TRANSWARRANTY FINANCE LIMITED

September 04, 2026

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051
Symbol: TFL

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 532812

Dear Sir/Madam,

Subject: Notice of 32nd Annual General Meeting ("AGM") of Transwarranty Finance Limited ("the Company") for the Financial Year 2025-26.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 32nd AGM of the Company scheduled to be held on Wednesday, September 30, 2026 at 4.00 p.m. IST, through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The said Notice forms part of the Annual Report of the Company for the financial year 2025-26 and is also available on the Company's website at www.transwarranty.com and NSDL website at www.evoting.nsdl.com

Kindly take the same on record.

Thanking You,

Yours faithfully,
For **Transwarranty Finance Limited**
SUHAS SHRIDHAR BORGAONKAR
Digitally signed by SUHAS SHRIDHAR BORGAONKAR
Date: 2026.09.04 20:32:25 +05'30'
Suhas Borgaonkar
Company Secretary and Compliance Officer
Membership No.: A3391

Encl.: A/a

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting ("AGM") of Transwarranty Finance Limited (TFL) will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on Wednesday, September 30, 2026 at 4:00 P.M. (IST) to transact the following business:

Ordinary Business:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with Reports of the Directors' and Auditors thereon.
2. To consider and approve re-appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **To re-appoint Mr. Kumar Nair (DIN:00320541) as the Managing Director and CEO of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations "), including any statutory modification(s) or re-enactment(s) thereof, and pursuant to the Articles of Association of the Company, upon recommendation of the Nomination and Remuneration and Compensation Committee, and approval of the Board of Directors of the Company at their respective meetings, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Kumar Nair (DIN:00320541) as the Managing Director and CEO of the Company for a period of three (3) years with effect from September 01, 2026, whose term of office shall be liable to retirement by rotation, on the remuneration and upon the terms and conditions as set out in the Explanatory Statement relating to this resolution with liberty and powers to the Board of Directors to alter and vary the terms and conditions and remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Mr. Kumar Nair within the limits specified in the Act;

   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 Mr. 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. **To approve the continuation of appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707) as Executive Director of the Company beyond the age of 70 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(3)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the continuation of the appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707) as the Executive Director of the Company beyond the age of 70 years, upon his attaining such age during his current tenure, on the existing terms and conditions of his appointment, as approved by the Members from time to time;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution."

5. 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 (hereinafter called "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and the applicable rules of Reserve Bank of India regarding issuance 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 the 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 Rs. 100 crore (Rupees Hundred 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 NCDs to be issued by the Company for a period from the date of passing of this Resolution upto the 33rd AGM to be held in 2027;

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 NCDs 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;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

6. 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 approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to make offers, invitations and issue Secured Redeemable Foreign Currency/ Rupee Denominated Bonds or other instruments in one or more tranches/series, on private placement basis or otherwise, with the approval being valid for a period of 1 (one) year from the date of passing of this Resolution, 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."

7. **Increase in Authorised Share Capital and consequent alteration to the capital clause of the Memorandum of Association**

To consider and, if deemed fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 61,00,00,000 (Rupees Sixty One Crore Only) divided into 6,10,00,000 (Six Crore Ten Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 4,00,000 (Four Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each ranking pari-passu with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Memorandum of Association be and is hereby altered by substituting the existing Clause V with the following new Clause V:

V. The Authorised Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each. The Company has power from time to time to consolidate or sub-divide or increase or reduce its capital and to issue any of the shares in the capital, original or increased, as ordinary or preferred with or subject to any preferential, special, deferred or qualified rights, including or the right to be converted into equity shares, any other privileges or conditions as regards repayment of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise and generally on such terms as the Company may from time to time by special resolution determine and to vary the regulations of the Company, as far as necessary to give effect to the same, and upon the sub-division of a share to apportion the right to participate in profits in any manner, subject to the provisions of law."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee duly constituted by the Board to exercise its powers, including powers conferred by this resolution), be and is hereby duly empowered and authorised to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

8. **To approve Material Related Party Transaction(s) between the Company (TFL) and Vertex Securities Limited ("VSL"), an Associate Company**

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

RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Criteria for Determining Materiality of Event and Dealing with Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing, Material

Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations, with Vertex Securities Limited ("VSL"), an Associate Company and a Related Party of the Company, as detailed in the explanatory statement to this Resolution, on such terms and conditions as mentioned therein and as may be mutually agreed between the **Company and VSL**, for a period commencing from the Thirty Second Annual General Meeting up to the date of the Thirty Third Annual General Meeting of the Company to be held in the year 2027, provided that the said contract(s)/ arrangement(s)/ agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects.

9. **To approve Material Related Party Transaction(s) between the Company (TFL) and Vertex Commodities and Finpro Private limited ("VCFPL"), an Associate Company**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Criteria for Determining Materiality of Event with Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing, Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations, with Vertex Commodities Finpro Private Limited ("VCFPL"), an Associate Company and a Related Party of the Company, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the **Company and VCFPL**, for a period commencing from the Thirty Second Annual General Meeting up to the date of the Thirty Third Annual General Meeting of the Company to be held in the year 2027, provided that the said contract(s)/ arrangement(s)/ agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

10. Details of Material Related Party Transactions between the Company ("TFL") on one hand and the Directors /KMPs of the Company/ Subsidiaries/Associates or Relatives thereof ("NCD Lenders") on the other hand

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

RESOLVED THAT pursuant to the provisions of Section 177 and 188 of Companies Act, 2013 ("the Act") read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any and the Company's Policy on Criteria for Determining Materiality of Event on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee constituted or to be constituted by the Board in this regard) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s)(whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with the Directors /KMPs of the Company/ Subsidiaries/Associates or Relatives thereof ("NCD Lenders") for an aggregate amount not exceeding the limits as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the Company and ("NCD Lenders"), for a period commencing from the Thirty Second Annual General Meeting up to the date of the Thirty Third Annual General Meeting of the Company to be held in the year 2027, provided that the said contract(s)/ arrangement(s)/ agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
TRANSWARRANTY FINANCE LIMITED

Sd/-
Suhas Borgaonkar
Company Secretary and Compliance Officer
ACS-3391

Registered Office:
403, Regent Chambers,
Nariman Point, Mumbai - 400021
CIN: L65920MH1994PLC080220
Email Id: companysecretary@transwarranty.com
Website: www.transwarranty.com
Tel: 022 40010900

Date : August 25, 2026
Place: Mumbai

NOTES:

1. Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA"), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI ("the Circulars"), the Company is convening the 32nd Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 32nd AGM of the Company will be held through VC/OAVM.

2. PURSUANT TO THE PROVISION OF THE ACT, 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.

   However, pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

   Further, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, hereinbelow). Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to csymsharma@gmail.com with a copy marked to the Company at companysecretary@transwarranty.com and to its RTA at rnt.helpdesk@in.mpms.mufg.com.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. 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.

5. 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 the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, 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 in respect of the business to be transacted at the AGM through e-voting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the members using an 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).

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.transwarranty.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

The remote e-voting period commences on Saturday, September 26, 2026 at 9:00 a.m. and ends on Tuesday, September 29, 2026 at 5.00 p.m. During this period, the Members, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 23, 2026 may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 23, 2026.

Step 1: Access to NSDL e-voting system

A. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, 'e-voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

Log-in method for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	a) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. b) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the prompt you to enter your existing User ID and Password. After successful **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. c) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp d) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. e)Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience NSDL Mobile App is available on App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. d) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	**Helpdesk details**
NSDL	Email: evoting@nsdl.com / Tel.: 022 - 4886 7000
CDSL	Email: helpdesk.evoting@cdslindia.com / Tel.: 1800-21-09911

B. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133805 then user ID is 133805001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i. If your email address is registered in your demat account or with the company, your 'initial password' is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email address is not registered, please follow steps mentioned below in **process for those shareholders whose email addresses are not registered.**

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

   a) Click on **'Forgot User Details/Password?'** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting.nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button. Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select 'EVEN' of the Company for casting your vote during the remote e-voting period and during the General Meeting. For joining virtual meeting, you need to click on 'VC/ OAVM' link placed under 'Join Meeting'.

3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VI. The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-voting system at the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Process for those Members whose email addresses are not registered with the Depositories for procuring User ID and password for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by e-mail to companysecretary@transwarranty.com.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to companysecretary@transwarranty.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email address correctly in their demat account in order to access e-voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csysharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting tab” in their login
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Mr. Sagar S Gudhate, Senior Manager at evoting@nsdl.com.
4. The Board of Directors has appointed M/s. Yogesh Sharma & Co, Practising Company Secretaries (Membership No. FCS 11305 & COP No. 12366) as Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM , unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast prior the AGM) and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The results declared, alongwith the Scrutinizer’s Report, shall be placed on the Company’s website at www.transwarranty.com and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH

VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@transwarranty.com The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register them selves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at companysecretary@transwarranty.com between September 15, 2026 (9.00 a.m. IST) to September 22, 2026 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board of Directors
TRANSWARRANTY FINANCE LIMITED

Sd/-
Suhas Borgaonkar
Company Secretary and Compliance Officer
ACS-3391

Registered Office:
403, Regent Chambers,
Nariman Point, Mumbai - 400021
CIN: L65920MH1994PLC080220
Email Id: companysecretary@transwarranty.com
Website: www.transwarranty.com
Tel: 022 40010900

Date : August 25, 2026
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") AND/OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSUR REQUIREMENTS), REGULATIONS, 2015 (SEBI LISTING REGULATIONS)

As required by Section 102 of the Act and/or the SEBI Listing Regulations, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 3 to 10 of the accompanying Notice dated August 31, 2026.

Item No. 4

To re-appoint Mr. Ramachandran Unnikrishnan (DIN: 00493707), who retires by rotation and being eligible, offers himself for re-appointment.

Brief profile:

Name of the Director	Mr. Ramachandran Unnikrishnan
Director Identification Number	00493707
Designation	Director retiring by rotation and re-appointment as director
Date of Birth	25/11/1956
Qualifications	B. Com (Hons),F.C.A.
Brief Profile and Expertise including nature of expertise in specific functional areas	Mr. Unnikrishnan is a successful Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India. He was a Senior Partner with M/s. Haridas Associates, a leading firm of Chartered Accountants in Mumbai. He has an excellent knowledge in Audit, Capital Market and Investment Banking. He is the Managing Director of Vertex Securities Limited and a Director of Vertex Commodities And Finpro Pvt. Limited.
Terms and conditions of appointment/re-appointment	Re-appointment as a Director, liable to retire by rotation
Date of first appointment	25/02/2015
Remuneration last drawn (FY 2026)	Nil
Remuneration payable	Nil
No. of shares held	2,91,909 Equity Shares of Rs. 10 each
Inter-se relationship with other Directors / Manager/ Key Managerial Personnel of the Company	Not related to any Director / Manager / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY-2026	6 out of 7
Directorships held in other entities	1. Vertex Securities Limited 2. Vertex Commodities And Finpro Pvt. Ltd. 3. Transwarranty Capital Market Services Pvt. Ltd. 4. Suncem Surface Coatings Pvt. Ltd. 5. SIT Techserve Private Limited
Name of listed entities from which the person has resigned in the past three years	Nil
Committee position held in other Companies	1. Member in Audit Committee and Stakeholders Relationship Committee of Vertex Securities Limited.

Item No. 3

To re-appoint Mr. Kumar Nair (DIN:00320541) as the Managing Director and CEO of the Company

Brief profile:

Name of the Director	Mr. Kumar Nair
Director Identification Number	00320541
Designation	Managing Director and CEO
Date of Birth	24/03/1962
Qualifications	B.Sc., FCA and OPM (Harvard Business School)
Brief Profile and Expertise including nature of expertise in specific functional areas	He has over 35 years of experience in Financial Services, Capital Market and Investment Banking. He was a key member of the core senior management team in Kotak Mahindra Finance Ltd.
Terms and conditions of appointment/re-appointment	Re-appointment as the Managing Director and CEO of The Company
Date of first appointment	09/08/1994
Remuneration last drawn (FY 2026)	Nil
Remuneration payable	Nil
No. of shares held	2,83,56,148 Equity Shares of Rs. 10 each
Inter-se relationship with other Directors / Manager/ Key Managerial Personnel of the Company	Not related to any Director / Manager / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY-2026	7 out of 7
Directorships held in other entities	1. Vertex Securities Limited 2. Vertex Commodities And Finpro Pvt. Ltd. 3. Transwarranty Capital Market Services Pvt. Ltd. 4. Consolidated Eutectics (Kolhapur) Private Limited
Name of listed entities from which the person has resigned in the past three years	Nil
Committee position held in other Companies	1. Vertex Securities Limited

The Board of Directors at their meeting held on July 31, 2026 have approved the terms of re-appointment of Mr. Kumar Nair for a further period of three (3) years with effect from September 1, 2026 with a remuneration not exceeding ₹ 60 lakhs p.a. as per the recommendation of the Nomination, Remuneration and Compensation Committee subject to the further approval by the members of the Company.

A statement containing information required to be provided to the shareholders as per the provisions of Schedule V in respect of re-appointment of Mr. Kumar Nair (DIN 00320541) is given below:

I. **General Information**:

Nature of Industry: The Company is a Reserve Bank of India (RBI) registered Non-banking Finance Company (NBFC) engaged in wide spectrum of financial services, both advisory and fund-based lending. The Company has three major business operations in advisory services consisting of Trade Finance, Corporate Finance and Investment Banking.

Date or expected date of commencement of commercial production: Not applicable as the company is an existing Company.

Financial performance based on given indicators:

(in Lakhs)

Particulars	2025-26	2024-25	2023-24
Total Income	877.05	1,246.56	851.20
Total Expenditure	1,034.64	907.73	816.11
Exceptional items	(42.48)	(210.20)	0
Profit Before Tax	(200.07)	128.63	35.10
Profit/Loss After Tax	(204.53)	64.97	35.10
Basic Earning per share	(0.38)	0.13	0.07
Diluted Earning per share	(0.38)	0.12	0.07

Foreign investments or collaborations: No foreign investments or collaborations

II. **Information about appointee:**

1. **Background details:** Mr. Kumar Nair is BSc., FCA and OPM (Harvard Business School) with over 30 years of experience in Financial Services, Capital Market and Investment Banking. He is a Promoter Director of the Company since inception and prior to starting Transwarranty Finance Limited he was a key member of the core senior management team, in Kotak Mahindra Finance Ltd.

2. **Past remuneration:** Remuneration drawn by Mr. Kumar Nair in his capacity as Managing Director during the last three years is as follows:

Particulars	2025-26	2024-25	2023-24
Salary Drawn (Rs.)	0	**0**	**30,000**

3. **Recognition or rewards:** Nil

4. **Job profile and suitability:** Mr. Kumar Nair is responsible for the overall management of the Company. His qualification, outstanding experience and general management skills are most suitable for the responsibilities shouldered by him.

5. **Remuneration proposed:** Remuneration not exceeding ₹ 60 lakhs p.a. including perquisites as may be determined by the Board of Directors of the Nomination, Remuneration and Compensation Committee.

6. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration offered to Mr. Kumar Nair is at par with the industry norms considering the industry, size of the Company, profile of the position and person.

7. **Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel:** Mr. Kumar Nair is a promoter director of the Company holding 2,83,56,148 equity shares in the Company. He has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.

III. **Other information:**

(1) Reasons of loss or inadequate profits:

The Company has three major business operations consisting of Trade Finance, Corporate Finance/ Investment Banking and Lending. The Corporate Finance/Investment Banking continues to have deals with Customers. However, due to unforeseen circumstances, the Company may not be able to close the deals or due to market conditions the business of Corporate Finance/ Investment Banking may not take place. In the Lending business, Company has discontinued loans against Gold. The Company is focusing on providing personal loans directly and along with channel partners and also exploring other innovative lending products.

(2) Steps taken or proposed to be taken for improvement:

The Company has taken various measures for achieving the aspiration and goals of the organization.

(3) Expected increase in productivity and profits in measurable terms: The Company will be committed to its vision which will increase the productivity and profitability of the Company

(4) Mr. Kumar Nair is a director of following Companies:

- Vertex Securities Limited
- Vertex Commodities & Finpro Pvt. Ltd.
- Transwarranty Capital Market Services Pvt. Ltd.
- Consolidated Eutectics (Kolhapur) Private Limited

The Managing Director shall not be paid sitting fees for attending the meetings of the Board or any Committee.

Except Mr. Kumar Nair, none of the directors or Key Managerial Personnel and their relatives is interested or concerned in the resolution as set out in item No. 3 of the Notice. Mr. Kumar Nair is not debarred or disqualified from continuing to act as a director of companies by SEBI, MCA or any other statutory authority.

Pursuant to provisions of Section 160 of the Companies Act, 2013 read with the relevant Rules the Company has received notice in writing from a member proposing the candidature of Mr. Kumar Nair as a Managing Director and CEO of the Company. The Board recommends the Special Resolution as set out in Item no. 3 for approval of Members.

Item No. 4 : Continuation of appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707) as Executive Officer beyond the age of 70 Years

Mr. Ramachandran Unnikrishnan (DIN: 00493707) is the Executive Director & CFO of the Company and has been providing strategic leadership and direction to the Company. During his tenure, he has played a pivotal role in strengthening the Company's business, driving operational excellence, and creating long-term value for all stakeholders.

Mr. Ramachandran Unnikrishnan will attain the age of 70 years in November 2026 during his current tenure as Executive Director of the Company.

Pursuant to the provisions of Section 196(3)(a) of the Companies Act, 2013, no company shall continue the employment of a Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless such continuation is approved by the Members by way of a Special Resolution.

Considering his rich experience, leadership, industry knowledge, significant contribution to the growth and performance of the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors, at its meeting held July 31, 2026, approved and recommended to the Members the continuation of the appointment of Mr. Unnikrishnan as the Executive Director of the Company beyond the age of 70 years, on the existing terms and conditions of his appointment.

The Board is of the opinion that the continued association of Mr. Unnikrishnan as the Executive Director would be in the best interests of the Company and its stakeholders.

Except Mr. Ramachandran Unnikrishnan and his relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the resolution set forth in Item No. 4 of the Notice for approval of the Members.

Item No. 5 : Issuance of Non-Convertible Debentures on Private Placement Basis

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, issue of debentures (secured or unsecured) or other debt instruments, on private placement basis or otherwise. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor and security available in case of loans to be disbursed to customers, etc. The Company may issue secured and/or unsecured redeemable Non-convertible Debentures including subordinated debt ("NCDs") of upto Rs. 100 crores (Rupees Hundred Crores only) within the borrowing limits of the Company to banks/financial institutions/mutual funds/body corporate(s) and/or to other persons. The Company may offer or invite subscription for NCDs including subordinated debt, in one or more series and/ or tranches through private placement on preferential basis with authority to the Board of Directors (the "Board") to determine the terms and conditions, including the issue price, interest rate, repayment, security, currency or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit.

As per section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules') a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer with a previous special resolution of its members approving offer(s) or invitation(s) to subscribe to the NCDs of the company on private placement basis. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

In terms of Section 180(1)(c) of the Act, the shareholders had authorised the Board to borrow up to Rs. 250 crore. Pursuant to the said authority, the Board of Directors, at their meeting held on July 31, 2026, approved issue of NCDs for an aggregate amount not exceeding Rs. 100 crore. The proposed issue of NCDs will be within the aforesaid Board approved borrowing limits as may be decided by the Board from time to time.

As on March 31, 2026 the outstanding amount of NCDs raised was Rs. 870 lakhs. The Company has successfully completed the redemption of NCDs due for redemption on respective due dates during the year.

The NCDs would be issued at face value with different coupon rates for different tenures. The issue price and rate of interest depends, inter alia, on the market rates, tenor and security. The debentures will be issued on private placement basis in accordance with the provisions of the Act and applicable RBI guidelines.

In case of secured NCDs, principal amount of the secured NCDs issued/ to be issued together with interest due on the secured NCDs, is secured by way of first ranking pari passu charge with the existing secured creditors on the movable assets, including book debts and receivables, cash and bank balances, loans and advances, both present and future of the Company equal to the value of one time of the secured NCDs outstanding plus interest accrued thereon.

The purpose of NCDs issue is to augment long term resources for the purpose of onward lending, repayment/prepayment of principal and interest of existing borrowings and/or for general corporate purposes. The consent of the Members is being sought by way of a Special resolution.

Approval of the members is, therefore, sought under Section 42 of the Act read with Rule 14 of the Companies PAS Rules, by way of a special resolution for making offer(s) or invitation(s) to eligible persons to subscribe to the NCDs of the Company on private placement basis for a period commencing from date of passing this resolution in the AGM till the next AGM to be held in 2027.

The Board recommends passing of the Special resolution as set out in item no. 5 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially, or otherwise in the said resolution, except to the extent of NCDs that may be subscribed by them/their relatives/ companies/ firms in which they are interested.

Item No. 6: Raising of funds by way of External Commercial Borrowings

The Company has been raising funds through various modes in order to fulfil its working capital requirements. RBI has relaxed end-use restrictions for the ECB, enabling the companies to borrow for working capital, general corporate purpose & on-lending for the same, subject to certain conditions.

Pursuant to Section 42 of the Act, read with the Rules made thereunder, the Company is required to obtain approval of its Members by way of a special resolution, before making any offer or invitation for issue of Foreign Currency/Rupee Denominated Bonds on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of Bonds by the Company for a period of 1 (One) year from the date on which the Members have provided the approval by way of the special resolution.

In view of the above, the Board of Directors at its meeting held on July 31, 2026 , has approved issue of Foreign Currency/ Rupee Denominated Bonds or other instruments, in one or more tranches, on private placement basis, up to Rupee equivalent USD 50 MN and within the overall borrowing limit of

Rs. 250 crores (Rupees Two Hundred and Fifty Crores Only), subject to the approval of the Members.

In this regard, the approval of the Members is sought for issue of Foreign Currency/ Rupee Denominated Bonds on a private placement basis, whether listed or not, rated or not in one or more tranches, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium/ discount, tenor etc., as may be determined by the Board of Directors (or any other person authorised by the Board of Directors), at the prevailing market conditions.

Accordingly, the Board recommends the Special resolution as set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 7: Increase in Authorised Share Capital and consequent alteration to the capital clause of the Memorandum of Association

Presently, the Authorised Share Capital of the Company Rs. 61,00,00,000 (Rupees Sixty One Crore Only) divided into 6,10,00,000 (Six Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Considering the size and the business operations and in order to facilitate the further capital issuances, the Board at its Meeting held on Wednesday, August 25, 2026 had recommended to increase the Authorised Share Capital from Rs. 61,00,00,000 (Rupees Sixty One Crore Only) to Rs. 65,00,00,000/- (Rupees Sixty Five Crore Only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 4,00,000 (Four Lakhs) Equity shares of Rs.10/- (Rupees Ten only) each.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the last date of e-voting.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No.7 of this Notice.

The Board recommends an ordinary resolution set out at Item No. 7 of this Notice for the approval of the Members.

Context for Item No. 8, 9, and 10

Approval for Material Related Party Transactions

Regulation 23 of the SEBI Listing Regulations, inter alia, states that all Material Related Party Transactions (‘RPTs’) shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm’s length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of Related Party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between(i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Management has provided the Audit Committee with relevant details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm’s length pricing basis.

Considering the quantum of transactions, approval of the Members is sought pursuant to Regulation 23 of the SEBI LODR Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 (“SEBI Master Circular”). The explanatory statement also includes the disclosures as required under the Industry Standards on “Minimum information to be provided to the Shareholders for approval of Related Party Transactions” (“Industry Standards”) formulated by Industry Standard Forum in consultation with the SEBI, for the following specific Material Related Party Transactions as detailed.

It is in the above context that, Resolution Nos. 8, 9 and 10 are placed for approval of the Members of the Company.

Item No. 8:

Details of Material Related Party Transactions between the Listed Entity/ Company (“TFL”) and Vertex Securities Limited (“VSL”), an Associate Company.

Sr. No.	Particulars of the Information	Disclosures
Part A: Minimum information of the Proposed Related Party Transactions (“RPT”)		
A(1) Basic details of the Related Party		
1.	Name of the Related Party	Vertex Securities Limited (VSL)
2.	Country of Incorporation of Related Party	India
3.	Nature of Business of the Related Party	Broking operations company

A(2) Relationship and Ownership of the Related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	VSL, Public Limited Company, is an Associate of the Company. As on March 31, 2026, TFL directly held 26.52% (fully paid) shares on fully diluted basis in Paid-Up Share Capital of VSL. NA VSL does not hold any shares in TFL.

A(3) Details of previous transactions with the Related Party

<table>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the Listed entity or subsidiary with the related party during the last two financial years.</td><td>a. Details of transactions undertaken between the Company and VSL
<table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>FY 2024-25 Amount (Rs. in Lakhs)</th><th>FY 2025-26 Amount (Rs. in lakhs)</th></tr>
<tr><td>1.</td><td>ICD’s/Loans/Advances given</td><td>-</td><td>100.00</td></tr>
<tr><td>2.</td><td>Corporate Guarantee given by the Company and the Security provided by the Company by way of mortgage of its property to the Bank for VSL (to the extent of the actual utilisation under the relevant facility)</td><td>700.00</td><td>700.00</td></tr>
<tr><td>3.</td><td>Expenses incurred (including reimbursement)</td><td>-</td><td>-</td></tr>
<tr><td>4.</td><td>Interest received</td><td>-</td><td>0.78</td></tr>
<tr><td>5.</td><td>Income received</td><td>10.30</td><td>5.00</td></tr>
<tr><td>6.</td><td>Received towards reimbursement of expenses</td><td>-</td><td>0.73</td></tr>
<tr><td colspan="2">TOTAL</td><td>710.30</td><td>806.51</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 0.18 lakhs received towards reimbursement of expenses</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.</td><td>NIL</td></tr>
</table>

A(4) Amount of the proposed transactions

<table>
<tr><td>1.</td><td>The amount of proposed transaction being placed for approval in the meeting of Audit Committee/ shareholders of the Company</td><td>
<table>
<tr><th>Nature of Transaction</th><th>Value of Proposed Transactions (Rs. in Lakhs)</th></tr>
<tr><td>ICD’s/Loans/Advances given/ to be given
Guarantees given/ to be given (to the extent of the actual utilisation under the relevant facility) and/or security/ indemnity/ comfort letter etc. provided/to be provided</td><td>1000
2000</td></tr>
<tr><td>Expenses incurred/ to be incurred (including reimbursements)</td><td>200</td></tr>
<tr><td>Interest received/ to be received</td><td>200</td></tr>
<tr><td>Income received/ to be received</td><td>200</td></tr>
<tr><td>Sale /Purchase of Investments</td><td>1000</td></tr>
<tr><td>Sale/Purchase of Assets</td><td>1000</td></tr>
<tr><td>Total</td><td>5600</td></tr>
</table></td></tr>
</table>

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the Listed Entity's annual consolidated turnover for the immediately preceding financial year	The value of the proposed transactions of Rs.5600 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.
4.	Value of the proposed transactions as a percentage of the Subsidiary's annual standalone turnover for the immediately preceding financial year (in case of transaction involving subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	The value of the proposed transactions of Rs.5600 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.
6.	Financial Performance of the Related Party for the immediately preceding financial year	The Financial Performance of the Related party (VSL), on Standalone basis for the Financial Year ended 31st March 2026 is stated below:

Sr. No.	Particulars	Amount (Rs. in lakhs)
1.	Turnover	689.75
2.	Profit after Tax	(222.33)
3.	Net Worth	1092.51

A(5) Basic details of the proposed transactions

Sr. No.		Sr. No.	Specific Type of the Proposed Transaction	Details of the Proposed Transaction	Amount (Rs. in lakhs)
1.	Specific type of the proposed transaction	1	ICDs/Loans/ Advances given/ to be given	Loans may be given in one or more tranches to meet urgent short-term working capital needs.	1000
		2.	Guarantees given/ to be given (to the extent of the actual utilisation under the relevant facility) and/or security/ indemnity/ comfort letter etc. given /to be given	Guarantees will be given and/or Surety, indemnity, comfort letter will be given to the Bankers as collateral security , so that VSL can avail credit facilities from the Bankers.	2000

		3.	Interest Payment/ Expenses	Interest is payable on Loans/ borrowings, received/to be received and certain expenses may be incurred from time to time.	200
		4.	Interest Income/ Other Income	Interest will be received on loans given/ to be given. Income is received/to be received for the services rendered/to be rendered from time to time.	400
		5.	Sale/ Purchase of Investments	These transactions may arise with some strategic decisions for sale / purchase of shares of the group companies, in the overall interest of the Group.	1000
		6.	Sale/ Purchase of Assets	These transactions may arise with some Group level decisions to purchase/ sale certaintangible/ intangible assets, to achieve overall operational efficiency within the Group.	1000
		TOTAL			5600
2.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till conclusion of next AGM held in year 2027			
3.	Whether omnibus approval is being sought ?	Yes			
4.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions with VSL, an Associate company, are in the Ordinary course business and are at arm's length basis. They aim to optimize financial, operational and managerial resources, financing efficiently and thereby strengthening group's consolidated performance.			
5.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Kumar Nair, the Managing Director and CEO of the Company is the Director in VSL. He holds 8.97 % fully paid shares in the total paid-up share capital of VSL. Mr. Ramachandran Unnikrishnan, Executive Director and CFO of TFL is the MD & CEO of VSL. He holds 0.05% (Fully paid & Partly paid) shares in the total paid-up share capital of VSL. Mr. Suhas Borgaonkar, Company Secretary of TFL holds 0.16% (Fully paid & Partly paid) shares in the total paid-up share capital of VSL. Except to the extent of the shareholding and Directorships/KMP, none of the Promoters, Directors & KMP have any interest in the transactions whether Directly or Indirectly.			
6.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA			
7.	Any other information relevant for decision making	NIL			

Part B : Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards		
B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Considering the intra group nature of the transaction, no separate bidding or selection process is undertaken.
2.	Basis of determination of Price	Generally, market related / Benchmarked to similar services provided by external agents.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance: b. Tenure: c. Whether same is self-liquidating?	NA

B(2) and C(1): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	NIL
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Generally, in the range of 11.75% to 12.50% p.a, depending on the market circumstances.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The rate of interest shall not be lower than the prevailing yield of 1 year yield on Govt. Securities, closest to the tenor of the loan.
5.	Maturity / due date	Generally, 1 year, repayable on Demand
6.	Repayment schedule & terms	Repayable on Demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet urgent short-term working capital needs.
10.	Latest credit rating of the related party	No Credit Rating taken.

11.	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	NIL
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

B(4) and C(3): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantees), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Providing guarantee and/or giving surety/ indemnity/ comfort letter etc. will enable VSL to access funding from the Banks/ other lenders for its business growth.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including:	TFL will be granting corporate guarantee and/or provide security/indemnity/comfort letter etc. to the Banks in respect of the credit facilities granted/ to be granted by the Banks/ Other lenders to VSL.
	(i) commission, if any to be received by the listed entity or its subsidiary;	Nil
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	TFL will recover from VSL to the extent of available assets.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable

4.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Credit rating not taken by VSL
5.	Details of solvency status and going concern status of the related party during the last three financial years	The Related Party has been solvent and its financial statements were prepared on a going concern basis for last 3 financial years.
6.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 2000 lakhs.
7.	Default on borrowings, *if any*, over the last three financial years, by the related party from the listed entity or any other person.	NIL
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

B(6) and C(5): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	The transaction may take place if restructuring of the Group is decided. Bidding process etc may not be applicable.
2.	Basis of determination of price.	The prices will be determined based on the market. The Valuation Report will be obtained, if required under Regulations.
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	The proposed transaction is intended to simplify the existing shareholding structure and streamline the ownership of the group companies. The transaction shall be undertaken in compliance with the applicable provisions of the SEBI Listing Regulations, Companies Act, 2013 and other necessary approvals.

4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable at this stage.
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking. a. Expected impact on turnover b. Expected impact on net worth c. Expected impact on net profits	Cannot be decided at this stage.
6.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months	Nil
7.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details	Any ascertainment regarding issue of securities or consideration in kind to related party at this stage will not provide a meaningful representation.
8.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	NA
9.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
10.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Nil

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members.

Director(s) of the Company who are also director(s) on the board of Subsidiary/Associate companies and relatives of the said Director(s), to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 8 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

Details of Material Related Party Transactions between the Company ("TFL") and Vertex Commodities and Finpro Private Limited ("VCFPL"), an Associate company

Sr. No.	Particulars of the Information	Disclosures
Part A: Minimum information of the Proposed Related Party Transactions ("RPT")		
A(1) Basic details of the Related Party		
1.	Name of the Related Party	Vertex Commodities and Finpro Private Limited
2.	Country of Incorporation of Related Party	India
3.	Nature of Business of the Related Party	Commodity Broking

A(2) Relationship and Ownership of the Related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	VCFPL, is an Associate Company of TFL.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	As on March 31, 2026, TFL directly held 38.85% shares in the Paid Up Share Capital of VCFPL.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	VCFPL does not hold any shares in TFL.

A(3) Details of previous transactions with the Related Party						
1.	Total amount of all the transactions undertaken by the Listed entity or subsidiary with the related party during the last two financial years.	**a. Details of transaction undertaken between the Company and VCFPL**				
		Sr. No.	**Nature of transactions**	**FY 2024-25 Amount (Rs. in Lakhs)**	**FY 2025-26 Amount (Rs. in Lakhs)**	
		1.	ICDs/Loans/Advances taken	119.00	205.00	
		2.	Interest Paid	37.63	37.80	
		TOTAL		**156.63**	**242.80**	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.	Rs. 8.43 lakhs interest paid				
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.	NIL				

A(4) Amount of the proposed transactions			
1.	The amount of proposed transaction being placed for approval in the meeting of Audit Committee/ shareholders of the Company	**Nature of Transaction**	**Value of Proposed Transaction (In Lakhs)**
		ICD's/Loans/Advances given/ to be given	500
		ICD's/Loans/Advances taken/ to be taken	500
		Interest Paid /to be Paid	50
		Expenses Incurred / to be incurred (including reimbursement)	50
		Interest received/ to be received	50
		Income received/ to be received	50
		Total	**1200**

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the Listed Entity's annual consolidated turnover for the immediately preceding financial year	The value of the proposed transactions of Rs.1200 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.
4.	Value of the proposed transactions as a percentage of the Subsidiary's annual standalone turnover for the immediately preceding financial year (in case of transaction involving subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	The value of the proposed transactions of Rs.1200 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.
6.	Financial Performance of the Related Party for the immediately preceding financial year	The Financial Performance of VCFPL, on Standalone basis for the Financial Year ended 31st March 2026 is stated below:

Sr. No	Particulars	Amount (Rs. in Lakhs)
1.	Turnover	57.44
2.	Profit after Tax	(14.25)
3.	Net Worth	386.15

Sr. No.	A(5) Basic details of the proposed transactions	Sr. No.	Specific Type of the Proposed Transaction	Details of the Proposed Transaction	Amount (Rs. in Lakhs)
1.	Specific type of the proposed transaction	1	ICD/Loans given/ to be given	Loans may be given in one or more tranches to meet urgent working capital needs.	500
		2.	ICD/Loans taken/ to be taken	Loans may be taken in one or more tranches to meet urgent working capital needs.	500
		3.	Interest Payment/ Expenses	Interest is payable on Loans and certain expenses may be incurred from time to time.	100
		4.	Interest Income/ Other Income	Interest will be received on loans given. Income will be received for rendering of services.	100
			TOTAL		**1200**

	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till conclusion of next AGM held in year 2027
	Whether omnibus approval is being sought?	Yes
	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions with VCFPL, an Associate company are in the ordinary course business and are at arm's length basis. They aim to optimize financial, operational and financing efficiently and thereby strengthening group's consolidated performance.
	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **a.** Name of the director/KMP **b.** Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Kumar Nair, the MD & CEO of TFL is the Director in VCFPL. He holds 1 share in VCFPL as a Nominee. Mr. Ramachandran Unnikrishnan, the Executive Director & CFO of TFL is the Director in VCFPL. He holds Nil shares in VCFPL Except to the extent of the shareholding and Directorships/KMP, none of the Promoters, Directors/ KMP have any interest in the transactions whether Directly or Indirectly.
	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
	Any other information relevant for decision making	NIL

Part B : Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards		
B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Considering the intra group nature of the transaction, no separate bidding or selection process is undertaken
2.	Basis of determination of Price	Generally, market related / Benchmarked to similar services provided by external agents.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance: b. Tenure: c. Whether sam e is self-liquidating?	NA

B(2) and C(1): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	NIL
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Generally, in the range of 11.75% to 12.50% p.a, depending on the market circumstances.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The rate of interest shall not be lower than the prevailing yield of 1 year, closest to the tenor of the Govt Securities.
5.	Maturity / due date	1 year, repayable on Demand
6.	Repayment schedule & terms	Repayable on Demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet urgent short-term working capital needs.
10.	Latest credit rating of the related party	No Credit Rating taken.
11.	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	NIL
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

B(5) and C(4): Disclosure *only* in case of transactions relating to borrowings by the listed entity or its Subsidiary		
1.	Material covenants of the proposed transaction	The existing/proposed borrowings would be purely operational/ integral part of the operations of the Company and are/will be entered in the ordinary course of business and on arm's length basis. Loans, if availed, shall be unsecured and will be availed on short term basis, in one or more tranches, from time to time. Loan(s) to be availed by the Company shall be at prevailing market rates, benchmarking the rates of prevailing yield of one year Government Security closest to the tenor of the loan. All terms, including the rate of interest, are reviewed by the Audit Committee and the Board of Directors.
2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	As mentioned above, the loans will be availed at prevailing market rates on an arm's length basis. The Company benchmarks the rates at prevailing yield of one year Government Security closest to the tenor of the loan.
3.	Cost of borrowing	No additional associated cost is envisaged.
4.	Maturity / due date	Generally, one year, payable on Demand.
5.	Repayment schedule & terms	Generally, payable on Demand.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Funds will be utilized to meet the short-term working capital needs of the Company
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	0.90
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	0.82 0.53 (after considering the Borrowings of Rs. 500 lakhs. However in actuals, the Operating profit will also improve, thereby this ratio will also change.)

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members. Director(s) of the Company who are also director(s) on the board of Subsidiary/ Associate companies and relatives of the said Director(s), to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 9 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item No. 9 of the Notice for approval by the members.

Item No. 10

Details of Material Related Party Transactions between the Company ("TFL") on one hand and the Directors /KMPs of the Company/ Subsidiaries/Associates or Relatives thereof ("NCD Lenders") on the other hand

Sr. No.	Particulars of the Information	Disclosures
Part A: Minimum information of the Proposed Related Party Transactions ("RPT")		
A(1) Basic details of the Related Party		
1.	Name of the Related Party	The Directors /KMPs of the Company/ Subsidiaries/Associates or Relatives thereof (collectively called as "NCD Lenders")
2.	Country of Incorporation of Related Party	India
3.	Nature of Business of the Related Party	Identified allottees who would lend funds to the Company by subscribing to the NCDs issued by the Company

A(2) Relationship and Ownership of the Related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	The Directors /KMPs of the Company/ Subsidiaries/ Associates or Relatives thereof (collectively called as "NCD Lenders"), who invest in NCDs issued by the Company, are the related parties.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	These individuals may/ may not hold shares of TFL.

<table>
<tr><td colspan="6">A(3) Details of previous transactions with the Related Party</td></tr>
<tr><td rowspan="4">1.</td><td rowspan="4">Total amount of all the transactions undertaken by the Listed entity or subsidiary with the related party during the last two financial years.</td><td colspan="4">a. Details of transactions undertaken between the Company and NCD Lenders</td></tr>
<tr><td>Sr. No</td><td>Nature of transactions</td><td>FY 2024-25 Amount (Rs. in Lakhs)</td><td>FY 2025-26 Amount (Rs. in lakhs)</td></tr>
<tr><td>1.</td><td>Outstanding Borrowings in the form of NCDs held by RPs</td><td>451</td><td>587</td></tr>
<tr><td colspan="2">TOTAL</td><td>451</td><td>587</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.</td><td colspan="4">No further allotment to NCD Lenders in Q1 upto 30.06.2026.</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.</td><td colspan="4">NA</td></tr>
</table>

TRANSWARRANTY FINANCE LIMITED

A(4) Amount of the proposed transactions		
1.	The amount of proposed transaction being placed for approval in the meeting of Audit Committee/ shareholders of the Company	**Nature of Transaction** / **Value of Proposed Transaction (Rs. In Lakhs)** 1. NCDs to be issued to NCD Lenders and Interest payable thereon — 1000 2. Interest payable on NCDs — 150
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the Listed Entity's annual consolidated turnover for the immediately preceding financial year	The value of the proposed transactions of Rs.1150 lakh will comprise of ongoing receipts and payments in the form of NCDs and expenses incurred in the form of interest payable. However, the percentage has not been disclosed as it may not provide for meaningful representation.
4.	Value of the proposed transactions as a percentage of the Subsidiary's annual standalone turnover for the immediately preceding financial year (in case of transaction involving subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Not Applicable
6.	Financial Performance of the Related Party for the immediately preceding financial year	NA

Nature of Transaction	Value of Proposed Transaction (Rs. In Lakhs)
1. NCDs to be issued to NCD Lenders and Interest payable thereon	1000
2. Interest payable on NCDs	150

A(5) Basic details of the proposed transactions

1.	Specific type of the proposed transaction	**Sr. No.**	**Specific Type of the Proposed Transaction**	**Details of the Proposed Transaction**	**Amount (Rs. in lakhs)**
2.	Details of each type of the proposed transaction	1.	NCDs to be issued to NCD Lenders and Interest payable	The Company issues NCDs on Private Placement basis from time to time, to augment the funds for its lending & business activities. They are issued to NCD Lenders on the same terms as applicable to others.	1000
3.	Value of the proposed transaction during a financial year	2.	Interest payable on NCDs	Interest is payable on the Funds received through issuance of NCDs to the NCD Lenders Please refer to A(4)1 above	150

4.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till conclusion of next AGM held in year 2027
5.	Whether omnibus approval is being sought?	Yes
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company issues NCDs on Private Placement basis from time to time, to augment the funds for its lending & business activities. Thus they are in the interest of the listed Entity. They are issued to NCD Lenders on the same terms as applicable to others. These transactions are in the ordinary course of business and at arm's length basis.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Except to the extent of the shareholding held, none of the Promoters, Directors & KMP of the Listed entity, subsidiaries, associates have any interest in the transactions whether directly or indirectly.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Any other information relevant for decision making	NIL

Part B : Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards

B(5) and C(4): Disclosure *only* in case of transactions relating to borrowings by the listed entity or its Subsidiary		
1.	Material covenants of the proposed transaction	The Company issues NCDs on Private Placement basis from time to time, to augment the funds for its lending & business activities. They are issued to RPs on the same terms as applicable to others.
2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	Interest rate ranges from 11.25% pa to 12% pa.
3.	Cost of borrowing	Overall cost will range from 12.98% pa to 14.15% pa.
4.	Maturity / due date	Differ as per various Schemes- from 13 months to 5 years.
5.	Repayment schedule & terms	As per respective Term Sheets
6.	Whether secured or unsecured	Secured and/or Unsecured
7.	If secured, the nature of security & security coverage ratio	1^{st} ranking pari passu charge over current/ other assets of the Company. SCR is 1:1 covering principal amount & interest.
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	To meet short-term working capital and for general corporate purpose.
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	0.90

10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	 0.82 0.39 (after considering the Borrowings of Rs. 1000 lakhs. However, in actuals, the Operating profit will also improve, thereby this ratio will also change.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members. Director(s) of the Company who are also director(s) on the board of Subsidiary/ Associate companies and relatives of the said Director(s), to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 10 whether the entity is a related party to the particular transaction or not. The Board commends the Ordinary Resolutions set out at Item No. 10 of the Notice for approval by the members.

By Order of the Board of Directors
TRANSWARRANTY FINANCE LIMITED

Sd/-
Suhas Borgaonkar
Company Secretary and Compliance Officer
ACS-3391

Registered Office:
403, Regent Chambers,
Nariman Point, Mumbai - 400021
CIN: L65920MH1994PLC080220
Email Id: companysecretary@transwarranty.com
Website: www.transwarranty.com
Tel: 022 40010900

Date : August 25, 2026
Place: Mumbai