



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

2nd December 2016

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Mumbai-400 051

Kind Attention: Mr. K.Hari

Dear Sir / Madam

Re: Notice for 30th Annual General Meeting 2015-16 and Book Closure

This is to inform you that 30th Annual General Meeting of the Company will be held on 27th December 2016 to transact the businesses as stated in the Notice dated 18th November 2016. Copy of the Notice for AGM is enclosed for your records.

Pursuant to the provisions of Clause 42 of the SEBI (LODR) Regulations, 2015, notice is hereby given that the register of members and share transfer books of the company will remain closed from Wednesday the 21st December 2016 to Tuesday the 27th December 2016 (both days inclusive) for the purpose of Annual General Meeting to be held on 27th December 2016.

We request you to kindly take the same on record. Thanking You,

Yours truly

For Twentyfirst Century Management Services Limited


(Sundar Iyer)

Chairman & CEO

Encl: As above

Copy to: **1. National Securities Depository Limited**
Trade World, 4th Floor, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013

2. Central Depository Services (India) Limited
P.J.Towers, Dalal Street, Mumbai - 400 001

3. Link Intime India Pvt. Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai-400 078

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 42030149, **FAX** +91 44 24328452 **WEBSITE:** www.tcms.bz; e-mail: Invesotrs@tcms.bz
CIN: L74210TN1986PLC012791

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **30th Annual General Meeting** of the Company Twentyfirst Century Management Services Ltd will be held on Tuesday, 27th December, 2016 at 3.30 p. m. at ASHA NIVAS, No.9, Rutland Gate 5th Street,, Chennai – 600 006 to transact the following business.

ORDINARY BUSINESS

1. Item No.1 – Adoption of financial statements

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2016 and the reports of the Board of Directors (the Board) and Auditors thereon.

2. Item No.2 – Appointment of Shri Krishnan Muthukumar as a director liable to retire by rotation

To appoint a director in the place of Mr.Krishnan Muthukumar, (DIN 00463579) who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

3. Item No.3 - Ratification Appointment of Auditors

To ratify the appointment of the auditors of the Company and to fix their remuneration. In this connection, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provision of Sections 139,141,142 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the appointment of Messrs. Lakhani & Lakhani, Mumbai, Chartered Accountants, (Registration Number **115728W**) Chartered Accountant, Mumbai as the Statutory Auditor of the Company, made for the period of 5 years at the previous Annual General Meeting held on 17.07.2015 be and is hereby ratified by the members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company based on the recommendation of the company.

SPECIAL BUSINESS

Item No.4 - Approval of Related Party Transactions

To consider and, if thought fit, to pass, the following resolution with or without modification, as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 188 of the Companies Act 2013 and the provisions of Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification thereof for the time being in force) approval of the Company be and is hereby accorded to the Board of Directors entering into contract / arrangements/ transactions with M/s. SI BROKING AND INVESTMENTS LIMITED (a Trading Member of National Stock Exchange of India, Mumbai) a related party as defined under section 2(76) of the Companies Act, 2013 for availing or rendering of any service, appointment of any agent for purchase or sale of goods, materials, services or property, such related party's appointment to any office or place of profit in the Company, its subsidiary Company or Associate Company and underwriting the subscription of any securities or derivatives thereof, of the Company or other obligation if any, on such terms and conditions as may be mutually agreed upon between the Company and M/s. SI BROKING AND INVESTMENTS LIMITED.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for ratification of the aforesaid related party transaction already entered in to by

the company exceeding the threshold limit as specified in Rule 15 (3) of the Companies (Meeting of the Board and its Power) Rule 2014, and which are material in nature in terms of the SEBI (Listing Obligations and Disclosure Requirements) 2015.

RESOLVED Also THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things , settle any queries, difficulties, doubts that may arise with regard to any transaction with related party, finalize the terms and conditions as may be necessary, expedient of desirable and execute such agreements, documents and writings and make to filings as may be necessary, in order to give effect to this resolution in the best interest of the Company.

By Order of the Board

Place: Mumbai
Date: 2.12.2016

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. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and

such person shall not act as a Proxy for any other person or shareholder.

- b) 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 30th annual general meeting of the company.
- c) 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.
- d) 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.
- 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 Wednesday, 21st December 2016 to Tuesday, 27th December 2016 (both days inclusive) for the purpose of Annual General Meeting.
- g) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of the

special business under Item No. 4 is annexed hereto.

- h) Electronic copy of the AGM notice of the company inter alia indicating the process and manner e-voting along with attendance slip and proxy form is being sent to all the members whose email ID s are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
- i) 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 - 13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078, quoting their Folio Number(s).
- j) 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.
- k) 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 working days from the date hereof up to the date of Annual General Meeting.

Particulars of Director	
Name	Mr. Krishnan Muthukumar
DIN No.	00463579
Date of Birth	15th October 1975
Date of Appointment	27.06.2014
Qualifications	MBA
Expertise in specific functional areas real	Industrialist with expertise in construction and estate business
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	TRIDHAATU REALTY AND INFRA PRIVATE LIMITED TRIDHAATU CONSTRUCTIONS PRIVATE LIMITED TRIDHAATU HOMES DEVELOPERS INDIA PRIVATE LIMITED TRIDHAATU MUMBAI STRUCTURES PRIVATE LIMITED TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED KOOH SPORTS PRIVATE LIMITED INDIAN GYMKHANA (MATUNGA) LIMITED
Chairmanships /Memberships Of Committees of other Public Companies	
i. Audit Committee	
i. Stakeholders Relationship Committee	
iii. Nomination and Remuneration Committee	NIL
Number of shares held in the Company	43700 (0.4162%)

- m) The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund on 31st March 2016.

n) 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 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 30th 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 National Securities Depository Limited (NSDL).
- 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. Any members who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.

- IV. The option of voting by show of hands will not be available for members presenting the General Meeting in view of clear provision of section 107 of the Companies Act 2013, i.e voting by show of hands would not be allowable in cases where rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.

- V. The remote e-voting period commences on 24th December 2016 (9:00 am) and ends on 26th December 2016 (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 20th December 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

VI. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "TCMS Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost

care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of TCMS Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to tcmscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)
USER ID
PASSWORD/PIN _____

- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

IX. 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).

X. 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 26th December 2016.

XI. 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., 26th December 2016 may obtain the login ID and password by sending a request at evoting@nsdl.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.

XII. 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.

XIII. Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates., Practicing Company Secretaries (C.P.No.3534, FCS 1087) has been appointed as the Scrutinizer to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner.

XIV. The Scrutinizer shall, immediately 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.

XVI. 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 NSDL 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

By Order of the Board

Place: Mumbai
Date: 2.12.2016

A. V. M. SUNDARAM
Company Secretary