TIMES GUARANTY

Times Guaranty Limited, The Times of India Building, Dr. D.N. Road, Mumbai - 400 001.
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CIN NO: L65920MH1989PLC054398

Fax No: 26598237/38, 6641824/25/26

September 26, 2014

To,
The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G. Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Ref: Scrip Code: - TIMESGTY

Dear Sir,

Sub: Disclosure of Voting Results of the 24th Annual General Meeting of Shareholders held on September 25, 2014 pursuant to Clause 35A of Listing Agreement

Pursuant to Clause 35A of Listing Agreement, we are submitting hereunder details regarding the voting results of the 24th Annual General Meeting of Shareholders of our Company held on Thursday, September 25, 2014 at 11.00 A.M at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, 'Oricon House', 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai – 400 001:

Date of Annual General Meeting	September 25, 2014
Total Number of Shareholders as on the book closure	21,275
No. of shareholders present in the Meeting either in person or through proxy Promoters & Promoter Group; Public	 1 31

Mode of Voting for all the Resolutions was:

- E-voting conducted between September 19, 2014 to September 21, 2014; and
- Physical Poll conducted at the Annual General Meeting held on September 25,2014

Below is the Resolution wise combined result of e-voting and poll:-

Resolution No. 1:

To receive, consider and adopt the Audited financial Statements of The Company for the year ended March 31, 2014 including the Balance sheet as at March 31, 2014, Statement of Profit & Loss for the year ended on that day, together with the reports of the Auditors and Directors thereon

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	6737399	6737399	100.000000	6737399	0	100.000000	0.000000
Public – Institutional holders	0	8845	0	0.000000	0	0	0.000000	0.000000
Public-Others	13	2246905	664	0.029552	304	360	45.783133	54.216867
Total	**14**	**8993149**	**6738063**	**74.924401**	**6737703**	**360**	**99.994657**	**0.005343**

Resolution No. 2:

To appoint the Director in place of Mr. S. Sivakumar, to retire by rotation and being eligible, of offers himself for re-appointment.

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	6737399	6737399	100.000000	6737399	0	100.000000	0.000000
Public – Institutional holders	0	8845	0	0.000000	0	0	0.000000	0.000000
Public-Others	13	2246905	664	0.029552	304	360	45.783133	54.216867
Total	**14**	**8993149**	**6738063**	**74.924401**	**6737703**	**360**	**99.994657**	**0.005343**

Resolution No. 3:

To re-appoint M/s V.P. Goel & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	6737399	6737399	100.000000	6737399	0	100.000000	0.000000
Public – Institutional holders	0	8845	0	0.000000	0	0	0.000000	0.000000
Public-Others	13	2246905	664	0.029552	304	360	45.783133	54.216867
Total	**14**	**8993149**	**6738063**	**74.924401**	**6737703**	**360**	**99.994657**	**0.005343**

Resolution No. 4:

Appointment of Mr. Avinash Jain, as a Director in the capacity of Independent Director.

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	6737399	6737399	100.000000	6737399	0	100.000000	0.000000
Public – Institutional holders	0	8845	0	0.000000	0	0	0.000000	0.000000
Public-Others	13	2246905	664	0.029552	304	360	45.783133	54.216867
Total	**14**	**8993149**	**6738063**	**74.924401**	**6737703**	**360**	**99.994657**	**0.005343**

Resolution No. 5:

Appointment of Mr. Arun Arora, as a Director in the capacity of Independent Director.

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	6737399	6737399	100.000000	6737399	0	100.000000	0.000000
Public – Institutional holders	0	8845	0	0.000000	0	0	0.000000	0.000000
Public-Others	13	2246905	664	0.029552	304	360	45.783133	54.216867
Total	**14**	**8993149**	**6738063**	**74.924401**	**6737703**	**360**	**99.994657**	**0.005343**

All the resolutions are passed with requisite majority.

The Reports of the Scrutinizer in respect of e-voting and poll undertaken at the Annual General Meeting held on September 25, 2014 is enclosed herewith.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Times Guaranty Limited

Vijay Devadiga
Company Secretary

Mehta & Mehta

COMPANY SECRETARIES
NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TELEFAX : 022-6611 9696 ☐ FAX : 022-6611 9644 ☐ E-mail : info@mehta-mehta.com

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 24th 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 24th AGM has appointed me as Scrutinizer for the Poll held at the 24th 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 24th 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		

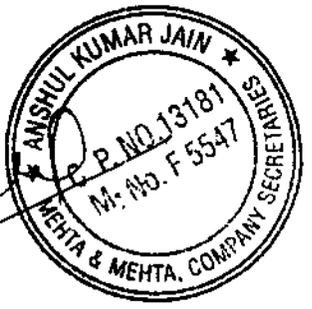
ANSHUL KUMAR JAIN ★ MEHTA ★ C.P. NO. 13181 M. No. F 5547 COMPANY SECRETARIES

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:

ANSHUL KUMAR JAIN * MEHTA & MEHTA, COMPANY SECRETARIES * M. No. F 5547 C.P. No. 10181

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

ASHISH KUMAR JAIN * C.P. NO. 13981 * MEHTA & MEHTA COMPANY SECRETARIES

(i) Voted in favour of the resolution	7	254	55.3377
(ii) Voted against the resolution	3	205	44.6623
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	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
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	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