



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

6th 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 of Annual General Meeting, Record date and cut-off date for e-voting.

Dear Sir/ Madam,

In compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (SEBI LODR) read with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI in this regard which permits the holding of Annual General Meeting (AGM) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of members at common venue, we wish to inform you that:

1. The 34th AGM of the Company is scheduled to be held on Monday, 30th September, 2024 at 11:30 a.m. through VC/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 34th AGM is enclosed herewith.
2. 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 34th AGM. Members whose name appears in the Register of Members as on the Cut-off date i.e. Monday 23rd September, 2024 can cast their vote by remote e-voting or e-voting at the AGM. The remote e-voting period will commence on Friday, 27th September, 2024 at 9:00 a.m. IST and will end on Sunday, 29th September, 2024 at 5:00 p.m. IST.

Further, in terms of Regulation 46 of Listing Regulations, the Annual Report along with the AGM Notice is also uploaded on Company’s website and can be accessed at: www.timesguarantylimited.com.

We would like to inform you that in view of the above-mentioned MCA circulars and SEBI circulars notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Depositories.

Kindly take the above intimation on your records.

Thanking you,

Yours faithfully,
For Times Guaranty Limited

Muskaan Tinwala
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 34th Annual General Meeting (“AGM”) of the members of the Company will be held on Monday, 30th September, 2024 at 11:30 a.m. IST 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, 2024 including the Audited Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Sivakumar Sundaram (DIN: 00105562), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **Appointment of Mr. Vikesh Wallia as Non-Executive/ Independent Director (ID) of the Company**

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

“IT IS RESOLVED THAT

1. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time

being in force] and subject to the Articles of Association of the Company, Mr. Vikesh Wallia (DIN: 06674059), being eligible for appointment, and who meets the criteria for independence as provided in Section 149(6) of the Act and rules made thereunder and Regulation 16(b) of the SEBI LODR and who has submitted a declaration to that effect, and who was appointed by the Board as an Additional, Non-Executive/ Independent Director of the Company w.e.f. 5th September, 2024 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 his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as Non-Executive/ Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years commencing from 5th September, 2024 to 4th September, 2029 (both days inclusive).

2. Any one of the Directors or Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to file such form(s) with the Registrar of Companies and take necessary steps to give effect to this resolution.”

4. **Appointment of Mr. M Lakshminarayanan as Non-Executive Director**

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

“IT IS RESOLVED THAT

1. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(SEBI LODR), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and subject to the Articles of Association of the Company, Mr. M Lakshminarayanan (DIN: 00682223), who was appointed by the Board as an Additional/ Non-Executive Director of the Company w.e.f. 5th September, 2024 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 his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

2. Any one of the Directors or Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to file such form(s) with the Registrar of Companies and take necessary steps to give effect to this resolution.”

By Order of the Board

Muskaan Tinwala
Company Secretary
ACS-71208

Registered Office:

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

Dated: 5th September, 2024

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 & 4 is annexed hereto. Also, relevant details with respect to Directors seeking re-appointment at the AGM, in terms of regulations and 36 (5) 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 forms part of this notice.
2. The Ministry of Corporate Affairs (MCA) has vide its Circular dated September 25, 2023 read together with Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") allowed convening the Annual General Meeting (AGM) through Video Conferencing or Other Audio-Visual Means (VC), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 and SEBI LODR, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the registered office of the Company.
3. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
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@timesofindia.com before the commencement of the 34th 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. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
7. The Company's Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited having their office at C-101, 247 Park, LBS Road, Vikhroli (West), Mumbai - 400083.
8. In case of joint holders attending the 34th 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. In compliance with the aforementioned MCA Circulars and SEBI Circular dated October 7, 2023 read together with SEBI Master Circular dated July 11, 2023, Notice of the AGM along with the Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the Financial Year 2023-24 will also be available on the websites of the Company www.timesguarantylimited.com, BSE Limited www.bseindia.com, National Stock Exchange of India Limited www.nseindia.com and on the website of the e-voting agency, 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@timesofindia.com. The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2023-24 and the Notice of AGM, to any Member. Physical copy of the AGM Notice along with the Annual Report shall be sent to those Members who request/ have requested for the same.
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@timesofindia.com or to the Company's RTA at rtm.helpdesk@linkintime.co.in.
(b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.

11. 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 1st April, 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://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/Investors/FAQs.html> for further understanding of the demat procedure.

12. Members are requested to:

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

For the above purposes,

- (i) shareholders holding shares in electronic mode may approach their respective Depository Participants (DP) and
 - (ii) shareholders holding shares in physical mode can approach the Company's RTA at rnt.helpdesk@linkintime.co.in
13. 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@timesofindia.com from Wednesday, 18th September, 2024 (9:00 A.M. IST) to Friday, 20th September, 2024 (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@timesofindia.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number from Wednesday, 18th September, 2024 (9:00 A.M. IST) to Friday, 20th September, 2024 (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.

14. 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. Monday, 30th September, 2024. Members seeking to inspect such documents can send an email to Company's email id: corporate.secretarial@timesofindia.com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.
15. 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).
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR (as amended), Secretarial Standard on General Meetings (SS-2) and applicable 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 34th 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 23.

17. 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.
18. 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.
19. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars.
20. 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.
21. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
22. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company.
23. **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 (EVSN - 240822040)

The voting period begins on Friday, 27th September, 2024, from 9:00 a.m. IST and ends on Sunday, 29th September, 2024 at 5:00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 23rd September, 2024, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this notice for information purposes 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 09.12.2020, 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 December 9, 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.

TIMES GUARANTY LIMITED

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 & 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 are 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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.
	2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com . Select "Register Online for IDEAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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.

Type of shareholders	Login Method
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@cdslindia.com or contact at toll free no. 1800 21 09911.
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 : 022 - 4886 7000 and 022 - 2499 7000

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 will be mapped automatically & can be delinked 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@timesofindia.com](mailto:viz;corporate.secretarial@timesofindia.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/ EGM 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/EGM.
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/EGM 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 EGM/AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 21 09911

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, Mafatal 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 21 09911.

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

The Board of Directors of the Company has appointed Mr. Aabid Mohammed (Membership No. F6579 and COP No. 6625) from Aabid & Co, 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 atleast 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. Monday, 30th September, 2024, subject to receipt of the requisite number of votes in favour of the Resolutions.

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

By Order of the Board

Muskaan Tinwala
Company Secretary
ACS-71208

Registered Office:

5th Floor, Times Tower,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013.
Dated: 5th September, 2024

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 and 4 as mentioned in the accompanying Notice:

Item No. 3:

The Board of Directors ('Board'), on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Vikesh Wallia as an Additional (Non-Executive/ Independent) Director of the Company for a period of 5 (five) consecutive years commencing from 5th September, 2024 to 4th September, 2029 (both days inclusive).

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

Mr. Vikesh Wallia, aged 68 years, is Managing Director & Editor of Boardstewardship Pvt Ltd.

'Board Stewardship' is a global first initiative for board community, with a website, daily newsletter, monthly e-magazine and LinkedIn page, to serve daily news, views and board opportunities. It has over 20,000 readers, 10,000+ subscribers, eminent subject matter expert contributors and advertisers. The audience

TIMES GUARANTY LIMITED

comprises of Board Members, Independent Directors, Key Management Persons, Senior Management Persons, Compliance Professionals and Product and Service providers to the board community.

Mr. Wallia is Board Member @Council For Fair Business Practices (Founded by Mr JRD Tata) while he is a former board member of Times of India Group (WWM Pvt Ltd), Institute of Directors, IOD Foundation and Independent Director on GS Technologies Ltd. a listed company.

His academic excellence includes MBA (Marketing), PG (Media & Entertainment). He is an Alumnus of Pondicherry University, IIM-A, Cranfield UK, Wharton US. He is IOD Certified Corporate Director, IOD Fellow Member and Independent Director on MCA/IICA Data Bank.

Mr. Wallia brings over 45 years of Senior Executive and Non-Executive experience from Profit/Non-Profit Boards, with expertise in FMCG and Media, in building people, brands and businesses. He has served with distinction at Times of India Group, PZ Cussons UK, Dabur, Shaw Wallace and Modi Group to name a few.

He was part of Think Tank of companies he worked at, with multiple firsthand experiences in M&As, Deep insights in Board Management Processes and Practices, Strategy Development, SCM, Brand Campaigns and Exports and converting ideas into successful businesses.

He is a speaker at Premier B Schools, National and International Forums.

Mr. Wallia is also an author of the coffee table book 'Titans of Fair Business Practices', published by Times of India Group and its Hindi version 'Uchit Vyapar Ke Mahataratan', his third book about boards is soon to be released.

Pursuant to the provisions of Section 161 of the Act, Mr. Vikesh Wallia will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Vikesh Wallia for the office of Director of the Company. As per the requirement and in terms of Section 149, 152 and other applicable provisions of the Act read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of SEBI LODR, each as amended, the appointment of Mr. Vikesh Wallia as Non-Executive/ Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from 5th September, 2024 to 4th September, 2029 (both days inclusive) is being placed before the Shareholders for their approval by way of Special Resolution as per item no. 3 of the Notice.

In the opinion of the Board, he is a person of integrity and fulfils the conditions specified in the Act and the Rules framed thereunder read with the provisions of SEBI LODR, as amended, for his appointment as an Independent Director of the Company, and that he is independent of the management. While considering his appointment, the Board also ensured that there would be an appropriate balance of skills, experience and knowledge in the Board, so as to enable the Board to discharge its functions and duties effectively. Considering his rich experience and vast knowledge, his presence on the Board will be valuable to the Company.

The draft appointment letter which contained terms and conditions (including remuneration) of his appointment, and to be issued to Mr. Vikesh Wallia shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on working days up to the date of AGM and will also be kept open at the venue of the AGM till the conclusion of the Meeting.

He is not related to any of the Director or Key Managerial Personnel (KMP) of the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act). All the necessary declarations and disclosures have been received by the Board from Mr. Vikesh Wallia for his proposed appointment as above.

He is not a Chairman of any Committee of the Company. He is a member of the Audit Committee and Nomination and Remuneration Committee of the Company. He does not hold any share in the Company.

During the Financial Year 2024-25, after his appointment as a Director of the Company, till the date of issue of this Notice, no Board Meetings were held.

He holds Directorship/ Membership in the following other Companies:

Board Members:	Designation
Boardstewardship Private Limited	Director
Council for Fair Business Practices	Director

He does not hold any Chairmanship/ Membership in any Committees of the Board of other Companies.

None of the Directors and KMP of the Company or their respective relatives, except Mr. Vikesh Wallia, to whom the resolution relates, are concerned or interested, financially or otherwise, in the Resolution mentioned at item No. 3 of the Notice.

This proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 of this Notice for approval of the Members of the Company by way of Special Resolution.

Item No. 4:

The Board of Directors ('Board'), on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. M Lakshminarayanan as an Additional / Non-Executive, Director of the Company w.e.f. 5th September, 2024.

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

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. M Lakshminarayanan 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.

Pursuant to the provisions of Section 161 of the Act, Mr. M Lakshminarayanan will hold office up to the date of the ensuing AGM and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member, proposing the candidature of Mr. M Lakshminarayanan for the office of Director of the Company. As per the requirement and in terms of Section 149, 152 and other applicable provisions of the Act and the Rules made thereunder, and in terms of the applicable provisions of SEBI LODR, each as amended, the appointment of Mr. M Lakshminarayanan as Non-Executive Director of the Company, liable to retire by rotation, at NIL remuneration, is being placed

before the Shareholders for their approval by way of Ordinary Resolution as per item no. 4 of the Notice.

He is not related to any of the Director or KMP of the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act). All the necessary declarations and disclosures have been received by the Board from Mr. M Lakshminarayanan for his proposed appointment as above.

He is not a Chairman of any Committee of the Company. He is a member of the Corporate Social Responsibility (CSR) Committee of the Company. He does not hold any share in the Company.

During the Financial Year 2024-25, after his appointment as a Director of the Company, till the date of issue of this Notice, no Board Meetings were held. He does not hold any Directorship in any Company. He does not also hold Chairmanship/ Membership in any Committees of the Board of other Companies.

None of the Directors and KMP of the Company or their respective relatives, except Mr. M Lakshminarayanan, to whom the resolution relates, are concerned or interested, financially or otherwise, in the Resolution mentioned at item No. 4 of the Notice.

This proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 of this Notice for approval of the Members of the Company by way of Ordinary Resolution.

By Order of the Board

Muskaan Tinwala
Company Secretary
ACS-71208

Registered Office:

5th Floor, Times Tower,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400013
Dated: 5th September, 2024

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	Sivakumar Sundaram	Vikesh Wallia	M Lakshminarayanan
Date of Birth	23 rd July, 1966	13 th September, 1955	20 th May, 1962
DIN	00105562	06674059	00682223
Age	58	68	62
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	30 th July, 1998	5 th September, 2024	5 th September, 2024
Specialized Expertise/Brief resume/Background Details	Finance, Sales & Marketing, Business Development, M&A, Market Leadership, Corporate Strategy & Planning	FMCG, Media, Building Peoples Brands and Businesses, M&A, Board Management Process/ Practices, Strategy Development, SCM, Brand Campaigns and Exports, Author and Editor	Compliance Professional, Corporate Consulting, Secretarial, Legal, Regulatory Compliance, Shareholder Strategy and Risk Management
Qualifications	Chartered Accountant and the Cost & Management Accountant	MBA (Marketing), PG (Media & Entertainment), Alumnus of Pondicherry University, IIM-A, Cranfield UK, Wharton US. He is IOD Certified Corporate Director, IOD Fellow Member and Independent Director on MCA/ IICA Data Bank.	Company Secretary
Terms & Conditions of appointment/re-appointment	To be re-appointed as Director liable to retire by rotation as per resolution No. 2 stated in the AGM Notice	To be appointed as Non-Executive/ Independent Director not liable to retire by rotation, for 5 (five) consecutive years commencing from 5 th September, 2024 to 4 th September, 2029 (both days inclusive) as per the terms and conditions as mentioned in the draft appointment letter and as mentioned in resolution No. 3 stated in the AGM Notice	To be appointed as Non-Executive Director liable to retire by rotation, as mentioned in resolution No. 4 stated in the AGM Notice
Remuneration sought to be paid and the remuneration last drawn	NIL	He will not receive any remuneration from the Company except receiving sitting fees for attending the Meetings of the Board/ Committees.	NIL
Relationship between Directors and KMPs inter se	NIL	NIL	NIL

Directorship of other Companies* as at 31 st March, 2024	1. Bennett, Coleman & Company Limited 2. Metropolitan Media Company Limited 3. Media Research Users Council India 4. BCCL Publishing Limited 5. Bennett Coleman Publishing Limited	NIL	NIL
Chairmanship/Membership of other Committees** as on 31 st March, 2024	Bennett, Coleman & Company Limited – 1. Member of Audit Committee	NIL	NIL
Listed entities from which the Director has resigned in the past 3 years	NIL	NIL	NIL
No. of shares held in the Company as on 31 st March, 2024 including shares held as beneficial owner	NIL	NIL	NIL
Number of Meeting of Board attended during the year	3	NIL	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for appointment of ID)	NA	In the opinion of the Board, he is a person of integrity and fulfils the conditions specified in the Act and the Rules framed thereunder read with the provisions of SEBI LODR, as amended, for his appointment as an Independent Director of the Company, and that he is independent of the management. While considering his appointment, the Board also ensured that there would be an appropriate balance of skills, experience and knowledge in the Board, so as to enable the Board to discharge its functions and duties effectively. Considering his rich experience and vast knowledge, his presence on the Board will be valuable to the Company.	NA

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

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