



TIMES GUARANTY

Times Guaranty Limited. The Times of India Building, Dr. D.N. Road, Mumbai - 400 001.
Tel.: 2273 1386 / 9869209996 • Fax: 2273 1587 • E-mail: corporate.secretarial@timesgroup.com
•Website: www.timesguarantylimited.com • CIN: L65920MH1989PLC054398

2nd June, 2023

To,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code : 511559

To,
National Stock Exchange of India Ltd.,
Exchange Plaza,
C-1, G-Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051.
Scrip Code : TIMESGTY

Sub: Intimation of Annual General Meeting, Record date and cut-off date for e-voting.

Dear Sir/ Madam,

Pursuant to Regulation 42 and all other applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (the 'Listing Regulations'), we wish to inform you that:

1. The 33rd Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, 28th June, 2023 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at 5th Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, which shall be the deemed venue of the AGM. A copy of the Notice of the 33rd AGM is enclosed herewith.
2. As intimated earlier via our letter dated 18th May, 2023, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd June, 2023 to Wednesday, 28th June, 2023 (both days inclusive), for the purpose of AGM.
3. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is providing facility to the members to cast their votes by electronic means on all the resolutions set forth in the Notice of 33rd AGM. Members, whose name appear in the Register of Members as on the Cut-off date i.e. Wednesday 21st June, 2023 can cast their vote by remote e-voting or e-voting at the AGM. The remote e-voting period will commence on Sunday, 25th June, 2023 at 9:00 a.m. and will end on Tuesday, 27th June, 2023 at 5:00 p.m.

Further, in terms of Regulation 46 of Listing Regulations, the Annual Report along with the AGM Notice shall be hosted on the website of the Company.

Kindly take the above intimation on your records.

Thanking you,

Yours faithfully,

For Times Guaranty Limited

Shweta Chaturvedi
Company Secretary

Encl: As above

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

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

NOTICE

Notice is hereby given that the 33rd Annual General Meeting (“AGM”) of the members of the Company will be held on Wednesday, 28th June, 2023 at 11:30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

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

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 including the Audited Balance sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Directors’ and Auditor’s thereon.
2. To appoint a Director in place of Mr. Gopalkrishnan Ramaswamy (DIN: 02712174), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **Re-appointment of Ms. Anita Malusare as an Executive Director and Chief Executive Officer (ED and CEO)**

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 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and Regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee to the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Ms. Anita Malusare as an Executive Director and Chief Executive Officer (ED and CEO), further designated as Whole Time

Director and CEO and Key Managerial Personnel (KMP) of the Company for a term of 2 (two) years w.e.f. 29th March, 2023 upto 28th March, 2025 (contract term/period) on the below terms and conditions:

Salary: In the pay scale of Rs. 11,00,000/- to Rs. 15,00,000/- per annum (with the discretion of NRC and the Board to fix the remuneration in accordance with the NRC Policy of the Company within the limits specified under Schedule V of Companies Act 2013).

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

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

“RESOLVED FURTHER THAT notwithstanding anything as above, during her tenure, in case the Company has no profits or its profits are inadequate, it may pay her remuneration by way of salary and perquisites and other allowances not exceeding the limits fixed in Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company, be and are hereby severally authorized to file necessary e-Form(s) with the Registrar of Companies and to do all such acts, deeds and things and to deal with all such matters and take all steps as may be necessary to give effect to this resolution.”

By Order of the Board

Shweta Chaturvedi
Company Secretary
ACS - 16550

Registered Office:

5th Floor, Times Tower,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013.
Dated: 18th May, 2023

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts in respect of the special businesses under items 3 is annexed hereto. Also, relevant details with respect to Directors seeking re-appointment at the AGM, in terms of regulations 26(4) and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and clause 1.2.5 of Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), are set out in Annexure A, which also form part of this notice.
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read together with General Circular Nos. 3/2022, 02/2021, 14/2020, 17/2020 dated 5th May, 2022, 13th January, 2021, 8th April, 2020 and 13th April, 2020 respectively, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/ CIR/P/ 2020/79 dated 12th May, 2020 (collectively referred as SEBI Circulars) , permitted the holding of this AGM through VC/OAVM, without the physical presence of the Members at a common venue. MCA by Circular No. 10/2022 dated 28th December, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 have extended the above exemptions till 30th September, 2023 and accordingly in compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue and that the 33rd AGM of the Members will be held through VC/OAVM.
3. In compliance with applicable provisions of the Act read with the MCA Circulars, SEBI Circular dated 12th May, 2020 and the SEBI LODR, the AGM of the Company is being conducted through VC/ OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated 15th April, 2020 issued by the ICSI. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
4. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
5. In accordance with Section 113 of the Act and rules framed thereunder, the Corporate/ Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM along with specimen signature of authorised representative(s) by e-mail to corporate.secretarial@timesgroup.com before the commencement of the 33rd AGM.

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote there at.
6. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited (RTA) having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083.
8. In case of joint holders attending the 33rd AGM, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote, provided the votes are not already cast by remote e-voting.
9. Electronic Dispatch of Notice and Annual Report:

In line with the MCA General Circular dated 5th May, 2020 and SEBI Circular dated 12th May, 2020, the Notice of the AGM alongwith the Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those

Members whose names appear on the Register of Members /list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / CDSL as at the close of business hours on 26th May, 2023 and who have registered their email id with the Company/ Depositories.

A copy of the Notice of this AGM alongwith the Annual Report is available on the website of the Company at www.timesguarantylimited.com, websites of the Stock Exchanges where the Equity Shares of the Company are listed, viz. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com, respectively, and on the website of CDSL at www.evotingindia.com. For any communication, the Members may also send a request to the Company's investor email id: corporate.secretarial@timesgroup.com. The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2022-23 and the Notice of AGM, to any Member.

10. We urge Members to support our commitment towards environmental protection by choosing to receive all communication (including Notice and Annual Report) from the Company electronically: (a) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at corporate.secretarial@timesgroup.com or to the Company's RTA at mt.helpdesk@linkintime.co.in. (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.

11. Book Closure

Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI LODR, The register of members and share transfer books of the Company will remain closed from Thursday 22nd June, 2023 to Wednesday 28th June, 2023, (both days inclusive) for the purpose of AGM.

12. Transfer of Shares Permitted in Demat Form Only:

As per Regulation 40 of the SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. However, an investor is not prohibited from holding the shares in physical mode even after April 1, 2019.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of RTA to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nssl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.aspx> for further understanding of the demat procedure.

13. Members are requested to:

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

For the above purposes,

- (i) shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
- (ii) shareholders holding shares in physical mode can approach the Company's RTA at mt.helpdesk@linkintime.co.in

14. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at corporate.secretarial@timesgroup.com from Tuesday, 20th June, 2023 (9:00 A.M. IST) to Thursday, 22nd June, 2023 (5:00 P.M. IST). Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to corporate.secretarial@timesgroup.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number

from Tuesday, 20th June, 2023 (9:00 A.M. IST) to Thursday 22nd June, 2023 (5:00 P.M. IST). These queries will be replied to by the company suitably by email.

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

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and relevant documents referred to in this accompanying Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 28th June, 2023. Members seeking to inspect such documents can send an email to Company's email id: corporate.secretarial@timesgroup.com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.
16. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form).
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the 33rd AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' issued by CDSL, are furnished as part of this Notice at point 22.
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the

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

19. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
20. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars.
21. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs.
22. **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
 - Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) Remote E-voting through Electronic Means (EVS/N 230530003)

The voting period begins on Sunday 25th June, 2023, from 9.00 a.m. and ends on Tuesday, 27th June, 2023 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday 21st June, 2023 may cast their vote electronically. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44

of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of

Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit cdsl website www.cdslindia.com and click on Login icon and New System Myeasi Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdsindia.com or contact at toll free no. 1800 225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user, follow the steps given below

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

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

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in

PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporate.secretarial@timesgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 225533.

23. Scrutinizer for E-Voting and Declaration of Results:

The Board of Directors of the Company has appointed Ms. Ashwini Mohit Inamdar (Membership No. FCS 9409 and CP No. 11226) or failing her Ms. Alifya Sapatwala (Membership No. ACS 24091 and CP No. 24895), Partners of Mehta & Mehta, Practicing Company Secretaries, as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer shall after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and thereafter unblock votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared within two working days from conclusion of the Meeting.

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

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 28th June, 2023, subject to receipt of the requisite number of votes in favour of the Resolutions.

24. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.timesguarantylimited.com.

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

The following Statement sets out all material facts relating to item No. 3 as mentioned in the accompanying Notice:

Item No. 3:

Ms. Anita Malusare (DIN: 07773062), was appointed as an Executive Director & CEO of the Company at the Board meeting held on 10th February, 2022 for a period of one year w.e.f. 29th March, 2022. Her office as an Executive Director/CEO expired on 28th March, 2023.

Based on performance evaluation during her tenure and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors ('Board') at its meeting held on 8th February, 2023, had re-appointed Ms. Anita Malusare, (DIN: 07773062) as an Executive Director and Chief Executive Officer (ED and CEO), further designated as Whole Time Director and Key Managerial Personnel (KMP) of the Company for a term of two years w.e.f. 29th March, 2023 up to 28th March, 2025, on such remuneration as stated in the Notice of AGM.

Further, as per the amendments in SEBI LODR vide notification dated August 3, 2021 effective from January 1, 2022, approval of shareholders for appointment of a

person on the Board of Directors should be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The members may note brief profile of Ms. Anita Malusare, described as below:

Ms. Anita Malusare, aged 57 years, has completed her M.com and MBA Finance and around 32 years of experience in various corporates like Otis Elevator, Hindustan Pencils Ltd., etc. She has also been a visiting faculty at Mulund College of Commerce, SIMSR AND School of Sports Management, Jai Hind College. The Board considers that she has played a crucial role in the growth of the Company and her association with the Company would be of immense benefit to the Company considering her knowledge of various aspects relating to the Company's affairs and long term business experience, expansion and so it is desirable to avail her services as an ED & CEO of your Company.

Ms. Anita is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given her consent for the said re-appointment.

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

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

By Order of the Board

Shweta Chaturvedi
Company Secretary
ACS -16550

Registered Office:

5th Floor, Times Tower,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013.
Dated: 18th May, 2023.

ANNEXURE A

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

Name of the Director	Gopalkrishnan Ramaswamy	Anita Malusare
Date of Birth	14 th September, 1965	5 th April, 1966
DIN	02712174	07773062
Age	57	57
Nationality	Indian	Indian
Date of first appointment on the Board	30 th October, 2018	29 th March, 2017
Specialized Expertise/Brief resume/ Background Details	He has more than 30 years of experience in various corporates in the field of Merger & Acquisitions & Investment Banking	She has around 32 years of experience in various corporates in the field of Finance & Accounts
Qualifications	CA & CS	MBA Finance & M.Com
Terms & Conditions of appointment/ re-appointment	To be re-appointed as Director liable to retire by rotation as per resolution 2 stated in the AGM Notice.	To be re-appointed as Executive Director and Chief Executive Officer of the Company for a period of 2 years w.e.f. 29 th March, 2023 upto 28 th March, 2025. The other terms and conditions are governed as stated in the AGM Notice.
Remuneration sought to be paid and the remuneration last drawn	Nil	As mentioned in the Corporate Governance Report
Relationship between Directors and KMPs inter se	Nil	Nil
Directorship of other Companies* as at 31 st March, 2023	<ul style="list-style-type: none"> • Dharmayug Investments Limited • Aegon Life Insurance Company Limited • Bennett Property Holdings Company Limited 	Nil
Chairmanship/Membership of other Committees** as on 31 st March, 2023	Chairman: Nil Member: 2	Nil
Listed entities from which the Directors have resigned in the past 3 years	NA	Nil
No. of shares held in the Company as on 31 st March, 2023 including shares held as beneficial owner	5#	51
Number of Meeting of Board attended during the year	4	4

*Excludes Private/Deemed Public/ Foreign /Section 8 Companies. Excluding this Company.

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

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