

**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 24330006, FAX +91 44 24328452

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

CIN: L74210TN1986PLC012791

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on Monday, 15th July, 2019 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 financial statements (Standalone and Consolidated financial statements) of the Company for the financial year ended 31st March 2019, 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 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 reappointment.

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.3 - 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 appointed as the Statutory Auditors of the company, in place of retiring auditors M/s. Lakhani & Lakhani, Chartered Accountants (Firm Registration Number 115728W), commencing from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 38th 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. 4 Approval for payment of remuneration to Mr. Sundar Iyer as Chief Executive Officer of the Company.

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications, enactments, or re-enactments, thereof for the time being in force), SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and remuneration Committee and approved by the Board of Directors, consent of the Company be and is hereby accorded for the payment of remuneration to Mr. Sundar Iyer as Chief Executive Officer of the Company w.e.f. 1st April, 2019 for a period of 3 (three) years as detailed in the Explanatory Statement.

“RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. Sundar Iyer shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/remuneration structure of Mr. Sundar Iyer as Chief Executive Officer including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“FURTHER RESOLVED THAT in event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Mr. Sundar Iyer, Chief Executive Officer.”

“FURTHER RESOLVED THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution.”

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 Special Resolution:

“Resolved that pursuant to Regulation 23 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/s188 of the Companies Act, 2013 / SEBI (LODR) 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.50 lacs	1st April 2019 to 31st March 2020

Resolved further that to give effect to the 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.

Place: Mumbai
Date: 18th June 2019

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

**NOTES:**

- a) **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.
- b) 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.
- 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 33rd 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) 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.
- f) 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 Saturday, 6th July 2019 to Monday, 15th July 2019 (both days inclusive) for the purpose of Annual General Meeting.
- g) 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 for inspection by the Members at the AGM.
- h) 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. 3, 4 & 5 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.2 of the Notice, are also annexed.
- i) 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 2018 -19 are being sent by e-mail to those Members whose e-mail addresses 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.



j) 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 49186000 Fax: +91 22 49186060, quoting their Folio Number(s).

k) 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.

l) 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.

m) 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.

n) 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.

o) Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.

p) 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 2019.

q) The route map showing directions to reach the venue of the 33rd Annual General Meeting is annexed.

r) 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 33rd 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 Link Intime India Private Limited (LIPL).



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.

IV. The remote e-voting period commences on 12th July 2019 (9:00 am) and ends on 14th July 2019 (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 8th July 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LI IPL 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:

Instructions for shareholders to vote electronically:

- ❖ Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)
- 1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- 2. Click on “Login” tab, available under 'Shareholders' section.
- 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
- 4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- 5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).



	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

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

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

❖ Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.



❖ General Guidelines for shareholders:

♦ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

♦ During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

♦ Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

♦ In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to **enotices@linkintime.co.in** or **Call us:- Tel: 022 - 49186000**.

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 8th July 2019,

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., 8th July 2019, may obtain the login ID and password by sending a request at enotices@linkintime.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" option available on 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 (FCS 3534, C.P.No.1087) 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.

XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tcms.bz and on the website of LIPL 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.

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

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

Particulars of Director	Mr. Sundar Iyer
Date of Birth	28TH OCTOBER 1950
Date of Appointment	10TH FEBRUARY 1994 (Re- appointed on 28th September 2017) Designated as Chief Executive Officer on 30th March 2015.
Qualifications	B.Sc
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 TWENTYFIRST CENTURY REALTY LIMITED LUBRICANTS & ALLIED PRODUCTS MFG COMPANY PRIVATE LIMITED SIDDHARTH KARTHIK SECURITIES PRIVATE LIMITED PALANI ANDAVAR HOLDINGS PRIVATE LIMITED
Chairmanships / Memberships Of Committees of other Public Companies i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee	Member of the following committees of Twentyfirst Century Shares and Securities Limited 1) Audit Committee
Number of shares held in the Company	42,12,730 (40.1212%)

Place: Mumbai

Date: 18th June 2019

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



ANNEXURE TO THE NOTICE

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

Item No. 3

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. Lakhani & Lakhani, Chartered Accountants (Firm Registration Number 115728W), will hold office until the conclusion of the ensuing Annual General Meeting and are not willing to be re-appointed. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty eighth Annual General Meeting. The Board of Directors at its meeting held on 22nd May 2019, after considering the recommendations of the Audit Committee, had recommended the 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 third Annual General Meeting till the conclusion of thirty eighth 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-imburement 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 recommends this Resolution for your Approval.

Item No. 4

The present proposal is to seek the Shareholders' approval for the payment of remuneration to Mr. Sundar Iyer as the Chief Executive Officer in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors recommends payment of remuneration to him for a period of 3 years from 1st April 2019. The payment of remuneration has been recommended by the Nomination & Remuneration Committee in its meeting held on 18th June, 2019 and subsequently by the Board of Directors in its meeting held on the same date.



Mr. Sundar Iyer has about 33 years of experience in the Stock Market operations. He joined Twentyfirst Century Management Services Limited as Promoter Director in March 1986 and later on designated as its Chief Executive Officer in March, 2015.

Considering his rich experience and knowledge, the Board thought it fit to avail his services in the interest of the Company on payment of remuneration and on terms as detailed here under:

Particulars	Remuneration
Basic Salary	Rs.30,00,000/- per annum (Rs.2,50,000/- Per Month)
Allowances	Rs.30,00,000/- per annum (Rs.2,50,000/- Per Month)
Commission	Not exceeding 5% of the Net Profits of the company subject to the overall ceilings as per Companies Act, 2013 and Rules made thereunder, read with schedule V of the said Act
Annual Increment	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year.
Other Perquisites	<ul style="list-style-type: none"> • In addition to the above salary, he will be eligible for use of chauffeur driven company cars, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company. • The Company will pay medical insurance coverage premium for family for hospitalization in India. • Membership in clubs will be made available to meet business associates during employment with the Company. • The Company will reimburse the entertainment expenses incurred by the Chief Executive Officer in the course of business. • The Chief Executive Officer will be entitled for personal accident insurance as per Company rules.

The Board recommends the Resolution to be passed as a Special Resolution.

Except for Mr. Sundar Iyer and his relatives, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out as Item No 4.



Brief Profile of Mr. Sundar Iyer is annexed to the Notice.

Name of the Director	Mr. Sundar Iyer
Brief Profile	<p>Mr. Sundar Iyer has about 33 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.</p> <p>Considering his rich experience and knowledge, the Board thought it fit to avail his services in the interest of the Company</p>
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	<p>TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED</p> <p>TWENTYFIRST CENTURY REALTY LIMITED</p> <p>LUBRICANTS & ALLIED PRODUCTS MFG COMPANY PRIVATE LIMITED</p> <p>SIDDHARTH KARTHIK SECURITIES PRIVATE LIMITED</p> <p>PALANI ANDAVAR HOLDINGS PRIVATE LIMITED</p>
Memberships / Chairmanships of Committees in Public Companies	Twentyfirst Century Shares and Securities Limited
Shareholding	42,12,730 (40.1212%) shares in the company
Relationships between Directors inter-se	He is related to Non-Executive Director – Shri Krishnan Muthukumar

ITEM NO.5

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 22nd May 2019 in order to comply with SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act 2013, has approved 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 2019 to 31st March 2020 with Broking and other charges not exceeding Rs.50 lacs during the financial year 2019-2020 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:

Name of the Related party: SI INVESTMENT AND BROKING PRIVATE LIMITED

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

Mr. Sundar Iyer, Chairman & CEO

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

Nature, Material Terms, Monetary value and other Particulars:

Broking and other charges not exceeding Rs.50 lacs during the financial year 2019-2020

Except Mr. Sundar Iyer and 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.

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

THIRTY THIRD ANNUAL GENERAL MEETING ON MONDAY 15TH JULY 2019

ATTENDANCE SLIP

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

Name and address of the registered member	
Folio No./DP ID No./ Client ID No.	
No. of Shares	

I/We hereby record my / our presence at the 33rd Annual General Meeting of the Company to be held on Monday, 15th July 2019 at 4.00 p. m. at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai - 600 006

Name (in Block Letters) & Signature of the Member Proxy attending the Meeting

Electronic Voting Event Number (EVEN)	User ID	Password

ELECTRONIC VOTING PARTICULARS

Note: I) 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.

II) Please read the Instructions printed in the Notice of the 33rd Annual General Meeting of the Company to be held on 15th July 2019. The voting period starts on Friday, 12th July 2019 at 9.00 a.m. and ends on Sunday, 14th July 2019 at 5.00 p.m. The voting module shall be disabled by LIPL for voting thereafter.

III) Proxy Form is attached to the Annual Report.



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

33rd Annual General Meeting on Monday, 15th July 2019 at 4.00 p.m.

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	L74210TN1986PLC012791
Name of the Company	TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
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 33rd Annual General Meeting of the Company to be held on Monday, 15th July 2019 at 4.00 p. m. at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai - 600006 and at any adjournment thereof in respect of such resolutions:

Affix
Revenue
Stamp of
Re. 1/-

Resolution Number	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2019 including audited Balance Sheet as at 31 March, 2019 and the Statement of Profit t & Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon.			
2	Appointment of Mr. Sundar Iyer (DIN 00481975), as Director who retires by rotation and, being eligible, offers himself for re-appointment.			
3	Appointment of Messrs. Shankar & Kishor, Mumbai, Chartered Accountants, (Registration Number 112451W), as Statutory Auditors of the Company), in place of the retiring Auditors of the Company.			
Special Business				
4	Approval for payment of remuneration to Mr. Sundar Iyer as Chairman & Chief Executive Officer of the Company.			
5	Approval for related party transaction during the financial year 2019-20 on the terms as briefly mentioned in the explanatory statement to this resolution.			

Signed this.....day of..... 2019

Notes:

- 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.
- For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 33rd Annual General Meeting.
- 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.



Route Map

33rd Annual General Meeting

Date : Monday 15th July 2019

Time : 4.00 pm

Venue: Asha Nivas, 'Aarthi', 9, Rutland Gate, 5th Street, Chennai – 600 006

