



Twentyfirst Century Management Services Ltd

Regd. & Admn. Office : No. 67, Old No. 28A, Door No. G3, Eldams Road, Alwarpet, Chennai - 600 018.
Telephone +91 44 42030149, 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 29th Annual General Meeting of the Company will be held on Friday, 17th July 2015 at 3.30 p. m. at Narada Gana Sabha, Mini Hall, T.T.K. Salai, Chennai - 600 018 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2015 and the Statement of Profit & Loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare the final dividend for the financial year 2014-15.
3. To appoint Mr. Sundar Iyer (DIN 00481975) who retires at the ensuing Annual General Meeting and being eligible offers himself for reappointment.
4. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

"Resolved that in accordance with applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, Messrs. Lakhani & Lakhani, Mumbai, Chartered Accountants (Registration Number 115728W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 29th Annual General Meeting until the conclusion of the next 33rd Annual General Meeting for a period of five years, subject to the ratification of the appointment by the shareholders at the annual general meeting every year, at such remuneration as may be determined by the Board of Directors of the company."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Iyer Vishwanath (DIN 00137166) Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years up to 16th July 2020 not liable to retire by rotation."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Sita Sunil (DIN 00041722) who was appointed as Additional Director of the Company with effect from 21st April 2015 and who holds office till the date of AGM and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years up to 20th April 2020, not liable to retire by rotation."

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

RESOLVED THAT pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013, M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, having office at "Murugesu Naicker



Complex, No.81, Greams Road, Chennai-600006 be and is hereby appointed as Secretarial Auditors of the company in order to furnish Secretarial Audit Report for the financial year ending 31.03.2016 as required under the provisions of said section on a remuneration to be fixed by the Board of Directors.

8. To approve related party transaction and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to provisions of clause 49 of the Listing Agreement of the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for transacting through M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) as a business client for executing trades in CAPITAL MARKET SEGMENT AND DERIVATIVES TRADING IN SHARES (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI and which falls under the definition of material related party transaction during the financial year on the terms as briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to all acts, deeds and things which was done and documents executed in connection with such material related party transaction.

By Order of the Board

Place: Mumbai
Date : 10.06.2015

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.
- 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 29th annual general meeting of the company. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, 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. The Members / Proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the Meeting.
- c) Payment of Final Dividend @20% (Rs. 2 per Equity Share having face value of Rs.10 each) for the Financial Year ended on 31st March 2015, as recommended by the Board, if approved at this AGM, will be made only to those Members whose names appear in the Register of Members of the Company as on 10th July 2015, being the date of book closure or to their mandates, as the case may be. In respect of Equity Shares held in electronic form, the Final Dividend will be paid on the basis of beneficial ownership as on 10th July 2015 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose.



- d) 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.
- e) 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 letterhead 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.
- f) The Register of Members and Share Transfer books of the Company will remain closed from Monday 13th July, 2015 to Friday 17th July, 2015 (both days inclusive) for the purpose of Annual General Meeting.
- g) Members holding shares in physical form are requested to immediately notify change in their address, if any, 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).
- h) 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.
- i) 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.
- j) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during business hours on all days, up to the date of Annual General Meeting.
- k) Profile of directors seeking re-appointment as stipulated in terms of Clause 49 of the listing agreement with the stock exchanges is provided in the report on corporate governance, which forms an integral part of this annual report.
- l) Pursuant to the provisions of Section 124 of the Companies Act, 2013 the Company has transferred the unpaid or unclaimed final dividend for the financial year 2006-07 and interim dividend for the financial year 2007-08 on due date to the Investor Education and Protection Fund (the IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.
- Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund.
- The Company will transfer the Final dividend amount that remains unpaid or unclaimed for the financial year 2007-08 to the Investor Education and Protection Fund on 26-11-2015.



Members, who have not yet encashed their Final Dividend Warrant for the Financial Year 2007-08, are requested to lodge their claims with the RTA.

No claims shall lie against the Company or the Fund once the unclaimed Dividend is transferred to IEPF.

m) 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29th 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) 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 13th July 2015 (9:00 am) and ends on 16th July 2015 (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 10th July 2015, 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.

v) 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 "REVEN" 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 or evoting@tcms.bz 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: REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN _____
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. 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.tcms.com or call on toll free no.: 1800-222-990.
- VII. 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.
- 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 10th July 2015.
- 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. 10th July 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@tcms.bz. 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 (C.P.No. 3534, FCS 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 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.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

By Order of the Board

Place: Mumbai
Date : 10.06.2015

A. V. M. SUNDARAM
Company Secretary

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



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

Item No. 5

Mr. Iyer Vishwanath is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 2013. Mr. Iyer Vishwanath is Chairman of the Audit Committee and Remuneration and Nomination Committee and a Member of the Shareholders/ Investors Grievance and Share Transfer Committee, Corporate Social Responsibilities Committee of the Board of Directors of the Company.

Mr. Iyer Vishwanath is a Director in SNACO CONSULTING PRIVATE LIMITED in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Iyer Vishwanath retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Iyer Vishwanath being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five years upto 16th July 2020. A notice of candidature has been received from a member proposing Mr. Iyer Vishwanath as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. Iyer Vishwanath fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Iyer Vishwanath as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members

at the Registered Office of the Company during normal business hours on any day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Iyer Vishwanath as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Iyer Vishwanath as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Iyer Vishwanath, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.6

Mrs. Sita Sunil is a Non-Executive Independent Woman Director of the Company. She joined the Board of Directors of the Company on 21st April 2015. Mrs. Sita Sunil is a Member of the Shareholders/Investors Grievance and Share Transfer Committee, of the Board of Directors of the Company.

Mrs. Sita Sunil is a Director in SIMPLEX PAPERS LIMITED, SIMPLEX MILLS COMPANY LIMITED AND SHRINATHJI FLOUR MILLS PRIVATE LIMITED in India. She does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mrs. Sita Sunil being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of 5 years upto 20th April, 2020. A notice of candidature has been received from a member proposing Mrs. Sita Sunil as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.



Based on the declaration received from the appointee director and in the opinion of the Board, Mrs. Sita Sunil fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Sita Sunil as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any day.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Sita Sunil as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Sita Sunil as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Sita Sunil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.7

In terms of Section 204 of the Companies Act, 2013 all the listed companies are mandated to appoint a Company Secretary in Whole Time Practice for the purpose of obtaining Secretarial Audit Report for the financial year ending 31.03.2016.

Hence the resolution for appointing M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, Chennai is being placed before the shareholders for approval.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos.5,6&7.

Item No. 8

The major activity of the company is INVESTMENT IN SHARES AND TRADING IN SHARES AND DERIVATIVES. This requires purchase and sale of shares through NSEIL and STOCK EXCHANGE, MUMBAI. The expected annual brokerage payable to M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) will be to the extent of Rs.350 lacs (based on the previous year's turnover and business transacted). The company will be charged brokerage @ 0.02% for derivative transactions and @ 0.25% for cash market transactions alongwith other statutory charges like STT, Stamp Duty, etc as is applicable to similar business clients of M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai).

Even though the provisions of Companies Act, 2013 regarding related party transactions are not attracted to such transaction it becomes a material related party transaction by virtue of clause 49 of listing agreement. The transaction executed with M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) as a business client for executing trades in CAPITAL MARKET SEGMENT AND DERIVATIVES TRADING IN SHARES (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI is in the ordinary course of business and at arm's length basis. Therefore the approval of the shareholders is being sought in compliance of Clause 49 of listing agreement.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Shri Sundar Iyer – Promoter and Chairman of our company, Promoter of M/s. SI BROKING AND INVESTMENTS LIMITED is concerned or interested, financially or otherwise, in these Resolutions. The Board recommends this Resolution for your Approval.



DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

Particulars of Directors	MR.SUNDAR IYER	MR.IYER VISHWANATH ^a	MS. SITA SUNIL
Date of Birth	28.10.1950	23.10.1955	14.10.1972
Date of Appointment	10th February 1994	14th March 2013	21st April 2015
Qualifications	B.Com	Chartered Accountant	B.Com (Hons)
Expertise in specific functional areas	Experienced in Capital Markets since 1985.	Accounts, Audit and Taxation services	Experienced in Marketing
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Twentyfirst Century Shares and Securities Limited Twentyfirst Century Money Growth Fund Limited Twentyfirst Century Realty Ltd Palani Andavar Holdings Pvt. Ltd Lubricants and Allied Product Mfg. Co.Pvt. Ltd	SNACO CONSULTING PRIVATE LIMITED	SIMPLEX MILLS COMPANY LTD, SIMPLEX PAPERS LTD, SHRINATHJI FLOUR MILLS PRIVATE LTD
Chairmanships / Memberships Of Committees of other Public Companies i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee	NIL	NIL	NIL
Number of shares held in the Company	3247280 (30.92%)	NIL	NIL

