

**TWENTYFIRST CENTURY
MANAGEMENT SERVICES LTD**



**NOTICE FOR 38th ANNUAL GENERAL
MEETING ON 8th AUGUST 2024**

**TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED**

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CIN: L74210TN1986PLC012791

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting (AGM) of the members of TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED ("the Company") will be held on Thursday, 8th August 2024 at 4:00 p.m. IST through Video Conferencing / Other Audio Visual Means (VC) to transact the following business :

ORDINARY BUSINESS**Item No.1 Adoption of Financial Statements**

To receive, consider and adopt the Financial Statements (Standalone and Consolidated Financial Statements) of the Company for the financial year ended 31st March 2024, including the Statement of Profit & Loss of the Company for the year ended on that date, along with the reports of the Board of Directors (the Board) and Auditors thereon.

Item No. 2 To declare a Final Dividend on Equity Shares for the financial year 2023-24.

To declare a final dividend of Rs.2/50p per share of the face value of Rs.10 each (@25%) for the financial year 2023-24 and pass the following resolution:

"RESOLVED THAT a final dividend of Rs.2/50p per share of the face value of Rs.10 each (@25%) to the shareholders of the Company for the year ended 31st March 2024 as recommended by the Board, be and is hereby approved."

Item No.3 Re-appointment of Mr.Sundar Iyer as a Director liable to retire by rotation

To appoint Mr.Sundar Iyer, (DIN 00481975) who retires by rotation, and being eligible, offers himself for re-appointment.

Shareholders are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Sundar Iyer (DIN00481975) as a Director, who is liable to retire by rotation."

Item No.4 - Re-appointment of Statutory Auditors and fix their remuneration.

To consider and if thought fit to pass the following resolution with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Shankar & Kishor, Chartered Accountants (Firm Registration No. 112451W) having office at 501, 5th Floor, T-Square,(Opp. Chandivali Petrol Pump) Saki Vihar Road, Powai, Mumabi - 400072 be and is hereby re-appointed as the Statutory Auditors of the company, for a second term of 5 years commencing from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 43rd Annual General Meeting (AGM), subject to ratification by members every year, as applicable, at



such remuneration and out of pocket expenses, as may be decided (based on the recommendations of the audit committee) by the Board of Directors of the company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively”

SPECIAL BUSINESS

Item No.5- Approval of Related Party Transactions

To consider and approve related party transactions and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“Resolved that pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 released by SEBI dated January 08, 2016, section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made there under, including any amendment, modification, variation or re-enactment thereof for the time being in force and on the basis of approval of the Audit Committee, the consent of the company be and is hereby accorded for related party transactions to be entered by the company as per chart appended below.

S. No.	Name of the Related Party	Transactions defined u/s 188 of the Companies Act, 2013 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Value of Transaction	Period
1.	M/s. SI INVESTMENTS AND BROKING PRIVATE LIMITED	BROKING SERVICES For execution of trades in BSE & NSE in Cash and Derivatives Segment as a Business Client	Brokerage and other charges upto Rs.150 lacs	1st April 2024 to 31st March 2025
2.	M/s.Lubricants & Allied Products Mfg. Co. Pvt. Ltd.	Contract for offering services as a business centre	Service Charges of Rs.23,000 per month plus applicable statutory charges	1st April 2024 to 31st March 2025
3.	M/s. Twentyfirst Century Shares and Securities Limited	Received for business services rendered	Service Charges of Rs.50,000 per month plus applicable statutory charges	1st April 2024 to 31st March 2025
4.	Mr.Sundar Iyer – Chairman & CEO of the company	Short Term Interest Loan with Simple Interest @10% per annum	Borrowings upto Rs.1000 lacs	1st April 2024 to 31st March 2025
5.	Mr. Karthik Iyer – Managing Director of the company	Short Term Interest Loan with Simple Interest @10% per annum	Borrowings upto Rs.2000 lacs	1st April 2024 to 31st March 2025

Resolved further that to give effect to the said resolution the Board of Directors /Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to



giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.

Item No.6: To approve continuation of directorship of Mrs.Raghavan Suguna (DIN: 06601230), as Non-executive Independent Director in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee of the Board, and the Board of Directors, and provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for the continuation of appointment of Mrs. Raghavan Suguna (holding DIN : 06601230), as an Independent Director (under Non-Executive category) of the Company for the said term of five (5) years who was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 18 April, 2022 ending 17 April, 2027, not liable to retire by rotation, notwithstanding that on June 04, 2025 Mrs. Raghavan Suguna attains the age of 75 years during the aforesaid tenure.”

“RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of all necessary returns with the Registrar of Companies, and to make necessary entries in the statutory records and registers of the Company in relation to continuation of aforesaid person as an Independent Director on the Board of the Company.”

Item No.7: Continuation of Appointment of Mr. Sundar Iyer (DIN: 00481975), as a Whole-Time Director of the Company in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee of the Board, and the Board of Directors, and provisions of Sections 149, 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications, enactments or re-enactments, thereof for the time being in force), and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the consent of the members of the Company be and is hereby accorded for the continuation of Mr. Sundar Iyer (DIN: 00481975), as a Whole-Time Director of the Company for the said period of five (5) years who was re-designated as Whole-Time Director of the Company with effect from 1st September 2023 for a period of 5(five) years, subject to retirement by rotation, notwithstanding that Mr. Sundar Iyer has attained the age of 70 years during the aforesaid tenure.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary,



proper or expedient to give effect to this resolution including filing of all necessary returns with the Registrar of Companies, and to make necessary entries in the statutory records and registers of the Company in relation to continuation of aforesaid person as an Independent Director on the Board of the Company.”

Place: Mumbai
Date: 4th July 2024

By Order of the Board
A. V. M. SUNDARAM
Company Secretary

NOTES:

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

Link Intime India Pvt. Ltd., Registrar & Transfer Agent of the Company shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 20 below.

2. 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 Companies Act, 2013.
3. The relevant details pursuant to regulations 26(4) and 36(3) of SEBI Listing Regulations and Secretarial Standard on general meetings issued by the Institute of company Secretaries of India, in respect of directors seeking re-appointment at this AGM is annexed.
4. **Final Dividend for FY 2023-24:** The Board of Directors, at its meeting held on 4th June 2024, has recommended a Final Dividend of Rs. 2.50/- per share. The record date for the purpose of payment of Final Dividend will be Friday, 26th July 2024 (“Record Date”). Final Dividend, if approved by the Members at this Meeting, will be directly credited to the bank accounts of the shareholders as on the Record Date. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details & specimen signature (“KYC”) and choice of Nomination. Further, relevant FAQs published by SEBI on its website can be viewed at the following link:

https://www.sebi.gov.in/sebi_data/faqfiles/jan2024/1704433843359.pdf

Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 to update KYC and choice of Nomination (in case the same are not already updated), to Link Intime India Private Limited, C-101, 247 PARK, LBS MARG, VIKHROLI - WEST, MUMBAI-400083 who are the Company’s Registrar and Share Transfer Agents, so as to reach them latest by the Record Date i.e. Friday, July 26, 2024. Alternatively, members may send the documents by email to Link Intime India Private Limited at mumbai@linkintime.



co.in or upload on their web portal [https:// www.linkintime.co.in](https://www.linkintime.co.in), provided in both cases the documents furnished shall have digital signature of the holders. In respect of members holding shares in demat mode, the details as would be furnished by the Depositories as on the Record Date will be considered by the Company. Hence, members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.

TDS on Dividend: Dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. Also, please note that the TDS rate would vary depending on the residential status, category of the shareholder, compliant/ non-compliant status in terms of Section 206AB of the Income Tax Act, 1961 and is subject to submission of all the requisite declarations/documents to the Company. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961. The Company will be sending a communication to the shareholders with the details of applicable tax rates to different categories of shareholders and the documents/details required to be submitted by the shareholders. Members are requested to provide the documents/ details to Link Intime India Private Limited within the time prescribed in the communication being sent to the shareholders in order to enable us to determine the appropriate rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 1961.

5. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll to vote instead of his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this notice.
6. Institutional / Corporate shareholders (i.e. other than individuals / HUF, NRI etc.) are required to send scanned copy (PDF / JPG format) of their board or governing body resolutions / authorizations etc. authorizing their representatives to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said resolutions / authorizations shall be sent to the Scrutinizer through its registered email ID-lakshmmi6@gmail.com with a copy marked to tcmsltdcs@gmail.com
7. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with above mentioned MCA and SEBI Circulars, the AGM of the Company is being conducted through VC/OAVM.

In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 dated 15th 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.

8. A relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, ("the Act") setting out the material facts in respect of the special business under item No.3 & 4 of the notice is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the



Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.3 of the Notice, is given below.

9. M/s. Shankar & Kishor, Chartered Accountants, is being re-appointed as Statutory Auditors of the Company at the 38th Annual General Meeting to be held on 8th August 2024 to hold the office for the period of 5 years till the conclusion of 42nd Annual General Meeting of the Company to be held in the year 2029.
10. M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, has been re-appointed as Secretarial Auditors of the Company at the Board Meeting of the Company held on 28th May, 2024 to hold the office for the period of 3 years till the conclusion of 41st Annual General Meeting of the Company to be held in the year 2027.
11. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
12. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, 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 without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 8th August 2024. Members seeking to inspect such documents can send an email to tcmsltdcs@gmail.com.
14. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer point no. 31 for the process to be followed for updating bank account mandate.
15. Members who are holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or to the registrar.
16. **The Register of Members and the Share Transfer Books of the Company will be closed from 2nd August 2024 to 8th August 2024, both days inclusive.**
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security markets. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar.



18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
19. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
20. SEBI has decided that securities of listed companies can be transferred only in dematerialized form i.e. from 5th December, 2018 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
21. Members holding shares in physical mode:
 - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime India Pvt. Ltd., if not registered with the Company as mandated by SEBI.
 - b. are advised to register the nomination in respect of their shareholding in the Company.
 - c. are requested to register / update their e-mail address with the Company / Link Intime India Pvt. Ltd. for receiving all communications from the Company electronically.
22. Members holding shares in electronic mode:
 - a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - b. are advised to contact their respective DPs for registering the nomination.
 - c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
23. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:
 - 1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

**Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “**Login**”.
 - ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

24. Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
5. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at tcmstltdcs@gmail.com up to 6th August 2024 by 5.00 p.m.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.



25. Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who havenot registered for NSDL IDeAS facility:

- a) To register, visit URL:<https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/loginor> www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit
URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/http://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.



- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

*Shareholders holding shares in NSDL form, shall provide ‘D’ above

- ◆ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ◆ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).



4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID'-
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
 - d) Click on Submit button and investor will be mapped now.
 - e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in/> and login with credentials as received in Step 1 above.



- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in/> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

**Forgot Password:**

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company’s registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.



26. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the Link Intime India Private Limited (LI IPL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mrs. Lakshmmi Subramanian of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
27. **The e-voting period commences on Monday, 5th August 2024 (9:00 a.m. IST) and ends on Wednesday, 7th August 2024 (5:00 p.m. IST).** During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on 1st August 2024 may cast their votes electronically. The e-voting module will be disabled by LI IPL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 1st August 2024.
28. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at instavote.linkintime.co.in
29. However, if he / she is already registered with LI IPL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
30. In compliance with the Circulars, the Annual Report 2023-24, the Notice of the 38th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
31. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, Link Intime India Private Limited at to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.



Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, Link Intime India Private Limited at instavote.linkintime.co.in providing Folio No., Name of member, 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) for registering email address.	Send a request to the RTA of the Company, Link Intime India Private Limited at instavote.linkintime.co.in providing Folio No., Name of member, 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) for updating bank account details. The following additional details need to be provided in case of updating bank account details : <ul style="list-style-type: none"> • Name and branch of the bank in which you wish to receive the dividend, • the bank account type, • Bank account number allotted by their banks after implementation of core banking solutions • 9 digit MICR Code Number • 11 digit IFSC • a scanned copy of the cancelled cheque bearing the name of the first member.
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

32. Members may also note that the Notice of the 38th AGM and the Annual Report 2023-24 will also be available on the Company's website, www.tcms.bz and websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of LIPL at instavote.linkintime.co.in
33. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
34. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
35. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, LIPL, and RTA and will also be displayed on the Company's website, www.tcms.bz.

By Order of the Board
(A.V.M. Sundaram)
Company Secretary

TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
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Website: www.tcms.bz
Email ID: tcmsltdcs@gmail.com
CIN: L74210TN1986PLC012791



Explanatory statement

Item No.4 - Re-appointment of Statutory Auditors and fix their remuneration.

In terms of Section 139 of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of the present Statutory Auditors of the Company, M/s. Shankar & Kishor, Chartered Accountants (Firm Registration No. 112451W), is expiring with the conclusion of the ensuing 38th Annual General Meeting and they being eligible, have consented to be re-appointed. The Board of Directors at its meeting held on 28th May 2024, after considering the recommendations of the Audit Committee, had recommended the re-appointment of M/s. Shankar & Kishor, Chartered Accountants (Firm Registration No. 112451W), as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of the thirty eighth (38) Annual General Meeting till the conclusion of forty third(43) Annual General Meeting of the Company. M/s. Shankar & Kishor, Chartered Accountants (Firm Registration No. 112451W), have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Shankar & Kishor, Chartered Accounts (Firm Registration No. 112451W) as the Statutory Auditors of the Company at a remuneration - Audit Fees of Rs.175000 (as recommended by the Audit Committee and the Board of Directors of the Company), in addition to the re-imbursalment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board of Directors recommends passing the resolution(s) set out in item No. 4 as Ordinary Resolution

Item NO.5 Approval of Related Party Transactions

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (meeting of Board and its power) rules 2014, any amendment thereof, except with prior approval of the Company by ordinary resolution, a Company shall not enter into transactions with a related party, in a year exceeding 10% of the Annual turnover as per last audited balance sheet of the Company.

As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and FAQ on SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 released by SEBI dated January 08, 2016 all related party transactions shall require approval of members by way of Special Resolution and it also explains that a transaction considered to be material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual turnover of the company as per the last audited financial statement of the company.

Accordingly in order to comply with above said SEBI (LODR) Regulations 2015 and Section 188 of the Companies Act 2013, approval of shareholders by way of Special Resolution is being sought. The Board at its meeting held on 28th May 2024 in order to comply with SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act 2013, has approved



1. The contract with SI INVESTMENT AND BROKING PRIVATE LIMITED, MUMBAI for execution of trades in BSE & NSE in Cash and Derivatives Segment as a Business Client each year, for a period from 1st April 2024 to 31st March 2025 with Broking and other charges not exceeding Rs.150 lacs during the financial year 2024-2025 subject to approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act, 2013 requires Special Resolution and therefore your board recommends the resolution for your approval. All the prescribed disclosures as required under the Companies Act, 2013 and Companies (meeting of Board and its power) Rules, 2014 are given below:
2. The rental agreement with LUBRICANTS AND ALLIED PRODUCTS MANUFACTURING COMPANY PRIVATE LIMITED, MUMBAI for leasing out office premises for a period from 1st April 2024 to 31st March 2025 with monthly rent and other charges not exceeding Rs.23,000 during the financial year 2024-2025 subject to approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act, 2013 requires Special Resolution and therefore your board recommends the resolution for your approval. All the prescribed disclosures as required under the Companies Act, 2013 and Companies (meeting of Board and its power) Rules, 2014 are given below:
3. 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 Shareholders is hereby sought for charging monthly services charges of Rs.50,000 plus all other applicable statutory charges, (Annual charges being Rs.300,000) for the business related services rendered to M/s. TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED, which falls under the definition of material related party transaction during the financial year 2024-25. All the prescribed disclosures as required under the Companies Act, 2013 and Companies (meeting of Board and its power) Rules, 2014 are given below:
4. 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 Board Members be and is hereby accorded, subject to the approval of the shareholders in the Annual General Meeting to be held during the year, hereby sought for borrowing short term loans upto Rs.20,00,00,000 (Rupees Twenty Crore only) from Mr.Karthik Iyer – Managing Director of the company, with simple interest @ 10% per annum, which falls under the definition of material related party transaction during the financial year 2024-25. The amount proposed to be borrowed will be within the borrowing powers of the company. All the prescribed disclosures as required under the Companies Act, 2013 and Companies (meeting of Board and its power) Rules, 2014 are given below:
5. 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 Shareholders is hereby sought for borrowing short term loans upto Rs.10,00,00,000 (Rupees Ten Crore only) from Mr.Sundar Iyer – Managing Director of the company with simple interest @ 10% per annum, which falls under the definition of material related party transaction during the financial year 2024-25. The amount proposed to be borrowed will be within the borrowing powers of the company. All the prescribed disclosures as required under the Companies Act, 2013 and Companies (meeting of Board and its power) Rules, 2014 are given below:

**Name of the Related party:**

1. SI INVESTMENT AND BROKING PRIVATE LIMITED
2. LUBRICANTS AND ALLIED PRODUCTS MANUFACTURING COMPANY PRIVATE LIMITED
3. TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED
4. MR. KARTHIKIYER – MANAGING DIRECTOR OF TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
5. SHRI SUNDAR IYER – WHOLETIME DIRECTOR & CEO OF TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

Name of the Director or Key Managerial Personnel who is related if any:

Mr. Sundar Iyer, Chairman & CEO, Mr. Karthik Iyer – Managing Director of the company and Mr. Krishnan Muthukumar – Non-Executive and Non-Independent Director

Nature of Relationship:

Mr. Sundar Iyer, Chairman & CEO of the Company is a Shareholder of SI INVESTMENT AND BROKING PRIVATE LIMITED and his relatives are shareholders and Directors of SI INVESTMENT AND BROKING PRIVATE LIMITED.

Mr. Sundar Iyer, Chairman & CEO and his relatives are the Shareholders of LUBRICANTS AND ALLIED PRODUCTS MANUFACTURING COMPANY PRIVATE LIMITED

Mr. Karthik Iyer – Managing Director of the company and Mr. Krishnan Muthukumar – Non-Executive and Non-Independent Director are relatives of Shri Sundar Iyer.

Nature, Material Terms, Monetary value and other Particulars:

1. Brokerage amount upto Rs.150 lacs during the financial year 2024-25 will be paid for the services offered by SI INVESTMENT AND BROKING PRIVATE LIMITED.
2. Rent and other applicable statutory charges not exceeding Rs.23,000 during the financial year 2024-2025.
3. Service Charges of Rs.50000 per month during the financial year 2024-25, to be received from TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED for the business services provided to the company.
4. Borrowing by way of Short – term Loans from Managing Director – Mr. Karthik Iyer upto an amount of Rs.2000 lacs during the financial year 2024-25 with simple interest @10% per annum.
5. Borrowing by way of Short – term Loans from Whole-time Director & CEO – Shri Sundar Iyer upto an amount of Rs.1000 lacs during the financial year 2024-25 with simple interest @10% per annum.

Except Chairman (CEO) - Mr. Sundar Iyer, Managing Director - Mr. Karthik Sundar Iyer and Non-Executive Director Mr. Krishnan Muthukumar of the Company, none of other Directors or the Key Managerial Personnel or their relatives are interested or concerned in the Resolution.

Item No.6: To approve continuation of directorship of Mrs.Raghavan Suguna (DIN: 06601230), as Non-executive Independent Director in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:



The members of the Company by way of Special Resolution through postal ballot appointed Mrs. Raghavan Suguna as a Non-Executive Independent Director on the Board of the Company with effect from 18 April, 2022 for a term of five (5) consecutive years ending 17 April, 2027.

The resolution seeks the approval of members for the continuation of Mrs. Raghavan Suguna as Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notwithstanding that on June 04, 2025 Mrs. Raghavan Suguna attains the age of 75 years during the aforesaid tenure.

The Company has received from Mrs. Raghavan Suguna

- (i) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act and
- (ii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”).

In the opinion of the Board, Mrs. Raghavan Suguna fulfils the conditions for her continuation as an Independent Director on the Board of the Company as specified in the Act and rules made thereunder and SEBI Listing Regulations. Mrs. Raghavan Suguna is independent of the management and possesses appropriate skills, experience and knowledge. Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the best interest of the Company to avail her services as an Independent Director of the Company and her continuation on the Board of the Company as an Independent Director even after attaining the age of 75 years will be in the interest of the Company.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia, provides that “no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution to that effect Mrs. Raghavan Suguna will attain the age of 75 years on June 04, 2025 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

Details of Mrs. Raghavan Suguna, pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided as Annexure to the notice.

Except Mrs. Raghavan Suguna, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board of Directors of the Company recommends the resolution set out at Item No.6 for approval of the Members as a Special Resolution.

Item No.7: Continuation of Appointment of Mr. Sundar Iyer (DIN: 00481975), as a Whole-Time Director of the Company:

The present proposal is to seek the members’ approval by way of Special Resolution for the continuation of Mr. Sundar Iyer as the Whole Time Director and CEO of the Company for the said period of 5(five) years w.e.f. 1st September 2023, in terms of the Section 196 of the Companies Act,



2013, notwithstanding that Mr. Sundar Iyer has attained the age of 70 years during the aforesaid tenure.

Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the best interest of the Company to avail his services as Whole-Time Director of the Company and his continuation on the Board of the Company as Whole Time Director even after attaining the age of 70 years will be in the interest of the Company.

Further, as per Section 196 of the Companies Act, 2013 inter alia, provides that “no Company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who is below the age of twenty-one years or has attained the age of seventy years; provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person to that effect Mr. Sundar Iyer has attained the age of 70 years and hence continuation beyond 70 years requires the approval of members by way of a special resolution.

Details of Mr. Sundar Iyer pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided as Annexure to the notice.

Except for Mr. Karthik Sundar Iyer, Mr. Sundar Iyer and Mr. Krishnan Muthukumar, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 7.

The Board of Directors of the Company recommends the resolution set out at Item No. 7 for approval of the Members as a Special Resolution.

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ANNEXURE TO THE NOTICE

AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

Name of the Director	Mr. Sundar Iyer
Brief Profile	Mr. Sundar Iyer has about 40 years of experience in the Stock Market operations. He promoted Twentyfirst Century Management Services Limited in 1986 and joined as Director and is designated as its Chief Executive Officer since March, 2015. Considering his rich experience and knowledge, the Board thought it fit to avail his services in the interest of the Company
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED TWENTYFIRST CENTURY REALTY LIMITED LUBRICANTS & ALLIED PRODUCTS MFG COMPANY PRIVATE LIMITED SIDDHARTH KARTHIK SECURITIES PRIVATE LIMITED PALANI ANDAVAR HOLDINGS PRIVATE LIMITED
Memberships / Chairmanships of Committees in Public Companies	Twentyfirst Century Shares and Securities Limited
Shareholding	45,56,157 (43.3920%) shares in the company
Relationships between Directors inter-se	He is related to Non-Executive Director – Shri Krishnan Muthukumar and Managing Director – Mr. Karthik Iyer

Name of the Director	MRS. RAGHAVAN SUGUNA (DIN: 06601230)
BRIEF PROFILE	She is a graduate and is experienced as an Independent Director of three other companies.
Nature of Expertise in Specific Functional Areas	Experienced in general administration
No. of meetings of the Board attended during the year	NIL
Directorship held in other Companies	1. PACE AUTOMATION LIMITED 2. W.S. INDUSTRIES (INDIA) LIMITED 3. MARUTI INDUSTRIAL CARBOHYDRADES LIMITED 4. SPARTEK CERAMICS INDIA LIMITED
Memberships / Chairmanships of Committees in Public Companies	NIL



Shareholding in Twenty First Century Management Services Limited	NIL
Relationship with other Directors Manager and other Key Managerial Personnel of the company	NIL
Terms and conditions of appointment/reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the appointment letter

Information at a glance

Particulars	Details
Time and date of AGM	4:00 p.m. IST, Thursday, 8 th August 2024
Mode	Video conference and other audio-visual means
Participation through video-conferencing	https:// instameet@linkintime.co.in
Helpline number for VC participation	022-49186270
Webcast and transcripts	https://www.tcms.bz
Cut-off date for e-voting	Thursday, 1st August 2024
E-voting start time and date	9:00 a.m. IST, Monday, 5 th August 2024
E-voting end time and date	5:00 p.m. IST, Wednesday, 7 th August 2024
E-voting website of LIPL	instavote.linkintime.co.in
Name, address and contact details of e-voting service provider	Rohit Gujjar Link Intime India Pvt. Ltd (Phone: +91 22 49186000 Extn:2540 enotices@linkintime.co.in)
Name, address and contact details of Registrar and Transfer Agent.	Link Intime India Pvt Ltd C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 49186000, Fax: +91 22 49186060 Email : rnt.helpdesk@linkintime.co.in
Contact name	Mr. Rohit Gujjar

By Order of the Board

Place: Mumbai
Date: 4th July 2024

(A. V. M. SUNDARAM)
Company Secretary