

**NOTICE OF THE ANNUAL GENERAL MEETING  
TIMES GUARANTY LIMITED**

**Registered Office :** 5<sup>th</sup> Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.

**NOTICE**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting (AGM) of the Shareholders of the Company will be held on Wednesday, 22<sup>nd</sup> September, 2021 at 11:30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 5th Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, which shall be the deemed venue of the AGM.

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 including the Audited Balance sheet as at 31<sup>st</sup> March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Directors’ and Auditor’s thereon.
2. To appoint a Director in place of Mr. Gopalkrishnan Ramaswamy (DIN: 02712174), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

**3 Appointment of Mr. Jayaprakash Nair as a Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jayaprakash Nair (DIN: 07816567), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee w.e.f. 10<sup>th</sup> February, 2021, in terms of Section 161 of the Act, and who holds office up to the date of ensuing Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**4. Re-appointment of Ms. Mitu Samar Nath as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), as amended from time to time, Ms. Mitu Samar Nath (DIN: 07244627), who was appointed as an Independent Director and who holds office up to 2<sup>nd</sup> February 2021 and being eligible for re-appointment, and who meets the criteria for independence as provided in Section 149 (6) of the Act and rules made thereunder and Regulation 16 (b) of the SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, based on the recommendation of Nomination and Remuneration Committee to hold office for a second term of five (5) consecutive years commencing from 3<sup>rd</sup> February, 2021 to 2<sup>nd</sup> February 2026.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution.”

By Order of the Board

Registered Office:  
5th Floor, Times Tower  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai-400013  
Dated: 11<sup>th</sup> August, 2021

Shweta Chaturvedi  
Company Secretary  
ACS-16550

## NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts in respect of the special businesses under items 3 and 4 is annexed hereto. Also, relevant details with respect to Directors seeking appointment at the AGM, in terms of regulations 26(4) and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and clause 1.2.5 of Secretarial Standards on General Meetings, are set out in Annexure A, which also forms part of this notice.
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read together with General Circular Nos. 02/2021, 14/2020, 17/2020, dated 13<sup>th</sup> January, 2021, 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (collectively referred as SEBI Circulars), permitted the holding of this AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI LODR and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue. Central Depository Services (India) Limited (CDSL) shall be providing facility for voting through remote e-voting, participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' issued by CDSL, are furnished as part of this Notice at point 20.
3. In compliance with applicable provisions of the Act read with the MCA Circulars, SEBI Circular dated 12<sup>th</sup> May, 2020 and the SEBI LODR, the AGM of the Company is being conducted through VC/ OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

4. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/ Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM along with specimen signature of authorised representative(s) by e-mail to corporate.secretarial@timesgroup.com before the commencement of the 31<sup>st</sup> AGM.  
Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote there at.
6. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited (RTA) having their office at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083.
8. In case of joint holders attending the 31<sup>st</sup> AGM, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote, provided the votes are not already cast by remote e-voting.
9. Electronic Dispatch of Notice and Annual Report: In line with the MCA General Circular dated 5<sup>th</sup> May, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020, the Notice of the AGM along with the Annual Report for the Financial Year 2020-2021 is being sent only through electronic mode to those Members whose names appear on the Register of Members / list of

Beneficial Owners as received from National Securities Depository Limited (NSDL) / CDSL as at the close of business hours on 20<sup>th</sup> August, 2021 and who have registered their email id with the Company/ Depositories.

A copy of the Notice of this AGM alongwith the Annual Report is available on the website of the Company at [www.timesguarantylimited.com](http://www.timesguarantylimited.com), websites of the Stock Exchanges where the Equity Shares of the Company are listed, viz. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). For any communication, the Members may also send a request to the Company's investor email id: [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com). The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2020-2021 and the Notice of AGM, to any Member.

10. For receiving all communication (including Notice and Annual Report) from the Company electronically: (a) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com) or to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.

11. Book Closure

The register of members and share transfer books of the Company will remain closed from Thursday, 16<sup>th</sup> September, 2021 to Wednesday, 22<sup>nd</sup> September, 2021, (both days inclusive) for the purpose of AGM.

12. Transfer of Shares Permitted in Demat Form Only:

As per Regulation 40 of the SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of RTA to seek guidance with respect to the demat procedure. Members may also

visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.aspx> for further understanding of the demat procedure.

13. Members are requested to:

- update the changes, if any, in their registered addresses/bank mandates;
- Opt for NACH / NEFT / RTGS facility by providing latest and correct bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant;
- quote their folio numbers/ Client ID and DP ID in all correspondence;
- consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names
- Avail nomination facility;
- Provide Permanent Account Number, if not already provided;

For the above purposes,

(i) shareholders holding shares in electronic mode may approach their respective depository participants (DP) and

(ii) shareholders holding shares in physical mode can approach the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

14. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com) from 14<sup>th</sup> September, 2021 (9:00 A.M. IST) to 16<sup>th</sup> September, 2021 (5:00 P.M. IST). Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com) mentioning their name, DP ID and Client ID/folio number, PAN, mobile number from 14<sup>th</sup> September, 2021 (9:00 A.M. IST) to 16<sup>th</sup> September, 2021 (5:00 P.M. IST). These queries will be replied to by the company suitably by email Id [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com).

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 22<sup>nd</sup> September, 2021. Members seeking to inspect such documents can send an email to Company's email id: corporate.secretarial@timesgroup.com.
16. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form).
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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 to atleast 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 and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars.
20. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:  
Information and other instructions relating to Re-

mote E-Voting and E-Voting during AGM are as under:

A. Remote E-Voting through Electronic Means (EVSN 210810023)

(i) The voting period begins on Sunday, 19<sup>th</sup> September, 2021 from 9.00 A.M. and ends on Tuesday, 21<sup>st</sup> September, 2021, 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 15<sup>th</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below :

<b>Type of share holders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/ EasiRegistration">https://web.cdslindia.com/myeasi./Registration/ EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) Now enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the im-



age verification code and click on Forgot Password & enter the details as prompted by the system.

### **(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## 21. Scrutinizer for E-Voting and Declaration of Results:

Ms. Ashwini Inamdar (Membership No. FCS 9409 and CP No. 11226) or failing her Mr. Atul Mehta (Membership No. FCS 5782 and CP No. 2486) Partners of Mehta & Mehta, Company Secretaries, have been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than forty-eight hours from conclusion of the Meeting.

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at [www.timesguarantylimited.com](http://www.timesguarantylimited.com) and on the website of CDSL at <http://www.evotingindia/> immediately after the Results are declared and will simultaneously be forwarded to BSE Limited and the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday 22<sup>nd</sup> September, 2021, subject to receipt of the requisite number of votes in favour of the Resolutions.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to item Nos. 3 and 4 as mentioned in the accompanying Notice:

### Item No. 3:

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Jayaprakash Nair as an Additional (Non-Executive, Non-Independent) Director of the Company w.e.f. 10<sup>th</sup> February, 2021. Pursuant to the provisions of Section 161 of the Act, Mr. Jayaprakash Nair will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 (1) of the Act, received a notice in writing from a member, proposing the candidature of Mr. Jayaprakash for the office of Director of the Company. Mr. Jayaprakash once appointed will be liable to retire by rotation.

The members may note brief profile of Mr. Jayaprakash, described as below:

He is a qualified Chartered Accountant from Institute of Chartered Accountants of India (ICAI). He has completed his International Financial Reporting Standards (IFRS) Certification from ICAI and also has Six Sigma Green Belt Certification with expertise on Business processes.

He is a prudent Finance professional and has extensively worked in the areas of accounts consolidation, audit & taxation, processes & controls, ERP rollout, strategy & business planning and handling Board related matters. He brings with him more than 25 years of rich experience of having worked in India, Middle East and Africa with prominent Companies like Ernst & Young, Honeywell, Maersk Sealand, BPL Mobile, Petronet India Ltd., ICICI Ltd and Indian Rayon.

He joins us from JSW Energy Ltd, a leading pan India private player in the power sector, where he was working as the Vice President and Group Financial Controller. In BCCL, he holds the position of Financial Controller, as Vice President in its Finance Department.

As per Section 152(2) of the Act, every Director shall be appointed by the Company in a General Meeting. Hence, it is proposed to seek, the approval of the members of the Company by passing an Ordinary Resolution for appointment of Mr. Jayaprakash as a Director of the Company, designated as Non-Executive Director, liable to retire by rotation.

None of the Directors and Key Managerial personnel of the Company or their respective relatives, except Mr. Jayaprakash, to whom the resolution relates, is concerned or interested in the Resolution mentioned at item No. 3 of the Notice.

The Board recommends the Resolution set forth in item no. 3 for the approval of the members.

### Item No. 4:

Ms. Mitu Samar Nath was appointed as an Independent Director by the Shareholders of the Company at the 26<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016 for a period of five years w.e.f. 3<sup>rd</sup> February 2016 up to 2<sup>nd</sup> February, 2021.

The Board on 10<sup>th</sup> February, 2021 based on the recommendation of the Nomination & Remuneration Committee and pursuant to the performance evaluation of Ms. Mitu Samar Nath as a Member of the Board and considering the continued association of Ms. Mitu would be beneficial to the Company, proposed to re-appoint her as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) years commencing from 3<sup>rd</sup> February, 2021 up to 2<sup>nd</sup> February, 2026. Further, the Company has, in terms of Section 160 (1) of the Act, received a notice in writing from a Member, proposing the candidature of Ms. Mitu Samar Nath for the office of Director of the Company.

As per the requirement and in terms of Section 149, 152 and other applicable provisions of the Act read



with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of SEBI LODR, each as amended, the re-appointment of Ms. Mitu Samar Nath as an Independent Director of the Company is being placed before the Shareholders for their approval by way of special resolution. Ms. Mitu Samar Nath, once appointed, will not be liable to retire by rotation.

The members may note brief profile of Ms. Mitu Samar Nath, described as below:

Ms. Mitu has pursued master's in economics from Mumbai University and holds Management Degree in Business Administration from SP Jain Institute of Management & Research. She has authored several articles and research papers. She is a spokesperson at various Industry forums and top tier B-schools.

Her professional experience includes stints with leading companies like Aditya Birla Financial Services Group, ICICI Prudential Asset Management Company and Great Eastern Shipping Company. Cumulatively, she has nineteen years of industry experience.

She is an active mentor under CII Western Region Women Network's initiative 100 hours of change. She has also mentored women on maintaining a balance between professional life and personal life.

Ms. Mitu is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given her consent to act as an Independent Director.

Considering her rich experience and vast knowl-

edge, her presence on the Board will be valuable to the Company. In the opinion of the Board, she is a person of integrity, fulfills the conditions specified in the Act and the Rules framed thereunder read with the provisions of SEBI LODR, each amended, and is independent of the management of the Company. A copy of the draft letter of appointment of Ms. Mitu Samar Nath as an Independent Director setting out the terms and conditions of her appointment is available for inspection by the Members at the Registered Office during normal business hours on working days up to the date of AGM and will also be kept open at the venue of the AGM till the conclusion of the Meeting.

None of the Directors and Key Managerial personnel of the Company or their respective relatives, except Ms. Mitu Samar Nath, to whom the resolution relates, is concerned or interested in the Resolution mentioned at item No. 4 of the Notice.

The Board recommends the Resolution set forth in item no. 4 for the approval of the Members.

By Order of the Board  
**Shweta Chaturvedi**  
Company Secretary  
ACS-16550

**Registered Office:**

5<sup>th</sup> Floor, Times Tower,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai-400013

Dated: 11<sup>th</sup> August, 2021

# TIMES GUARANTY LIMITED

## ANNEXURE - A

Information pursuant to the Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting regarding re-appointment of a Director.

Name of the Director	Gopalkrishnan Ramaswamy	Jayaprakash Nair	Mitu Samar Nath
Date of Birth	14 <sup>th</sup> September, 1965	17 <sup>th</sup> August, 1969	2 <sup>nd</sup> January, 1979
Age	56	52	42
Date of first appointment on the Board	30 <sup>th</sup> October, 2018	10 <sup>th</sup> February, 2021	3 <sup>rd</sup> February, 2016
Specialized Expertise	Merger & Acquisitions & Investment Banking	Finance	Management Professional
Qualifications	CA & CS	CA	Master's in economics and Management degree in Business Administration
Remuneration sought to be paid and the remuneration last drawn	Nil	Nil	She did not receive any remuneration from the Company except the sitting fees for attending the meeting of the Board/ Committees.
Relationship between Directors and KMPs inter se	Nil	Nil	Nil
Directorship of other Companies* as at 31 <sup>st</sup> March, 2021	1. Dharmayug Investments Limited 2. Aegon Life Insurance Company Limited 3. Ativeer Properties Limited 4. Bennett Property Holdings Company Limited	Nil	1. Aegon Life Insurance Company Limited 2. Times Internet Limited
Chairmanship/Membership of other Committees** as on 31 <sup>st</sup> March, 2021	2	Nil	1
No. of shares held in the Company as at 31 <sup>st</sup> March, 2021	5#	Nil	Nil
Number of Meetings of Board attended during the year	4	1	4

\*Excludes Private/Foreign /Section 8 Companies.

\*\*Only Audit and Stakeholders Relationship Committees are considered. Excluding this Company.

# Mr. Gopalkrishnan Ramaswamy holds the shares as a joint shareholder along with Ms. Parvathy Gopalkrishnan.