

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 31st Annual General Meeting ('AGM') of the Equity Shareholders of M/s. Twentyfirst Century Management Services Limited held on the September 28, 2017 at 4.00 P.M at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai – 600 006.

Dear Sir,

1. I, Lakshmmi Subramanian, a practicing Company Secretary, have been appointed as a scrutinizer by the board of directors of Twentyfirst Century Management Services Limited ('the Company') for the purpose of Scrutinizing:
 - (i) The E-voting process (Remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended ('Rules') and
 - (ii) Poll under the provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the Rules, on the resolutions contained in the notice to the AGM of the Equity Shareholders of the Company, held on the September 28, 2017 at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai – 600 006.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by poll at the AGM for the resolutions contained in the notice to the 31st AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and poll at the AGM is restricted to make a consolidated Scrutinizer's report of the votes cast in favour or against the resolution based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting) and the Physical Ballot voting data compiled by us.

2. I have issued separate Scrutinizer's Report dated September 28, 2017 on the remote e-voting through electronic system and on the poll on the resolutions contained in the notice to the AGM. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting and poll at the AGM) as follows:



ORDINARY BUSINESS:

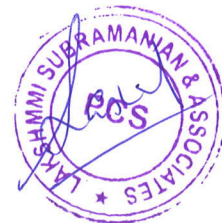
1. **Consideration and Adoption of Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	4671804
Total Number of Ballot Papers Received (Physical Voting)	1	10
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	NIL	NIL
Abstained Voting (Physical Voting)	1	10
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	4671804
Number of valid votes cast in favour of the Resolution (Physical Voting)	NIL	NIL
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100	

Result: The requisite majority for passing the above resolution as an Ordinary Resolution was received.



2. **Appointment of Shri Sundar Iyer (DIN: 00481975), Director who retires by rotation and being eligible, offers himself for re-appointment.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	6	904524
Total Number of Ballot Papers Received (Physical Voting)	1	10
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	NIL	NIL
Abstained Voting (Physical Voting)	1	10
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	6	904524
Number of valid votes cast in favour of the Resolution (Physical Voting)	NIL	NIL
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100	

Result: The requisite majority for passing the above resolution as an Ordinary Resolution was received.



3. Ratification of Appointment of Messrs. Lakhani & Lakhani, Chartered Accountants,(Firm Registration Number – 115728W) as the Statutory Auditors of the company.

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	4671804
Total Number of Ballot Papers Received (Physical Voting)	1	10
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	NIL	NIL
Abstained Voting (Physical Voting)	1	10
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	4671804
Number of valid votes cast in favour of the Resolution (Physical Voting)	NIL	NIL
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100	

Result: The requisite majority for passing the above resolution as an Ordinary Resolution was received.



SPECIAL BUSINESS:

4. Appointment of Secretarial Auditors

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	4671804
Total Number of Ballot Papers Received (Physical Voting)	1	10
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	NIL	NIL
Abstained Voting (Physical Voting)	1	10
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	4671804
Number of valid votes cast in favour of the Resolution (Physical Voting)	NIL	NIL
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100	

Result: The requisite majority for passing the above resolution as an Ordinary Resolution was received.



5. Approval of Related party transactions

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	4	231524
Total Number of Ballot Papers Received (Physical Voting)	1	10
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	NIL	NIL
Abstained Voting (Physical Voting)	1	10
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	4	231524
Number of valid votes cast in favour of the Resolution (Physical Voting)	NIL	NIL
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100	

Result: The requisite majority for passing the above resolution as an Ordinary Resolution was received.



6. Appointment of Independent Director, Ms.Dipti Dinesh Sakpal (DIN:07305797)

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	4671804
Total Number of Ballot Papers Received (Physical Voting)	1	10
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	NIL	NIL
Abstained Voting (Physical Voting)	1	10
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	4671804
Number of valid votes cast in favour of the Resolution (Physical Voting)	NIL	NIL
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100	

Result: The requisite majority for passing the above resolution as an Ordinary Resolution was received.

Therefore we are forwarding the Consolidated voting results casted through E-voting and Poll for the 31st Annual General Meeting held on the September 28, 2017 at 4.00 P.M at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai – 600 006.

For Lakshmmi Subramanian & Associates



Lakshmmi Subramanian
Senior Partner

Date:28.09.2017