



TIMES GUARANTY LIMITED

26TH ANNUAL REPORT

For the year ended March 31, 2016

REPORT AND ACCOUNTS

For the year ended March 31, 2016

BOARD OF DIRECTORS

Mr. S. Sivakumar Director
Mr. Arun Arora Director
Ms. Aashu Madhan Director
Ms. Mitu Samar Nath Additional Director

(w.e.f. February 3, 2016)

Mr. Avinash Jain Director

(Upto April 18, 2016)

COMPANY SECRETARY

Ms. Shweta Chaturvedi

(w.e.f. August 4, 2016)

BANKERS

HDFC Bank Ltd.
United Bank of India

AUDITORS

V. B. Goel & Co.
Chartered Accountants

INTERNAL AUDITORS

Madhvi Vora & Associates
Chartered Accountants

REGISTRAR & TRANSFER AGENTS

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
L.B. S. Marg, Bhandup (West),
Mumbai 400078.

REGISTERED OFFICE

Trade House, 1st Floor, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013. Tel : (022)-65131731

Website : www.timesguarantylimited.com

Corporate Identity No. : L65920MH1989PLC054398

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NOTICE OF THE ANNUAL GENERAL MEETING

TIMES GUARANTY LIMITED

Registered Office: Trade House, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

NOTICE is hereby given that the 26th Annual General Meeting (AGM) of the members of Times Guaranty Limited will be held on Thursday, September 29, 2016 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 consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Aashu Madhan (DIN: 07058431) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify appointment of Auditors, 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 (the Act) and the Rules made thereunder and pursuant to the recommendation of the Audit Committee of the Company and the resolution passed by the members of the Company at the 24th Annual General Meeting held on September 25, 2014, the appointment of V. B. Goel & Co., Mumbai (Firm Registration No. 115906W), be and is hereby ratified by the members of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting on such remuneration to be decided by the Board of Directors / Audit Committee of the Company plus reimbursement of out of pocket expenses incurred in the performance of their duties”.

Special Business:

4. **Regularization and Appointment of Ms. Mitu Samar Nath (DIN: 07244627), as a Non-executive Independent Director 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 the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Mitu Samar Nath (DIN: 07244627), who was appointed as an Additional Non-executive Independent Director of the Company with effect from February 3, 2016 in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of

Director under Section 160 of the Act be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) years commencing from February 3, 2016.”

5. **Revision in the remuneration of Ms. Anita Malusare, Manager categorized as Key Managerial Personnel (KMP) 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 the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board, approval of the Company be and is hereby accorded for the revision in the remuneration of Ms. Anita Malusare, Manager categorized as Key Managerial Personnel (KMP) of the Company w.e.f. April 01, 2016, on the following terms and conditions including remuneration:

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) for the balance term of her appointment as Manager of the Company.

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

Prerequisites: 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.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to file such form(s) with the Registrar of Companies and to do all such acts, deeds and things as deemed necessary to give effect to the aforesaid resolution”.

By Order of the Board of Directors
For **TIMES GUARANTY LIMITED**

Shweta Chaturvedi
Company Secretary

Membership No.: A16550

Place : Mumbai
Date : August 4, 2016

Registered Office:
Trade House, 1st Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai-400013.

TIMES GUARANTY LIMITED

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 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 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 BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person appointed as a proxy shall act on behalf of such number of Member(s) not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than ten percent, 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 pursuant to Section 113 of the Companies Act, 2013 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. Members 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.
5. 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.
6. 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 upto the date of the Meeting.
7. **Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Thursday, September 29, 2016, both days inclusive.**
8. Electronic copy of the Annual Report for f.y. 2015-16 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. 2015-16 are being sent in the permitted mode.

9. **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.**
10. Information and other instructions relating to e-voting through electronic means are as under:
 - i. Pursuant to provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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).
 - ii. The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote through e-voting shall have a right to vote at the meeting.
 - iii. 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.

Process of e-voting (EVSN 160819016)

- (i) The voting period begins on September 26, 2016 at 9.00 a.m. and ends on September 28, 2016 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. September 22, 2016 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) Mr. Anshul Kumar Jain, 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.

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

Item No. 4

Ms. Mitu Samar Nath (DIN: 07244627) was appointed as an Additional Non-executive Independent Director of the Company w.e.f. February 3, 2016 to hold the office up to the date of the ensuing Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the Act):

Ms. Mitu Samar Nath, aged 37 years, has pursued Masters in Economics from Mumbai University, and holds a Management degree in Business Administration from SP Jain Institute of Management & Research. She has authored several articles and research papers. She also regularly speaks 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 & Great Eastern Shipping Company. Cumulatively, she has fifteen years of industry experience.

She is an active mentor under CII Western Region Women Network’s initiative 100 hours of change. She regularly

counsels and mentors women on how to succeed in professional life while maintaining a healthy balance in personal life.

She holds directorships in the following Companies:

- Brand Equity Treaties Limited
- Junglee Pictures Limited
- Vardhaman Publishers Limited
- Times Global Broadcasting Company Limited
- Dharmayug Investments Limited
- Zoom Entertainment Network Limited

She is a member of Audit Committee and Nomination & Remuneration Committee of the Company. She does not hold any equity share in the Company.

In terms of Section 149 and any other applicable provisions of the Act, Ms. Mitu Samar Nath is proposed to be appointed as a Non-executive Independent Director to hold office up to the term of 5 (Five) years commencing from February 3, 2016.

She has submitted a declaration that she meets the criteria of independence as provided in Sections 149(6) & 149(7) of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules made thereunder for her appointment as a Non-executive Independent Director of the Company and is independent of the management. The terms and conditions of her appointment shall be kept open for inspection by the members at the Registered Office during normal business hours on any working day of the Company till the date of this Meeting.

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 a Non-executive Independent Director.

As per Section 152 appointment of every Director requires approval of the members in General Meeting and hence, it is proposed to seek the approval of the members of the Company by passing an ordinary resolution for confirmation/regularization of Additional Director of the Company i.e. Ms Mitu Samar Nath as Non-executive Independent Director, not liable to retire by rotation as per the resolution set out in item no. 4 of the Notice.

The above mentioned Director is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company. Further, notice in writing under Section 160 of the Act alongwith a deposit of Rs. 1,00,000/- has been received from member proposing her candidature for the office of the Director.

Except, Ms. Mitu Samar Nath (for the Resolution at item no. 4 of the Notice), none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

Item No. 5

The Company at its Annual General Meeting held on September 29, 2015 had appointed Ms. Anita Malusare, aged 50 years, as Manager categorized as Key Managerial Personnel of the Company for a term of 5 years w.e.f. July 28, 2014.

Considering her valuable contribution to the Company, it was recommended by the Nomination and Remuneration Committee (NRC) on April 19, 2016 to vary her remuneration w.e.f. April 1, 2016 as per the following details, which was also confirmed by the Board on the same date.

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) for the balance term of her appointment as Manager 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 of the Act.

Ms. Anita Malusare has completed her M.com and MBA Finance and has around 26 years of experience.

Neither she holds any directorship nor a committee membership in any of the Companies. She holds 51 shares in the Company.

She has no relations with Director(s) and Key Managerial Personnels (KMPs) of the Company.

The resolution seeks the approval of the members in terms of Sections 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), for the remuneration to be paid to the Manager.

Except Ms. Anita Malusare, none of the other Directors, or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors
For **TIMES GUARANTY LIMITED**

Shweta Chaturvedi
Company Secretary
Membership No.: A16550

Place : Mumbai
Date : August 4, 2016

Registered Office:

Trade House, 1st Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai-400013.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 26th Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2016.

MANAGEMENT ANALYSIS AND DISCUSSION REPORT

Overview

Times Guaranty Limited ("TGL") is registered with the Reserve Bank of India ("RBI") as a Non- Systemically Important Non-Deposit Accepting Non-Banking Financial Company, engaged in the business of providing financial services. The Company was registered with the Reserve Bank of India as Non-Banking Financial Company on May 17, 2007.

Industry Overview

Non-banking finance companies (NBFCs) continued to perform better than banks in 2015-16, with their balance sheet expanding 15.5% in fiscal 2016 as compared with 15.7% in the previous year.

The financial performance of the NBFC sector has remained unchanged for the last two years. Net profit as a percentage of total income remained at 15.3% between March 2015 and March 2016 and Return on assets (ROA) stood at 22% during the same period.

Loans and advances by NBFCs during the fiscal increased by 16.6%, while total borrowings were up by 15.3% compared with that in the previous year. Bank credit, on the other hand, grew less than 10%.

On asset quality again, NBFCs performed better than banks, with their gross non-performing assets as a percentage of total advances declining to 4.6% in March from 5.1% a year ago. Net non-performing loans as a percentage of total advances declined to 2.5% from 2.9% during this period.

11,682 NBFCs were reported as operating as of March 2016.

Financial Performance

The Company's financial performance, for the year ended March 31, 2016 is summarized as below:

{Rs. in lacs}

| Particulars | Financial year ended March 31, 2016 | Financial year ended March 31, 2015 |
|----------------------------|-------------------------------------|-------------------------------------|
| Total Income | 12.72 | 57.92 |
| Less: Total Expense | 37.33 | 38.58 |
| Profit / (Loss) before Tax | (24.61) | 19.34 |
| Less: Tax Expense | | |
| Current Tax | - | 0.82 |

| Particulars | Financial year ended March 31, 2016 | Financial year ended March 31, 2015 |
|--|-------------------------------------|-------------------------------------|
| Short / (Excess) Provision for earlier years | 0.24 | - |
| Profit / (Loss) for the year after Tax | (24.85) | 18.52 |

State of Company Affairs and Outlook

During the year under review, your Company has suffered a loss of Rs.24.85 lacs as against profit of Rs.18.52 lacs for the previous year.

The main source of income during the year was dividend income received from mutual fund investments made by the Company.

Your Company intends to aggressively pursue the bright prospects and enormous opportunities towards the objects of the Company.

Your Company is examining various options of commencing new activities.

Your Company continuously reviews the internal control systems and thereby ensures adequate and appropriate checks and balances in transaction risk management.

Internal Control Systems and their Adequacy

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Risk Management System

The Company has processes in place to identify, assess and monitor various business, financial and operational risks. Major risks identified by the functions are systematically addressed through mitigating actions on a continuous basis. These are also discussed at the meeting of the Audit Committee of the Company. The Company's internal control systems and the audit processes are commensurate with the nature of business, the size and complexity of its operations.

Risks and Concerns

Any adverse change in our business or negative policy of Government will affect our sector adversely.

Opportunities

The success of Non-banking finance companies can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments.

Threats

Threats Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavourable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy / regulatory framework could impact the Company's operations.

Human Resource

Your Company has adequate and well experienced personnel. Our employees work in line of the organizational goal.

DIVIDEND

Your Directors do not recommend any dividend on the Share Capital of the Company for the year under review.

RESERVES

During the year, the Company has not transferred any amount to any Reserve fund.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

SUBSIDIARY, ASSOCIATES AND JOINT VENTURES

The Company has no subsidiary, associate and joint ventures and hence requirements under the provisions of Section 129(3), 134 and Rule 8 of Companies (Accounts) Rules are not applicable to your Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b. they have selected such accounting policies and applied them consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year March 31, 2016 and of the Loss of the Company for the said year;

- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on date, the Board of Directors of the Company comprises of Mr. Sivakumar Sundaram (DIN: 00105562), Mr. Arun Arora (DIN: 00172044), Ms. Aashu Madhan (DIN: 07058431) and Ms. Mitu Samar Nath (DIN: 07244627).

Declaration of Independence

The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Companies Act, 2013. They have submitted a declaration that each of them meets the criteria of independence as provided in Sections 149(6) & 149(7) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

Appointment / Cessation

During the year under review, Ms. Mitu Samar Nath (DIN: 07244627) was appointed as an Additional Non-executive Independent Director of the Company to hold office upto the date of the ensuing Annual General Meeting and being eligible offers herself for re-appointment. The Company is considering re-appointment of Ms. Mitu Samar Nath as Non-executive Independent Director, not liable to retire by rotation, for a term of 5 years.

Further, Mr. Avinash Jain (DIN: 00330054), Independent Director resigned from the Company w.e.f. April 18, 2016. The Board places on record its appreciation for the invaluable contribution and guidance provided by him.

Retirement by Rotation

In accordance with the provision of the Companies Act, 2013, Ms. Aashu Madhan (DIN: 07058431) retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

Key Managerial Personnel (KMP):

As on the date, following are the Key Managerial Personnels of the Company as per Section 203 of the Act:

- 1. Ms. Anita Malusare, Manager
- 2. Ms. Shweta Chaturvedi, Company Secretary
- 3. Mr. Pramod Karmarkar, Chief Financial Officer,

TIMES GUARANTY LIMITED

Ms. Prajakta Powle, Company Secretary, resigned from the Company with effect from August 04, 2016 and Ms. Shweta Chaturvedi was appointed as Company Secretary on the same date.

NUMBERS OF MEETINGS OF BOARD OF DIRECTORS

During the Financial year 2015-16, five meetings of the Board of Directors of the Company were held on May 28, 2015, July 29, 2015, October 28, 2015, February 3, 2016 and March 21, 2016.

ATTENDANCE OF DIRECTORS AT BOARD MEETINGS, COMMITTEE MEETINGS AND ANNUAL GENERAL MEETING

The details showing attendance of Directors at the Board and Committee meetings and Annual General Meeting for the year ended March 31, 2016 are set out under Annexure I.

AUDIT COMMITTEE

During the period under review, the Audit Committee was re-constituted on February 3, 2016 and April 19, 2016 respectively and accordingly the re-constituted Audit Committee comprises of Mr. Arun Arora (Chairman), Mr. Sivakumar Sundaram and Ms. Mitu Samar Nath as members. All recommendations made by the Audit Committee during the year were accepted by the Board.

During the Financial year 2015-16, four meetings of Audit Committee of the Company were held on May 28, 2015, July 29, 2015, October 28, 2015 and February 3, 2016.

NOMINATION AND REMUNERATION COMMITTEE

During the period under review, the Nomination and Remuneration Committee was re-constituted on February 3, 2016 and April 19, 2016 and accordingly the re-constituted Nomination and Remuneration Committee of the Board comprises of Mr. Sivakumar Sundaram (Chairman), Mr. Arun Arora and Ms. Mitu Samar Nath as members.

During the Financial year 2015-16, two meeting of Nomination and Remuneration Committee of the Company were held on February 3, 2016 and March 21, 2016.

The Nomination and Remuneration policy of the Company specifying therein the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in Annexure II.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of Mr. Sivakumar Sundaram (Chairman) and Ms. Aashu Madhan as member.

During the Financial year 2015-16, twenty Six meetings of Stakeholders' Relationship Committee were held on April 6, 2015, April 13, 2015, May 11, 2015, May 25, 2015, June 1, 2015, June 15, 2015, June 29, 2015, July 6, 2015, July 13, 2015, July 20, 2015, July 27, 2015, August 3, 2015, August 10, 2015, September 7, 2015, September 14, 2015, September

21, 2015, October 5, 2015, October 19, 2015, November 11, 2015, November 16, 2015, November 23, 2015, November 30, 2015, December 14, 2015, December 21, 2015, February 8, 2016 and February 22, 2016.

The committee members attended all the above meetings.

EXTRACT OF THE ANNUAL RETURN

The extract of Annual Return in Form No. MGT – 9 for the financial year 2015-16 has been disclosed separately and forms part of the Directors' report as Annexure III.

DEPOSITS

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V- Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, the Company has not made any loans, guarantee or investments under Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All particulars of every contract or arrangements entered into by the Company with related parties referred to Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto are disclosed in Form AOC 2 appended as Annexure IV to this report.

PARTICULARS OF EMPLOYEES

The informations required under section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 are given in Annexure V.

During the year under review, no employee of the Company was in receipt of remuneration exceeding the sums prescribed in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars concerning energy conservation, technology absorption and foreign exchange earnings and outgo as required by Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in Annexure VI to the Directors' Report.

AUDITORS

Statutory Auditors

At the Annual General Meeting held on September 29, 2014, V.B. Goel & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 27th Annual General Meeting. In terms

of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors should be placed for ratification at every Annual General Meeting. Accordingly, the appointment of V.B. Goel & Co., Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Report given by the Statutory Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the statutory auditors in their Report. No instance of fraud has been reported by the Auditors under Section 143(12) of the Companies Act, 2013.

Secretarial Auditor

Mehta & Mehta, Practicing Company Secretaries, were appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The secretarial audit report for financial year 2015-16 forms part of the Annual Report as **Annexure VII** to the Directors' Report.

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in their Report.

CHANGE IN REGISTRAR & TRANSFER AGENTS

The Company has appointed Link Intime India Private Limited having their office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078, as the new Registrar & Transfer Agents in place of Sharepro Service (India) Private Limited (Sharepro).

In accordance with the Interim Order dated March 22, 2016, issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI") against Sharepro and some of its employees, among other things, all client Companies of Sharepro were required to conduct a thorough audit of the records and systems of Sharepro for the past ten years, concerning dividend payments and transfer of securities to determine whether dividends have been paid to actual/beneficial holders and whether securities have been transferred as per the provisions of law. The audit was required to be completed within three (3) months from the date of the SEBI's Order and the report in this regard was required to be submitted to SEBI. Accordingly, your Company has appointed Ketan & Dand, Practicing Company Secretary for conducting the audit and the audit report received in this regard was submitted to the SEBI and depositories.

WHISTLE BLOWER POLICY & VIGIL MECHANISM

The Company has implemented the Whistle Blower Policy pursuant to which Whistle Blowers can raise concerns relating to Reportable Matters (defined in the policy) such as breach of Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues and wastage/misappropriation of bank funds/assets etc. Further, the mechanism adopted by the Company encourages

the Whistle Blower to report genuine concerns or grievances and provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The details of complaints received and the action taken are reviewed periodically by the Audit Committee. None of the Whistle Blowers have been denied access to the Audit Committee of the Board.

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder and as provided under Schedule IV of the said Act, the Board has carried out the evaluation of its own performance, individual Directors, its Committees, including the Chairman of the Board. The Board has evaluated the composition of Board, its committees, experience and expertise, performance of specific duties and obligations, governance issues, etc. The Directors expressed their satisfaction with the evaluation process.

The performance evaluation of Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by Non-Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

NON-BANKING FINANCIAL COMPANIES AUDITORS' REPORT (RESERVE BANK) DIRECTIONS, 1998

Pursuant to the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 1998, a report from the statutory auditors to the Board of Directors, has been received by the Company. The said report confirms compliance by the Company during the Financial year ended March 31, 2016, of all the directions and Prudential Norms as prescribed by Reserve Bank of India under the Reserve Bank of India Act, 1934.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year 2015-2016, no complaints were received by the Company related to sexual harassment.

ACKNOWLEDGEMENT

The Board of Directors are thankful to the Company's promoters and shareholders, customers, bankers and employees for their continued support.

By order of the Board of Directors
For Times Guaranty Limited

S. Sivakumar **Aashu Madhan**
(DIN:00105562) (DIN:07058431)

Place : Mumbai

Date : August 4, 2016

Details showing attendance of Directors

Attendance is presented as number of meetings attended, (including meetings attended through electronic mode) out of the number of meetings required to be attended.

| Names | Board Meeting | Audit Committee Meeting | Nomination and Remuneration Committee Meeting | Whether attended last AGM held on September 29, 2015 |
|--------------------------|----------------------|--------------------------------|--|---|
| Total number of meetings | 5 | 4 | 2 | 1 |
| Mr. Sivakumar Sundaram | 5 | 4 | 2 | Yes |
| Mr. Avinash Jain(#) | 4 | 4 | 1 | Yes |
| Mr. Arun Arora | 2 | 1 | 0 | No |
| Ms. Aashu Madhan | 4 | - | - | No |
| Ms. Mitu Samar Nath(##) | 1 | - | 1 | - |

Mr. Avinash Jain resigned with effect from April 18, 2016.

Ms. Mitu Samar Nath was appointed as an Additional Non-executive Independent Director of the Company with effect from February 3, 2016.

By order of the Board of Directors
For Times Guaranty Limited

S. Sivakumar
(DIN:00105562)

Aashu Madhan
(DIN:07058431)

Place : Mumbai

Date : August 4, 2016

NOMINATION AND REMUNERATION POLICY

Introduction

In terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchanges (as amended from time to time), this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee (“NRC”) and approved by the Board of Directors of the Company at its meeting held on March 31, 2015. This policy shall be operational with immediate effect.

Objective of the Committee:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Formulation of criteria for evaluation of Independent Directors and the Board
- Identify persons who are qualified to become Directors who may be appointed in Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment of Directors, KMPs and Senior Management Personnel.

Definition:

- “Board”:- Board means Board of Directors of the Company.
- “Director”:- Directors means Directors of the Company.
- “Committee”:- Committee means Nomination and Remuneration Committee of the Company as Constituted or reconstituted by the Board, from time to time.
- “Company”:- Company means Times Guaranty Limited.
- “Key Managerial Personnel”:- Key Managerial Personnel (KMP) means-
The Chief Executive Officer or the managing director or the manager;
The Company Secretary;
The Whole-Time Director;
The Chief Financial Officer; and
Such other officer as may be prescribed under the applicable statutory provisions / regulations
- “Senior Management”:- The expression “senior management” means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Constitution/ Re-constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company’s policy and applicable statutory requirements.

Secretary:

The Company Secretary will assume the role of Secretary of the Committee for the purpose of conducting the meeting and disclosures to be made as per the requirements of Companies Act, 2013 including preparation and maintenance of the minutes of the meeting.

Quorum & Frequency of meetings:

At least two members shall constitute the quorum. The Committee shall meet at least once a year and more often if the situation warrants.

General Appointment Criteria:

- The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.

TIMES GUARANTY LIMITED

- The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.
- The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

Remuneration of KMPs

The remuneration of the Chief Financial Officer and Manager shall be finalized /revised by Mr. Sivakumar Sundaram, Director or such other person as may be authorized by the Board from time to time.

Criteria for Evaluation of Independent Director

1. The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

The Independent Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- Act objectively and constructively while exercising their duties;
- Exercise their responsibilities in a bona fide manner in the interest of the company;
- Devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- Do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- Refrain from any action that would lead to loss of his independence
- Inform the Board immediately when they lose their independence,
- Assist the company in implementing the best corporate governance practices.
- Strive to attend all meetings of the Board of Directors and the Committees;
- Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- Strive to attend the general meetings of the company;
- Keep them well informed about the company and the external environment in which it operates;
- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- Moderate and arbitrate in the interest of the company as a whole, in situations of Conflict between management and shareholder's interest.
- Abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

By order of the Board of Directors
For Times Guaranty Limited

S. Sivakumar
(DIN:00105562)

Aashu Madhan
(DIN:07058431)

Place: Mumbai
Date: August 4, 2016

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|--|--|
| i) | CIN:- | L65920MH1989PLC054398 |
| ii) | Registration Date | 27/11/1989 |
| iii) | Name of the Company | TIMES GUARANTY LIMITED |
| iv) | Category / Sub-Category of the Company | Public Limited Company |
| v) | Address of the Registered office and contact details | Trade House, 1 st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel |
| | Town / City | Mumbai-400013 |
| | State | Maharashtra |
| | Country Name | India |
| | Telephone (with STD Code) | 022-65131731 |
| | Fax Number | 022-22731587 |
| | Email Address | Corporate.secretarial@timesgroup.com |
| | Website, if any | www.timesguarantylimited.com |
| vi) | Whether listed company Yes / No | Yes |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | |
| | Name of RTA | Link Intime India Private Limited |
| | Address | C-13 Pannalal Silk Mills Compound, LBS Road, Bhandup West, |
| | Town / City | Mumbai |
| | State | Maharashtra |
| | Pin Code | 400078 |
| | Telephone | 022-25946970 |
| | Fax Number | 022-25946969 |
| | Email Address | rint.helpdesk@linkintime.co.in |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1 | Investment | 643 | 96.70% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name and address of the company | CIN/GLN | Holding/ Subsidiary / Associate | % of shares held | Applicable Section |
|---------|-------------------------------------|-----------------------|---------------------------------|------------------|--------------------|
| 1 | Bennett Coleman and Company Limited | U22120MH1913PLC000391 | Holding | 74.92% | 2(46) |

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year (01/04/2015) | | | | No. of Shares held at the end of the year (31/03/2016) | | | | % Change during the year |
|--|--|-------------|----------------|-------------------|--|-------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | - | - | - | - | - | - | - | - | Nil |
| b) Central Govt | - | - | - | - | - | - | - | - | Nil |
| c) State Govt (s) | - | - | - | - | - | - | - | - | Nil |
| d) Bodies Corp. | 6737399 | - | 6737399 | 74.92% | 6737399 | - | 6737399 | 74.92% | Nil |
| e) Banks / FI | - | - | - | - | - | - | - | - | Nil |
| f) Any Other.... | - | - | - | - | - | - | - | - | Nil |
| Sub-total (A) (1):- | 6737399 | - | 6737399 | 74.92% | 6737399 | - | 6737399 | 74.92% | Nil |
| (2) Foreign | | | | | | | | | |
| a) NRIs - | | | | | | | | | |
| Individuals | - | - | - | - | - | - | - | - | Nil |
| b) Other - | | | | | | | | | |
| Individuals | - | - | - | - | - | - | - | - | Nil |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | Nil |
| d) Banks / FI | - | - | - | - | - | - | - | - | Nil |
| e) Any Other | - | - | - | - | - | - | - | - | Nil |
| Sub-total (A) (2):- | - | - | - | - | - | - | - | - | Nil |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2)* | 6737399 | - | 6737399 | 74.92% | 6737399 | - | 6737399 | 74.92% | Nil |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | 500 | 500 | 0.01% | - | 500 | 500 | 0.01% | Nil |
| b) Banks / FI | 4145 | 4200 | 8345 | 0.09% | 4145 | 4200 | 8345 | 0.09% | Nil |
| c) Central Govt | - | - | - | - | - | - | - | - | Nil |
| d) State Govt(s) | - | - | - | - | - | - | - | - | Nil |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | Nil |
| f) Insurance Companies | - | - | - | - | - | - | - | - | Nil |
| g) FIs | - | - | - | - | - | - | - | - | Nil |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | Nil |
| i) Others (specify) | - | - | - | - | - | - | - | - | Nil |
| Sub-total (B)(1):- | 4145 | 4700 | 8845 | 0.10% | 4145 | 4700 | 8845 | 0.10% | Nil |

| Category of Shareholders | No. of Shares held at the beginning of the year (01/04/2015) | | | | No. of Shares held at the end of the year (31/03/2016) | | | | % Change during the year |
|--|--|---------------|----------------|-------------------|--|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | - | - | - | - | - | - | - | - | Nil |
| i) Indian | 83613 | 30700 | 114313 | 1.27% | 83615 | 30700 | 114315 | 1.27% | Nil |
| ii) Overseas | - | - | - | - | - | - | - | - | Nil |
| b) Individuals | - | - | - | - | - | - | - | - | Nil |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 969581 | 932242 | 1901823 | 21.15% | 1118990 | 925392 | 2044382 | 22.73% | 1.58% |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 224482 | - | 224482 | 2.50% | 80144 | - | 80144 | 0.89% | (1.61%) |
| c) Others (specify) | - | - | - | - | - | - | - | - | Nil |
| Non Resident Individual | 6287 | - | 6287 | 0.07% | 8064 | - | 8064 | 0.09% | 0.02% |
| Sub-total (B)(2):- | 1283963 | 962942 | 2246905 | 24.98% | 1290813 | 956092 | 2246905 | 24.98% | Nil |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 1288108 | 967642 | 2255750 | 25.08% | 1294958 | 960792 | 2255750 | 25.08% | Nil |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | Nil |
| Grand Total (A+B+C) | 8025507 | 967642 | 8993149 | 100% | 8032357 | 960792 | 8993149 | 100% | Nil |

(ii) Shareholding of Promoters

| S. No. | Shareholder's Name | Shareholding at the beginning of the year (01/04/2015) | | | Share holding at the end of the year (31/03/2016) | | | % Change in shareholding during the year |
|--------|-------------------------------------|--|----------------------------------|--|---|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Bennett Coleman and Company Limited | 6737399 | 74.92% | 0% | 6737399 | 74.92% | 0% | 0% |
| | TOTAL | 6737399 | 74.92% | 0% | 6737399 | 74.92% | 0% | 0% |

(iii) Change in Promoters' Shareholding (please specify, if there is no change);

| Sl. No. | | Shareholding at the beginning of the year (01/04/2015) | | Cumulative Shareholding during the year | |
|---------|---|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| | At the beginning of the year | 6737399 | 74.92% | | |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer /bonus/ sweat equity etc): | - | - | | |
| | At the end of the year | | | 6737399 | 74.92% |

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

| Sl. No. | Name | Shareholding at the beginning of the year | | Date | Increase / Decrease in Shareholding | Reason | Cumulative Shareholding during the year | |
|-----------|-----------------------------------|---|----------------------------------|------------|-------------------------------------|----------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the company | | | | No. of Shares | % of total Shares of the company |
| 1 | Ravindra Dulichandji Parakh (HUF) | 14994 | 0.16% | - | - | - | 14994 | 0.16% |
| 2 | Ravindra Vinayak Bhatavadekar | 14120 | 0.15% | - | - | - | 14120 | 0.15% |
| 3 | Multiplex Capital Ltd | 8209 | 0.09% | 16-10-2015 | 4828 | Purchase | 15725 | 0.17% |
| | | | | 6-11-2015 | 3488 | Purchase | | |
| | | | | 4-12-2015 | 800 | Sale | | |
| 4 | Premal Jogendra Thakker | 10000 | 0.11% | 21-8-2015 | 5000 | Purchase | 15000 | 0.16% |
| 5 | Sanjay Kumar Gogia | 17500 | 0.19% | - | - | - | 17500 | 0.19% |
| 6 | Brijesh Jaysinh Ved | 20000 | 0.22% | - | - | - | 20000 | 0.22% |
| 7 | Rajan Bhasin | 26922 | 0.29% | - | - | - | 26922 | 0.29% |
| 8 | Mukesh Kanooga S | 0 | 0% | 21-8-2015 | 3150 | Purchase | 3150 | - |
| | | | | 4-9-2015 | 5161 | Purchase | 8311 | - |
| | | | | 11-9-2015 | 7700 | Purchase | 16011 | - |
| | | | | 16-10-2015 | 2428 | Purchase | 18439 | - |
| | | | | 25-12-2015 | 2800 | Sale | 15639 | - |
| 25-3-2015 | 105 | Sale | 15534 | 0.17% | | | | |
| 9 | Krishna Murari Agrawal | 18104 | 0.20% | - | - | - | 18104 | 0.20% |
| 10 | Radhika Tarun Sheth | 53222 | 0.59% | - | - | - | 53222 | 0.59% |

* Shareholding at the end of the year

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Name | Shareholding at the beginning of the year (01/04/2015) | | Date | Increase / decrease in shareholding | Reason | Cumulative Shareholding at the end of the year (31/03/2016) | |
|---------|--|--|----------------------------------|------|-------------------------------------|--------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | | | | No. of shares | % of total shares of the Company |
| 1 | Ms. Anita Malusare (Manager) | 51 | 0.001% | - | - | - | 51 | 0.001% |
| 2 | Mr. Pramod Karmarkar (Chief Financial Officer) | 1 | 0% | - | - | - | 1 | 0% |
| 3 | Ms. Prajakta Powle# | 1 | 0% | - | - | - | 1 | 0% |

(#) Ms. Prajakta Powle resigned with effect from August 4, 2016.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|--|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | NIL | | | |
| i) Principal Amount | | | | |
| ii) Interest due but not | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | | | | |
| Change in Indebtedness during the financial year | | | | |
| • Addition | | | | |
| • Reduction | | | | |
| Net Change | | | | |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | | | | |
| ii) Interest due but not | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | | | | |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| S. No. | Particulars of Remuneration | Ms. Anita Malusare (Manager) Amt (Rs.) | Total Amount (In Rs.) |
|--------|---|--|-----------------------|
| 1. | Gross Salary | 791613 | 791613 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 785064 | 785064 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 6549 | 6549 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0 | 0 |
| 2. | Stock Option | 0 | 0 |
| 3. | Sweat Equity | 0 | 0 |
| 4. | Commission | | |
| | - as % of profit | | |
| | - others, specify... | 0 | 0 |
| 5. | Others, please specify | 0 | 0 |
| | Total (A) | 791613 | 791613 |
| | Ceiling as per the Companies Act, 2013 | Rs. 42Lacs | |

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B. Remuneration to other directors:

| S. No. | Particulars of Remuneration | Name of Directors | | | Total Amount (In Rs.) |
|--------|--|------------------------|----------------------|---------------------|-----------------------|
| | | Mr. Arun Arora | Mr. Avinash Jain (#) | Ms. Mitu Samar Nath | |
| 1 | Independent Directors | Mr. Arun Arora | Mr. Avinash Jain (#) | Ms. Mitu Samar Nath | |
| | Fee for attending board / committee meetings | 17175 | - | 17175 | 34350 |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (1) | - | - | - | - |
| 2 | Other Non-Executive Directors | Mr. Sivakumar Sundaram | Ms. Aashu Madhan | | |
| | Fee for attending board / committee meetings | - | - | - | - |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (2) | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - |
| | Overall Ceiling as per the Companies Act, 2013 | Rs. 42Lacs | | | |

(#) Mr. Avinash Jain resigned with effect from April 18, 2016.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| S. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|--------|---|--|---|--------|
| | | Ms. Prajakta Powle# (Company Secretary) Amt. (Rs.) | Mr. Pramod Karmarkar (Chief Financial Officer) Amt. Rs. | Total |
| 1. | Gross Salary | 0 | 283806 | 283806 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0 | 283806 | 283806 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0 | 0 | 0 |
| 2. | Stock Option | 0 | 0 | 0 |
| 3. | Sweat Equity | 0 | 0 | 0 |
| 4. | Commission | | | |
| | - as % of profit | | | |
| | - others, specify... | 0 | 0 | 0 |
| 5. | Others, please specify | 0 | 0 | 0 |
| | Total | 0 | 283806 | 283806 |

(#) Ms. Prajakta Powle resigned with effect from August 4, 2016. Refer AOC-2 for her remuneration.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

NIL

By order of the Board of Directors
For Times Guaranty Limited

S. Sivakumar
(DIN:00105562)

Aashu Madhan
(DIN:07058431)

Place: Mumbai
Date: August 4, 2016

FORM NO. AOC - 2

[(Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

| Sl. No. | Particulars | Details |
|----------------|---|--|
| 1 | Name(s) of the related party & nature of relationship | Bennett Coleman and Company Limited |
| 2 | Nature of contracts/arrangements/transaction | Holding Company; Revenue: Remuneration to KMP:- CEO/MD/Manager/CFO/ CS |
| 3 | Duration of the contracts/arrangements/transaction | April 1, 2015 to March 31, 2016 |
| 4 | Salient terms of the contracts or arrangements or transaction including the value, if any | The Company has appointed Ms. Prajakta Powle as Company Secretary/ Key Managerial Personnel at Nil remuneration. Since Ms. Prajakta Powle receives remuneration from Bennett, Coleman & Company Limited (BCCL), the Holding Company, availing of such service by the Company from BCCL is considered to be not at arm's length basis. |
| 5 | Justification for entering into such contracts or arrangements or transactions' | In absence of adequate resources in the Company |
| 6 | Date of approval by the Board | 19/4/2016 |
| 7 | Amount paid as advances, if any | Nil |
| 8 | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | Not applicable |

2. Details of contracts or arrangements or transactions at Arm's length basis:

The Company has not entered into any material contract or arrangement or transaction with its related parties which is at arm's length and hence not applicable

By order of the Board of Directors
For Times Guaranty Limited

S. Sivakumar
(DIN:00105562)

Aashu Madhan
(DIN:07058431)

Place: Mumbai

Date: August 4, 2016

ANNEXURE V

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16:

| Name of Director | Ratio of each Director to the median remuneration of the employee |
|-------------------------|---|
| Mr. Sivakumar Sundaram | Not Applicable as no remuneration was paid |
| Mr. Arun Arora | |
| Mr. Avinash Jain(#) | |
| Ms. Aashu Madhan | |
| Ms. Mitu Samar Nath(##) | |

(#) Mr. Avinash Jain resigned with effect from April 18, 2016.

(##) Ms. Mitu Samar Nath was appointed as an Additional Non-executive Independent Director with effect from February 3, 2016.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Manager, Company Secretary in the financial year:

| Name of Director, Chief Financial Officer, Manager and Company Secretary | % increase in the remuneration in the financial year |
|--|--|
| Mr. Sivakumar Sundaram | Not applicable as no remuneration was paid |
| Mr. Arun Arora | |
| Mr. Avinash Jain(#) | |
| Ms. Aashu Madhan | |
| Ms. Anita Malusare, Manager | Nil |
| Mr. Pramod Karmarkar, Chief Financial Officer | Nil |
| Ms. Prajakta Powle, Company Secretary(##) | Not applicable as no Remuneration was paid |

(#) Mr. Avinash Jain resigned with effect from April 18, 2016.

(##) Ms. Prajakta Powle resigned with effect from August 4, 2016.

3. The percentage increase in the median remuneration of employees in the financial year was Nil.
4. There were 3 permanent employees on the rolls of the Company as on March 31, 2016.
5. The average annual increase in the salaries of the employee, other than managerial personnel and the managerial remuneration was Nil for the financial year 2015-16.
6. Key parameters for any variable component of remuneration availed by the Directors : None
7. The Company affirms remuneration is as per the Remuneration Policy of the Company.

By order of the Board of Directors
For Times Guaranty Limited

S. Sivakumar
(DIN:00105562)

Aashu Madhan
(DIN:07058431)

Place: Mumbai
Date: August 4, 2016

Information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as provided under Section 134(3)(m) of the Companies Act, 2013 read with Rule No. 8 of the Companies (Accounts) Rules, 2014:

| | |
|--|---|
| A. Conservation of Energy: | |
| 1. Steps taken or impact on conservation of energy | None |
| 2. Steps taken for utilization of alternate sources of energy | None |
| 3. Capital Investment on energy conservation equipment | Nil |
| B. Technology absorption: | |
| 1. Efforts made towards technology absorption | Not applicable |
| 2. Benefits derived | Not applicable |
| 3. Details of technology imported in last three years: a. Details of technology imported b. Year of import c. Whether the technology been fully absorbed d. If not fully absorbed, areas where absorption has not taken place, and the reason thereof; | Nil Not applicable Not applicable Not applicable |
| 4. Expenditure incurred on Research and Development | Nil |
| C. During the year, the foreign exchange earned in terms of actual inflow was Nil, whereas the foreign exchange in terms of actual outflow was Nil | |

By order of the Board of Directors
For Times Guaranty Limited

S. Sivakumar
(DIN:00105562)

Aashu Madhan
(DIN:07058431)

Place: Mumbai
Date: August 4, 2016

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and the rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
Times Guaranty Limited**

Trade House, 1st Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400013.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Times Guaranty Limited (hereinafter called “the Company”). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officer, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (“the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (during the year under review not applicable to the Company);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(during the year under review not applicable to the Company);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (during the year under review not applicable to the Company);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(during the year under review not applicable to the Company);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (during the year under review not applicable to the Company); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(during the year under review not applicable to the Company);

TIMES GUARANTY LIMITED

- (vi) The Reserve Bank of India Act, 1934;
- (vii) Non – Banking Financial (Non – Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) Listing Agreement entered with National Stock Exchange of India Limited and BSE Limited for the period from 1st April 2015 to 30th November 2015 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st December 2015 to 31st March 2016;

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of the Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining meaningful participation at the meeting.

All decision of the Board is carried through unanimously. As per the records provided by the Company, none of the member of the Board dissented on any resolution passed at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there was no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Anshul Kumar Jain
Partner
FCS No : 5547
CP No. : 13181

Place : Mumbai
Date : August 4, 2016

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

**To,
The Members,
Times Guaranty Limited**

Trade House, 1st Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400013.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mehta & Mehta,
Company Secretaries,
(ICSI Unique Code P1996MH007500)

Anshul Kumar Jain
Partner
FCS No : 5547
CP No. : 13181

Place : Mumbai
Date : August 4, 2016

INDEPENDENT AUDITORS' REPORT

To
The Members of
TIMES GUARANTY LTD.
MUMBAI

Report on the Financial Statements

We have audited the accompanying financial statements of **TIMES GUARANTY LTD.** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit & Loss Account and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we enclose in "Annexure A" - a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c) The Balance Sheet, the Statement of Profit & Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note no. 19 to the financial statements;
 - ii) The Company do not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There are no amounts during the year which are required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR V. B. GOEL & CO.
Chartered Accountants
Firm Reg. No. 115906 W

(Vikas Goel)
Partner

Membership No. : 39287

Place : Mumbai
Date : April 19, 2016

The Annexure A referred to in our Independent Auditor’s Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that :

1.
 - a) The company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
 - b) As explained to us, the fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been observed.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, it does not have any immovable property which are held as fixed assets and hence clause 1(c) of the order is not applicable to the company.
2. The inventories of shares and securities which are held in dematerialized form are verified from the statement received from the Depository participant and in respect of shares held in physical form are verified from share certificates. No Material discrepancies were found on such verification.
3. The Company has not granted any loans, secured or unsecured during the period to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly the clauses 3(iii) (a), (b) and (c) of the Order are not applicable to the company.
4. The company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. In our opinion and according to the information and explanations given to us, the provisions of Section 186 of the Act are not applicable to the company as it is a non-banking financial company.
5. The Company has not accepted any deposits and therefore the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Act and the rules framed there under are not applicable. Further we are informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal on the company.
6. As explained to us, the Central Government has not prescribed the maintenance of cost records by the Company under sub section (1) of Section 148 of the Companies Act, 2013.
7.
 - a) According to the information and explanation given to us, Employees State Insurance Act, Sales Tax, Customs Act, Excise Act are not applicable to the company. The Company is regular in depositing undisputed statutory dues

TIMES GUARANTY LIMITED

including Income Tax and all other statutory dues with the appropriate authorities during the year. There were no arrears as at 31st March 2016 for a period of more than six months from the date they become payable.

- b) According to the records of the Company, the dues outstanding of sales-tax and income tax on account of dispute, are as follows:

| Name of the statute | Nature of the dues | Amount (Rs. in Lakhs) | Period to which the amount relates | Forum where dispute is pending |
|----------------------------|----------------------|-----------------------|------------------------------------|--------------------------------|
| Bombay Sales Tax Act, 1959 | Lease Tax Liability | 15.67 | 1998-99 | Tribunal |
| Income Tax Act, 1961 | Income Tax Liability | 144.42 | 1992-93 | High Court |

8. The company did not have any outstanding dues to financial institutions, banks or debenture holders during the year. Accordingly paragraph 3(viii) of the order is not applicable.
9. The Company did not raise any money through public offers nor has it taken any term loans during the year. Accordingly paragraph 3 (ix) of the order is not applicable.
10. According to the information and explanation given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
11. According to the information and explanation given to us and based on our examination of records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V of the Act.
12. The company is not registered as a Nidhi company under the Act and hence no provision of clause (xii) of Para 3 of the order are applicable to the company.
13. According to the information and explanation given to us, the company has complied with the provisions of Section 177 and 188 of the companies act in respect of transactions with related parties and has made necessary disclosures in its financial statements as required by the accounting standards.
14. According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanation given to us and based on our examination of the records of the company, the Company has not entered into any non-cash transactions with the directors or persons associated with the directors or persons connected with him.
16. The company has obtained registration under Section 45-1A of the Reserve Bank of India Act, 1934 vide certificate no. N-13.01863 dated May 17, 2007.

FOR V. B. GOEL & CO.
Chartered Accountants
Firm Reg. No. 115906 W

(Vikas Goel)
Partner

Membership No. : 39287

Place : Mumbai
Date : April 19, 2016

Annexure B to the Independent Auditor's Report of even date on the Financial Statements of Times Guaranty Limited Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Times Guaranty Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of

adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

FOR V. B. GOEL & CO.
Chartered Accountants
Firm Reg. No. 115906 W

(Vikas Goel)
Partner

Membership No. : 39287

Place : Mumbai
Date : April 19, 2016

TIMES GUARANTY LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

| | Notes | As at 31 st March 2016 Rs. in lacs | As at 31 st March 2015 Rs. in lacs |
|--|-------|---|---|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 2 | 900.21 | 900.21 |
| (b) Reserves and Surplus | 3 | 1,501.39 | 1,526.24 |
| (2) Non-Current Liabilities | | | |
| Long term provisions | 4 | 82.12 | 77.05 |
| (3) Current Liabilities | | | |
| Other current liabilities | 5 | 5.11 | 5.87 |
| TOTAL | | 2,488.83 | 2,509.37 |
| II. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Non-current investments | 6 | 287.45 | 287.45 |
| (b) Long term loans and advances | 7 | 119.16 | 120.48 |
| (c) Other Non-Current assets | 8 | 1.33 | 0.36 |
| (2) Current assets | | | |
| (a) Current investments | 9 | 2,077.34 | 2,094.24 |
| (b) Inventories | 10 | 0.06 | 0.06 |
| (c) Cash and cash equivalents | 11 | 0.39 | 4.28 |
| (d) Short-term loans and advances | 12 | 3.00 | 2.39 |
| (e) Other current assets | 13 | 0.11 | 0.10 |
| TOTAL | | 2,488.83 | 2,509.37 |
| Notes forming part of financial statements | 1-32 | | |

As per our report of even date attached

For V. B. GOEL & CO.
Chartered Accountants
FRN : 115906W

Vikas Goel
Partner
Membership No. 39287

Place : Mumbai
Date : April 19, 2016

For and on behalf of the Board

S. Sivakumar
Director
DIN: 00105562

Prajakta Powle
Company Secretary
Membership No: A20135

Aashu Madhan
Director
DIN: 07058431

Pramod Karmarkar
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

| | Notes | For the Year Ended 31.03.16 Rs. in lacs | For the Year Ended 31.03.15 Rs. in lacs |
|--|-------|---|---|
| I. Revenue from operations | 14 | 12.30 | 57.16 |
| II. Other Income | 15 | 0.42 | 0.76 |
| TOTAL (A) | | 12.72 | 57.92 |
| III. EXPENSES | | | |
| Employee benefit expense | 16 | 18.16 | 18.75 |
| Depreciation | 17 | - | 0.22 |
| Other expenses | 18 | 19.17 | 19.61 |
| TOTAL (B) | | 37.33 | 38.58 |
| IV. PROFIT / (LOSS) BEFORE TAX (A-B) | | (24.61) | 19.34 |
| V. Tax Expense : | | | |
| (1) Current tax | | - | 0.82 |
| (2) Short/(Excess) Provision for Earlier years | | 0.24 | - |
| | | 0.24 | 0.82 |
| VI. PROFIT/(LOSS) FOR THE PERIOD (IV-V) | | (24.85) | 18.52 |
| Earning per equity share of face value of Rs. 10 each | 28 | | |
| Basic (in Rs.) | | (0.28) | 0.21 |
| Diluted (in Rs.) | | (0.28) | 0.21 |
| Notes forming part of financial statements | 1-32 | | |

As per our report of even date attached

For V. B. GOEL & CO.
Chartered Accountants
FRN : 115906W

For and on behalf of the Board

Vikas Goel
Partner
Membership No. 39287

S. Sivakumar
Director
DIN: 00105562

Aashu Madhan
Director
DIN: 07058431

Place : Mumbai
Date : April 19, 2016

Prajakta Powle
Company Secretary
Membership No: A20135

Pramod Karmarkar
Chief Financial Officer

TIMES GUARANTY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

| | For the Year Ended 31.03.2016 Rs. in lacs | For the Year Ended 31.03.2015 Rs. in lacs |
|--|--|--|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before Tax and Extraordinary Items | (24.61) | 19.34 |
| Adjustments for | | |
| Depreciation on immovable property | - | 0.22 |
| Provision for diminution in value of Mutual fund | 0.30 | - |
| Operating profit before working capital changes | (24.31) | 19.56 |
| Adjustments for | | |
| Current Investments | 16.60 | 159.35 |
| Non Current Investments | 0.00 | (186.89) |
| Change in other current assets | (0.01) | (0.01) |
| Change in non current assets | (0.96) | - |
| Loans and advances | 0.29 | 0.60 |
| | 15.92 | (26.96) |
| Other current liabilities | (0.76) | 5.72 |
| Other non current liabilities | 5.07 | 0.83 |
| | 4.31 | 6.55 |
| Cash generated from operations | (4.08) | (0.84) |
| Less : Taxes Paid/ Refund | 0.18 | (0.94) |
| Cash flow from operating activities (I) | (3.90) | (1.78) |
| Net Increase/(Decrease) in Cash Equivalents | (3.90) | (1.78) |
| Cash and Bank balances at the beginning of the period : | | |
| Cash and cash equivalents | 4.28 | 6.04 |
| Cash and Bank balances at the End of the period : | | |
| Cash and cash equivalents | 0.39 | 4.28 |

As per our report of even date attached

For V. B. GOEL & CO.
Chartered Accountants
FRN : 115906W

Vikas Goel
Partner
Membership No. 39287

Place : Mumbai
Date : April 19, 2016

For and on behalf of the Board

S. Sivakumar
Director
DIN: 00105562

Prajakta Powle
Company Secretary
Membership No: A20135

Aashu Madhan
Director
DIN: 07058431

Pramod Karmarkar
Chief Financial Officer

1. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of accounting

These financial statements have been prepared under the historical cost convention, on the accrual basis of accounting and complying with the accounting standards as prescribed under Section 133 of Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and of the Act (to the extent notified generally accepted accounting principles in India, the provisions) and regulations of Reserve Bank of India to the extent applicable.

2. Method of Accounting

The company follows the mercantile system of accounting.

3. Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized. Examples of such estimates include future obligations under employee retirement benefit plans, provision for income taxes.

4. Investment

Investments are classified into current investments and non current investments. Investments that are intended to be held for one year or more as on the date of Balance Sheet are classified as non current investments and investments that are intended to be held for less than one year as on the date of Balance Sheet are classified as current investments.

Non current investments are valued at cost. Provision for diminution in value of non current investments is made if in the opinion of management such a decline is other than temporary.

Current investments are valued at cost or market/fair value, whichever is lower.

Net asset value of units declared by mutual funds is considered as market value.

5. Inventories

Inventories are valued at cost or Net Realisable Value whichever is lower.

6. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation thereon. The cost of fixed assets comprises purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use.

Profit or loss on disposal of the assets is determined as the difference between the carrying amount of the assets at the time of the disposal and the proceeds, and is accounted for in the year of disposal.

7. Depreciation

Depreciation is provided on Written Down Value Method on all assets except for Immovable Property which is treated as investment. Depreciation is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013. The Company provides pro-rata depreciation from the date on which asset is acquired / put to use. In respect of assets sold, pro-rata depreciation is provided up to the date on which the asset is sold.

8. Revenue Recognition:

- a) Dividend Income is accounted when the right to receive the dividend is established.
- b) Profit earned on sale of Investment is recognized on trade date/basis. Profit/Loss on sale of investments is determined based on the weighted average cost of investments sold.
- c) All other incomes are accounted for on accrual basis.
- d) In case of Non Performing Assets, interest income is recognized on receipt basis, as per prudential norms issued by Reserve Bank of India (RBI).

SIGNIFICANT ACCOUNTING POLICIES

9. Borrowing Cost

Borrowing cost attributable to the acquisition and construction of qualifying assets are capitalized as part of the cost of respective assets up to the date when such asset is ready for its intended use. Other borrowing cost is charged to revenue.

10. Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Current Tax: :

Provision for current tax is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act, 1961.

Deferred Tax

The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realized.

11. Retirement Benefit

A. Short term employee benefit is recognized as an expense at undiscounted amount in the Profit & Loss Account of the year in which the relevant services is rendered.

B. Retirement Benefit

Provident Fund:

Company's contribution paid/payable for the year on account of Provident Fund and Family Pension Fund are charged to Profit and Loss Account.

Gratuity:

Gratuity is post employment benefit and is in the nature of Defined Benefit Plan. The Liability recognized in the balance sheet in respect of gratuity is the present value of defined benefit obligation at the balance sheet date together with the adjustments for unrecognized actuarial gain or losses and the past service costs. The defined benefit obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method.

Superannuation:

During the year, the Company has contributed to the Employees Superannuation Fund as per the LIC Scheme in that behalf.

Leave Encashment:

As per company's leave encashment policy employee may encash all unavailed leaves at the end of the financial year accrued to him/her and it is not carried forward.

12. Provisions, Contingent Liabilities and Contingent Assets

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.

NOTES TO ACCOUNTS

| | As at 31.03.2016 Rs. in Lacs | As at 31.03.2015 Rs. in Lacs |
|--|------------------------------------|------------------------------------|
| 2 | | |
| <u>SHARE CAPITAL</u> | | |
| Authorised | | |
| 1,90,00,000 (P.Y. 1,90,00,000) Equity Shares of Rs.10 each | 1,900.00 | 1,900.00 |
| 6,00,000 (P.Y. 6,00,000) Preference Shares of Rs.100 each | 600.00 | 600.00 |
| | 2,500.00 | 2,500.00 |
| Issued, Subscribed & fully paid up | | |
| 89,93,149 (P.Y. 89,93,149) Equity Shares of Rs.10 each | 899.31 | 899.31 |
| Add Forfeited Shares : | | |
| 24,900 (P.Y. 24,900) Equity Shares of Rs. 10 each, Rs. 5 Paid up (including 7,000 (P.Y. 7,000) Equity Shares of Rs. 10 each, Nil Paid up) | 0.90 | 0.90 |
| | <u>900.21</u> | <u>900.21</u> |
| a) Reconciliation of number of shares outstanding at the beginning and at the end of the Reporting Period | | |
| | (Number of Shares) | |
| | 31.03.2016 | 31.03.2015 |
| <u>Equity Shares</u> | | |
| At the beginning of the period | 8,993,149 | 8,993,149 |
| Issued during the period | - | - |
| Outstanding at the end of the period | 8,993,149 | 8,993,149 |
| b) Terms/ Rights Attached to equity shares | | |
| The company has one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend if any proposed by the Board of Director is subject to the approval of the share holders in the ensuing Annual General Meeting. | | |
| In the event of Liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders | | |
| c) Shares held by holding/ ultimate holding company and / or their Subsidiaries/ associates | | |
| Out of the equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as follows : | | |
| | (Number of Shares) | |
| | 31.03.2016 | 31.03.2015 |
| Holding Company | 6,737,399 | 6,737,399 |
| d) Details of shareholders holding more than 5% shares in the company | | |
| | (Number of Shares) | |
| | 31.03.2016 | 31.03.2015 |
| Equity Shares of Rs. 10 each | | |
| Bennett Coleman & Co. Ltd. | 6,737,399 | 6,737,399 |
| e) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date : Nil (P.Y. Nil) | | |

TIMES GUARANTY LIMITED

NOTES TO ACCOUNTS

| | As at 31.03.2016 Rs. in Lacs | As at 31.03.2015 Rs. in Lacs |
|---|---|------------------------------------|
| 3 | <u>RESERVES AND SURPLUS</u> | |
| a) Capital Redemption Reserve | | |
| Balance as per last financial statements | 600.00 | 600.00 |
| Add : Addition during the year | - | - |
| Less : Deduction during the year | - | - |
| Closing Balance | 600.00 | 600.00 |
| b) Securities Premium Reserve | | |
| Balance as per last financial statements | 47.64 | 47.64 |
| Add : Addition during the year | - | - |
| Less : Deduction during the year | - | - |
| Closing Balance | 47.64 | 47.64 |
| c) Statutory Reserve as per RBI Act 1934 * | | |
| Balance as per last financial statements | 161.13 | 157.43 |
| Add : Addition during the year | - | 3.70 |
| Less : Deduction during the year | - | - |
| Closing Balance | 161.13 | 161.13 |
| d) Surplus in Profit and Loss A/c | | |
| Balance as per last financial statement | 717.47 | 703.04 |
| Less : Loss for the Year | (24.85) | 18.52 |
| Less : Appropriations | | |
| Transfer to Statutory Reserve as per RBI Act 1934 | - | 3.70 |
| Adjustment relating to Fixed Assets (Refer Note 24) | - | 0.39 |
| Closing Balance | 692.62 | 717.47 |
| TOTAL | 1,501.39 | 1,526.24 |
| * Statutory Reserve represent reserve created under Section 45-IC of the RBI Act, 1934 & additions represent 20% of current profits | | |
| 4 | <u>LONG TERM PROVISIONS</u> | |
| Others liabilities | 82.12 | 77.05 |
| <i>(The above includes dividend received on shares pending for settlement of PMS account)</i> | | |
| | 82.12 | 77.05 |
| 5 | <u>OTHER CURRENT LIABILITIES</u> | |
| Gratuity Liability | - | 0.66 |
| Service Tax Payable | 0.19 | - |
| Other Payables | 4.92 | 5.21 |
| | 5.11 | 5.87 |

NOTES TO ACCOUNTS

| | | As at 31.03.2016 Rs. in Lacs | As at 31.03.2015 Rs. in Lacs |
|----------|---|------------------------------------|------------------------------------|
| 6 | <u>NON CURRENT INVESTMENTS</u> | | |
| | Other Investments | | |
| | <i>Investment in property (Asset received under settlement)</i> | 11.63 | 11.63 |
| | Investment in Mutual Funds - Quoted fully paid up | | |
| | 9,22,850 (P.Y. 9,22,850) ICICI Prudential FMP Series 73-368 Days Plan D | 92.29 | 92.29 |
| | 6,17,076 (P.Y. 617,076) ICICI Prudential FMP Series 73-369 Days Plan S | 61.71 | 61.71 |
| | 12,18,285 (P.Y. 12,18,285) ICICI Prudential FMP Series 74-367 Days Plan D | 121.83 | 121.83 |
| | | <u>287.45</u> | <u>287.45</u> |
| | Aggregate amount of Quoted Investment | 275.82 | 275.82 |
| | Aggregate amount of Market Value of Quoted Investment | 327.74 | 301.08 |
| | Aggregate amount of Unquoted Investment | 11.63 | 11.63 |
| | Aggregate provision for diminution in value of Investment | Nil | Nil |
| 7 | <u>LONG TERM LOANS AND ADVANCES</u> | | |
| | <i>(Unsecured and Considered Good)</i> | | |
| | Advance Sales Tax | 1.38 | 2.38 |
| | Income tax & Wealth tax (net of provisions) | 117.15 | 116.58 |
| | Fringe Benefit Tax (net of provisions) | 0.21 | 0.21 |
| | Loans and advances to Employees | 0.41 | 1.31 |
| | | <u>119.16</u> | <u>120.48</u> |
| | a) <i>Debts due by directors or other officers of the company</i> | Nil | Nil |
| | b) <i>Debts due by firm or private companies in which director is partner or director or member</i> | Nil | Nil |
| 8 | <u>OTHER NON CURRENT ASSETS</u> | | |
| | Deposits | 0.36 | 0.36 |
| | Gratuity Asset | 0.96 | - |
| | | <u>1.33</u> | <u>0.36</u> |
| | a) <i>Debts due by directors or other officers of the company</i> | Nil | Nil |
| | b) <i>Debts due by firm or private companies in which director is partner or director or member</i> | Nil | Nil |

TIMES GUARANTY LIMITED

NOTES TO ACCOUNTS

| | | | As at 31.03.2016 Rs. in Laacs | As at 31.03.2015 Rs. in Laacs |
|-----------|--|--|-------------------------------------|-------------------------------------|
| 9 | CURRENT INVESTMENTS (valued at lower of Cost or Market Value) | | | |
| | Investment in Mutual Funds - Quoted fully paid up | | | |
| | 22,51,711 (P.Y. 22,51,711) | HDFC FMP 370D NOV 2013 (1) | 225.17 | 225.17 |
| | 10,01,025 (P.Y. 10,01,025) | HDFC FMP 370D NOV 2013 (1) | 100.10 | 100.10 |
| | 10,01,364 (P.Y. 10,01,364) | HDFC FMP 371D 2013 (2) | 100.14 | 100.14 |
| | 5,50,600 (P.Y. 5,50,600) | HDFC FMP 372D DEC 2013 (1) | 55.06 | 55.06 |
| | 8,80,000 (P.Y. 8,80,000) | HDFC FMP 370D OCT 2013 (3) | 88.00 | 88.00 |
| | 54,70,070 (P.Y. 54,70,070) | HDFC FMP 370D OCT 2013 (5) | 547.01 | 547.01 |
| | 86,806 (P.Y. Nil) | HDFC Short Term Plan | 25.00 | - |
| | 59,02,687 (P.Y. 59,02,687) | ICICI Prudential FMP Series 70-368 Days Plan K | 590.27 | 590.27 |
| | 6,55,992 (P.Y. Nil) | ICICI Prudential Regular Saving Fund | 100.00 | - |
| | 1,82,893 (P.Y. 1,82,893) | ICICI Prudential Corporate Bond Fund - Growth | 39.00 | 39.00 |
| | Nil (P.Y. 12,72,088) | ICICI Prudential Blended Plan B | - | 129.49 |
| | Nil (P.Y. 4,729) | ICICI Prudential Flexible Income Plan | - | 5.00 |
| | Nil (P.Y. 1,66,206) | ICICI Prudential Interval II Qtrly Plan B | - | 20.00 |
| | Investment in Mutual Funds - Unquoted fully paid up | | | |
| | 16,53,461 (P.Y. 15,66,568) | HDFC High Interest Fund Dynamic Plan | 197.10 | 195.00 |
| | 73,751 (P.Y. Nil) | ICICI Prudential Equity Arbitrage Fund | 10.49 | - |
| | | | 2,077.34 | 2,094.24 |
| | Aggregate amount of Quoted Investment | | 1,869.75 | 1,899.24 |
| | Aggregate amount of market value of Quoted Investment | | 2,278.95 | 2,134.29 |
| | Aggregate amount of Unquoted Investment | | 207.60 | 195.00 |
| | Aggregate provision for diminution in value of investment | | 0.30 | Nil |
| 10 | INVENTORIES (Refer Note 22) | | | |
| | | | 31.03.2016 Qty (Nos.) | 31.03.2015 Qty (Nos.) |
| | | | As at 31.03.16 Rs. in Laacs | As at 31.03.15 Rs. in Laacs |
| | Quoted Stock of Securities | | | |
| | Equity Shares of Rs. 10 each fully paid up | | | |
| | JSW Steels Ltd | | 8 | 8 |
| | Ambuja Cements Ltd. | | 450 | 450 |
| | Hindustan Uniliver Ltd. | | 4,450 | 4,450 |
| | Jindal Steel & Power Ltd. | | 600 | 600 |
| | Reliance Industries Ltd. | | 250 | 250 |
| | Citadel Reality & Developers Ltd. | | 100 | 100 |
| | Garware Polyester Ltd | | 300 | 300 |
| | Gujarat Alkalies and Chemicals | | 100 | 100 |

NOTES TO ACCOUNTS

| | 31.03.2016 | 31.03.2015 | As at 31.03.16 | As at 31.03.15 |
|--|-------------------|-------------------|-----------------------|-----------------------|
| | Qty (Nos.) | Qty (Nos.) | Rs. in Lacs | Rs. in Lacs |
| Summit Securities Ltd. (CHI Investment Ltd.) | 4 | 4 | 0.00 | 0.00 |
| Pacific Industries Ltd | 20 | 20 | 0.00 | 0.00 |
| Triton Corporation Ltd | 4,200 | 4,200 | 0.00 | 0.00 |
| Lupin Limited | 50 | 50 | 0.00 | 0.00 |
| TOTAL | | | 0.06 | 0.06 |

Unquoted Stock of Securities

Equity Shares of Rs. 10 each fully paid up

| | | | | |
|---|--------|--------|--------------|--------------|
| Hindustan Times Ltd. | 700 | 700 | 2.98 | 2.98 |
| LMP Gujarat Agro Ltd. | 29,400 | 29,400 | 2.94 | 2.94 |
| Surya Murphy Richards Ltd. | 400 | 400 | 0.01 | 0.01 |
| Shree Krishna Petro Ltd. | 67 | 67 | 0.00 | 0.00 |
| Flex Industry | 20 | 20 | 0.00 | 0.00 |
| Sub total | | | 5.92 | 5.92 |
| Less : Provision for Diminution in value | | | 5.92 | 5.92 |
| TOTAL | | | 0.00 | 0.00 |
| Market Value of Quoted Securities | | | 44.07 | 45.53 |

| | As at 31.03.2016 Rs. in Lacs | As at 31.03.2015 Rs. in Lacs |
|---|---|---|
| 11 CASH AND CASH EQUIVALENTS | | |
| Cash on hand | 0.06 | 0.03 |
| Balances with banks : | | |
| in Current Accounts | 0.33 | 4.25 |
| | 0.39 | 4.28 |
| 12 SHORT TERM LOANS AND ADVANCES | | |
| <i>(Unsecured and Considered Good)</i> | | |
| Prepaid Contribution to Super Annuation Fund & Gratuity Fund | 1.00 | 2.39 |
| Amount receivable from Mutual Fund | 2.00 | - |
| | 3.00 | 2.39 |
| a) <i>Debts due by directors or other officers of the company</i> | Nil | Nil |
| b) <i>Debts due by firm or private companies in which director is partner or director or member</i> | Nil | Nil |
| 13 OTHER CURRENT ASSETS | | |
| Balance in Gratuity fund bank A/c | 0.11 | 0.10 |
| | 0.11 | 0.10 |

TIMES GUARANTY LIMITED

NOTES TO ACCOUNTS

| | For the year ended 31.03.2016 Rs. in Lacs | For the year ended 31.03.2015 Rs. in Lacs |
|--|--|--|
| 14 REVENUE FROM OPERATIONS | | |
| Other Operating Revenue | | |
| Net gain on sale of investments | 2.92 | 30.31 |
| Dividend Income | 9.38 | 26.85 |
| | <u>12.30</u> | <u>57.16</u> |
| 15 OTHER INCOME | | |
| Rent Income | 0.19 | 0.71 |
| Interest on Loan to employee | 0.02 | 0.04 |
| Miscellaneous Income | 0.22 | 0.01 |
| | <u>0.42</u> | <u>0.76</u> |
| 16 EMPLOYEE BENEFIT EXPENSE | | |
| Salaries | 16.10 | 15.07 |
| Contribution to Provident Fund and other Funds | 2.06 | 1.83 |
| Gratuity Expense | - | 1.85 |
| | <u>18.16</u> | <u>18.75</u> |
| 17 DEPRECIATION | | |
| Depreciation on Immovable Property | - | 0.22 |
| | <u>-</u> | <u>0.22</u> |
| 18 OTHER EXPENSES | | |
| Legal and Professional Charges | 3.72 | 7.33 |
| Rent, Rates & Taxes | 3.98 | 1.16 |
| Insurance | 0.03 | 0.06 |
| Internal Audit Fees | 0.23 | 0.22 |
| Telephone Expenses | 0.12 | 0.10 |
| Auditors' Remuneration (Including Service Tax) | | |
| Statutory Audit | 0.74 | 0.28 |
| Tax Audit | - | 0.11 |
| Certification | 0.46 | 0.28 |
| Other | 0.23 | 0.21 |
| Advertisement | 1.25 | 1.16 |
| Conveyance and Travelling | 0.09 | 0.52 |
| Printing and Stationery | 0.19 | 0.29 |
| Repairs and Maintenance - Others | 0.38 | 0.36 |
| Postage and courier charges | 0.01 | 0.00 |
| Membership Fees | 0.50 | 0.40 |
| Listing Fees | 3.52 | 2.65 |
| Registrar & Transfer expenses | 1.30 | 1.31 |
| Director Sitting Fees | 0.34 | 0.00 |
| Other Expenses | 2.05 | 3.14 |
| Bank Charges & other Miscellaneous expenses | 0.04 | 0.03 |
| | <u>19.17</u> | <u>19.61</u> |

NOTES TO ACCOUNTS

19. Contingent Liabilities and Commitments

- i) Claims not acknowledged as debts Rs. 34.28 lakhs. (*Previous year Rs.34.28 lakhs*). The company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered.
- ii) Tax Demand - Based on the decisions of the Appellate authorities and interpretations of other relevant provisions, the company has been legally advised that the demand raised which is mentioned below is likely to be either deleted or substantially reduced accordingly no provision is considered.

a) Income Tax

The income tax assessment for the assessment year 1993-94 was completed resulting in demand of Rs. 144.42 Lakhs, (*Previous year Rs. 144.42 lakhs*) against which the Company is in appeal. The company has deposited the amount in dispute with the authorities.

b) Sales Tax

Sales tax assessment under the Bombay Sales Tax Act for the assessment year 1998-99, was completed in respect of Lease Tax and resulted in demand for Rs. 15.67 lakhs. (*Previous year Rs. 15.67 lakhs*). The company has preferred an appeal against the orders with Tribunal.

20. Impairment of Assets

There are no such impairable Assets at the year ended in term of AS – 28. Hence company has not made any provision for impairment loss.

21. Asset Received under settlement

The company had received under settlement from debtors, an immovable property which is shown under the head Non-Current Investment “Investment in Immovable property”. Prior to 31st March’2005 this asset was treated as fixed asset and depreciation was charged on it. However, it was transferred to Investment in Immovable property from 01st April’ 2005.

22. Details of Prior Period Items

| | Rs. in laacs | |
|---------------------------|---------------------|------------------|
| Particulars | 2015-2016 | 2014-2015 |
| Expenses | | |
| Profession Tax of Company | - | 0.20 |
| | - | 0.20 |
| | - | 0.20 |

23. Inventories

During the earlier years, on account of non-availability of share certificates in respect of certain equity shares and transfer of shares for settlement of PMS account, relevant book value of such shares were written off / adjusted. Subsequently, after proper scrutiny and wherever the shares were available or shares have not been transferred, they have been included as part of stock of security and shown under Inventories by assigning a value of Re. 1 to each of such securities by crediting to profit & loss account of such year. Such value of Re. 1 is considered as cost for the purpose of valuation of relevant securities and accordingly any dividend received from these shares are shown in other current liabilities as dividend received on shares pending for settlement of PMS account.

24. Employee Benefits :

Defined Contribution Plans

The Company has recognized the following amounts in the Profit and Loss Account for the year ended March 31, 2016

| | Rs. in laacs | |
|---|---------------------|----------------|
| Particulars | 2015-16 | 2014-15 |
| Contribution to Provident Fund | 0.89 | 0.82 |
| Contribution to Super Annuation Fund | 0.97 | 0.81 |
| Contribution to Employee Pension Scheme | 0.19 | 0.21 |
| Gratuity Expense/(Income) | (0.21) | 1.85 |

TIMES GUARANTY LIMITED

NOTES TO ACCOUNTS

Defined Benefit Plans

Valuations in respect of gratuity have been carried out by independent actuary, as at the Balance Sheet date on Projected Unit Credit Method, based on the following assumptions:

| Actuarial Assumptions for the year | 2015-16 | 2014-15 |
|------------------------------------|---------|---------|
| Discount Rate | 7.79% | 7.98% |
| Rate of Returns on Plan Assets | 7.79% | 7.98% |
| Salary Escalation Rate | 6.50% | 6.50% |
| Attrition Rate | 1.00% | 1.00% |

Change in Benefit Obligation:

| | | |
|---|-------------|-------------|
| Liability at the beginning of the year | 8.92 | 6.40 |
| Interest Cost | 0.71 | 0.58 |
| Current Service Cost | 0.38 | 0.28 |
| Benefit Paid | - | - |
| Actuarial (gain)/loss on obligations | (0.48) | 1.66 |
| Liability at the end of the year | 9.53 | 8.92 |

Fair Value of Plan Assets:

| Particulars | 2015-16 | 2014-15 |
|---|--------------|-------------|
| Fair Value of Plan Assets at the beginning of the year | 8.26 | 6.25 |
| Expected Return on Plan Assets | 0.66 | 0.57 |
| Contributions | 1.41 | 1.34 |
| Benefit Paid | - | - |
| Actuarial gain/(loss) on Plan Assets | 0.16 | 0.10 |
| Fair Value of Plan Assets at the end of the year | 10.49 | 8.26 |
| Total Actuarial Gain/(Loss) to be Recognized | 0.64 | (1.56) |

Actual Return on Plan Assets:

| Particulars | 2015-16 | 2014-15 |
|--------------------------------------|-------------|-------------|
| Expected Return on Plan Assets | 0.66 | 0.57 |
| Actuarial gain/(loss) on Plan Assets | 0.16 | 0.10 |
| Actual Return on Plan Assets | 0.82 | 0.67 |

Amount Recognized in the Balance Sheet:

| Particulars | 2015-16 | 2014-15 |
|--|-------------|-------------|
| Liability at the end of the year | 9.53 | 8.92 |
| Fair Value of Plan Assets at the end of the year | 10.49 | 8.26 |
| Difference | 0.96 | 0.66 |
| Amount Recognized in the Balance Sheet | 0.96 | 0.66 |

NOTES TO ACCOUNTS

Expenses Recognized in the Income Statement :

| Particulars | 2015-16 | 2014-15 |
|---|----------------|----------------|
| Current Service Cost | 0.38 | 0.28 |
| Interest Cost | 0.71 | 0.58 |
| Expected Return on Plan Assets | (0.66) | (0.57) |
| Net Actuarial (Gain)/Loss to be Recognized | (0.64) | 1.56 |
| (Income)/Expense Recognized in P & L | (0.21) | 1.85 |

Balance Sheet Reconciliation :

| Particulars | 2015-16 | 2014-15 |
|-----------------------------|----------------|----------------|
| Opening asset/(liability) | (0.66) | (0.15) |
| Income as above | 0.21 | (1.85) |
| Employers Contribution paid | 1.41 | 1.34 |
| Closing asset/ (liability) | 0.96 | (0.66) |

25. Details of Foreign Exchange Transaction :

| Particulars | 2015-16 | 2014-15 |
|---|----------------|----------------|
| a) CIF Value of Import | Nil | Nil |
| b) Expenditure in Foreign Currency | Nil | Nil |
| c) Total value of imported & indigenous raw material, spare parts and components consumed and percentage thereof. | Nil | Nil |
| d) Remittance of Dividend in Foreign Currency | Nil | Nil |
| e) Earnings in Foreign Exchange | Nil | Nil |

26. Segment Reporting

The company has only one Business Segment, viz. Income from Investing and Financial activities the source of which is recovery of past dues and Company's business activities are confined only to India. Hence no additional disclosures are made as required under Accounting Standard 17 "Segment Reporting".

27. Related Party Disclosures

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below

| Related Party | Relationship |
|---------------------------------|--|
| Bennett, Coleman & Company Ltd. | Holding Company (Holds 74.92% of the Equity Share Capital as at March 31, 2016) |

Fellow Subsidiaries

Dharmayug Investments Ltd., Bennett Institute of Higher Education, Times Journal India Ltd., Times Global Broadcasting Co. Ltd., ZOOM Entertainment Network Ltd., Times Digital Ltd., Times Centre for Learning Ltd., Centre for Excellence in Management Training & Development, Speaking Tree Properties Ltd., Media Network & Distribution (India) Ltd., Times Innovative Media Ltd., TIM Delhi Airport Advertising Pvt. Ltd., Worldwide Media Pvt. Ltd., Metropolitan Media Company Ltd., Brand Equity Treaties Ltd., Mind Games Shows Pvt. Ltd., Vardhaman Publishers Ltd., Mirchi Movies (India) Ltd., Entertainment Network (India) Ltd., Alternate Brand Solutions (India) Ltd., TIML Global Ltd., Times Internet Ltd., Times Internet Inc., USA, Times Internet(UK) Limited, UK, Times City Ltd., Gamma Gaana Ltd. (erstwhile known as Times Deals Ltd.), Times Jobs Ltd., Magic Bricks Reality Services Ltd., Digital Classifieds Ltd.,

NOTES TO ACCOUNTS

Coupondia Media Pvt. Ltd., Akuate Internet Services Pvt. Ltd., Grade Stack Learning Private Ltd. (w.e.f.07.01.2016), Times content Ltd.(w.e.f.06.08.2015), Moneygoals Solutions Ltd (w.e.f. 29.02.2016), Digi Smart Digital Media Private Ltd. (w.e.f.11.08.2015), Viral Craft Digital Media Private Ltd.(w.e.f.13.08.2015), Times Sports Content Inc. (w.e.f.23.07.2015), Locovida Digital Solutions Private Ltd.(w.e.f. 15 04.2015), Bennett Broadcasting & Distribution Services Ltd., Sub: Times Box TV Media PTE Ltd., Amrita Estates Pvt. Ltd., Ananta Properties Pvt. Ltd., BCCL International Events Pvt. Ltd., Times Conferences Ltd., Junglee Pictures Ltd., Brand Incubator Ltd. (w.e.f.07.01.2016), BCCL Worldwide Inc.

Key Management Personnels

Directors :-

Mr. S. Sivakumar

Mr. Arun Arora

Mr. Avinash Jain (Resigned w.e.f. 18/04/2016)

Ms. Aashu Gurudeep Madhan

Ms. Mitu Samar Nath (Appointed w.e.f. 03/02/2016)

Other Key Management Personnel :-

Ms. Anita Malusare - Manager

Mr. Pramod Karmarkar - Chief Financial Officer

Ms. Prajakta Powle – Company Secretary

Related party relationships are as identified by the management.

Transactions with Holding Company, Bennett, Coleman & Co. Ltd.

| Particulars | 2015-16 Rs. in Lacs | 2014-15 Rs. in Lacs |
|------------------------|------------------------|------------------------|
| Advertisement Expenses | 1.25 | 1.16 |

28. Earning Per Share

The earning considered in ascertaining the Company's earning per share comprises the net profit after tax. The number of shares used in calculation of basic/diluted EPS is the weighted average number of shares outstanding during the period which is calculated as below :

| Particulars | 2015-16 | 2014-15 |
|--|----------------|-----------|
| Number of Equity shares outstanding at the end of the year (Face Value Rs.10/-) | 89,93,149 | 89,93,149 |
| Net Profit/(Loss) after tax (Rs. in lacs) | (24.85) | 18.52 |
| Basic and Diluted earnings per share (Rs.) | (0.28) | 0.21 |

29. Reserve Fund

In accordance with the provisions of Section 45- IC of the RBI Act, 1934, the Company has to create a Reserve Fund, during the year in view of losses incurred the Company has not transferred any amount to such fund.

30. Tax & MAT Credit Entitlement

- The Company has made provision of Rs. Nil (previous year 0.82 lakhs) of Income Tax payable under the provision of Section 115JB of Income Tax Act, 1961.
- In view of uncertainty regarding generation of sufficient future taxable income, on prudent basis, deferred tax assets have not been recognized in the accounts.
- The company is entitled to MAT credit for which no effects are given in the books of accounts due to its uncertainty about its reversal in future.

NOTES TO ACCOUNTS

31. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006

There are no amounts unpaid as at the year end as required under the Micro, Small and Medium Enterprise Development Act, 2006.

32. Schedule to Balance sheet of NBFC as required in terms of Paragraph 13 of Non – Banking Financial (Non – Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007” given in Annexure I

Previous year figures have been rearranged, regrouped & recast wherever necessary.

For and on behalf of the Board of

TIMES GUARANTY LTD.

S Sivakumar
Director
DIN: 00105562

Aashu Madhan
Director
DIN:07058431

Place : Mumbai
Date : April 19, 2016

Prajakta Powle
Company Secretary
Membership No:20135

Pramod Karmarkar
Chief Financial Officer

TIMES GUARANTY LIMITED

Annexure I

Schedule to the balance Sheet of a non-deposit taking non-banking financial Company

(as required in terms of paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

| Particulars | | (Rs.in lacs) | |
|---------------------------|---|-------------------------------|---------------------------|
| Liabilities side : | | Amount outstanding | Amount overdue |
| 1 | Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid: | | |
| a) | Debentures | | |
| | Secured | Nil | Nil |
| | Unsecured | Nil | Nil |
| | (other than falling within the meaning of public deposits*) | | |
| b) | Deferred Credits | Nil | Nil |
| c) | Term Loans | Nil | Nil |
| d) | Inter-corporate loans and borrowing | Nil | Nil |
| e) | Commercial Paper | Nil | Nil |
| f) | Other Loans (specify nature) | Nil | Nil |
| | * Please see Note 1 below | | |
| Assets side : | | Amount outstanding | |
| 2 | Break-up of Loans and Advances including bills receivables [other than those included in (4) below]: | | |
| a) | Secured | | Nil |
| b) | Unsecured | | Nil |
| 3 | Break up of Leased Assets and stock on hire and other assets counting towards AFC activities | | |
| i) | Lease assets including lease rentals under sundry debtors : | | |
| a) | Financial lease | | Nil |
| b) | Operating lease | | Nil |
| ii) | Stock on hire including hire charges under sundry debtors : | | |
| a) | Assets on hire | | Nil |
| b) | Repossessed Assets | | Nil |
| iii) | Other loans counting towards AFC activities | | |
| a) | Loans where assets have been repossessed | | Nil |
| b) | Loans other than (a) above | | Nil |
| 4 | Break-up of Investments : | Amount outstanding | |
| | Current investments : | | |
| 1) | Quoted : | | |
| i) | Shares : | | |
| | Equity | | Nil |
| | Preference | | Nil |
| ii) | Debentures and Bonds | | Nil |
| iii) | Units of mutual funds | | 1,869.75 |
| iv) | Government Securities | | Nil |
| v) | Others (please specify) | | Nil |

| Particulars | (Rs. in lacs) | |
|-------------------------------------|-----------------------|-------------------|
| | Amount outstanding | Amount overdue |
| 2) Unquoted : | | |
| i) Shares : | | Nil |
| Equity | | Nil |
| Preference | | Nil |
| ii) Debentures and Bonds | | Nil |
| iii) Units of mutual funds | | 207.59 |
| iv) Government Securities | | Nil |
| v) Others (please specify) | | Nil |
| Long Term Investments : | | |
| 1) Quoted : | | |
| i) Shares : | | |
| Equity | Nil | |
| Preference | Nil | Nil |
| ii) Debentures and Bonds | | Nil |
| iii) Units of mutual funds | | 275.83 |
| iv) Government Securities | | Nil |
| v) Investment in Immovable property | | 11.63 |
| 2) Unquoted : | | |
| i) Shares : | | |
| Equity | Nil | |
| Preference | Nil | Nil |
| ii) Debentures and Bonds | | Nil |
| iii) Units of mutual funds | | Nil |
| iv) Government Securities | | Nil |
| v) Others (please specify) | | Nil |
| Total | | 2,364.80 |

5 Borrower group-wise classification of assets financed as in (2) and (3) above :

Please see Note 2 below

| Category | Amount net of provisions | | Total |
|--------------------------------|--------------------------|------------|------------|
| | Secured | Unsecured | |
| 1) Related Parties ** | | | |
| a) Subsidiaries | Nil | Nil | Nil |
| b) Companies in the same group | Nil | Nil | Nil |
| c) Other related parties | Nil | Nil | Nil |
| 2) Other than related parties | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

TIMES GUARANTY LIMITED

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

| Category | Market Value / Break up or fair value or NAV | Book Value (Net of Provisions) |
|--------------------------------|---|---------------------------------------|
| 1) Related Parties ** | | |
| a) Subsidiaries | Nil | Nil |
| b) Companies in the same group | Nil | Nil |
| c) Other related parties | Nil | Nil |
| 2) Other than related parties | 2,650.76 | 2,353.17 |
| Total | 2,650.76 | 2,353.17 |

** As per Accounting Standard of ICAI

7 Other information

| Particulars | Amount |
|--|---------------|
| i) Gross Non-Performing Assets | |
| a) Related parties | NIL |
| b) Other than related parties | NIL |
| ii) Net Non-Performing Assets | |
| a) Related parties | NIL |
| b) Other than related parties | NIL |
| iii) Assets acquired in satisfaction of debt | 11.63 |

For and on behalf of the Board of

TIMES GUARANTY LTD.

S Sivakumar
Director
DIN: 00105562

Aashu Madhan
Director
DIN:07058431

Place : Mumbai
Date : April 19, 2016

Prajakta Powle
Company Secretary
Membership No:A20135

Pramod Karmarkar
Chief Financial Officer

Notes:

- 1 As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998
- 2 Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

TIMES GUARANTY LIMITED

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

Green Initiative in Corporate Governance

Dear Shareholder,

As part of the “Green Initiative in Corporate Governance”, the Ministry of Corporate Affairs (MCA), Government of India, through the Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders in electronic mode.

Ecological sustainability is an increasing need of the modern world. The much welcomed initiative of MCA, taken in cognizance of the need, offers you the benefit of receiving communications faster and does away with the risk of loss of documents in postal transit. Your conscious decisions to opt for electronic form of communication will actively contribute in your Company’s Corporate Social Responsibility initiatives and help in reduction of paper consumption resulting in a greener environment.

Being a Company with strong focus on green initiatives, Times Guaranty Ltd. proposes to send all shareholder communications such as the notice of General Meetings, Audited Financial Statements, Director’s Report, Auditors’ Report, etc. henceforth to shareholders in electronic form to the E-Mail Id provided by its shareholders and made available to us by the Depositories. Keeping in view the spirit of the MCA directive, we request you to register yourself for receiving electronic communications in lieu of physical form by sending to your Company, the duly filled in and signed form appended below either by post or by email to info@timesguarantylimited.com or by mailing your details to our depositories, Central Depository Services (India) Limited and National Securities Depository Ltd. Any changes to your email address details may also be notified to us in writing from time to time. Simultaneously, we request you to register your E-mail Id with your Depository Participant and inform them of any changes to the same from time to time. Please note that General Meeting Notices, Annual Reports etc. will be available on the Company’s website www.timesguarantylimited.com and the physical copies will also be available for inspection during office hours at the registered office of the Company.

In case you desire to receive future communications in physical form, please send or email the duly filled-in form appended below after selecting your preference to that effect.

We are sure, that as a responsible citizen, you will whole-heartedly support this initiative by opting for electronic receipt of future communications.

For Times Guaranty Limited

Place : Mumbai

Date :

Company Secretary

Form for registration of E-mail Id for receiving documents/notices through electronic mode

I/We, shareholder(s) of Times Guaranty Limited hereby agree to receive documents/notices from Times Guaranty Limited through electronic mode and my/our E-mail Id(s) for receiving such documents/notices is/are given below :

| |
|--|
| Name (in block letters) : (including joint holders, if any) |
| Registered Folio Number/DP ID/Client ID : |
| E-Mail Id : |
| Communication Address : |

Place :

Signature

Date :



TIMES GUARANTY
Times Guaranty Limited

ATTENDANCE SLIP

Corporate Identification Number (CIN) - L65920MH1989PLC054398

Registered Office : Trade House, 1st Floor, Kamala Mills Compound , Senapati Bapat Marg, Lower Parel, Mumbai 400013

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders may obtain additional Attendance Slip at the venue of the meeting.

| | |
|------------|--|
| DP ID* | |
| Client ID* | |

| | |
|-----------|--|
| Folio No. | |
|-----------|--|

NAME OF THE SHAREHOLDER/PROXY

No. of Share(s) held:

I hereby record my presence at the 26th Annual General Meeting of the Company held on Thursday, September 29, 2016 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- 400001.

Signature of the Shareholder/Proxy

*Applicable for investors holding shares in electronic form



TIMES GUARANTY
Times Guaranty Limited

PROXY FORM

Corporate Identification Number (CIN) - L65920MH1989PLC054398

Registered Office : Trade House, 1st Floor, Kamala Mills Compound , Senapati Bapat Marg, Lower Parel, Mumbai 400013

[Pursuant to Sec. 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : _____

Registered Address : _____

E-mail ID : _____ Folio No./Client ID _____ DP ID No.: _____

I/We, being the member (s) of the _____ shares of Times Guaranty Limited, hereby appoint:

- Name : _____ E-Mail ID: _____
Address: _____ or failing him/her
- Name : _____ E-Mail ID: _____
Address: _____ or failing him/her
- Name : _____ E-Mail ID: _____
Address: _____ or failing him/her

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Thursday, September 29, 2016, 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- 400001 and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

| Sl. No. | Description of Resolution |
|---------|--|
| 1. | To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 including the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon. |
| 2. | To appoint a Director in place of Ms. Aashu Madhan (DIN :07058431) who retires by rotation and being eligible, offers herself for re-appointment. |
| 3. | To ratify appointment of V. B. Goel & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration. |
| 4. | Regularization and Appointment of Ms. Mitu Samar Nath (DIN: 07244627), as a Non-executive Independent Director of the Company. |
| 5. | Revision in the remuneration of Ms. Anita Malusare, Manager categorized as Key Managerial Personnel (KMP) of the Company. |

Signed this _____ day of _____ 2016

Signature of Member _____

Affix
Revenue
Stamp

1. Signature of Proxy Holder _____ 2. Signature of Proxy Holder _____ 3. Signature of Proxy Holder _____

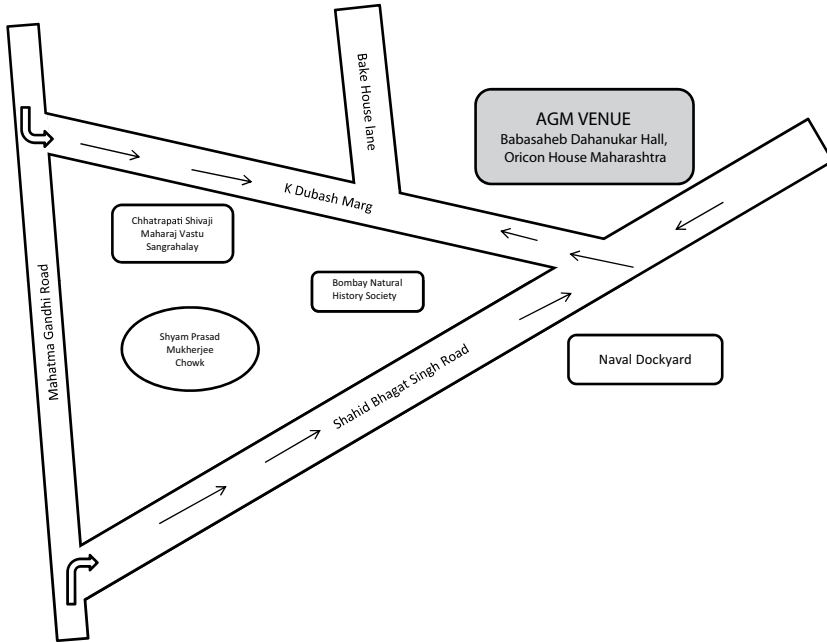
Notes: 1. This Form in order to be effective should be duly completed & deposited at the Registered Office of the Company at Trade House, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, not less than 48 hours before the commencement of the Meeting.

2. A proxy need not be a member of the Company.

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