



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 is proposed to be passed by the shareholders of Times Guaranty Limited (the “**Company**”) by means of Postal Ballot only through remote e-voting by electronic means (“**remote e-voting**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 (“**MCA Circulars**”) and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India (“**SEBI**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“**SS-2**”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice (“**Notice**”) only by email to its members who have registered their email address as on 09th May 2025 (“**Cut-Off Date**”) with the Company/registrar and share transfer agent or depository(ies) / depository participants and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

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. 04 dated 05th May, 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	14 th May, 2025 at 9.00 A.M
Conclusion of e-voting period	12 th June, 2025 at 5.00 P.M
Cut-off date for eligibility to vote	09 th May, 2025

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on 12th June, 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 12th June 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., 12th June 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
COMPANY SECRETARY**

Date: 12th May 2025
Place: Mumbai

RESOLUTION(S):

SPECIAL BUSINESS:

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF MRS. ANITA RAJENDRA MALUSARE (DIN: 07773062) 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, **Mrs. Anita Rajendra Malusare (DIN: 07773062)**, who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Director with effect from **March 29, 2025**, 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. 2: TO APPROVE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to the approval of Central Government (power delegated to Registrar of Companies (“ROC”)) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from **“TIMES GUARANTY LIMITED” to “TEAM INDIA GUARANTY LIMITED**.

RESOLVED FURTHER THAT, the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

- I. **The name of the Company is “TEAM INDIA GUARANTY LIMITED”.**

RESOLVED FURTHER THAT, in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT, the name “Times Guaranty Limited” wherever appearing in any of the documents/records of the Company be substituted by the new name “Team India Guaranty Limited” in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT, any Director and/or Key Managerial Personnel of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

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 accordance with the provisions of the Act, MCA Circulars, and other provisions of the applicable law(s) 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, 09th May, 2025, and who have registered their email addresses with the Depositories through their Depository Participants or with the Company's Registrar and Share Transfer Agent, MUFG 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, 09th May, 2025. 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), National Stock Exchange Limited (NSE) (<https://www.nseindia.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, MUFG Intime India Private Limited. Members can submit the documents by email to rnt.helpdesk@in.mpms.mufig.com. 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 14th May, 2025, and conclude at 5:00 P.M. (IST) on 12th June, 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., 12th June, 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 14th May, 2025 (9:00 A.M.) and ends on 12th June, 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 14th May, 2025 (9:00 A.M.) and ends on 12th June, 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. 09.05.2025, 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 09th May, 2025 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	<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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-

demat mode with NSDL	<p>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> <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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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
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
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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 and 2 of the accompanying Notice should be taken as forming part of this Notice.

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF Mrs. ANITA RAJENDRA MALUSARE (DIN: 07773062) 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**, through circular resolution 01 of the Financial year 2025-26, appointed **Mrs. Anita Rajendra Malusare (DIN: 07773062)** 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 **Mrs. Anita Rajendra Malusare**:

- 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 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 the appointment of **Mrs. Anita Rajendra Malusare** as a **Non-Executive Director** will be in the best interest of the Company, considering her extensive knowledge and deep experience in the financial services sector, particularly in NBFC activities.

Mrs. Malusare brings with her over **26 years of professional experience** in the NBFC and financial services industry. She has a proven track record of managing complex financial transactions and demonstrates a comprehensive understanding of the regulatory and operational aspects of the sector.

The Board is also satisfied with the **integrity, expertise, and experience (including proficiency)** of Mrs. Malusare and recommends her appointment for the approval of the members, in accordance with the provisions of **Section 149** and other applicable provisions of the **Companies Act, 2013**.

The resolution seeks approval from the members for the appointment of **Mrs. Anita Rajendra Malusare** as a **Non-Executive Director**, pursuant to **Section 149** and other applicable provisions of the **Companies Act, 2013**.

Brief resume of Mrs. Anita Rajendra Malusare;

Mrs. Malusare holds an **M.Com. degree from Mulund College of Commerce** and a **Master's in Management Studies (Finance)** from **K.J. Somaiya Institute of Management Studies and Research**, University of Mumbai.

She has held key finance-related roles in well-known companies such as **Otis Elevator** and **Hindustan Pencils Ltd.** Additionally, she has contributed to academia as a **visiting faculty** at institutions like **Mulund College of Commerce**, **SIMSR**, and the **School of Sports Management, Jai Hind College**.

Her experience spans across **costing, accounts, taxation, and finance**, and her multidisciplinary background is expected to contribute significantly to the Company's governance and strategic oversight.

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	Anita Rajendra Malusare
DIN	07773062
Fathers' Name:	Sadashiv Namdeo Mande
Date of Birth:	05 th April 1966
Age	59 Years
Nationality	Indian
Date of appointment on board	March 29, 2025
Appointment/ re-appointment	Appointment

Qualification, Functional Expertise and Experience	Mrs. Anita Malusare has done her M.Com. from Mulund College of Commerce after which she has completed her Masters in Management Studies in Finance from K.J. Somaiya Institute of Management Studies and Research, University of Mumbai. Apart from working with various corporates like Otis Elevator, Hindustan Pencils Ltd. etc. Ms. Anita Malusare has also been a visiting faculty at Mulund College of Commerce, SIMSR and School of Sports Management Jai Hind College and has around 26 years of experience. She has handled various responsibilities in the areas of costing, accounts, taxation and finance.
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 the Risk Management Committee
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	Her extensive experience in NBFC, equips her with the skills needed for strategic financial decision-making.
Board meeting attendance	
Remuneration last drawn	Nil

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

Mrs. Anita Malusare is concerned or interested in the resolution no 1 of the accompanying notice relating to her appointment and her 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: The Company has received a name availability letter dated **April 20, 2025**, from the **Registrar of Companies, Central Registration Centre**, conveying **no objection** to the proposed change in the name of the Company. Additionally, the Company has also obtained a **No Objection Certificate from the Reserve Bank of India (RBI)** via letter dated **March 11, 2025**, for the proposed name change.

The change of name shall be subject to necessary approvals in accordance with the provisions of the Companies Act, 2013 and other applicable regulations.

Accordingly, your Board on 07th November 2024 approved the change in name of the Company from 'TIMES GUARANTY LIMITED' to 'TEAM INDIA GUARANTY LIMITED' and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in the name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure A**.

Your Board recommends and seeks your approval by way of Special Resolution through Postal Ballot, by voting through remote e-voting for the resolution as set out under item no. 2 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 2 as set out in this Notice except to the extent of their shareholding, if any.

Vinod Kumar Jain & Co

Chartered Accountants

106, Western Edge-II, A Wing, Off Western Express Highway,
Borivali (E), Mumbai - 66. Tel.: 4879 1000 Mob.: 9820078169
Email : tax@cavinodjain.com Web.: www.cavinodjain.com

09th May' 2025

Board of Directors,

Times Guaranty Limited

A-602, Marathon NextGen Innova,

Ganpatrao Kadam Marg,

Veer Santa Lane, Lower Parel West,

Mumbai – 400 013

Sub: Practicing Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015

1. This report is issued in accordance with the terms of our engagement.
2. We have been requested by the management of the Times Guaranty Limited ('the Company' or 'TGL'), to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('Regulation') for change of the name of the Company from "Times Guaranty Limited" to "Team India Guaranty Limited".

Management responsibility

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

Practitioner's responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on the procedures performed as outlined above and the representation provided to us, and on the basis of information and explanations provided to us by the management, we confirm that:

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name since at least last one year period.
45(1)(b)	At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year period.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity.	The Company has not changed its main activity nor invested in new activity/project.

Restrictions on use

9. The certificate is addressed to and provided to the management of the Company and they can include it in explanatory statement of the Notice of the General Meeting and any intimation to the Stock Exchange and should not be used by any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Vinod Kumar Jain & Co.

Chartered Accountants

FRN: 111513W

VK Jain



Vinod Kumar Jain

Proprietor (M. No: 036373)

Place: Mumbai

Date: 09th May' 2025

UDIN: 25036373BMIPPK7529