



TRANSWARRANTY FINANCE LIMITED

TFL\SEC\2017\27

11/08/2017

The Manager,
Corporate Relations Dept.,
Bombay Stock Exchange Ltd.,
P.J. Towers,
Dalal Street, Fort
Mumbai- 400 001

The Manager
Listing Department
National Stock Exchange of India Ltd.
Bandra Kurla Complex
Bandra (East)
Mumbai

BSE Scrip Code : 532812

NSE Scrip Code : TFL

Dear Sir,

Sub: Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Consolidated Scrutinizer's Report

Please find attached herewith Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer's Report on the 23rd Annual General Meeting of our Company held on 10.08.2017. Kindly note that all the resolutions mentioned in the Notice were passed with requisite majority.

We request you to kindly take the same on record.

Thanking you

Yours faithfully,
For Transwarranty Finance Limited

Company Secretary



Encl : as above

CIN : L65920MH1994PLC080220

403, Regent Chambers, Nariman Point, Mumbai - 400 021. • Tel : 6630 6090 / 2204 7965
Fax : 6630 6655 / 4001 0999 • e-mail : mail@transwarranty.com • website : www.transwarranty.com



TRANSWARRANTY FINANCE LIMITED

Voting Results

Date of AGM	10.08.2017
Total Number of shareholders on record date	4977
No. of shareholders present in the meeting either in person or through proxy:-	
Promoters and Promoter Group	1
Public	71
No. of shareholders attended the meeting through Video Conferencing:-	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable



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TRANSWARRANTY FINANCE LIMITED

Agenda wise disclosure:

Resolution 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the Reports of the Directors and Auditors thereon.

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	E-Voting	13114927	12976167	NA	12976167	0	100.0000	0.0000
	Poll		0	NA	0	0	0.0000	0.0000
	Total		12976167	NA	12976167	0	100.0000	0.0000
Public - Institutions	E-Voting	0	0	NA	0	0	0.0000	0.0000
	Poll		0	NA	0	0	0.0000	0.0000
	Total		0	NA	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	286641	NA	286450	191	99.9334	0.0666
	Poll		24744	NA	24744	0	100.0000	0.0000
	Total		311385	NA	311194	191	99.9387	0.0613
Total		24460568	13287552		13287361	191	99.9986	0.0014

Resolution 2: To appoint a Director in place of Mr. U. Ramachandran (DIN- 00493707), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	E-Voting	13114927	12976167	NA	12976167	0	100.0000	0.0000
	Poll		0	NA	0	0	0.0000	0.0000
	Total		12976167	NA	12976167	0	100.0000	0.0000
Public –Institutions	E-Voting	0	0	NA	0	0	0.0000	0.0000
	Poll		0	NA	0	0	0.0000	0.0000
	Total		0	NA	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	19732	NA	19041	691	96.4981	3.5019
	Poll		24744	NA	24744	0	100.0000	0.0000
	Total		44476	NA	43785	691	98.4464	1.5536
Total		24460568	13020643		13019952	691	99.9947	0.0053



TRANSWARRANTY FINANCE LIMITED

Resolution 3: To ratify the appointment of M/s Rahul Gautam Divan & Associates, Chartered Accountants (Firm Registration No. 120294W) as Statutory Auditors and to fix their remuneration

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	E-Voting	13114927	12976167	NA	12976167	0	100.0000	0.0000
	Poll		0	NA	0	0	0.0000	0.0000
	Total		12976167	NA	12976167	0	100.0000	0.0000
Public - Institutions	E-Voting	0	0	NA	0	0	0.0000	0.0000
	Poll		0	NA	0	0	0.0000	0.0000
	Total		0	NA	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	286641	NA	286250	391	99.8636	0.1364
	Poll		24744	NA	24744	0	100.0000	0.0000
	Total		311385	NA	310994	391	99.8744	0.1256
Total		24460568	13287552		13287161	391	99.9971	0.0029

Resolution 4: To re-appoint Mr. Kumar Nair (DIN 00320541) as Managing Director and CEO for a period of three years

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	E-Voting	13114927	0	NA	0	0	0.0000	0.0000
	Poll		0	NA	0	0	0.0000	0.0000
	Total		0	NA	0	0	0.0000	0.0000
Public - Institutions	E-Voting	0	0	NA	0	0	0.0000	0.0000
	Poll		0	NA	0	0	0.0000	0.0000
	Total		0	NA	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	286641	NA	286150	491	99.8287	0.1713
	Poll		24744	NA	24744	0	100.0000	0.0000
	Total		311385	NA	310894	491	99.8423	0.1577
Total		24460568	311385		310894	491	99.8423	0.1577



M.P. SHARMA & CO.

COMPANY SECRETARIES

M.P. Sharma
M.Com., LL.M., FCS.

Phone Office: 25952322
Tele Fax: 25952975
Email: mpsharma1952@gmail.com

To,

The Chairman,

TRANSWARRANTY FINANCE LIMITED,

403, Regent Chambers, Nariman Point,
Mumbai- 400021

Dear Sir,

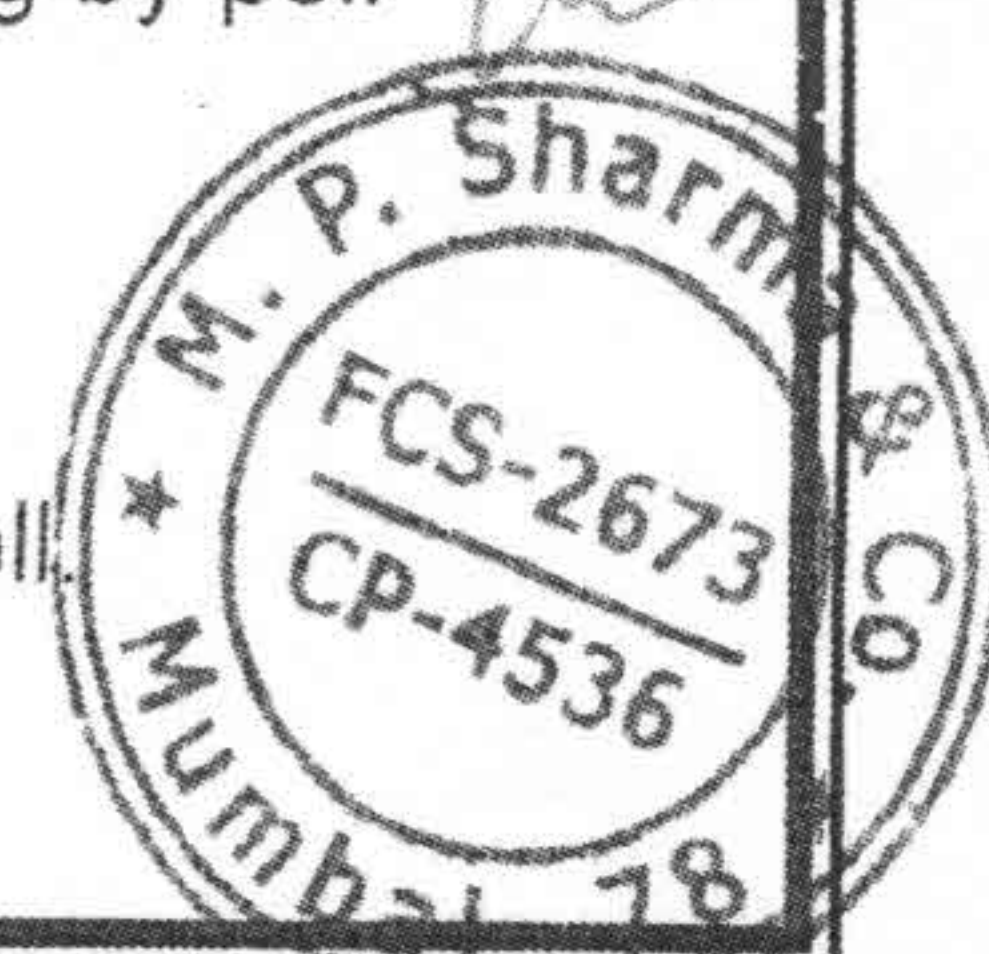
Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at Annual General Meeting (AGM) held on 10th August, 2017.

The Board of the Company at its meeting held on 27th April 2017 had appointed me as a scrutinizer for the remote e-voting held from 7th August, 2017 at 9.00 a.m. till 9th August, 2017 at 5.00 p.m. and the Chairman of Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 10th August, 2017. The shareholders of the company holding shares as on "cut-off date" i.e. 3rd August, 2017 were entitled to vote on resolution as set out in the notice of the AGM.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider for extending the facility of electronic voting to the shareholders of the Company from 7th August, 2017 at 9.00 a.m. till 9th August, 2017 at 5.00 p.m. The remote e-voting facility was then unblocked after the AGM, in the presence of two witnesses who were not in the employment of the Company. For further details on remote e-voting process kindly refer my scrutinizer's report dated 10th August, 2017.

At the AGM of the Company held on 10th August, 2017, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details on voting by poll kindly refer my scrutinizer's report in form MGT-13 dated 10th August, 2017.

I hereby submit my following consolidated report on remote e-voting together with the poll.



Address: 'B-1' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai - 400 078.

CONSOLIDATED REPORT

Resolution no 1: Adoption of Financial Statements for the year ended 31st March, 2017

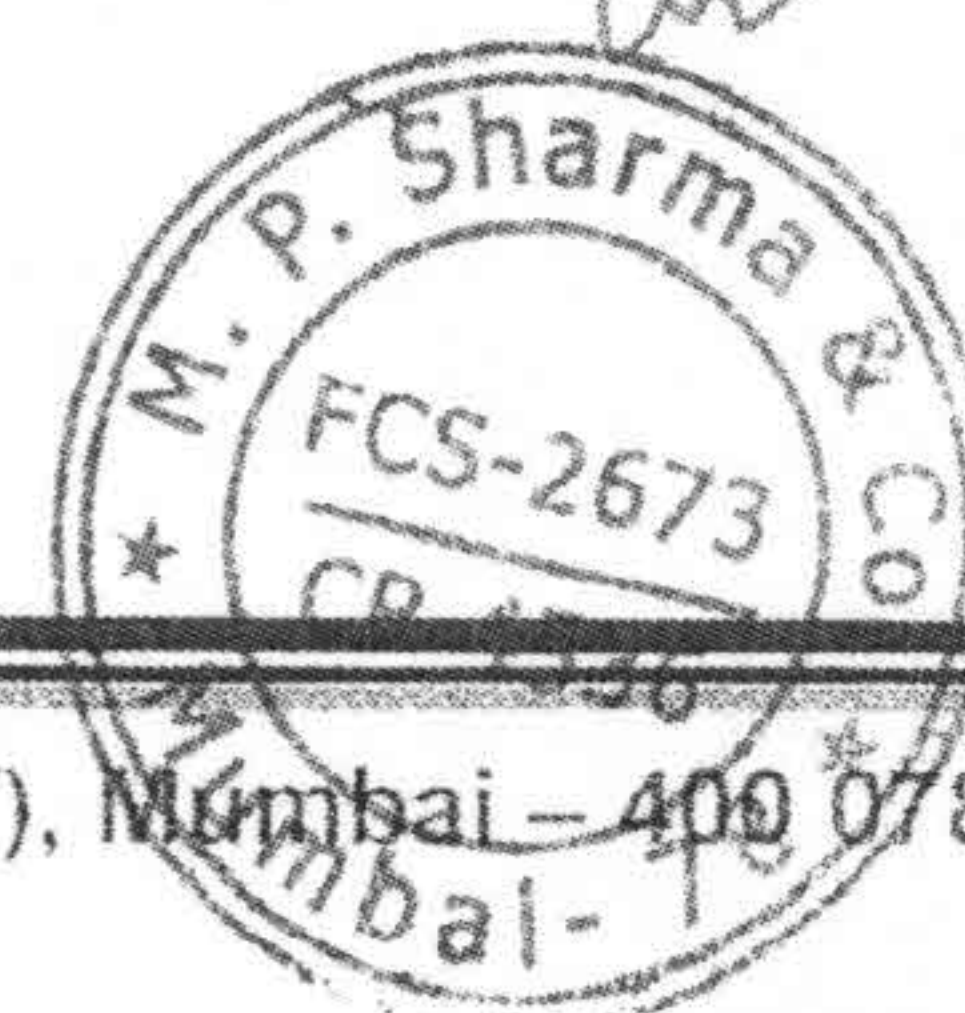
Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13262617	24744	13287361	99.99
Votes against the Resolution	191	Nil	191	0.01
Total	13262808	24744	13287552	100

Resolution No. 2: Re-appointment of Mr. U Ramchandran (DIN 00493707) Director in place of Director who retires by rotation.

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	12995208	24744	13019952	99.99
Votes against the Resolution	691	Nil	691	0.01
Total	12995899	24744	13020643	100

Resolution No.3 Ratification of M/s. Rahul Gautam & Associates., Chartered Accountants as Auditors and fixation of remuneration thereof.

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	13262417	24744	13287161	99.99
Votes against the Resolution	391	Nil	391	0.01
Total	13262808	24744	13287552	100



Resolution No.4: Re-appointment of Mr. Kumar Nair (DIN 00320541) as a Managing Director and CEO of the company for a term of three years.

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	286150	24744	310894	99.84
Votes against the Resolution	491	Nil	491	0.16
Total	286641	24744	311385	100

From the above report, I state that the all resolutions stated above stand passed under the combined remote e-voting & poll with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Company Secretary of the Company duly authorized by the Board.

Thanking You,

Yours Faithfully,

For M. P. Sharma & Co.
Practicing Company Secretary



CS Mataprasad B. Sharma
Proprietor
CP: 4536
FCS: 2673

Date: 10th August, 2017
Place: Mumbai



M.P. SHARMA & CO.

COMPANY SECRETARIES

M.P. Sharma
M.Com., LL.M., FCS.

Phone Office: 25952322
Tele Fax: 25952975
Email: mpsharma1952@gmail.com

To,
The Chairman,
TRANSWARRANTY FINANCE LIMITED,
403, Regent Chambers, Nariman Point,
Mumbai- 400021

Dear Sir,

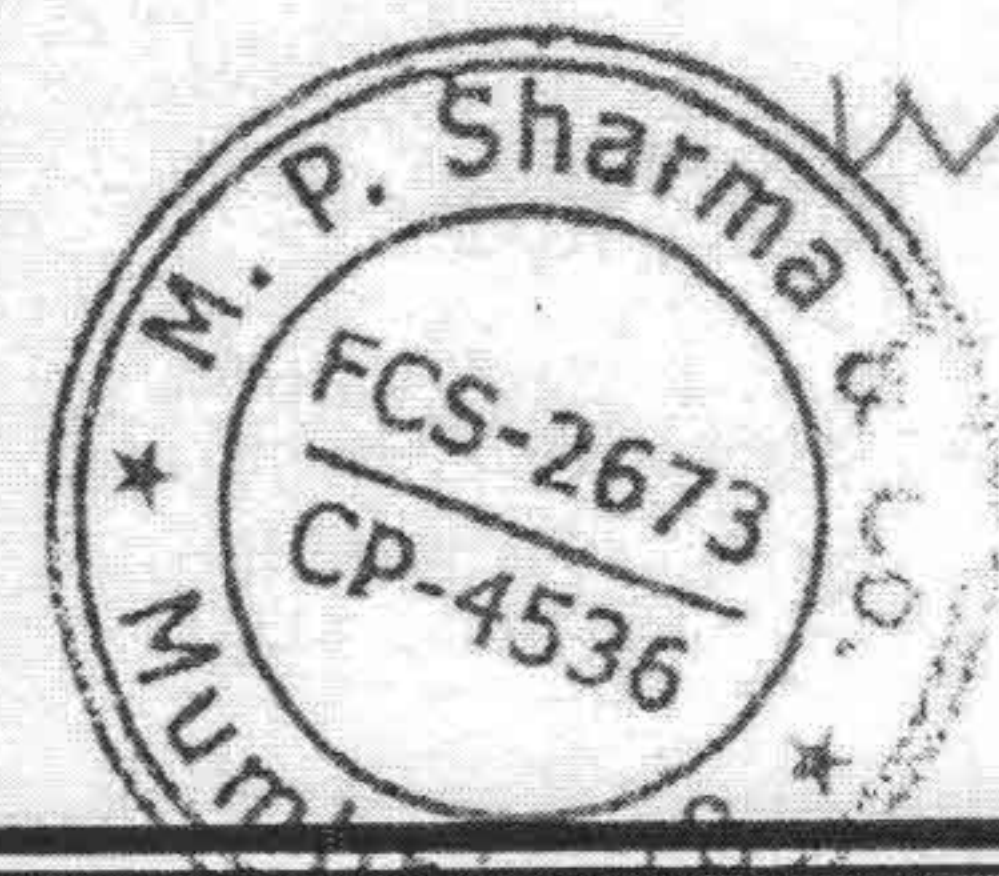
Subject: Scrutinizer's Report on Remote e-voting process.

I, Mataprasad B. Sharma, Proprietor of M. P. Sharma & Co., Practicing Company Secretary, have been appointed as the scrutinizer by the Board of Directors of TRANSWARRANTY FINANCE LIMITED vide Board Resolution dated 27th April, 2017 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 23rd Annual General Meeting (AGM) held on 10th August, 2017.

The notice dated 27th April, 2017 convening AGM of the Company alongwith the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders and it was also placed on the website of the Company.

The shareholders have been informed about the facility to exercise their vote at AGM by electronic means. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company.

The voting period for e-voting commenced from 7th August, 2017 at 9.00 a.m. till 9th August, 2017 at 5.00 p.m. and NSDL platform was blocked thereafter and the votes cast under e-voting facility were then unblocked on 10th August, 2017 in the presence of two witness who were not in the employment of the Company.



Address: 'B' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai - 400 078.

I have scrutinized and reviewed the e-voting process and based on the data downloaded from the e-voting platform provided by NSDL, I submit my following report on e-voting process.

1) Resolution No. 1:

Adoption of Financial Statements for the year ended 31st March, 2017

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
20	13262617	99.9986

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	191	0.0014

iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

2) Resolution No. 2:

Re-appointment of Mr. U Ramchandran (DIN 00493707) Director in place of Director who retires by rotation.

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
17	12995208	99.9947

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
3	691	0.0053



iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

3) Resolution No.3:

Ratification of M/s. Rahul Gautam & Associates., Chartered Accountants as Auditors and fixation of remuneration thereof.

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
19	13262417	99.9971

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	391	0.0029

iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

4) Resolution No.4:

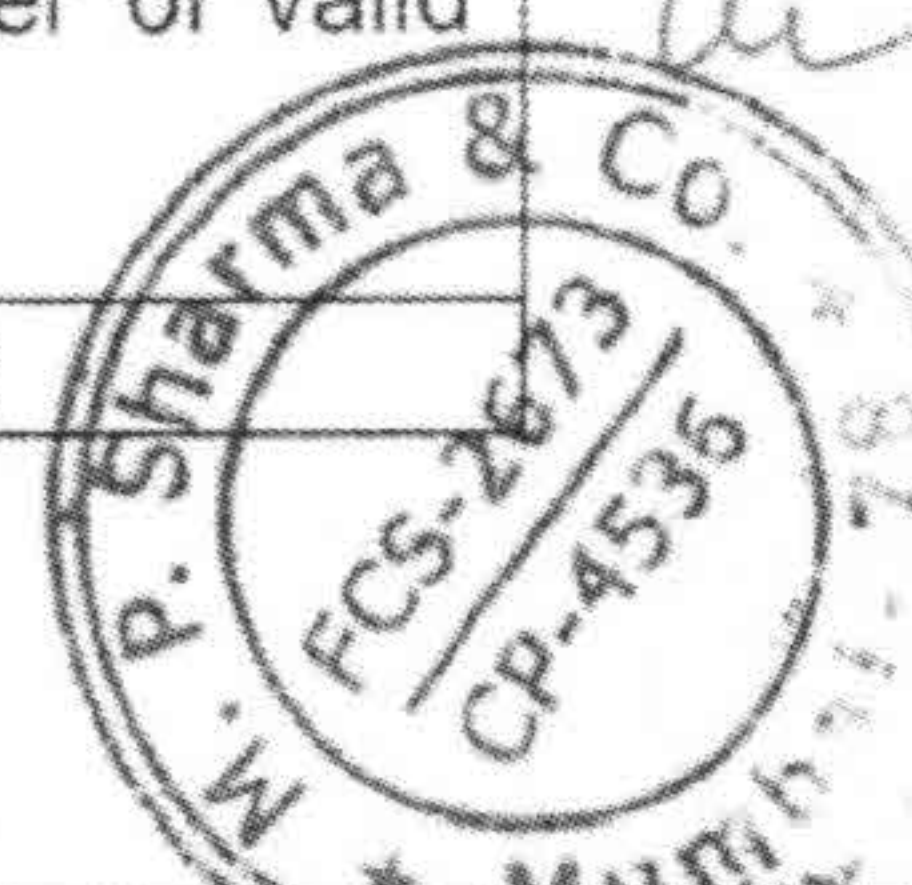
Re-appointment of Mr. Kumar Nair (DIN 00320541) as a Managing Director and CEO of the Company for a term of three years.

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
17	286150	99.8287

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	491	0.1713



iii) Invalid Votes:

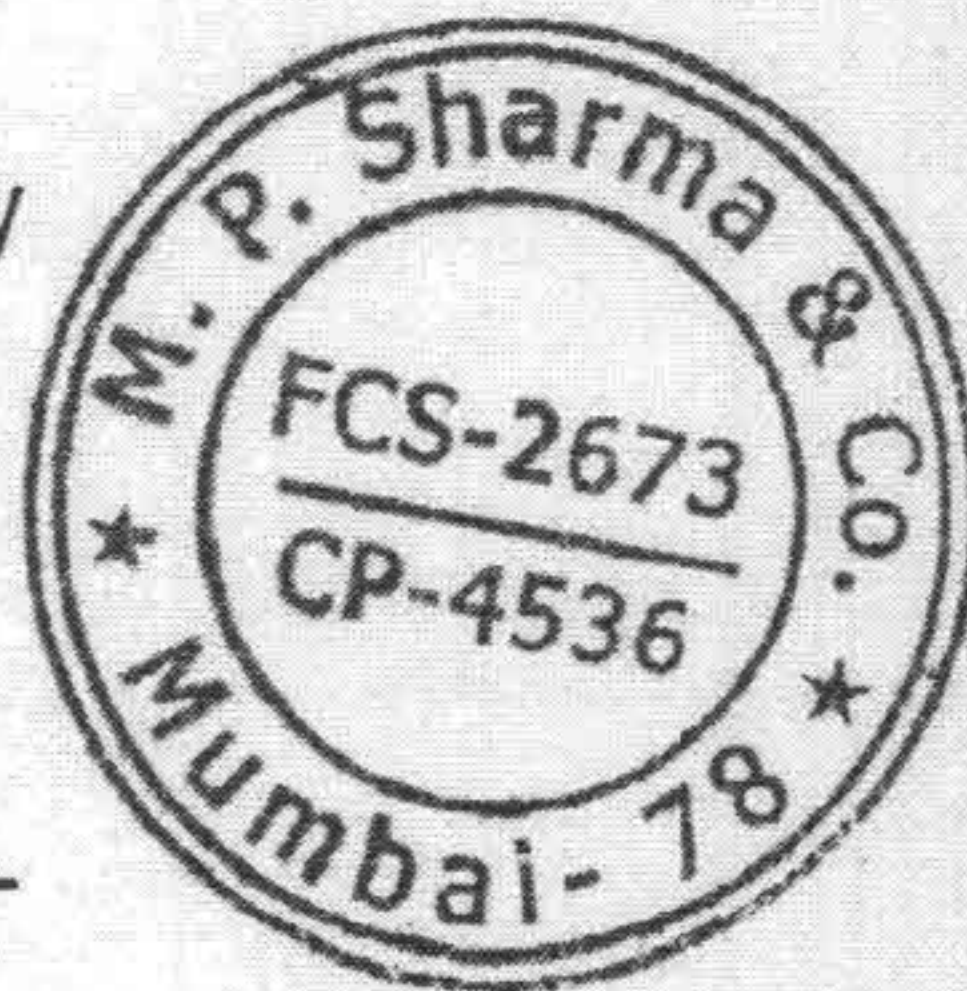
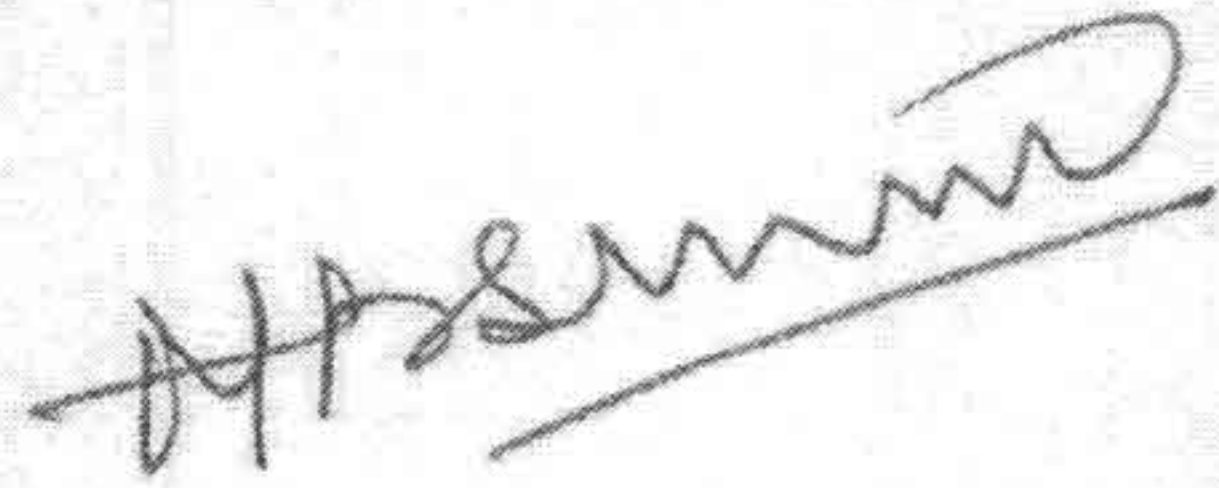
Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Company Secretary.

Thanking You,

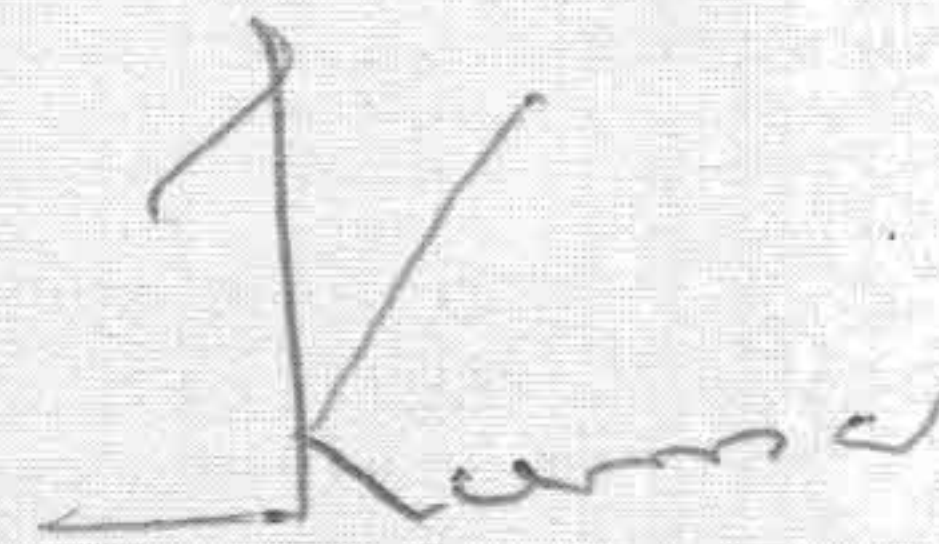
Yours Faithfully,

For M. P. Sharma & Co.
Practicing Company Secretary



CS Mataprasad B. Sharma
Proprietor
CP:4536
FCS: 2673

Place: Mumbai
Date:10th August, 2017



M.P. SHARMA & CO.

COMPANY SECRETARIES

M.P. Sharma
M.Com., LL.M., FCS.

Phone Office: 25952322
Tele Fax: 25952975
Email: mpsharma1952@gmail.com

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
23rd Annual General Meeting of the Equity Shareholders of TRANSWARRANTY FINANCE LIMITED

Held on Thursday, 10th August, 2017 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 3rd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai at 10.30 a.m.

Dear Sir,

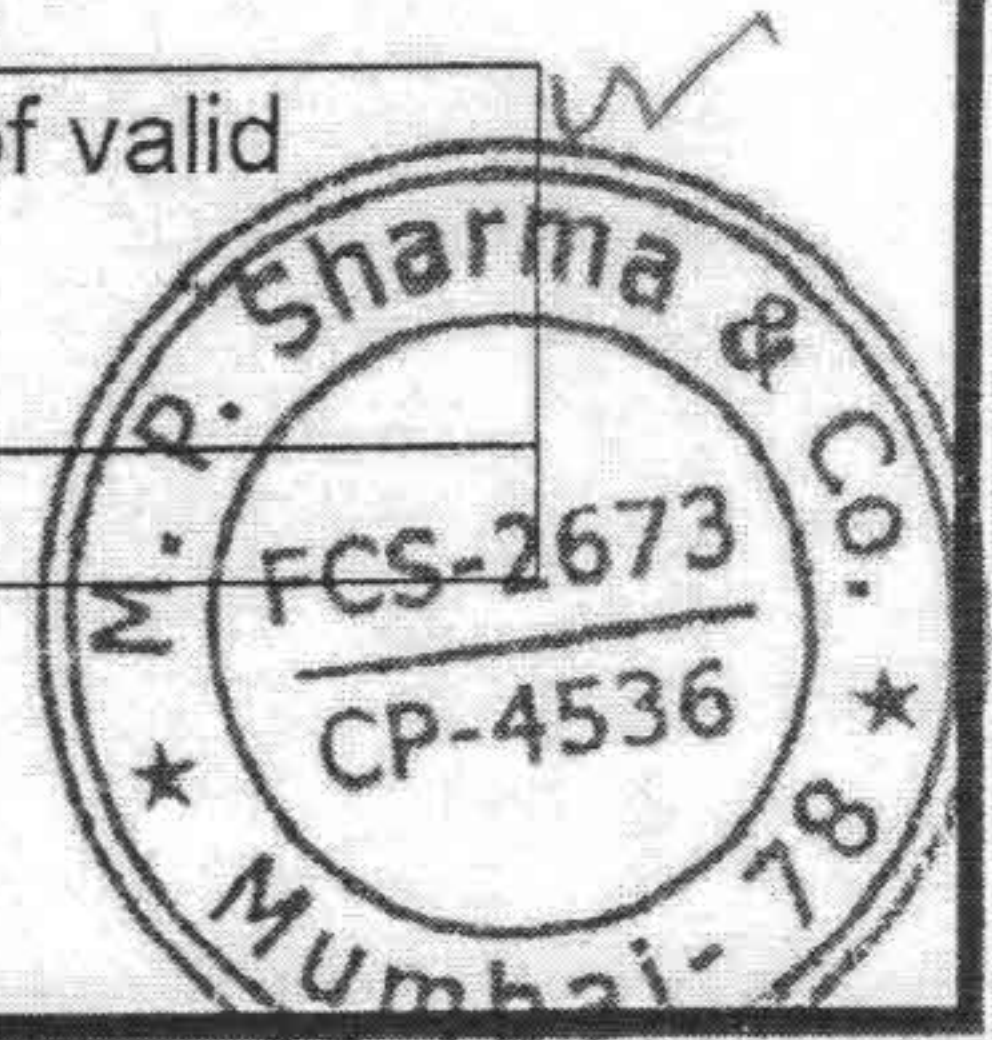
I Mataprasad B. Sharma, Proprietor of M/s M. P. Sharma & Co., Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of TRANSWARRANTY FINANCE LIMITED held on Thursday, 10th August, 2017 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 3rd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai at 10.30 a.m.; submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my/our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Resolution 1 - Adoption of Financials for the year ended March 31, 2017

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	24744	100



Address: 'B-1' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai - 400 078.

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(b) Resolution 2:

Re-appointment of Mr. U Ramchandran (DIN 00493707) Director in place of Director who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	24744	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) Resolution 3 :

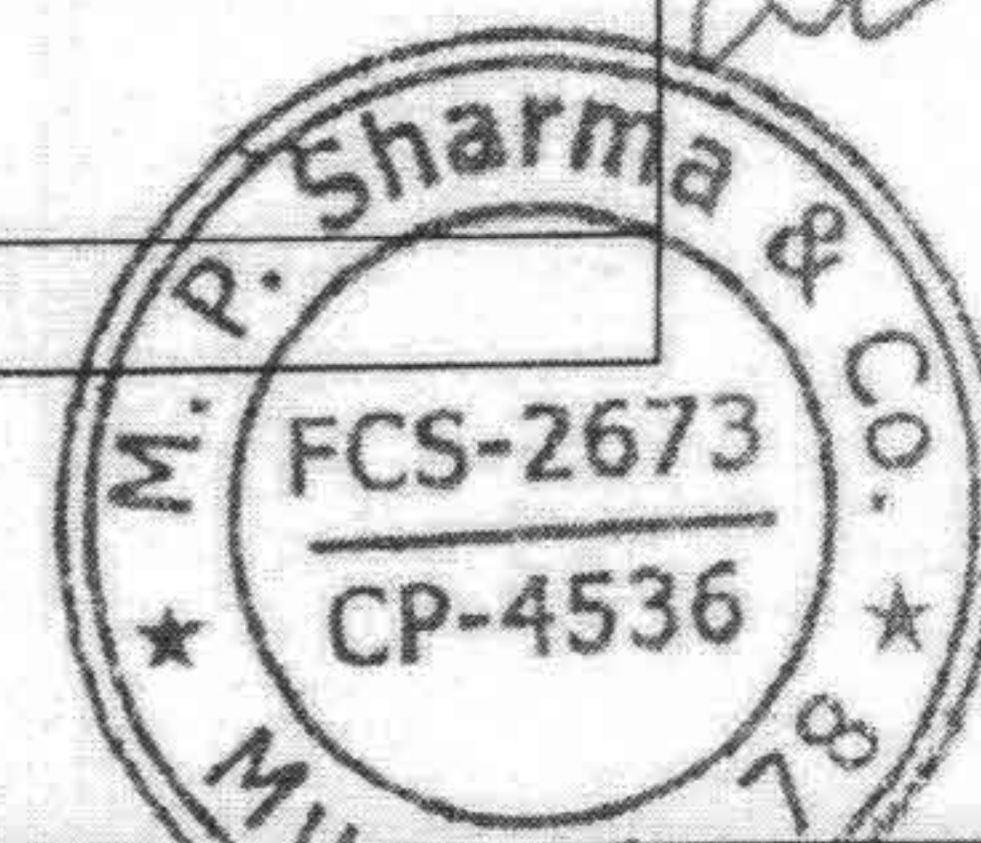
Ratification of M/s. Rahul Gautam & Associates., Chartered Accountants as Auditors and fixation of remuneration thereof.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	24744	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



Address: 'B-1' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai - 400 078.

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) Resolution 4 :

Re-appointment of Mr. Kumar Nair (DIN 00320541) as a Managing Director and CEO of the company for a term of three years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	24744	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For M. P. Sharma & Co.
Practicing Company Secretary



CS Mataprasad B. Sharma
Proprietor
CP: 4536
FCS: 2673

Place: Mumbai
Date: 10th August, 2017

