



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

5th September, 2024

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 under Regulation 30 read with Para A (7) of Part A Schedule of III and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time - Change in Directors of Times Guaranty Limited ("the Company")

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, as amended from time to time, we hereby inform the Exchanges that the Board of Directors vide its Circular Resolutions approved on 5th September, 2024, have approved the undermentioned changes in the composition of the Board of the Company as below:

1. Appointment of Mr. Vikesh Wallia (DIN: 06674059) as an Additional Director to be designated as Non-Executive/ Independent Director, (not liable to retire by rotation) for a term of 5 (five) consecutive years w.e.f. 5th September, 2024, to 4th September, 2029 (both days inclusive), subject to approval of the Shareholders of the Company.
2. Appointment of Mr. M Lakshminarayanan (DIN: 00682223) as an Additional Director to be designated as Non-Executive Director w.e.f. 5th September, 2024.

Further, Mr. Jayaprakash Nair (DIN: 07816567), has resigned as Non-Executive Director of the Company, w.e.f. close of business hours on 5th September, 2024, vide his letter dated 5th September, 2024, due to preoccupation and personal commitments. Consequently, he shall also cease to be a Member of the Corporate Social Responsibility (CSR) Committee of the Company. Further, the Company has received confirmation from Mr. Jayaprakash Nair that there are no material reasons for his resignation other than those mentioned in his resignation letter and the same is enclosed herewith as **Annexure-B**.

The above appointments have been recommended by the Nomination & Remuneration Committee. Further, in accordance with the SEBI Circular dated 14th June, 2018 and Circulars dated 20th June, 2018, issued by the BSE Limited and National Stock Exchange of India Limited and based on affirmation given by the said Directors, they are not debarred from holding office as Directors by SEBI/ Ministry of Corporate Affairs or any such statutory authority. The approval of the shareholders for the appointment of Mr. Vikesh Wallia as Non-Executive/Independent Director and appointment of Mr. M Lakshminarayanan as Non-Executive Director, respectively, shall be taken at the ensuing Annual General Meeting (AGM) of the company. The Details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are enclosed as **Annexure-A** to this letter, the contents of which are self-explanatory.



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The composition of the Board of Directors of the Company is in compliance with the requirements prescribed under the Companies Act, 2013 and SEBI LODR.

This information will also be available on the website of the Company at www.timesguarantylimited.com.

Kindly take the above intimation on your records.

Thanking you,

Yours faithfully,

For Times Guaranty Limited

Muskaan Tinwala
Company Secretary

Encl: As above



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ANNEXURE-A

Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023

Sr No	Details of event(s) that need to be provided	Information of such event(s)		
		Appointment of Mr. Vikesh Wallia	Appointment of Mr. M Lakshminarayanan	Resignation of Mr. Jayaprakash Nair
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of Mr. Vikesh Wallia (DIN: 06674059) as an Additional Director to be designated as Non-Executive/ Independent Director, (not liable to retire by rotation).	Appointment of Mr. M Lakshminarayanan (DIN: 00682223) as an Additional Director to be designated as Non-Executive Director, liable to retire by rotation.	Resignation of Mr. Jayaprakash Nair (DIN: 07816567), as Non-Executive Director of the Company, due to preoccupation and personal commitments and there are no material reasons for the resignation other than those mentioned in the resignation letter.
2.	Date of appointment/cessation (as applicable) & term of appointment/re-appointment	Effective for a period of up to 5 (five) years from 5 th September, 2024, to 4 th September, 2029 (both days inclusive), subject to approval of the Shareholders of the Company by way of a Special Resolution at the ensuing AGM.	Effective from 5 th September, 2024.	Resigned with effect from the close of business hours on 5 th September, 2024.
3.	Brief Profile (in case of appointment)	Mr. Vikesh Wallia, aged 68 years, is the Managing Director & Editor of Boardstewardship Pvt Ltd, a global initiative serving the board community with news, views, and opportunities through various platforms. With over 45 years of experience in senior executive and non-executive roles, he has worked with prominent organizations like the Times of India Group, PZ Cussons UK, Dabur, Shaw Wallace, and Modi Group. Mr. Vikesh Wallia has held board positions with the	Mr. M Lakshminarayanan, aged 62 years, is a Qualified Company Secretary with Commerce background, having domain experience in several industries including Media & Entertainment, Financial Services and Capital Market activities. He is a highly experienced and astute Compliance Professional with more than 3 decades of diverse work experience in corporates and institutions of repute across India. Mr. Lakshminarayanan	NA



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		Council for Fair Business Practices and other organizations, and he is an expert in FMCG, media, board management, and strategy development. He is also a speaker, author, and certified corporate director, with academic credentials from prestigious institutions like IIM-A, Cranfield UK, and Wharton US.	has excellent leadership skills, having effectively led and guided teams for excellent performances in the areas of secretarial, legal, regulatory compliance and risk management. He is currently associated with Bennett, Coleman & Company Limited (BCCL), our Holding Company, as Head - Corporate Affairs, advising on management / shareholder strategy and family office activities.	
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Vikesh Wallia is not related to any Director(s) of the Company as defined under the provisions of section 2(77) of the Companies Act, 2013 and is not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority.	Mr. M Lakshminarayanan is not related to any Director(s) of the Company as defined under the provisions of section 2(77) of the Companies Act, 2013 and is not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority.	NA
5.	Other Directorships / Memberships (in listed entities in case of resignation of Director)	NA	NA	Mr. Jayaprakash Nair does not hold any Directorships / Memberships in any entity.

Thanking you,

Yours faithfully,

For Times Guaranty Limited

Muskaan Tinwala
Company Secretary

ANNEXURE - B

Date: 5th September, 2024

To,
The Board of Directors,
Times Guaranty Limited,
5th Floor, Times Tower,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai- 400013

Subject: Resignation from the position of the Non-Executive Director of the Company

Dear Sir(s)/ Madam(s),

I hereby tender my resignation as a Non-Executive Director of the Company w.e.f. close of business hours on 5th September, 2024 due to my preoccupation and personal commitments. Kindly accept this letter as my resignation and relieve me of my duties. I hereby confirm that there are no material reasons for my resignation other than those mentioned.

I hereby express my sincere thanks to my fellow Board members for the co-operation extended to me during my association with the Company.

Please take my resignation on record and arrange to intimate the Stock Exchange(s) and file the necessary form(s) with the office of the Registrar of Companies.

Thank you,

Yours faithfully,



Jayaprakash Nair

Director

(DIN: 07816567)

Address: B/806, Legend Apartments,
St. Anthony Road, Vakola,
Behind St. Anthony Church, Santacruz (E),
Mumbai - 400055