



TRANSWARRANTY FINANCE LIMITED

Regd. Office: 403, Regent Chambers, Nariman Point, Mumbai – 400 021.

Dear Member,

Notice Pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the resolution appended below is proposed to be passed as an Ordinary Resolution by way of Postal Ballot.

Members' consent is requested for the proposals contained in the resolution appended below. The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof are annexed hereto along with the Postal Ballot form (the "form") for your consideration. The Company has appointed Mr. M. P. Sharma, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on the 6 March, 2012. The Ballot Form received after the said date will be treated as not to have been received in terms of Rule 5(f) of Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by postal ballot will be declared on 7 March, 2012 at the Company's Registered Office at Mumbai.

The date of declaration of the result shall be deemed to be the date of passing of the said resolution.

To consider and, if deemed fit, to pass the following resolution, as an Ordinary Resolution:

Resolved that pursuant to the provisions of Section 61 and other applicable provisions, if any of the Companies Act, 1956, and other applicable rules, laws, regulations, guidelines and other statutory provisions for the time being in force, and any other authorities as may be necessary, approval of the Company be and is hereby accorded for modification of the utilization of IPO proceeds as set out hereunder:

Sr. No.	Utilisation Purpose	(Rs. In Millions)		Actual Utilization
		Estimated amount to be financed as per Prospectus		
1.	Expansion of Office premise for increasing scale of operation		50.00	43.30
2.	Strategic Investments or acquisition of companies engaged in the business of financial services and banking	100.00		
3.	Geographical expansion through opening of regional and overseas branches	32.60		
4.	Investments in subsidiaries:			
(a)	Transwarranty Capital Pvt. Ltd.			
	- Technology up gradation	15.65		
	- working Capital	56.00	204.25	164.21
(b)	Transwarranty Forex & Commodities Pvt. Ltd.			
	- Acquisition and activation of NCDEX membership		4.00	2.00
	- Merger of foreign exchange broking firm - Trans Warranty Forex & Derivatives Company		3.00	1.00
(C)	Transwarranty Credit Care Pvt. Ltd.			
	- Actviation of Private Equity / Venture Fund registration with SEBI		2.00	0.00
(d)	Transwarranty Forex & Commodities DMCC - UAE			
	- Acquisition and activation of membership in Dubai Gold and Commodities Exchange		15.75	0.00
5.	IPO Expenses		33.00	43.71
6.	Working Capital			57.78
	TOTAL		312.00	312.00

COMPANY SECRETARY

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds matters and things as may be considered necessary, expedient or incidental for the purpose of giving effect to this resolution and to secure approval, if any from statutory and non-statutory authorities."

Place: Mumbai
Date: 1 February, 2012

By order of the Board

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

Sreedhar H
Company Secretary

NOTES:

1. The explanatory statement pursuant to Sections 173(2) and 192(2) of the Act setting out material facts is annexed hereto.
2. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through postal ballot.
3. As per Section 192A of the Act read with the Rules, the business set out in the notice above is proposed to be passed by postal ballot.
4. The Board has appointed Mr. M. P. Sharma, Practising Company Secretary, B-1, Neha Apartments, Opp. Badwaik Hospital, L.B.S. Marg, Bhandup (W), Mumbai 400 078, as the scrutinizer for conducting the Postal Ballot voting process in accordance with law and in fair and transparent manner and to receive and scrutinize the completed ballot papers from the shareholders. The postal ballot form ("**Postal Ballot Form**") and the self-addressed business reply envelope are enclosed for use of shareholders. The scrutinizer's decision on the validity of a completed Postal Ballot Form shall be final.
5. Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form, provide their assent or dissent to the resolution set out in this notice and return the Postal Ballot Form duly completed in the attached self addressed postage prepaid envelope so as to reach the scrutinizer on or before the closure of the working hours on 6 March, 2012. Postal Ballot Forms received after this date will not be considered in terms of Rule 5(f) of the Rules.
6. The scrutinizer will submit his report to the Company after completion of scrutiny and the results of the postal ballot will be announced at 4.00 p.m. on 7 March, 2012 at the registered office of the Company and communicated to the stock exchanges where the Company's shares are listed.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) and 192A (2) of the Companies Act, 1956

The Members at the Annual General Meeting of the Company held on May 11, 2006 had approved the Initial Public Offer (IPO) of the Equity shares of the Company. Accordingly, the Company had made IPO through 100% book building route pursuant to Prospectus dated 8 February, 2007. Pursuant to the IPO, the company had allotted 60,00,000 Equity Shares of face value of Rs. 10/- each for cash at price of Rs. 52/- per Equity share (including a Premium of Rs. 42/- per share) aggregating to Rs. 312 million.

In the Prospectus dated 8 February, 2007, the company had specified certain business plans and requirements of funds for the same along with utilization of the IPO proceeds under the section titled "Objects of the Issue" on page no 19. As disclosed in the prospectus, the funds requirement and its deployment schedule set out there in were dependant on several factors which were not in the control of the Company's management, including the inadvertent delay in acquisition of office premises. Further the Company decided not to acquire the Membership in Gold and Commodities Exchange of Dubai or venture into private equity business considering that the funds requirement was based on the prevailing business plan of the company, under the then prevailing business and economic scenario and estimated future outlook. In view of the dynamic and diversified nature of the industry in which the Company operates, it had to revise the business plan from time to time to ensure profitable growth of the Company and enhance shareholders wealth.

Section 61 of the Companies Act, 1956 permits a variation of the terms of a contract referred to in the prospectus, with the approval of the shareholders by an ordinary resolution passed by the members of the company, either before or after the variation has been made. Accordingly, the Board considered it appropriate to seek the approval of members through postal ballot for modification of the utilization of IPO proceeds as set out in the Resolution

Interest of Directors:

None of the Directors of the company is concerned or interested in the resolution except to the extent of the shares held by them in the company.

Place: Mumbai
Date: 1 February, 2012

By order of the Board

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

Sreedhar H
Company Secretary