



## TIMES GUARANTY

Times Guaranty Limited, The Times of India Building, Dr. D.N. Road, Mumbai - 400 001.  
Tel. : 2273 1386 • Fax : 2273 1587 • E-mail : timesgty@vsnl.com

CIN NO: L65920MH1989PLC054398

To,  
**National Stock Exchange of India Ltd**  
Exchange Plaza, 5th Floor,  
Bandra-Kurla Complex,  
Bandra- (E),  
Mumbai- 400 051

October 1, 2015

Ref: Company Symbol: TIMESGTY

Dear Sir/Madam,

**Sub: Disclosure of Voting Results of the 25<sup>th</sup> Annual General Meeting of Shareholders held on September 29, 2015 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 25<sup>th</sup> Annual General Meeting of Shareholders of our Company held on Tuesday, September 29, 2015 at 11.00 A.M at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, 'Oricon House', 6<sup>th</sup> Floor, 12, K. Dūbhash Marg, Fort, Mumbai – 400 001:

|                                                                              |                    |
|------------------------------------------------------------------------------|--------------------|
| Date of Annual General Meeting                                               | September 29, 2015 |
| Total Number of Shareholders as on the book closure                          | 20957              |
| No. of shareholders present in the Meeting either in person or through proxy |                    |
| Promoters & Promoter Group;                                                  | 1                  |
| Public                                                                       | 35                 |

Mode of Voting for all the Resolutions was:

- E-voting conducted between September 26, 2015 to September 28, 2015; and
- Physical Poll conducted at the Annual General Meeting held on September 29, 2015

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, 2015 including the Balance sheet as at March 31, 2015, Statement of Profit & Loss for the year ended on that day, together with the reports of the Auditors and Directors thereon

|                                | Total Ballot Forms | No. of shares held (1) | No. of votes polled (2) | % of Votes 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                  | 9                  | 2246905                | 199                     | 0.008857                                            | 194                          | 5                          | 97.487437                                               | 2.512563                                              |
| <b>Total</b>                   | <b>10</b>          | <b>8993149</b>         | <b>6737598</b>          | <b>74.919230</b>                                    | <b>6737593</b>               | <b>5</b>                   | <b>99.999926</b>                                        | <b>0.000074</b>                                       |

**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.

|                                | Total Ballot Forms | No. of shares held (1) | No. of votes polled (2) | % of Votes 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                  | 9                  | 2246905                | 199                     | 0.008857                                            | 194                          | 5                          | 97.487437                                               | 2.512563                                              |
| <b>Total</b>                   | <b>10</b>          | <b>8993149</b>         | <b>6737598</b>          | <b>74.919230</b>                                    | <b>6737593</b>               | <b>5</b>                   | <b>99.999926</b>                                        | <b>0.000074</b>                                       |

**Resolution No. 3:**

To ratify appointment of Auditors, and to fix their remuneration

|                                    | 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/Public 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                      | 9                  | 2246905                | 199                     | 0.008857                                                  | 194                          | 5                          | 97.487437                                              | 2.512563                                             |
| Total                              | 10                 | 8993149                | 6737598                 | 74.919230                                                 | 6737593                      | 5                          | 99.999926                                              | 0.000074                                             |

**Resolution No. 4:**

Regularization and Appointment of Ms. Aashu Madhan as a Director of the Company

|                                    | 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/Public 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                      | 9                  | 2246905                | 199                     | 0.008857                                                  | 194                          | 5                          | 97.487437                                              | 2.512563                                             |
| Total                              | 10                 | 8993149                | 6737598                 | 74.919230                                                 | 6737593                      | 5                          | 99.999926                                              | 0.000074                                             |

**Resolution No. 5:**

Regularization and Appointment of Ms. Anita Malusare as a Manager and categorised as Key Managerial Personnel of the Company

|                                | 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/Public and Promoter   |                    |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| 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                  | 9                  | 2246905                | 199                     | 0.008857                                                   | 194                          | 5                          | 97.487437                                               | 2.512563                                              |
| Total                          | 10                 | 8993149                | 6737598                 | 74.919230                                                  | 6737593                      | 5                          | 99.999926                                               | 0.000074                                              |

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 29, 2015 is enclosed herewith.  
Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

**For Times Guaranty Limited**



Prajakta Powle  
Company Secretary

# Mehta & Mehta

## COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.  
TEL. : 022-6811 9896 □ E-mail : [dipti@mehta-mehta.com](mailto:dipti@mehta-mehta.com) □ Website : [www.mehta-mehta.com](http://www.mehta-mehta.com)

## AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

### 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

25<sup>th</sup> Annual General Meeting of the Members of Times Guaranty Limited held on  
Tuesday, September 29, 2015 at Babasaheb Dahanukar Hall, Maharashtra Chamber of  
Commerce, Industry & Agriculture, 'Oricon House', 6<sup>th</sup> Floor, 12, K. Dubhash Marg,  
Fort, Mumbai 400 001.

Dear Sir,

I, Mr. Anshul Kumar Jain, Practising Company Secretary and Partner, M/s. Mehta & Mehta, 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 Polling paper at the 25<sup>th</sup> 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:

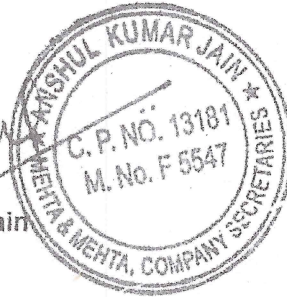
1. The Resolutions were transacted through remote e-voting and voting at the AGM through Polling paper. For the purpose of remote e-voting, the Company engaged the services of Central Depository Services (India) Limited (CDSL).
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Tuesday, September 22, 2015 (cut-off date).
3. The period for remote e-voting commenced on Saturday, September 26, 2015 (9.00 A.M. IST) and ended on Monday, September 28, 2015 (5.00 P.M. IST). Remote e-voting was blocked by CDSL at 5.00 P.M. IST on September 28, 2015.
4. The facility for voting through Polling paper was 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 Polling papers were diligently scrutinized.
6. The Polling papers were thereafter reconciled with the records maintained by the Company and the authorisations/ proxies lodged with the Company. The Polling 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' Ms. Rashi Gupta and Ms. Rupali Gondhalekar, 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](http://www.evotingindia.com).



8. The consolidated results of remote e-voting and voting through Polling paper at the AGM are enclosed as Annexure to this report.

Thanking you,  
Yours' faithfully,

Anshul Kumar Jain  
Scrutiniser  
FCS No : 5547  
CP No : 13181



Place : Mumbai  
Date : September 29, 2015

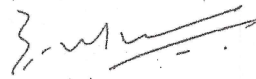
Enclosed: Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) in our presence on Tuesday, September 29, 2015.

  
Name : Ms. Rashi Gupta  
Address : S. S. Shravika Aashram  
Grant Road (E) 400008.

  
Name : Ms. Rupali Gondhalekar  
Address : A-6, Vijay Society  
Bhandup (E) 400042.

Countersigned by

  
Sivakumar Sundaram  
Chairman, Times Guaranty Limited

# Annexure

## Item No. 1: Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the audited Balance sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon

| 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 | 9                           | 6,737,593                             | 15                                      | 722                                   | 24                                | 6,738,315                                   | 99.9999%                                                |
| Votes against the resolution      | 1                           | 5                                     | -                                       | -                                     | 1                                 | 5                                           | 0.0001%                                                 |
| Invalid votes/ Abstain            | -                           | -                                     | -                                       | -                                     | -                                 | -                                           | -                                                       |

## Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Sivakumar Sundaram (DIN: 00105562) who retires by rotation and being eligible, offers himself for re-appointment.

| 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 | 9                           | 6,737,593                             | 15                                      | 722                                   | 24                                | 6,738,315                                   | 99.9999%                                                |
| Votes against the resolution      | 1                           | 5                                     | -                                       | -                                     | 1                                 | 5                                           | 0.0001%                                                 |
| Invalid votes/ Abstain            | -                           | -                                     | -                                       | -                                     | -                                 | -                                           | -                                                       |



**Item No. 3: Ordinary Resolution**

To Ratify appointment of Auditors, and to fix their remuneration

| Particulars                       | Remote e-voting             |                                       | Voting through ballot/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 | 9                           | 6,737,593                             | 15                                             | 722                                   | 24                                | 6,738,315                                   | 99.9999%                                                |
| Votes against the resolution      | 1                           | 5                                     | -                                              | -                                     | 1                                 | 5                                           | 0.0001%                                                 |
| Invalid votes/ Abstain            | -                           | -                                     | -                                              | -                                     | -                                 | -                                           | -                                                       |

**Item No. 4: Ordinary Resolution**

Regularization and Appointment of Ms. Aashu Madhan as a Director of the Company

| Particulars                       | Remote e-voting             |                                       | Voting through ballot/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 | 9                           | 6,737,593                             | 15                                             | 722                                   | 24                                | 6,738,315                                   | 99.9999%                                                |
| Votes against the resolution      | 1                           | 5                                     | -                                              | -                                     | 1                                 | 5                                           | 0.0001%                                                 |
| Invalid votes/ Abstain            | -                           | -                                     | -                                              | -                                     | -                                 | -                                           | -                                                       |



**Item No. 5: Ordinary Resolution**

Regularization and Appointment of Ms. Anita Malusare as a Manager and categorised as Key Managerial Personnel of the Company

| Particulars                       | Remote e-voting             |                                       | Voting through ballot/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 | 9                           | 6,737,593                             | 15                                             | 722                                   | 24                                | 6,738,315                                   | 99.9999%                                                |
| Votes against the resolution      | 1                           | 5                                     | -                                              | -                                     | 1                                 | 5                                           | 0.0001%                                                 |
| Invalid votes/ Abstain            | -                           | -                                     | -                                              | -                                     | -                                 | -                                           | -                                                       |

