



TRANSWARRANTY FINANCE LIMITED

Date: December 13, 2023

The Manager
Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051
NSE Symbol: TFL

Ref: Email dated 22nd November, 2023 and 08th December, 2023 received from NSE (neaps@nse.co.in)

Sub: Revised Outcome of the Board Meeting held on Tuesday, July 25, 2023.

Dear Sir/ Madam,

With reference to your email dated 22nd November, 2023 requiring the Company to disclose further details with respect to proposed Fund Raising approved by the Board of Directors on 25th July, 2023, vide issuance of Non-Convertible Debentures ("NCD") and email dated 08th December, 2023 requesting the Company to submit the details of the issuance of NCDs in the PDF format; we hereby enclose revised outcome of the Board Meeting held Tuesday, July 25, 2023.

Kindly take note of the same.

Thanking You,
Yours faithfully,
For **Transwarranty Finance Limited**

Suhas Borgaonkar
Company Secretary & Compliance Officer
Membership No.: A3391

CIN: L65920MH1994PLC080220

403, Regent Chambers, Nariman Point, Mumbai- 400021 • Tel: 6630 6090 / 2204 7965
Fax: 6630 0999 / 4001 0999 • e-mail : mail@transwarranty.com • website:www.transwarranty.com



July 25, 2023

The Manager
Listing Department
BSE Limited
P.J. Towers,
Dalal Street, Fort
Mumbai - 400001
BSE Scrip Code: 532812

The Manager
Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051
NSE Symbol: TFL

Dear Sir/Madam,

Sub: Outcome of Board Meeting held on Tuesday, July 25, 2023

Reference: Intimation under Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to the provisions of Listing Regulations, it is hereby informed that the Board of Directors of Transwarranty Finance Limited ("the Company") at its meeting held today i.e. Tuesday, July 25, 2023 has, *inter- alia*:

1. Considered and approved the Unaudited (Standalone and Consolidated) Financial Results of the Company for the quarter ended June 30, 2023. A copy of the said Unaudited Financial Results together with the Limited Review Report for the quarter ended June 30, 2023, are enclosed herewith as *Annexure I*.
2. Approved re-appointment of Mr. Kumar Nair (DIN: 00320541), as the Managing Director and Chief Executive Office (CEO) of the Company for a term of 3 Years w.e.f. September 1, 2023 remuneration, subject to the approval of shareholders of the Company at the ensuing AGM. Further, the details required under Regulation 30 of Listing Regulations, read with SEBI Circular no. SEBI/HO/CFD/CFD- PoD-1/P/CIR/2023/123 dated July 13, 2023 are provided in *Annexure II*.
3. Considered and approved raising of funds by way of External Commercial Borrowing (ECB) for an amount not exceeding Rupee equivalent to USD 50 MN, subject to directions issued by Reserve Bank of India, from time to time, within the overall borrowing limit as may be approved by the shareholders.
4. Considered and approved raising of funds through issue of secured/unsecured redeemable Non-convertible Debentures" (NCDS) including subordinated debt, in one or more series/ tranches upto an aggregate amount of Rs. 100 Crores (Rupees One Hundred Crores Only) for a period of one year, commencing from the ensuing Annual General Meeting of the Company, on a private placement basis and on such terms and conditions as the Board may, from time to time, determine and consider proper and beneficial to the Company, within the overall borrowing limits of the Company, subject to the approval of shareholders of the Company.

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TRANSWARRANTY FINANCE LIMITED

The said approval sought is a blanket/enabling approval to authorize company raise funds; terms of which has not yet finalized or decided upon. Proper compliance procedure will be followed whenever they are decided for each tranche of issue.

5. Considered and approved to send Reminder Notice to the holders of partly paid-up equity shares issued pursuant to Right Issue, on which first and final call money remains unpaid, details thereof will be included in the Reminder Notice that will be sent to the holders of partly paid-up equity shares.

The meeting of Board of Directors commenced at 12 Noon and concluded at 02.15 P.M.

Kindly take the same on record.

Thanking You,
Yours faithfully,
For **Transwarranty Finance Limited**

Suhas Borgaonkar
Company Secretary & Compliance Officer
Membership No.: A3391

Encl: A/a

CIN: L65920MH1994PLC080220

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S S KHAN & CO

Chartered Accountant

Office Add. : 24, 1st Floor, 5, Malharraowadi, Dadi Seth Agiary Lane, Kalbadevi, Mumbai - 400 002.
Tel. No : (+91-22) 2240 2944 **Mobile :** +91 98200 72944 **Email :** ssknco786@gmail.com

Independent Auditor's Review Report on quarterly Unaudited Standalone Financial Results of Transwarranty Finance Limited pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To the Board of Directors

Transwarranty Finance Limited

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **Transwarranty Finance Limited** ("the Company") for the quarter ended June 30, 2023 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with relevant circulars issued by SEBI from time to time.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review



is limited primarily to inquiries of the company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S S Khan & Co

Chartered Accountants

ICAI Firm Registration No.133324W



Sarfaraz Khan

Proprietor

Membership No.: 144212

UDIN: 23144212BGXATP8369

Place: Mumbai

Date: July 25, 2023





S S KHAN & CO

Chartered Accountant

Office Add. : 24, 1st Floor, 5, Malharraowadi, Dadi Seth Agiary Lane, Kalbadevi, Mumbai - 400 002.
Tel. No : (+91-22) 2240 2944 **Mobile :** +91 98200 72944 **Email :** ssknco786@gmail.com

Independent Auditor's Review Report on quarterly Unaudited Consolidated Financial Results of Transwarranty Finance Limited pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To The Board of Directors

Transwarranty Finance Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **Transwarranty Finance Limited** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended June 30, 2023 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with relevant circulars issued by SEBI from time to time.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



4. The Statement includes the results of the following entities:
 - (a) Vertex Securities Limited
 - (b) Vertex Commodities and Finpro Private Limited
 - (c) Transwarranty Capital Market Services Private Limited

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim statements results of two subsidiaries included in the unaudited consolidated financial results, whose interim financial results reflect total revenues of Rs. 9.87 lakhs, total net profit after tax of Rs. 2.83 lakhs and total comprehensive income of Rs. 2.83 lakhs for the period ended June 30, 2023 as considered in the unaudited consolidated financial results. These interim financial results have not been reviewed by other auditors and the unaudited financial statements have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the unaudited financial statements furnished to us by the Management and the procedures performed by us as stated in paragraph 3 above.

Our report on the Statement is not modified in respect of the above matter.

For S S Khan & Co

Chartered Accountants

ICAI Firm Registration No.133324W

Sarfaraz Khan

Proprietor

Membership No.: 144212

UDIN: 23144212BGXATQ6595

Place: Mumbai

Date: July 25, 2023

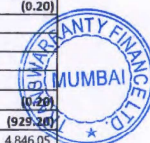


TRANSWARRANTY FINANCE LIMITED
CIN: L65920MH1994PLC080220

Regd. Office: 403, Regent Chambers, Narlman Point, Mumbai- 400021
Tel. No: 40010900, Fax No: 40010999, Email: companysecretary@transwarranty.com, Web Site: www.transwarranty.com
STATEMENT OF STANDALONE / CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED: 30TH JUNE, 2023

(Rs. In Lakhs)

PARTICULARS	STANDALONE				CONSOLIDATED			
	3 Months Ended		Year Ended		3 Months Ended		Year Ended	
	30/06/2023	31/03/2023	30/06/2022	31/03/2023	30/06/2023	31/03/2023	30/06/2022	31/03/2023
	Unaudited	Audited	Unaudited	Audited	Unaudited	Audited	Unaudited	Audited
INCOME								
Revenue From Operations:-								
Interest Income	77.73	49.71	76.54	269.77	77.73	76.86	76.93	296.91
Fees and Commission Income	45.43	6.61	24.20	114.03	191.02	115.24	185.50	785.95
Sale of Stock	-	-	-	-	-	-	-	-
Total Revenue from Operations	123.16	56.32	101.14	383.80	268.75	192.11	262.43	1,082.87
Other Income	1.47	0.04	0.52	3.02	26.67	22.08	64.04	120.22
Total Income	124.63	56.36	102.06	386.82	295.42	214.19	326.47	1,203.09
EXPENSES								
Finance Costs	92.87	91.41	126.41	460.24	114.85	128.08	153.97	560.23
Purchase of Shares held in Stock in Trade	-	-	-	-	-	-	-	-
Employee Benefits Expenses	42.47	37.67	31.11	137.79	110.56	102.36	103.46	426.94
Depreciation and Amortisation Expenses	5.31	5.35	5.55	21.67	11.27	12.44	12.14	48.67
Other Expenses	63.20	462.90	61.46	637.21	165.37	572.39	172.44	1,096.95
Total Expenses	203.85	597.33	224.53	1,256.91	402.04	815.27	442.01	2,132.80
Profit / (Loss) Before Exceptional and Extra ordinary Items and Tax	(79.22)	(540.97)	(122.77)	(870.09)	(106.62)	(601.08)	(115.54)	(929.71)
Exceptional Items	-	-	-	-	-	-	-	-
Reversal of Excess Provision	-	-	-	-	-	-	-	-
Profit / (Loss) Before Extra ordinary items and Tax	(79.22)	(540.97)	(122.77)	(870.09)	(106.62)	(601.08)	(115.54)	(929.71)
Extraordinary Items	-	-	-	-	-	-	-	-
Profit / (Loss) Before Tax	(79.22)	(540.97)	(122.77)	(870.09)	(106.62)	(601.08)	(115.54)	(929.71)
Current Tax	-	-	-	-	-	(0.71)	-	(0.71)
Deferred Tax	-	-	-	-	-	-	-	-
Profit / (Loss) from Continuing Operations After Tax	(79.22)	(540.97)	(122.77)	(870.09)	(106.62)	(600.37)	(115.54)	(929.00)
Profit from Discontinuing Operations	-	-	-	-	-	-	-	-
Tax Expense of Discontinuing Operations	-	-	-	-	-	-	-	-
Profit from Discontinuing Operations After Tax	-	-	-	-	-	-	-	-
Profit / (Loss) For the Period	(79.22)	(540.97)	(122.77)	(870.09)	(106.62)	(600.37)	(115.54)	(929.00)
Other Comprehensive Income:-								
Items that will not be reclassified to profit or Loss -								
- Remeasurement of the net defined benefit obligation gain / (loss)	-	0.30	-	0.30	-	(0.23)	-	(0.23)
- Fair valuation on Equity instrument	-	-	-	-	-	0.04	-	0.04
- Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-	-	-
Total - A	-	0.30	-	0.30	-	(0.20)	-	(0.20)
Items that will be reclassified to profit or Loss -								
- Remeasurement of the net defined benefit obligation gain / (loss)	-	-	-	-	-	-	-	-
- Fair valuation on Equity instrument	-	-	-	-	-	-	-	-
Total - B	-	-	-	-	-	-	-	-
Total - A + B	-	0.30	-	0.30	-	(0.20)	-	(0.20)
Total Comprehensive Income for the period	(79.22)	(540.67)	(122.77)	(869.79)	(106.62)	(600.57)	(115.54)	(929.20)
Paid-up equity share capital (Rs. 10 each)	4,846.05	4,846.05	2,446.06	4,846.05	4,846.05	4,846.05	2,446.06	4,846.05
Basic Earning Per Share of Rs.10/- each (In Rupees)	(0.16)	(1.96)	(0.50)	(3.16)	(0.19)	(2.18)	(0.49)	(3.38)
Diluted Earning Per Share of Rs.10/- each (In Rupees)	(0.16)	(1.96)	(0.50)	(3.16)	(0.19)	(2.18)	(0.49)	(3.38)



1. The above unaudited financial results were reviewed by the members of the Audit Committee and were approved and taken on record by the Board of Directors at their meeting held on 25th July, 2023.
2. The Statutory auditors have carried out a Limited Review of the financials results as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The above financial results have been prepared in accordance with the recognition and measurement principles of Ind AS prescribed under Section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder and other accounting principles generally accepted in India and the guidelines issued by SEBI.
4. The Company is primarily engaged in a single segment viz. Financial Services and related activities and therefore the segment reporting is not applicable.
5. In line with the requirements of regulation 47(2) of the listing Regulations, 2015, the results for the quarter ended June 30, 2023 are available on the website of BSE Limited (URL: www.bseindia.com/corporates), the National Stock Exchange of India Limited (URL: www.nseindia.com/corporates) and on the company's website www.transwarranty.com.
6. Figures have been regrouped and rearranged wherever necessary.

For Transwarranty Finance Limited



U. Ramachandran
Director/CFO
DIN No. 00493707

Place : Mumbai
Date : 25.07.2023



TRANSWARRANTY FINANCE LIMITED

Annexure-II

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

Name of the Director	Mr. Kumar Nair
DIN	00320541
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise.	Re-appointment as Managing Director and Chief Executive Officer (“CEO”)
Date of appointment & Term of appointment	With effect from September 1, 2023 for a term of 3 years
Brief Profile	Mr. Kumar Nair is B.Sc., FCA and OPM (Harvard Business School). He has over two decades of experience in Financial Services, Capital Markets and Investment Banking. He was a key member of the core senior management team in Kotak Mahindra Finance Limited.
Disclosure of relationships between directors	Mr. Kumar Nair is not related to any Directors or Key Managerial Personnel of the Company
Shareholding in the Company	29556148 equity shares
Person shall not be debarred from holding the office of Director pursuant to any SEBI order	Mr. Kumar Nair is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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