

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

Registered Office : Trade House, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the members of Times Guaranty Limited will be held on Wednesday, 27th September, 2017 at 11:00 a.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai 400 001, to transact the following businesses:

Ordinary Business:

1. To receive consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date, Cash Flow Statement for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sivakumar Sundaram (DIN: 00105562) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint V. B. Goel & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration and in this regard 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modifications or re-enactments thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board, V. B. Goel & Co., Chartered Accountants (Firm Registration No. 115906W) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of three (3) years from the conclusion of this 27th Annual General Meeting (AGM) till the conclusion of the 30th AGM, subject to ratification by the members at every AGM (or such statutory modifications or re-enactments hereof, if any, as may be notified and effective, for ratification in case not applicable) on such remuneration, plus out of pocket expenses incurred in the performance of their duties, as may be mutually agreed between the Board of Directors of the Company as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

Special Business:

4. Regularization and appointment of Ms. Anita Malusare, (DIN: 07773062), as an Executive Director and Chief Executive Officer of the Company

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

“RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board, consent of the Company be and is hereby accorded to the appointment of Ms. Anita Malusare (DIN: 07773062), as an Executive Director & Chief Executive Officer of the Company categorized as Key Managerial Personnel (KMP), liable to retire by rotation, for a term of five (5) years w.e.f. 29th March, 2017 up to 28th March, 2022 (contract term/ period) on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board (the term “Board” includes Board of Directors of the Company and the Nomination and Remuneration Committee) be and is hereby authorized to vary and/or modify the terms and conditions including remuneration, benefits and perquisites payable/ made available to the appointee in such manner as may be agreed upon between the Board and the appointee so as not to exceed the limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required to give effect to the aforesaid resolution.”

By Order of the Board

Shweta Chaturvedi
Company Secretary
Membership No: A16550

Registered Office:

Trade House, 1st Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013
Dated: 10th August, 2017

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to the special business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy should however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.

A person appointed as a proxy shall act on behalf of such number of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10 %) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10 %), of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the relevant Board Resolution along with the respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. The relevant details of the persons seeking re-appointment / appointment as Director under item No. 2 and 4 above, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) are annexed hereto.
5. Member(s) / Proxye(s) / Authorised Representative(s) are requested to bring their Attendance Slips duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No. along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company's Registered Office on all working days of the Company, during business hours up to and including the date of the Meeting.

8. **The Company has notified closure of Register of Members and the Share Transfer Books from Thursday, 21st September, 2017 to Wednesday, 27th September, 2017 (both days inclusive) for the purpose of the Meeting.**
9. The instructions for e-voting along with the Attendance Slip and Proxy Form, are enclosed to this Notice of the Meeting for the convenience of the shareholders.
10. Electronic copy of the Annual Report for f. y. 2016-17 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for f. y. 2016-17 are being sent in the permitted mode.
11. Members may also note that the Notice of the Meeting and the Annual Report for the f. y. 2016-17 will also be available on the Company's website www.timesguarantylimited.com for its download by them.
12. Members holding physical shares are requested to approach any of the Depository Participants (DP) for dematerialization of shares in the Company for their ease and convenience.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
15. The route-map for reaching the venue of the Meeting is given at page no. 66
16. Information and other instructions relating to e-voting through electronic means are as under:
 - A. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR, the Company is pleased to provide its members the facility to exercise their right to vote through remote

e-voting. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

- B. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote through remote e-voting shall have a right to vote at the Meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- D. A member, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the cut-off date (i.e. 20th September, 2017) only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
- E. The Process and manner of remote e-voting (EVSN 170807004)
- (i) The voting period begins on 24th September, 2017 at 9:00 a.m. and ends on 26th September, 2017 at 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 i.e. 20th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on “Shareholders” tab.
 - (iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on cover page of the Annual Report.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Ms. Dipti Mehta, Partner, Mehta & Mehta, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- (xxii) The Chairman shall at the Meeting, at the end of the discussion on the resolutions on which voting is to be held allow voting with the assistance of Scrutinizer, by use of “Ballot Papers” for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

(xxiii) The Scrutinizer shall after the conclusion of voting at the AGM will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated Scrutinizers' Report of the total votes cast in favour of or against, if any, to the Chairman or the person authorised by him/her in writing, who shall countersign the same and declare the result of voting forthwith.

(xxiv) The results declared along with the Report of Scrutinizer shall be placed on the website of the Company www.timesguarantylimited.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall be immediately communicated to the Stock Exchanges.

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

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to Member's approval had appointed Ms. Anita Malusare (DIN: 07773062) as an Additional Director {Executive Director and Chief Executive Officer (ED & CEO) categorized as Key Managerial Personnel (KMP)} of the Company for a term of five (5) years w.e.f. 29th March, 2017

In terms of Section 161(1) of the Companies Act, 2013 (the Act) Ms. Anita Malusare holds office up to the date of this Annual General Meeting.

Ms. Anita Malusare aged 51 years, has completed her M.com and MBA Finance and has around 26 years of experience in various corporates like Otis Elevator, Hindustan Pencils Ltd. etc. She has also been a visiting faculty at Mulund College of Commerce, SIMSR and School of Sports Management, Jai Hind College. Prior to

such appointment, she was holding the office of Manager (KMP) of the Company.

The Board considers that her association with the Company would be of immense benefit to the Company and it is desirable to avail her services as an ED & CEO of your Company. The terms and conditions of her appointment including remuneration are as below:

Salary: In the pay scale of Rs. 11,00,000/- to Rs. 15,00,000/- (with the discretion of NRC and the Board to fix the remuneration in accordance with the NRC Policy of the Company).

(Including House Rent Allowance, Transport Allowance, Medical Reimbursement, Other benefits viz. Provident Fund, Super Annuation Fund, Gratuity Fund and other perquisites & allowances as per the terms & conditions and policy of the Company).

Perquisites: As specified in the Appointment Letter and subject to the ceiling laid down in Section II of Part II of Schedule V to the Act.

Ms. Anita is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received the notice in writing and with a requisite deposit under Section 160 of the Act proposing her candidature for the office of the Director of the Company.

She is not a relative of any Director(s) and Key Managerial Personnel(s) of the Company.

The appointment of Ms. Anita is now being placed before the members for their approval.

Except, Ms. Anita Malusare (for the resolution at item no. 4 of the Notice), none of the Directors or KMPs of the Company and their relatives are concerned or interested, financially or otherwise. The Board recommends the passing of the resolution as set out at Item No. 4 as an Ordinary Resolution.

By Order of the Board

Shweta Chaturvedi
Company Secretary
Membership No: A16550

Registered Office:

Trade House, 1st Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013
Dated: 10th August, 2017

ANNEXURE

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

Name of the Director	Mr. Sivakumar Sundaram	Ms. Anita Malusare
Date of Birth	23 rd July, 1966	5 th April, 1966
Age	51	51
Date of first appointment on the Board	30 th July, 1998	29 th March, 2017
Specialized Expertise	Around 26 years of experience in the field of Media Industry	Around 26 years of experience in the field of Finance & Accounts
Qualifications	FCA & FCWA	MBA Finance & M.Com
Remuneration sought to be paid and the remuneration last drawn	Nil	As mentioned in the Explanatory Statement above
Relationship between Directors and KMPs inter se	Nil	Nil
Directorship of other Companies* as at 31 st March, 2017	4	Nil
Chairmanship / Membership of other Committees** as at 31 st March, 2017	2	Nil
No. of shares held in the Company as at 31 st March, 2017	Nil	51
Number of Meetings of Board attended during the year	2	1

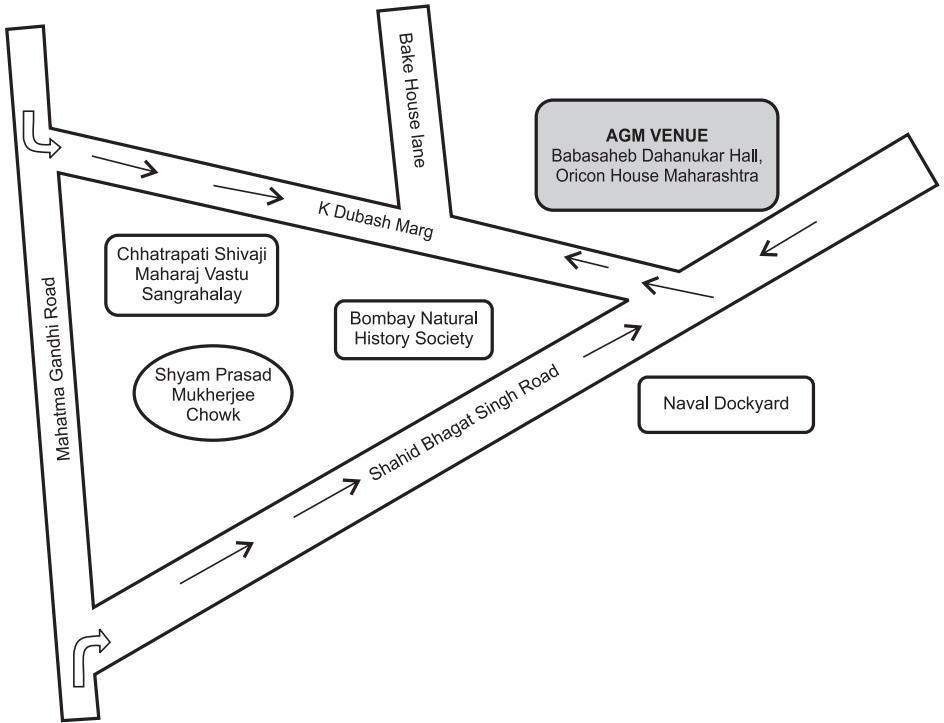
*Excludes Private/Foreign Companies/Section 8 Companies.

** Only Audit and Stakeholders Relationship Committees are considered.

BY COURIER

Road Map for Annual General Meeting Venue of Times Guaranty Limited

Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House,
6th Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001.



If undelivered, please return to:
Times Guaranty Limited
The Times of India Building,
Dr. D. N. Road,
Mumbai - 400 001