



**TRANSWARRANTY FINANCE LIMITED**

**FINANCIAL ENGINEERS**



**26<sup>TH</sup> ANNUAL REPORT 2019-20**

## Board of Directors



**Mr. Kumar Nair**  
Chairman & Managing Director

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**Mr. Kumar Nair**, is B.Sc., FCA (ICAI), ACA (ICAEW) & OPM (Harvard Business School). He has over two decades of experience in Financial Services, Capital Market and Investment Banking. Prior to this he was a key member of the core senior management team at Kotak Mahindra Finance Limited.



**Mr. Ramachandran Unnikrishnan**  
Director & CFO

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**Mr. Ramachandran Unnikrishnan**, B.Com, FCA has close to 3 decades experience in Audit and Accounting profession.



**Mr. Sudharsanan Nair**  
Director

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**Mr. Sudharsanan Nair**, is B.Com, (Hons.) from Mumbai University. He started as a Banker with Syndicate Bank foreign exchange department. He was associated in promoting Verdina Marble Pvt. Ltd., a marble mining Company. He was Managing Director of Intellivision Software Ltd., a listed Company, till 2014.

**Mr. Pravin Khatau**, was a Senior Director in Goldman Sachs & Co., an Barings in London. He has done his Master in Business Administration from Wharton. Presently he is a private investor through his company LRM Holdings, Monaco.

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**Mr. Pravin Khatau**  
Director



**Mrs. Nirmala Parab**  
Director

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**Mrs. Nirmala Parab**, B.Com, MBA, has over 10 years experience in project financing with IFCI Ltd.

## CORPORATE INFORMATION

### Board of Directors

Mr. Kumar Nair	Chairman & Managing Director
Mr. Ramachandran Unnikrishnan	Director & CFO
Mr. Pravin Khatau	Director
Mr. Sudharsanan Nair	Director
Mrs. Nirmala Parab	Director

### Company Secretary

Mr. Sreedhar H. (upto 10<sup>th</sup> January, 2020)

Mr. Suhas Borgaonkar (w.e.f. 30<sup>th</sup> January, 2020)

### Auditors

#### S.S. Khan & Co.

Chartered Accountants  
24, 1<sup>st</sup> Floor, 5 Malharraowadi,  
Dadi Seth Agiary Lane,  
Kalbadevi, Mumbai - 400 002.

### Secretarial Auditor

#### Yogesh Sharma & Co.

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

### Bankers

The Catholic Syrian Bank Limited  
South Indian Bank  
ICICI Bank Limited  
HDFC Bank Limited  
Axis Bank Limited  
The Federal Bank Limited

### Registered and Corporate Office

CIN: L65920MH1994PLC080220  
403, Regent Chambers,  
Nariman Point, Mumbai – 400021.  
Tel. No. : 91-022-66306090, 40010900  
Fax No. : 91-022-66306655  
Website : [www.transwarranty.com](http://www.transwarranty.com)  
e-mail id : [mail@transwarranty.com](mailto:mail@transwarranty.com)

### Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd.  
C-101, 247 Park, LBS Marg,  
Vikhroli (W), Mumbai – 400 083.  
Tel. No. 91-022-49186270  
Fax No. 91-022-49186060  
e-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
website: [www.linkintime.co.in](http://www.linkintime.co.in)

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## NOTICE

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting of Transwarranty Finance Limited will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), on Wednesday, 30<sup>th</sup> September, 2020 at 4.00 pm. to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramachandran Unnikrishnan (DIN 00493707), who retires by rotation and being eligible offers himself for re-appointment.

### Special Business:

3. **Re-appointment of Mr. Kumar Nair as a Managing Director & CEO of the Company for a period of three years**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V of the said Act and as recommended by the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to the re-appointment of and remuneration to Mr. Kumar Nair (DIN 00320541) as Managing Director and Chief Executive Officer of the Company for a period of three (3) years with effect from 1<sup>st</sup> September, 2020, liable to retire by rotation, subject to approval of Central Government, if any, on the following terms:

### Terms of Remuneration:

- 1) **Salary:** Remuneration not exceeding ₹ 60 lakhs p.a. including perquisites and other allowances as may be determined by the Board of Directors of the Company or Nomination, Remuneration & Compensation Committee.

### 2) Perquisites and other allowances:

- i. Provident Fund-12 % of basic salary
- ii. Company provided furnished accommodation
- iii. Re-imbursement of medical expenses, gas, telephone, society maintenance charges, electricity, water – At actual
- iv. Company provided Car
- v. Leave Travel Concession: Return passage for self and family in accordance with the rules specified by the Company.

### 3) The following perquisites will not be included in the computation of the ceiling of perquisites:

- i. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- ii. Encashment of leave at the end of tenure.
- iii. Performance incentive- As per the rules of the Company

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Kumar Nair's office as Managing Director, the remuneration set out above be paid or granted to Kumar Nair as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in the Schedule V to the Companies Act, 2013 or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactments thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things at its absolute discretion, it may consider necessary or desirable in order to give effect to this resolution."

4. **Re-appointment of Mr. Ramachandran Unnikrishnan, CFO as a Director for five years w.ef. 25<sup>th</sup> February, 2020**

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 152 and 160 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and other applicable laws, rules and regulations for the time being in force, and based on recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, Mr. Ramachandran Unnikrishnan (DIN 00493707), be and is hereby re-appointed as the Director of the Company with effect from 25<sup>th</sup> February, 2020, for a period of five years, liable to retire by rotation”.

**5. Re-appointment of Mr. Sudharsanan Nair as an independent director for a second term of five consecutive years w.e.f. 9<sup>th</sup> November, 2020**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) including the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sudharsanan Nair (DIN 01510505), who was appointed as an independent director of the Company for a term of five years up to 8<sup>th</sup> November, 2020 and who being eligible for re-appointment as an independent director has given his consent alongwith a declaration that he meets criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received from a member in the prescribed manner be re-appointed as an independent director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 9<sup>th</sup> November, 2020 to 8<sup>th</sup> November, 2025.”

**6. Issuance of Non-Convertible Debentures on Private Placement Basis**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section(s) 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Memorandum and Articles of Association of the Company; the applicable rules of Reserve Bank of India regarding issue of Non-Convertible Debentures on Private Placement Basis by Non-Banking Financial Companies and subject to such other applicable approval(s), permission(s) and sanction(s), as may be required, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) (“Board”), to offer or invite subscriptions for secured and/or unsecured redeemable Non-Convertible Debentures including subordinated debt (“NCDs”), in one or more series/ tranches upto an aggregate amount of ₹ 50 Crores (Rupees Fifty Crores Only) within the overall borrowing limits approved by the members from time to time under Section 180(1)(c) of the Act, on a private placement basis and on such terms and conditions as the Board may, from time to time, determine and consider proper and beneficial to the Company.

**RESOLVED FURTHER THAT** approval of the Company be and is hereby given to all offers or invitations to subscribe to the Non-Convertible Debentures to be issued by the Company for a period of one year commencing from 30<sup>th</sup> September, 2020.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company, be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable to





the issue of aforesaid Non - Convertible Debentures including the class of investors, securities to be offered, number of securities, series, tranches, issue price, denomination, currency, tenure, interest rate, premium/discount, repayment, listing or otherwise, howsoever, as it may think appropriate and to do all acts, deeds, and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including appointment of intermediaries including Debenture Trustees and to sign and execute any deed(s)/ document (s)/ undertaking (s)/ agreement (s)/ paper(s)/ underwriting (s) and also to delegate all or any of the above powers, as may be required to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

**7. Raising of funds by way of External Commercial Borrowings**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), including any amendment, modification, variation or re-enactment and other applicable guidelines, directions or laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to make offers, invitations and issue of Secured Redeemable Foreign Currency/ Rupee Denominated Bonds or other instruments in one or more tranches/series, on private placement basis or otherwise, with the consent being valid for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium/discount, tenor, listing of Foreign Currency/ Rupee Denominated Bonds, obtaining credit ratings etc., as may be determined by the Board of Directors (or any other person so authorised by the Board of Directors), based on the prevailing market conditions.

**RESOLVED FURTHER THAT** the aggregate amount to be raised through the issuance of Foreign Currency/ Rupee Denominated Bonds or other instruments pursuant to the authority under this Resolution shall not exceed Rupee equivalent to USD 50 MN;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee(s) constituted/to be

constituted by the Board, from time to time to exercise its powers conferred by this resolution thereof), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, application, etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution.”

**8. Approval for material related party transactions**

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

“**RESOLVED THAT** pursuant to the provisions of the Regulation 23 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Section 188 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors (including its committees thereof), for transactions/contracts/arrangements already entered / to enter into any and all transactions/ contracts/arrangements with Vertex Securities Limited, a subsidiary of the Company and a related party as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, inter-alia, relating to making of loan(s) to/borrow from Vertex Securities Limited, and/or giving of guarantee(s) or providing security(ies) on behalf of Vertex Securities Limited and/ or making any investments in the securities of Vertex Securities Limited and/or the purchase from and/or sale to it of any securities and/or providing/availing of any services by the Company to/from Vertex Securities Limited, on such terms and conditions as the Board on its absolute discretion, may deem fit, PROVIDED HOWEVER THAT the total aggregate amount/value of all such transactions/contracts/arrangements that may be entered into by the Company with Vertex Securities Limited and remaining outstanding at any point of time shall not exceed ₹ 50 Crore (Rupees Fifty Crores); during a financial year.

**NOTES:**

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

By Order of the Board of Directors,  
For **Transwarranty Finance Limited**

**Suhas Borgaonkar**  
Company Secretary

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

Place: Mumbai  
Date : 25<sup>th</sup> August, 2020

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5<sup>th</sup> May, 2020 read together with the circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 403, Regent Chambers, Nariman Point, Mumbai 400021.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto. The Board of Directors have considered and decided to include Item nos. 3 to 8 of the accompanying Notice as Special Business in the forthcoming AGM, as they are unavoidable in nature. Additional Information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with regard to director seeking appointment/ re-appointment at the Annual General Meeting (AGM) is annexed hereto.
4. Generally, **a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company.**

Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members



will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate members who intend to authorize their authorised representative(s) to attend the Meeting through VC/OAVM and participate thereat and cast their votes through remote e-voting or e-voting during the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution at [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com).
7. Members of the Company had approved the appointment of M/s. S.S.Khan & Co., Chartered Accountants, as the Statutory Auditors at the 25<sup>th</sup> AGM of the Company which is valid till the 30<sup>th</sup> AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by MCA, the appointment of Statutory Auditors is not required to be ratified at every AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24<sup>th</sup> September, 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive).
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by notifying the Company at [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com) or Registrar & Share Transfer Agents of the Company, Link Intime India Pvt. Ltd. at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
10. In accordance with, the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May,

2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com)
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents (RTA), Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.



13. SEBI had vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE circular no. NSE/CML/2018/26 dated July 09, 2018 and as per Regulation 40 of the Listing Regulations, as amended, directed that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. However, Shareholders can continue to hold shares in physical form.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company or RTA for assistance in this regard.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd., for consolidation into a single folio.
15. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The facility of casting the votes by the members using electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM") will be provided by National Securities Depository Limited (NSDL).
16. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. Wednesday, 23<sup>rd</sup> September, 2020 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 AM on Saturday, 26<sup>th</sup> September, 2020 and will end at 5.00 PM on Tuesday, 29<sup>th</sup> September, 2020. The Company has appointed Mr. Yogesh Sharma, Practicing Company Secretary (C. P. No.12366) to act as the Scrutinizer, for conducting the scrutiny of

the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

#### **17. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:**

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. For convenience of the Members and proper conduct of AGM, Members can login and join atleast 15 (fifteen) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis
- III. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



- IV. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - V. The Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 26<sup>th</sup> September, 2020, by 5.00 p.m. through email on [companysecretary@transwarranty.com](mailto:companysecretary@transwarranty.com). The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
18. The instructions and other information relating to voting through electronic means is given hereunder:

**VOTING TROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting. The Company has engaged the services of National

Securities Depository Limited ("NSDL"), who will provide the e-voting facility of casting votes to a Member using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").

- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- III. The remote e-voting period commences at 9.00 AM IST on Saturday, 26<sup>th</sup> September, 2020 and will end at 5.00 PM on Tuesday, 29<sup>th</sup> September, 2020. During this period, the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 23<sup>rd</sup> September, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.