

TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

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CIN: L74210TN1986PLC012791

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Dear Members,

NOTICE is hereby given, pursuant to the provisions of 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 02/2021 dated 13th January 2021 and 10/2021 dated June 23, 2021 in view of the COVID-19 pandemic ("MCA Circulars"), that it is proposed to seek the consent of the shareholders ("Members") of Twentyfirst Century Management Services Limited (the "Company"), for the resolution appended herein below through postal ballot ("Postal Ballot") by way of remote electronic voting ("E-voting").

ITEM NO 1

APPOINTMENT OF MS. RAGHAVAN SUGUNA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if though 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("SEBI Listing Regulations"), consent of the members be and is hereby accorded for the confirmation of appointment of Ms. Raghavan Suguna (holding DIN : 06601230), whose appointment was made by Board of Directors on 18th April, 2022 as Additional Non Executive (Independent) Director and to appoint her as an Independent Director of the Company by the Board of Directors with effect from 18th April, 2022 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Listing Regulations and, in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 18th April, 2022 ending 17th May, 2027, not liable to retire by rotation."

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 appointment of aforesaid person as an Independent Director on the Board of the Company.”

ITEM NO.2

RE-APPOINTMENT OF MS. DIPTI D SAKPAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. **DIPTI D SAKPAL** (DIN 07305797), whose first term Independent Director expired on 17th April 2022 and whose reappointment was made by the Board on 18th April 2022 and who has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and is eligible for re-appointment for a second term, be and is hereby re-appointed as an Independent Director on the Board of the Company, to hold office for a second term of five consecutive years, with effect from April, 18th 2022 till April 17th, 2027 and whose office shall not be liable to retire by rotation.

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 appointment of aforesaid person as an Independent Director on the Board of the Company.”

**For M/s. Twentyfirst Century Management Services Limited
AVM Sundaram
Company Secretary**

Place: Mumbai

Date: 18th April 2022

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out all material facts relating to the resolutions in this Notice are appended herein below for your information and consideration and the same shall be considered as part of this Postal Ballot Notice (“Notice”).
2. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to totcmsltdcs@gmail.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, if any, with a self-attested copy of their PAN card attached to the e-mail.
3. The Company has appointed Mrs. Lakshmmi Subramanian, Lakshmmi Subramanian & Associates, Practcing Company Secretaries (Membership No. 3534) as Scrutinizer for conducting the postal ballot process in a fair and transparent manner

4. On account of the outbreak of the COVID-19 pandemic, the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members.
5. The Postal Ballot Notice along with the instructions regarding e-voting is being sent by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depository National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (the "CDSL") as on Friday, 15th April 2022(the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (the "RTA"), in accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and the framework provided under the MCA circulars. This Notice is also available at the Company's website:www.tcms.bz.
6. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only 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 shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes electronically.
8. The Company has engaged Link Intime India Private Limited (LI IPL) (hereinafter referred to as LI IPL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
9. To facilitate the shareholders to receive this Notice electronically, the Company has made special arrangements with its RTA, for registration of e-mail addresses in terms of the General Circular No. 17/2020 dated April 13, 2020 issued by the MCA. The process for registration of e-mail address is as under: -
 - a. Members who have not registered their e-mail address and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, by <https://www.instavote.linkintime.co.in>, and following the registration process as guided thereafter. Post successful registration of the e-mail, the Members will get soft copy of the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, Members may write to the RTA at enotices@linkintime.co.in
 - b. It is clarified that for permanent registration of e-mail address, Members are requested to register their email addresses as follows:

Physical holding	By sending a request to the Company's RTA, M/s. Link Intime india private limited(LI IPL) at: https://www.instavote.linkintime.co.in . By providing name of the Member, folio number, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy) for registering e-mail address and mobile number
De-mat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.

- c. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Company's RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their e-mail address.

10. **The E-voting shall commence on 25th day of April 2022 at 9:00 A.M. and ends on 24th May 2022.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date, i.e. 15th April 2022** may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
11. The Scrutinizer will submit her report on the votes cast to the Chairman or any other authorized director of the Company or Company Secretary after the completion of the scrutiny of the postal ballot e voting. The results, along with the Scrutinizer report of the postal ballot shall be declared on or before Wednesday, 25th May 2022 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, <https://www.tcms.bz> not less than forty eight hours from the conclusion of Postal Ballot .

Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the members convened in that regard. **The resolution(s), if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of e-voting, i.e. 24th May 2022.**

12. Instructions to shareholders for remote e voting

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by Link Intime India Private Limited (LIPL)

The instructions for shareholders voting electronically are as under:

The e-voting period begins on Monday, 25th April 2022 at 9.00 a.m. and ends on Tuesday, 24th May 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or indematerialized form, as on the cut-off date (record date) i.e. 15th April 2022, may cast their vote electronically. The e-voting module will be disabled by LIPL 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 15th April 2022.**

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:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz., <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com> and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

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

1. Open the internet browser and launch the 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.
 - 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/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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>

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

In case shareholders are 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 minimum 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

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".

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:
 - A. User ID: Enter your User ID
 - 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 Event No + 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. 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/members holding shares in CDSL demat account shall provide either 'C' or 'D', above
 - Shareholders/members holding shares in NSDL demat account shall provide 'D', above
 - Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address

Shareholders/members 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 minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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".

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

In case shareholders/members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

For M/s. Twentyfirst Century Management Services Limited
AVM Sundaram
Company Secretary

Place: Mumbai

Date: 18th April 2022

ANNEXURE TO THE POSTAL BALLOT NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India. Name of the Director	MS. RAGHAVAN SUGUNA (DIN: 06601230)	MS. DIPTI D SAKPAL (DIN: 07305797)
BRIEF PROFILE	She is a graduate and is experienced as an Independent Director of three other companies.	Graduate in Science and holds Master of Management Science from the University of Mumbai (Jamnalal Bajaj Institute)
Nature of Expertise in Specific Functional Areas	Experienced in general administration	Experienced in Marketing and Administration
No. of meetings of the Board attended during the year	1. PACE AUTOMATION LIMITED 2. W.S. INDUSTRIES (INDIA) LIMITED 3. MARUTI INDUSTRIAL CARBOHYDRATES LIMITED 4. SPARTEK CERAMICS INDIA LIMITED	1. TRIDHAATU RENOVATORS PRIVATE LIMITED 2. TWENTY FIRST CENTURY SHARES AND SECURITIES LIMITED
Memberships / Chairmanships of Committees in Public Companies	NIL	1. Independent Director in Twenty first Century Management Services Limited 2. Independent Director in Twenty first Century Management Services Limited 3. Chairperson of Nomination & Remuneration Committee in TCMS Limited 4. Chairperson of Nomination & Remuneration Committee in TCSS Limited 5. Member of Audit Committee and Stakeholders' Relationship Committee in TCMS Limited 6. Member of Audit Committee in TCSS Limited
Shareholding in Twenty First Century Management Services Limited	NIL	NIL
Relationship with other Directors Manager and other Key Managerial Personnel of the company	NIL	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	As per the appointment letter
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STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement is furnished in respect of Special Business of the Postal Ballot Notice:

ITEM NO 1:

The Board of Directors of the Company appointed Ms. Raghavan Suguna as an Additional Non –executive Independent Director on the Board of the Company with effect from 18th April, 2022 for a term of five consecutive years ending 17th April, 2027. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) Ms. Raghavan Suguna will hold office upto the date of ensuing General Meeting.

The resolution seeks the approval of members for the appointment of Ms. Raghavan Suguna as Non Executive Independent Director on the Board of the Company pursuant to Section 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder.

The Company has received from Ms. Raghavan Suguna

- (i) a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014,
- (ii) 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
- (iii) 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, Ms. Raghavan Suguna fulfils the conditions for her appointment as an Independent Director on the Board of the Company as specified in the Act and rules made thereunder and SEBI Listing Regulations. Ms. Raghavan Suguna is independent of the management and possesses appropriate skills, experience and knowledge.

The Board is of the view that given her rich and varied experience, her association with the Company would be of immense benefit and it is desirable to avail the services of Ms. Raghavan Suguna as an Independent Director. Her office shall not be liable to retire by rotation.

Details of Ms. 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 1 to the Postal ballot notice .

Except Ms. Raghavan Suguna, being an appointee, 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. 1 of the Notice.

ITEM NO. 2:

Ms. Dipti D Sakpal (DIN 07305797) was appointed as an Independent Director for a term of five years with effect from April 18, 2017. Accordingly, she will complete her first term as an Independent Director on April 17, 2022 and is eligible for re-appointment for second term of five consecutive years.

As per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 18th April, 2022 had approved to re-appoint Ms. Dipti D Sakpal as an Independent Director for a second term of five consecutive years with effect from April 18, 2022. Further, pursuant to the requirements of the Act and based on her expertise, skills, rich experience, knowledge, continued valued guidance to the management and outcome of the performance evaluation during her first term of five years and the substantial contributions made by her, it is proposed to seek approval of the members by way of Special Resolution to re-appoint Ms. Dipti D Sakpal, as an Independent Director for a second term of five consecutive years commencing from April 18, 2022. Further, Ms. Dipti D Sakpal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received from Ms. Dipti D Sakpal

- (i) a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014,
- (ii) 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
- (iii) 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").

Details of Ms. Dipti D Sakpal, 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 1 to the Postal ballot notice .

Ms. Dipti D Sakpal does not hold any shares/securities in the Company, either in her individual capacity or on a beneficial basis for any other person.

Except Ms. Dipti D Sakpal and her relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution. The Board recommends the Special Resolution at Item No. 2 for approval of the members.

Place: Mumbai
Date: 18th April, 2022
COMPANY SECRETARY

FOR M/S. TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
AVM SUNDARAM

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