

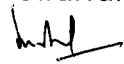


# TRANSWARRANTY FINANCE LIMITED

## STATEMENT AS PER CLAUSE 20 OF THE LISTING AGREEMENT FOR THE PERIOD ENDED 31 MARCH 2012 (Consolidated)

|     |                                                     | (for 12 months)<br>31.03.2012 | (for 12 months)<br>31.03.2011 |
|-----|-----------------------------------------------------|-------------------------------|-------------------------------|
|     |                                                     | (Rs. In Lacs)                 |                               |
| 1.  | Total Turnover                                      | 3,437.76                      | 1,922.68                      |
| 2.  | Gross Profit :                                      | 807.19                        | 100.62                        |
|     | (before interest, depreciation and tax)             |                               |                               |
|     | (a) Interest                                        | 175.91                        | 85.00                         |
|     | (b) Depreciation                                    | 67.55                         | 64.24                         |
| 3.  | Pre-Tax Profit                                      | 563.73                        | (48.62)                       |
| 4.  | Taxation – Provision of Wealth Tax                  | 0.00                          | 0.00                          |
|     | - Provision for Income Tax                          | 96.00                         | 1.29                          |
|     | - Provision for Fringe Benefit Tax                  | 0.00                          | 0.00                          |
|     | - Deferred Tax Liability                            | (36.65)                       | (19.75)                       |
|     | - Prior Period Tax Adjustment                       | 0.08                          | 5.26                          |
| 5.  | Extra Ordinary Item                                 | 0.00                          | 0.00                          |
| 6.  | Net Profit                                          | 504.45                        | (35.42)                       |
| 7.  | Appropriations :                                    |                               |                               |
|     | (a) General Reserve                                 | 0.00                          | 0.00                          |
|     | (b) Investment Allowance Reserve                    | 0.00                          | 0.00                          |
|     | (c) Debenture redemption Reserve                    | 0.00                          | 0.00                          |
|     | (d) Any other Reserve (Reserve U/S45 IC of RBI Act) | 134.50                        | 9.33                          |
|     | (e) Dividend                                        | 122.30                        | 0.00                          |
|     | (f) Tax on Proposed Dividend                        | 19.84                         | 0.00                          |
|     | Preference Share Dividend                           | 0.00                          | 0.00                          |
|     | Tax on Preference Share Dividend                    | 0.00                          | 0.00                          |
|     | (g) Bonus                                           |                               |                               |
|     | (h) Set off against General Reserve                 | 0.00                          | 0.00                          |
|     | (i) Set off against Revaluation Reserve             | 0.00                          | 0.00                          |
| 8.  | Profit brought forward                              | (29.79)                       | (16.18)                       |
| 9.  | Profit carried forward                              | 0.00                          | 0.00                          |
| 10. | Profit carried forward to Balance Sheet             | 384.72                        | 6.76                          |
| 11. | Total Paid-up capital                               | 2,446.06                      | 2159.96                       |
| 12. | Closure of Register of Members :                    |                               |                               |
| 13. | Rate of Dividend                                    | 5%                            | Nil                           |
| 14. | Date, Time, and venue of AGM                        |                               |                               |

For Transwarranty Finance Limited

  
Company Secretary

Date : 18.05.2012  
Place : Mumbai

| TRANSWARRANTY FINANCE LIMITED                                             |                                                                                                         |                |            |            |            |            |            |                |            |            |            |            |            |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|----------------|------------|------------|------------|------------|------------|----------------|------------|------------|------------|------------|------------|
| Regd. Office: 403, Regent Chambers, Nariman Point, Mumbai- 400021         |                                                                                                         |                |            |            |            |            |            |                |            |            |            |            |            |
| AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2012 |                                                                                                         |                |            |            |            |            |            |                |            |            |            |            |            |
| (Rs. in Lakhs)                                                            |                                                                                                         |                |            |            |            |            |            |                |            |            |            |            |            |
| S.No                                                                      | PARTICULARS                                                                                             | STANDALONE     |            |            |            |            |            | CONSOLIDATED   |            |            |            |            |            |
|                                                                           |                                                                                                         | 3 Months Ended |            |            | Year Ended |            |            | 3 Months Ended |            |            | Year Ended |            |            |
|                                                                           |                                                                                                         | 31/03/2012     | 31/12/2011 | 31/03/2011 | 31/03/2012 | 31/03/2011 | 31/03/2011 | 31/03/2012     | 31/12/2011 | 31/03/2011 | 31/03/2012 | 31/03/2011 | 31/03/2011 |
|                                                                           |                                                                                                         | Unaudited      | Unaudited  | Unaudited  | Audited    | Audited    | Unaudited  | Unaudited      | Unaudited  | Unaudited  | Unaudited  | Unaudited  | Audited    |
| 1                                                                         | (a) Net Sales / Income from Operations                                                                  | 813.67         | 172.78     | 163.41     | 1,805.37   | 689.89     | 1,051.77   | 368.13         | 71.93      | 416.71     | 2,729.08   | 1,624.29   | 1,624.29   |
|                                                                           | (b) Other Operating Income                                                                              | (26.93)        | 24.16      | 7.92       | 520.54     | 148.38     | (2.55)     | 71.93          | 708.67     | 58.01      | 708.67     | 298.42     | 298.42     |
|                                                                           | Total Income                                                                                            | 786.74         | 196.94     | 171.33     | 2,325.91   | 838.27     | 1,049.22   | 440.06         | 780.60     | 474.72     | 3,437.75   | 1,922.71   | 1,922.71   |
| 2                                                                         | Expenditure                                                                                             |                |            |            |            |            |            |                |            |            |            |            |            |
|                                                                           | a) Purchase of Stock in Trade                                                                           | 574.13         | -          | -          | 574.13     | -          | 574.13     | -              | -          | -          | 574.13     | -          | -          |
|                                                                           | b) Employees Benefits Expenses                                                                          | 118.69         | 83.14      | 79.51      | 387.16     | 304.46     | 218.83     | 205.96         | 196.96     | 196.96     | 889.66     | 691.37     | 691.37     |
|                                                                           | c) Depreciation and Amortisation Expense                                                                | 3.01           | 5.02       | 2.90       | 15.66      | 10.58      | 6.59       | 21.82          | 14.06      | 14.06      | 67.55      | 64.24      | 64.24      |
|                                                                           | d) Other Expense                                                                                        | 96.99          | 63.40      | 54.60      | 482.85     | 433.58     | 287.07     | 211.35         | 226.02     | 226.02     | 1,162.59   | 1,130.70   | 1,130.70   |
|                                                                           | Total Expenditure                                                                                       | 792.82         | 151.56     | 137.01     | 1,459.80   | 748.62     | 1,086.62   | 439.15         | 437.04     | 437.04     | 2,693.93   | 1,886.31   | 1,886.31   |
| 3                                                                         | Profit / (Loss) from Operations before Other Income, Finance Cost & Exceptional Items (1-2)             | (6.08)         | 45.38      | 34.32      | 866.11     | 89.65      | (37.40)    | 0.91           | 37.68      | 37.68      | 743.82     | 36.40      | 36.40      |
| 4                                                                         | Other Income                                                                                            | -              | -          | -          | -          | -          | -          | -              | -          | -          | -          | -          | -          |
| 5                                                                         | Profit / (Loss) from Ordinary Activities before Finance Cost & Exceptional Items (3+4)                  | (6.08)         | 45.38      | 34.32      | 866.11     | 89.65      | (37.40)    | 0.91           | 37.68      | 37.68      | 743.82     | 36.40      | 36.40      |
| 6                                                                         | Finance Cost                                                                                            | 32.17          | 28.69      | 12.39      | 97.33      | 40.39      | 16.42      | 56.39          | 14.06      | 14.06      | 175.91     | 85.01      | 85.01      |
| 7                                                                         | Profit / (Loss) from Ordinary Activities after Finance Cost but before Exceptional Items (5-6)          | (38.25)        | 16.69      | 21.93      | 768.78     | 48.26      | (53.82)    | (55.48)        | 23.62      | 23.62      | 567.91     | (48.61)    | (48.61)    |
| 8                                                                         | Exceptional Items                                                                                       | -              | -          | -          | -          | -          | 4.19       | -              | -          | -          | 4.19       | -          | -          |
| 9                                                                         | Profit / (Loss) from Ordinary Activities before Tax (7 - 8)                                             | (38.25)        | 16.69      | 21.93      | 768.78     | 48.26      | (58.01)    | (55.48)        | 23.62      | 23.62      | 567.91     | (48.61)    | (48.61)    |
| 10                                                                        | Tax Expense                                                                                             | (11.00)        | 7.00       | 1.29       | 96.00      | 1.29       | (11.00)    | 7.00           | 1.29       | 1.29       | 96.00      | 1.29       | 1.29       |
|                                                                           | (a) Current Tax                                                                                         | -              | (0.04)     | (0.03)     | 0.36       | 1.32       | (21.46)    | (3.56)         | 1.29       | 1.29       | 96.00      | 1.29       | 1.29       |
|                                                                           | (b) Deferred Tax                                                                                        | -              | -          | 5.26       | (0.08)     | 5.26       | (32.46)    | 3.44           | (7.43)     | (7.43)     | 59.27      | (13.20)    | (13.20)    |
|                                                                           | (c) Prior Period Tax Adjustment                                                                         | -              | -          | 6.52       | 96.28      | 7.87       | (25.55)    | (58.92)        | 9.01       | 9.01       | 504.45     | (35.41)    | (35.41)    |
| 11                                                                        | Net Profit / (Loss) from Ordinary Activities After Tax (9 -10)                                          | (27.25)        | 9.73       | 15.41      | 672.50     | 41.39      | (25.55)    | (58.92)        | 9.01       | 9.01       | 504.45     | (35.41)    | (35.41)    |
| 12                                                                        | Extraordinary Item (Net of Tax Expense Rs.)                                                             | -              | -          | -          | -          | -          | -          | -              | -          | -          | -          | -          | -          |
| 13                                                                        | Net Profit / (Loss) For the period ( 11-12 )                                                            | (27.25)        | 9.73       | 15.41      | 672.50     | 41.39      | (25.55)    | (58.92)        | 9.01       | 9.01       | 504.45     | (35.41)    | (35.41)    |
| 14                                                                        | Share of profit / (Loss) of Associates                                                                  | -              | -          | -          | -          | -          | -          | -              | -          | -          | -          | -          | -          |
| 15                                                                        | Minority Interest                                                                                       | -              | -          | -          | -          | -          | -          | -              | -          | -          | -          | -          | -          |
| 16                                                                        | Net Profit / (Loss) after taxes, minority Interest and share of profit/ (loss) of associates (13+14-15) | (27.25)        | 9.73       | 15.41      | 672.50     | 41.39      | (25.55)    | (58.92)        | 9.01       | 9.01       | 504.45     | (35.41)    | (35.41)    |
| 17                                                                        | Paid-up Equity Share Capital (Face Value of Rs.10/- per share)                                          | 2,446.06       | 2,446.06   | 2,159.97   | 2,446.06   | 2,159.97   | 2,446.06   | 2,446.06       | 2,446.06   | 2,159.97   | 2,446.06   | 2,159.97   | 2,159.97   |
| 18                                                                        | Reserves excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year                | -              | -          | -          | 3,326.46   | 2,796.11   | -          | -              | -          | -          | 3,326.66   | 2,714.05   | 2,714.05   |
| 19.i                                                                      | Earnings Per Share (EPS) before Extraordinary items of Rs.10/- each ( Not Annualised)                   |                |            |            |            |            |            |                |            |            |            |            |            |
|                                                                           | (a) Basic                                                                                               | (0.12)         | 0.04       | 0.09       | 2.88       | 0.24       | 0.11       | (0.26)         | 0.05       | 0.05       | 2.16       | (0.21)     | (0.21)     |
|                                                                           | (b) Diluted                                                                                             | (0.12)         | 0.04       | 0.09       | 2.88       | 0.24       | 0.11       | (0.26)         | 0.05       | 0.05       | 2.16       | (0.21)     | (0.21)     |
| 19.ii                                                                     | Earnings Per Share (EPS) ( after Extraordinary items) of Rs.10/- each ( Not Annualised)                 |                |            |            |            |            |            |                |            |            |            |            |            |
|                                                                           | (a) Basic                                                                                               | (0.12)         | 0.04       | 0.09       | 2.88       | 0.24       | 0.11       | (0.26)         | 0.05       | 0.05       | 2.16       | (0.21)     | (0.21)     |
|                                                                           | (b) Diluted                                                                                             | (0.12)         | 0.04       | 0.09       | 2.88       | 0.24       | 0.11       | (0.26)         | 0.05       | 0.05       | 2.16       | (0.21)     | (0.21)     |
| A                                                                         | PARTICULARS OF SHAREHOLDING                                                                             |                |            |            |            |            |            |                |            |            |            |            |            |
| 1                                                                         | Public Shareholding:                                                                                    |                |            |            |            |            |            |                |            |            |            |            |            |
|                                                                           | (a) Number of equity shares                                                                             | 11,347,591     | 11,358,100 | 11,358,100 | 11,347,591 | 11,358,100 | 11,347,591 | 11,358,100     | 11,358,100 | 11,358,100 | 11,347,591 | 11,358,100 | 11,358,100 |
|                                                                           | (b) Percentage of Shareholding                                                                          | 46.39          | 46.43      | 55.01      | 46.39      | 55.01      | 46.39      | 46.43          | 55.01      | 55.01      | 46.39      | 55.01      | 55.01      |
| 2                                                                         | Promoters and Promoter group share holding                                                              |                |            |            |            |            |            |                |            |            |            |            |            |
|                                                                           | (a) Pledged / Encumbered                                                                                |                |            |            |            |            |            |                |            |            |            |            |            |
|                                                                           | -- Number of Shares                                                                                     | Nil            | 1,430,000  | 1,300,000  | Nil        | 1,300,000  | Nil        | 1,430,000      | 10.91      | 14.00      | Nil        | 1,300,000  | 14.00      |
|                                                                           | -- Percentage of Shares (as a % of the total shareholding of promoter and promoter group)               | Nil            | 10.91      | 14.00      | Nil        | 14.00      | Nil        | 10.91          | 14.00      | 14.00      | Nil        | 14.00      | 14.00      |
|                                                                           | -- Percentage of Shares (as a % of the total Share Capital of the company)                              | Nil            | 5.85       | 6.30       | Nil        | 6.30       | Nil        | 5.85           | 6.30       | 6.30       | Nil        | 6.30       | 6.30       |
| (b) Non Encumbered                                                        |                                                                                                         |                |            |            |            |            |            |                |            |            |            |            |            |
|                                                                           | -- Number of Shares                                                                                     | 13,112,977     | 11,674,268 | 7,987,928  | 13,112,977 | 7,987,928  | 13,112,977 | 11,674,268     | 89.09      | 86.00      | 13,112,977 | 7,987,928  | 7,987,928  |
|                                                                           | -- Percentage of Shares (as a % of the total shareholding of promoter and promoter group)               | 53.61          | 89.09      | 86.00      | 53.61      | 86.00      | 53.61      | 89.09          | 86.00      | 86.00      | 53.61      | 86.00      | 86.00      |
|                                                                           | -- Percentage of Shares (as a % of the total Share Capital of the company)                              | 53.61          | 47.72      | 38.69      | 53.61      | 38.69      | 53.61      | 47.72          | 38.69      | 38.69      | 53.61      | 38.69      | 38.69      |

| B | INVESTOR COMPLAINTS                            | 3 Months Ended 31-03-2012 |
|---|------------------------------------------------|---------------------------|
|   | Particulars                                    |                           |
| 1 | Pending at the beginning of the quarter        | Nil                       |
| 2 | Received during the quarter                    | Nil                       |
| 3 | Disposed During the quarter                    | Nil                       |
| 4 | Remaining Unresolved at the end of the quarter | Nil                       |

| PARTICULARS                                 | STANDALONE              |                         | CONSOLIDATED            |                         |
|---------------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|                                             | 31/03/2012<br>(Audited) | 31/03/2011<br>(Audited) | 31/03/2012<br>(Audited) | 31/03/2011<br>(Audited) |
| <b>A EQUITY AND LIABILITIES</b>             |                         |                         |                         |                         |
| 1 <b>Share holders Funds</b>                |                         |                         |                         |                         |
| (a) Share Capital                           | 2,446.06                | 2,159.97                | 2,446.06                | 2,159.97                |
| (b) Reserves and Surplus                    | 3,326.46                | 2,796.11                | 3,233.66                | 2,714.44                |
| (c) Money Received Against Share Warrants   |                         |                         |                         |                         |
| Sub Total- Share Holders Fund               | 5,772.52                | 4,956.08                | 5,679.72                | 4,874.40                |
| 2 Share application money pending allotment |                         |                         |                         |                         |
| 3 Minority Interest                         |                         |                         | 686.34                  | 842.45                  |
| 4 <b>Non Current Liabilities</b>            |                         |                         |                         |                         |
| (a) Long Term Borrowings                    | 265.20                  | 268.27                  | 386.99                  | 382.84                  |
| (b) Deferred Tax Liabilities                |                         |                         |                         | 6.40                    |
| (c) Other Long Term Liabilities             | 11.46                   | 0.57                    | 42.61                   | 16.54                   |
| (d) Long Term Provisions                    | 299.07                  | 294.75                  | 299.07                  | 294.75                  |
| Sub Total- Non Current Liabilities          | 575.73                  | 563.60                  | 728.67                  | 700.53                  |
| 5 <b>Current Liabilities</b>                |                         |                         |                         |                         |
| (a) Short Term Borrowings                   | 91.60                   | 130.00                  | 277.95                  | 180.01                  |
| (b) Trade Payables                          | 29.21                   | 2.56                    | 2,114.25                | 2,959.05                |
| (c) Other Current Liabilities               | 462.59                  | 97.57                   | 578.97                  | 501.17                  |
| (d) Short Term Provisions                   | 252.09                  | 12.07                   | 265.04                  | 26.73                   |
| Sub Total- Current Liabilities              | 835.59                  | 242.21                  | 3,236.20                | 3,666.96                |
| <b>TOTAL EQUITY AND LIABILITIES</b>         | <b>7,183.74</b>         | <b>5,761.88</b>         | <b>10,330.93</b>        | <b>10,084.35</b>        |
| <b>B ASSETS</b>                             |                         |                         |                         |                         |
| 1 <b>Non - Current Assets</b>               |                         |                         |                         |                         |
| (a) Fixed Assets                            | 55.46                   | 45.06                   | 352.50                  | 366.93                  |
| (b) Goodwill on Consolidation               |                         |                         | 446.58                  | 513.11                  |
| (c) Non - Current Investments               | 1,411.21                | 1,461.54                | 204.92                  | 205.67                  |
| (d) Deferred Tax Assets                     | 1.31                    | 1.67                    | 30.25                   |                         |
| (e) Long Term Loans and Advances            | 3,338.91                | 3,432.46                | 3,174.96                | 3,146.13                |
| (f) Other Non Current Assets                | 0.31                    | 33.26                   | 0.31                    | 33.26                   |
| Sub Total- Non Current Assets               | 4,807.20                | 4,973.99                | 4,209.51                | 4,265.10                |
| 2 <b>Current Assets</b>                     |                         |                         |                         |                         |
| (a) Current Investments                     | 5.62                    |                         | 5.62                    |                         |
| (b) Inventories                             |                         |                         |                         |                         |
| (c) Trade Receivables                       | 168.22                  | 147.10                  | 1,587.25                | 1,912.21                |
| (d) Cash and Cash Equivalents               | 66.96                   | 50.29                   | 807.28                  | 1,275.52                |
| (e) Short Term Loans and Advances           | 2,024.45                | 572.22                  | 3,609.99                | 2,613.25                |
| (f) Other Current Assets                    | 111.29                  | 18.28                   | 111.28                  | 18.28                   |
| Sub Total- Current Assets                   | 2,376.54                | 787.89                  | 6,121.42                | 5,819.25                |
| <b>TOTAL - ASSETS</b>                       | <b>7,183.74</b>         | <b>5,761.88</b>         | <b>10,330.93</b>        | <b>10,084.35</b>        |

1. The above audited financial results were reviewed by the audit committee and were approved and taken on record by the Board of Directors at their meeting held on May 18, 2012.

2. The EPS has been computed in accordance with the Accounting Standard (AS-20) issued by the ICAI.

3. The Consolidated results have been compiled based on Accounting Standard (AS-21) issued by ICAI.

4. The Company is primarily engaged in a single segment viz. financial services and related activities and therefore the Accounting Standard (AS-17) on Segment Reporting issued by ICAI is not applicable.

5. Figures of the last quarter are balancing figures between audited figures in respect of the full year ended 31 March 2012 and the published year to date figures upto the third quarter ended 31 December 2011.

6. 3,814,540 partly paid shares issued on 29.10.10 were made fully paid up on 13.10.2011 pursuant to the Scheme of amalgamation as approved by the Hon'ble High Court, Bombay.

7. The Board of Directors has recommended a dividend of 5%, i.e. Rs.0.50 per share of Rs.10/- (p.y. Rs. Nil), subject to the approval of the members in the General Meeting.

8. Figures have been regrouped and rearranged wherever necessary.

For and on behalf of the Board

Place : Mumbai  
Date : 18-05-2012

Kumar Nair  
Managing Director

