

Mehta & Mehta

COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
Times Guaranty Limited

26th Annual General Meeting of the Members of Times Guaranty Limited held on Thursday, September 29, 2016 at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, 'Oricon House', 6th Floor, 12, K. Dubash Marg, Fort, Mumbai 400 001

Dear Sir,

I, Anshul Kumar Jain, Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of Times Guaranty Limited ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and voting through ballot paper at the 26th Annual General Meeting (AGM) of the Company in respect of the Resolutions as set out in the Notice convening the AGM, do hereby submit my report as follows:

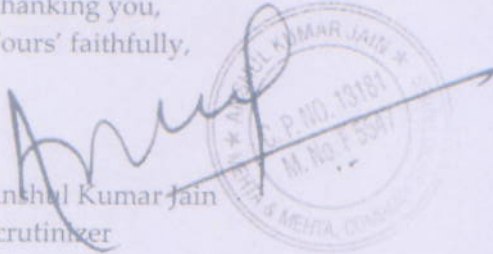
1. The Resolutions were transacted through remote e-voting and voting at the AGM through ballot paper. For the purpose of remote e-voting, the Company engaged the services of Central Depository Services (India) Limited ("CDSL")
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Thursday, September 22, 2016.
3. The period for remote e-voting commenced on Monday, September 26, 2016 at 9.00 A.M. and ended on Wednesday, September 28, 2016 at 5.00 P.M. Remote e-voting was blocked by CDSL at 5.00 P.M. on September 22, 2016.
4. The facilities for voting through ballot papers were made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence.
5. After the conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.
6. The ballot papers were thereafter reconciled with the records maintained by the Company and the authorisations/ proxies lodged with the Company. The ballot papers which were



incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

7. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses' Mr. Yash Goswami and Ms. Urmi Upadhyay, neither of whom are in the employment of the Company. The report on votes cast through remote e-voting was generated from CDSL's e-voting website www.evotingindia.com
8. The consolidated results of remote e-voting and voting through ballot paper at the AGM are enclosed as **Annexure** to this report.

Thanking you,
Yours' faithfully,

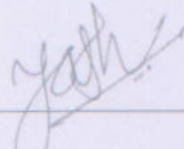

Anshul Kumar Jain
Scrutinizer

FCS No : 5547
CP No : 13181

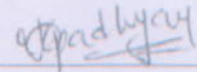
Place : Mumbai
Date : September 30, 2016

Enclosed: Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Thursday, September 29, 2016.

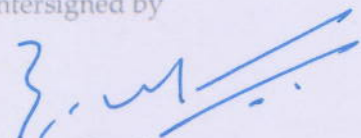


Name : Yash Goswami
Address : 16, Amrut Nagar CHS, M. B.
Estate, Agashi Road, Virar (W) -
401303



Name : Urmi Upadhyay
Address : Sec-2, B-9, 302, Shanti Nagar,
Mira Road (East), PIN- 401107

Countersigned by


Sivakumar Sundaram
Chairman,
Times Guaranty Limited



Item No. 3: Ordinary Resolution

To ratify the appointment of the V. B. Goel & Co., Mumbai (Firm Registration No. 115906W), as the Statutory Auditors and to fix their remuneration.

Particulars	Remote e-voting		Voting through polling paper at the AGM		Consolidated voting results			
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast	
Voted in favour of the resolution	18	6,737,459	8	2,704	26	6,740,163	99.9985%	
Votes against the resolution	1	100	-	-	1	100	0.0015%	
Invalid votes / Abstain	-	-	-	-	-	-	-	-

Item No. 4: Ordinary Resolution

Regularization and Appointment of Ms. Mitu Samar Nath (DIN: 07244627), as a Non-executive Independent Director of the Company

Particulars	Remote e-voting		Voting through polling paper at the AGM		Consolidated voting results			
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast	
Voted in favour of the resolution	18	6,737,459	8	2,704	26	6,740,163	99.9985%	
Votes against the resolution	1	100	-	-	1	100	0.0015%	
Invalid votes / Abstain	-	-	-	-	-	-	-	-



Item No. 5: Ordinary Resolution

Revision in the remuneration of Ms. Anita Malusare, Manager categorized as Key Managerial Personnel (KMP) of the Company

Particulars	Remote e-voting		Voting through polling paper		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	18	6,737,459	8	2,704	26	6,740,163	99.9985%
Votes against the resolution	1	100	-	-	1	100	0.0015%
Invalid votes/ Abstain	-	-	-	-	-	-	-

