



TRANSWARRANTY FINANCE LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING BY THE BOARD OF DIRECTORS OF TRANSWARRANTY FINANCE LIMITED ('THE COMPANY') HELD ON OCTOBER 12, 2017 AT THE REGISTERED OFFICE OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with section 52 of the Companies Act, 2013 read with the relevant Rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, as may be applicable, or any statutory amendment thereof and enabling provisions in the Company's Memorandum of Association and Articles of Association and subject to requisite approval, consents, sanctions and permissions of BSE Limited, the National Stock Exchange of India Limited (together the "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI"), shareholders, creditors, National Company Law Tribunal ("NCLT"), the Central Government and other regulatory authorities, as may be necessary, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, consent of the Board be and is hereby accorded to the Scheme of Amalgamation of Transwarranty Consultants Private Limited ('TCPL' or 'the Transferor Company') with Transwarranty Finance Limited ('TFL' or 'the Transferee Company') and their respective shareholders (hereinafter referred to as 'the Scheme'), draft of which circulated herewith."

"FURTHER RESOLVED THAT since TCPL is a wholly owned subsidiary of the Company, no shares shall be issued by the Company to the shareholders of TCPL pursuant to the Scheme becoming effective."

"FURTHER RESOLVED THAT the certificate dated 12th October, 2017 issued by M/s Rahul Gautam Divan & Associates, Chartered Accountants, certifying *inter-alia* that the Scheme is in compliance with all the applicable Accounting Standards specified by the Central Government in section 133 of the Companies Act, 2013 as placed before the Board be and is hereby noted and accepted."

CIN : L65920MH1994PLC080220

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“FURTHER RESOLVED THAT the undertaking signed by Mr. Ramachandran Unnikrishnan, Director & CFO of the Company regarding non-applicability of Para 9 of Annexure 1 of Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, be and is hereby approved.”

“FURTHER RESOLVED THAT the undertaking with regard to the non-applicability of requirements as prescribed in Para 9 of Annexure 1 of Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, duly certified by Statutory Auditors of the Company, i.e. M/s Rahul Gautam Divan & Associates, Chartered Accountants, as placed before the Board, be and is hereby accepted.”

“FURTHER RESOLVED THAT the draft Audit Committee report as placed before the Board in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 be and is hereby approved.”

“FURTHER RESOLVED THAT Mr. Kumar Nair, Managing Director of the Company or Mr. Ramachandran Unnikrishnan, Director & CFO of the Company or Mr. Sudharsanan Nair, Director of the Company or Mr. Sreedhar Hirimbi, Company Secretary of the Company or Mr. Roby Sasidharan, General Manager-Accounts, be and are hereby severally authorized to take all the necessary steps for

- a. To file Scheme and/or any other information/ details with the Central/State Government(s), Securities and Exchange Board of India, Stock Exchanges or any other body, authority or agency and to obtain sanction or approval to any of the provisions of the Scheme or for giving effect thereto;
- b. Signing and filing of affidavits / applications with the appropriate authorities seeking directions as to conveying / dispensing with the meeting(s) of the shareholders/creditors of the Company as may be directed to give effect to the Scheme;
- c. Signing and filing of petitions for confirmation of the Scheme by the appropriate authorities;

- d. To file affidavits, pleadings or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage services of counsel(s), Advocates, Solicitors, Chartered Accountants, and other professional and to sign and execute Vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by NCLT to the said Scheme and for giving effect to the Scheme;
- e. Obtaining approval from Central/State Government(s) and their agencies, Securities and Exchange Board of India, Stock Exchanges such other authorities and parties including the shareholders, creditors, lenders, as may be considered necessary, to the said Scheme;
- f. To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- g. To make any alterations / changes to the Scheme, as may be expedient or necessary, which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions prescribed by the NCLT, Central Government, or any other authority;
- h. To suspend, withdraw or revive the Scheme from time to time as may be specified by any Statutory Authority or as may be suo moto decided by the board in absolute discretion.
- i. To sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
- j. To take all steps necessary or incidental and considered appropriate with regard to the above applications and petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same; and
- k. To do all acts and things as may be considered necessary and expedient in relation thereto.”

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“FURTHER RESOLVED THAT a copy of this Resolution, certified to be true by a Director or the Secretary of the Company, be furnished to the concerned statutory and regulatory authorities and they be requested to act thereon.”

“FURTHER RESOLVED THAT pursuant to the provisions of Section 179 of the Companies Act, 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company do file a copy of the Resolution with the Registrar of Companies.”

“FURTHER RESOLVED THAT any Director of the Company or Company Secretary of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

CERTIFIED TRUE COPY

Transwarranty Finance Limited



Ramachandran Unnikrishnan

Director & CFO

DIN No. 00493707