



**TIMES GUARANTY**

# **TIMES GUARANTY LIMITED**

## **12th ANNUAL REPORT**

**For the year ended March 31, 2002**

Report  Junction.com

**TIMES GUARANTY LIMITED**

	<b>BOARD OF DIRECTORS</b> Mr. Ranjan Garg, <i>Chairman</i> Mr. D. N. Shukla, <i>Director</i> Mr. S. Sivakumar, <i>Director</i> Mr. P. M. Rao, <i>Director</i> Mr. Avinash Jain, <i>Director</i>
<b><u>CONTENTS</u></b> <b>Times Guaranty Limited</b> Notice to Meeting ..... 1 Directors' Report ..... 3 Auditors' Report ..... 12 Balance Sheet ..... 14 Profit and Loss Account ..... 15 Statement pursuant to Section 212 of the Companies Act, 1956 ..... 25 Cash Flow Statement ..... 26	<b>BANKERS</b> HDFC Bank Ltd United Bank of India  <b>AUDITORS</b> M/s. Haribhakti & Co. Chartered Accountants  <b>INTERNAL AUDITOR</b> M/s. V. B. Goel & Co. Chartered Accountants  <b>REGISTRAR &amp; TRANSFER AGENTS</b> M/s. Sharepro Services, Satam Estate, Chakala, Andheri (E), Mumbai - 400 099.
<b>Bennett Securities Limited</b> Directors' Report ..... 27 Secretarial Compliance Certificate ..... 27 Accounts and Auditors' Report ..... 30 <b>Consolidated Accounts</b> ..... 32	<b>REGISTERED OFFICE</b> The Times of India Building, Dr. D. N. Road, Mumbai - 400 001.

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

**Registered Office:** The Times of India Bldg., Dr. D.N. Road, Mumbai 400 001.

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of Times Guaranty Limited will be held at 9:30 a.m. on September 12, 2002 at Convention Hall, 4th Floor, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400 021 to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended March 31, 2002, the Balance Sheet as at that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. Sivakumar, who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s. Haribhakti and Co., Chartered Accountants, whose term expires at this Annual General Meeting, are eligible for re-appointment.

**Special Business:**

**Appointment of Director**

- 4 To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Mr. D. N. Shukla be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation."
- 5 To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Mr. Avinash Jain be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation."
- 6 To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:  
RESOLVED that pursuant to the provisions of Section 198, 269, 387 and other applicable provisions, if any, of the Companies Act, 1956, the Company does hereby accord its approval to the appointment of Mr. G. Ramaswamy, Assistant General Manager and Company Secretary, as "Manager" of the Company as defined in Section 2(24) of the Companies Act, 1956, in addition to his present designation, for a period of five years with effect from October 1, 2002, on following terms as to remuneration and perquisites as set out hereafter, with authority to the Board to finalise the terms with specific salary structure and annual increments. The Board is also authorised to alter and vary the terms and conditions in such manner as may be agreed to between the Board and Mr. G. Ramaswamy, within the range

stated below and subject to limits as contained in Schedule XIII of the Companies Act, 1956 or any amendments thereof and as may be permissible by law viz., salary, allowances, incentives, bonus etc, not exceeding Rs. 12,00,000 per annum or Rs. 1,00,000 per month.

In addition, following perquisites/payments/reimbursements will be made :

- Provident Fund and Superannuation Fund - Contribution to Provident Fund and Superannuation Fund as per rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961.
- Gratuity - As per rules of the Company.
- Provision of car, telephone at residence, mobile phone, and reimbursement of motor car expenses and telephone expenses as per rules of the Company.
- Loans as per rules of the Company.
- Medical reimbursement, leave travel concession, personal accident insurance, leave encashment etc as per rules of the Company.

Provided further that in the event of absence or inadequacy of profits in any financial year, during the tenure of his office, the minimum remuneration payable to the Manager during that year shall be governed by Schedule XIII of the Companies Act, 1956."

- 7 To consider and, if thought fit, to pass with or without modification the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 78, 100 and other applicable provisions, if any, of the Companies Act, 1956, Article 47 of the Articles of Association of the Company and subject to the confirmation of the High Court of Judicature at Mumbai, the Company do write off accumulated loss of Rs. 1,60,66,810 (Rupees one crore sixty lacs sixty six thousand eight hundred and ten) by utilizing the Share Premium account of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any question or difficulty that may arise with regard to giving effect to the aforesaid resolution or to carry out such modifications / directions as may be ordered by the High Court of Judicature at Mumbai to implement the aforesaid resolution."

By Order of the Board  
For Times Guaranty Limited

Place : Mumbai  
Date : June 27, 2002

Ranjan Garg  
Chairman

**TIMES GUARANTY LIMITED****NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE PROXY FORMS SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF THE COMMENCEMENT OF THE MEETING.
2. The register of members and the share transfer book of the Company will remain closed from September 6 to September 12, 2002 (both days inclusive).
3. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACTS, 1956:****ITEM NO. 4**

Mr. D. N. Shukla was appointed as Additional Director on November 26, 2001. He holds office till the end of the ensuing Annual General Meeting. A notice under Section 257 of the Companies Act, 1956 has been received from a member along with a deposit of Rs. 500 proposing his appointment as a Director retiring by rotation.

The Board of Directors recommends the resolution for approval of the shareholders, as an Ordinary Resolution.

None of the Directors, other than Mr. D. N. Shukla, are interested in the Resolution.

**ITEM NO. 5**

Mr. Avinash Jain was appointed as Additional Director on March 30, 2002. He holds office till the end of the ensuing Annual General Meeting. A notice under Section 257 of the Companies Act, 1956 has been received from a member along with a deposit of Rs. 500 proposing his appointment as a Director retiring by rotation.

The Board of Directors recommends the resolution for approval of the shareholders, as an Ordinary Resolution.

None of the Directors, other than Mr. Avinash Jain, are interested in the Resolution.

**ITEM NO. 6**

Mr. G. Ramaswamy, Assistant General Manager and Company Secretary, is a Chartered Accountant and has over 15 years experience in financial services sector. He joined the Company in December 2000 and has requisite experience to discharge his responsibility as "Manager" of the Company as defined in Section 2(24) of the Companies Act, 1956.

The Board of Directors recommends the resolution for approval of the shareholders, as Ordinary Resolution.

None of the Directors are interested in the Resolution.

**ITEM NO. 7**

The Company has earned a profit of Rs. 30.58 lacs for the financial year 2001-2002 but it has accumulated loss of Rs. 160.67 lacs as on March 31, 2002. Through capital reduction, the Company will be able to wipe off the entire accumulated loss against the Share Premium Account, which has a balance of Rs. 208.31 lacs. With this, the Company can present a clean and healthy balance sheet. This would help the Company in its future operations and increase its profitability as well as enable the Company in giving returns to the shareholders and enhance shareholder value.

The reduction of capital does not involve diminution of any liability in respect of unpaid capital or payment to any shareholder of any paid-up capital. The creditors of the Company are in no way affected by the proposed capital reduction.

Article 47 of the Article of Association of the Company provides for reduction of capital from time to time in any manner permitted by law.

The Board of Directors recommends the resolution for approval of the shareholders, as Special Resolution.

None of the Directors are interested in the Resolution.

By Order of the Board  
For Times Guaranty Limited

Place : Mumbai  
Date : June 27, 2002

Ranjan Garg  
Chairman

**BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER THE LISTING AGREEMENT**

**Mr. D. N. Shukla**, 75, is a Commerce Graduate and has 37 years of experience in the Banking Industry with international exposure. He retired as Executive Director of Bank of India. He was appointed as additional Director of the Company on November 26, 2001. He is the Chairman of the Audit Committee of the Company. He is also Director of Homi Mehta & Sons Ltd, Jaysynth Anthraquinone Ltd., Liberty Oil Mills Ltd., Simco Trading & Finance Co. Ltd and Smita Medical Products Ltd. He is a member of Audit Committee of Liberty Oil Mills Ltd.

**Mr. Avinash Jain**, 37, B.Com(Hons.), FCA, is a practicing Chartered Accountant and has over 10 years experience in the field of taxation and auditing. He was appointed as Additional Director of the Company on March 30, 2002. He is a member of the Audit Committee of the Company. He is also Director of Pranali Financial Services Private Limited.

**Mr. S. Sivakumar**, 36, is an M.Com, FCA & FICWA and has over 10 years experience in Finance and Accounts. He is Vice President, Finance, in Bennett, Coleman & Co. Ltd. He is Director of the Company from July 30, 1998. He is also Director of Bennett Securities Limited, Times Television Ltd, Banhem Financial & Investment Consultants Ltd, Times Infotainment Media Limited and Times Online Money Ltd. He is "Manager" as defined in Section 2(24) of the Companies Act, 1956, of Times Online Money Ltd and a member of Audit Committee of Times Online Money Ltd.

**DIRECTORS' REPORT**

The Directors present their report with the audited accounts of your Company for the year ended March 31, 2002.

**Operational Review and Management Discussion**

The summary financial results, as indicated below, compares the financial performance of the Company for the year ended March 31, 2002 with the results for the year ended March 31, 2001:

Particulars	[Rs. in lacs]	
	Year ended March 31, 2002	Year ended March 31, 2001
Total Income	186.29	312.36
Total Expenses	(151.97)	(280.85)
Gross Profit	34.32	31.51
Bad Debts and Provision for Diminution of Value of Investments and Impairment of Loans & Advances	(17.22)	(124.00)
Loss on Sale of Assets	(36.80)	(82.66)
Release from General Provision and Excess Provision Written-back	88.68	90.27
Depreciation and Lease Equalisation	(13.91)	(42.83)
Profit / (Loss) Before Tax	55.07	(127.71)
Provision for Tax and Adjustments for Deferred Tax	(0.08)	57.18
Profit / (Loss) for the Year after Tax	55.00	(70.53)
Prior Period Tax Adjustments	(24.41)	(120.72)
Profit / (Loss) for the Year after Adjustments	30.58	(191.25)

The total income decreased from Rs. 312.36 lacs for the year ended March 31, 2001 to Rs. 186.29 lacs for the year ended March 31, 2002. The reduction in the total income has been primarily due to completion of the tenure of old lease and hire purchase agreements and no fresh fund-based activities being undertaken by the Company during this year also.

During the current year, your Company focused primarily on the recovery of the asset portfolio. The Company has taken various legal and remedial actions for asset recoveries including recovery suits, winding up petitions and criminal complaints for dishonour of cheques. These cases are in various stages of completion. The legal recourse has resulted in recovery of dues amounting to Rs. 205.43 lacs while favourable results in most of the legal cases are expected in the subsequent years. The remedial actions for recoveries include restructuring, reschedulements, asset substitution / collateralization, foreclosures and repossessions.

The financial services sector is passing through a difficult stage with a number of constituents engaged primarily in recovery of past dues. The success of the strategies adopted by these companies depends to a large extent on the external environment and economic revival.

The setting up of asset reconstruction companies would lead to a focused management of the non-performing assets of banks and financial institutions. This could, in turn, lead to opportunities in reconstruction of viable units. Further, while the slow pace of legal formalities is daunting, recent proposals to initiate wide ranging and sweeping reforms in the judicial processes will have a positive impact on the recovery of dues.

Your Company continuously reviews the internal control systems and thereby ensures adequate and appropriate checks and balances in transaction management.

The number of employees was further optimized during the year in relation to the business levels and the current employee strength is considered adequate to handle the core business of your Company.

**Auditor's Observations**

With reference to paragraph II (f) of the Auditor's Report relating to recoverability of inter-corporate deposit, your Company expects to recover the amount stated in the balance sheet in view of the realizable value of the underlying security against the advance. The recoverability of this advance is further enhanced in view of the various legal steps initiated for the purpose.

**Subsidiary Company**

The accounts of your Company's subsidiary, Bennett Securities Limited are attached to this Report. The statement required under Section 212 of the Companies Act, 1956 is also attached to this Report as annexure.

**Fixed Deposits**

An amount of Rs. 4.21 lacs representing 35 fixed deposits, which have matured, have not been claimed by the depositors. Your Company has issued letters reminding the depositors to collect their deposits.

**Particulars of conservation of energy, technology absorption and foreign exchange earnings**

As your Company is not engaged in any manufacturing activities, there are no particulars to be furnished for conservation of energy and technology absorption. There were no foreign exchange earnings during the year.

**Personnel**

The statement of employees referred to in Section 217 (2A) of the Companies Act, 1956 is set out in the annexure to this Report.

**Directors' Responsibility Statement**

Pursuant to Section 217 (2AA) of the Companies Act, 1956 as inserted vide the Companies Amendment Act, 2000 your Directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2002 and of the profit of the Company for the year ended March 31, 2002.

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(iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(iv) The Directors have prepared the annual accounts on a 'going concern' basis.

**Stock Exchanges**

The equity shares of your Company are listed with The Stock Exchange, Mumbai, The National Stock Exchange of India Ltd., The Stock Exchange, Ahmedabad, The Delhi Stock Exchange Association Ltd. and the Madras Stock Exchange Ltd. The listing fees for the financial year 2002-2003 have been paid to all the above stock exchanges.

**Audit Committee**

In terms of the requirement of Clause 49 of the Listing Agreement, the Audit Committee was reconstituted on March 30, 2002 with Mr. D. N. Shukla, Mr. Avinash Jain, Mr. S. Sivakumar, Directors of the Company, as members of the Audit Committee. Mr. D. N. Shukla is the Chairman of the Audit Committee.

**Consolidated Accounts**

In accordance with the requirements of Accounting Standard AS - 21 prescribed by the Institute of Chartered Accountants of India, the Consolidated Accounts of the Company and its subsidiaries is attached to this report.

**Corporate Governance**

Your company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchanges, are complied with.

A separate report on Corporate Governance is attached as annexure to this Report, alongwith the auditor's certificate on the compliance.

**Directors**

Mr. D.N. Shukla and Mr. Avinash Jain were appointed as Additional Directors of your Company on November 26, 2001 and March 30, 2002 respectively, to hold office till the conclusion of the ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing their candidature for appointment to the office of Director of your Company in the ensuing Annual General Meeting.

Mr. S Sivakumar, Director of your Company, retires by rotation at the forthcoming Annual General Meeting of the Company and, being eligible, offers himself for re-appointment.

**Appointment of Manager**

The Board of Directors recommends to the shareholders, appointment of Mr. G. Ramaswamy, Assistant General Manager and Company Secretary, as "Manager" of the Company as defined in Section 2(24) of the Companies Act, 1956. The necessary details are given in the notice to annual general meeting.

**Appointment of Auditors**

M/s Haribhakti & Co., Chartered Accountants, auditors of the company, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment.

**Appointment of Internal Auditors:**

M/s. V.B. Goel & Co., Chartered Accountants, have been appointed as internal auditors of the Company with effect from October 1, 2001.

**OTHER INFORMATION:****Sale of Controlling Interest**

We have been informed by the principal shareholder of the Company, Bennett, Coleman & Co. Ltd., that it has terminated the agreement entered between them and Devonshire Capital (Mauritius) Limited for sale of controlling interest in your company.

**Reduction of Capital:**

The equity shareholders of the Company, at the 10th Annual General Meeting, had resolved to reduce the capital, which was approved by the High Court at Mumbai vide its order dated August 8, 2001. The Registrar of Companies, Maharashtra, registered the court order on October 10, 2001 and, accordingly, the Capital Reduction became effective on October 10, 2001.

As per the Capital Reduction scheme, new share certificates were to be issued in lieu of the old share certificates. For this purpose, November 19, 2001 was fixed as the Record Date in consultation with the regional stock exchange. In view of this, trading in old shares of the Company was stopped in the first week of November 2001. The Company has completed all the formalities with respect to listing of new shares and trading of the new shares has since commenced in June 2002.

As on March 31, 2002, Company has accumulated loss of Rs 160.67 lacs. Board of Directors recommend to the shareholders, further capital reduction, under which the Company will be able to wipe off the entire accumulated loss against the Share Premium Account, which has a balance of Rs. 208.31 lacs. With this, the Company can present a clean and healthy balance sheet. This would help the Company in its future operations as well as enable the Company in giving return to the shareholders and enhance shareholder value.

**Transfer of Unclaimed Share Application money**

As required under Sec 205C of the Companies Act, 1956, the Company has transferred the balance in share application money, which has remained unclaimed for more than seven years, to the Investor Education & Protection Fund established by the Central Government.

**Acknowledgments**

The Board of Directors thank the Company's promoters, customers, bankers and employees for their continued support.

For and on behalf of the  
Board of Directors,

Place : Mumbai  
Date : June 27, 2002

Ranjan Garg  
Chairman



## ANNEXURES TO THE DIRECTORS' REPORT

## Report On Corporate Governance

(Pursuant to Clause 49 of the Listing Agreement)

## 1 Company's Philosophy on Code of Governance

The Company's philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of its business and in meeting its obligations to shareholders. The Company fully understands the rights of its shareholders to information on the performance of the Company.

## 2 Board of Directors

## Composition and Size of the Board

The present strength of the Board is five. All the Directors are non-executive Directors. Two Directors are independent Directors.

Director	Executive / Non-Executive/Independent	No. of Outside Directorship(s)/Board Committees (Other than Times Guaranty Ltd)	
		Directorship	Committee
Mr. Ranjan Garg	Chairman, Non-Executive	8	2
Mr. S. Sivakumar	Non-Executive	5	1
Mr. P.M. Rao	Non-Executive	3	
(From June 28, 2001)			
Mr. D.N. Shukla	Non-Executive and Independent	5	1
(From November 26, 2001)			
Mr. Avinash Jain	Non-Executive and Independent	1	
(From March 30, 2002)			
Mr. C.R. Balasubramanian	Non-Executive	7	
(Upto June 28, 2001)			

## Number of Board Meetings

Seven Board Meetings were held during the financial year 2001-2002. The dates on which the Board Meetings were held were as follows:

June 28, 2001, July 30, 2001, September 29, 2001, November 26, 2001, November 29, 2001, February 7, 2002, March 30, 2002.

Attendance of each Director at the Board Meeting and Annual General Meeting held during the financial year 2001-02

Directors	No. of Board Meetings held after the appointment of respective Directors / till resignation of the Directors		Attendance at the Last AGM
	Held	Attended	
Mr. Ranjan Garg	7	6	Yes
Mr. S. Sivakumar	7	6	Yes
Mr. P.M. Rao	6	6	Yes
Mr. D.N. Shukla	4	3	Not a Director at the time of AGM
Mr. Avinash Jain	0	0	Not a Director at the time of AGM
Mr. C.R. Balasubramanian	1	0	Not a Director at the time of AGM

## Details of Directors Seeking Appointment / Re-appointment

Mr. D.N. Shukla, 75, is a Commerce Graduate and has 37 years of experience in the Banking Industry with international exposure. He retired as Executive Director of Bank of India. He was appointed as additional Director of the Company on November 26, 2001. He is the Chairman of the Audit Committee of the Company. He is also Director of Homi Mehta & Sons Ltd, Jaysynth Anthraquinone Ltd., Liberty Oil Mills Ltd., Simco Trading & Finance Co. Ltd and Smita Medical Products Ltd. He is a member of Audit Committee of Liberty Oil Mills Ltd.

## TIMES GUARANTY LIMITED

**Mr. Avinash Jain**, 37, B.Com(Hons.), FCA, is a practicing Chartered Accountant and has over 10 years experience in the field of taxation and auditing. He was appointed as additional Director of the Company on March 30, 2002. He is a member of the Audit Committee of the Company. He is also Director of Pranali Financial Services Private Limited.

**Mr. S.Sivakumar**, 36, is an M.Com, FCA, FICWA and has over 10 years experience in Finance and Accounts. He is Vice President, Finance, in Bennett, Coleman & Co. Ltd. He is Director of the Company from July 30, 1998. He is also Director of Bennett Securities Limited, Times Television Ltd, Banhem Financial & Investment Consultants Ltd, Times Infotainment Media Limited and Times Online Money Ltd. He is "Manager" as defined in Section 2(24) of the Companies Act 1956, of Times Online Money Ltd and a member of Audit Committee of Times Online Money Ltd.

### 3 Audit Committee

#### Terms of Reference and Composition:

The terms of reference of this Committee cover the matters specified for Audit Committees under Clause 49 of the Listing Agreement as well as under Section 292A of the Companies Act, 1956.

The Audit Committee was constituted under Section 292A of Companies Act 1956, on June 28, 2001 comprising of Mr. Ranjan Garg, Mr. S. Sivakumar and Mr. P. M. Rao. On November 26, 2001, Mr. D. N. Shukla was inducted into the Audit Committee and appointed as Chairman of the Audit Committee. During Financial Year 2001-2002, the Audit Committee met once on November 26, 2001 to consider half-yearly result for the six months ended September 30, 2001. All the member-Directors attended the Meeting. The statutory auditors were invitees to the Meeting.

In terms of the requirement of Clause 49 of the Listing Agreement, the Audit Committee was reconstituted on March 30, 2002 with the following Directors as members:

1. Mr.D.N. Shukla, Chairman of the Audit Committee (Non-executive and Independent Director)
2. Mr.Avinash Jain (Non-executive and Independent Director)
3. Mr.S. Sivakumar (Non-executive Director)

### 4. Remuneration Committee

No remuneration has been paid to any of the Directors, except sitting fees of Rs 9,000 paid to Mr. D N Shukla. Hence, Remuneration Committee, being a non-mandatory requirement has not been constituted.

### 5 Shareholders Committee

#### Composition

The Company had an Executive Committee comprising of its Directors, Mr. Ranjan Garg, Mr. S. Sivakumar and Mr. P. M. Rao to consider transfer of shares. On March 30, 2002, this Committee has been renamed as Shareholders' Grievances Committee which, apart from considering transfer of shares, shall also look into redressing shareholders' and investors' complaints. Mr. Ranjan Garg, a non-executive Director, is the Chairman of the Committee.

#### Name, Designation and Address of Compliance Officer:

Mr. G. Ramaswamy, Assistant General Manager & Company Secretary

#### Number of Complaints:

During the year 2001-02, Company's Registrar & Share transfer agent, M/s. Sharepro Services received 35 complaints and all the complaints have been resolved to the satisfaction of the shareholders. There were no transfer of shares pending as on March 31, 2002.

### 6. General Body Meetings:

AGM / EGM	Date	Venue	Time	No. of Special Resolutions passed
AGM	August 27, 2001	Bharatiya Vidya Bhavan, K. M. Munshi Marg, Chowpatty, Mumbai 400 007.	9.30 A.M	2
AGM	June 1, 2000	Yashwantrao Chavan Auditorium Pratisthan, General Jagannath Bhosale Marg, Mumbai 400 021.	10.00 A.M.	1
AGM	July 15, 1999	Bharatiya Vidya Bhavan, K.M. Munshi Marg, Chowpatty, Mumbai 400 007.	10.00 A M	Nil



**Annual Report 2001-2002**

The Special Resolutions were passed on show of hands and polls were not asked for. No postal ballots were used for voting at these meetings. At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by postal ballot.

**7. Disclosures**

There is no materially significant related party transactions made by the Company with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

The transactions with the related parties are disclosed in Note No. 11 of Schedule 14 to the accounts.

During the last three years no penalty/strictures have been imposed on the Company by either SEBI / Stock Exchanges or any statutory authority on any matter related to capital markets for non-compliance of any laws.

**8. Means of Communication**

Half-yearly report sent to each shareholder:

No

Quarterly results:

Which newspaper normally published:

1. The Economic Times
2. Maharashtra Times

Any website, where displayed:

No

Presentations made to Institutional Investors or to Analyst:

No

Whether Management Discussion & Analysis is a part of Annual Report or not:

Yes

**9. General Shareholder Information****AGM: Date, Time and Venue**

September 12, 2002, 9:30 a.m., Convention Hall, 4th Floor, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400 021.

**Financial Calendar**

April 2002 - March 2003

First Quarter results

Last week of July 2002

Half yearly results

Last week of November 2002

Third quarter results

Last week of January 2003

Results for the year ended

March 31, 2003

Last week of June 2003

Date of Book Closure

September 6 to 12, 2002 (both days inclusive)

Dividend Payment Date

Dividend not declared

Listing on Stock Exchanges:

The Company's securities are listed on the following 5 Stock Exchanges in India:

Name of Stock Exchange	Stock Code
The Stock Exchange, Mumbai	511559
National Stock Exchange of India Ltd.	TIMESGTY
Madras Stock Exchange Ltd.	TIMESGUARA
The Delhi Stock Exchange Association Ltd.	120115
The Stock Exchange, Ahmedabad	59979

The Company has paid annual listing fees to each of the above Stock Exchanges for the Financial Year 2002-2003.

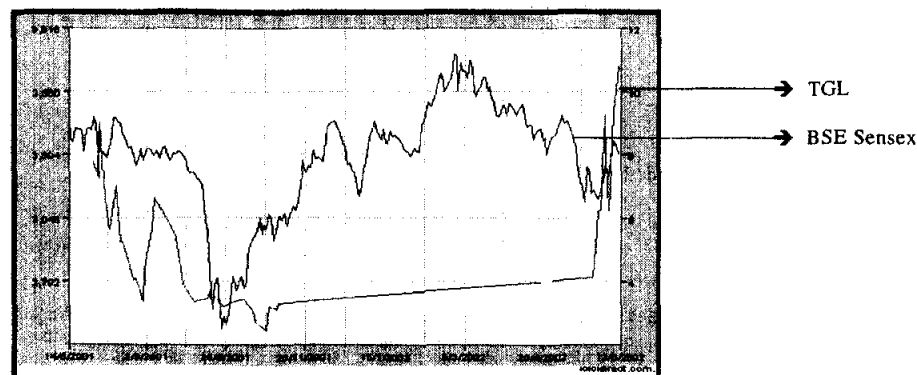
The Demat ISIN No. for NSDL and CDSL is: INE289C01025

**TIMES GUARANTY LIMITED****Market Price Data:**

Monthly Highs and Lows for the period April 2001 to March 2002

Month	The Stock Exchange, Mumbai		National Stock Exchange of India Ltd.	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-2001	7.00	5.30	7.50	6.00
May-2001	10.00	7.05	10.50	6.50
Jun-2001	8.50	6.25	10.25	5.10
Jul-2001	9.75	4.80	14.50	6.10
Aug-2001	7.40	4.15	8.50	3.80
Sep-2001	4.45	4.00	7.80	2.50
Oct-2001	4.75	3.25	13.00	3.90
Nov-2001	4.10	4.10	9.80	4.95
Dec-2001	*	*	*	*
Jan-2002	*	*	*	*
Feb-2002	*	*	*	*
Mar-2002	*	*	*	*

\* Note: The Company carried out Reduction of Capital as approved by the High Court, Mumbai and new share certificates were to be issued in lieu of the old share certificates. For this purpose, November 19, 2001 was fixed as the Record Date in consultation with the regional stock exchange. In view of this, trading in old shares of the Company was stopped in the first week of November 2001. The Company has completed all the formalities with respect to listing of new shares and trading of the new shares has commenced in June 2002.

**Stock Performance in Comparison to BSE Sensex****Registrar and Transfer Agents:**

M/s. Sharepro Services, Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracias Road, Chakala, Andheri (East), Mumbai 400 099. Tel: 022-8215168/8329828/8215991 • Fax: 8375646 and

912, Raheja Center, Free Press Journal Road, Nariman Point, Mumbai 400 021. Tel: 022-2825163/2881569 • Fax: 2825484

**Share Transfer System:**

All the transfers received are processed by the Registrar and Transfer Agents and are approved by the Executive Committee, now called "Shareholders' Grievances Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 to 30 days from the date of receipt, if the relevant documents are complete in all respects.