



TRANSWARRANTY FINANCE LIMITED

September 30, 2024

The Manager,
Listing Department
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 532812

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.
NSE Symbol: TFL

Dear Sir/Madam,

Sub: Proceedings of the 30th Annual General Meeting (AGM) of the Company held on September 30, 2024

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, we hereby submit the proceedings of 30th AGM of the Company, held today i.e. Monday, September 30, 2024 at 4:00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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

403, Regent Chambers, Nariman Point, Mumbai- 400021 • Tel: 6630 6090 / 2204 7965
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Summary of the proceedings of the 30th Annual General Meeting (“AGM”) of Transwarranty Finance Limited

The 30th AGM of the Members of **Transwarranty Finance Limited** (“the Company”) was held today i.e. Monday, September 30, 2024 at 04.00 P.M (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), in accordance with the circulars issued by the Ministry of Corporate Affairs (“MCA”), and the Securities and Exchange Board of India (SEBI).

Mr. Kumar Nair, Chairman & Managing Director, chaired the Meeting. The requisite quorum being present, the Meeting was called to order extending a warm welcome to all the members present.

The Chairman requested the Directors present to introduce himself/herself.

The Chairman thereafter informed the Members that Mr. Sarfaraz Khan, representative of S.S. Khan & Co., Chartered Accountants, Statutory Auditors of the Company, Ms. Niyati Jain, representative of M/s. Anil Bhutra & Company, Internal Auditors of the Company and Mr. Yogesh Sharma, representative of M/s. Yogesh Sharma & Co., Secretarial Auditor of the Company and Scrutinizer for the AGM were also present at the meeting.

Since there was no physical attendance of members and in compliance with the Circulars issued by the MCA and SEBI, members were informed that the requirement of appointing proxies was not applicable. Documents and other statutory registers were available for inspection upon receipt of request by members.

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

The Chairman informed the members that the Notice convening the 30th AGM was taken as read as the same had already been circulated to the members. As there were no qualifications in the Audit Report, it was also taken as read.

The Chairman informed the members that pursuant to the provisions of Companies Act, 2013, Rules framed thereunder, the SEBI Listing Regulations and Secretarial Standard on General Meetings, the Company had provided remote e-voting facility and e-voting facility from Wednesday, September 25, 2024 at 09.00 AM IST to Sunday, September 29, 2024 at 05.00 PM IST to all the Members of the Company, who were holding shares as on the cut-off date i.e. Monday, September 23, 2024. He also informed that the facility of e-voting at the AGM was also made available for those members who participated in the AGM through VC / OAVM and who had not cast their vote(s) through remote e-voting. The members were briefed about the procedure of e-voting in the AGM.

With the permission of the Chairman, Mr. Suhas Borgaonkar, Company Secretary & Compliance Officer informed that Mr. Yogesh Sharma, Practicing Company Secretary, Yogesh Sharma & Co., Company

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Secretaries, is appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting at the AGM.

The following items as stated in the Notice of 30th Annual General Meeting were transacted through remote e-voting / e-voting at the meeting:

Sr No	Particulars	Type of Resolution/ Majority
Ordinary Business		
1	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution
2	To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of Auditors thereon	Ordinary Resolution
3	To appoint a Director in place of Mr. Ramachandran Unnikrishnan (DIN 00493707), who retires by rotation and being eligible offers himself for re-appointment	Ordinary Resolution
4	To appoint M/s. Deoki Bijay and Co., Chartered Accountants as the Statutory Auditors of the Company	Ordinary Resolution
Special Business		
5	Issuance of Non-Convertible Debentures on Private Placement Basis	Special Resolution
6	Raising of funds by way of External Commercial Borrowings	Special Resolution
7	To consider and approve entering into Related Party Transactions between the company and its subsidiaries and step-down subsidiaries on one hand and Vertex Securities Limited and any of its subsidiaries and Transwarranty Capital Market Services Private Limited on other hand	Ordinary Resolution
8	To approve Material related party transaction between the Company on one hand and Executive Director and their relatives thereof of the Company on other hand	Ordinary Resolution
9	To consider and approve entering into Related Party Transaction between the company and TFL-TCCPL Merger Trust	Ordinary Resolution
10	To consider and approve 'Employee Stock Option Plan 2024'	Special Resolutions

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11	To consider and approve 'Employees Stock Option Plan 2024' to the employees of subsidiaries/ step down subsidiaries of the company	Special Resolution
12	To consider and approve Grant of Options under ESOP 2024 exceeding 1% of issued share capital of the company	Special Resolution
13	To consider and approve variations in the terms of Employee Stock Option Plan, 2019 (ESOP 2019)	Special Resolution

The Members were informed that the e-voting results along with the consolidated Scrutinizer's Report shall be placed on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and would also be placed on the website of the Company i.e. www.transwarranty.com and website of NSDL i.e. www.evoting.nsdl.com within 2 (two) working days of the conclusion of the meeting.

Members present at the AGM were given an opportunity to express their views and seek information about the Company. The Chairman appropriately responded to the information sought by the members.

There being no other business, the Chairman thanked all the members for their continued support and sparing their valuable time for attending and participating in the AGM. The e-voting facility was kept open for the next 15 minutes to enable the members who had not cast their votes earlier, to cast their vote.

The Chairman then announced the formal closure of the 30th AGM of the Company, which concluded at 04.37 P.M. (IST) (including 15 minutes of e-voting).

For **Transwarranty Finance Limited**

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

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