



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

26<sup>th</sup> September, 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

Dear Sir/Madam,

**Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Summary of proceedings of the 29<sup>th</sup> Annual General Meeting**

We would like to inform you that the 29<sup>th</sup> Annual General Meeting (AGM) of Times Guaranty Limited was held on 26<sup>th</sup> September, 2019 at 11:00 a.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, 'Oricon House', 6th Floor, 12, K. Dubash Marg, Fort, Mumbai 400001.

In accordance with the Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the summary of the proceedings of the 29<sup>th</sup> AGM of the Company.

Further, it is to be noted that the Members of the Company at their meeting held today has also approved the following changes in the Board of the Company:

1. Appointment of Mr. Gopalkrishnan Ramaswamy as a Director (Non- Executive) of the Company, who was appointed by the Board of Directors at its meeting held on 30<sup>th</sup> October, 2018. He is a certified Chartered Accountant and Company Secretary. He also successfully completed ISB-Kellogg Global Advanced Management Programme held at ISB, Hyderabad Campus and Kellogg, Evanston Campus. With over 25 years of rich experience in M&As and Investment Banking in companies like J M Financial & Investment Consultancy Ltd, Standard Chartered Bank, Aditya Birla Group and Brand Capital, Mr. Ramaswamy brings forth a deep understanding of deal structuring, corporate finance and corporate laws. His various abilities and solution-oriented approach has seen him play myriad roles in process-building and crisis-management across companies. Currently, he is holding a senior management position in Bennett Coleman & Company Limited.
2. Appointment of Mr. Sameer Dhananjay Karulkar as a Director (Non- Executive) of the Company, who was appointed by the Board of Directors at its meeting held on 30<sup>th</sup> October, 2018. He is a Production Engineer and has also completed his Master of Management Studies from Mumbai University. Before joining this Board he has worked with SBI Capital Markets Limited, Hari Bhakti Corporate Finance and Mahindra & Mahindra Limited. Currently, he is holding a senior management position in Bennett Coleman & Company Limited.



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3. Appointment of Dr. Arun Arora as an Independent Director of the Company, not liable to retire by rotation for a second term of five (5) years commencing from 24<sup>th</sup> September, 2019 to 23<sup>rd</sup> September, 2024. He is a Chemical Engineer, fellow of Indian Institute of Chemical Engineers and a Harvard alumnus. He is the Chairman and Co-Founder of Edvance Group of Schools. He has a long and varied experience of over 35 years in media and 10 years in early childhood education. He participated in setting up of many new businesses including Sony Entertainment Television, Times Music, Zoom, Planet M, The Independent and a number of 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.

Mr. Gopalkrishnan Ramaswamy, Mr. Sameer Dhananjay Karulkar and Dr. Arun Arora are not related to any other Directors of the Company.

Kindly take the above intimation on your records.

Thanking you,  
Yours faithfully,

**For Times Guaranty Limited**

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

Encl: As above

## Summary of Proceedings of the 29<sup>th</sup> Annual General Meeting of Times Guaranty Limited

### **1. Date, Time and Venue of the Meeting:**

The 29<sup>th</sup> Annual General Meeting (AGM or the Meeting) of Times Guaranty Limited (the Company) was held on Thursday, 26<sup>th</sup> September, 2019 and the meeting commenced 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. The meeting concluded at 11: 45 a.m.

### **2. Brief details of Items deliberated at the Meeting and results thereof:**

- Mr. G. Ramaswamy, Director of the Company, was appointed as the Chairman of the Meeting in absence of Chairman of the Board who was unable to attend the Meeting.
- The requisite quorum being present, Mr. G. Ramaswamy called the meeting to order.
- The Chairman with the permission of shareholders took the Notice already sent to the members as read. He then mentioned that the Auditors Report as well as Secretarial Auditors Report did not contain any qualification, observation or comment, hence, it was not required to read the Auditors Report as well as Secretarial Auditors Report at the meeting.
- The Chairman informed that remote e-voting commenced at Monday, 23<sup>rd</sup> September, 2019 at 9:00 a.m. and concluded on Wednesday, 25<sup>th</sup> September, 2019 at 5:00 p.m.
- The Chairman then delivered his speech.
- The Chairman explained the objective and implications of all the resolutions before they were put to vote at the Meeting.
- The Chairman also provided a fair opportunity to the Members of the Company who are entitled to vote to seek clarifications and/or offer comments to the items of business. The following items of business as set out in the notice calling the Meeting were put for shareholders' approval:

| Item No. | Type of Business  | Details of Agenda   | Resolutions Required |
|----------|-------------------|---|----------------------|
| 1        | Ordinary Business | Consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors | Ordinary Resolution  |

|   |                   |   |                     |
|---|-------------------|---|---------------------|
|   |                   | thereon.  |                     |
| 2 | Ordinary Business | Appointment of a Director in place of Ms. Anita Malusare (DIN: 07773062) who retires by rotation and being eligible, offers herself for re-appointment. | Ordinary Resolution |
| 3 | Special Business  | Appointment of Mr. Gopalkrishnan Ramaswamy as a Director  | Ordinary Resolution |
| 4 | Special Business  | Appointment of Mr. Sameer Karulkar as a Director  | Ordinary Resolution |
| 5 | Special Business  | Re-appointment of Dr. Arun Arora as an Independent Director   | Special Resolution  |

- The Chairman informed the members that Ms. Ashwini Inamdar, Partner, Mehta & Mehta, Company Secretaries was appointed as Scrutinizer for the purpose of scrutinizing the entire Ballot process and remote e-voting process.
- The Chairman informed the members that the voting (e-voting and physical) results will be declared as soon as the Company receives the Scrutinizer's Report within 48 hours of the conclusion of the AGM.

### 3. Voting by Members

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirement) Regulations 2015 ("the Listing Regulations), the Company had provided remote e-voting facility to its Members to cast votes electronically on all the resolutions set out in the notice.
- Further, the poll was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting facility.
- All the resolutions set out in the Notice calling 29<sup>th</sup> Annual General Meeting were passed with the requisite majority and are deemed to be passed on the date of the Annual General Meeting i.e. 26<sup>th</sup> September, 2019.

### 4. Vote of Thanks

Thereafter, the Meeting concluded with a vote of thanks to the Chairman.

**For Times Garranty Limited**

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

Place: Mumbai

Date: 26<sup>th</sup> September, 2019