



# TRANSWARRANTY FINANCE LIMITED

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September 18, 2025

**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051  
**Symbol:** TFL

**Listing Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
**Scrip Code:** 532812

Dear Sir/Madam,

**Subject: Summary of Proceedings of the 31<sup>st</sup> Annual General Meeting (“AGM”) of Transwarranty Finance Limited (“the Company”) held on Thursday, September 18, 2025**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, we are enclosing herewith the summary of proceedings of the 31<sup>st</sup> AGM of the Company held today i.e. Thursday, September 18, 2025 at 05.30 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The same may also be accessed on the website of the Company at [www.transwarranty.com](http://www.transwarranty.com).

Kindly take the same on record.

Thanking You,

Yours faithfully,  
For **Transwarranty Finance Limited**

**Suhas Borgaonkar**  
Company Secretary and Compliance Officer  
Membership No.: A3391

Encl.: a/a

**CIN: L65920MH1994PLC080220**

403, Regent Chambers, Nariman Point, Mumbai- 400021 • Tel: 6630 6090 / 2204 7965  
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## Summary of Proceedings of the 31<sup>st</sup> Annual General Meeting of Transwarranty Finance Limited held on Thursday, September 18, 2025

The 31<sup>st</sup> Annual General Meeting (“AGM”) of the Members of Transwarranty Finance Limited (“the Company”) was held on Thursday, September 18, 2025 at 05:30 P.M. (IST) through Video Conference or Other Audio - Visual Means (VC / OAVM). The meeting commenced at 05:30 P.M. (IST) and concluded at 06:08 PM (IST) (including time allowed for e-voting at AGM). The Meeting was held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).

Mr. Suhas Borgaonkar, Company Secretary welcomed the Members to the AGM and briefed them on certain points relating to the participation at the AGM through VC.

Mr. Kumar Nair, Chairman of the Board chaired the AGM from the Registered Office of the Company at 403, Regent Chambers, Nariman Point, Mumbai - 400021 (“Deemed Venue”). The Chairman introduced himself as well as the other Directors of the Company. The requisite quorum being present, the Chairman called the Meeting to order. Five out of six Directors of the Company attended the AGM. The Chairperson of the Audit Committee, Stakeholders’ Relationship Committee and Nomination and Remuneration Committee was also present at the AGM.

Mr. Vivek Gaggar, representing M/s. Deoki Bijay & Co., Statutory Auditors and Mr. Yogesh Sharma, representing M/s. Yogesh Sharma & Co., Secretarial Auditors and Scrutinizer for the e-Voting and the voting during the proceedings of the AGM, were also present at the AGM through VC.

The Chairman informed the Members that live streaming of the Meeting was being webcast on the website of National Securities Depository Limited (‘NSDL’). The Company had taken all the requisite steps to enable Members to participate and vote on the items of businesses considered at the AGM. Further, the Registers as required under the Companies Act, 2013 (“Act”) and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

The Chairman addressed the members and apprised them about the working of the Company and general economic conditions.

With the consent of the Members, the Notice convening the Meeting and Auditors Report were taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications for the financial year ended March 31, 2025.

The Chairman informed the members that pursuant to the provisions of the Act and Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings, the Company had provided remote e-voting facility and e-voting facility from Sunday, September 14, 2025 at 09.00 AM (IST) to Wednesday, September 17, 2025 at 5.00 PM (IST) to all the Members of the Company, who were holding shares as on the cut-off date i.e. Thursday, September 11, 2025. He also informed that the facility of e-voting at the AGM was also made available for

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those members who participated in the AGM through VC / OAVM and who had not cast their vote(s) through remote e-voting.

In terms of the Notice dated July 31, 2025 convening the 31<sup>st</sup> AGM of the Company, the following items of business were transacted at the AGM through remote e-voting/e-voting:

<b>Sr. No.</b>	<b>Details of the Resolutions</b>	<b>Type of Business</b>	<b>Type of Resolution</b>
1.	To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with Report of the Directors' and Auditors thereon.	Ordinary Business	Ordinary Resolution
2.	To re-appoint Mr. Kumar Nair (DIN: 00320541), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Business	Ordinary Resolution
3.	To appoint M/s. Yogesh Sharma & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years	Special Business	Ordinary Resolution
4.	Issuance of Non-Convertible Debentures on Private Placement Basis	Special Business	Special Resolution
5.	Raising of funds by way of External Commercial Borrowings	Special Business	Special Resolution
6.	To approve entering into Material Related Party Transaction(s) between the Company and/or its subsidiary(ies) on the one hand and/or its subsidiary(ies), its step-down subsidiary and/or associate companies on the other hand	Special Business	Ordinary Resolution
7.	To approve entering into Material Related Party Transaction(s) between the Company and/or subsidiary(ies) on the one hand and the Executive Directors("ED")/Non-Executive Non-Independent Directors ("NED")/Key Managerial Personnel("KMP")/ relatives of the ED,NED,KMP of the Company and /or its subsidiaries and/or its step-down subsidiary on the other hand	Special Business	Ordinary Resolution
8.	To consider and approve entering into Related Party Transaction between the Company and TFL-TCCPL Merger Trust	Special Business	Ordinary Resolution

The Chairman invited the Members to express their views, ask questions and seek clarifications on the operations as well as the financial performance of the Company. The Chairman then responded to the questions asked and clarifications sought by the Members.

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The Chairman authorized the Company Secretary to carry out the voting process and declare the results of the consolidated voting. The e-Voting facility was kept open for the next 15 minutes to enable the Members to cast their votes. Further, he informed the Members that the consolidated voting results along with the Scrutinizer's Report, would be placed on the Company's website i.e. [www.transwarranty.com](http://www.transwarranty.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

The Chairman thanked the Members for attending and participating at the meeting. He also thanked the Directors for their continued guidance and support to the management. The Company Secretary informed the Members that the requisite quorum was present throughout the meeting and concluded the meeting at 05:53 PM.

Notes:

- 1) The Company will separately intimate the voting results (remote e-voting and e-voting at the meeting through electronic voting system) to the Stock Exchanges.
- 2) This document does not constitute minutes of the proceedings of the 31<sup>st</sup> Annual General Meeting of the Company.

This is for your information and records.

Yours faithfully,

**For Transwarranty Finance Limited**

**Suhas Borgaonkar**

Company Secretary and Compliance Officer

Membership No.: A3391

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