



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

Regd. Office: G-3, Old No. 28A, New No. 67, Eldams Road, Alwarpet, Chennai-600018

Website: www.tcms.bz, **E-mail:** investors@tcms.bz, **Tel:** 044-24330006, **Fax:** 044-24328252

CIN: L74210TN1986PLC012791

29th September 2017

BSE LIMITED Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Company Code: 526921	National Stock Exchange of India Limited Exchange Plaza, Plot C-1, 'G' Block, ISB Centre, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Company Code: 21STCENMGM
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Dear Sir,

Sub: Proceedings of the 31st Annual General Meeting of the company held on 28th September 2017 and Submission of Consolidated Scrutinizer's Report with Voting Results

With reference to the above we submit the following for your information and record.

1. Pursuant to Clause 30 Certified True Copy of the Proceedings of 31st Annual General Meeting held on 28th September, 2017 and
2. Pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 submission of Consolidated Scrutinizer's Report with Voting Results

Kindly take the same on record. Thanking you,

Yours faithfully,

For Twentyfirst Century Management Services Limited

Company Secretary

Encl: As above

Corporate Office: Grease House, Zakaria Bunder Road, Sewri West, Mumbai-400015

Tel: 022-24156538 / 24156539, **Fax:** 022-24115260

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: Invesotrs@tcms.bz

CIN: L74210TN1986PLC012791

PROCEEDINGS OF THE 31st ANNUAL GENERAL MEETING OF TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMIED HELD ON 28TH SEPTEMBER 2017 AT 4.00 P.M. AT ASHA NIVAS, RUTLAND GATE 5TH STREET, CHENNAI-600 006.

Directors Present

Shri Sundar Iyer – Chairman & CEO

Shri Iyer Vishwanath – Independent Director (Chairman of the Audit Committee)

Members: 36

Proxies: 37

In attendance

Mr. A.V.M.Sundaram – Company Secretary

Mr. Bhaskar Shetty – Chief Financial Officer

By Invitation

Mrs. Lakshmmi Subramanaian, Secretarial Auditor & Scrutinizer

Shri Sundar Iyer – Chairman & CEO of the company occupied the Chair.

The Chairman welcomed the members at the 31st Annual General Meeting of the Company and introduced all the directors present on the dais and informed that the Chairman of the Audit Committee was present at the meeting.

Chairman then announced that as the required quorum being present (as per the Attendance Sheet Reocord), the meeting was in order. He also announced that the Statutory Registers under the Companies Act, 2013 along with other documents as mentioned in the Notice of AGM are kept open for inspection by the members.

The Notice of the AGM was then taken as read with the permission of the members present.

The Chairman delivered his speech and thereafter requested the Company Secretary to read out the qualifications mentioned by the Statutory Auditors in their report for the benefit of the shareholders present at the meeting. Company Secretary also updated the members about the observations made by the Secretarial Auditors in their report for the benefit of the shareholders present at the meeting.



Further the Chairman announced that in compliance with the clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Section 108 of the Companies Act, 2013 the Company had provided to its shareholders, e-voting facility to exercise their right to vote by electronic means and the business was transacted through e-Voting Services provided by National Securities Depositories Limited (NSDL). The e-voting facility was kept open from 25th September, 2017 (9.00 a.m.) to 27th September, 2017 (5.00 p.m.) and those shareholders who have not exercised their vote through e-voting can now exercise their vote through ballot form which has already been distributed at this venue.

He also informed the members that Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai was appointed as scrutinizer to conduct the voting process in a fair and transparent manner

He then invited the question and comments on working of the company and the Chairman then answered the question raised by the shareholder and proceeded with the meeting.

Thereafter, as per Sections 108 of the Companies Act, 2013, the chairman requested the members who have not casted their votes through remote e-voting facility to cast their votes through poll at the venue.

The Chairman thanked the members for their participation and requested Mrs. Lakshmmi Subramanian, Scrutinizer to commence the e-voting / poll process and requested her to submit the report as early as possible.

The Chairman announced that the result of e-voting/poll of the AGM as per the business agenda laid before the meeting, shall be declared within 48 hours from the conclusion of this meeting and that the voting results will be placed on the website of the company at www.tcms.bz and also on the website of NSDL at evoting@nsdl.co.in and shall be informed to BSE Limited and National Stock Exchange of India Limited (NSE), the stock exchanges where the securities are listed.

VOTE OF THANKS:

There being no other matter, the meeting concluded with a vote of thanks to the chair.

The results as declared and initialed by the Chairman are as under:

- 1- Consideration and Adoption of the Audited Balance Sheet of the Company as at 31st March 2017 and the Statement of Profit and Loss Account for the year ended as on that date together with the Reports of the Board of Directors and 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
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)	7	4671804
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%	

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
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)	0	0
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%	

3- Ratification of Appointment of M's. Lakhani & Lakhani, Chartered Accountants, (Firm Registrastion 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
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)	0	0
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%	



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
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)	0	0
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%	

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
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)	0	0
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%	

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
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)	0	0
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%	



Thereafter the Chairman declared that the above stated six ordinary resolutions were passed with requisite majority

AGM Concluded at 5.15 P.M

DATE: 29.09.2017

PLACE: CHENNAI

Sd/-
Chairman

/true copy/

For TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED



COMPANY SECRETARY



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:

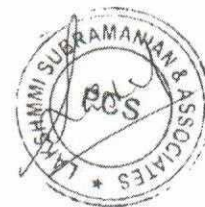
1. **Consideration and Adoption of Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.**

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.



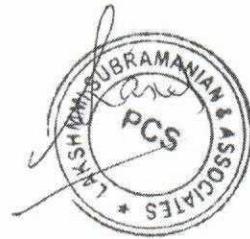
2. Appointment of Shri Sundar Iyer (DIN: 00481975), Director who retires by rotation and being eligible, offers himself for re-appointment.

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.



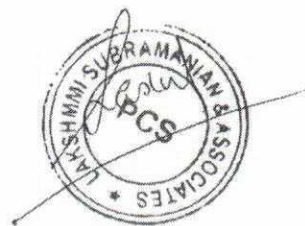
3. Ratification of Appointment of Messrs. Lakhani & Lakhani, Chartered Accountants, (Firm Registration Number – 115728W) as the Statutory Auditors of the company.

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