

# Mehta & Mehta

## COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.  
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### AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

#### COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR TIMES GUARANTY LIMITED

To,  
The Chairman,  
24th Annual General Meeting ("AGM") of the Equity Shareholders of Times Guaranty Limited held on Thursday, September 25, 2014 at 1100 hours at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, 'Oricon House', 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400001.

**Sub: Passing of Resolution through electronic and poll conducted at the 24<sup>th</sup> AGM of Times Guaranty Limited ("the Company") held on September 25, 2014.**

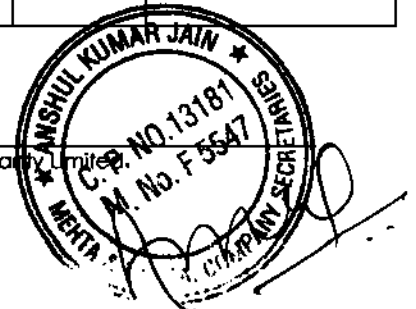
The Company had appointed me as Scrutinizer for the e-voting which started on Friday, September 19, 2014 (9.00 a.m. IST) and ended on Sunday, September 21, 2014 (9.00 p.m. IST). The Chairman of the 24<sup>th</sup> AGM has appointed me as Scrutinizer for the Poll held at the 24<sup>th</sup> AGM of the Company on September 25, 2014.

The e-voting results were unblocked by me on September 21, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizers report dated September 22, 2014, handed over to you.

At the 24<sup>th</sup> AGM of the Company held on September 25, 2014, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in form MGT 13 dated September 25, 2014

**The result of the E-voting together with that of the Poll is as under:**

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age	Nos.	%age	
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	6737449	99.9909	155	0.0023	0
	Poll	254	0.0038	205	0.0030	
	TOTAL	6737703		360		




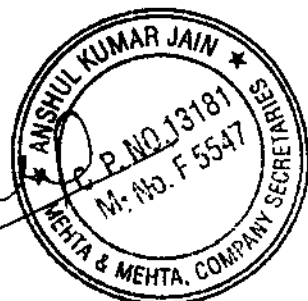
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	6737449	99.9909	155	0.0023	0
	Poll	254	0.0038	205	0.0030	
	TOTAL	6737703		360		
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	6737449	99.9909	155	0.0023	0
	Poll	254	0.0038	205	0.0030	
	TOTAL	6737703		360		
Item No. 4 of the Notice (As an Ordinary Resolution)	E-voting	6737449	99.9909	155	0.0023	0
	Poll	254	0.0038	205	0.0030	
	TOTAL	6737703		360		
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	6737449	99.9909	155	0.0023	0
	Poll	254	0.0038	205	0.0030	
	TOTAL	6737703		360		

All the Resolutions stands passed under e-voting and poll with the requisite majority.

I am enclosing herewith all records pertaining to e-voting and poll.

Thanking you,  
Yours Faithfully

  
Anshul Kumar Jain  
FCS 5547, CP 13181



Mumbai, September 25, 2014

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
**24th Annual General Meeting of the Equity Shareholders of Times Guaranty Limited held on Thursday, September 25, 2014 at 1100 hours at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, 'Oricon House', 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai – 400001.**

Dear Sir,

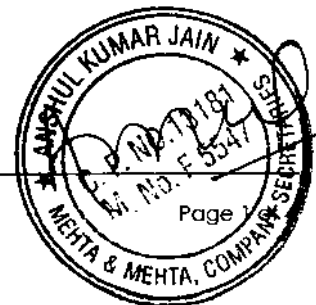
I, CS Anshul Kumar Jain, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 24th Annual General Meeting ("AGM") of the Equity Shareholders of Times Guaranty Limited held on Thursday, September 25, 2014 at 1100 hours at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, 'Oricon House', 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai – 400001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box(es) kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

~~I did not find any poll papers invalid.~~

4. The result of the Poll is as under:



(A) As an Ordinary Resolution - Item No. 1. Passed with the requisite majority

Adoption of Audited Accounts of the Company:

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted In favour of the resolution	7	254	55.3377
(ii) Voted against the resolution	3	205	44.6623
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	0	0	

(B) As an Ordinary Resolution - Item No. 2. Passed with the requisite majority

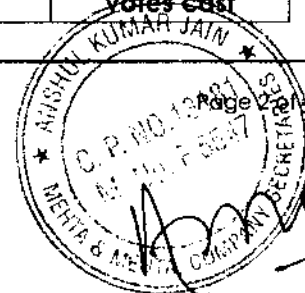
Appointment of Mr. S. Sivakumar (DIN: 00105562) as Director of the Company:

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	7	254	55.3377
(ii) Voted against the resolution	3	205	44.6623
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	0	0	

(C) As an Ordinary Resolution - Item No. 3. Passed with the requisite majority

Re-appointment of M/s. V.B. Goel & Co., Chartered Accountants as Auditors of the Company:

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
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(I) Voted in favour of the resolution	7	254	55.3377
(II) Voted against the resolution	3	205	44.6623
	<b>Total number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>	
(iii) Invalid votes	0	0	

(D) As an Ordinary Resolution - Item No. 4. Passed with the requisite majority

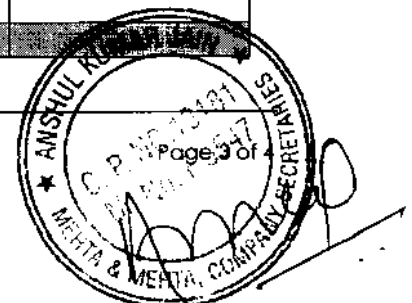
Appointment of Mr. Avinash Jain (DIN: 00330054) as an independent Director:

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	7	254	55.3377
(ii) Voted against the resolution	3	205	44.6623
	<b>Total number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>	
(iii) Invalid votes	0	0	

(E) As an Ordinary Resolution - Item No. 5. Passed with the requisite majority

Appointment of Mr. Arun Arora (DIN: 00172044) as an Independent Director:

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	7	254	55.3377
(II) Voted against the resolution	3	205	44.6623



	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
(iii) Invalid votes	0	0

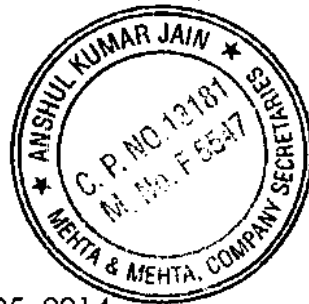
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours Faithfully



Anshul Kumar Jain  
FCS 5547, CP 13181



Mumbai, September 25, 2014

