



TRANSWARRANTY FINANCE LIMITED

TFL\SEC\2017\47

21/12/2017

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 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 Scrutinizer's Report on the NCLT/Court Convened Meeting of the equity shareholders of our Company held on 21.12.2017, (which commenced at 9.30 a.m. and concluded at 10.15 a.m.). Kindly note that the resolution mentioned in the Notice was 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

Voting Results

Date of Court Convened Meeting	21.12.2017
Total Number of shareholders on record date	4991
No. of shareholders present in the meeting either in person or through proxy:-	
Promoters and Promoter Group	1
Public	78
No. of shareholders attended the meeting through Video Conferencing:-	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable



TRANSWARRANTY FINANCE LIMITED

Agenda wise disclosure:

**Resolution 1: Approval of scheme of amalgamation of Transwarranty Consultants Pvt. Ltd. (TCPL)
with Transwarranty Finance Limited (TFL) and their respective shareholders**

Resolution Required:			Special 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	13063720	99.60955	13063720	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		13063720	99.60955	13063720	0	100.0000	0.0000
Public - Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	11345641	6197047	54.62051	6196347	700	99.9887	0.0113
	Poll		31377	0.276556	31377	0	100.0000	0.0000
	Total		6228424	54.89707	6227724	700	99.9888	0.0112
Total		24460568	19292144		19291444	700	99.9964	0.0036



YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma

M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Phone Office : 25952322

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SCRUTINIZER'S REPORT

To,

Mr. Ramachandran Unnikrishnan

Chairman appointed by the NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders of Transwarranty Finance Limited pursuant to Company Scheme Application No. 955 of 2017

Report of Scrutinizer on remote e-voting and the voting at NCLT Convened Meeting of the Equity Shareholders of Transwarranty Finance Limited held on 21st December, 2017 at 9.30 a.m.

Dear Sir,

I, Yogesh Sharma, a Practicing Company Secretary (Membership No. 33235) have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), by its Order dated November 8, 2017, as "the Scrutinizer" for the purpose of conducting the voting done through the e-voting and the voting conducted through poll at the venue of the meeting of the Equity Shareholders (including Public Shareholders) of Transwarranty Finance Limited held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001 on Thursday, December 21, 2017 at 9.30 A.M., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Transwarranty Consultants Private Limited ('TCPL' or 'the Transferor Company') with Transwarranty Finance Limited ('TFL' or 'the Transferee Company') and their respective shareholders ('the Scheme'), in terms of the Notice dated November 13, 2017, convening the said meeting.

I do hereby submit my report as under:

1. The Company had appointed National Securities depository Limited ("NSDL") as the Agency for providing the e-voting platform to the equity shareholders of the Company. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.



2. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 relating to voting done through e-voting and voting conducted through poll at the venue of the meeting on the resolution contained in the Notice of the Meeting.
3. The **Cut-off date** was **Friday, November 3, 2017** for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and voting conducted through poll at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
4. The voting through e-voting had commenced at **9:00 a.m. on Monday, December 18, 2017** and has closed at **5:00 p.m. on Wednesday, December 20, 2017**.
5. Our responsibility as a Scrutinizer for the voting process (through e-voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by NSDL and voting conducted through poll at the venue of the meeting.
6. The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, proxy form, attendance slip etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. November 3, 2017) by Wednesday, November 15, 2017 and also published an advertisement in this regard, in English language in Free Press Journal and translation thereof in Marathi language in Navshakti on Friday, November 17, 2017.
7. The e-voting module was disabled on **December 20, 2017 at 5:00 p.m.** by NSDL for voting and unblocked by me on **December 21, 2017 at 11:30 a.m.**
8. On Thursday, December 21, 2017, at the venue of the NCLT convened Meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the e-voting module of NSDL.
9. I first counted the votes cast at the venue of the meeting. The votes cast through poll were reconciled with the records maintained by the Company and the authorisations lodged with the Company.
10. I then unblocked the votes cast through the e-voting module of NSDL in the presence of two witnesses, viz., Mr. Tejas S. Tungare and Ms. Shruti Mishra who are not in employment of the Company.
11. The Poll paper, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:



Resolution:

Approval of the Scheme of Amalgamation of Transwarranty Consultants Private Limited ('TCPL' or 'the Transferor Company') with Transwarranty Finance Limited ('TFL' or 'the Transferee Company') and their respective shareholders.

Remote e-voting:**a) Votes in favour of the Resolution:**

Number of members voted through remote e-voting	% of the total number of members voted through remote e-voting	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
31	96.87	19260067	99.9963

b) Votes against the Resolution:

Number of members voted through remote e-voting	% of the total number of members voted through remote e-voting	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
1	3.13	700	0.0037

c) Invalid Votes:

Total number of members whose votes cast through remote e-voting were declared invalid	Total number of votes cast by them
Nil	Nil

Voting by Poll:**a) Votes in favour of the Resolution:**

Number of members present and voting (in person)	% of the total number of members present and voting (in person)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
45	97.83	31377	100

b) Votes against the Resolution:

Number of members present and voting (in person)	% of the total number of members present and voting (in person)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
Nil	Nil	Nil	Nil



c) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4

Combined Result:

- **76** Equity Shareholders holding in aggregate **19291444** equity shares, constituting **97.44%** in number and representing **99.97%** in holding of the equity shares, voted in favour of the Resolution.
 - **1** Equity Shareholder holding **700** equity shares constituting **1.28%** in number and representing **0.37%** in holding of equity shares, voted against the Resolution and
 - Vote of **1** Equity Shareholder holding **4** equity shares were declared invalid.
13. The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for the above resolution through voting conducted through poll at the venue of the meeting and e-voting process is handed over to the Chairman appointed for the meeting.
14. All relevant records of the voting conducted through poll at the venue of the meeting and postal ballots and e-voting are handed over to the Company Secretary of the Company for safe keeping.

Based on above I hereby state that the above stated resolution has been passed by requisite majority.


Scrutinizer
Yogesh Sharma
Practicing Company Secretary
Membership No. 33235




Counter signed by Ramachandran Unnikrishnan
Chairman appointed by the NCLT, Mumbai Bench
for the NCLT Convened Meeting of Equity Shareholders

Place: Mumbai
Dated: December 21, 2017