



Times Guaranty Limited. Marathon NextGen Innova Lower Parel West Mumbai- 400 013.
Tel.: 4881 8487 • E-mail: newberryaarti@gmail.com
•Website: www.timesguarantylimited.com • CIN: L65920MH1989PLC054398

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **Times Guaranty Limited** (“the Company”) by means of Postal Ballot, only through remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, and the latest one being General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), read with SEBI Master Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter collectively referred to as “SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, it is advised that companies take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot, and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto form part of this Postal Ballot Notice (“Notice”).

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 as amended, (ii) Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars, (iv) Secretarial Standard on General Meetings (“SS-2”), the Company is offering the facility to its Members to exercise their right to vote on the resolutions appended to this Notice, by electronic means (‘remote e-voting’) only. For this purpose, the Company has availed the services of **Central Depository Services (India) Limited (“CDSL”)** to provide remote e-voting facility to the Members of the Company.

The Board of Directors of the Company through circular resolution no. 18 dated 03rd January 2025 has appointed Aabid & Co., Company Secretaries (Membership No. F6579) (CP No. 6625), to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company, or, in his absence, any person of the Company duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process.

The e-voting facility will be available during the following period:

Commencement of e-voting period	07 th January 2025 at 9.00am
Conclusion of e-voting period	5 th February 2025 till 5.00 pm
Cut-off date for eligibility to vote	31 st December, 2024

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Wednesday, 5th February 2025, and will be disallowed thereafter.

The Scrutinizer will submit its report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. after 5.00 p.m. IST on Wednesday, 5th February 2025. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e., 5th February 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**By Order of the Board
FOR TIMES GUARANTY LIMITED**

**AARTI PANDEY
DESIGNATED OFFICIAL**

Date: 03.01.2025

Place: Mumbai

RESOLUTION(S):

SPECIAL BUSINESS:

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF MR. ASHOK ANANT PARANJPE (DIN: 07440788) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of The Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and Schedule IV to the Act, as well as Regulations 16, 17, and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and the Articles of Association of the Company, **Mr. Ashok Anant Paranjpe (DIN: 07440788)**, who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Independent Director with effect from **November 7, 2024**, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for appointment, be and is hereby appointed as a **Non-Executive Independent Director** of the Company to hold office for a term of **5 (five) consecutive years** commencing from **November 7, 2024**, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient for giving effect to this resolution, including filing of necessary forms/documents with the Ministry of Corporate Affairs, stock exchanges, and/or any other authorities as may be required.”

ITEM NO. 2: REGULARIZATION OF APPOINTMENT OF MRS.SREEDEVI PILLAI (DIN: 08944944) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of The Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and Schedule IV to the Act, as well as Regulations 16, 17, and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and the Articles of

Association of the Company, **Ms. Sreedevi Pillai (DIN: 08944944)**, who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Independent Director with effect from **November 7, 2024**, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for appointment, be and is hereby appointed as a **Non-Executive Independent Director** of the Company to hold office for a term of **5 (five) consecutive years** commencing from **November 7, 2024**, and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient for giving effect to this resolution, including filing of necessary forms/documents with the Ministry of Corporate Affairs, stock exchanges, and/or any other authorities as may be required.”

ITEM NO. 3: REGULARIZATION OF APPOINTMENT OF MR. SATISH MARUTI MANGUTKAR (DIN: 10463913) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to Sections 149, 152, and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and the Articles of Association of the Company, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Satish Maruti Mangutkar (DIN: 10463913)**, who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Director with effect from **November 7, 2024**, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and who is eligible for appointment, be and is hereby appointed as a **Non-Executive Director** of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient for giving effect to this resolution, including filing of necessary forms/documents with the Ministry of Corporate Affairs, stock exchanges, and/or any other authorities as may be required.”

ITEM NO. 4: REGULARIZATION OF APPOINTMENT OF MR. SURAJKUMAR OMPRAKASH SARAOGI (DIN: 00004498) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to Sections 149, 152, and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and the Articles of Association of the Company, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Surajkumar OmPrakash**

Saraogi (DIN: 00004498), who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Director with effect from **November 7, 2024**, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and who is eligible for appointment, be and is hereby appointed as a **Non-Executive Director** of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient for giving effect to this resolution, including filing of necessary forms/documents with the Ministry of Corporate Affairs, stock exchanges, and/or any other authorities as may be required.”

ITEM NO. 5: REGULARIZATION OF APPOINTMENT OF NIRU SHIV KUMAR KANODIA (DIN: 02651444) AS EXECUTIVE DIRECTOR OF THE COMPANY;

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

“**RESOLVED THAT** pursuant to Sections 149, 152, 196, 197, and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, and Schedule V to the Act, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and the Articles of Association of the Company, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Niru Shiv Kumar Kanodia (DIN: 02651444)**, who was appointed pursuant to Section 161 of the Act as an Additional Executive Director with effect from **November 7, 2024**, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and who is eligible for appointment, be and is hereby appointed as an **Executive Director** of the Company, to hold office for a term of **5 (five) consecutive years** commencing from **November 7, 2024**, and that she shall be liable to retire by rotation, with such terms and conditions, including remuneration, as may be decided by the Board of Directors in accordance with the applicable provisions of the Act and the Rules made thereunder.”

“**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient for giving effect to this resolution, including filing of necessary forms/documents with the Ministry of Corporate Affairs, stock exchanges, and/or any other authorities as may be required.”

NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, as amended, outlining the material facts related to the resolutions in this Postal Ballot Notice, is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent exclusively via electronic means to Members whose names appear in the Register of Members or the List of Beneficial Owners provided by NSDL and CDSL as of the cut-off date, Tuesday, December 31, 2024, and who have registered their email addresses with the Depositories through their Depository Participants or with the Company’s Registrar and Share Transfer Agent, MUFGB

Intime India Private Limited (“RTA”). Members who have not registered their email IDs are requested to follow the instructions given below.

3. The voting rights of Members will be determined based on the equity shares held as of the cut-off date, Tuesday, December 31, 2024. Only Members holding shares in physical or dematerialized form as of this date are eligible to cast votes through remote e-voting. Individuals who are not Members as of the cut-off date should consider this notice for information purposes only.
4. The Postal Ballot Notice is available on the Company’s website at www.timesguaranty.com, the website of the Stock Exchange, BSE Limited (www.bseindia.com), and CDSL’s e-voting platform www.evotingindia.com.
5. Material documents referred to in the Explanatory Statement are accessible for electronic inspection until the end of the e-voting period. Members wishing to inspect such documents may email a request to newberryarti@gmail.com.
6. Members holding shares in physical form and who have not updated their email addresses are requested to update their email IDs by sending relevant proof to the Company’s RTA, MUFUG Intime India Private Limited. Members can submit the documents by email to rnt.helpdesk@linkintime.co.in. For demat shareholders, email updates should be done through the respective Depository Participants.
7. The remote e-voting period will begin at 9:00 A.M. (IST) on Tuesday, January 7, 2025, and conclude at 5:00 P.M. (IST) on Wednesday, February 5, 2025. Once a vote is cast via e-voting, it cannot be changed. Resolutions passed via Postal Ballot will be considered as passed at a General Meeting of Members. If approved by the requisite majority, resolutions will be deemed passed on the last day of remote e-voting, i.e., February 5, 2025.
8. The Board has appointed M/s. Aabid & Co., Company Secretaries, (Membership No. FCS 6579 CP No 6625) as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.
9. Upon completion of scrutiny, the Scrutinizer will submit the report to the authorized Company official. The results will be announced within two (2) working days and made available on the Company’s website (www.timesguaranty.com) and communicated to BSE Limited (www.bseindia.com) and National Stock Exchange (NSE) (www.nseindia.com).
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
11. Instructions for remote e-voting are provided in detail **as under:**

INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, (as amended), and MCA Circulars the Company is pleased to provide Members the facility to exercise their right to vote by electronic means and the

business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system for the purpose of Postal Ballot (“Remote e-Voting”) will be provided by Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL for providing e-Voting services through their e-Voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-Voting on Resolutions placed by the Company on e-Voting system.

The Postal Ballot Notice inter alia indicating the process and manner of e-Voting can be downloaded from the Company website i.e. www.timesguaranty.com

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

The e-Voting period commences on 07th January 2025 (9:00 A.M.) and ends on 5th February 2025 (5:00 P.M.). During this period, shareholders of the Company, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 07th January 2025 (9:00 A.M.) and ends on 5th February 2025 (5:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 31.12.2024, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.
- (iii) 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.
- (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.

- (v) Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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	<ol style="list-style-type: none"> 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 is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, 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	<ol style="list-style-type: none"> 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.

	<p>2) 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</p> <p>3) 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 i.e, CDSL 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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</p>

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
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(vi) LOGIN METHOD FOR E-VOTING 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.
- 6) 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 as mentioned in instruction (v).

- 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 Times Guaranty Limited 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.**

Note for Non-Individual Shareholders and Custodians:

- 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 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; newberryaarti@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xviii) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com .

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 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 Futurex, 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 21 09911.

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

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 to 5 of the accompanying Notice should be taken as forming part of this Notice.

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF MR. ASHOK ANANT PARANJPE (DIN: 07440788) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY;

In line with the provisions of the Companies Act, 2013 (the 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), and in accordance with the Nomination and Remuneration Policy of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in their meeting held on November 07th 2024, appointed Mr. Ashok Anant Paranjpe (DIN: 07440788) as an Additional Director in the category of Independent Director of the Company, under Section 149, 150, 152, and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received the following disclosures/declarations from Mr. Ashok Anant Paranjpe:

- i) Consent to act as Director under Section 152 of the Act (Form DIR-2);
- ii) Disclosure of interest under Section 184(1) of the Act (Form MBP-1);
- iii) Declaration under Section 164 of the Act (Form DIR-8) confirming that he is not disqualified to be appointed as a Director.
- iv) Declaration of independence under Section 149(6) of the Act and as per the Listing Regulations;
- v) Declaration under BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, confirming that he has not been debarred from holding the office of Director by any Order passed by the Securities and Exchange Board of India or any other regulatory authority.

The Board is of the view that, given the extensive knowledge and rich experience of **Mr. Ashok Anant Paranjpe** in the fields of Real Estate, Banking and Finance, Dispute Resolution, and Corporate Law, his appointment will be of immense benefit and in the best interest of the Company. Mr. Paranjpe has been a respected Senior Solicitor and Managing Partner at prominent law firms, including MDP & Partners and now at MDP Associates, Advocates & Solicitors. His expertise spans securities transactions, mergers and acquisitions, cross-border lending/finance, and the acquisition of financial assets, including non-performing assets.

Furthermore, Mr. Paranjpe is registered with the Indian Institute of Corporate Affairs (IICA) in its Independent Directors Databank and currently serves as a Non-Executive Independent Director for LIC Mutual Fund Trustee Pvt. Ltd. and SICOM Limited. The Board is also satisfied with Mr. Paranjpe's integrity, expertise, and proficiency in his field, which will significantly contribute to the Company's governance and strategic goals.

The resolution seeks approval from the members for the appointment of Mr. Ashok Anant Paranjpe as an Independent Director, pursuant to Section 149 and other applicable provisions of the Act, for a term of five consecutive years, effective from November 07, 2024, to November 06, 2029 (both days inclusive).

Mr. Ashok Anant Paranjpe will be entitled to sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, as may be approved by the Board from time to time.

Brief resume of Mr. Ashok Anant Paranjpe.

ASHOK PARANJPE is an Advocate & Solicitor and also completed his LL.M. from the Mumbai University in MAY 1987 and has been a highly respected senior SOLICITOR who was a partner at a reputed Law Firm WADIA GHANDY & COMPANY in Mumbai for 2 decades.

He is registered with Indian Institute Corporate Affairs (IICA) in its Independent Directors Databank and is presently, a Non-executive Independent Director of LIC MUTUAL FUND Trustee Pvt. Ltd., and SICOM Limited.

He is recognized for his expertise in the field of Real Estate, Banking and Finance and Dispute Resolution and regularly advises banks on securities transactions and security documentation, mergers and acquisitions, documentation relating to cross border lending/finance and acquisition of financial assets, including non- performing assets.

Ashok was the MANAGING PARTNER of MDP & PARTNERS for a period of 13 years.

Ashok is now the MANAGING PARTNER of MDP Associates, Advocates & Solicitors, from August 2024 having its office premises at Bandukwala Building, First floor, British Hotel Lane, near Oval House & Union Bank, Kala Ghoda, Mumbai-400001. Details of the firm are also available on www.mdplawassociates.com

Additional Information of Directors recommended for appointment/re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of director	Ashok Anant Paranjpe
Din	07440788
Fathers' name:	Anant Chintaman Paranjpe
Date of birth:	22 nd September 1961
Age	63 Years
Nationality	Indian
Date of appointment on board	November 07, 2024
Appointment/ re-appointment	Appointment
Qualification, Functional Expertise and Experience	Ashok Paranjpe, an Advocate and Solicitor with an LL.M. from Mumbai University (1987), is renowned for his expertise in Real Estate, Banking, Finance, and Dispute Resolution. With over two decades as a partner at Wadia Ghandy & Co. and 13 years as Managing Partner at MDP & Partners, he now leads MDP Associates. A member of the IICA Independent Directors Databank, he also serves as an Independent Director at LIC Mutual Fund Trustee Pvt. Ltd. and SICOM Limited.
Relationship with other board members and key managerial personnel of the company	Not related to any other Director or Key Managerial Personnel of the Company.
Membership of committee of the board of director of the company	Chairperson of Audit Committee Member of Nomination and Remuneration Committee Member of Corporate Social Responsibility

	Committee Member of Stakeholders Relationship Committee
Directorship in other companies:	Sicom Limited New Berry Capitals Private Limited Bombay Incorporated Law Society LIC Mutual Fund Trustee Private Limited
Name of other listed companies, where he is director	Nil
List of other listed companies in which memberships/ chairmanships of board committees held	Nil
Listed entities from which director Has resigned in last three years	Nil
Shareholding in the company as on date of this report (including shareholdings as a beneficial owner)	Nil
The skills and capabilities required for the role and the manner in which he meets such requirements	Advocate Mr. Ashok Anant Paranjpe being a Practicing Advocate has core skills and competencies over Legal practice.
Board meeting attendance	During the FY 2023-2024, Mr. Ashok Anant Paranjpe has attended 2 (Two) Board Meeting held till date.
Remuneration last drawn	Nil

Accordingly, the Board commends the Special Resolution as set out in item No. 1 of the accompanying notice.

Mr. Ashok Anant Paranjpe is concerned or interested in the resolution no 1 of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM NO. 2: REGULARIZATION OF APPOINTMENT OF MRS. SREEDEVI PILLAI (DIN: 08944944) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

In line with the provisions of the Companies Act, 2013 (the 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), and in accordance with the Nomination and Remuneration Policy of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in their meeting held on [Date], appointed **Ms. Sreedevi Pillai** (DIN: 08944944) as an Additional Director in the category of Independent Director of the Company, under Section 149, 150, 152, and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received the following disclosures/declarations from **Mrs. Sreedevi Pillai**:

- i) Consent to act as Director under Section 152 of the Act (Form DIR-2).

- ii) Disclosure of interest under Section 184(1) of the Act (Form MBP-1).
- iii) Declaration under Section 164 of the Act (Form DIR-8) confirming that she is not disqualified to be appointed as a Director;
- iv) Declaration of independence under Section 149(6) of the Act and as per the Listing Regulations.
- v) Declaration under BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, confirming that she has not been debarred from holding the office of Director by any Order passed by the Securities and Exchange Board of India or any other regulatory authority.

The Board is of the view that, given the extensive knowledge and rich experience of **Ms. Sreedevi Pillai** in the field of **Risk Management, Commercial Banking, and Sustainability**, her appointment will be of immense benefit and in the best interest of the Company. With over **36 years** of experience in various facets of banking, including **Branch Banking, Retail Banking, Commercial Credit**, and specialized expertise in **Risk Management and Fraud Management**, she brings invaluable insights to the table. Her deep understanding of **Climate Risk & Resilience Building** further enhances her credentials as an Independent Director.

The Board is also satisfied with regard to the integrity, expertise, and proficiency of **Ms. Sreedevi Pillai**, particularly her **certifications in Financial Risk Management (FRM) and Sustainability and Climate Risk (SCR)** from the **Global Association of Risk Professionals (GARP)**. She also holds an MSc in Mathematics from **St. Stephen's College, University of Delhi**.

The resolution seeks approval from the members for the appointment of **Mrs. Sreedevi Pillai** as an Independent Director, pursuant to Section 149 and other applicable provisions of the Act, for a term of five consecutive years, effective from **November 7, 2024, to November 6, 2029** (both days inclusive).

Mrs. Sreedevi Pillai will be entitled to sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, as may be approved by the Board from time to time.

Brief resume of Mrs. Sreedevi Pillai;

Sreedevi Pillai retired as Chief General Manager, Risk Management, from the Corporate Center of State Bank of India, after a long and diverse career of over 36 years spanning all areas of commercial Banking. She joined SBI as a Probationary Officer in 1987, and has experience in Branch Banking, Retail Banking, commercial Credit and in the Bank's Custodial and Fund Accounting services Joint Venture and of working in different geographies in India. She has over the years, specialized in Risk Management, with interests in Risk modelling, Fraud Management, Climate Risk & Resilience building. To nurture these interests, she has acquired Certifications of the US based Global Association of Risk Professionals (GARP). She is both a Financial Risk Manager (FRM) and Sustainability and Climate Risk (SCR) Certificate holder from GARP. Sreedevi Pillai holds a MSc in Mathematics from St Stephen's College, University of Delhi.

Additional Information of Directors recommended for appointment/re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of director	Sreedevi Pillai
Din	08944944
Fathers' name:	Narayanan Lekshmanan Pillay
Date of birth:	23 rd July 1963
Age	61 Years
Nationality	Indian
Date of appointment on board	November 07, 2024

Appointment/ re-appointment	Appointment
Qualification, Functional Expertise and Experience	Sreedevi Pillai, with an MSc in Mathematics from St. Stephen's College, University of Delhi, retired as Chief General Manager, Risk Management, from State Bank of India after 36 years of diverse experience in banking. She specializes in Risk Management, Fraud Management, and Climate Risk and is certified as a Financial Risk Manager (FRM) and Sustainability and Climate Risk (SCR) professional by GARP.
Relationship with other board members and key managerial personnel of the company	Not related to any other Director or Key Managerial Personnel of the Company.
Membership of committee of the board of director of the company	Member of Audit Committee Chairperson of Nomination and Remuneration Committee Member of Risk Management Committee
Directorship in other companies:	The Western India Plywoods Limited
Name of other listed companies, where he is director	The Western India Plywoods Ltd
List of other listed companies in which memberships/ chairmanships of board committees held	The Western India Plywoods Ltd Member of Audit Committee Member of Nomination and Remuneration Committee
Listed entities from which director Has resigned in last three years	Nil
Shareholding in the company as on date of this report (including shareholdings as a beneficial owner)	Nil
The skills and capabilities required for the role and the manner in which he meets such requirements	Sreedevi Pillai's extensive expertise in Risk Management, Fraud Management, and Climate Risk, combined with her certifications as a Financial Risk Manager (FRM) and Sustainability and Climate Risk (SCR) professional, align perfectly with the strategic needs of the company.
Board meeting attendance	During the FY 2023-2024, Mrs. Sreedevi Pillai has attended 2 (Two) Board Meeting held till date
Remuneration last drawn	Nil

Accordingly, the Board commends the Special Resolution as set out in item No. 2 of the accompanying notice.

Ms. Sreedevi Pillai is concerned or interested in the resolution no 2 of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM NO. 3: REGULARIZATION OF APPOINTMENT OF MR. SATISH MARUTI MANGUTKAR (DIN: 10463913) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

In accordance with the provisions of the **Companies Act, 2013** (the 'Act') and the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** (the 'Listing Regulations'), and in alignment with the **Nomination and Remuneration Policy** of the Company, the **Board of Directors**, based on the recommendation of the **Nomination and Remuneration Committee**, in their meeting held on **[Meeting Date]**, appointed **Mr. Satish Maruti Mangutkar** (DIN: 10463913) as an Additional Director in the category of **Non-Executive Director** of the Company, under **Section 149, 150, 152, and 161** read with **Schedule IV** of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received the following disclosures/declarations from **Mr. Satish Maruti Mangutkar**:

- i) **Consent to act as Director** under Section 152 of the Act (Form DIR-2);
- ii) **Disclosure of interest** under Section 184(1) of the Act (Form MBP-1);
- iii) **Declaration** under Section 164 of the Act (Form DIR-8) confirming that he is not disqualified to be appointed as a Director;
- iv) **Declaration under BSE Circular No. LIST/COMP/14/2018-19** dated June 20, 2018, confirming that he has not been debarred from holding the office of Director by any Order passed by the Securities and Exchange Board of India or any other regulatory authority.

The Board is of the view that, given the extensive knowledge and rich experience of **Mr. Satish Maruti Mangutkar** in the **BFSI sector** and his expertise in **merchant banking services**, his appointment will be of immense benefit and in the best interest of the Company. With over **24 years** of experience in the **Banking, Financial Services, and Insurance (BFSI)** sector, Mr. Mangutkar has an in-depth understanding of **capital market dynamics** and a proven track record of successfully navigating complex financial transactions.

Mr. Mangutkar was previously associated with **Keynote Corporate Services Ltd** and **SMC Capitals Ltd**, where he played a key role in overseeing **merchant banking operations**. He has been actively involved in providing a diverse range of **merchant banking services**, including **Public Issues (Debt and Equity), Delisting, Takeovers, Buybacks, and Valuations**. His rich and diverse experience includes executing over **100 merchant banking transactions** during his tenure with **Category 1 Merchant Bankers**, demonstrating his deep expertise in managing high-value financial deals.

The Board is also satisfied with regard to the **integrity, expertise, and experience** (including proficiency) of **Mr. Satish Maruti Mangutkar**.

The resolution seeks approval from the members for the appointment of **Mr. Satish Maruti Mangutkar** as a **Non-Executive Director**, pursuant to **Section 149** and other applicable provisions of the **Companies Act, 2013**.

Brief resume of Mr. Satish Maruti Mangutkar;

He is a Post Graduate Diploma holder in financial management having over 24 years of extensive experience in the BFSI sector. He was earlier associated with Keynote Corporate Services Ltd and SMC Capitals Ltd to look after merchant banking operations. He has been actively engaged in providing a diverse range of merchant banking services covering a broad spectrum, including Public Issues (Debt + Equity), Delisting, Takeover, Buyback, and Valuations. He has rich experience of execution of over 100 merchant banking transactions during his tenure with Category 1 Merchant Bankers. His rich and diverse experience reflects a comprehensive understanding of capital market dynamics and a proven track record of successfully navigating complex financial transactions.

Additional Information of Directors recommended for appointment/re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of director	Satish Maruti Mangutkar
Din	10463913
Fathers' name:	Maruti Gundoo Mangutkar
Date of birth:	03 rd May 1977
Age	47 Years
Nationality	Indian
Date of appointment on board	November 07, 2024
Appointment/ re-appointment	Appointment
Qualification, Functional Expertise and Experience	He holds a Post Graduate Diploma in Financial Management with over 24 years of BFSI experience, specializing in merchant banking operations such as Public Issues, Delisting, Takeover, Buyback, and Valuations. Having executed 100+ transactions, he brings deep expertise in capital markets and a proven ability to manage complex financial operations.
Relationship with other board members and key managerial personnel of the company	Not related to any other Director or Key Managerial Personnel of the Company.
Membership of committee of the board of director of the company	Nil
Directorship in other companies:	Nil
Name of other listed companies, where he is director	Nil
List of other listed companies in which memberships/ chairmanships of board committees held	Nil
Listed entities from which director Has resigned in last three years	Nil
Shareholding in the company as on date of this report (including shareholdings as a beneficial owner)	Nil
The skills and capabilities required for the role and the manner in which he meets such requirements	His extensive experience in merchant banking, covering public issues, delisting, takeovers, buybacks, and valuations, equips him with the skills needed for strategic financial decision-making.
Board meeting attendance	During the FY 2023-2024, Mr. Satish Maruti Mangutkar has attended 2 (Two) Board Meeting held till date.
Remuneration last drawn	Nil

Accordingly, the Board commends the Special Resolution as set out in item No. 3 of the accompanying notice.

Mr. Satish Maruti Mangutkar is concerned or interested in the resolution no 3 of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM NO. 4: REGULARIZATION OF APPOINTMENT OF MR. SURAJKUMAR OMPRAKASH SARAOGI (DIN: 00004498) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

In accordance with the provisions of the **Companies Act, 2013** (the 'Act') and the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** (the 'Listing Regulations'), and in alignment with the **Nomination and Remuneration Policy** of the Company, the **Board of Directors**, based on the recommendation of the **Nomination and Remuneration Committee**, in their meeting held on **[Meeting Date]**, appointed **Mr. Surajkumar Omprakash Saraogi** (DIN: 00004498) as an **Additional Director** in the category of **Non-Executive Director** of the Company, under **Section 149, 150, 152, and 161** read with **Schedule IV** of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received the following disclosures/declarations from **Mr. Surajkumar Omprakash Saraogi**:

- i) Consent to act as Director under Section 152 of the Act (Form DIR-2);
- ii) Disclosure of interest under Section 184(1) of the Act (Form MBP-1);
- iii) Declaration under Section 164 of the Act (Form DIR-8) confirming that he is not disqualified to be appointed as a Director;
- iv) Declaration under BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, confirming that he has not been debarred from holding the office of Director by any Order passed by the **Securities and Exchange Board of India** or any other regulatory authority.

The Board is of the view that, given the extensive knowledge and rich experience of Mr. Surajkumar Omprakash Saraogi in capital markets, investment banking, and fund management, his appointment will be of immense benefit to the Company and in its best interest. With over 27 years of experience, Mr. Saraogi brings a wealth of expertise in securities trading, financial asset acquisition, and strategic management. His leadership roles in multiple SEBI-registered entities provide him with a deep understanding of the industry, making him a valuable asset for guiding the Company's future growth.

The Board is also satisfied with regard to his integrity, expertise, and proficiency in the finance sector, including his track record in successfully managing portfolio management services and strategic investments.

The resolution seeks approval from the members for the appointment of **Mr. Surajkumar Omprakash Saraogi** as a **Non-Executive Director**, pursuant to **Section 149** and other applicable provisions of the **Companies Act, 2013**.

Brief resume of Mr. Surajkumar Omprakash Saraogi.

He holds a Bachelor's degree in Commerce and is an Accounting Technician Certificate holder, with over 27 years of experience in Capital Markets and Investment Banking. Notably, he was previously a Director at Keynote Fincorp Limited (an RBI-registered NBFC) and Managing Director at Keynote Capitals Limited (a SEBI-registered intermediary). Currently, he is the Managing Director of Newberry Capitals Private Limited, a SEBI-registered entity providing services as a Stock Broker, Depository Participant, Portfolio Manager, and Category 1 Merchant Banker. In 2008, he received the "Star

Entrepreneurship Award" at the 2nd Indira International Innovation Summit. He has also served as the Founder President of the Rotary Club of Nariman Point, Mumbai. Additionally, he has contributed his insights as a panelist on reputable business television channels such as CNBC-TV 18, Zee, NDTV, and CNN-IBN. Furthermore, he holds membership in the Indian Angel Network, showcasing his involvement in the entrepreneurial and investment landscape.

Additional Information of Directors recommended for appointment/re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of director	Surajkumar Omprakash Saraogi
Din	00004498
Fathers' name:	Omprakash Saraogi
Date of birth:	07 th September 1971
Age	53 Years
Nationality	Indian
Date of appointment on board	November 07, 2024
Appointment/ re-appointment	Appointment
Qualification, Functional Expertise and Experience	Mr. Surajkumar Omprakash Saraogi, a Commerce graduate with over 27 years of experience in Capital Markets and Investment Banking, has held key positions at Keynote Fincorp Limited and Keynote Capitals Limited. He received the "Star Entrepreneurship Award" in 2008 and has served as Founder President of the Rotary Club of Nariman Point.
Relationship with other board members and key managerial personnel of the company	Related to Mrs. Niru Shivkumar Kanodia (Executive Director)
Membership of committee of the board of director of the company	Member of Audit Committee Member of Nomination and Remuneration Committee Chairperson of Corporate Social Responsibility Committee Chairperson of Stakeholders Relationship Committee Chairperson of Risk Management Committee
Directorship in other companies:	<ol style="list-style-type: none"> 1. Prime India Insurance Brokers Private Limited 2. New Berry Capitals Private Limited 3. Mayanagri Entertainment Private Limited 4. Mayanagri World One Private Limited 5. HHB Real Estate Private Limited 6. Team India Foods Private Limited 7. Panabai Investment & Finance Pvt Limited 8. Soulveda Properties Private Limited 9. Vedaoul Properties Private Limited 10. Team India Managers Limited
Name of other listed companies, where he is director	Nil
List of other listed companies in which memberships/ chairmanships of board committees held	Nil
Listed entities from which director Has resigned in last three years	Nil

Shareholding in the company as on date of this report (including shareholdings as a beneficial owner)	14.91%
The skills and capabilities required for the role and the manner in which he meets such requirements	With 27 years of experience in Capital Markets and Investment Banking, he has held leadership roles in SEBI-registered firms. He received the "Star Entrepreneurship Award" and is a member of the Indian Angel Network
Board meeting attendance	During the FY 2023-2024, Mr. Surajkumar Omprakash Saraogi has attended 2 (Two) Board Meeting held till date
Remuneration last drawn	Nil

Accordingly, the Board commends the Special Resolution as set out in item No. 4 of the accompanying notice.

None of the other Directors/Key Managerial Personnel of the Company, and/or their relatives, are in any way concerned or interested financially or otherwise, in the proposed resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM NO. 5: REGULARIZATION OF APPOINTMENT OF MRS. NIRU SHIV KUMAR KANODIA (DIN: 02651444) AS EXECUTIVE DIRECTOR OF THE COMPANY:

In accordance with the provisions of the Companies Act, 2013 (the 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), and in alignment with the Nomination and Remuneration Policy of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in their meeting held on [Meeting Date], appointed Mrs. Niru Shiv Kumar Kanodia (DIN: 02651444) as an Additional Director in the category of Executive Director of the Company, under Section 149, 150, 152, and 161 read with Schedule IV of the Act, subject to the approval of the shareholders of the Company.

The Company has received the following disclosures/declarations from Mrs. Niru Shiv Kumar Kanodia:

- i) Consent to act as Director under Section 152 of the Act (Form DIR-2);
- ii) Disclosure of interest under Section 184(1) of the Act (Form MBP-1);
- iii) Declaration under Section 164 of the Act (Form DIR-8) confirming that she is not disqualified to be appointed as a Director.
- iv) Declaration under BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, confirming that she has not been debarred from holding the office of Director by any Order passed by the Securities and Exchange Board of India or any other regulatory authority.

The Board is of the view that, given the knowledge and extensive experience of Mrs. Niru Shiv Kumar Kanodia, her appointment as an Executive Director will be immensely beneficial to the Company and in its best interests. Her deep understanding of business operations and strategic management, particularly in synergy between diverse sectors, will significantly contribute to the Company's growth. The Board is also satisfied with regard to her integrity, expertise, and professional experience, all of which will enhance the Company's leadership and direction.

Mrs. Niru Shiv Kumar Kanodia is an alumna of Sydenham College of Commerce & Economics and has been associated with Team India Managers Limited (TIML) since its inception. She has played a pivotal role in building and managing multiple brands across India for TIML, and now, with her expanded role, she will assist in the Company's NBFC sector to ensure that there is synergy between the two businesses.

The resolution seeks approval from the members for the appointment of Mrs. Niru Shiv Kumar Kanodia as an Executive Director, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013.

Brief resume of Mrs. Niru Shiv Kumar Kanodia.

She is an alumna from Sydenham College of Commerce & Economics and has been associated with Team India Managers Limited (TIML) since its inception. She has played a crucial role for TIML to manage and build multiple brands across India, and now she shall be assisting in the NBFC to ensure that there is synergy between the two businesses.

Additional Information of Directors recommended for appointment/re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of director	Niru Shiv Kumar Kanodia
Din	02651444
Fathers' name:	Omprakash Saraogi
Date of birth:	19 th December 1969
Age	55 Years
Nationality	Indian
Date of appointment on board	November 07, 2024
Appointment/ re-appointment	Appointment
Qualification, Functional Expertise and Experience	Mrs. Niru Shiv Kumar Kanodia, an alumna of Sydenham College of Commerce & Economics, has been with Team India Managers Limited (TIML) since its inception, where she played a key role in brand management across India.
Relationship with other board members and key managerial personnel of the company	Related to Mr. Surajkumar Saraogi (Non-executive Director)
Membership of committee of the board of director of the company	Member of Corporate Social Responsibility Committee Member of Stakeholders Relationship Committee
Directorship in other companies:	Fresh Meals India Private Limited Has Lifestyle Limited Team India Foods Private Limited
Name of other listed companies, where he is director	Has Lifestyle Limited
List of other listed companies in which memberships/ chairmanships of board committees held	Has Lifestyle Limited Member of Audit Committee Member of Nomination and Remuneration Committee
Listed entities from which director Has resigned in last three years	Nil
Shareholding in the company as on date of this report (including shareholdings as a beneficial owner)	Nil
The skills and capabilities required for the role and the manner in which he meets such	Mrs. Niru Shiv Kumar Kanodia has extensive experience in brand management and strategic

requirements	operations, making her well-equipped to lead and contribute effectively to the company's growth and objectives.
Board meeting attendance	During the FY 2023-2024, Mrs. Niru Shiv Kumar Kanodia has attended 2 (Two) Board Meeting held till date.
Remuneration last drawn	NIL

Accordingly, the Board commends the Special Resolution as set out in item No. 5 of the accompanying notice.

Mrs. Niru Shivkumar Kanodia is concerned or interested in Resolution No. 5 of the accompanying notice relating to her appointment, and her relatives are concerned or interested to the extent of their shareholding, if any, in the Company. Mr. Suraj Kumar Saraogi is also interested in Resolution No. 5.

None of the other Directors/Key Managerial Personnel of the Company, and/or their relatives, are in any way concerned or interested, financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.