



**TIMES GUARANTY LIMITED**

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

**For the year ended 31<sup>st</sup> March, 2020**

## REPORT AND ACCOUNTS For the year ended 31<sup>st</sup> March, 2020

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### BOARD OF DIRECTORS

Mr. Sivakumar Sundaram	Chairman
Ms. Mitu Samar Nath	Director
Ms. Anita Malusare	Director
Dr. Arun Arora	Director
Mr. G. Ramaswamy	Director
Mr. Sameer Karulkar	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

**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 30<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Company will be held on Thursday, 24<sup>th</sup> September, 2020 at 11:30 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 5<sup>th</sup> Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, which shall be the deemed venue of the AGM.

**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, 2020 including the Audited Balance sheet as at 31<sup>st</sup> March, 2020, 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 Mr. Sivakumar Sundaram (DIN: 00105562) and Ms. Anita Malusare (DIN: 07773062), who retire by rotation and being eligible, offer themselves for re-appointment.
3. To appoint Vinod Kumar Jain & Co., Chartered Accountant, as Statutory Auditors of the Company and to fix their remuneration.

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder as amended from time to time, and based on recommendation of the Audit Committee and the Board of Directors of the Company, Vinod Kumar Jain & Co., Chartered Accountants, (Firm Registration No. 111513W), Mumbai be and is hereby appointed as Statutory Auditors of the Company, to hold the office for a term of 5 (five) consecutive years from the conclusion of the 30<sup>th</sup> Annual General Meeting (AGM) till conclusion of the 35<sup>th</sup> AGM (financial years 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25) on such remuneration as may be decided by the Board of Directors/ Audit Committee of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign all the necessary documents, applications and affidavits on behalf of the Company to be filed along with necessary e-forms

with Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

By Order of the Board

Registered Office:	Shweta Chaturvedi
5th Floor, Times Tower	Company Secretary
Kamala Mills Compound,	ACS-16550
Senapati Bapat Marg,	
Lower Parel,	
Mumbai-400013	
Dated: 13 <sup>th</sup> August, 2020	

**NOTES:**

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, permitted the holding of this AGM through VC/OAVM, without the physical presence of the Members at a common venue.

Central Depository Services (India) Limited (CDSL) shall be providing facility for voting through remote e-voting, participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting'. Issued by CDSL, are furnished as part of this Notice at point 21.

2. In compliance with applicable provisions of the Act read with the MCA Circulars, SEBI Circular dated 12<sup>th</sup> May, 2020 and the SEBI LODR, the AGM of the Company is being conducted through VC/ OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI LODR and Clause 1.2.5 of the Secretarial Standard on General Meet-

# TIMES GUARANTY LIMITED

ings Notice ("SS-2") by ICSI, with respect to Item No. 2 is also annexed hereto.

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/ Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM along with specimen signature of authorised representative(s) by e-mail to corporate.secretarial@timesgroup.com before the commencement of the 30<sup>th</sup> AGM.

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote there at.

6. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited (RTA) having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083.
8. In case of joint holders attending the 30th AGM, the member whose name appears as the first holder in the order of names as per Register of Mem-

bers will be entitled to vote, provided the votes are not already cast by remote e-voting.

9. Electronic Dispatch of Notice and Annual Report:

In line with the MCA General Circular dated 5<sup>th</sup> May, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020, the Notice of the AGM alongwith the Annual Report for the Financial Year 2019-2020 is being sent only through electronic mode to those Members whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / CDSL as at the close of business hours on 21<sup>st</sup> August, 2020 and who have registered their email id with the Company/ Depositories.

A copy of the Notice of this AGM alongwith the Annual Report is available on the website of the Company at [www.timesguarantylimited.com](http://www.timesguarantylimited.com), websites of the Stock Exchanges where the Equity Shares of the Company are listed, viz. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). For any communication, the Members may also send a request to the Company's investor email id: [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com). The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2019-2020 and the Notice of AGM, to any Member.

10. For receiving all communication (including Notice and Annual Report) from the Company electronically: (a) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com) or to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.

11. Book Closure

The register of members and share transfer books of the Company will remain closed from Friday, 18<sup>th</sup> September, 2020 to Thursday, 24<sup>th</sup> September, 2020, (both days inclusive) for the purpose of AGM.

12. Transfer of Shares Permitted in Demat Form Only:

As per Regulation 40 of the SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks asso-

ciated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of RTA to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.aspx> for further understanding of the demat procedure.

13. Members are requested to:

- update the changes, if any, in their registered addresses/bank mandates;
- Opt for NACH / NEFT / RTGS facility by providing latest and correct bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant;
- quote their folio numbers/ Client ID and DP ID in all correspondence;
- consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names
- Avail nomination facility;
- Provide Permanent Account Number, if not already provided;

For the above purposes,

(i) shareholders holding shares in electronic mode may approach their respective depository participants (DP) and

(ii) shareholders holding shares in physical mode can approach the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

14. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com) from 16th September, 2020 (9:00 A.M. IST) to 18th September, 2020 (5:00 P.M. IST). Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com) mentioning their name, DP ID and Client ID/folio number, PAN, mobile number from 16<sup>th</sup> September, 2020 (9:00 A.M. IST) to 18<sup>th</sup> September, 2020 (5:00 P.M. IST). These queries will be replied to by the company suitably by email Id

[corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com).

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 24<sup>th</sup> September, 2020. Members seeking to inspect such documents can send an email to Company's email id: [corporate.secretarial@timesgroup.com](mailto:corporate.secretarial@timesgroup.com).
16. Members are requested to support the Green Initiative by registering/ updating their e- mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form).
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee

and Stakeholders

Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

19. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
20. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars.
21. Information and other instructions relating to Remote E-Voting and E-Voting during AGM are as under:

A. Remote E-Voting through Electronic Means (EVSN 200819018)

(i) The voting period begins on Monday, September 21, 2020 from 9.00 A.M. and ends on Wednesday, September 23, 2020, 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 Thursday, September 17, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on "Shareholders" module.

(v) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed

and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</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 (v).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLU-

TION 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.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

#### **xx) Note for Non – Individual Share holders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporate.secretarial@timesgroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at corporate.secretarial@timesgroup /RTA email id at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
2. Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.

#### **B. Attending the Annual General Meeting**

1 Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

## C. E-voting at the Meeting through Electronic Means

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
22. Scrutinizer for E-Voting and Declaration of Results:

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, have been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than forty-eight hours from conclusion of the Meeting.

The Results declared along with the consolidated

Scrutinizer's Report shall be hosted on the website of the Company at [www.timesguarantylimited.com](http://www.timesguarantylimited.com) and on the website of CDSL at <http://www.evotingindia/> immediately after the Results are declared and will simultaneously be forwarded to BSE Limited and the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, 24th September, 2020, subject to receipt of the requisite number of votes in favour of the Resolutions.

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: 13<sup>th</sup> August, 2020.



**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.

<b>Name of the Director</b>	<b>Ms. Anita Malusare</b>	<b>Mr. Sivakumar Sundaram</b>
Date of Birth	5 <sup>th</sup> April, 1966	23 <sup>rd</sup> July, 1966
Age	54	54
Date of first appointment on the Board	29 <sup>th</sup> March, 2017	30 <sup>th</sup> July, 1998
Specialized Expertise	Finance and Accounts	Finance, Sales & Marketing, Business development, M & A, Corporate Strategy & Planning
Qualifications	MBA Finance & M. Com	FCA & FCWA
Remuneration sought to be paid and the remuneration last drawn	As mentioned in the Corporate Governance Report	Nil
Relationship between Directors and KMPs inter se	Nil	Nil
Directorship of other Companies* as at 31 <sup>st</sup> March, 2020	Nil	4
Chairmanship/Membership of other Committees** as on 31 <sup>st</sup> March, 2020	Nil	2
No. of shares held in the Company as at 31 <sup>st</sup> March, 2020	51	Nil
Number of Meetings of Board attended during the year	4	2

\*Excludes Private/Foreign /Section 8 Companies.

\*\*Only Audit and Stakeholders Relationship Committees are considered

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 30<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2020.

### 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.

#### Economy

##### Global Economy

For Financial Year (FY) 2020, the global growth is at 2.9% with advanced economies having growth of 1.7% while emerging and developing economies having growth of 3.7% with India's growth at 4.2%. With the onset of the COVID-19 pandemic in the last quarter of FY 2020, there is a high and rising human cost worldwide. Fiscal and monetary authorities are increasingly stepping up the level of support to their respective economies. The global capital markets have continued to function well through the current period of significant market volatility, interest rate cuts and diverse global stimulus packages.

##### Outlook

This health crisis, never seen before, has posed definite challenges on economic activity. The uncertainty from COVID-19 will remain for the foreseeable future. Banks and capital markets institutions have no choice but to remain hyper vigilant and rewrite their business continuity playbooks as circumstances change. While it is reassuring to see some aggressive fiscal and monetary policy responses around the world already, clarity on how these actions will stabilize markets and accelerate the path to normalcy is slowly emerging, and in some cases yet to emerge.

##### Domestic Economy

In India, growth softened in 2019 as economic and regulatory uncertainty, together with concerns about the health of the non-banking financial sector, weighed on demand. The GDP growth for 2019-20 touched 4.2% vis-à-vis 6.1% in 2018-19. During the year under review, headline Consumer Price Index (CPI) inflation had moved up to 7.6% in January 2020, highest since July 2014.. It is expected that inflation may recede except for any supply disruptions and settle well below the 4% mark by the second half of Financial Year (FY) 2020-21. In its 7th bi-monthly monetary policy, Reserve Bank of India continuing with its measures to alleviate financial stress, announced additional measures to provide liquidity support which apart from reducing

the policy rates and injecting liquidity also permitted providing moratorium by financial institutions to its customers. The Reserve Bank cut policy rates taking the key repo rate to its lowest ever 4%. India's wholesale prices posted biggest fall in more than four years, signaling weak demand, and opening room for the Reserve Bank to further cut interest rates.

#### Industry Overview

The NBFC sector continued to experience liquidity problems in the FY 2019-20 with the spreads over the G-Sec also continuing to widen for the sector. The risk-appetite further weakened in the second-half of FY 2019-20 due to uncertainties caused by Corona Virus (COVID-19). This led to funding primarily being available to companies having strong parentage, brand and business model, robust corporate governance and conservative ALM.

#### Financial Highlights of the Company

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2020 is summarized as below:

(Rs. in Lakhs)

Particulars	Financial year ended 31 <sup>st</sup> March, 2020	Financial year ended 31 <sup>st</sup> March, 2019
Total Income	237.59	295.46
Less: Total Expense	67.84	57.01
<b>Profit / (Loss) before Tax</b>	<b>169.75</b>	<b>238.45</b>
Less: Tax Expense		
Current Tax	37.84	74.11
Short / (Excess) Provision for earlier years	0.17	0.00
<b>Profit / (Loss) for the year after Tax</b>	<b>131.74</b>	<b>164.34</b>

Key Financial Ratios	Financial year ended 31 <sup>st</sup> March, 2020	Financial year ended 31 <sup>st</sup> March, 2019	Change
Current Ratio	6.18	0.32	19 times
Operating Profit Margin	0.71	0.81	0.10%
Net profit Margin	0.55	0.56	0.01%

Current Ratio was significantly high in this year as compared to the previous year due to Increase in Bank Balance compare to last year (Bank Balance high due to