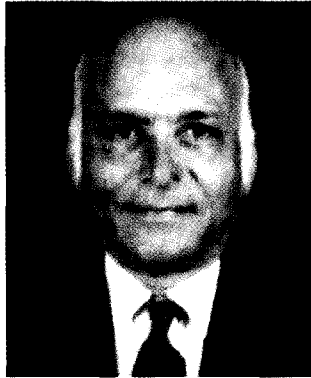


TRANSWARRANTY FINANCE LIMITED



13th Annual Report 2007

BOARD OF DIRECTORS



Mr. Suresh N. Talwar
Chairman



Mr. Kumar Nair
Managing Director



Raghu R. Palat
Director



Mr. Jay Chandran
Director



Mr. N. R. Achan
Director



Mr. Pravin Khatau
Director

Corporate information

Board of Directors

Mr. Suresh N. Talwar *Chairman*
 Mr. Kumar Nair *Managing Director*
 Mr. Raghu R. Palat
 Mr. Pravin Khatau
 Mr. N. R. Achan
 Mr. K. Jay Chandran

Company Secretary

Mr. G. K. Prem Kumar

Auditors

M/s Haridas Associates
 Chartered Accountants

Solicitors & Advocates

Talwar Thakore & Associates

Bankers

ICICI Bank Limited
 The Catholic Syrian Bank
 The Federal Bank Limited
 HDFC Bank Limited

Registered and Corporate Office

403, Regent Chambers,
 Nariman Point,
 Mumbai - 400021.
 Tel. No. : 91-022-22047965/66
 Fax No. : 91-022-66306655
 Website : www.transwarranty.com
 e-mail id : mail@transwarranty.com

Registrar & Share Transfer Agent

Intime Spectrum Registry limited,
 C-13, Pannalal Silk Mills Compound,
 L B S Marg, Bhandup (West),
 Mumbai - 400 078.
 Tel. No. 91-022-25963838
 Fax No. 91-022-25946969
 e-mail : isrl@intimespectrum.com

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TRANSWARRANTY FINANCE LIMITED

NOTICE

NOTICE is hereby given that, the 13th Annual General Meeting of the members of **Transwarranty Finance Limited** will be held on Wednesday, the 1st August 2007 at 11.00 a.m at M C Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubbhash Marg, Mumbai 400001 to transact the following business.

Ordinary Business :

1. To receive, consider, and adopt the Balance Sheet as at 31.03.2007 and the Profit and Loss account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To declare dividend for the financial year ended 31.03.2007.
3. To appoint a Director in place of Mr. Raghu R. Palat who retires by rotation and being eligible offers himself for reappointment.
4. To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business :

5. To consider and if thought fit, to pass as an ordinary resolution, the following:

"RESOLVED THAT, Mr. N R Achan, be and is hereby appointed as Director of the Company liable to retire by rotation".

6. To consider and if thought fit, to pass with or without modification(s) as a Special Resolution, the following:

"RESOLVED THAT, pursuant to Section 309 and other applicable provisions of the Companies Act, 1956, if any, and subject to such other statutory approvals as may be required, the consent of the shareholders be and is hereby accorded to the payment of commission to the Directors of the Company (excluding the Managing Director and Whole-time Directors), not exceeding in the aggregate one per cent per annum of the net profits of the Company, which shall be calculated in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act 1956, such payment to be in such amounts, or proportions and in such manner, may be decided by the Board of Directors, based on the attendance, participation and the contribution of the concerned Directors or on the basis of such other criteria as may be laid down by the Board of Directors from time to time, and that such commission shall be paid by the Company to such Directors for a period of five years commencing from the period ending March 31, 2007 to March 31, 2011.

Mumbai
12.06.2007

Registered Office
403, Regent Chambers
Nariman Point, Mumbai 400021

By the Order of the Board
Sd/-

G K Prem Kumar
Company Secretary

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself on a poll only and the proxy need not be a member.
2. Proxies in order to be effective must be received by the Company not less than forty eight hours before the commencement of the meeting. Proxy Form is enclosed.
3. Members / Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 is annexed.
5. All documents referred to in the Notice and Explanatory Statement will be available for inspection by the members at the Registered Office of the company between 10.30a m to 12.30p m on all working days up to the date of Annual General Meeting.
6. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
7. The Register of members and share transfer books of the Company will remain closed from 25.07.2007 to 01.08.2007 (both days inclusive)
8. Members requiring further information on accounts at the meeting are requested to send the queries in writing so as to reach at the Corporate Office of the company at Mumbai at least 10 days before the meeting.
9. Members holding shares in physical form are requested to notify any change in their address to the Company's Registrar and Transfer Agent, **Intime Spectrum Services Pvt. Ltd.** Members holding shares in electronic form may intimate any such change to their respective Depository Participants (DPs).
10. Members are informed that, there are no unclaimed dividends transferable to Central Government under Section 205 A of the Companies Act, 1956.
11. Members are requested to address all correspondences, including divided matters to the Registrars & Transfer Agents of the Company.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

As required by Section 173(2) of the Companies Act, 1956 read with clause 49 of the Listing Agreement, the following Explanatory Statement set out all material facts relating to the business mentioned under the item Nos.3, 5 and 6 of the accompanying Notice.

Item 3 :

Mr. Raghu R. Palat is FCA from Institute of Chartered Accountants of England and Wales and ACA from Institute of Chartered Accountants of India. He has been an eminent Banker. He was with American Express Bank for 15 years in Senior Management capacity and with Bank International Indonesia for three years as its Chief Executive Officer and Country Head of India operations. The Company will benefit from his experience in Banking and Capital Market.

Save and except Mr. Raghu R. Palat, none of the other Directors of the company is, in any way, concerned or interested in the Resolution set out at item No.3 of the Notice.

The Board recommends the Resolution set out at item No.3 of the Notice for your approval.

Item 5

Mr. N R Achan was appointed as an additional Director by the Board of Directors at their meeting held on 12.06.2007. In terms of Section 260 of the Companies Act, 1956 and Article 182 (a) of the Articles of Association of the Company, Mr N R Achan holds office as a director upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. He is an independent director on the Board of the Company.

The Company has received a notice under Section 257 of the Companies Act, 1956 along with the deposit of Rs.500/-from a member proposing the candidature of Mr. N R Achan for the office of the Director.

Mr. N R Achan is the former chairman of Catholic Syrian Bank Limited and was General Manager of Bank of India. He has 42 years of experience in Banking and Finance.

The Board considers that, his association will be in the best interests of the Company.

Save and except Mr. N R Achan, none of the other Directors of the company is, in any way, concerned or interested in the Resolution set out at item No.5 of the Notice.

The Board recommends the Resolution set out at item No.5 of the Notice for your approval.

Item 6

According to the provisions of Section 309 (4) of the Companies Act, 1956, ("Act") and Article 184 of the Articles of Association of the Company a Director who is neither in whole-time employment of the Company nor a Managing Director may be paid remuneration by way of commission if the shareholders of the Company pass a Special Resolution authorizing such payment provided that the remuneration paid to all such directors together shall not exceed 1% of net profits of the Company.

The Non-Executive Directors of the Company have significantly contributed to Company's progress during last many years. It is, therefore, proposed to pay remuneration by way of commission to the Non-Executive Directors of the Company subject to the approval of the shareholders in the General Meeting and such other statutory and government approvals as may be required, if any. The amount of commission proposed to be paid to the Non-Executive Directors shall not exceed 1% of the net profits of the Company which shall be computed as per the provisions of Section 198, 349 and 350 of the Act.

The resolution at Item No 6 of the Notice seeks approval of the members for authorizing the Board of Directors of the Company to decide the quantum and the manner of remuneration to the Non-executive directors of the Company for a period of five years commencing from the period ending 31st March, 2007 to 31st March, 2011.

Except Mr. Suresh Talwar, Mr. Raghu R. Palat, Mr. Pravin Khatau and Mr.N R Achan no other Director of the Company is concerned or interested in the resolution under Item No. 6 of the Notice.

The Board recommends the resolution set out at Item No. 6 of the Notice for your approval.



DIRECTORS' REPORT

To The Members

Your Directors have pleasure in presenting the 13th Annual Report together with the Audited Accounts of the Company for the year ended 31 March 2007.

Financial Results	2006-07 (Rs.)	2005-06 (Rs.)
Total Income	57,099,942	52,829,481
Gross Profit	39,533,602	38,003,205
Less Interest and Finance Charges	10,93,243	117,925
Depreciation	590,048	382,316
Profit/(Loss) before Tax	37,850,311	37,502,964
Less Provision for tax	12,600,000	12,535,000
Provision for wealth tax	—	—
Provision for Fringe Benefit Tax	220,000	184,000
Deferred Tax Liability / (Assets)	(56,549)	(5,436)
Profit/(Loss) after Tax	25,086,860	24,789,400
Balance brought forward	10,695,255	1,581,113
Profit available for appropriation	35,782,115	26,370,513
Appropriations		
Reserves u/s 45 1C of RBI Act	5,017,372	5,553,258
Proposed Dividend	14,000,000	8,000,000
Corporate Dividend Tax	2,379,300	1,122,000
General Reserve	1,000,000	1,000,000
Profit/(Loss) carried to Balance Sheet	13,385,443	10,695,255

Business :

During the year under review the performance of the Company was better compared to the previous year. The total income was Rs.57.1 million compared to previous year income at Rs.52.8 million. The Gross profit was at Rs.39.5 million compared to previous year at Rs.38.0 million. The Profit after Tax was Rs.35.8 million compared to the previous year at Rs.26.4 million. During the year, Rs. 5.02 million was appropriated to Reserves pursuant to Section 45 1C of RBI Act, 1935. Further during the year also an amount of Rs. 1 million was transferred to General Reserve. The Earning per share is Rs.2.79 on a weighted average basis as per Accounting Standards 20 of Institute of Chartered Accountants of India. The infusion of capital through Initial Public Offer (IPO) happened towards the end of the financial year 2006-07. So the performance during the year was entirely on the strength of the pre - IPO resources including human resources.

Dividend during the year :

Your directors recommend dividend of Re.1/- per share to all the shareholders of the Company.

Strategic Alliance :

The Company had signed the Framework agreement with Banca Intesa from Italy for an investment of 30% in the equity capital of the Company at a price Rs.55 (Face Value Rs.10 and Premium Rs.45) and Banca Intesa had placed the proposed investment amount in escrow account.

Since the Company was keen on listing its shares, the IPO route was adopted instead of strategic equity sale to Banca Intesa for capital infusion. And it was decided to consider strategic investment from Banca Intesa or any other International Institution at an appropriate time in future.

Increase in share capital:

During the year the Company had issued and allotted 6,000,000 fully paid up equity shares to the public at a price Rs.52 (Face Value Rs. 10 and Premium Rs.42) aggregating to Rs.312 Million under the bidding process as per SEBI guidelines.

Listing of shares:

The shares of the Company are listed on the Bombay Stock Exchange Limited (BSE -Scrip Code 532812) and National Stock Exchange of India Limited (NSE - Scrip Code TFL) w.e.f. 26.02.2007. These Exchanges have nation-wide terminals and therefore provide full liquidity to the investors. The trading in the shares of the Company is under compulsory dematerialization mode.

Future Outlook :

During the year the Company has issued shares to the public for the purpose of raising funds inter-alia for increasing the scale of operations, geographic expansion, making strategic investments or acquisitions of companies engaged in the business of financial services and / or banking, investments in subsidiaries for expansion of their respective businesses. Towards achieving these objectives, the Company is in the process of up-gradation of technology, recruitment of senior managerial resources and geographical expansion through opening of regional offices and branches. The management is of the opinion that all these efforts will ensure that the future outlook of the Company will be good and rewarding to the shareholders.

Subsidiary companies :

Transwarranty Capital Pvt Ltd: During the year, SEBI accorded registration as a Merchant Bank to the Company, pursuant to which the Company commenced offering the full suite of Merchant Banking services to clients.

Transwarranty Forex & Commodities Pvt Ltd: This company acquired membership in the National Commodities & Derivatives Exchange (NCDEX). This company acquired the FEDAI accreditation for Inter-Bank foreign exchange broking through merger of the firm, Transwarranty Forex & Derivatives Company.

Transwarranty Credit Care Pvt Ltd: TCCPL is positioned as the institutional wealth management vehicle in the form of private equity /venture fund, which shall be activated after obtaining the necessary approvals from SEBI.

Auditors' Report :

The Auditors report to the shareholders does not contain any qualifications.

A company, whose securities are listed on the Stock Exchanges, is compulsorily required to follow the accounting standards prescribed by the Institute of Chartered Accountants of India. In accordance with the Accounting Standards AS 21 on consolidated financial statement read with Accounting Standard 23 on Accounting for Investments in Associates, the Directors have provided the Audited consolidated financial statements in the Annual Report. In the year under review provisions have been made for deferred tax liabilities / (assets).

Pursuant to Section 212 of the Companies Act, 1956 Directors Report, Balance Sheet and Profit & Loss account of the Subsidiary companies are attached with this Report. These documents are also available for inspection during business hours at the Registered Office of the Company.

Directors :

During the year Mr.Raghu R. Palat retire by rotation and being eligible has consented to be re-elected as Director of the Company.

Further, Mr. N R Achan was appointed as an additional Director by the Board of Directors at their meeting held on 12/06/2007. In terms of Section 260 of the Companies Act, 1956 and Article 182 of the Articles of Association of the Company, Mr N R Achan holds office as a Director up to the date of ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. He is an Independent Director on the Board of the Company.

Directors' Responsibility statement :

As required under Section 217(2AA) of the Companies Act, 1956, your Directors hereby confirm that:

- (i) In the preparation of the Annual Accounts for the year 2006-07, the applicable Accounting Standards have been followed and there are no material departures;
- (ii) The accounting policies selected and applied are consistent and the judgment and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) The annual accounts have been prepared on a going concern basis.

Particulars of employees u/s 217 (2A) of the Companies Act, 1956 :

None of the employees of the Company who was employed throughout the financial year was in receipt of remuneration in excess of the limits as prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and hence no particulars are required to be given.

Auditors :

The auditors, M/s Haridas Associates, Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to be reappointed.

Corporate Governance Report :

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a Report of Corporate Governance with Auditors Certificate on Compliance with the conditions of Corporate Governance and a Management Discussion & Analysis Report has been attached to form part of the Annual Report.

Annexure to Directors' Report showing particulars with respect to conservation of energy , technology absorption and foreign exchange earnings and outgo.

The particulars as prescribed under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable to the Company. The Company has not carried out any specific research and development activities. The information related to Technology absorptions, adaptation and innovation is reported to be Nil.

Acknowledgments :

The Management of your Company is grateful to the Regulatory Authorities, Share holders, Company's Bankers, Financial Institutions, Banks, Insurance Companies, Mutual Funds, Foreign Institutional Investors, Clients, Analysts, Press, TV Channels, Business Associates etc for their continued support and co-operation.

The Directors also wish to place on record their appreciation of the co-operation, active involvement and dedication of the employees, which enabled the Management to contribute to the growth of your Company.

For and on behalf of the Board of Directors

Mumbai
June 12, 2007

Suresh N Talwar
Chairman

Registered Office
403, Regent Chambers,
Nariman Point, Mumbai 400 021.



CORPORATE GOVERNANCE REPORT

Mandatory Requirements

1. Company's Philosophy on Code of Corporate Governance:

The Company endeavours to add value to its stakeholders including shareholders, lenders, customers and employees. The essence of the Code of Corporate Governance is based on the strategic management vision, accountability, transparency, responsibility and fairness in all its operations. Composition of the Board of the Company is a combination of Managing Director, Non-Executive Directors and Independent Directors with vast and varied experience to different aspects of business for providing strategic guidance to the Company. The Independent Directors do not have any material pecuniary relationship or transactions with the Company, other than remuneration in the form of sitting fees and commission, if approved by the shareholders.

2. Board of Directors:

The Board of Directors provide strategic direction and thrust to the operations of the Company.

The Board is headed by the Non-Executive Chairman, and comprises eminent persons with considerable professional experience in varied fields. The present strength of the Board is six Directors including one Alternate Director. Among them, one is the Managing Director and five are Non-Executive Directors. More than half of the Board consists of Independent Directors. The size and composition of the Board therefore conforms with the requirements of Corporate Governance Report under the Listing Agreement with the Stock Exchanges.

3. Meetings of the Board :

During the year, the Company had 7 Board Meetings on 13.04.2006, 05.06.2006, 01.08.2006, 06.10.2006, 11.01.2007, 05.02.2007 and 14.02.2007.

No Director of the Company is a member in more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

The attendance at the Board Meetings during the financial year and the last Annual General Meeting were as under:

Name of Directors	Category	No. of Board meetings attended	Last AGM attendance	No. of Other Directorships	Membership/ Chairmanship of Board Committees *
Mr. Suresh N Talwar	Chairman -Non-Executive Director -Alternate Director to Mr. K. Jay Chandran	5	Yes	52	5/4**
Mr. Kumar Nair	Managing Director Executive	7	Yes	7	3
Mr. Raghu R. Palat	Director- Independent	7	Yes	3	3
Mr. Pravin Khatau	Director - Independent	1	No	1	2
Mr. N. R. Achan	Director - Independent	NIL	No	NIL	2
Mr. K. Jay Chandran	Director Non-Executive	NIL	No	1	NIL

* Includes only Audit & Shareholder's Committee

** Includes 2 companies where he is an Alternate Director

4. Reappointment/Appointment of Directors

Mr. Raghu R. Palat is FCA from Institute of Chartered Accountants of England and Wales and ACA from Institute of Chartered Accountants of India. He is an eminent Banker. He was with American Express Bank for 15 years in senior management capacity and with Bank International Indonesia for three years as its Chief Executive Officer and Country Head of India operations. He is eligible to be reappointed as Director of the Company. The Company will benefit from his experience in Banking and Capital Market.

Mr. Raghu R. Palat is Director of MTZ Polyfilms Ltd., Check Mate Infotek Pvt. Ltd. and Cortlandt Rand Consultancy Pvt. Ltd. He is a shareholder of the Company holding 1800 Equity Shares.

Mr. N R Achan was appointed as an additional Director by the Board of Directors at their meeting held on 12.06.2007. In terms of Section 260 of the Companies Act, 1956 and Article 182 of the Articles of Association of the Company, Mr N R Achan holds office as a Director upto the date of ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. He shall be an Independent Director on the Board of the Company.

Mr. N R Achan is the former Chairman of Catholic Syrian Bank Limited and was General Manager of Bank of India. He has 42 years of experience in Banking and Finance.

Mr. N. R. Achan is not a Director in any other company. Further he does not hold any shares in the Company

5. Audit Committee

The Committee comprises of 4 members and majority of them are Independent Directors. Mr. Raghu R. Palat is the Chairman of Audit Committee. All are financially literate and Mr. Raghu R. Palat and Mr. Mr. Kumar Nair are Chartered Accountants, Mr. N. R. Achan has been an eminent Banker and Mr. Pravin Khatau is an eminent professional in Financial Services. Mr. G. K. Prem Kumar, Company Secretary & Associate Vice President is the Compliance Officer.

There was only one sitting of the Committee during the year. In compliance of the Listing Agreement with the Stock Exchanges all quarterly / half yearly/ annual financial statements of the Listed Companies have to be reviewed by the Audit Committee. Therefore the Company has to comply with these provisions as the shares of the Company are listed with BSE and NSE w.e.f.26.02.2007. Company Secretary will be the Secretary to the Committee. The Chairman of the Committee has to be present in all the Annual General Meetings.

- The terms of reference to the Audit Committee cover the matter specified for Audit Committees under Clause 49 of the Listing Agreements with Stock Exchanges and also as required under Section 292A of the Companies Act, 1956.
- Chief Financial Officer, along with the Statutory Auditors of the Company will be invited to the meetings of the Audit Committee. The Company Secretary acts as Secretary to the Committee.
- During the year under review, the Audit Committee held one meeting on 13th April, 2006
- The Board of Directors notes the Minutes of the Audit Committee meetings at Board Meeting.

6. Shareholders' Committee :

The committee comprises of :

Name	Designation	Category	Attendance out of 2 meetings held
Mr. Raghu R. Palat	Chairman	Independent	2
Mr. Pravin Khatau	Member	Independent	—
Mr. Kumar Nair	Member	Executive	2

- Mr. G K Prem Kumar, Company Secretary & Associate Vice President has been designated as Compliance Officer. The Company has designated premkumar@transwarranty.com as the email-id on which investors may register their complaints.
- During the year under review, the Investors' / Shareholders' Grievance Committee held 2 meetings on 6th May, 2006 and 15th May, 2006.
- The Board of Directors notes the Minutes of the Shareholder's Committee at Board Meeting.

After the successful completion of the Initial Public Offer (IPO) and listing of the equity shares of the Company on BSE and NSE, the Company had received 79 letters from shareholders of which 21 letters were in the nature of complaints. All of them have been attended to and no unresolved complaints are pending with SEBI / Dept. of Company affairs and Stock Exchanges. All the Share Transfers / Demat activities were carried out by the Registrars on time.



7. Share Transfer Committee :

In addition to the above, the Board also has a Share Transfer Committee. The members of the committee are :

1. Mr. Raghu R. Palat - Chairman
2. Mr. Pravin Khatau - Member
3. Mr. Kumar Nair - Member

The Chairman is elected at each meeting

The Share Transfer Committee inter alia deals with matter relating to transfer/transmission/transposition/consolidation/issue of share certificates in exchange for sub-divided/consolidated/defaced share certificates/issue of duplicate share certificates. The meetings of the Share Transfer Committee are need based.

8. Remuneration Committee :

The Board constituted a Remuneration Committee on 13.04.2006 comprising the following members :

1. Mr. Raghu R. Palat - Chairman
2. Mr. Pravin Khatau - Member
3. Mr. Suresh N. Talwar - Member

The terms of reference of the Committee comprises

- Fixation of suitable remuneration package of all the Directors and Non Executive Director, Senior employees and officers ie. Salary, Bonuses, Stock options, Pensions etc.
- Determination of the fixed components and performance linked incentives along with the performances criteria to all employees of the Company.
- Service contracts, Notice period, Severance fees of Director and employees.
- Stock option details, if any, and whether to be issued at a discount as well as the period over which to be accrued and over which to be exercisable.

The Committee has been authorized to evolve a remuneration policy so as to motivate the Directors/Officers/Employees to excel in their performance, recognise their contribution and retain them to serve the organization.

Details of the remuneration to the Director

(Figures in Rupees)

Directors	Salary (including Performance Incentive, if any (Rs.)	Perquisites	Contribution to P.F Superannuation and Grutuity	Commission	Total
Mr. Kumar Nair	757000	NIL	72000	NIL	829000
Mr. Suresh N Talwar	NIL	NIL	NIL	NIL	NIL
Mr. Raghu R. Palat	NIL	NIL	NIL	NIL	NIL
Mr. Pravin Khatau	NIL	NIL	NIL	NIL	NIL
Mr. N R Achan	NIL	NIL	NIL	NIL	NIL
Mr. Jay Chandran	NIL	NIL	NIL	NIL	NIL