|         | Sale                       |                                                |                                  | 10 Feb 2017                 | (5735)        | 55643                                               | 0.2275                           |
|         | Sale                       |                                                |                                  | 24 Feb 2017                 | (600)         | 55043                                               | 0.2250                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 55043                                               | 0.2250                           |
| 10.     | KAREENA A. ROHERA          | 51233                                          | 0.2095                           |                             |               | 51233                                               | 0.2095                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 51233                                               | 0.2095                           |
| 11.     | VINOD MOHAN NAIR           | 659670                                         | 2.6969                           |                             |               | 659670                                              | 2.6969                           |
|         | Sale                       |                                                |                                  | 20 May 2016                 | (659670)      | 0                                                   | 0.0000                           |
|         | AT THE END OF THE YEAR     |                                                |                                  |                             |               | 0                                                   | 0.0000                           |

**E) Shareholding of Directors and Key Managerial Personnel:**

| Sr. No. | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|------------------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
|         |                                                                  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1.      | <b>Mr. Kumar Nair</b>                                            |                                           |                                  |                                         |                                  |
|         | At the beginning of the year                                     | 12708694                                  | 51.96                            |                                         |                                  |
|         | Change during the year                                           | 0                                         | 0                                | 12708694                                | 51.96                            |
|         | At the end of the year                                           | 12708694                                  | 51.96                            |                                         |                                  |
| 2.      | <b>Mr. U. Ramachandran</b>                                       |                                           |                                  |                                         |                                  |
|         | At the beginning of the year                                     | 266909                                    | 1.09                             |                                         |                                  |
|         | Change during the year                                           | 0                                         | 0                                | 266909                                  | 1.09                             |
|         | At the end of the year                                           | 266909                                    | 1.09                             |                                         |                                  |
| 3.      | <b>Mr. Pravin Khatau</b>                                         |                                           |                                  |                                         |                                  |
|         | At the beginning of the year                                     | 2500                                      | 0.01                             |                                         |                                  |
|         | Change during the year                                           | 0                                         | 0                                | 2500                                    | 0.01                             |
|         | At the end of the year                                           | 2500                                      | 0.01                             |                                         |                                  |
| 4.      | <b>Mr. Sudharsanan Nair</b>                                      |                                           |                                  |                                         |                                  |
|         | At the beginning of the year                                     | 500                                       | 0.002                            |                                         |                                  |
|         | Change during the year                                           | 0                                         | 0                                | 500                                     | 0.002                            |
|         | At the end of the year                                           | 500                                       | 0.002                            |                                         |                                  |
| 5.      | <b>Mr. Sreedhar H.</b>                                           |                                           |                                  |                                         |                                  |
|         | At the beginning of the year                                     | 425                                       | 0.002                            |                                         |                                  |
|         | Change during the year                                           | 0                                         | 0                                | 425                                     | 0.002                            |
|         | At the end of the year                                           | 425                                       | 0.002                            |                                         |                                  |

**V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding / accrued but not due for payment.**

(₹ in Lacs)

|                                                            | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|------------------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount                                        | 49.56                            | 40.62           | –        | 90.18              |
| ii) Interest due but not paid                              | –                                | 32.47           | –        | 32.47              |
| iii) Interest accrued but not due                          | –                                | –               | –        | –                  |
| <b>Total (i+ii+iii)</b>                                    | <b>49.56</b>                     | <b>73.09</b>    | <b>–</b> | <b>122.65</b>      |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |          |                    |
| * Addition                                                 | NIL                              | 512.00          | –        | 512.00             |
| * Reduction                                                | (12.00)                          | (40.28)         | –        | (52.28)            |
| <b>Net Change</b>                                          | <b>(12.00)</b>                   | <b>471.72</b>   | <b>–</b> | <b>459.72</b>      |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |          |                    |
| i) Principal Amount                                        | 37.56                            | 542.00          | –        | 579.56             |
| ii) Interest due but not paid                              | –                                | 2.81            | –        | 2.81               |
| iii) Interest accrued but not due                          | –                                | –               | –        | –                  |
| <b>Total (i+ii+iii)</b>                                    | <b>37.56</b>                     | <b>544.81</b>   | <b>–</b> | <b>582.37</b>      |



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ in Lacs)

| Sr. No. | Particulars of Remuneration                                                         | MD<br>Mr. Kumar Nair |
|---------|-------------------------------------------------------------------------------------|----------------------|
| 1       | <b>Gross salary</b>                                                                 |                      |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 22.70                |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 1.30                 |
|         | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | –                    |
| 2       | Stock Option                                                                        | –                    |
| 3       | Sweat Equity                                                                        | –                    |
| 4       | Commission<br>- as % of profit<br>- others, specify...                              | –                    |
| 5       | Others, please specify                                                              | –                    |
|         | <b>Total (A)</b>                                                                    | <b>24.00</b>         |

### B. Remuneration to other Directors

(₹ in Lacs)

| Sr. No. | Particulars of Remuneration                | Name of Directors |                           |                      | Total Amount |
|---------|--------------------------------------------|-------------------|---------------------------|----------------------|--------------|
|         |                                            | Mr. Pravin Khatau | Mrs. Nirmala Sachin Parab | Mr. Sudharsanan Nair |              |
|         | <b>Independent Directors</b>               |                   |                           |                      |              |
| 1       | Fee for attending board committee meetings | 0.20              | 1.82                      | 1.82                 | 3.84         |
|         | Commission                                 | –                 | –                         | –                    | –            |
|         | Others                                     | –                 | –                         | –                    | –            |
|         | <b>Total (1)</b>                           | <b>0.20</b>       | <b>1.82</b>               | <b>1.82</b>          | <b>3.84</b>  |
|         | <b>Other Non-Executive Directors</b>       | –                 | –                         | –                    | –            |
| 2       | Fee for attending board committee meetings | –                 | –                         | –                    | –            |
|         | Commission                                 | –                 | –                         | –                    | –            |
|         | Others                                     | –                 | –                         | –                    | –            |
|         | <b>Total (2)</b>                           | <b>–</b>          | <b>–</b>                  | <b>–</b>             | <b>–</b>     |
|         | <b>Total Managerial Remuneration</b>       | <b>–</b>          | <b>–</b>                  | <b>–</b>             | <b>–</b>     |
|         | <b>Total (B)=(1+2)</b>                     | <b>0.20</b>       | <b>1.82</b>               | <b>1.82</b>          | <b>3.84</b>  |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(₹ in Lacs)

| Sr. No. | Particulars of Remuneration                                                         | Key Managerial Personnel |                    |             |
|---------|-------------------------------------------------------------------------------------|--------------------------|--------------------|-------------|
|         |                                                                                     | CS                       | CFO                | Total       |
|         |                                                                                     | Mr. Sreedhar H.          | Mr. U Ramachandran |             |
|         | Gross salary                                                                        |                          |                    |             |
| 1       | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 2.40                     | NIL                | 2.40        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | –                        | –                  | –           |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | –                        | –                  | –           |
| 2       | Stock Option                                                                        | –                        | –                  | –           |
| 3       | Sweat Equity                                                                        | –                        | –                  | –           |
| 4       | Commission                                                                          | –                        | –                  | –           |
|         | - as % of profit                                                                    | –                        | –                  | –           |
|         | others, specify...                                                                  | –                        | –                  | –           |
| 5       | Others, Professional fees                                                           | –                        | 2.43               | –           |
|         | <b>Total</b>                                                                        | <b>2.40</b>              | <b>2.43</b>        | <b>4.83</b> |

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties, punishments, compounding of offences for the year ended 31st March, 2017.

For and on behalf of Board of Directors

Place: Mumbai  
Date: April 27, 2017

**Kumar Nair**  
Managing Director  
(DIN 00320541)

**U. Ramachandran**  
Director & CFO  
(DIN 00493707)



## Annexure "E" to the Directors' Report

## DISCLOSURES ON EMPLOYEES' STOCK OPTION SCHEME

| Sl. No | Particulars                                                                                                                                                                                                                               | Details                                                                                                                                              |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| a)     | Options granted during the year                                                                                                                                                                                                           | No options have been granted during the year                                                                                                         |
| b)     | Pricing formula                                                                                                                                                                                                                           | As approved by the shareholders in the Annual General Meeting held on 5 <sup>th</sup> August, 2009, the exercise price for options is ₹ 10 per share |
| c)     | Options vested during the year                                                                                                                                                                                                            | 61,650                                                                                                                                               |
| d)     | Options exercised during the year                                                                                                                                                                                                         | Nil                                                                                                                                                  |
| e)     | The total number of shares arising as a result of exercise of Option                                                                                                                                                                      | Nil                                                                                                                                                  |
| f)     | Options lapsed during the year                                                                                                                                                                                                            | Nil                                                                                                                                                  |
| g)     | Options forfeited during the year                                                                                                                                                                                                         | Nil                                                                                                                                                  |
| h)     | Exercise price                                                                                                                                                                                                                            | ₹ 10 per share                                                                                                                                       |
| i)     | Variation of Terms of Options                                                                                                                                                                                                             | The exercise price of the options was fixed at par, i.e. ₹ 10 at the Annual General Meeting held on 5 <sup>th</sup> August, 2009                     |
| j)     | Money realised by exercise of options                                                                                                                                                                                                     | Nil                                                                                                                                                  |
| k)     | Total number of Options in force                                                                                                                                                                                                          | Nil                                                                                                                                                  |
| l)     | Employee wise details of Options Granted to:-                                                                                                                                                                                             |                                                                                                                                                      |
|        | i. Key Managerial Personnel                                                                                                                                                                                                               | Nil                                                                                                                                                  |
|        | ii. Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year                                                                                    | Nil                                                                                                                                                  |
|        | iii. Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the grant                  | Nil                                                                                                                                                  |
| m)     | Diluted Earnings per share(EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS)20                                                                                               | ₹ 0.30                                                                                                                                               |
| n)     | Difference between employee compensation cost calculated as per intrinsic value of stock options and fair value of the options.                                                                                                           | Not Applicable                                                                                                                                       |
| o)     | Impact of the difference on profits and EPS.                                                                                                                                                                                              | Not Applicable                                                                                                                                       |
| p)     | Weighted average exercise price and weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock :<br>- Weighted average price (₹)<br>- Weighted average Fair Value | Not Applicable                                                                                                                                       |
| q)     | A description of the method and significant assumptions used during the year to estimate the fair values of options                                                                                                                       | Since no options have been granted during the year, hence not applicable                                                                             |

For and on behalf of Board of Directors

Place: Mumbai  
Date: April 27, 2017**Kumar Nair**  
Managing Director  
(DIN 00320541)**U. Ramachandran**  
Director & CFO  
(DIN 00493707)

## Annexure "F" to the Directors' Report

## FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto****1. Details of contracts or arrangements or transactions not at arm's length basis:**

| Sl. No. | Particulars                                                                                                       | Details |
|---------|-------------------------------------------------------------------------------------------------------------------|---------|
| a)      | Name(s) of the related party and nature of relationship                                                           | Nil     |
| b)      | Nature of contracts/arrangements/transactions                                                                     | Nil     |
| c)      | Duration of the contracts / arrangements/transactions                                                             | Nil     |
| d)      | Salient terms of the contracts or arrangements or transactions including the value, if any                        | Nil     |
| e)      | Justification for entering into such contracts or arrangements or transactions                                    | Nil     |
| f)      | Date(s) of approval by the Board                                                                                  | Nil     |
| g)      | Amount paid as advances, if any                                                                                   | Nil     |
| h)      | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | Nil     |

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

| Sl. No. | Particulars                                                                                | Details                                              |
|---------|--------------------------------------------------------------------------------------------|------------------------------------------------------|
| a)      | Name(s) of the related party and nature of relationship                                    | Vertex Securities Limited, Subsidiary Company        |
| b)      | Nature of contracts/arrangements/transactions                                              | Inter Corporate Transactions                         |
| c)      | Duration of the contracts / arrangements/transactions                                      | FY 2016-17                                           |
| d)      | Salient terms of the contracts or arrangements or transactions including the value, if any | Transactions for an amount of ₹ 0.70 Crore           |
| e)      | Date(s) of approval by the Board                                                           | 24.05.2016<br>21.07.2016<br>08.11.2016<br>30.01.2017 |
| f)      | Amount paid as advances, if any                                                            | Transactions for an amount of ₹ 0.60 Crore           |

For and on behalf of Board of Directors

Place: Mumbai  
Date: April 27, 2017

|                                                          |                                                            |
|----------------------------------------------------------|------------------------------------------------------------|
| <b>Kumar Nair</b><br>Managing Director<br>(DIN 00320541) | <b>U. Ramachandran</b><br>Director & CFO<br>(DIN 00493707) |
|----------------------------------------------------------|------------------------------------------------------------|



Annexure "G" to the Directors' Report

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**TRANSWARRANTY FINANCE LIMITED,**  
403, Regent Chambers, Nariman Point,  
Mumbai 400021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TRANSWARRANTY FINANCE LIMITED (CIN - L65920MH1994PLC080220)**, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit period)

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period);

The other laws as may be applicable to the Company are based on the Compliance Certificates issued by the Director and submitted to the Board of Directors of the Company. As per the Compliance Certificate, we report that the Company has generally complied with the provisions of those laws that are applicable to the Company.

- (i) On examination of the relevant documents and records on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

➤ Reserve Bank of India Act, 1934 ("RBI Act")

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or committee of the Board as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, Transwarranty Capital Market Services Private Limited became the wholly owned subsidiary of the Company and also the Company has incorporated another wholly owned subsidiary Company named Transwarranty Consultants Private Limited. Further the Company has not taken any other actions or entered into events having a major bearing on the company's affairs in above referred laws, rules, regulations, guidelines, standards, etc.

For **M. P. Sharma & Co.**

Place : MUMBAI

Date : 27.04.2017

**M. P. Sharma**

FCS: 2673, C. P: 4536

This Report is to be read with our letter of even date which is annexed as Appendix A and forms an integral part of this report.

## APPENDIX A

To,  
The Members,

**TRANSWARRANTY FINANCE LIMITED,**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was one on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Whenever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happenings of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on the test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **M. P. Sharma & Co.**

**M. P. Sharma**

FCS: 2673, C. P: 4536

**Annexure "H" to the Directors' Report****PARTICULARS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016.**

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2016-2017:

| <b>Name of the Director</b>          | <b>Ratio</b> |
|--------------------------------------|--------------|
| Mr. Kumar Nair (Managing Director)   | 4.15:1       |
| Mr. U. Ramachandran (Director & CFO) | Nil          |

Other Directors of the Company are paid only sitting fees which are not considered as remuneration.

- (ii) The percentage increase / decrease in the remuneration of each Director, Chief Financial Officer and Company Secretary or Manager in the Financial Year 2016-2017:

| <b>Name</b>                          | <b>% increase/ (decrease)</b> |
|--------------------------------------|-------------------------------|
| Mr. Kumar Nair (Managing Director)   | Nil                           |
| Mr. U. Ramachandran (Director & CFO) | Nil                           |
| Mr. Sreedhar H. (Company Secretary)  | Nil                           |

Other Directors of the Company are paid only sitting fees which are not considered as remuneration.

- (iii) The percentage increase in the median remuneration of employees in the Financial Year 2016-17: Nil
- (iv) The number of permanent employees on the rolls of the Company: 23 employees as on March 31, 2017
- (v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Average increase in managerial remuneration and for employees other than Managerial Personnel is Nil.
- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: The Company affirms that the remuneration is as per the Remuneration Policy of the Company.
- (vii) The names of the top ten employees in terms of remuneration drawn and the name of every employee who :
- If employed throughout the financial year, was in receipt of remuneration for that year in which, in the aggregate, was not less than one crore and two lakhs rupees- Not applicable
  - If employed for a part of the financial year, was in receipt of remuneration for any part of that year, at rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month- Not applicable
  - If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or alongwith his spouse and dependent children, not less than two percent of the equity shares of the company - Not applicable

For and on behalf of Board of Directors

Place: Mumbai  
Date: April 27, 2017

**Kumar Nair**  
Managing Director  
(DIN 00320541)

**U. Ramachandran**  
Director & CFO  
(DIN 00493707)

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF  
TRANSWARRANTY FINANCE LIMITED

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Transwarranty Finance Limited ("the Company") which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the **Annexure 'A'** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure 'B'**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 25 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. The Company has provided requisite disclosure in its financial statements as to holdings as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with books maintained by the company.

For **RAHUL GAUTAM DIVAN & ASSOCIATES**

*Chartered Accountants*  
(Firm's Registration Number: 120294W)

**RAHUL DIVAN**

*Partner*

Place : Mumbai  
Date : 27 April 2017

Membership Number: 100733

## **ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT**

**(Annexure referred to in paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date.)**

- (i) (a) In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, some of the fixed assets have been physically verified by the management according to a programme of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- (c) The Company did not own any immovable property during the year. Accordingly paragraph 3(i)(c) of the Order is not applicable to the Company.
- (ii) The Company is a Non-Banking Financial Company. Accordingly, it does not hold any physical inventory. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit attracting the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Companies Act, 2013, and the rules framed thereunder. Thus, paragraph 3(v) of the Order is not applicable to the Company.

- (vi) In our opinion and according to the information and explanation given to us, pursuant to the Rules made by the Central Government, the maintenance of cost records as prescribed under Section 148 (1) of the Companies Act, 2013, is not applicable to the Company for the year under report.
- (vii) (a) According to the records of the Company and the information and explanations given to us, the Company has been regularly depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Service tax, Customs Duty, Excise Duty, Value added Tax, Cess and any other statutory dues applicable to it. There are no undisputed statutory dues as referred to above as at 31<sup>st</sup> March, 2017 outstanding for a period of more than six months from the date they become payable.
- (b) The disputed statutory dues aggregating to ₹ 29,04,820/- that have not been deposited on account of matters pending before the appropriate authority are as under:

| Sr. No. | Name of the statute  | Nature of dues | Amount (₹) | Period to which the amount relates | Forum where dispute is pending       |
|---------|----------------------|----------------|------------|------------------------------------|--------------------------------------|
| 1       | Income Tax Act, 1961 | Tax/Penalty    | 546,710    | Assessment Year 2011-2012          | Commissioner of Income Tax (Appeals) |
| 2       | Income Tax Act, 1961 | Tax/Penalty    | 2,358,110  | Assessment Year 2012-2013          | Commissioner of Income Tax (Appeals) |

- (viii) Based on our audit procedures and according to the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks or financial institutions. The Company did not have any outstanding loans or borrowings from government or dues to debenture holders.
- (ix) According to the information and explanations given to us, term loan taken by the Company was applied for the purpose for which it was raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (x) To the best of our knowledge, and according to the information and explanations to us, no material fraud on or by the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company, being a Non-Banking Financial Company (NBFC), is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. The Company had applied for registration as provided in Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and has been granted certificate of registration dated 6 August, 1998 from the Reserve Bank as a NBFC.

For **RAHUL GAUTAM DIVAN & ASSOCIATES**  
*Chartered Accountants*  
 (Firm's Registration Number: 120294W)

Place : Mumbai  
 Date : 27 April 2017

**RAHUL DIVAN**  
*Partner*  
 Membership Number: 100733



## **ANNEXURE 'B' TO INDEPENDENT AUDITORS' REPORT**

**(Annexure referred to under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date.)**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of Transwarranty Finance Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017. However, the Company is in the process of establishing the internal control over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **RAHUL GAUTAM DIVAN & ASSOCIATES**

*Chartered Accountants*

(Firm's Registration Number: 120294W)

**RAHUL DIVAN**

*Partner*

Membership Number: 100733

Place : Mumbai  
Date : 27 April 2017

## NON-BANKING FINANCIAL COMPANIES AUDITORS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

TO THE BOARD OF DIRECTORS OF  
**TRANSWARRANTY FINANCE LIMITED**

As required by the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2016 issued by Reserve Bank of India (RBI) on the matters specified in Para 3 and 4 of the said Directions to the extent applicable to Transwarranty Finance Limited ("the Company") and according to the information and explanations given to us for the purpose of audit, we report that:

- a. The Company had applied for registration as provided in Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and has been granted certificate of registration dated 6 August, 1998 from the Reserve Bank of India as a Non-Banking Financial Company (NBFC). Further, the company is entitled to continue to hold such Registration in terms of its asset/income pattern as on 31<sup>st</sup> March, 2017.
- b. The company meets the required net owned fund requirement as laid down in Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- c. The Board of Directors of the Company has passed a resolution for non-acceptance of any public deposits;
- d. The company has not accepted any public deposits during the year under reference; and
- e. The company has complied with prudential norms relating to the income recognition, accounting standards, asset classification and provision of bad and doubtful debts as applicable to it.

For **RAHUL GAUTAM DIVAN & ASSOCIATES**

*Chartered Accountants*

(Firm's Registration Number: 120294W)

**RAHUL DIVAN**

*Partner*

Membership Number: 100733

Place : Mumbai  
Date : 27 April 2017



## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017

| Particulars                          | Note No. | As At<br>31 <sup>st</sup> March, 2017 |                    | As At<br>31 <sup>st</sup> March, 2016 |                    |
|--------------------------------------|----------|---------------------------------------|--------------------|---------------------------------------|--------------------|
|                                      |          | (₹)                                   | (₹)                | (₹)                                   | (₹)                |
| <b>I EQUITY AND LIABILITIES</b>      |          |                                       |                    |                                       |                    |
| <b>(1) Shareholder's Funds</b>       |          |                                       |                    |                                       |                    |
| (a) Share Capital                    | 2        | 244,605,680                           |                    | 244,605,680                           |                    |
| (b) Reserves and Surplus             | 3        | 333,839,290                           |                    | 326,402,263                           |                    |
|                                      |          |                                       | 578,444,970        |                                       | 571,007,943        |
| <b>(2) Non - Current Liabilities</b> |          |                                       |                    |                                       |                    |
| (a) Long Term Borrowings             | 4        | –                                     |                    | 207,614                               |                    |
| (b) Other Long Term Liabilities      | 5        | 557,879                               |                    | 692,880                               |                    |
|                                      |          |                                       | 557,879            |                                       | 900,494            |
| <b>(3) Current Liabilities</b>       |          |                                       |                    |                                       |                    |
| (a) Short Term Borrowings            | 6        | 57,748,567                            |                    | 8,347,394                             |                    |
| (b) Other Current Liabilities        | 7        | 7,786,175                             |                    | 6,194,611                             |                    |
| (c) Short Term Provisions            | 8        | 928,246                               | 66,462,988         | 866,098                               | 15,408,103         |
| <b>Total Equity And Liabilities</b>  |          |                                       | <b>645,465,837</b> |                                       | <b>587,316,540</b> |
| <b>II ASSETS</b>                     |          |                                       |                    |                                       |                    |
| <b>(1) Non Current Assets</b>        |          |                                       |                    |                                       |                    |
| (a) Fixed Assets                     |          |                                       |                    |                                       |                    |
| (i) Tangible Assets                  | 9        | 1,080,111                             |                    | 1,435,176                             |                    |
| (ii) Intangible Assets               | 10       | 660,473                               |                    | 849,311                               |                    |
| (b) Non Current Investments          | 11 (A)   | 332,257,383                           |                    | 331,757,383                           |                    |
| (c) Deferred Tax Assets (Net)        | 12       | 426,498                               |                    | 423,186                               |                    |
| (d) Long Term Loans and Advances     | 13       | 205,786,855                           |                    | 205,766,855                           |                    |
|                                      |          |                                       | 540,211,320        |                                       | 540,231,911        |
| <b>(2) Current Assets</b>            |          |                                       |                    |                                       |                    |
| (a) Current Investments              | 11 (B)   | 419,178                               |                    | 9,074,620                             |                    |
| (b) Inventories                      | 14       | 572,144                               |                    | –                                     |                    |
| (c) Trade Receivables                | 15       | 1,476,771                             |                    | 2,007,801                             |                    |
| (d) Cash and Cash Equivalents        | 16       | 936,898                               |                    | 1,351,280                             |                    |
| (e) Short Term Loans and Advances    | 17       | 76,903,742                            |                    | 28,828,418                            |                    |
| (f) Other Current Assets             | 18       | 24,945,784                            | 105,254,517        | 5,822,510                             | 47,084,629         |
| <b>Total Assets</b>                  |          |                                       | <b>645,465,837</b> |                                       | <b>587,316,540</b> |

Notes 1 to 34 form an integral part of the Financial Statements.

As per our attached report of even date

For **Rahul Gautam Divan & Associates**  
Chartered Accountants

**Rahul Divan**  
Partner

Mumbai  
April 27, 2017

For and on behalf of Board of Directors

**Kumar Nair**  
Managing Director  
DIN No. 00320541

**Nirmala Parab**  
Director  
DIN No. 07149007

**U. Ramachandran**  
Director & CFO  
DIN No. 00493707

**Sridhar H.**  
Company Secretary

**Sudharsanan Nair**  
Director  
DIN No. 01510505

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

| Particulars                                                          | Note No. | For the year Ended 31 <sup>st</sup> March, 2017 (₹) | For the year Ended 31 <sup>st</sup> March, 2016 (₹) |
|----------------------------------------------------------------------|----------|-----------------------------------------------------|-----------------------------------------------------|
| <b>REVENUE</b>                                                       |          |                                                     |                                                     |
| Revenue From Operations                                              | 19       | 116,720,546                                         | 99,940,781                                          |
| Other Income                                                         | 20       | 1,841,184                                           | 207,216                                             |
| <b>Total Revenue</b>                                                 |          | <b>118,561,730</b>                                  | <b>100,147,997</b>                                  |
| <b>EXPENSES</b>                                                      |          |                                                     |                                                     |
| Purchase of Shares held in Stock in Trade                            | 21       | 72,720,111                                          | 58,758,158                                          |
| Employee Benefits Expenses                                           | 22       | 17,884,342                                          | 23,382,130                                          |
| Finance Costs                                                        | 23       | 756,445                                             | 733,072                                             |
| Depreciation and Amortisation Expenses                               | 9 & 10   | 543,903                                             | 633,721                                             |
| Other Expenses                                                       | 24       | 17,822,189                                          | 15,708,201                                          |
| <b>Total Expenses</b>                                                |          | <b>109,726,990</b>                                  | <b>99,215,282</b>                                   |
| <b>Profit Before Exceptional and Extra ordinary items and Tax</b>    |          | <b>8,834,740</b>                                    | <b>932,715</b>                                      |
| Exceptional Items                                                    |          |                                                     |                                                     |
| Reversal of Excess Provision                                         |          | —                                                   | 466,090                                             |
| <b>Profit Before Extra ordinary items and Tax</b>                    |          | <b>8,834,740</b>                                    | <b>1,398,805</b>                                    |
| Extraordinary Items                                                  |          | —                                                   | —                                                   |
| <b>Profit Before Tax</b>                                             |          | <b>8,834,740</b>                                    | <b>1,398,805</b>                                    |
| <b>Tax Expense</b>                                                   |          |                                                     |                                                     |
| Current Tax                                                          |          | 1,675,000                                           | 280,000                                             |
| Less: MAT Credit Entitlement                                         |          | (273,975)                                           | (321,500)                                           |
| Deferred Tax                                                         |          | (3,312)                                             | 10,550                                              |
| <b>Profit After Tax</b>                                              |          | <b>7,437,027</b>                                    | <b>1,429,755</b>                                    |
| Prior Period Expenses                                                |          | —                                                   | —                                                   |
| Prior Period Items - Short Tax Provision Written off/ (Written back) |          | —                                                   | —                                                   |
| <b>Profit After Tax from Continuing Operations</b>                   |          | <b>7,437,027</b>                                    | <b>1,429,755</b>                                    |
| <b>Profit from Discontinuing Operations</b>                          |          | <b>—</b>                                            | <b>—</b>                                            |
| Tax Expense of Discontinuing Operations                              |          | —                                                   | —                                                   |
| <b>Profit from Discontinuing Operations After Tax</b>                |          | <b>—</b>                                            | <b>—</b>                                            |
| <b>Profit For the Year</b>                                           |          | <b>7,437,027</b>                                    | <b>1,429,755</b>                                    |
| Basic Earning Per Share of ₹ 10/- each (In Rupees)                   | 26       | 0.30                                                | 0.06                                                |
| Diluted Earning Per Share of ₹ 10/- each (In Rupees)                 | 26       | 0.30                                                | 0.06                                                |
| Notes 1 to 34 form an integral part of the Financial Statements.     |          |                                                     |                                                     |

As per our attached report of even date

For **Rahul Gautam Divan & Associates**  
Chartered Accountants**Rahul Divan**  
PartnerMumbai  
April 27, 2017

For and on behalf of Board of Directors

**Kumar Nair**  
Managing Director  
DIN No. 00320541**Nirmala Parab**  
Director  
DIN No. 07149007**U. Ramachandran**  
Director & CFO  
DIN No. 00493707**Sridhar H.**  
Company Secretary**Sudharsanan Nair**  
Director  
DIN No. 01510505



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

| Particulars                                                               | 2016-17<br>Amount (₹) | 2015-16<br>Amount (₹) |
|---------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                                |                       |                       |
| Net Profit before Tax and Extraordinary items                             | 8,834,740             | 1,398,805             |
| Add: Non Operating Expenses/ Non Cash Expenses                            |                       |                       |
| Depreciation & Amortisation                                               | 543,903               | 633,721               |
| Provision for diminution in value of quoted investments (net)             | –                     | 41,890                |
| Interest Paid                                                             | 756,445               | 1,211,779             |
| Bad debts Written off                                                     | 1,857,471             | 266,910               |
|                                                                           | <u>3,157,819</u>      | <u>2,154,300</u>      |
| <b>Less : Interest / Dividend/ Other Non Operating Income Adjustments</b> |                       |                       |
| Interest Received                                                         | 1,065,290             | 9,000                 |
| Dividend Received                                                         | 6,080                 | 2,884                 |
| Profit on sales of shares/ Mutual Fund                                    | 621,397               | 140,517               |
| Provision for diminution in value of quoted investments (net)             | 74,028                | –                     |
| Sundry Creditors written back                                             | –                     | 24,193                |
| Reversal of Excess Provision                                              | –                     | 466,090               |
|                                                                           | <u>1,766,795</u>      | <u>642,684</u>        |
| <b>Operating Profit before Working Capital Changes</b>                    | <b>10,225,764</b>     | <b>2,910,421</b>      |
| <b>Adjusted for:</b>                                                      |                       |                       |
| (Increase)/Decrease in Trade Receivables & Other Assets                   | (20,179,339)          | (836,802)             |
| (Increase)/Decrease in Loans & Advances                                   | 1,197,655             | 2,672,746             |
| Increase /(Decrease) in Current Liabilities                               | 1,869,348             | 248,237               |
| Increase /(Decrease) in Non-Current Liabilities                           | (135,000)             | (620,000)             |
| Increase /(Decrease) in Provisions                                        | 136,176               | 255,782               |

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

| Particulars                                                    | 2016-17<br>Amount (₹) | 2015-16<br>Amount (₹) |
|----------------------------------------------------------------|-----------------------|-----------------------|
| <b>Cash Generated from Operation</b>                           | <b>(6,885,397)</b>    | <b>4,630,384</b>      |
| Income Tax Refund / (Paid)                                     | 3,679,495             | (3,868,087)           |
| <b>Net Cash From Operating Activities</b>                      | <b>(3,205,901)</b>    | <b>762,297</b>        |
| <b>CASH FLOW FROM INVESTING ACTIVITY</b>                       |                       |                       |
| (Purchase)/ Sale of Investments (Net)                          | 8,776,840             | (8,906,997)           |
| Inter Corporate Deposits received / (Given)                    | (5,274,685)           | 7,100,801             |
| Micro Finance Gold Loan (Given) / Received Back                | 196,330               | (930,955)             |
| Interest Received                                              | 1,065,290             | 9,000                 |
| Dividend Received                                              | 6,080                 | 2,884                 |
| <b>Net Cash used in Investing Activities</b>                   | <b>4,769,855</b>      | <b>(2,725,267)</b>    |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                     |                       |                       |
| Increase/ (Decrease) in Secured Loans                          | (1,199,362)           | 265,157               |
| Interest Paid                                                  | (756,445)             | (1,211,779)           |
| Dividend Paid ( including tax thereon)                         | (22,528)              | (56,081)              |
| <b>Net Cash from / (used in) Financing Activities</b>          | <b>(1,978,335)</b>    | <b>(1,002,703)</b>    |
| <b>Net Increase / (Decrease) in Cash &amp; Cash Equivalent</b> | <b>(414,382)</b>      | <b>(2,965,672)</b>    |
| <b>Opening Balance of Cash and Cash Equivalent</b>             | <b>1,351,280</b>      | <b>4,316,952</b>      |
| <b>Closing Balance of Cash and Cash Equivalent</b>             | <b>936,898</b>        | <b>1,351,280</b>      |

As per our attached report of even date

For **Rahul Gautam Divan & Associates**  
Chartered Accountants**Rahul Divan**  
PartnerMumbai  
April 27, 2017

For and on behalf of Board of Directors

**Kumar Nair**  
Managing Director  
DIN No. 00320541**Nirmala Parab**  
Director  
DIN No. 07149007**U. Ramachandran**  
Director & CFO  
DIN No. 00493707**Sridhar H.**  
Company Secretary**Sudharsanan Nair**  
Director  
DIN No. 01510505



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017. (ALL AMOUNTS ARE MENTIONED IN RUPEES)

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### (A) Basis of Preparation of Financial Statements

These Financial Statements are prepared in accordance with Indian Generally Accepted Accounting Principles under the historical cost convention, on an accrual basis of accounting. Generally Accepted Accounting Principles comprises of mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts Rules), 2014 and provisions of the Act to the extent notified.

#### (B) Fixed Assets & Depreciation

- (i) All the fixed assets have been stated at cost less depreciation. Cost includes cost of purchase and other costs attributable to bringing the assets to working condition for intended use.
- (ii) Fixed assets are depreciated on straight line method over the useful life of assets as prescribed under Part C of Schedule II of the Companies Act, 2013.

#### (C) Current Assets

- (i) Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business.
- (ii) Debit and Credit balances are subject to confirmation of parties.

#### (D) Leases

Leases are accounted for and disclosure made as per the requirements of Accounting Standard 19 - Leases, issued by the Institute of Chartered Accountants of India.

#### (E) Revenue Recognition

- (i) The company's income from operations is accounted for on accrual basis.
- (ii) Service Income is recognized as per the term of the contract/ agreements entered into with the customer when the related services are performed.
- (iii) Dividend income is recognized when the right to receive the dividend is established.
- (iv) Interest income is recognized on the time proportion basis.
- (v) Profit or loss arising on account of sale of trade investments in forward contract in respect of firm commitment were booked as income or expenditure as on the date of such contract entered.

#### (F) Retirement Benefits

- (i) Gratuity is accounted for on accrual basis by way of contribution to Group Gratuity Scheme of Life Insurance Corporation of India.
- (ii) The company contributes the employers share of the Provident Fund and the Employees Pension Scheme with the Regional Provident Fund Commissioner and the charges all such amounts to the Statement of Profit and Loss on an accrual basis.

#### (G) Taxation

- (i) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income tax Act, 1961.
- (ii) The deferred tax charge or credit reflects the tax effect of timing differences between the book and the tax profits accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017. (ALL AMOUNTS ARE MENTIONED IN RUPEES)

- (iii) Deferred Tax Assets arising from timing differences are recognized to the extent there is virtual certainty that these would be realized in future.

### (H) Investments

- (i) Long term investments are valued at cost.
- (ii) Short Term Investments are valued at cost or fair value whichever is lower determined on an individual investment basis.
- (iii) Trade investments are valued at cost or fair value whichever is lower determined on an individual investment basis.

### (I) Earning per Share

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

### (J) Foreign Currency Transactions

Transaction in foreign currencies pertaining to revenue accounts are accounted at approximate exchange rate prevalent on the transaction date. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment / realization in Statement of Profit and Loss. The amount outstanding at the year end are translated at exchange rate prevailing at year end and the profits / loss so determined are recognized in the Statement of Profit and Loss.

### (K) Provisions

A provision is recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the best current estimate.

### (L) Impairment of Assets

The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. Previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

### (M) Employee Stock Option

Measurement and disclosure of the employee share-based payment plans is done in accordance with the Guidance Note on Accounting for Employee Share based Payments, issued by The Institute of Chartered Accountants of India. Compensation expenses is amortised over the vesting period of the option on a straight line basis. The Company measures compensation cost relating to employee stock options using the intrinsic value method.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                           | As at<br>31 <sup>st</sup> March,<br>2017 ( ₹ ) | As at<br>31 <sup>st</sup> March,<br>2016 ( ₹ ) |
|-------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| <b>2. SHARE CAPITAL</b>                               |                                                |                                                |
| <b>Authorised Share Capital</b>                       |                                                |                                                |
| 31,000,000 Equity Shares of ₹ 10/- each               | 310,000,000                                    | 310,000,000                                    |
|                                                       | <u>310,000,000</u>                             | <u>310,000,000</u>                             |
| <b>Issued, Subscribed and Fully Paid Up</b>           |                                                |                                                |
| 24,460,568 Equity Shares of ₹ 10/- each fully paid up | 244,605,680                                    | 244,605,680                                    |
| <b>Total</b>                                          | <u>244,605,680</u>                             | <u>244,605,680</u>                             |

**Note:-**

**1) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year.**

| Particulars                                            | 2016-17           |                    | 2015-16           |                    |
|--------------------------------------------------------|-------------------|--------------------|-------------------|--------------------|
|                                                        | No. of Shares     | ( ₹ )              | No. of Shares     | ( ₹ )              |
| <b>EQUITY SHARES</b>                                   |                   |                    |                   |                    |
| <b>A) Fully Paid Up Shares</b>                         |                   |                    |                   |                    |
| No of shares outstanding at the beginning of the year  | 24,460,568        | 244,605,680        | 24,460,568        | 244,605,680        |
| Add / (Less) : Issued / (Buy back) during the Year     | —                 | —                  | —                 | —                  |
| <b>No of shares outstanding at the end of the year</b> | <u>24,460,568</u> | <u>244,605,680</u> | <u>24,460,568</u> | <u>244,605,680</u> |

**2) Terms and rights attached to Equity Share.**

The company has only one class of Equity share having a Par Value of ₹ 10/- each. Each holder of equity share is entitled for one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval by the share holders in the ensuring Annual General Meeting.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**3) Details of Share holders holding more than 5% shares in the company.**

**Equity Shares**

| Name of the Person / Firm / Company | 2016-17       |       | 2015-16       |       |
|-------------------------------------|---------------|-------|---------------|-------|
|                                     | No. of Shares | %     | No. of Shares | %     |
| <b>EQUITY SHARES</b>                |               |       |               |       |
| <b>a) Fully Paid Up Shares</b>      |               |       |               |       |
| 1) Kumar Nair                       | 12,708,694    | 51.96 | 12,708,694    | 51.96 |
| 2) TFL-TCCPL and TFCPL Merger Trust | 5,225,000     | 21.36 | 5,225,000     | 21.36 |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017. (ALL AMOUNTS ARE MENTIONED IN RUPEES)

### 4) Employees Stock Option Scheme

- The Transwarranty Finance Limited (TFL) Employee Stock Option Scheme has been approved by the Board Of Directors of the company on 10<sup>th</sup> March, 2008.
- The vesting period is over five years from the date of grant, commencing after one year from the date of grant.
- Exercise Period would commence one year from date of grant and will expire on completion of five years from the date of vesting.
- The options will be settled in equity shares of the company.
- The company used the intrinsic value method to account for ESOPs.
- The exercise price has been determined to be ₹ 10/-
- Consequently, no compensation cost has been recognized by the company in accordance with the "Guidance Note on Accounting for Employee Share-Based payments" issued by the Institute of Chartered Accountants of India".
- Details of movement of Options

| Particulars                                      | As at<br>31 <sup>st</sup> March, 2017<br>Nos. | As at<br>31 <sup>st</sup> March, 2016<br>Nos. |
|--------------------------------------------------|-----------------------------------------------|-----------------------------------------------|
| Options outstanding at the beginning of the year | 61,650                                        | 152,775                                       |
| Prior Period Adjustments                         | —                                             | —                                             |
| Options granted during the year                  | —                                             | —                                             |
| Options vested during the year                   | 61,650                                        | 66,375                                        |
| Options exercised during the year                | Nil                                           | Nil                                           |
| Options forfeited during the year                | —                                             | 24,750                                        |
| Options lapsed /surrendered during the year      | —                                             | —                                             |
| Options outstanding at the end of the year       | <u>—</u>                                      | <u>61,650</u>                                 |

- Had fair value method been used, the compensation cost would have been higher by ₹ Nil (Previous Year ₹ 5.86 Lakhs). Profit after tax would have been lower by ₹ Nil (Previous year ₹ 5.86 Lakhs) and EPS both basic and diluted - would have been ₹ 0.30 per share (Previous Year ₹ 0.03 per share).

| Particulars                                           | As at<br>1 <sup>st</sup> April, 2016<br>( ₹ ) | Additions/<br>Created<br>During the<br>Year | Deductions<br>During the<br>Year | As at<br>31 <sup>st</sup> March,<br>2017<br>( ₹ ) |
|-------------------------------------------------------|-----------------------------------------------|---------------------------------------------|----------------------------------|---------------------------------------------------|
| <b>3. RESERVES AND SURPLUS</b>                        |                                               |                                             |                                  |                                                   |
| a) Capital Reserve                                    | 37,893,245                                    | —                                           | —                                | 37,893,245                                        |
| b) Securities Premium Reserve                         | 208,291,145                                   | —                                           | —                                | 208,291,145                                       |
| c) Other Reserves                                     |                                               |                                             |                                  |                                                   |
| - Reserve U/S 45IC of RBI Act                         | 32,236,771                                    | 1,487,405                                   | —                                | 33,724,176                                        |
| - General Reserve                                     | 10,410,757                                    | —                                           | —                                | 10,410,757                                        |
| d) Surplus as per Statement of Profit & Loss (Note-1) | 37,570,345                                    | 5,949,622                                   | —                                | 43,519,967                                        |
|                                                       | <u>326,402,263</u>                            | <u>7,437,027</u>                            | <u>—</u>                         | <u>333,839,290</u>                                |



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                           | As at<br>1 <sup>st</sup> April, 2015<br>( ₹ ) | Additions/<br>Created<br>During the<br>Year | Deductions<br>During the<br>Year | As at<br>31 <sup>st</sup> March,<br>2016<br>( ₹ ) |
|-------------------------------------------------------|-----------------------------------------------|---------------------------------------------|----------------------------------|---------------------------------------------------|
| a) Capital Reserve                                    | 37,893,245                                    | –                                           | –                                | 37,893,245                                        |
| b) Securities Premium Reserve                         | 208,291,145                                   | –                                           | –                                | 208,291,145                                       |
| c) Other Reserves                                     |                                               |                                             |                                  |                                                   |
| - Reserve U/S 45IC of RBI Act                         | 31,950,820                                    | 285,951                                     | –                                | 32,236,771                                        |
| - General Reserve                                     | 10,410,757                                    | –                                           | –                                | 10,410,757                                        |
| d) Surplus as per Statement of Profit & Loss (Note-1) | 36,426,541                                    | 1,143,804                                   | –                                | 37,570,345                                        |
|                                                       | <u>324,972,508</u>                            | <u>1,429,755</u>                            | <u>–</u>                         | <u>326,402,263</u>                                |

|                                          | 2016-17          | 2015-16          |
|------------------------------------------|------------------|------------------|
| <b>Note:- 1</b>                          |                  |                  |
| <b>1) Profit for the year</b>            | 7,437,027        | 1,429,755        |
| Less:-                                   |                  |                  |
| Transfer to Reserve U/S 45 IC of RBI Act | <u>1,487,405</u> | <u>285,951</u>   |
|                                          | <u>1,487,405</u> | <u>285,951</u>   |
|                                          | <u>5,949,622</u> | <u>1,143,804</u> |

| Particulars                                                                  | As at 31 <sup>st</sup><br>March, 2017<br>( ₹ ) | As at 31 <sup>st</sup><br>March, 2016<br>( ₹ ) |
|------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| <b>NON-CURRENT LIABILITIES</b>                                               |                                                |                                                |
| <b>4. LONG TERM BORROWINGS</b>                                               |                                                |                                                |
| <b>I. Secured Loans</b>                                                      |                                                |                                                |
| Car Loan Account - HDFC Bank<br>(Secured against hypothecation of Motor Car) | –                                              | 207,614                                        |
| <b>Total (A)</b>                                                             | <u>–</u>                                       | <u>207,614</u>                                 |
| <b>II. Unsecured Loans</b>                                                   |                                                |                                                |
| <b>From Others:</b>                                                          |                                                |                                                |
| Inter Corporate Deposits                                                     | –                                              | –                                              |
| <b>Total (B)</b>                                                             | <u>–</u>                                       | <u>–</u>                                       |
| <b>Total (A) + (B)</b>                                                       | <u>–</u>                                       | <u>207,614</u>                                 |

**Note:-**

**Terms of Repayment**

- Vehicle loan from HDFC Bank was sanctioned on 17.09.2012 for a period of 5 years. Current EMI per month is ₹ 42,620/-, under other current liabilities

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.**  
**(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                                                                                                                                                                                                                                                                                                                        | As at 31 <sup>st</sup><br>March, 2017<br>( ₹ ) | As at 31 <sup>st</sup><br>March, 2016<br>( ₹ ) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| <b>5. OTHER LONG TERM LIABILITIES</b>                                                                                                                                                                                                                                                                                                              |                                                |                                                |
| a) Trade Payables                                                                                                                                                                                                                                                                                                                                  |                                                |                                                |
| - Gold Loan                                                                                                                                                                                                                                                                                                                                        | 557,879                                        | 692,880                                        |
|                                                                                                                                                                                                                                                                                                                                                    | <u>557,879</u>                                 | <u>692,880</u>                                 |
| <b>CURRENT LIABILITIES</b>                                                                                                                                                                                                                                                                                                                         |                                                |                                                |
| <b>6. SHORT TERM BORROWINGS</b>                                                                                                                                                                                                                                                                                                                    |                                                |                                                |
| <b>A) Secured Loans</b>                                                                                                                                                                                                                                                                                                                            |                                                |                                                |
| <b>1) Loans Repayable on Demand</b>                                                                                                                                                                                                                                                                                                                |                                                |                                                |
| a) From Banks                                                                                                                                                                                                                                                                                                                                      |                                                |                                                |
| Catholic Syrian Bank - Gold Loan Overdraft Account                                                                                                                                                                                                                                                                                                 | 3,548,567                                      | 4,285,059                                      |
| (Secured against Gold Loan Receivables and Personal Guarantee given by the Managing Director)                                                                                                                                                                                                                                                      |                                                |                                                |
| <b>Note:-</b>                                                                                                                                                                                                                                                                                                                                      |                                                |                                                |
| 1) Overdraft from CSB is Working Capital Facility for Gold Loan against the securities not older than six months and personal guarantee of the Managing Director. Tenure of the loan is for 12 months and repayable on demand. Limit shall be renewed before the expiry of the sanctioned period of one year. Current Interest rate is 15.25% p.a. |                                                |                                                |
| <b>Total - (A)</b>                                                                                                                                                                                                                                                                                                                                 | <u>3,548,567</u>                               | <u>4,285,059</u>                               |
| <b>B) Unsecured Loans</b>                                                                                                                                                                                                                                                                                                                          |                                                |                                                |
| <b>1) From Others</b>                                                                                                                                                                                                                                                                                                                              |                                                |                                                |
| i) Inter Corporate Deposits                                                                                                                                                                                                                                                                                                                        |                                                |                                                |
| - From Subsidiary Company                                                                                                                                                                                                                                                                                                                          | -                                              | 1,062,335                                      |
| - From Others                                                                                                                                                                                                                                                                                                                                      | 54,200,000                                     | 3,000,000                                      |
| <b>Total - (B)</b>                                                                                                                                                                                                                                                                                                                                 | <u>54,200,000</u>                              | <u>4,062,335</u>                               |
| <b>Total - (A) + (B)</b>                                                                                                                                                                                                                                                                                                                           | <u>57,748,567</u>                              | <u>8,347,394</u>                               |
| <b>7. OTHER CURRENT LIABILITIES</b>                                                                                                                                                                                                                                                                                                                |                                                |                                                |
| Current Maturities of Long Term Debt                                                                                                                                                                                                                                                                                                               | 207,614                                        | 462,870                                        |
| Book Overdraft                                                                                                                                                                                                                                                                                                                                     | 3,060,470                                      | -                                              |
| Interest Accrued & Due on borrowings                                                                                                                                                                                                                                                                                                               | 280,515                                        | 3,246,589                                      |
| Unclaimed Dividends                                                                                                                                                                                                                                                                                                                                | 25,624                                         | 48,152                                         |
| Other Payables (Creditors for Expenses)                                                                                                                                                                                                                                                                                                            | 4,211,952                                      | 2,437,000                                      |
|                                                                                                                                                                                                                                                                                                                                                    | <u>7,786,175</u>                               | <u>6,194,611</u>                               |
| <b>8. SHORT - TERM PROVISIONS</b>                                                                                                                                                                                                                                                                                                                  |                                                |                                                |
| <b>a) Provision for Employees</b>                                                                                                                                                                                                                                                                                                                  |                                                |                                                |
| Provision for Leave Encashment                                                                                                                                                                                                                                                                                                                     | 800,564                                        | 664,388                                        |
| <b>b) Others</b>                                                                                                                                                                                                                                                                                                                                   |                                                |                                                |
| Provision for Diminution in value of Quoted Investments                                                                                                                                                                                                                                                                                            | 127,682                                        | 201,710                                        |
|                                                                                                                                                                                                                                                                                                                                                    | <u>928,246</u>                                 | <u>866,098</u>                                 |



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

**9. FIXED ASSETS -TANGIBLE**

| Sr. No. | Description          | GROSS BLOCK/ COST/BOOK VALUE |                                        |                                         |                       | DEPRECIATION /AMORTISATION |                          |                                         |                       | NET BLOCK        |                  |
|---------|----------------------|------------------------------|----------------------------------------|-----------------------------------------|-----------------------|----------------------------|--------------------------|-----------------------------------------|-----------------------|------------------|------------------|
|         |                      | Total As at 01-Apr-16        | Additions/ Adjustments during the Year | Deductions/ Adjustments during the Year | Total As at 31-Mar-17 | Total As at 01-Apr-16      | Provided during the Year | Deductions/ Adjustments during the Year | Total As at 31-Mar-17 | As at 31-Mar-17  | As at 31-Mar-16  |
|         |                      | (₹)                          | (₹)                                    | (₹)                                     | (₹)                   | (₹)                        | (₹)                      | (₹)                                     | (₹)                   | (₹)              | (₹)              |
| 1       | Furniture            | 688,665                      | -                                      | -                                       | 688,665               | 590,242                    | 42,859                   | -                                       | 633,101               | 55,564           | 98,423           |
| 2       | Computers            | 921,991                      | -                                      | -                                       | 921,991               | 921,991                    | -                        | -                                       | 921,991               | -                | -                |
| 3       | Office Equipments    | 627,718                      | -                                      | -                                       | 627,718               | 596,193                    | 22,948                   | -                                       | 619,141               | 8,577            | 31,525           |
| 4       | Vehicles             | 3,872,140                    | -                                      | -                                       | 3,872,140             | 2,566,912                  | 289,258                  | -                                       | 2,856,170             | 1,015,970        | 1,305,228        |
|         | <b>Total</b>         | <b>6,110,514</b>             | <b>-</b>                               | <b>-</b>                                | <b>6,110,514</b>      | <b>4,675,338</b>           | <b>355,065</b>           | <b>-</b>                                | <b>5,030,403</b>      | <b>1,080,111</b> | <b>1,435,176</b> |
|         | <b>Previous Year</b> | <b>6,110,514</b>             | <b>-</b>                               | <b>-</b>                                | <b>6,110,514</b>      | <b>4,246,174</b>           | <b>429,164</b>           | <b>-</b>                                | <b>4,675,338</b>      | <b>1,435,176</b> |                  |

**10. FIXED ASSETS - INTANGIBLE**

| Sr. No. | Description          | GROSS BLOCK/ COST/BOOK VALUE |                                        |                                         |                       | DEPRECIATION /AMORTISATION |                          |                                         |                       | NET BLOCK       |                 |
|---------|----------------------|------------------------------|----------------------------------------|-----------------------------------------|-----------------------|----------------------------|--------------------------|-----------------------------------------|-----------------------|-----------------|-----------------|
|         |                      | Total As at 01-Apr-16        | Additions/ Adjustments during the Year | Deductions/ Adjustments during the Year | Total As at 31-Mar-17 | Total As at 01-Apr-16      | Provided during the Year | Deductions/ Adjustments during the Year | Total As at 31-Mar-17 | As at 31-Mar-17 | As at 31-Mar-16 |
|         |                      | (₹)                          | (₹)                                    | (₹)                                     | (₹)                   | (₹)                        | (₹)                      | (₹)                                     | (₹)                   | (₹)             | (₹)             |
| 1       | Goodwill             | 400,000                      | -                                      | -                                       | 400,000               | -                          | -                        | -                                       | -                     | 400,000         | 400,000         |
| 2       | Computer Software    | 3,418,425                    | -                                      | -                                       | 3,418,425             | 2,969,114                  | 188,838                  | -                                       | 3,157,952             | 260,473         | 449,311         |
|         | <b>Total</b>         | <b>3,818,425</b>             | <b>-</b>                               | <b>-</b>                                | <b>3,818,425</b>      | <b>2,969,114</b>           | <b>188,838</b>           | <b>-</b>                                | <b>3,157,952</b>      | <b>660,473</b>  | <b>849,311</b>  |
|         | <b>Previous Year</b> | <b>3,818,425</b>             | <b>-</b>                               | <b>-</b>                                | <b>3,818,425</b>      | <b>2,764,557</b>           | <b>204,557</b>           | <b>-</b>                                | <b>2,969,114</b>      | <b>849,311</b>  |                 |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.**  
**(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                                                             | Face Value (₹) | As at 31 <sup>st</sup> March, 2017 |                    | As at 31 <sup>st</sup> March, 2016 |                    |
|-----------------------------------------------------------------------------------------|----------------|------------------------------------|--------------------|------------------------------------|--------------------|
|                                                                                         |                | Quantity (Nos)                     | Value (₹)          | Quantity (Nos)                     | Value (₹)          |
| <b>11 (A) NON-CURRENT INVESTMENTS (AT COST)</b>                                         |                |                                    |                    |                                    |                    |
| <b>a) Investments in Equity Instruments</b>                                             |                |                                    |                    |                                    |                    |
| <b>i) In Subsidiary Companies</b>                                                       |                |                                    |                    |                                    |                    |
| <b>a) Quoted</b>                                                                        |                |                                    |                    |                                    |                    |
| Vertex Securities Limited<br>(Market Value ₹ 105,526,163/-)                             | 2              | 37,420,625                         | 133,190,024        | 37,420,625                         | 133,190,024        |
| <b>b) Unquoted</b>                                                                      |                |                                    |                    |                                    |                    |
| Transwarranty Capital Market Services Pvt. Ltd                                          | 2              | 50,000                             | 100,000            | —                                  | —                  |
| Transwarranty Consultants Pvt. Ltd                                                      | 10             | 40,000                             | 400,000            | —                                  | —                  |
| <b>ii) Others</b>                                                                       |                |                                    |                    |                                    |                    |
| <b>a) Quoted</b>                                                                        |                |                                    |                    |                                    |                    |
| South Indian Bank (Right Shares)<br>(Market Value ₹ 214/-)                              | 1              | 10                                 | 40                 | 10                                 | 40                 |
| NEPC India Ltd. (Market Value ₹ 3,000/-)                                                | 10             | 2,000                              | 85,156             | 2,000                              | 85,156             |
| Shree Rama Newsprint Limited<br>(Market Value ₹ 41,313/-)                               | 10             | 1,250                              | 86,838             | 1,250                              | 86,838             |
| Anil Limited (Market Value ₹ 3,592/-)                                                   | 10             | 39                                 | 780                | 39                                 | 780                |
| <b>b) Unquoted</b>                                                                      |                |                                    |                    |                                    |                    |
| Catholic Syrian Bank Ltd.                                                               | 10             | 700                                | 31,000             | 700                                | 31,000             |
| <b>b) Investments in Preference Shares</b>                                              |                |                                    |                    |                                    |                    |
| <b>a) In Subsidiary Companies (Un Quoted)</b>                                           |                |                                    |                    |                                    |                    |
| 15% Non Cumulative Redeemable<br>Preference Shares of Vertex Securities Limited         | 100            | 6,863                              | 1,372,600          | 6,863                              | 1,372,600          |
| <b>b) Others (Un Quoted)</b>                                                            |                |                                    |                    |                                    |                    |
| 8% Non Cumulative Redeemable<br>Preference Shares of Transwarranty<br>Advisors Pvt. Ltd | 100            | 837,340                            | 83,734,000         | 837,340                            | 83,734,000         |
| 8% Non Cumulative Redeemable<br>Preference Shares of Transwarranty Pvt. Ltd             | 100            | 1,132,380                          | 113,238,000        | 1,132,380                          | 113,238,000        |
| <b>c) Investments in Government or Trust Securities</b>                                 |                |                                    |                    |                                    |                    |
| National Savings Certificate VIII issue                                                 | 5,000          | 1                                  | 5,000              | 1                                  | 5,000              |
| UTI Master Share (Market Value ₹ 35,932/- )                                             | —              | 1,000                              | 13,945             | 1,000                              | 13,945             |
| <b>Total</b>                                                                            |                |                                    | <b>332,257,383</b> |                                    | <b>331,757,383</b> |

- 1) Aggregate amount of Quoted investments is ₹ 133,376,784/- (P.Y. ₹ 133,376,784/-) and market value is ₹ 105,610,213/- (P.Y. ₹ 84,279,289/-)
- 2) Aggregate amount of Un Quoted investments is ₹ 198,880,600 /- ( P.Y. 198,380,600/-)
- 3) Aggregate provision made for diminution in value of investments is ₹ 127,682/- (P.Y. ₹ 201,710/-).



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

**11 (B) CURRENT INVESTMENTS**

| Particulars                                                                        | Face Value (₹) | As at 31 <sup>st</sup> March, 2017 |                | As at 31 <sup>st</sup> March, 2016 |                  |
|------------------------------------------------------------------------------------|----------------|------------------------------------|----------------|------------------------------------|------------------|
|                                                                                    |                | Quantity (Nos/Units)               | Value (₹)      | Quantity (Nos/Units)               | Value (₹)        |
| <b>(a) Investments in Equity Shares</b>                                            |                |                                    |                |                                    |                  |
| Axis Bank                                                                          | 2              | —                                  | —              | 500                                | 286,933          |
| <b>(b) Mutual Fund</b>                                                             |                |                                    |                |                                    |                  |
| SBI Ultra Short Term Debt Fund-Regular Plan Growth                                 |                | 29.529                             | 60,106         | 785.470                            | 1,518,483        |
| HDFC Liquid Fund - Growth                                                          |                | —                                  | —              | 1,457.410                          | 4,268,152        |
| HDFC Cash Management Fund - Treasury Advantage - Plan Retail Regular Plan - Growth |                | 1,653.179                          | 55,173         | —                                  | —                |
| UTI- Money Market Fund - Institutional Plan-Growth                                 |                | —                                  | —              | 1,803.690                          | 3,001,052        |
| UTI Liquid Cash Plan - Institutional Daily Dividend - Reinvestment                 |                | 1.032                              | 1,052          | —                                  | —                |
| UTI - Floating Rate Fund-STP - Direct Growth Plan                                  |                | 3.860                              | 10,302         | —                                  | —                |
| Franklin Templeton - Low Growth Fund                                               |                | 11,212.404                         | 199,757        | —                                  | —                |
| Franklin Ultra Short Bond Fund -Super Institutional Plan - Growth                  |                | 4,241.769                          | 92,788         | —                                  | —                |
| <b>Total</b>                                                                       |                |                                    | <b>419,178</b> |                                    | <b>9,074,620</b> |

(a) Aggregate amount of quoted investments is ₹ Nil (P.Y. ₹ 286,933/-) and market value is ₹ Nil (P.Y. ₹ 2,22,275/-).

(b) Aggregate amount of un quoted investments is ₹ 4,19,177/- (P.Y. ₹ 8,787,687).

| Particulars                             | As at 31 <sup>st</sup> March, 2017 (₹) | As at 31 <sup>st</sup> March, 2016 (₹) |
|-----------------------------------------|----------------------------------------|----------------------------------------|
| <b>NON CURRENT ASSETS</b>               |                                        |                                        |
| <b>12. DEFERRED TAX ASSET</b>           |                                        |                                        |
| Deferred Tax Assets on Depreciation     | 426,498                                | 423,186                                |
| Deferred Tax Asset                      | <b>426,498</b>                         | <b>423,186</b>                         |
| <b>13. LONG TERM LOANS AND ADVANCES</b> |                                        |                                        |
| <b>A) Unsecured, Considered Good</b>    |                                        |                                        |
| a) Capital Advances                     | 40,775,000                             | 40,775,000                             |
| b) Security Deposits                    | 292,259                                | 272,259                                |
| c) Other Loans and Advances             |                                        |                                        |
| Inter Corporate Deposits                | 88,957,096                             | 88,957,096                             |
| TFL-TCCPL and TFCPL Merger Scheme Trust | 75,762,500                             | 75,762,500                             |
|                                         | <b>205,786,855</b>                     | <b>205,766,855</b>                     |
| <b>CURRENT ASSETS</b>                   |                                        |                                        |
| <b>14. INVENTORIES</b>                  |                                        |                                        |
| Shares Held as Stock In Trade           | 572,144                                | —                                      |
|                                         | <b>572,144</b>                         | <b>—</b>                               |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.**  
**(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                                                                                                    | As at 31 <sup>st</sup><br>March, 2017<br>( ₹ ) | As at 31 <sup>st</sup><br>March, 2016<br>( ₹ ) |
|--------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| <b>15. TRADE RECEIVABLES</b>                                                                                                   |                                                |                                                |
| <b>Unsecured, Considered Good</b>                                                                                              |                                                |                                                |
| Debts outstanding for a period exceeding six months                                                                            | 91,411                                         | 163,438                                        |
| Other Debts                                                                                                                    | 1,385,360                                      | 1,844,363                                      |
|                                                                                                                                | <u>1,476,771</u>                               | <u>2,007,801</u>                               |
| Less:- Provision for Doubtful Debts                                                                                            | —                                              | —                                              |
|                                                                                                                                | <u>1,476,771</u>                               | <u>2,007,801</u>                               |
| <b>16. CASH AND CASH EQUIVALENTS</b>                                                                                           |                                                |                                                |
| a) Cash on Hand                                                                                                                | 143,620                                        | 167,717                                        |
| b) Balance with Banks                                                                                                          |                                                |                                                |
| In Current Account                                                                                                             | 767,654                                        | 1,135,411                                      |
| In Dividend Account                                                                                                            | 25,624                                         | 48,152                                         |
| In Deposit Accounts :-                                                                                                         |                                                |                                                |
| Less than 12 months Maturity                                                                                                   | —                                              | —                                              |
|                                                                                                                                | <u>936,898</u>                                 | <u>1,351,280</u>                               |
| <b>17. SHORT TERM LOANS AND ADVANCES</b>                                                                                       |                                                |                                                |
| <b>A) Secured, Considered Good</b>                                                                                             |                                                |                                                |
| a) Others                                                                                                                      |                                                |                                                |
| Gold Loans                                                                                                                     | 4,637,786                                      | 5,676,636                                      |
| Loan Against Property                                                                                                          | 81,837                                         | 81,837                                         |
| <b>B) Unsecured, Considered Good</b>                                                                                           |                                                |                                                |
| a) Loans and advances to Related Parties                                                                                       | 15,000                                         | 352,496                                        |
| b) Others                                                                                                                      |                                                |                                                |
| Inter Corporate Deposits                                                                                                       | 63,587,187                                     | 8,174,837                                      |
| Loans and advances to Employees                                                                                                | —                                              | 11,000                                         |
| Deposits                                                                                                                       | 27,362                                         | 27,362                                         |
| MAT Credit Entitlement                                                                                                         | 1,339,017                                      | 423,134                                        |
| Advance Payment of Income Tax (Including TDS, Net of Provisions)<br>{ Provision For Tax ₹ 12,025,800/- (P.Y. ₹ 10,452,800/-) } | 6,568,536                                      | 12,564,939                                     |
| Other Short Term Advances                                                                                                      | 647,017                                        | 1,516,177                                      |
|                                                                                                                                | <u>76,903,742</u>                              | <u>28,828,418</u>                              |
| <b>18. OTHER CURRENT ASSETS</b>                                                                                                |                                                |                                                |
| Income Receivable                                                                                                              | 22,500,000                                     | —                                              |
| Interest Accrued on ICD's                                                                                                      | 1,450,396                                      | 4,252,327                                      |
| Interest Accrued on Gold Loan , etc.                                                                                           | 995,388                                        | 1,570,183                                      |
|                                                                                                                                | <u>24,945,784</u>                              | <u>5,822,510</u>                               |



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                          | For the year ended<br>31 <sup>st</sup> March,<br>2017 ( ₹ ) | For the year ended<br>31 <sup>st</sup> March,<br>2016 ( ₹ ) |
|------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| <b>19. REVENUE FROM OPERATIONS</b>                   |                                                             |                                                             |
| a) Sale of Shares held in Stock -in -Trade           | 72,383,189                                                  | 58,503,817                                                  |
| b) Interest                                          |                                                             |                                                             |
| Interest on Gold Loan                                | 1,200,012                                                   | 1,324,865                                                   |
| Interest on Loan Against Shares                      | –                                                           | 19,587                                                      |
| Interest Received on ICD                             | 4,562,227                                                   | 1,257,939                                                   |
| c) Other Financial Services                          |                                                             |                                                             |
| Trade Finance                                        | 9,175,118                                                   | 13,334,273                                                  |
| Corporate Finance                                    | 5,700,000                                                   | 2,500,000                                                   |
| Investment Banking                                   | 23,700,000                                                  | 23,000,300                                                  |
|                                                      | <u>116,720,546</u>                                          | <u>99,940,781</u>                                           |
| <b>20. OTHER INCOME</b>                              |                                                             |                                                             |
| a) Dividend Income                                   | 6,080                                                       | 2,884                                                       |
| b) Net Gain on Sale of Investments                   | 621,397                                                     | 140,517                                                     |
| c) Bad Debts Written Off Recovered                   | 69,446                                                      | 39,391                                                      |
| d) Other Non Operating Income                        |                                                             |                                                             |
| - Interest Income Others                             | 1,065,290                                                   | 9,000                                                       |
| - Miscellaneous Income                               | 4,943                                                       | 15,424                                                      |
| - Provision For Quoted Investments Written Back      | 74,028                                                      | –                                                           |
|                                                      | <u>1,841,184</u>                                            | <u>207,216</u>                                              |
| <b>21. PURCHASE OF SHARES HELD IN STOCK-IN-TRADE</b> | <u>72,720,111</u>                                           | <u>58,758,158</u>                                           |
|                                                      | <u>72,720,111</u>                                           | <u>58,758,158</u>                                           |
| <b>22. EMPLOYEE BENEFITS EXPENSES</b>                |                                                             |                                                             |
| a) Salaries, Wages, Bonus, Gratuity & Allowances     | 17,039,884                                                  | 22,552,318                                                  |
| b) Contribution to Provident Fund                    | 665,859                                                     | 609,876                                                     |
| c) Staff Welfare Expenses                            | 178,599                                                     | 219,936                                                     |
|                                                      | <u>17,884,342</u>                                           | <u>23,382,130</u>                                           |
| <b>23. FINANCE COST</b>                              |                                                             |                                                             |
| a) Interest Expense                                  |                                                             |                                                             |
| On Term Loans                                        | 48,570                                                      | 94,539                                                      |
| On Overdrafts & Other Borrowings                     | 591,637                                                     | 563,972                                                     |
| b) Other Borrowing Costs                             |                                                             |                                                             |
| Financial and Bank Charges                           | 116,238                                                     | 74,561                                                      |
|                                                      | <u>756,445</u>                                              | <u>733,072</u>                                              |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                                                                                                                                             | For the year ended<br>31 <sup>st</sup> March,<br>2017 ( ₹ ) | For the year ended<br>31 <sup>st</sup> March,<br>2016 ( ₹ ) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| <b>24. OTHER EXPENSES</b>                                                                                                                                               |                                                             |                                                             |
| Rent                                                                                                                                                                    | 3,219,500                                                   | 3,202,138                                                   |
| Rates & Taxes                                                                                                                                                           | 246,054                                                     | 178,673                                                     |
| Insurance                                                                                                                                                               | 522,367                                                     | 531,081                                                     |
| Advertisement , Publicity & Sales Promotion                                                                                                                             | 781,034                                                     | 627,551                                                     |
| Travelling & Other Incidental Expenses                                                                                                                                  | 1,658,797                                                   | 1,535,412                                                   |
| Office Maintenance                                                                                                                                                      | 2,507,590                                                   | 2,530,354                                                   |
| Vehicle Running & Maintenance                                                                                                                                           | 89,166                                                      | 97,622                                                      |
| Printing & Stationery                                                                                                                                                   | 204,317                                                     | 180,146                                                     |
| Communication Expenses                                                                                                                                                  | 303,341                                                     | 347,470                                                     |
| Electricity                                                                                                                                                             | 321,953                                                     | 441,853                                                     |
| Donation                                                                                                                                                                | 25,000                                                      | 3,000                                                       |
| Auditor's Remuneration                                                                                                                                                  |                                                             |                                                             |
| - As Statutory Auditors                                                                                                                                                 | 170,000                                                     | 170,000                                                     |
| - For Tax Audit                                                                                                                                                         | 30,000                                                      | 30,000                                                      |
| - For Other Services                                                                                                                                                    | 58,644                                                      | 46,325                                                      |
| Legal, Professional & Consultancy Charges                                                                                                                               | 733,396                                                     | 2,615,396                                                   |
| Directors Sitting Fees                                                                                                                                                  | 384,000                                                     | 466,000                                                     |
| Other Operational Expenses                                                                                                                                              | 4,709,559                                                   | 2,396,380                                                   |
| Bad Debts written off                                                                                                                                                   | 1,857,471                                                   | 266,910                                                     |
| Provision for Quoted Investment (Net)                                                                                                                                   | –                                                           | 41,890                                                      |
|                                                                                                                                                                         | <b>17,822,189</b>                                           | <b>15,708,201</b>                                           |
| <b>Note:-</b>                                                                                                                                                           |                                                             |                                                             |
| <b>1) EARNING / EXPENDITURE IN FOREIGN CURRENCY</b>                                                                                                                     |                                                             |                                                             |
| Earnings in Foreign Exchange as fees for Professional Services rendered                                                                                                 | –                                                           | –                                                           |
| Expenditure incurred in Foreign Currency                                                                                                                                | 433,472                                                     | 2,388,592                                                   |
| <b>25. CONTINGENT LIABILITIES</b>                                                                                                                                       |                                                             |                                                             |
| 1) Guarantees issued by the company on behalf of its associates for acquiring office premises                                                                           | 40,600,000                                                  | 40,600,000                                                  |
| 2) Counter Guarantees issued by Transwarranty Finance Limited to bankers on behalf of its subsidiary company Vertex Securities Limited for Exchange Margin requirements | 40,000,000                                                  | 30,000,000                                                  |
| 3) Corporate Guarantees issued by Transwarranty Finance Limited to bankers on behalf of its subsidiary company Vertex Securities Limited for OD Facility                | 50,000,000                                                  | 25,000,000                                                  |
| 4) Claims against the company not acknowledged as debt                                                                                                                  |                                                             |                                                             |
| a) Tax Demand in respect of which company's Appeal is pending before the first appellate authority (Income Tax) for the Assessment Year 2011-12.                        | 546,710                                                     | 546,710                                                     |
| b) Tax Demand in respect of which company's Appeal is pending before the first appellate authority (Income Tax) for the Assessment Year 2012-13.                        | 2,358,110                                                   | 2,358,110                                                   |
|                                                                                                                                                                         | <b>133,504,820</b>                                          | <b>98,504,820</b>                                           |



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                                                          | For the year ended<br>31 <sup>st</sup> March,<br>2017 ( ₹ ) | For the year ended<br>31 <sup>st</sup> March,<br>2016 ( ₹ ) |
|--------------------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| <b>26. EARNINGS PER SHARE</b>                                                        |                                                             |                                                             |
| I. Net Profit as per Statement of Profit and Loss available for Equity Share Holders | 7,437,027                                                   | 1,429,755                                                   |
| II. Weighted Average number of equity shares for Earnings per share computation      |                                                             |                                                             |
| A) For Basic Earnings per share of ₹ 10/- each (No's)                                | 24,460,568                                                  | 24,460,568                                                  |
| B) For Diluted Earnings per share of ₹ 10/- each (No's)                              | 24,460,568                                                  | 24,460,568                                                  |
| No of Shares for Basic EPS as per II A (No's)                                        | 24,460,568                                                  | 24,460,568                                                  |
| No of shares for Diluted Earnings per Share of ₹ 10/- Each                           | 24,460,568                                                  | 24,460,568                                                  |
| III. Earnings Per Share ( Face Value of ₹ 10/- each)                                 |                                                             |                                                             |
| Basic ( ₹ )                                                                          | 0.30                                                        | 0.06                                                        |
| Diluted ( ₹ )                                                                        | 0.30                                                        | 0.06                                                        |

**27. DISCLOSURE AS REQUIRED UNDER ACCOUNTS STANDARD 15 ON EMPLOYEE BENEFITS FOR GRATUITY AND LEAVE ENCASHMENT IS AS UNDER**

| Particulars                                          | Gratuity         |                  | Leave Encashment (Unfunded) |                |
|------------------------------------------------------|------------------|------------------|-----------------------------|----------------|
|                                                      | 2016-17          | 2015-16          | 2016-17                     | 2015-16        |
| <b>Change in the benefit Obligations:</b>            |                  |                  |                             |                |
| Present value of obligations as on 01. 04. 2016      | 2,800,957        | 2,466,452        | 664,388                     | 408,606        |
| Current Service Cost                                 | 151,807          | 142,821          | 478,940                     | 517,761        |
| Past Service Cost                                    | —                | —                | —                           | —              |
| Interest Cost                                        | 206,529          | 217,940          | 49,209                      | 30,888         |
| Actuarial (Gain)/Loss on obligation                  | (662,258)        | (541,849)        | (386,022)                   | (247,866)      |
| Benefits Paid                                        | (50,065)         | 515,593          | (5,951)                     | (45,001)       |
| <b>Present value of obligations as on 31.03.2017</b> | <b>2,446,970</b> | <b>2,800,957</b> | <b>800,564</b>              | <b>664,388</b> |
| <b>Change in Plan Assets:</b>                        |                  |                  |                             |                |
| Fair Value of Plan Assets as on 01.04.2016           | 3,417,345        | 2,553,033        | —                           | —              |
| Adjustment to the opening balance                    | (1,056,130)      | 66,448           | —                           | —              |
| Expected Return on Plan Assets                       | 195,071          | 261,880          | —                           | —              |
| Employer's Contributions                             | —                | 64,999           | 5,951                       | 45,001         |
| Benefits Paid                                        | (50,065)         | 515,593          | (5,951)                     | (45,001)       |
| Actuarial Gain/(Loss) on Plan Assets                 | (601)            | (44,608)         | —                           | —              |
| <b>Fair Value of plan assets as on 31.03.2017</b>    | <b>2,505,620</b> | <b>3,417,345</b> | <b>—</b>                    | <b>—</b>       |
| <b>Net (Asset) Liability (i) - (ii) :</b>            | <b>(58,650)</b>  | <b>(616,388)</b> | <b>800,564</b>              | <b>664,388</b> |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

| Particulars                                                | Gratuity         |                  | Leave Encashment (Unfunded) |                |
|------------------------------------------------------------|------------------|------------------|-----------------------------|----------------|
|                                                            | 2016-17          | 2015-16          | 2016-17                     | 2015-16        |
| <b>Net Cost for the year ended 31.03.2017</b>              |                  |                  |                             |                |
| Current Service Cost                                       | 151,807          | 142,821          | 478,940                     | 517,761        |
| Past Service Cost                                          | —                | —                | —                           | —              |
| Interest Cost                                              | 206,529          | 217,940          | 49,209                      | 30,888         |
| Expected Return on plan Assets                             | (195,071)        | (261,880)        | —                           | —              |
| Actuarial (Gain)/ Loss recognised during the year          | (661,657)        | (497,241)        | (386,022)                   | (247,866)      |
| Adjustment (Gain) to opening value of planned assets       | —                | —                | —                           | —              |
| <b>Net Cost</b>                                            | <b>(498,392)</b> | <b>(398,360)</b> | <b>142,127</b>              | <b>300,783</b> |
| Amount recognised in the Balance sheet (Asset) / Liability | (58,650)         | (616,388)        | 800,564                     | 664,388        |
| Amount recognised in the Statement of Profit and Loss      | (498,392)        | (398,360)        | 142,127                     | 300,783        |
| (Gain)/Loss                                                |                  |                  |                             |                |
| <b>Principal actuarial Assumptions:-</b>                   |                  |                  |                             |                |
| Discount rate                                              | 6.90%            | 7.44%            | 6.90%                       | 7.44%          |
| Expected Return on plan assets                             | 8.35%            | 9.00%            | —                           | —              |
| Salary Escalation Rate                                     | 3.00%            | 3.00%            | 3.00%                       | 3.00%          |
| Attrition Rate                                             | 4.00%            | 24.00%           | 4.00%                       | 8.00%          |
| <b>Demographic Assumptions:</b>                            |                  |                  |                             |                |
| Retirement age                                             |                  |                  |                             | 60 Year        |
| Mortality rate                                             |                  |                  |                             | Unlimited      |

**28. RELATED PARTY DISCLOSURES**

As per Accounting Standard (AS-18) on Related Party Disclosures issued by the Institute of Chartered Accountants of India, the disclosure of transactions with the related party as defined in the Accounting Standard are given below:-

**(I) List of Related parties**

- (a) Subsidiaries of the company : Vertex Securities Limited (VSL)  
Vertex Commodities and Finpro (P) Ltd. (VCFPL)  
Transwarranty Capital Market Services Private Limited (TCMSPL)  
Transwarranty Consultants Private Limited (TCSPL)
- (b) Common Controlled Entity : Transwarranty Advisors Pvt. Ltd. (TAPL)
- (c) Key Management Personnels : Mr. Kumar Nair (Managing Director)  
Mr. U. Ramachandran ( Director & Chief Financial Officer)



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017.  
(ALL AMOUNTS ARE MENTIONED IN RUPEES)**

**Details of Related Party Transactions**

| Name of the Company/ Transactions                                            | 2016-17<br>(₹ in Millions) | 2015-16<br>(₹ in Millions) |
|------------------------------------------------------------------------------|----------------------------|----------------------------|
| 1) Inter Corporate Deposits Given - Subsidiary Companies<br>VSL              | 7.03                       | 10.36                      |
| 2) Inter Corporate Deposits Received Back - Subsidiary Companies<br>VSL      | 5.97                       | 9.92                       |
| 3) Inter Corporate Deposits Given - Common Controlled Entity<br>TAPL         | –                          | 5.23                       |
| 4) Inter Corporate Deposits Received Back - Common Controlled Entity<br>TAPL | –                          | 5.05                       |
| 5) Share Trading Debit - Subsidiary Companies<br>VSL                         | 19.80                      | 12.81                      |
| 6) Share Trading Credit - Subsidiary Companies<br>VSL                        | 20.44                      | 13.40                      |
| 7) Current Account Debit - Subsidiary Companies<br>VSL                       | 0.02                       | 0.01                       |
| 8) Current Account Credit - Subsidiary Companies<br>VSL                      | 0.10                       | 0.10                       |
| 9) Current Account Credit - Common Controlled Entity<br>TAPL                 | 0.06                       | 0.02                       |
| 10) Interest Paid on ICD- Subsidiary Companies<br>VSL                        | 0.16                       | 0.16                       |
| 11) Interest Paid on ICD - Common Controlled Entity<br>TAPL                  | –                          | 0.02                       |
| 12) Interest Received on ICD - Common Controlled Entity<br>TAPL              | –                          | 0.01                       |
| 13) Brokerage Paid on Share Trading - Subsidiary Companies<br>VSL            | 0.23                       | 0.18                       |
| 14) Amount paid for shares subscribed - Subsidiary Companies<br>TCSPL        | 0.40                       | –                          |
| 15) Salary and Other Allowances to Key Management Person<br>Kumar Nair       | 2.40                       | 2.40                       |
| U. Ramachandran                                                              | 0.07                       | 0.51                       |
| 16) Professional Charges paid to Key Management Person<br>U. Ramachandran    | 0.18                       | 1.36                       |
| 17) Shares of TCMSPS purchased from Key Management Person<br>Kumar Nair      | 0.10                       | –                          |
| <b>Balance as on 31-03-2017 [ Debit /(Credit) ]</b>                          |                            |                            |
| <b>Inter Corporate Deposit - Subsidiary Company</b><br>VSL                   | –                          | (1.06)                     |
| <b>Current Account - Subsidiary Company</b><br>VSL                           | (0.17)                     | (0.09)                     |
| <b>Current Account - Common Controlled Entity</b><br>TAPL                    | –                          | 0.06                       |
| <b>Share Account - Subsidiary Company</b><br>VSL - Share Trading Account     | (0.30)                     | 0.34                       |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017. (ALL AMOUNTS ARE MENTIONED IN RUPEES)

29. The company is primarily engaged in a single segment viz. Financial Services and related activities , therefore the separate disclosures required under Accounting Standard (AS-17) on Segment Reporting issued by ICAI are not applicable.
30. Operating Leases: The Company has obtained office premises under operating lease. These leases are for a period ranging from 11 to 22 months and are renewable as may be mutually decided. These are generally cancellable lease. Lease payments recognised in the Statement of Profit and Loss as 'Rent' under Note No. 23 is ₹ 3,219,500/- (P.Y. ₹ 3,202,138/- ). Future minimum lease rent payable are as follows:

| Particulars                                       | As at<br>31 <sup>st</sup> March,<br>2017 | As at<br>31 <sup>st</sup> March,<br>2016 |
|---------------------------------------------------|------------------------------------------|------------------------------------------|
| Not later than one year                           | 3,224,000                                | 3,126,400                                |
| Later than one year but not later than five years | 8,800                                    | —                                        |
| Later than five years                             | —                                        | —                                        |

31. (a) Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.  
(b) Debit and Credit balances are subject to confirmation of parties.
32. Provision for taxation has been made during the year under "Minimum Alternate Tax" (MAT) as per the provisions of the Indian Income Tax Act, 1961, which can be setoff in the subsequent year based on the provisions of Section 115 JB.
33. Pursuant to the notification no. G.S.R. 308 (E) dated 30th March 2017 issued by the Ministry of Corporate Affairs, the details of Specified Bank Notes (SBNs) held and transacted by the Company during the period from 08th November 2016 to 30th December 2016 is as follows:

| Particulars                             | SBN's | Other Denomi-<br>nation Notes | Total  |
|-----------------------------------------|-------|-------------------------------|--------|
| Closing Cash In Hand as on 08.11.2016   | 6,000 | 932                           | 6,932  |
| <u>Add:- Permitted Receipts:</u>        |       |                               |        |
| Withdrawn from Bank                     | —     | 44,000                        | 44,000 |
| <u>Less:- Permitted Payments:</u>       |       |                               |        |
| Office Expenses                         | —     | 43,804                        | 43,804 |
| <u>Less:- Amount Deposited in Banks</u> | 6,000 | —                             | 6,000  |
| Closing Cash in hand as on 30.12.2016   | —     | 1,128                         | 1,128  |

34. Previous Year figures are regrouped or rearranged wherever necessary to correspond with the current year figures.

As per our attached report of even date  
For **Rahul Gautam Divan & Associates**  
Chartered Accountants

**Rahul Divan**  
Partner

Mumbai  
April 27, 2017

For and on behalf of Board of Directors

**Kumar Nair**  
Managing Director  
DIN No. 00320541

**Nirmala Parab**  
Director  
DIN No. 07149007

**U. Ramachandran**  
Director & CFO  
DIN No. 00493707

**Sridhar H.**  
Company Secretary

**Sudharsanan Nair**  
Director  
DIN No. 01510505

**TRANSWARRANTY CONSULTANTS PRIVATE LIMITED**  
**UNAUDITED BALANCE SHEET AS AT 30TH JUNE, 2017**

| Particulars                         | Note No. | As At<br>30 June 2017 |                    | As At<br>31 March 2017 |                |
|-------------------------------------|----------|-----------------------|--------------------|------------------------|----------------|
|                                     |          | ₹                     | ₹                  | ₹                      | ₹              |
| <b>I EQUITY AND LIABILITIES</b>     |          |                       |                    |                        |                |
| (1) Shareholders Funds              |          |                       |                    |                        |                |
| (a) Share Capital                   | 2        | 400,000               |                    | 400,000                |                |
| (b) Reserves and Surplus            | 3        | (50,081)              | 349,919            | (11,070)               | 388,930        |
| (2) Current Liabilities             |          |                       |                    |                        |                |
| Other Current Liabilities           | 4        | 237,774,000           | 237,774,000        | 22,900                 | 22,900         |
| <b>Total Equity And Liabilities</b> |          |                       | <b>238,123,919</b> |                        | <b>411,830</b> |
| <b>II ASSETS</b>                    |          |                       |                    |                        |                |
| (1) Non Current Assets              |          |                       |                    |                        |                |
| (a) Non Current Investments         | 5        |                       | 238,005,307        |                        | -              |
| (1) Current Assets                  |          |                       |                    |                        |                |
| (a) Trade Receivables               | 6        | 25,000                |                    | 25,000                 |                |
| (b) Cash and Cash Equivalents       | 7        | 93,612                | 118,612            | 386,830                | 411,830        |
| <b>Total Assets</b>                 |          |                       | <b>238,123,919</b> |                        | <b>411,830</b> |

The Note No.1 to 11 are integral part of these Financial Statements

FOR TRANSWARRANTY CONSULTANTS PRIVATE LIMITED

  
DIRECTOR

FOR TRANSWARRANTY CONSULTANTS PRIVATE LIMITED

  
DIRECTOR

Date:- August 10,2017  
Mumbai

| TRANSWARRANTY CONSULTANTS PRIVATE LIMITED                                                                                                                                                                                                                                                                                                                                                                                                                  |          |                                               |  |                                               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------------------------------------------|--|-----------------------------------------------|
| UNAUDITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 30-06-2017                                                                                                                                                                                                                                                                                                                                                                                     |          |                                               |  |                                               |
| Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                | Note No. | For the Period<br>ended<br>30 June, 2017<br>₹ |  | For the Period<br>ended<br>31 March 2017<br>₹ |
| <b>REVENUE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                             |          |                                               |  |                                               |
| Revenue From Operations                                                                                                                                                                                                                                                                                                                                                                                                                                    | 8        | -                                             |  | 25,000                                        |
| <b>Total Revenue</b>                                                                                                                                                                                                                                                                                                                                                                                                                                       |          | -                                             |  | 25,000                                        |
| <b>EXPENSES</b>                                                                                                                                                                                                                                                                                                                                                                                                                                            |          |                                               |  |                                               |
| Finance Costs                                                                                                                                                                                                                                                                                                                                                                                                                                              | 9        | 95                                            |  | -                                             |
| Other Expenses                                                                                                                                                                                                                                                                                                                                                                                                                                             | 10       | 38,916                                        |  | 36,070                                        |
| <b>Total Expenses</b>                                                                                                                                                                                                                                                                                                                                                                                                                                      |          | 39,011                                        |  | 36,070                                        |
| <i>Profit Before Exceptional and Extra ordinary items and Tax</i>                                                                                                                                                                                                                                                                                                                                                                                          |          | (39,011)                                      |  | (11,070)                                      |
| Exceptional Items                                                                                                                                                                                                                                                                                                                                                                                                                                          |          | -                                             |  | -                                             |
| <i>Profit Before Extra ordinary items and Tax</i>                                                                                                                                                                                                                                                                                                                                                                                                          |          | (39,011)                                      |  | (11,070)                                      |
| Extraordinary Items                                                                                                                                                                                                                                                                                                                                                                                                                                        |          | -                                             |  | -                                             |
| <i>Profit Before Tax</i>                                                                                                                                                                                                                                                                                                                                                                                                                                   |          | (39,011)                                      |  | (11,070)                                      |
| <b>Tax Expense</b>                                                                                                                                                                                                                                                                                                                                                                                                                                         |          |                                               |  |                                               |
| Current Tax                                                                                                                                                                                                                                                                                                                                                                                                                                                |          | -                                             |  | -                                             |
| Deferred Tax                                                                                                                                                                                                                                                                                                                                                                                                                                               |          | -                                             |  | -                                             |
| <i>Profits After Tax</i>                                                                                                                                                                                                                                                                                                                                                                                                                                   |          | (39,011)                                      |  | (11,070)                                      |
| <i>Profit / (Loss) for the year from Continuing Operations</i>                                                                                                                                                                                                                                                                                                                                                                                             |          | (39,011)                                      |  | (11,070)                                      |
| <i>Profit / (Loss) from Discontinuing Operations</i>                                                                                                                                                                                                                                                                                                                                                                                                       |          | -                                             |  | -                                             |
| Tax Expense of Discontinuing Operations                                                                                                                                                                                                                                                                                                                                                                                                                    |          | -                                             |  | -                                             |
| <i>Profit / (Loss) from Discontinuing Operations After Tax</i>                                                                                                                                                                                                                                                                                                                                                                                             |          | -                                             |  | -                                             |
| <b>Profit For the Period</b>                                                                                                                                                                                                                                                                                                                                                                                                                               |          | (39,011)                                      |  | (11,070)                                      |
| Basic Earning Per Share of Rs.10/- each ( In Rupees)                                                                                                                                                                                                                                                                                                                                                                                                       | 11       | (0.98)                                        |  | (0.28)                                        |
| Diluted Earning Per Share of Rs.10/- each ( In Rupees)                                                                                                                                                                                                                                                                                                                                                                                                     | 11       | (0.98)                                        |  | (0.28)                                        |
| The Note No.1 to 11 are integral part of these Financial Statements                                                                                                                                                                                                                                                                                                                                                                                        |          |                                               |  |                                               |
| <div style="display: flex; justify-content: space-between;"> <div> <p>FOR TRANSWARRANTY CONSULTANTS PRIVATE LIMITED</p>  <p>DIRECTOR</p> </div> <div> <p>FOR TRANSWARRANTY CONSULTANTS PRIVATE LIMITED</p>  <p>DIRECTOR</p> </div> </div> <p>Date:- August 10, 2017<br/>Mumbai</p> |          |                                               |  |                                               |

| Particulars                                                                                                                                                                                                                                                                                                                                     | As at<br>30th June, 2017<br>(₹)     | As at<br>31st March, 2017<br>(₹) |                                    |         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------|------------------------------------|---------|
| <b>2. SHARE CAPITAL</b>                                                                                                                                                                                                                                                                                                                         |                                     |                                  |                                    |         |
| <b>Authorised</b>                                                                                                                                                                                                                                                                                                                               |                                     |                                  |                                    |         |
| 50,000 Equity Shares of Rs.10/- each                                                                                                                                                                                                                                                                                                            | 500,000                             | 500,000                          |                                    |         |
|                                                                                                                                                                                                                                                                                                                                                 | 500,000                             | 500,000                          |                                    |         |
| <b>Issued, Subscribed and Fully Paid Up</b>                                                                                                                                                                                                                                                                                                     |                                     |                                  |                                    |         |
| 40,000 Equity Shares of Rs.10/- each fully paid up                                                                                                                                                                                                                                                                                              | 400,000                             | 400,000                          |                                    |         |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                    | 400,000                             | 400,000                          |                                    |         |
|                                                                                                                                                                                                                                                                                                                                                 |                                     |                                  |                                    |         |
| <b>Note:-</b>                                                                                                                                                                                                                                                                                                                                   |                                     |                                  |                                    |         |
| 1) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period                                                                                                                                                                                                                                       |                                     |                                  |                                    |         |
| Particulars                                                                                                                                                                                                                                                                                                                                     | For Period ended on 30th June, 2017 |                                  | For Year ended on 31st March, 2017 |         |
|                                                                                                                                                                                                                                                                                                                                                 | No of Shares                        | (₹)                              | No of Shares                       | (₹)     |
| <b>EQUITY SHARES</b>                                                                                                                                                                                                                                                                                                                            |                                     |                                  |                                    |         |
| <b>A) Fully Paid Up Shares</b>                                                                                                                                                                                                                                                                                                                  |                                     |                                  |                                    |         |
| No of shares outstanding at the beginning of the period / Pre Incorporation                                                                                                                                                                                                                                                                     | 40,000                              | 400,000                          |                                    |         |
| Add:- Number of Shares allotted to the promoters at the time of Incorporation                                                                                                                                                                                                                                                                   | -                                   | -                                | 40,000                             | 400,000 |
| <b>No of shares outstanding at the end of the period</b>                                                                                                                                                                                                                                                                                        | 40,000                              | 400,000                          | 40,000                             | 400,000 |
|                                                                                                                                                                                                                                                                                                                                                 |                                     |                                  |                                    |         |
| <b>2) Terms and rights attached to Equity Share.</b>                                                                                                                                                                                                                                                                                            |                                     |                                  |                                    |         |
| The company has only one class of Equity share having a Par Value of Rs.10/- each. Each holder of equity share is entitled for one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval by the share holders in the ensuring Annual General Meeting. |                                     |                                  |                                    |         |
| In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.                                                            |                                     |                                  |                                    |         |
| <b>3) Details of Share holders holding more than 5% shares in the company.</b>                                                                                                                                                                                                                                                                  |                                     |                                  |                                    |         |
| <b>Equity Shares</b>                                                                                                                                                                                                                                                                                                                            |                                     |                                  |                                    |         |
| Name of the Person/Firm/ Company                                                                                                                                                                                                                                                                                                                | For Period ended on 30th June, 2017 |                                  | For Year ended on 31st March, 2017 |         |
|                                                                                                                                                                                                                                                                                                                                                 | No of Shares                        | %                                | No of Shares                       | %       |
| <b>a) Fully Paid Up Shares</b>                                                                                                                                                                                                                                                                                                                  |                                     |                                  |                                    |         |
| 1) Transwarranty Finance Limited                                                                                                                                                                                                                                                                                                                | 40,000                              | 100                              | 40,000                             | 100     |
|                                                                                                                                                                                                                                                                                                                                                 |                                     |                                  |                                    |         |

| Particulars                                            | As at<br>1st April, 2017<br>(₹)     | Additions/<br>Created During<br>the Period | Deductions<br>During<br>the Period | As at<br>30th June, 2017<br>(₹)  |
|--------------------------------------------------------|-------------------------------------|--------------------------------------------|------------------------------------|----------------------------------|
| <b>3. RESERVES AND SURPLUS</b>                         |                                     |                                            |                                    |                                  |
| a) Surplus as per Profit & Loss Account (Note-1)       | (11,070)                            | (39,011)                                   | -                                  | (50,081)                         |
|                                                        | (11,070)                            | (39,011)                                   |                                    | (50,081)                         |
|                                                        |                                     |                                            |                                    |                                  |
| Particulars                                            | As at<br>23rd March, 2017<br>(₹)    | Additions/<br>Created During<br>the Period | Deductions<br>During<br>the Period | As at<br>31st March, 2017<br>(₹) |
| <b>3. RESERVES AND SURPLUS</b>                         |                                     |                                            |                                    |                                  |
| a) Surplus as per Profit & Loss Account (Note-1)       | -                                   | (11,070)                                   | -                                  | (11,070)                         |
|                                                        | -                                   | (11,070)                                   |                                    | (11,070)                         |
|                                                        |                                     |                                            |                                    |                                  |
| <b>Notes:-</b>                                         |                                     |                                            |                                    |                                  |
|                                                        | For Period ended on 30th June, 2017 |                                            | For Year ended on 31st March, 2017 |                                  |
| 1) Loss for the Period (From 01/04/2017 to 30/06/2017) |                                     | (39,011)                                   |                                    |                                  |
| 1) Loss for the Period (From 23/03/2017 to 31/03/2017) |                                     |                                            |                                    | (11,070)                         |
| Less:- Appropriations                                  |                                     |                                            |                                    |                                  |
|                                                        |                                     | (39,011)                                   |                                    | (11,070)                         |
|                                                        |                                     |                                            |                                    |                                  |
| Particulars                                            | As at<br>30th June, 2017<br>(₹)     |                                            | As at<br>31st March, 2017<br>(₹)   |                                  |
| <b>CURRENT LIABILITIES</b>                             |                                     |                                            |                                    |                                  |
| <b>4. OTHER CURRENT LIABILITIES</b>                    |                                     |                                            |                                    |                                  |
| Other Payables (Creditors for Expenses)                | 237,774,000                         |                                            | 22,900                             |                                  |
|                                                        | 237,774,000                         |                                            | 22,900                             |                                  |
| <b>CURRENT ASSETS</b>                                  |                                     |                                            |                                    |                                  |
| <b>6. TRADE RECEIVABLES</b>                            |                                     |                                            |                                    |                                  |
| Secured                                                |                                     |                                            |                                    |                                  |
| Over Six Months Good                                   | -                                   |                                            | -                                  |                                  |
| Other Debts- Good                                      | 25,000                              |                                            | 25,000                             |                                  |
| Total - (A)                                            | 25,000                              |                                            | 25,000                             |                                  |
| <b>7. CASH AND CASH EQUIVALENTS</b>                    |                                     |                                            |                                    |                                  |
| a) Balance with Banks                                  |                                     |                                            |                                    |                                  |
| In Current Account                                     | 93,048                              |                                            | 386,830                            |                                  |
| b) Cash on Hand                                        | 564                                 |                                            | -                                  |                                  |
|                                                        | 93,612                              |                                            | 386,830                            |                                  |
|                                                        |                                     |                                            |                                    |                                  |

| Particulars                                                                    | Face Value<br>₹ | 30.06.2017        |                    |   | 31.03.2017        |            |
|--------------------------------------------------------------------------------|-----------------|-------------------|--------------------|---|-------------------|------------|
|                                                                                |                 | Quantity<br>(Nos) | Value<br>₹         |   | Quantity<br>(Nos) | Value<br>₹ |
| <b>5 NON-CURRENT INVESTMENTS (AT COST)</b>                                     |                 |                   |                    |   |                   |            |
| a) Investments in Equity Instruments                                           |                 |                   |                    |   |                   |            |
| i) <u>In Subsidiary Companies</u>                                              |                 |                   |                    |   |                   |            |
| a) Un Quoted                                                                   |                 |                   |                    |   |                   |            |
| Dunhill Shareshoppe Pvt. Ltd.                                                  | 10              | 10,000            | 216,602            | - | -                 | -          |
| Transwarranty Advisors Private Limited                                         | 10              | 10,070            | 10,070             | - | -                 | -          |
| Transwarranty Private Limited                                                  | 100             | 9,635             | 9,635              | - | -                 | -          |
| ii) <u>In Others</u>                                                           |                 |                   |                    | - | -                 | -          |
| a) Investments in Preference Shares                                            |                 |                   |                    |   |                   |            |
| <u>In Subsidiary Companies (Un Quoted)</u>                                     |                 |                   |                    |   |                   |            |
| 8% Non Cumulative Preference Shares of Transwarranty Advisors Pvt. Ltd         | 100             | 1,245,310         | 124,531,000        | - | -                 | -          |
| 8% Non Cumulative Preference Shares of Transwarranty Pvt. Ltd                  | 100             | 1,132,380         | 113,238,000        | - | -                 | -          |
| <b>Total</b>                                                                   |                 |                   | <b>238,005,307</b> |   |                   | <b>-</b>   |
| 1) Aggregate amount of Un Quoted investments is Rs. 238,005,307/-              |                 |                   |                    |   |                   |            |
| 2) Aggregate provision made for diminution in value of investments is Rs.Nil/- |                 |                   |                    |   |                   |            |

| Particulars                                                                                                                                                                                   | For the period<br>Ended on<br>30th June, 2017<br>(₹) | For the period<br>From 23/03/17<br>to 31/03/2017<br>(₹) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------|
| <b>8. REVENUE FROM OPERATIONS</b>                                                                                                                                                             |                                                      |                                                         |
| Consultancy Charges                                                                                                                                                                           | -                                                    | 25,000                                                  |
|                                                                                                                                                                                               | -                                                    | 25,000                                                  |
| <b>9. FINANCE COST</b>                                                                                                                                                                        |                                                      |                                                         |
| a) Interest Expense                                                                                                                                                                           | -                                                    | -                                                       |
| b) Other Borrowing Costs                                                                                                                                                                      | 95                                                   | -                                                       |
|                                                                                                                                                                                               | 95                                                   | -                                                       |
| <b>10. OTHER EXPENSES</b>                                                                                                                                                                     |                                                      |                                                         |
| Auditor's Remuneration                                                                                                                                                                        |                                                      | 6,000                                                   |
| - As Auditors                                                                                                                                                                                 |                                                      |                                                         |
| Rates & Taxes                                                                                                                                                                                 | 2,970                                                | 900                                                     |
| Office Maintenance                                                                                                                                                                            | 54                                                   | -                                                       |
| Legal & Professional Fees                                                                                                                                                                     | 35,342                                               | -                                                       |
| Printing & Stationery                                                                                                                                                                         | 550                                                  | -                                                       |
| Preliminary and Pre-Incorporation Expenses                                                                                                                                                    | -                                                    | 29,170                                                  |
|                                                                                                                                                                                               | 38,916                                               | 36,070                                                  |
|                                                                                                                                                                                               |                                                      |                                                         |
|                                                                                                                                                                                               |                                                      |                                                         |
| Particulars                                                                                                                                                                                   | For the period<br>Ended on<br>30th June, 2017<br>(₹) | For the period<br>Ended on<br>31st March, 2017<br>(₹)   |
| <b>11. Earnings Per Share</b>                                                                                                                                                                 |                                                      |                                                         |
| I. Net Profit as per Profit and Loss Account available for Equity Share Holders                                                                                                               | (39,011)                                             | (11,070)                                                |
| II. Weighted Average number of equity shares for Earnings per share computation                                                                                                               |                                                      |                                                         |
| A) For Basic Earnings per share of ₹ 10/- each (No's)                                                                                                                                         | 40,000                                               | 40,000                                                  |
| B) For Diluted Earnings per share of ₹ 10/- each (No's)                                                                                                                                       |                                                      |                                                         |
| No of Shares for Basic EPS as per II A (No's)                                                                                                                                                 | 40,000                                               | 40,000                                                  |
| No of shares for Diluted Earnings per Share of ₹ 10/- Each                                                                                                                                    | 40,000                                               | 40,000                                                  |
| III. Earnings Per Share ( Face Value of ₹ 10/- each)                                                                                                                                          |                                                      |                                                         |
| Basic (₹)                                                                                                                                                                                     | (0.98)                                               | (0.28)                                                  |
| Diluted (₹)                                                                                                                                                                                   | (0.98)                                               | (0.28)                                                  |
| <p>FOR TRANSWARRANTY CONSULTANTS PRIVATE LIMITED</p> <p><i>[Signature]</i></p> <p>DIRECTOR</p> <p>FOR TRANSWARRANTY CONSULTANTS PRIVATE LIMITED</p> <p><i>[Signature]</i></p> <p>DIRECTOR</p> |                                                      |                                                         |
| <p>Date:- August 10, 2017</p> <p>Mumbai</p>                                                                                                                                                   |                                                      |                                                         |

| TRANSWARRANTY FINANCE LIMITED                                                                                                                                                                                                |          |                       |                    |                       |                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------------------|--------------------|-----------------------|--------------------|
| UNAUDITED BALANCE SHEET AS AT 30TH JUNE, 2017                                                                                                                                                                                |          |                       |                    |                       |                    |
| Particulars                                                                                                                                                                                                                  | Note No. | As At<br>30 June 2017 |                    | As At<br>30 June 2016 |                    |
|                                                                                                                                                                                                                              |          | ₹                     | ₹                  | ₹                     | ₹                  |
| <b>I EQUITY AND LIABILITIES</b>                                                                                                                                                                                              |          |                       |                    |                       |                    |
| (1) Shareholders Funds                                                                                                                                                                                                       |          |                       |                    |                       |                    |
| (a) Share Capital                                                                                                                                                                                                            | 2        | 244,605,680           |                    | 244,605,680           |                    |
| (b) Reserves and Surplus                                                                                                                                                                                                     | 3        | 325,328,458           | 569,934,138        | 323,933,919           | 568,539,599        |
| (2) Non - Current Liabilities                                                                                                                                                                                                |          |                       |                    |                       |                    |
| (a) Long Term Borrowings                                                                                                                                                                                                     | 4        | -                     |                    | 84,132                |                    |
| (b) Other Long Term Liabilities                                                                                                                                                                                              | 5        | 485,029               |                    | 642,879               |                    |
| (c) Long Term Provisions                                                                                                                                                                                                     | 6        | 12,025,800            | 12,510,829         | 10,452,800            | 11,179,811         |
| (4) Current Liabilities                                                                                                                                                                                                      |          |                       |                    |                       |                    |
| (a) Short Term Borrowings                                                                                                                                                                                                    | 7        | 72,442,574            |                    | 34,582,388            |                    |
| (b) Trade Payables                                                                                                                                                                                                           | 8        | 212,914               |                    | 2,198,865             |                    |
| (c) Other Current Liabilities                                                                                                                                                                                                | 9        | 5,522,912             |                    | 6,980,665             |                    |
| (d) Short Term Provisions                                                                                                                                                                                                    | 10       | 939,809               | 79,118,209         | 786,685               | 44,548,603         |
| <b>Total Equity And Liabilities</b>                                                                                                                                                                                          |          |                       | <b>661,563,176</b> |                       | <b>624,268,013</b> |
| <b>II ASSETS</b>                                                                                                                                                                                                             |          |                       |                    |                       |                    |
| (1) Non Current Assets                                                                                                                                                                                                       |          |                       |                    |                       |                    |
| (a) Fixed Assets                                                                                                                                                                                                             |          |                       |                    |                       |                    |
| (i) Tangible Assets                                                                                                                                                                                                          | 11       | 1,032,843             |                    | 1,340,518             |                    |
| (ii) Intangible Assets                                                                                                                                                                                                       | 12       | 623,625               |                    | 798,782               |                    |
| (b) Non Current Investments                                                                                                                                                                                                  | 13 A     | 135,285,384           |                    | 331,757,384           |                    |
| (c) Deferred Tax Assets (Net)                                                                                                                                                                                                | 14       | 418,474               |                    | 426,860               |                    |
| (d) Long Term Loans and Advances                                                                                                                                                                                             | 15       | 154,624,107           | 291,984,433        | 153,789,292           | 488,112,836        |
| (2) Current Assets                                                                                                                                                                                                           |          |                       |                    |                       |                    |
| (a) Current Investments                                                                                                                                                                                                      | 13 B     | 12,832,437            |                    | 4,354,042             |                    |
| (b) Inventories                                                                                                                                                                                                              | 16       | 704,244               |                    | -                     |                    |
| (b) Trade Receivables                                                                                                                                                                                                        | 17       | 2,223,948             |                    | 5,042,619             |                    |
| (c) Cash and Cash Equivalents                                                                                                                                                                                                | 18       | 2,538,236             |                    | 537,139               |                    |
| (d) Short Term Loans and Advances                                                                                                                                                                                            | 19       | 151,374,664           |                    | 120,075,212           |                    |
| (e) Other Current Assets                                                                                                                                                                                                     | 20       | 199,905,213           | 369,578,743        | 6,146,165             | 136,155,177        |
| <b>Total Assets</b>                                                                                                                                                                                                          |          |                       | <b>661,563,176</b> |                       | <b>624,268,013</b> |
| The Note No.1 to 28 are integral part of these Financial Statements                                                                                                                                                          |          |                       |                    |                       |                    |
| For and on behalf of Board of Directors                                                                                                                                                                                      |          |                       |                    |                       |                    |
| <div style="display: flex; justify-content: space-around;"> <div> Sd/-<br/> U.Ramachandran<br/> Director &amp; CFO<br/> DIN: 00493707 </div> <div> Sd/-<br/> Sudharsanan Nair<br/> Director<br/> DIN: 01510505 </div> </div> |          |                       |                    |                       |                    |
| August 10, 2017<br>Mumbai                                                                                                                                                                                                    |          |                       |                    |                       |                    |

| TRANSWARRANTY FINANCE LIMITED                                               |          |                                            |  |                                            |
|-----------------------------------------------------------------------------|----------|--------------------------------------------|--|--------------------------------------------|
| UNAUDITED STATEMENT OF PROFIT AND LOSS FOR THE QUARTER ENDED 30TH JUNE,2017 |          |                                            |  |                                            |
| Particulars                                                                 | Note No. | For the Quarter ended<br>30 June 2017<br>₹ |  | For the Quarter ended<br>30 June 2016<br>₹ |
| <b>REVENUE</b>                                                              |          |                                            |  |                                            |
| Revenue From Operations                                                     | 21       | 20,336,210                                 |  | 12,480,838                                 |
| Other Income                                                                | 22       | 116,917                                    |  | 183,408                                    |
| <b>Total Revenue</b>                                                        |          | <b>20,453,127</b>                          |  | <b>12,664,246</b>                          |
| <b>EXPENSES</b>                                                             |          |                                            |  |                                            |
| Purchase of Shares Stock - In -Trade                                        | 23       | 14,994,152                                 |  | 6,664,120                                  |
| Employee Benefits Expense                                                   | 24       | 7,627,354                                  |  | 5,315,650                                  |
| Finance Costs                                                               | 25       | 140,716                                    |  | 184,858                                    |
| Depreciation and Amortisation Expense                                       |          | 117,617                                    |  | 145,183                                    |
| Other Expenses                                                              | 26       | 6,076,096                                  |  | 2,826,453                                  |
| <b>Total Expenses</b>                                                       |          | <b>28,955,935</b>                          |  | <b>15,136,264</b>                          |
| <b>Loss Before Exceptional and Extra ordinary items and Tax</b>             |          | <b>(8,502,808)</b>                         |  | <b>(2,472,018)</b>                         |
| Exceptional Items                                                           |          |                                            |  |                                            |
| Profit / (Loss) on Sale of Fixed Assets                                     |          | -                                          |  | -                                          |
| <b>Loss Before Extra ordinary items and Tax</b>                             |          | <b>(8,502,808)</b>                         |  | <b>(2,472,018)</b>                         |
| Extraordinary Items                                                         |          |                                            |  |                                            |
| <b>Loss Before Tax</b>                                                      |          | <b>(8,502,808)</b>                         |  | <b>(2,472,018)</b>                         |
| <b>Tax Expense</b>                                                          |          |                                            |  |                                            |
| Current Tax                                                                 |          | -                                          |  | -                                          |
| Deferred Tax                                                                |          | 8,024                                      |  | (3,674)                                    |
| <b>Loss After Tax</b>                                                       |          | <b>(8,510,832)</b>                         |  | <b>(2,468,344)</b>                         |
| Prior Period Items- Short Tax Provision Written off/ (Written back)         |          | -                                          |  | -                                          |
| <b>Loss for the year from Continuing Operations</b>                         |          | <b>(8,510,832)</b>                         |  | <b>(2,468,344)</b>                         |
| <b>Profit / (Loss) from Discontinuing Operations</b>                        |          | <b>-</b>                                   |  | <b>-</b>                                   |
| Tax Expense of Discontinuing Operations                                     |          | -                                          |  | -                                          |
| <b>Profit / (Loss) from Discontinuing Operations After Tax</b>              |          | <b>-</b>                                   |  | <b>-</b>                                   |
| <b>Loss For the Period</b>                                                  |          | <b>(8,510,832)</b>                         |  | <b>(2,468,344)</b>                         |
| Basic Earning Per Share of Rs.10/- each ( In Rupees)                        | 28       | (0.35)                                     |  | (0.10)                                     |
| Diluted Earning Per Share of Rs.10/- each ( In Rupees)                      | 28       | (0.35)                                     |  | (0.10)                                     |
| The Note No.1 to 28 are integral part of these Financial Statements         |          |                                            |  |                                            |
| For and on behalf of Board of Directors                                     |          |                                            |  |                                            |
| Sd/- Sd/-                                                                   |          |                                            |  |                                            |
| U.Ramachandran Sudharsanan Nair                                             |          |                                            |  |                                            |
| Director &CFO Director                                                      |          |                                            |  |                                            |
| DIN: 00493707 DIN: 01510505                                                 |          |                                            |  |                                            |
| August 10, 2017                                                             |          |                                            |  |                                            |
| Mumbai                                                                      |          |                                            |  |                                            |

| TRANSWARRANTY FINANCE LTD.                             |                                   |                                             |                                     |                                   |
|--------------------------------------------------------|-----------------------------------|---------------------------------------------|-------------------------------------|-----------------------------------|
| Particulars                                            | As at<br>30th June, 2017<br>( ₹ ) | As at<br>30th June, 2016<br>( ₹ )           |                                     |                                   |
| <b>2. SHARE CAPITAL</b>                                |                                   |                                             |                                     |                                   |
| <b>Authorised</b>                                      |                                   |                                             |                                     |                                   |
| 31,000,000 Equity Shares of Rs.10/- each               | 310,000,000                       | 310,000,000                                 |                                     |                                   |
|                                                        | <b>310,000,000</b>                | <b>310,000,000</b>                          |                                     |                                   |
| <b>Issued, Subscribed and Fully Paid Up</b>            |                                   |                                             |                                     |                                   |
| 24,460,568 Equity Shares of Rs.10/- each fully paid up | 244,605,680                       | 244,605,680                                 |                                     |                                   |
| <b>Total</b>                                           | <b>244,605,680</b>                | <b>244,605,680</b>                          |                                     |                                   |
|                                                        |                                   |                                             |                                     |                                   |
| Particulars                                            | As at<br>1st April, 2017<br>( ₹ ) | Additions/<br>Created During<br>the Quarter | Deductions<br>During<br>the Quarter | As at<br>30th June, 2017<br>( ₹ ) |
| <b>3. RESERVES AND SURPLUS</b>                         |                                   |                                             |                                     |                                   |
| a) Capital Reserve                                     | 37,893,245                        | -                                           | -                                   | 37,893,245                        |
| b) Securities Premium Reserve                          | 208,291,145                       | -                                           | -                                   | 208,291,145                       |
| c) Other Reserves                                      |                                   |                                             |                                     |                                   |
| - Reserve U/S 45IC of RBI Act                          | 33,724,176                        | -                                           | -                                   | 33,724,176                        |
| - General Reserve                                      | 10,410,757                        | -                                           | -                                   | 10,410,757                        |
| d) Surplus as per Statement of Profit & Loss (Note-1)  | 43,519,967                        | (8,510,832)                                 | -                                   | 35,009,135                        |
|                                                        | <b>333,839,290</b>                | <b>(8,510,832)</b>                          |                                     | <b>325,328,458</b>                |
|                                                        |                                   |                                             |                                     |                                   |
| Particulars                                            | As at<br>1st April, 2016<br>( ₹ ) | Additions/<br>Created During<br>the Quarter | Deductions<br>During<br>the Quarter | As at<br>30th June, 2016<br>( ₹ ) |
| a) Capital Reserve                                     | 37,893,245                        | -                                           | -                                   | 37,893,245                        |
| b) Securities Premium Reserve                          | 208,291,145                       | -                                           | -                                   | 208,291,145                       |
| c) Other Reserves                                      |                                   |                                             |                                     |                                   |
| - Reserve U/S 45IC of RBI Act                          | 32,236,771                        | -                                           | -                                   | 32,236,771                        |
| - General Reserve                                      | 10,410,757                        | -                                           | -                                   | 10,410,757                        |
| d) Surplus as per Statement of Profit & Loss (Note-1)  | 37,570,345                        | (2,468,344)                                 | -                                   | 35,102,001                        |
|                                                        | <b>326,402,263</b>                | <b>(2,468,344)</b>                          |                                     | <b>323,933,919</b>                |
|                                                        |                                   |                                             |                                     |                                   |
| <b>Note-1</b>                                          | <b>30/06/2017</b>                 |                                             | <b>30/06/2016</b>                   |                                   |
| <b>1 ) Profit for the Quarter</b>                      |                                   | (8,510,832)                                 |                                     | (2,468,344)                       |
| Less:-                                                 |                                   |                                             |                                     |                                   |
| Transfer to Reserve U/S 45 IC of RBI Act               | -                                 | -                                           | -                                   | -                                 |
|                                                        |                                   | <b>(8,510,832)</b>                          |                                     | <b>(2,468,344)</b>                |
|                                                        |                                   |                                             |                                     |                                   |

| Particulars                                                      | As at<br>30th June,2017<br>( ₹ ) | As at<br>30th June,2016<br>( ₹ ) |
|------------------------------------------------------------------|----------------------------------|----------------------------------|
| <b>NON- CURRENT LIABILITIES</b>                                  |                                  |                                  |
| <b>4. LONG TERM BORROWINGS</b>                                   |                                  |                                  |
| <b>I. Secured Loans</b>                                          |                                  |                                  |
| <b>A. Loan From Banks</b>                                        |                                  |                                  |
| Car Loan Account<br>(Secured against hypothecation of Motor Car) | -                                | 84,132                           |
| <b>Total (A)</b>                                                 | -                                | 84,132                           |
|                                                                  |                                  |                                  |

| Particulars                                             | As at<br>30th June,2017<br>( ₹ ) | As at<br>30th June,2016<br>( ₹ ) |
|---------------------------------------------------------|----------------------------------|----------------------------------|
| <b><u>II. Unsecured Loans</u></b>                       |                                  |                                  |
| From Related parties                                    | -                                | -                                |
| From Others ,                                           | -                                | -                                |
| Inter Corporate Deposits                                | -                                | -                                |
| <b>Total (B)</b>                                        | -                                | -                                |
| <b>Total (A) + (B)</b>                                  | -                                | <b>84,132</b>                    |
| <b><u>5. OTHER LONG TERM LIABILITIES</u></b>            |                                  |                                  |
| a) Trade Payables                                       |                                  |                                  |
| Gold Loan                                               | 485,029                          | 642,879                          |
|                                                         | <b>485,029</b>                   | <b>642,879</b>                   |
| <b><u>6. LONG TERM PROVISIONS</u></b>                   |                                  |                                  |
| Provision For Taxation                                  | 12,025,800                       | 10,452,800                       |
|                                                         | <b>12,025,800</b>                | <b>10,452,800</b>                |
| <b><u>CURRENT LIABILITIES</u></b>                       |                                  |                                  |
| <b><u>7. SHORT TERM BORROWINGS</u></b>                  |                                  |                                  |
| <b>A ) Secured Loans</b>                                |                                  |                                  |
| <b>1) Loans Repayable on Demand</b>                     |                                  |                                  |
| a) From Bank                                            | 3,092,574                        | 4,082,388                        |
| <b>Total - (A)</b>                                      | <b>3,092,574</b>                 | <b>4,082,388</b>                 |
| <b>B) Unsecured Loans</b>                               |                                  |                                  |
| 1) From Others                                          |                                  |                                  |
| Inter Corporate Deposits                                | 69,350,000                       | 30,500,000                       |
| <b>Total - (A)</b>                                      | <b>69,350,000</b>                | <b>30,500,000</b>                |
| <b>Total - (A) + (B)</b>                                | <b>72,442,574</b>                | <b>34,582,388</b>                |
| <b><u>8. TRADE PAYABLES</u></b>                         |                                  |                                  |
| Amount Due to Micro, Small & Medium Enterprises         | -                                | -                                |
| Other Creditors                                         |                                  |                                  |
| Due to Related Parties                                  | 212,914                          | 2,198,865                        |
|                                                         | <b>212,914</b>                   | <b>2,198,865</b>                 |
| <b><u>9. OTHER CURRENT LIABILITIES</u></b>              |                                  |                                  |
| Current Maturities of Long Term Debt                    | 84,132                           | 475,133                          |
| Interest Accrued & Due on borrowings                    | 1,765,059                        | 3,459,226                        |
| Unpaid Dividends                                        | 25,624                           | 48,152                           |
| Other Payables (Creditors for Expenses)                 | 2,645,263                        | 2,998,155                        |
| Bank Overdraft                                          | 1,002,835                        | -                                |
|                                                         | <b>5,522,912</b>                 | <b>6,980,665</b>                 |
| <b><u>10. SHORT - TERM PROVISIONS</u></b>               |                                  |                                  |
| <b>a) Provision for Employees</b>                       |                                  |                                  |
| Provision for Leave Encashment                          | 800,564                          | 630,085                          |
| <b>b) Others</b>                                        |                                  |                                  |
| Provision for Diminution in value of Quoted Investments | 139,245                          | 156,600                          |
|                                                         | <b>939,809</b>                   | <b>786,685</b>                   |

### 11. FIXED ASSETS - TANGIBLE

| Sr. No. | Description       | GROSS BLOCK/ COST/BOOK VALUE |                                              |                                               |                           | DEPRECIATION /AMORTISATION |                                |                                               |                           | NET BLOCK           |                     |
|---------|-------------------|------------------------------|----------------------------------------------|-----------------------------------------------|---------------------------|----------------------------|--------------------------------|-----------------------------------------------|---------------------------|---------------------|---------------------|
|         |                   | Total As at 01-Apr-17 (₹)    | Additions/ Adjustments During the Period (₹) | Deductions/ Adjustments During the Period (₹) | Total As at 30-Jun-17 (₹) | Total As at 01-Apr-17 (₹)  | Provided during the Period (₹) | Deductions/ Adjustments During the Period (₹) | Total As at 30-Jun-17 (₹) | As at 30-Jun-17 (₹) | As at 30-Jun-16 (₹) |
| 1       | Furniture         | 688,665                      | -                                            | -                                             | 688,665                   | 633,101                    | 5,243                          | -                                             | 638,344                   | 50,321              | 87,336              |
| 2       | Computers         | 921,990                      | -                                            | -                                             | 921,990                   | 921,990                    | -                              | -                                             | 921,990                   | -                   | -                   |
| 3       | Office Equipments | 627,718                      | 33,500                                       | -                                             | 661,218                   | 619,142                    | 3,409                          | -                                             | 622,551                   | 38,667              | 20,069              |
| 4       | Vehicles          | 3,872,140                    | -                                            | -                                             | 3,872,140                 | 2,856,170                  | 72,116                         | -                                             | 2,928,286                 | 943,854             | 1,233,113           |
| Total   |                   | 6,110,513                    | 33,500                                       | -                                             | 6,144,013                 | 5,030,402                  | 80,768                         | -                                             | 5,111,171                 | 1,032,842           | 1,340,518           |

### 12. FIXED ASSETS - INTANGIBLE

| Sr. No. | Description       | GROSS BLOCK/ COST/BOOK VALUE |                                              |                                               |                           | DEPRECIATION /AMORTISATION |                                |                                               |                           | NET BLOCK           |                     |
|---------|-------------------|------------------------------|----------------------------------------------|-----------------------------------------------|---------------------------|----------------------------|--------------------------------|-----------------------------------------------|---------------------------|---------------------|---------------------|
|         |                   | Total As at 01-Apr-17 (₹)    | Additions/ Adjustments During the Period (₹) | Deductions/ Adjustments During the Period (₹) | Total As at 30-Jun-17 (₹) | Total As at 01-Apr-17 (₹)  | Provided during the Period (₹) | Deductions/ Adjustments During the Period (₹) | Total As at 30-Jun-17 (₹) | As at 30-Jun-17 (₹) | As at 30-Jun-16 (₹) |
| 1       | Goodwill          | 400,000                      | -                                            | -                                             | 400,000                   | -                          | -                              | -                                             | -                         | 400,000             | 400,000             |
| 2       | Computer Software | 3,418,425                    | -                                            | -                                             | 3,418,425                 | 3,157,951                  | 36,849                         | -                                             | 3,194,800                 | 223,625             | 398,782             |
| Total   |                   | 3,818,425                    | -                                            | -                                             | 3,818,425                 | 3,157,951                  | 36,849                         | -                                             | 3,194,800                 | 623,625             | 798,782             |

| Particulars                                                                                        | Face Value<br>₹ | 30.06.2017                  |             | 30.06.2016                  |             |
|----------------------------------------------------------------------------------------------------|-----------------|-----------------------------|-------------|-----------------------------|-------------|
|                                                                                                    |                 | Quantity<br>(Nos)           | Value<br>₹  | Quantity<br>(Nos)           | Value<br>₹  |
| <b>13 A NON-CURRENT INVESTMENTS (AT COST)</b>                                                      |                 |                             |             |                             |             |
| <b>a) Investments in Equity Instruments</b>                                                        |                 |                             |             |                             |             |
| <b>i) In Subsidiary Companies</b>                                                                  |                 |                             |             |                             |             |
| <b>a) Quoted</b>                                                                                   |                 |                             |             |                             |             |
| Vertex Securities Limited<br>(Market Value Rs.95,048,388/- )                                       | 2               | 37,420,625                  | 133,190,024 | 37,420,625                  | 133,190,024 |
| <b>b) Un Quoted</b>                                                                                |                 |                             |             |                             |             |
| Transwarranty Consultants Pvt. Ltd.                                                                | 10              | 40,000                      | 400,000     | -                           | -           |
| Transwarranty Capital Market Services Pvt. Ltd.                                                    | 10              | 10,000                      | 100,000     | -                           | -           |
| <b>ii) Others</b>                                                                                  |                 |                             |             |                             |             |
| <b>a) Quoted</b>                                                                                   |                 |                             |             |                             |             |
| South Indian Bank (Right Share)<br>(Market Value Rs.278/- )                                        | 1               | 10                          | 40          | 10                          | 40          |
| NEPC India Ltd.<br>(Market Value Rs.2,500/- )                                                      | 10              | 2,000                       | 85,156      | 2,000                       | 85,156      |
| Shree Rama Newsprints Ltd<br>(Market Value Rs.30,250/- )                                           | 10              | 1,250                       | 86,838      | 1,250                       | 86,838      |
| Anil Products Ltd<br>(Market Value Rs.2,102/- )                                                    | 10              | 39                          | 780         | 39                          | 780         |
| <b>b) Unquoted</b>                                                                                 |                 |                             |             |                             |             |
| Catholic Syrian Bank Ltd.                                                                          | 10              | 700                         | 31,000      | 700                         | 31,000      |
| <b>b) Investments in Preference Shares</b>                                                         |                 |                             |             |                             |             |
| <b>In Subsidiary Companies (Un Quoted)</b>                                                         |                 |                             |             |                             |             |
| 15% Non Cumulative Redeemable<br>Preference Shares of Vertex Securities Limited                    | 100             | 6,863                       | 1,372,600   | 6,863                       | 1,372,600   |
| <b>ii) Others (Un Quoted)</b>                                                                      |                 |                             |             |                             |             |
| 8% Non Cumulative Redeemable<br>Preference Shares of Transwarranty Advisors Pvt. Ltd               | 100             | -                           | -           | 837,340                     | 83,734,000  |
| 8% Non Cumulative Redeemable<br>Preference Shares of Transwarranty Pvt. Ltd                        | 100             | -                           | -           | 1,132,380                   | 113,238,000 |
| <b>c) Investments in Government or trust securities</b>                                            |                 |                             |             |                             |             |
| National Savings Certificate VIII Issue                                                            | 5,000           | 1                           | 5,000       | 1                           | 5,000       |
| UTI Master Share<br>(Market Value Rs.-)                                                            | -               | 1,000                       | 13,945      | 1,000                       | 13,945      |
| Total                                                                                              |                 |                             | 135,285,384 |                             | 331,757,384 |
| 1) Aggregate amount of Quoted investments is Rs. 133,376,784/- and market value is Rs.95,083,518/- |                 |                             |             |                             |             |
| 2) Aggregate amount of Un Quoted investments is Rs. 19,08,600/-                                    |                 |                             |             |                             |             |
| 3) Aggregate provision made for diminution in value of Investments is Rs.139,245/-                 |                 |                             |             |                             |             |
| <b>13 (B) CURRENT INVESTMENTS</b>                                                                  |                 |                             |             |                             |             |
| Particulars                                                                                        | Face Value<br>₹ | 30.06.2017                  |             | 30.06.2016                  |             |
|                                                                                                    |                 | Quantity/<br>Units<br>(Nos) | Value<br>₹  | Quantity/<br>Units<br>(Nos) | Value<br>₹  |
| <b>a) Quoted</b>                                                                                   |                 |                             |             |                             |             |
| Axis Bank<br>(Market Value Rs. Nil/-)                                                              | 2               | -                           | -           | 500                         | 286,933     |
| <b>b) Unquoted</b>                                                                                 |                 |                             |             |                             |             |
| <b>Mutual Fund</b>                                                                                 |                 |                             |             |                             |             |
| SBI Ultra Short Term Debt Fund                                                                     |                 | 1,561.636                   | 3,301,577   | 185.989                     | 300,674     |
| UTI - Liquid Cash Plan - Institutional                                                             |                 | 1.032                       | 1,052       | -                           | -           |
| UTI - Floating Rate Fund-STP-Direct Growth Plan                                                    |                 | 3.855                       | 10,302      | -                           | -           |
| UTI - Floating Rate Fund-STP-Regular Growth Plan                                                   |                 | 1,495.550                   | 4,002,029   | -                           | -           |
| HDFC - Cash Management Fund- Treasury - Advantage Plan                                             |                 | 14,548.916                  | 502,488     | 240                         | 705,383     |
| Franklin Templeton - Low Duration Fund                                                             |                 | 188,077.982                 | 3,500,000   | -                           | -           |
| Franklin Templeton - Ultra Short Bond Fund- Super Institutional Plan-Growth                        |                 | 67,630.452                  | 1,514,989   | -                           | -           |
| UTI Mutual Fund                                                                                    |                 | -                           | -           | 1,804                       | 3,001,052   |
| Total                                                                                              |                 |                             | 12,832,437  |                             | 4,354,042   |
| 1) Aggregate amount of Quoted investments is Rs. Nil/- and market value is Rs.Nil/-                |                 |                             |             |                             |             |
| 2) Aggregate amount of unquoted investments is Rs.12,832,437/-                                     |                 |                             |             |                             |             |
| 3) Aggregate provision made for diminution in value of investments is Rs.Nil/-                     |                 |                             |             |                             |             |

| Particulars                                    | As at<br>30th June,2017<br>( ₹ ) | As at<br>30th June,2016<br>( ₹ ) |
|------------------------------------------------|----------------------------------|----------------------------------|
| <b><u>NON CURRENT ASSETS</u></b>               |                                  |                                  |
| <b><u>14. DEFERRED TAX ASSET</u></b>           |                                  |                                  |
| Deferred Tax Assets on Depreciation            | 418,474                          | 426,860                          |
| Deferred Tax Asset                             | <b>418,474</b>                   | <b>426,860</b>                   |
| <b><u>15. LONG TERM LOANS AND ADVANCES</u></b> |                                  |                                  |
| <b><u>A) Unsecured, Considered Good</u></b>    |                                  |                                  |
| a) Capital Advances                            | 40,775,000                       | 40,775,000                       |
| b) Security Deposits                           | 292,259                          | 297,259                          |
| c) Loans and Advances to Related Parties       |                                  |                                  |
| Inter Corporate Deposits to Subsidiary         | -                                | -                                |
| d) Other Loans and Advances                    |                                  |                                  |
| Inter Corporate Deposits                       | 37,794,348                       | 36,954,533                       |
| TFL-TCCPL and TFCPL Merger Scheme Trust        | 75,762,500                       | 75,762,500                       |
|                                                | <b>154,624,107</b>               | <b>153,789,292</b>               |
|                                                |                                  |                                  |

| Particulars                                         | As at<br>30th June, 2017<br>( ₹ ) | As at<br>30th June, 2016<br>( ₹ ) |
|-----------------------------------------------------|-----------------------------------|-----------------------------------|
| <b><u>CURRENT ASSETS</u></b>                        |                                   |                                   |
| <b><u>16. INVENTORIES</u></b>                       |                                   |                                   |
| Shares Held In Stock - In - Trade                   | 704,244                           | -                                 |
|                                                     | <b>704,244</b>                    | <b>-</b>                          |
| <b><u>17. TRADE RECEIVABLES</u></b>                 |                                   |                                   |
| <b>Unsecured, Considered Good</b>                   |                                   |                                   |
| Debts outstanding for a period exceeding six months | 141,146                           | 263,912                           |
| Other Debts                                         | 2,082,802                         | 4,778,707                         |
|                                                     | <b>2,223,948</b>                  | <b>5,042,619</b>                  |
| Less:- Bad Debts Written Off                        | -                                 | -                                 |
|                                                     | <b>2,223,948</b>                  | <b>5,042,619</b>                  |
| <b><u>18. CASH AND CASH EQUIVALENTS</u></b>         |                                   |                                   |
| a) Balance with Banks                               |                                   |                                   |
| In Current Account                                  | 2,448,805                         | 419,710                           |
| In Dividend Account                                 | 25,624                            | 48,152                            |
| b) Cash on Hand                                     | 63,808                            | 69,278                            |
|                                                     | <b>2,538,236</b>                  | <b>537,139</b>                    |
| <b><u>19. SHORT TERM LOANS AND ADVANCES</u></b>     |                                   |                                   |
| <b>A) Secured, Considered Good</b>                  |                                   |                                   |
| a) Others                                           |                                   |                                   |
| Gold Loans                                          | 4,866,986                         | 5,528,436                         |
| Property Loans                                      | 81,837                            | 81,837                            |
| <b>B) Unsecured , Considered Good</b>               |                                   |                                   |
| a) Loans and advances to Related Parties            | 23,400                            | 374,168                           |
| b) Others                                           |                                   |                                   |
| Inter Corporate Deposits                            | 128,212,700                       | 89,362,700                        |
| Loans and advances to Employees                     | 22,000                            | 8,000                             |
| Deposits                                            | 27,362                            | 27,362                            |
| MAT Credit Entitlement                              | 1,339,017                         | 423,134                           |
| Advance Payment of Income Tax (Including TDS)       | 16,398,402                        | 23,254,361                        |
| Other Short Term Advances                           | 402,960                           | 1,015,214                         |
|                                                     | <b>151,374,664</b>                | <b>120,075,212</b>                |
| <b><u>20. OTHER CURRENT ASSETS</u></b>              |                                   |                                   |
| Receivable from Preference Share Sale               | 196,972,000                       | -                                 |
| Interest Accrued on ICD's                           | 1,790,711                         | 4,478,437                         |
| Interest Accrued on Gold Loan , etc.                | 1,142,502                         | 1,667,728                         |
|                                                     | <b>199,905,213</b>                | <b>6,146,165</b>                  |

| Particulars                                     | For the Quarter<br>Ended<br>30th June, 2017<br>( ₹ ) | For the Quarter<br>Ended<br>30th June, 2016<br>( ₹ ) |
|-------------------------------------------------|------------------------------------------------------|------------------------------------------------------|
| <b>21. REVENUE FROM OPERATIONS</b>              |                                                      |                                                      |
| a) Sale of Products                             |                                                      |                                                      |
| Sale of Shares held in Stock -in -Trade         | 15,062,061                                           | 6,650,648                                            |
| b) Interest                                     |                                                      |                                                      |
| Interest on Gold Loan                           | 258,267                                              | 323,820                                              |
| Interest on ICD                                 | 1,692,699                                            | 226,110                                              |
| c) Other Financial Services                     |                                                      |                                                      |
| Trade Finance                                   | 2,823,183                                            | 2,380,260                                            |
| Corporate Finance                               | -                                                    | 2,700,000                                            |
| Investment Banking                              | 500,000                                              | 200,000                                              |
|                                                 | <b>20,336,210</b>                                    | <b>12,480,838</b>                                    |
| <b>22. OTHER INCOME</b>                         |                                                      |                                                      |
| a) Dividend Income                              | -                                                    | 575                                                  |
| b) Net gain/loss on Sale of Investments         | 16,906                                               | -                                                    |
| c) Other Non Operating Income                   |                                                      |                                                      |
| - Interest Income                               | 95,911                                               | 136,673                                              |
| - Miscellaneous Income                          | 4,100                                                | 1,050                                                |
| - Miscellaneous Income                          | -                                                    | 45,110                                               |
| - Provision For Quoted Investments Written Back | -                                                    | -                                                    |
|                                                 | <b>116,917</b>                                       | <b>183,408</b>                                       |
|                                                 |                                                      |                                                      |

| Particulars                                                 | For the Quarter<br>Ended on<br>30th June, 2017<br>( ₹ ) | For the Quarter<br>Ended on<br>30th June, 2016<br>( ₹ ) |
|-------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------|
| <b>23. Raw Material and Work-in-Progress</b>                |                                                         |                                                         |
| Purchase of Shares held in Stock-in-Trade                   | 14,994,152                                              | 6,664,120                                               |
|                                                             | <b>14,994,152</b>                                       | <b>6,664,120</b>                                        |
| <b>24. EMPLOYEE BENEFITS EXPENSES</b>                       |                                                         |                                                         |
| <b>b) Salaries, Wages, Bonus, Gratuity &amp; Allowances</b> |                                                         |                                                         |
| a) Salaries, Wages, Bonus, Gratuity & Allowances            | 7,424,855                                               | 5,118,740                                               |
| b) Contribution to Provident                                | 153,609                                                 | 154,625                                                 |
| c) Staff Welfare Expenses                                   | 48,890                                                  | 42,285                                                  |
|                                                             | <b>7,627,354</b>                                        | <b>5,315,650</b>                                        |
| <b>25. FINANCE COST</b>                                     |                                                         |                                                         |
| a) Interest Expense                                         |                                                         |                                                         |
| On Term Loans                                               | 4,378                                                   | 16,641                                                  |
| On Overdrafts & Other Borrowings                            | 133,368                                                 | 160,686                                                 |
| b) Other Borrowing Costs                                    |                                                         |                                                         |
| Financial and Bank Charges                                  | 2,970                                                   | 7,531                                                   |
|                                                             | <b>140,716</b>                                          | <b>184,858</b>                                          |
| <b>26. OTHER EXPENSES</b>                                   |                                                         |                                                         |
| Rent                                                        | 805,600                                                 | 807,500                                                 |
| Rates & Taxes                                               | 51,634                                                  | 19,207                                                  |
| Insurance                                                   | 24,559                                                  | 12,438                                                  |
| Advertisement, Publicity & Sales Promotion                  | 242,588                                                 | 162,842                                                 |
| Travelling & Other Incidental Expenses                      | 608,074                                                 | 444,154                                                 |
| Office Maintenance                                          | 1,074,542                                               | 215,716                                                 |
| Vehicle Running & Maintenance                               | 14,101                                                  | 15,814                                                  |
| Printing & Stationery                                       | 43,237                                                  | 35,876                                                  |
| Communication Expenses                                      | 67,829                                                  | 82,182                                                  |
| Electricity                                                 | 75,610                                                  | 93,696                                                  |
| Auditor's Remuneration                                      |                                                         |                                                         |
| - As Auditors                                               | 51,569                                                  | 50,001                                                  |
| - For Certification / Limited Review                        | 10,000                                                  | 22,000                                                  |
| - For Internal Audit                                        | -                                                       | -                                                       |
| - Out of Pocket Expenses                                    | 1,740                                                   | 2,016                                                   |
| Legal, Professional & Consultancy Charges                   | 760,100                                                 | 91,521                                                  |
| Directors Sitting Fees                                      | 80,000                                                  | 84,000                                                  |
| Directors Remuneration                                      | -                                                       | 65,806                                                  |
| Other Operational Expenses                                  | 2,035,725                                               | 378,474                                                 |
| Loss on Futures & Options                                   | -                                                       | 3,580                                                   |
| Bad Debts Written Off                                       | 117,626                                                 | 239,630                                                 |
| Provision for Quoted Investment                             | 11,563                                                  | -                                                       |
|                                                             | <b>6,076,096</b>                                        | <b>2,826,453</b>                                        |

| Particulars                                                                                                                                                                                                                                                                                                                                                                                              | For the Quarter<br>Ended on<br>30th June,2017<br>( ₹ ) | For the Quarter<br>Ended on<br>30th June,2016<br>( ₹ ) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------|
| <b>27. Contingent Liabilities</b>                                                                                                                                                                                                                                                                                                                                                                        |                                                        |                                                        |
| 1) Guarantees issued by the company on behalf of its associates for acquiring office premises.                                                                                                                                                                                                                                                                                                           | 40,600,000                                             | 40,600,000                                             |
| 2) Counter Guarantees issued by Transwarranty Finance Limited to bankers on behalf of its subsidiary company Vertex Securities Limited for Exchange Margin requirements.                                                                                                                                                                                                                                 | 30,000,000                                             | 30,000,000                                             |
| 3) Corporate Guarantees issued by Transwarranty Finance Limited to bankers on behalf of its subsidiary company Vertex Securities Limited for OD Facility                                                                                                                                                                                                                                                 | 25,000,000                                             | 20,000,000                                             |
| 4) Claims against the Company not acknowledged as debt                                                                                                                                                                                                                                                                                                                                                   |                                                        |                                                        |
| a) Tax Demand in respect of :-                                                                                                                                                                                                                                                                                                                                                                           |                                                        |                                                        |
| - Income tax for Assessment Year 2011-12                                                                                                                                                                                                                                                                                                                                                                 | 546,710                                                | 546,710                                                |
| - Income tax for Assessment Year 2012-13                                                                                                                                                                                                                                                                                                                                                                 | 2,358,110                                              | 2,358,110                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                          | <b>98,504,820</b>                                      | <b>93,504,820</b>                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                          |                                                        |                                                        |
| Particulars                                                                                                                                                                                                                                                                                                                                                                                              | For the Quarter<br>Ended on<br>30th June,2017<br>( ₹ ) | For the Quarter<br>Ended on<br>30th June,2016<br>( ₹ ) |
| <b>28. Earnings Per Share</b>                                                                                                                                                                                                                                                                                                                                                                            |                                                        |                                                        |
| I. Net Profit as per Statement of Profit and Loss available for Equity Share Holders                                                                                                                                                                                                                                                                                                                     | (8,510,832)                                            | (2,468,344)                                            |
| II. Weighted Average number of equity shares for Earnings per share computation                                                                                                                                                                                                                                                                                                                          |                                                        |                                                        |
| A) For Basic Earnings per share of ₹ 10/- each (No's)                                                                                                                                                                                                                                                                                                                                                    | 24,460,568                                             | 24,460,568                                             |
| B) For Diluted Earnings per share of ₹ 10/- each (No's)                                                                                                                                                                                                                                                                                                                                                  | 24,460,568                                             | 24,460,568                                             |
| III. Earnings Per Share ( Face Value of ₹ 10/- each)                                                                                                                                                                                                                                                                                                                                                     |                                                        |                                                        |
| Basic ( ₹ )                                                                                                                                                                                                                                                                                                                                                                                              | (0.35)                                                 | (0.10)                                                 |
| Diluted ( ₹ )                                                                                                                                                                                                                                                                                                                                                                                            | (0.35)                                                 | (0.10)                                                 |
| <p style="text-align: center;">For and on behalf of Board of Directors</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> <p>Sd/-<br/>U.Ramachandran<br/>Director &amp;CFO<br/>DIN: 00493707</p> </div> <div style="text-align: center;"> <p>Sd/-<br/>Sudharsanan Nair<br/>Director<br/>DIN: 01510505</p> </div> </div> <p>August 10, 2017<br/>Mumbai</p> |                                                        |                                                        |



## **TRANSWARRANTY CONSULTANTS PRIVATE LIMITED**

403, Regent Chambers, Nariman Point, Mumbai- 400021, Maharashtra, India

email id: companysecretary@transwarranty.com

CIN: U65999MH2017PTC292889

To,

Shareholders/Creditors of

Transwarranty Consultants Private Limited

We hereby submit the report adopted by the Board of Directors as its meeting held on 12<sup>th</sup> October, 2017 stating that the Scheme of Amalgamation between Transwarranty Consultants Private Limited and Transwarranty Finance Limited will not have effect on each class of shareholders, key managerial personnel, promoter and non-promoter members as there are no shares issued pursuant to the Scheme.

For Transwarranty Consultants Private Limited

**Roby Sasidharan**

**Director**

DIN 00131833

Place: Mumbai

Date: 12/10/2017





## TRANSWARRANTY FINANCE LIMITED

To,  
Shareholders/Creditors of  
Transwarranty Finance Limited

We hereby submit the report adopted by the Board of Directors as its meeting held on 12<sup>th</sup> October, 2017 stating that the Scheme of Amalgamation between Transwarranty Consultants Private Limited and Transwarranty Finance Limited will not have effect on each class of shareholders, key managerial personnel, promoter and non-promoter members as there are no shares issued pursuant to the Scheme.

For Transwarranty Finance Limited

Ramachandran Unnikrishnan

Director & CFO

DIN 00493707

Place: Mumbai

Date: 12/10/2017



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





## Transwarranty Finance Limited

CIN : L65920MH1994PLC080220

Registered Office : 403, Regent Chambers, Nariman Point, Mumbai - 400 021

Phone - 40010900, Fax - 40010999, Website - www.transwarranty.com

Email : mail@transwarranty.com

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**BENCH, AT MUMBAI**

**IN THE MATTER OF THE COMPANIES ACT, 2013**

**AND**

**IN THE MATTER OF AMALGAMATION OF TRANSWARRANTY CONSULTANTS PRIVATE LIMITED ('TCPL' OR 'THE TRANSFEROR COMPANY') WITH TRANSWARRANTY FINANCE LIMITED ('TFL' OR 'THE TRANSFEREE COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS**

**AND**

**IN THE MATTER OF SECTION 230 READ WITH SECTION 232 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**Transwarranty Finance Limited ..... the Transferee Company / the Company**

### **PROXY FORM**

Name of the member (s) :

Registered address :

E-mail ID :

Folio No / Client ID :

DP ID :

Number of Share(s) held :

I /We, being the member (s) holding [\_\_\_\_\_] Shares of Transwarranty Finance Limited, hereby appoint

|                                       |                                       |                    |
|---------------------------------------|---------------------------------------|--------------------|
| 1.Name                                | 2. Name                               | 3. Name            |
| Address                               | Address                               | Address            |
| e-mail id                             | e-mail id                             | e-mail id          |
| Signature<br>.....,<br>or failing him | Signature<br>.....,<br>or failing him | Signature<br>..... |

as my / our Proxy and whose signature(s) are appended below to attend and vote (on Poll) for me/ us and on my/ our behalf at the Meeting of the Company to be held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> floor, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 on Thursday, the 21<sup>st</sup> day of December, 2017 at 9.30 a.m. and at any adjournment or adjournments thereof in respect of such Resolutions and in such manner as are indicated below:

| Sr. No. | Particulars                                                                                                       |
|---------|-------------------------------------------------------------------------------------------------------------------|
| 1       | Approval of Scheme of Amalgamation of TCPL with TFL and their respective Shareholders and related matters thereto |

Signed this ..... day of ..... 2017

Affix Re. 1  
Revenue  
Stamp

Signature of Shareholder(s)

Signature of Proxy.....

#### NOTES:

1. This form in Order to be effective should be duly completed and deposited at the Registered Office of the Company at 403, Regent Chambers, Nariman Point, Mumbai – 400021 not less than 48 hours before the commencement of the Meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple Proxies, the Proxy later in time shall be accepted.
5. Proxy need not be the Shareholder of the Company.
6. Body Corporate and FPI/FII Equity Shareholder(s) would be required to deposit certified copies of Board/ Custodial Resolutions/ Power of Attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of Company at 403, Regent Chambers, Nariman Point, Mumbai – 400021 at least 48 hours before the time of holding the meeting.



