



## **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on Thursday, 28th September, 2017 at 4.00 p. m. at ASHA NIVAS, No.9, Rutland Gate 5th Street, Chennai– 600 006 to transact the following business.

### **ORDINARY BUSINESS**

#### **Item No.1**

##### **Adoption of financial statements**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2017 and the reports of the Board of Directors (the Board) and Auditors thereon and in this connection to consider and if deemed fit, to pass the following Resolution as **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2017, the Report of the Auditors thereon and the Report of the Board of Directors for the financial year ended 31st March 2017, placed before the 31st Annual General Meeting be and are hereby received and adopted”.

#### **Item No.2**

##### **Appointment of Shri Sundar Iyer as a Director liable to retire by rotation**

To appoint Mr.Sundar Iyer, (DIN 00481975) who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment and in this connection to consider and if deemed fit, to pass the following Resolution as **Ordinary Resolution:**

**“RESOLVED THAT** Mr.Sundar Iyer, (DIN 00481975) be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

#### **Item No.3 -**

##### **Appointment of Auditors**

To ratify the appointment of the auditors of the Company and to fix their remuneration and to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provision of Sections 139, 141, 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the appointment of Messrs. Lakhani & Lakhani, Chartered Accountants, (Registration Number 115728W), Mumbai as the Statutory Auditors of the Company, made for the period of 5 years at the earlier Annual General Meeting held on 17.07.2015 be



and is hereby ratified and that the said firm of Auditors shall hold the office from the conclusion of this meeting until the conclusion of 32nd Annual General Meeting to audit the Financial Statements of the Company for the Financial year ending 31.03.2018 on a remuneration as may be determined by the audit committee in consultation with the auditors and that such remuneration be paid on a progressive billing basis as may be agreed upon between the Statutory Auditors and the Board of Directors of the company”.

## **SPECIAL BUSINESS**

### **Item No.4 - Appointment of Secretarial Auditors**

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 204 and all other applicable provisions, if any, of the Companies Act, 2013, M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, having office at “Murugesu Naicker Complex, No.81, Greams Road, Chennai-600006 be and is hereby appointed as Secretarial Auditors of the company in order to furnish Secretarial Audit Report for the financial year ending 31.03.2018 as required under the provisions of said section on a remuneration as may be determined by the audit committee in consultation with the auditors and that such remuneration be

paid as may be agreed upon between the Secretarial Auditors and the Board of Directors of the company”

### **Item No.5 - Approval of Related Party Transactions**

To approve related party transaction and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of SEBI (LODR) Regulations, 2015 and of the Listing Agreement of the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for transacting through M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) as a business client for executing trades in CAPITAL MARKET SEGMENT AND DERIVATIVES TRADING IN SHARES (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI and which falls under the definition of material related party transaction during the financial year 2017-18, on the terms as briefly mentioned in the explanatory statement to this resolution.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to all acts, deeds and things which was done and documents executed in connection with such material related party transaction”.



**Item No.6 -  
Appointment of Independent Director Ms. Dipti Dinesh Sakpal**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms.Dipti Dinesh Sakpal, (DIN 07305797) who was appointed as Additional Director of the Company with effect from 18th April 2017 and who holds office till the date of AGM and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act,2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company and to hold office for a term of 5 years up to 17th April 2022, not liable to retire by rotation”.

**By Order of the Board**

**Place: Mumbai**

**Date: 28th August 2017**

**A. V. M. SUNDARAM**

**Company Secretary**



## NOTES:

- a) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item No. 4, 5 & 6 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 & 6 of the Notice, are also annexed.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
- c) The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 31st annual general meeting of the company.
- d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company in advance.
- e) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letter head of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- f) **The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith to attend the Meeting.**
- g) **Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Tuesday, 26th September 2017 to Thursday, 28th September 2017 (both days inclusive) for the purpose of Annual General Meeting.**



- h) In accordance with the provisions of Section 191 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI ( LODR ) Regulations, 2015, this Notice and the Annual Report of the Company for the financial year 2016-17 are being sent by e-mail to those Members whose e-mail address are available with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the company by the Depositories.
- i) Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their respective Depository Participant(s) and to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186270 Fax: +91 22 49186060, quoting their Folio Number(s).
- j) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
- k) Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.
- l) All documents referred to in the accompanying Notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.
- m) With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
- n) Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.



**o) Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund.**

The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund as on 31st March 2017.

p) The route map showing directions to reach the venue of the 31st Annual General Meeting is annexed.

**q) Voting through Electronic Means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

VI. The remote e-voting period commences on 25th September 2017 (9:00 am) and ends on 27th September 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**V. The process and manner for remote e-voting are as under:**

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**



- (i) Open email and open PDF file viz; “TCMS Limited remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
  - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” of TWENTYFIRST CENTURY MANAGEMENT SERVICES LTD”.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [lakshmmi6@gmail.com](mailto:lakshmmi6@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:**
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
 EVEN (Remote e-voting Event Number) USER ID  
 PASSWORD/PIN \_\_\_\_\_



- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).  
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September 2017,
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 21st September 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (C.P.No.1087, FCS 3534) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.





XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.tcms.bz](http://www.tcms.bz) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai and NSEIL, Mumbai, where the shares of the company are listed, for placing the same on their website.

**MEMBERS HOLDING EQUITY SHAES  
IN ELECTRONIC FORM AND PROXIES  
THEREOF ARE REQUESTED TO BRING  
THEIR DP ID AND CLIENT ID FOR  
IDENTIFICATION**



**INFORMATION AS REQUIRED UNDER REGULATION 36 (3) SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING REAPPOINTED / APPOINTED**

|  |  |
|--|--|
| Particulars of Directors   | Mr. Sundar Iyer  |
| Date of Birth  | 28th October 1950  |
| Date of Appointment  | 10th February 1994 (Re-appointed on 17th July 2015)  |
| Qualifications   | B.Com  |
| Expertise in specific functional areas   | Experienced in Stock Market Operations since 1985  |
| Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)   | TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED<br>TWENTYFIRST CENTURY REALTY LIMITED<br>PALANI ANDAVAR HOLDINGS PRIVATE LIMITED<br>SIDDHARTH KARTHIK SECURITIES PRIVATE LIMITED<br>LUBRICANTS & ALLIED PRODUCTS PRIVATE LIMITED<br>TWENTY FIRST CENTURY MONEY GROWTH FUND LIMITED |
| Chairmanships / Memberships Of Committees of other Public Companies<br>i. Audit Committee<br>ii. Stakeholders Relationship Committee<br>iii. Nomination and Remuneration Committee | Member of the following Committees of Twentyfirst Century Shares and Securities Limited<br><br>1) Audit Committee<br>2) Nomination and Remuneration Committee  |
| Number of shares held in the Company   | 3767280 (35.88%)   |



|  |   |
|--|---|
| Particulars of Directors   | Ms. Dipti Dinesh Sakpal   |
| Date of Birth  | 4th March 1984  |
| Date of Appointment  | 18th April 2017   |
| Qualifications   | Graduate in Science and holds Master of Management Science from the University of Mumbai (Jamnalal Bajaj Institute)   |
| Expertise in specific functional areas   | Experienced in Marketing and Administration   |
| Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)   | TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED   |
| Chairmanships / Memberships Of Committees of other Public Companies<br>i. Audit Committee<br>ii. Stakeholders Relationship Committee<br>iii. Nomination and Remuneration Committee | Member of the following Committees of Twentyfirst Century Shares and Securities Limited<br><br>1) Audit Committee<br>2) Nomination and Remuneration Committee |
| Number of shares held in the Company   | Nil   |

By Order of the Board

Place: Mumbai

A. V. M. SUNDARAM

Date: 28<sup>th</sup> August 2017

Company Secretary



**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102  
OF THE COMPANIES ACT, 2013**

**Item No. 4**

In terms of Section 204 of the Companies Act, 2013 all the listed companies are mandated to appoint a Company Secretary in Whole Time Practice for the purpose of obtaining Secretarial Audit Report for the financial year ending 31.03.2018.

Hence the resolution for appointing M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, Chennai is being placed before the Shareholders for approval.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos. 4.

**Item No. 5**

The major activity of the company is INVESTMENT IN SHARES AND TRADING IN SHARES AND DERIVATIVES. This requires purchase and sale of shares through NSEIL and STOCK EXCHANGE, MUMBAI. The expected annual brokerage payable to M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) will be to the extent of Rs.100 lacs (based on the previous year's turnover and business transacted). The company will be charged brokerage @0.01% for derivative transactions and @0.05% for cash market transactions along with other statutory charges like STT, Stamp Duty, etc as is applicable to similar business clients of M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai).

Even though the provisions of Companies Act, 2013 regarding related party transactions are not attracted to such transaction it becomes a material related party transaction by virtue of SEBI (LODR) Regulations 2015. The transaction executed with M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) as a business client for executing trades in CAPITAL MARKET SEGMENT AND DERIVATIVES TRADING IN SHARES (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI, is in the ordinary course of business and at arm's length basis. Therefore the approval of the shareholders is being sought in compliance to the provisions of SEBI (LODR) Regulations 2015.



None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Shri Sundar Iyer (Promoter and Chairman of our company), Promoter of M/s. SI BROKING AND INVESTMENTS LIMITED is concerned or interested, financially or otherwise, in these Resolutions. The Board recommends this Resolution for your Approval.

#### **Item No. 6**

Ms. Dipti Dinesh Sakpal is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on 18th April 2017. Ms. Dipti Dinesh Sakpal is a Member of the Shareholders/Investors Grievance and Share Transfer Committee, of the Board of Directors of the Company.

Ms. Dipti Dinesh Sakpal is not a Director in any other company. She does not hold by herself or for any other person on a beneficial basis, any shares in the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Dipti Dinesh Sakpal being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of 5 years upto 17th April 2022. A notice of candidature has been received from a member proposing Ms. Dipti Dinesh Sakpal as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs. 1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Ms. Dipti Dinesh Sakpal fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and are independent of the management. Copy of the draft letter for appointment of Ms. Dipti Dinesh Sakpal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any day.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Dipti Dinesh Sakpal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Dipti Dinesh Sakpal as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Dipti Dinesh Sakpal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6.



**Important Communication to Members:** The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies through electronic mode. The Companies are now permitted to send various notices/ documents including annual reports to its Members through electronic mode to their registered e-mail address. To support this initiative of the Government, the Members are requested to notify their e-mail address, including any change thereof, to their DPs (for shares held in dematerialised form) or to the RTA (for shares in physical form) of the Company viz., Link Intime India Pvt. Limited in order to enable the Company to send all the future notices and documents

**TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED**

**Regd.Office:** NO.67, OLD NO.28-A, DOOR NO.G-3.ELDAMS ROAD, Alwarpet,  
Chennai - 600 018

TELEPHONE +91 44 42030149, FAX +91 44 24328452

WEBSITE:www.tcms.bz; e-mail: Invesotrs@tcms.bz

**CIN: L74210TN1986PLC012791**

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE  
ENTRANCE OF THE VENUE FOR AGM

|  |  |
|--|--|
| Name and address<br>of the registered member |  |
| Folio No./DP ID No./<br>Client ID No.        |  |
| No. of Shares                                |  |

I hereby record my presence at the 31st Annual General Meeting of the Company to be held on Thursday, 28th September 2017 at 4.00 p. m. at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai - 600 006

**Signature of the Member/Joint Member/Proxy attending the Meeting**

| Electronic Voting Event Number<br>(EVEN) | User ID | Password |
|--|---------|----------|
|  |         |          |

**Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.**



**TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED**

**Regd.Office:** NO.67, OLD NO.28-A, DOOR NO.G-3.ELDAMS ROAD, Alwarpet,  
Chennai - 600 018

TELEPHONE +91 44 42030149, FAX +91 44 24328452

WEBSITE:www.tcms.bz; e-mail: Invesotrs@tcms.bz

**CIN: L74210TN1986PLC012791**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                             |  |
|-----------------------------|--|
| CIN                         | <b>L74210TN1986PLC012791</b>   |
| Name of the Company         | <b>TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED</b>                   |
| Registered Office           | NO.67, OLD NO.28-A, DOOR NO.G-3.ELDAMS ROAD, Alwarpet, Chennai - 600 018 |
| Name of Member(s)           |  |
| Registered Address          |  |
| Email ID                    |  |
| Folio No./ DP ID –Client ID |  |

I/We, being the Member(s) of and hold/holds \_\_\_\_\_ shares of above named Company, hereby appoint:

(1) Name.....Address:.....  
 Email ID:.....Signature..... Or  
 failing him/her

(2) Name.....Address:.....  
 Email ID:.....Signature..... Or  
 failing him/her

(3) Name.....Address:.....  
 Email ID:.....Signature..... Or  
 failing him/her





as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Thursday, 28th September 2017 at 4.00 p. m. at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai - 600 006 and at any adjournment there of in respect of such resolutions:

| Resolution Number        | Resolution  | Vote |         |         |
|--------------------------|---|------|---------|---------|
|                          |   | For  | Against | Abstain |
| <b>Ordinary Business</b> |   |      |         |         |
| 1                        | Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2017 including audited Balance Sheet as at 31 March, 2017 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon. |      |         |         |
| 2                        | Re - appointment of Mr. Sundar Iyer (DIN 00481975), as Director who retires by rotation and, being eligible, offers himself for re-appointment.   |      |         |         |
| 4                        | Ratification of the Appointment of Messrs. Lakhani & Lakhani, Mumbai, Chartered Accountants, (Registration Number 115728W), as Statutory Auditors of the Company), the retiring Auditors of the Company.  |      |         |         |
| <b>Special Business</b>  |   |      |         |         |
| 4                        | Appointment of M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, as Secretarial Auditors of the company for the financial year ending 31.03.2018.  |      |         |         |
| 5                        | Approval for material related party transaction during the financial year 2017-18 on the terms as briefly mentioned in the explanatory statement to this resolution.  |      |         |         |
| 6                        | Appointment of Ms. Dipti Dinesh Sakpal DIN (07305797) as Independent Woman Director for a period of 5 years till 17th April 2022  |      |         |         |

Signed this.....day of..... 2017

Signature of Member(s): .....

Signature Of Proxy  
holder(s).....

Affix  
Revenue  
Stamp of  
Re. 1/-



**Notes:**

1. This form of proxy in order to be effective should be duly stamped, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

It is optional to indicate your preference. If you leave columns 'For, Against, Abstain' blank against all or any of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

2. For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 31st Annual General Meeting.

3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.