



# TIMES GUARANTY

Times Guaranty Limited. The Times of India Building, Dr. D.N. Road, Mumbai - 400 001.  
Tel.: 2273 1386 / 9869209996 • Fax: 2273 1587 • E-mail: corporate.secretarial@timesgroup.com  
•Website: www.timesguarantylimited.com • CIN: L65920MH1989PLC054398

30<sup>th</sup> August, 2019

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
Scrip Code : 511559

To,  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza,  
C-1, G-Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400 051.  
Scrip Code : TIMESGTY

**Sub: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Submission of Annual Report**

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2019.

The Annual Report along with the Notice convening the 29<sup>th</sup> Annual General Meeting (AGM) is available on the website of Company i.e. [www.timesguarantylimited.com](http://www.timesguarantylimited.com).

Kindly take the above intimation on your records.

Thanking you,

Yours faithfully,  
**For Times Guaranty Limited**

**Shweta Chaturvedi**  
**Company Secretary**

Encl: As above



**TIMES GUARANTY LIMITED**

**29<sup>TH</sup> ANNUAL REPORT**

**For the year ended 31<sup>st</sup> March, 2019**

**REPORT AND ACCOUNTS**  
*For the year ended 31<sup>st</sup> March, 2019*

**BOARD OF DIRECTORS**

Mr. Sivakumar Sundaram	Chairman
Ms. Mitu Samar Nath	Director
Ms. Anita Malusare	Director
Dr. Arun Arora	Director
Mr. G. Ramaswamy (w.e.f. 30 <sup>th</sup> October, 2018)	Director
Mr. Sameer Karulkar (w.e.f. 30 <sup>th</sup> October, 2018)	Director
Ms. Aashu Madhan (upto 22 <sup>nd</sup> October 2018)	Director

**COMPANY SECRETARY**

Ms. Shweta Chaturvedi

**BANKERS**

HDFC Bank Limited.  
United Bank of India

**AUDITORS**

V. B. Goel & Co.  
Chartered Accountants

**INTERNAL AUDITORS**

M/s. Madhvi Vora & Associates  
Chartered Accountants

**REGISTRAR & TRANSFER AGENTS**

M/s. Link Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai 400083.

**REGISTERED OFFICE**

5<sup>th</sup> Floor, Times Tower, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai 400013.  
Tel : 022-22731386 / 9869209996

**Website: [www.timesguarantylimited.com](http://www.timesguarantylimited.com)**

**Corporate Identity No : L65920MH1989PLC054398**

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**NOTICE OF THE ANNUAL GENERAL MEETING  
TIMES GUARANTY LIMITED**

Registered Office : 5<sup>th</sup> Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting (AGM) of the members of Times Guaranty Limited will be held on Thursday, 26<sup>th</sup> September, 2019 at 11:00 a.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6<sup>th</sup> Floor, 12, K. Dubash Marg, Fort, Mumbai 400 001, to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 including the Balance sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Ms. Anita Malusare (DIN: 07773062), who retires by rotation and being eligible, offers herself for re-appointment.

**Special Business:**

**3. Appointment of Mr. Gopalkrishnan Ramaswamy as a Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gopalkrishnan Ramaswamy (DIN: 02712174), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee w.e.f. 30<sup>th</sup> October, 2018, in terms of Section 161 of the Act, and who holds office up to the date of ensuing Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation."

**4. Appointment of Mr. Sameer Karulkar as a Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sameer Karulkar (DIN: 08250235), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee w.e.f. 30<sup>th</sup> October, 2018, in terms of Section 161 of the Act, and who holds office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation."

**5. Re-appointment of Dr. Arun Arora as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, Dr. Arun Arora (DIN: 00172044), who was appointed as an Independent Director and who holds office up to 24<sup>th</sup> September, 2019 and being eligible for re-appointment, and who meets the criteria for independence as provided in Section 149 (6) of the Act and rules made thereunder and Regulation 16 (b) of the SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, based on the recommendation of Nomination and Remuneration Committee to hold office for a

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second term of five (5) consecutive years commencing from 24<sup>th</sup> September, 2019 to 23<sup>rd</sup> September, 2024.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution.”

By Order of the Board

**Shweta Chaturvedi**  
*Company Secretary*  
ACS - 16550

## Registered Office:

5<sup>th</sup> Floor, Times Tower,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai-400013.  
Dated: 14<sup>th</sup> August, 2019

## NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to the special business to be transacted at the meeting is annexed hereto. Additional information, pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('AGM' or 'Meeting') is furnished as annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Members are requested to note that a person can act as a proxy on behalf of such number of member(s) not exceeding fifty (50) in number and holding in aggregate not more than ten percent (10 %) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10 %), of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of proxy, in order to be effective, must be received at the registered office of

the Company, not less than forty-eight (48) hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the relevant Board Resolution along with the respective specimen signature authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Member(s)/Proxie(s)/Authorised Representative(s) are requested to bring their duly filled Attendance Slip enclosed herewith along with their copy of Annual Report to attend the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the accompanying Statement are open for inspection by the members at the Company's Registered Office on all working days of the Company, during business hours up to and including the date of the AGM and will also be kept open at the venue of the Meeting till the conclusion of the AGM.
7. The Register of members and the Share Transfer Books of the Company will be closed from Friday 20<sup>th</sup> September, 2019 to Thursday, 26<sup>th</sup> September, 2019 (both days inclusive) for the purpose of the Meeting.
8. Annual Report for F.Y. 2018-19 is being sent through electronic mode to those members whose email addresses are registered with the Company /Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the Report. For members who have not registered their email addresses, physical copies of the Annual Report for F.Y. 2018-19 are being sent in the permitted mode.
9. Members may also note that the Notice of the Meeting and the Annual Report for the F.Y. 2018-19 will also be available on the Company's website [www.timesguarantylimited.com](http://www.timesguarantylimited.com) for its download by them.
10. During the F.Y. 2018-19, Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer the securities after 1<sup>st</sup> April, 2019, can do so only in dematerialized form. Therefore, members holding shares in physical form are requested to consider converting their shareholding to dematerialized form to eliminate all risks

associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at corporate.secretarial@timesgroup.com or contact the Registrar and Transfer Agent - Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in or any of the Depository Participants ('DP') for assistance in this regard.

11. To support the 'Green Initiative' the members who have not registered their e-mail addresses so far are requested to register their e-mail address with Registrar and Share Transfer Agent - Link Intime India Private Limited/Depository Participant for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Update of Members' Details: The format of the Register of Members prescribed by the MCA under the Act, requires the Company/Registrar and Share Transfer Agent to record additional details of members, including their Permanent Account Number (PAN) details, email address, bank details for payment of dividend. Further SEBI has mandated the submission of PAN by every Participant in the securities market.

A form for capturing the above details is appended in the Annual Report of F.Y. 2018-19. Members holding shares in physical form are requested to submit the filled in form to the Company at its Registered office or its Registrar and Share Transfer Agent - Link Intime India Private Limited. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

13. The route-map for reaching the venue of the Meeting is given at page no. 70.
14. **Information and other instructions relating to e-voting through electronic means are as under:**

A. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI LODR and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its members the facility to cast their votes electronically through e-voting services provided by Central Depository Services (India) Limited (CDSL) on resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the

venue of the AGM (remote e-voting) and the services will be provided by CDSL. Instructions for remote-e-voting (including process and manner of e-voting) are given herein below. The resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM. The Notice of the AGM indicating instructions of remote e-voting process along with the printed Attendance Slip and Proxy Form, can be downloaded from the CDSL's website [www.evotingindia.com](http://www.evotingindia.com) or the Company's website [www.timesguarantylimited.com](http://www.timesguarantylimited.com).

- B. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote through remote e-voting shall have a right to vote at the Meeting through ballot paper.
- C. Once the vote on resolution is cast by the members, he/she shall not be allowed to change it subsequently or cast the vote again.
- D. The members who have cast their vote by remote e-voting prior to the AGM may also attend the Meeting but shall not be entitled to cast their vote again.
- E. A member, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the cut-off date (i.e. Thursday, 19<sup>th</sup> September, 2019) only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
- F. Members can opt for only one mode of voting, i.e. either by remote e-voting or voting at the Meeting. In case members cast their vote through both the modes, voting done by remote e-voting shall prevail and votes cast at the meeting shall be treated as invalid.
- G. The Process and manner of remote e-voting (EVSN 190729009).
  - (i) The voting period begins on 23<sup>rd</sup> September, 2019 at 9:00 a.m. and ends on 25<sup>th</sup> September, 2019 at 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 (record date) of 19<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on cover page of Annual Report.</li> </ul>
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"> <li>• 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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

**(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

15. The Board of Directors has appointed Ms. Ashwini Inamdar (Membership No. FCS 9409 and CP No. 11226) or failing her Mr. Atul Mehta (Membership No. FCS 5782 and CP No. 2486) of Mehta & Mehta, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
16. The Chairman shall at the Meeting, at the end of the discussion on the resolutions on which voting is to be held allow voting with the assistance of Scrutinizer, by use of "Ballot Papers" for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the Meeting, a consolidated Scrutinizers' Report of the total votes cast in favour of or against, if any, to the Chairman or the person authorised by him/her in writing, who shall countersign the same.
18. The Chairman or the person authorised by him/her in writing shall declare the results of voting forthwith
19. The results declared along with the Report of Scrutinizer shall be placed on the website of the Company [www.timesguarantylimited.com](http://www.timesguarantylimited.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall be immediately communicated to the Stock Exchanges, where the shares of the Company are listed.

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

The following Statement sets out all material facts relating to item Nos. 3 to 5 mentioned in the accompanying Notice:

#### **Item No. 3:**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Gopalkrishnan Ramaswamy as an Additional (Non-Executive, Non-Independent) Director of the Company w.e.f. 30<sup>th</sup> October, 2018.



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Pursuant to the provisions of Section 161 of the Act, Mr. Gopalkrishnan Ramaswamy will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 (1) of the Act, received a notice in writing from a member, proposing the candidature of Mr. Ramaswamy for the office of Director of the Company. Mr. Ramaswamy once appointed will be liable to retire by rotation.

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

Mr. Gopalkrishnan Ramaswamy is the key member of the core team that co-founded the pioneering venture – Brand Capital (Bennett, Coleman & Company Limited, holding company's division), in 2005. Today Brand Capital has a deployable corpus of USD 2.2 Billion through investments made across industries in over 700 companies, many of which have seen tremendous success.

He is a certified Chartered Accountant and a Company Secretary. He also successfully completed ISB-Kellogg Global Advanced Management Programme held at ISB, Hyderabad Campus and Kellogg, Evanston Campus.

His various abilities and solution-oriented approach has seen him play myriad roles in process-building and crisis-management across companies.

His key notable achievements across a varied career include advising a South India business group on their successful hostile take-over of a listed company and executing the listing of shares of Birla Global Finance. Mr. Ramaswamy was also a pivotal member of Standard Chartered Bank's M&A and Takeovers division

As per Section 152(2) of the Act, every Director shall be appointed by the Company in a General Meeting. Hence, it is proposed to seek, the approval of the members of the Company by passing an Ordinary Resolution for appointment of Mr. Ramaswamy as a Director of the Company, designated as Non-Executive Director, liable to retire by rotation.

None of the Directors and Key Managerial personnel of the Company or their respective relatives, except Mr. Ramaswamy, to whom the resolution relates, is concerned or interested in the Resolution mentioned at item No. 3 of the Notice.

The Board recommends the Resolution set forth in item no. 3 for the approval of the members.

#### **Item No. 4:**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors

('Board'), appointed Mr. Sameer Karulkar as an Additional (Non-Executive, Non-Independent) Director of the Company w.e.f. 30<sup>th</sup> October, 2018. Pursuant to the provisions of Section 161 of the Act, Mr. Sameer Karulkar will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 (1) of the Act, received a notice in writing from a member, proposing the candidature of Mr. Sameer Karulkar for the office of Director of the Company. Mr. Sameer Karulkar, once appointed will be liable to retire by rotation.

The members may note brief profile of Mr. Sameer Karulkar, described as below:

Mr. Sameer Karulkar, a Production Engineer and has also completed his Master of Management Studies from Mumbai University.

As the National Head, currently he is leading the equity portfolio growth and exits team which manages the USD3b worth of Brand Capital portfolio of investments. Prior to joining Brand Capital, he was a Vice President with SBI Capital Markets Limited where he led M&A, Private equity team. He has also served in the past organizations such as Haribhakti Corporate Finance and Mahindra & Mahindra Limited.

As per Section 152(2) of the Act, every Director shall be appointed by the Company in a General Meeting. Hence, it is proposed to seek, the approval of the members of the Company by passing an Ordinary Resolution for appointment of Mr. Karulkar as a Director of the Company, designated as Non-Executive Director, liable to retire by rotation.

None of the Directors and Key Managerial personnel of the Company or their respective relatives, except Mr. Karulkar, to whom the resolution relates, is concerned or interested in the Resolution mentioned at item No. 4 of the Notice.

The Board recommends the Resolution set forth in item no. 4 for the approval of the members.

#### **Item No. 5:**

Dr. Arun Arora was appointed as a Non-Executive Director of the Company w.e.f. 16<sup>th</sup> May, 2011. On 1<sup>st</sup> April, 2014, the Ministry of Corporate Affairs notified Section 149 of the Act and related Rules. Pursuant to this provision, Dr. Arun Arora was appointed as an Independent Director of the Company by the Shareholders of the Company at the 24<sup>th</sup> Annual General meeting held on 25<sup>th</sup> September, 2014 for a period of five years w.e.f. 25<sup>th</sup> September, 2014 up to 24<sup>th</sup> September, 2019.

The Board on 14<sup>th</sup> August, 2019 based on the recommendation of the Nomination & Remuneration Committee and pursuant to the performance evaluation

of Dr. Arun Arora as a member of the Board and considering the continued association of Dr. Arora would be beneficial to the Company, proposed to re-appoint Dr. Arora as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) years commencing on 24<sup>th</sup> September, 2019 up to 23<sup>rd</sup> September, 2024. Further, the Company has, in terms of Section 160 (1) of the Act, received a notice in writing from a member, proposing the candidature of Dr. Arora for the office of Director of the Company.

The members may note that during his second term of 5 years, Dr. Arora will be attaining the age of 75 years, which as per SEBI LODR requires the approval of the members by way of special resolution. Considering the said requirement and in terms of Section 149, 152 and other applicable provisions of the Act read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of SEBI LODR, each as amended, the re-appointment of Dr. Arora as an Independent Director of the Company is being placed before the Shareholders for their approval by way of special resolution. Dr. Arun Arora, once appointed, will not be liable to retire by rotation.

The members may note brief profile of Dr. Arun Arora, described as below:

Dr. Arun Arora is the Chairman and Co-Founder of Edvance Group of Schools, a venture put together in association with Eton House International, Singapore to establish world class early learning centers. The Group has set up Vivero International and Serra International Pre-schools and Child Care Centers across many cities in India.

Dr. Arora has a long and varied experience of over 36 years in media and 10 years in early childhood education. He participated in setting up of many new businesses. Some of the brands launched by him in India include Sony Entertainment Television, Times Music, Zoom, Planet M, The Independent and several magazines. He spearheaded joint ventures with BBC Worldwide and Reuters to form Worldwide Media Pvt Ltd and Times Global Broadcasting Company Ltd.

In the past, Dr. Arora was President and Executive Director of Bennett, Coleman & Company Limited, Chief Executive of brands like The Times of India,

The Economic Times, Navbharat Times, Maharashtra Times and Sony Entertainment Television. He was Vice-Chairman of Entertainment Network (India) Ltd., Chairman of United News of India, Vice-Chairman of Times of Money Ltd and Director of Times Global Broadcasting Company Ltd.

Dr. Arora is a Chemical Engineer, fellow of Indian Institute of Chemical Engineers and a Harvard alumnus.

Dr. Arora is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as an Independent Director.

In the opinion of the Board, Dr. Arora is a person of integrity, fulfills the conditions specified in the Act and the Rules framed thereunder read with the provisions of SEBI LODR, each amended, and is independent of the management of the Company. A copy of the draft letter of appointment of Dr. Arora as an Independent Director setting out the terms and conditions of his appointment is available for inspection by the members at the Registered Office during normal business hours on working days up to the date of AGM and will also kept open at the venue of the AGM till the conclusion of the Meeting.

None of the Directors and Key Managerial personnel of the Company or their respective relatives, except Dr. Arora, to whom the resolution relates, is concerned or interested in the Resolution mentioned at item No. 5 of the Notice.

The Board recommends the Resolution set forth in item no. 5 for the approval of the members

By Order of the Board

**Shweta Chaturvedi**  
*Company Secretary*  
ACS -16550

**Registered Office:**  
5<sup>th</sup> Floor, Times Tower,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai-400013.  
Dated: 14<sup>th</sup> August, 2019.

# TIMES GUARANTY LIMITED

## ANNEXURE

Information pursuant to the Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting regarding re-appointment of a Director.

Name of the Director	Ms. Anita Malusare	Mr. Gopalkrishnan Ramaswamy	Mr. Sameer Karulkar	Dr. Arun Arora
Date of Birth	5 <sup>th</sup> April, 1966	14 <sup>th</sup> September, 1965	4 <sup>th</sup> May, 1975	8 <sup>th</sup> August, 1945
Age	53	53	44	73
Date of first appointment on the Board	29 <sup>th</sup> March, 2017	30 <sup>th</sup> October, 2018	30 <sup>th</sup> October, 2018	16 <sup>th</sup> May, 2011
Specialized Expertise	Finance and Accounts	Merger & Acquisitions & Investment Banking	Private Equity and Venture Capital	Strategy, innovation, execution, new launches, brand building and mentoring
Qualifications	MBA Finance & M. Com	CA & CS	B.E. & MMS	BSc (Chemical Engg), AMP Harvard
Remuneration sought to be paid and the remuneration last drawn	As mentioned in the Corporate Governance Report	Nil	Nil	Dr. Arora did not receive any remuneration from the Company except the sitting fees for attending the meeting of the Board/ Committees.
Relationship between Directors and KMPs inter se	Nil	Nil	Nil	Nil
Directorship of other Companies* as at 31 <sup>st</sup> March, 2019	Nil	1. Dharmayug Investments Limited 2. Aegon Life Insurance Company Limited 3. Ativeer Properties Limited 4. Bennett Property Holdings Company Limited	Nil	1. Setco Automotive Limited
Chairmanship/ Membership of other Committees** as on 31 <sup>st</sup> March, 2019	Nil	1	Nil	2
No. of shares held in the Company as at 31 <sup>st</sup> March, 2019	51	Nil	Nil	Nil
Number of Meetings of Board attended during the year	4	1	2	4

\*Excludes Private/Foreign /Section 8 Companies.

\*\*Only Audit Committee and Stakeholders' Relationship Committee are considered.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 29<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2019.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

Times Guaranty Limited ('TGL') is registered with the Reserve Bank of India ('RBI') as a Non-Deposit Accepting, Non-Banking Financial Company and is an Investment Company.

Macro Overview of the Indian Economy

India continues to remain the fastest growing major economy in the world in FY 2018- 19, despite a slight moderation in its GDP growth from 7.2 per cent in 2017-18 to 6.8 per cent in FY 2018-19. On the other hand, the world output growth declined from 3.8 per cent in FY 2017-18 to 3.6 per cent in FY 2018-19.

India's growth of real GDP has been high with average growth of 7.5 per cent in the last 5 years (2014-15 onwards). The Indian economy grew at 6.8 per cent in FY 2018-19, thereby experiencing some moderation in growth when compared to the previous year. This moderation in growth momentum is mainly on account of lower growth in 'Agriculture & allied', 'Trade, hotel, transport, storage, communication and services related to broadcasting' and 'Public administration & defence' sectors. Stress in Non-Banking Financial Companies (NBFC) sector also contributed to the slow down by adversely impacting consumption finance.

Industry Overview

The performance of banking sector has improved as bad loans declined in the FY 2018-19, but financial flows are constrained due to fall in money raised from capital markets and stress in the non-banking financial sector.

The performance of the banking system has improved as non-performing asset (NPA) ratios declined and credit growth accelerated. However, financial flows to the economy remained constrained because of decline in the amount of equity finance raised from capital markets and stress in Non-Banking Financial Companies (NBFC) sector.

Capital mobilized through public equity issuance declined by 81 per cent in FY 2018-19. Credit growth rate of the NBFCs declined from 30% in FY 2017-18 to 9% in FY 2018-19.

Financial Highlights of the Company

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2019 is summarized as below:

(Rs. in Lakhs)

Particulars	Financial year ended 31 <sup>st</sup> March, 2019	Financial year ended 31 <sup>st</sup> March, 2018
Total Income	421.28	111.20
Less: Total Expense	57.00	47.03
<b>Profit / (Loss) before Tax</b>	<b>364.28</b>	<b>64.17</b>
Less: Tax Expense		
Current Tax	74.11	11.00
Short / (Excess) Provision for earlier years	0.00	5.06
<b>Profit / (Loss) for the year after Tax</b>	<b>290.17</b>	<b>48.11</b>

Key Financial Ratios	Financial year ended 31 <sup>st</sup> March, 2019	Financial year ended 31 <sup>st</sup> March, 2018	Change
Current Ratio	261	15	17 times
Operating Profit Margin	86%	57%	51%
Net Profit Margin	68%	43%	58%

Current Ratio was significantly high in this year as compared to the previous year due to regrouping of Investments in Current Assets.

Operating Profit margin and Net Profit Margin ratios were significantly high in this year due to shifting of long-term investment of the Company into liquid funds which resulted in higher profits in the FY 2018-19.

Since your Company is a Non-deposit Accepting Non-Banking Financial Company and is engaged only in Investment activity of its owned funds, Debtors Turnover Ratio, Inventory Turnover Ratio, Interest Coverage Ratio and Debt Equity Ratio are not applicable to the Company.

DIVIDEND

Your Directors do not recommend any dividend on the Share Capital of the Company for the year under review.