



# TRANSWARRANTY FINANCE LIMITED

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July 31, 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,

**Sub: Outcome of Board Meeting held today i.e. July 31, 2025**

**Ref: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation 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. July 31, 2025 has, *inter-alia*:

1. Approved the unaudited (Standalone and Consolidated) Financial Results of the Company for the quarter ended June 30, 2025. The copy of the said results along with the Limited Review Report is attached herewith as **Annexure I.**
2. Approved the re-appointment of M/s. Yogesh Sharma & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a period of five years effective from the Financial Year 2025-26 till 2029-30 subject to the approval of the shareholders in the ensuing Annual General Meeting (AGM). Brief details are attached herewith as Annexure II.
3. Approved issuance of unlisted Non-Convertible Debentures (NCDs) on Private Placement basis, details are attached herewith as Annexure III.
4. Approved raising of funds by issuing debt securities by way of Private Placement of NCDs subject to approval of shareholders in the ensuing AGM.
5. Approved raising of funds by way of External Commercial Borrowings subject to approval of shareholders in the ensuing AGM.

**CIN: L65920MH1994PLC080220**

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# TRANSWARRANTY FINANCE LIMITED

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Further, the detailed disclosure as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is provided in the annexures herein below.

The meeting of the Board of Directors commenced at 12.30 p.m. and concluded at 4.00 p.m.

We request you to 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**

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## TRANSWARRANTY FINANCE LIMITED

CIN: L65920MH1994PLC080220

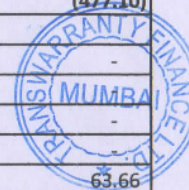
Regd. Office: 403, Regent Chambers, Nariman Point, Mumbai- 400021

Tel. No:40010900, Email: companysecretary@transwarranty.com, Web Site: www.transwarranty.com

## STATEMENT OF STANDALONE / CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2025

(Rs. In Lakhs)

PARTICULARS	STANDALONE				CONSOLIDATED			
	3 Months Ended			Year Ended	3 Months Ended			Year Ended
	30/06/2025	31/03/2025	30/06/2024	31/03/2025	30/06/2025	31/03/2025	30/06/2024	31/03/2025
	Unaudited	Audited	Unaudited	Audited	Unaudited	Audited	Unaudited	Audited
<b>INCOME</b>								
Revenue From Operations:-								
Interest Income	132.72	146.60	103.99	455.50	152.09	161.98	103.99	461.13
Fees and Commission Income	64.22	52.57	72.53	246.13	239.17	186.62	298.10	1,028.88
Net Gain on Fair Value Changes	132.03	540.00	1,307.22	540.04	4.01	-	-	-
<b>Total Revenue from Operations</b>	<b>328.97</b>	<b>739.17</b>	<b>1,483.74</b>	<b>1,241.67</b>	<b>395.27</b>	<b>348.60</b>	<b>402.09</b>	<b>1,490.01</b>
Other Income	3.20	0.51	0.60	4.89	17.14	3.49	21.93	84.06
<b>Total Income</b>	<b>332.17</b>	<b>739.68</b>	<b>1,484.34</b>	<b>1,246.56</b>	<b>412.41</b>	<b>352.09</b>	<b>424.02</b>	<b>1,574.07</b>
<b>EXPENSES</b>								
Finance Costs	102.26	57.39	99.25	353.35	113.05	61.08	110.58	362.77
Fees and Commission Expenses	21.49	47.60	21.84	91.27	86.22	352.14	21.82	395.81
Impairment on Financial Instruments	45.78	(15.49)	18.78	56.14	45.83	(15.66)	19.45	57.04
Employee Benefits Expenses	60.37	52.87	47.25	222.31	140.48	125.90	129.59	535.36
Depreciation and Amortisation Expenses	5.54	5.76	5.83	23.49	12.34	12.58	8.85	50.14
Other Expenses	39.40	43.28	31.73	161.17	98.65	(138.07)	172.31	439.84
<b>Total Expenses</b>	<b>274.84</b>	<b>191.41</b>	<b>224.68</b>	<b>907.73</b>	<b>496.57</b>	<b>397.97</b>	<b>462.60</b>	<b>1,840.97</b>
<b>Profit / (Loss) Before Exceptional and Extra ordinary items and Tax</b>	<b>57.33</b>	<b>548.27</b>	<b>1,259.66</b>	<b>338.83</b>	<b>(84.16)</b>	<b>(45.88)</b>	<b>(38.58)</b>	<b>(266.90)</b>
Exceptional Items	-	210.20	-	210.20	-	-	-	210.20
Reversal of Excess Provision	-	-	-	-	-	-	-	-
<b>Profit / (Loss) Before Extra ordinary items and Tax</b>	<b>57.33</b>	<b>338.07</b>	<b>1,259.66</b>	<b>128.63</b>	<b>(84.16)</b>	<b>(45.88)</b>	<b>(38.58)</b>	<b>(477.10)</b>
Extraordinary Items	-	-	-	-	-	-	-	-
<b>Profit / (Loss) Before Tax</b>	<b>57.33</b>	<b>338.07</b>	<b>1,259.66</b>	<b>128.63</b>	<b>(84.16)</b>	<b>(45.88)</b>	<b>(38.58)</b>	<b>(477.10)</b>
<b>Tax Expense</b>								
Current Tax	-	-	-	-	1.52	-	-	-
Less: MAT Credit Entitlement	-	-	-	-	-	-	-	-
Deferred Tax	-	-	-	-	-	-	-	-
Excess Provision of Tax For Earlier Years	-	-	-	-	-	-	-	-
Prior Period Tax Adjustments	-	63.66	-	63.66	-	63.66	-	63.66
<b>Profit / (Loss) from Continuing Operations After Tax</b>	<b>57.33</b>	<b>274.41</b>	<b>1,259.66</b>	<b>64.97</b>	<b>(85.68)</b>	<b>(109.54)</b>	<b>(38.58)</b>	<b>(540.76)</b>
<b>Profit from Discontinuing Operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Tax Expense of Discontinuing Operations	-	-	-	-	-	-	-	-
<b>Profit from Discontinuing Operations After Tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Profit / (Loss) For the Period</b>	<b>57.33</b>	<b>274.41</b>	<b>1,259.66</b>	<b>64.97</b>	<b>(85.68)</b>	<b>(109.54)</b>	<b>(38.58)</b>	<b>(540.76)</b>



<b>Other Comprehensive Income:-</b>								
<i>Items that will not be reclassified to profit or Loss -</i>								
- Remeasurement of the net defined benefit obligation gain / (loss)	-	1.56	-	1.56	-	(2.41)	-	(0.86)
- Fair valuation on Equity instrument	0.07	(0.24)	-	(0.24)	0.07	(0.24)	-	(0.24)
- Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-	-	-
<b>Total -A</b>	<b>0.07</b>	<b>1.32</b>	<b>-</b>	<b>1.32</b>	<b>0.07</b>	<b>(2.65)</b>	<b>-</b>	<b>(1.10)</b>
<i>Items that will be reclassified to profit or Loss -</i>								
- Remeasurement of the net defined benefit obligation gain / (loss)	-	-	-	-	-	-	-	-
- Fair valuation on Equity instrument	-	-	-	-	-	-	-	-
<b>Total - B</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total - A + B</b>	<b>0.07</b>	<b>1.32</b>	<b>-</b>	<b>1.32</b>	<b>0.07</b>	<b>(2.65)</b>	<b>-</b>	<b>(1.10)</b>
<b>Total Comprehensive Income for the period</b>	<b>57.40</b>	<b>275.73</b>	<b>1,259.66</b>	<b>66.29</b>	<b>(85.61)</b>	<b>(112.19)</b>	<b>(38.58)</b>	<b>(541.85)</b>
<i>Paid-up equity share capital (Rs. 10 each)</i>	5,397.45	5,397.45	4,888.85	5,397.45	5,397.45	5,397.45	4,888.85	5,397.45
Basic Earning Per Share of Rs.10/- each (In Rupees)	0.11	0.53	2.58	0.13	(0.16)	(0.61)	(0.08)	(1.04)
Diluted Earning Per Share of Rs.10/- each (In Rupees)	0.10	0.50	2.58	0.12	(0.15)	(0.61)	(0.08)	(1.04)

1. The above financial results have been 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 July 31, 2025 subject to limited review by the statutory auditors pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The financial results of the Company have been prepared in accordance with Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other recognised accounting practices generally accepted in India.

2. The Company is primarily engaged in a single segment viz. financial services and related activities and therefore the segment reporting is not applicable.

3. In line with the requirements of regulation 47(2) of the listing Regulations, 2015, the results for the quarter ended June 30, 2025 are available on the website of BSE Limited (URL: [www.bseindia.com/corporates](http://www.bseindia.com/corporates)), the National StockExchange of India Limited (URL: [www.nseindia.com/corporates](http://www.nseindia.com/corporates)) and on the company's website [www.transwarranty.com](http://www.transwarranty.com).

4. During the quarter ended March 31, 2025, the Company revised its accounting policy for the measurement of investments in subsidiaries and associates. Previously, such investments were measured using the cost method. Pursuant to Ind AS 109 – Financial Instruments, the Company had elected to measure these investments at Fair Value Through Profit or Loss (FVTPL) to better reflect the economic substance of the underlying transactions.

This change in accounting policy has been accounted for retrospectively in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors. Consequently, the comparative financial results for the quarter ended June 30, 2024, have been restated to reflect the fair value measurement. The restated results include an unrealised gain of ₹1,307.16 lakhs for the quarter ended June 30, 2024.

It may be noted that the financial results for the quarter ended June 30, 2024, originally published on August 9, 2024, were based on the cost method, as the policy change was effected subsequent to that period. The restated comparative figures now presented appropriately reflect the revised policy.

5. Figures have been regrouped and rearranged wherever necessary.

Place : Mumbai  
Date : 31-07-2025



For and on behalf of the Board

*Kumar Nair*

Kumar Nair  
Managing Director  
DIN 00320541

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DEOKI BIJAY & CO.  
Chartered Accountants

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10 Laxmi Enclave  
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**Independent Auditor's Review Report on Unaudited Standalone Financial Results for the quarter ended June 30, 2025 of Transwarranty Finance Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended)**

**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, 2025 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), read with relevant circulars issued by Securities and Exchange Board of India ("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" ("IND AS 34"), as prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued there under ("the Act") and other accounting principles generally accepted in India, and is in compliance with the presentation and disclosure requirements of Regulation 33 of Listing Regulations, including relevant circulars issued by SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (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 of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. 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 Listing Regulations, as

amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Emphasis of Matter**

5. We draw attention to Note 4 of the accompanying Statement, which describes a change in the Company's accounting policy for measuring its investment in subsidiaries and associates. Effective March 31, 2025, the Company transitioned from the cost method to fair value measurement in accordance with Ind AS 109 – Financial Instruments. This change has been applied retrospectively as per the requirements of Ind AS 8 – “Accounting Policies, Changes in Accounting Estimates and Errors”. Consequently, the comparative figures for the quarter ended June 30, 2024, have been restated to reflect this change, resulting in the recognition of unrealized gains amounting to INR 1,307.16 lacs in the statement of profit and loss for that period. We further note that the financial results for the said quarter, as originally published on August 09, 2024, were based on the earlier cost method, as the policy change was effected after that reporting date. Our conclusion is not modified in respect of this matter.

**Other Matter**

6. The review of unaudited quarterly financial results for the period ended June 30, 2024, included in the Statement was carried out and reported by S S Khan & Co, Chartered Accountants who has expressed unmodified conclusion vide their review report dated August 09, 2024, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

**For Deoki Bijay & Co**

**Chartered Accountants**

**ICAI FRN: 313105E**

**CA Sushil Kumar Agrawal**

**Partner**

**ICAI membership No: 059051**

**Place:- Mumbai**

**Date:- July 31, 2025**

**ICAI UDIN:- 25059051BMOZWS7375**

*Sushil K. Agrawal*





DEOKI BIJAY & CO.  
Chartered Accountants

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sushil.agrawal@dbcca.co.in  
www.dbcca.co.in

**Independent Auditor's Review Report on Unaudited Consolidated Financial Results for the quarter ended June 30, 2025 of Transwarranty Finance Limited pursuant to the Regulation 33 of the 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, 2025 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), read with relevant circulars issued by Securities and Exchange Board of India ("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" ("IND AS 34") 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, and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations including relevant circulars issued by SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (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 of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. 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 Listing Regulations, as amended, to the extent applicable.
4. The Statement includes the results of the following entities:

**Holding Company**

Transwarranty Finance Limited

### **Subsidiaries**

- 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 Listing Regulations, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

### **Other Matters**

6. We did not review the interim financial results of two subsidiaries included in the unaudited consolidated financial results, whose interim financial results reflect revenue from operations of INR 9.37 lacs, Other Income of Nil, total net profit after tax of INR 4.32 lacs and total comprehensive income of INR 4.32 lacs for the quarter ended June 30, 2025 as considered in the unaudited consolidated financial results. These interim financial results have not been reviewed by us 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.
7. The review of unaudited consolidated quarterly financial results for the period ended June 30, 2024, included in the Statement was carried out and reported by S S Khan & Co, Chartered Accountants who has expressed unmodified conclusion vide their review report dated August 09, 2024, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

**For Deoki Bijay & Co**

**Chartered Accountants**

**ICAI FRN: 313105E**

**CA Sushil Kumar Agrawal**

**Partner**

**ICAI membership No: 059051**

**Place:- Mumbai**

**Date:- July 31, 2025**

**ICAI UDIN:- 25059051BMOZWT2047**

*Sushil K. Agrawal*





# TRANSWARRANTY FINANCE LIMITED

## ANNEXURE II- APPOINTMENT OF SECRETARIAL AUDITOR

Sr. No.	Particulars	Description
1	Name of the Firm	M/s. Yogesh Sharma & Co, Company Secretaries COP: 11305 Peer Review Certificate No.: 1583/202 B-1, Neha Apartments, Opp. Badwaik Hospital, LBS Marg, Bhandup(W), Mumbai-400078 Contact No.: +91 9833124864 Mail Id: csysharma@gmail.com
2	Reason for change viz. appointment, <del>re-appointment, resignation, removal, death or otherwise;</del>	Re-appointed as Secretarial Auditor of the Company pursuant to Section 204 of the Companies Act, 2013 and Rules made thereunder and in accordance with the Listing Regulations, as amended from time to time.
3	Date of appointment/ <del>reappointment/</del> cessation (as applicable) & term of appointment/ <del>reappointment;</del>	Re-appointed for a period of five years effective from the financial year 2025-26 to 2029-30, subject to the approval of the shareholders in the ensuing Annual General Meeting.
4.	Brief profile (in case of Appointment)	M/s. Yogesh Sharma & Co, a reputed Practicing Company Secretary firm established in 2011 by Mr. Yogesh Sharma, a Fellow Member of the Institute of Company Secretaries of India, has a team of experienced and qualified company secretaries. Over the years, the firm has built a diverse client base, serving various corporates and its clientele spans companies in the Manufacturing public sector, Health Care sector, Textile Industries, NBFCs & Stock Broking companies, leading corporates and not-for-profit organizations. The firm offers a wide range of services, including secretarial audits, corporate governance consulting, certifications and regulatory advisory.
5.	Disclosure of relationship between Directors (in case of appointment of a director)	Not applicable

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# TRANSWARRANTY FINANCE LIMITED

## ANNEXURE III DETAILS OF ISSUANCE OF UNLISTED NON-CONVERTIBLE DEBENTURES

Type of Securities	Secured and/or Unsecured Non-convertible Debentures (NCDs)				
Type of Issuance	Private Placement				
Total No of Securities proposed to be issued or total amount for which the securities will be issued	295 Secured NCDs and/or 500 nos. Unsecured NCDs of Rs. 1 lakh each and/or 50 Special Category NCDs of Rs. 10 lakh each				
Size of the issue	upto Rs. 12,95,00,000/- ( Rupees Twelve Crore Ninety Five Lakh only)				
Whether proposed to be listed?	No				
Tenure of the instrument (date of allotment and date of maturity)	Category	Secured		Unsecured	
	Tenure	3 Years	5 years	5 Years	367 Days (Special Category) (Rs. 1 Cr or more per Investor)
	Frequency of Interest Payment	Quarterly	Monthly	Monthly	Quarterly
	Coupon (%) per annum- Fixed	11.25% p.a.	11.50% p.a.	12.00% p.a.	12.00% p.a.
Coupon/Interest Offered, Schedule of Payment of Coupon/Interest and Principal	As stated above				
Charge/security, if any, created over the assets	Secured Debentures shall be secured by way of <i>pari-passu</i> charge on certain current assets of the Company. There is no charge/security for Unsecured NCDs.				
Special right/interest/privileges attached to the instrument and changes thereof	Not applicable				
Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not applicable				
Details of any letter or comments regarding payment/non-payment of	Not applicable				

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interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	
Details of redemption of debentures	Source of redemption will be decided as and when the event of redemption occurs for various NCDs issued of various maturities
Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

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