



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

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

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CIN: L74210TN1986PLC012791

MINUTES OF THE PROCEEDINGS OF THE THIRTIETH (30) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED HELD AT ASHA NIVAS, No.9, Rutland Gate, 5th Street, Chennai – 600 006 ON TUESDAY, THE 27TH DECEMBER 2016 BETWEEN 3.30 P.M. AND 4.15 P.M.

PREESNT:

MEMBERS: 32

PROXIES: 42 (Representing 42 Members)

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CHAIRMAN & CEO	MR.SUNDAR IYER - COULD NOT BE PRESENT AT THE MEETING DUE TO BUSINESS COMMITMENTS AT MUMBAI. CONVEYED HIS INABILITY TO ATTEND THE MEETING
DIRECTORS	SHRI KRISHNAN MUTHUKUMAR
	SHRI IYER VISHWANATH – INDEPENDENT DIRECTOR AND CHAIRMAN OF THE AUDIT COMMITTEE
	SHRI S. HARIHARAN – INDEPENDENT DIRECTOR AND CHAIRMAN OF THE STAKEHOLDERS'RELATIONSHIP COMMITTEE
	MS. SITA SUNIL - INDEPENDENT DIRECTOR – EXPRESSED HER INABILITY TO ATTEND THE MEETING DUE TO PERSONAL REASONS.

Corporate Office: Grease House, Zakaria Bunder Road, Sewri West, Mumbai-400015
Tel: 022-24156538 / 24156539, **Fax:** 022-24115260

CHIEF FINANCIAL OFFICER	SHRI BHASKAR SHETTY - EXPRESSED HIS INABILITY TO ATTEND THE MEETING DUE TO PERSONAL REASONS
COMPANY SECRETARY	SHRI A.V.M.SUNDARAM - COULD NOT BE PRESENT AT THE MEETING DUE TO URGENT OFFICIAL COMMITMENTS AT MUMBAI. CONVEYED HIS INABILITY TO ATTEND THE MEETING
VICE PRESIDENT	SHRI K.KRISHNASWAMI
STATUTORY AUDITORS - M/s Lakhani & Lakhani - Chartered Accountants	NONE OF THE PARTNERS COULD BE PRESENT DUE TO OFFICIAL COMMITMENTS
SECRETARIAL AUDITORS - M/s Lakshmmi Subramanian & Associates - Practising Company Secretaries	Ms. LAKSHMMI SUBRAMAINAN – SENIOR PARTNER OF THE COMPANY WAS PRESENT

1. In terms of the extant regulations in force, Director - Shri Krishnan Muthukumar chaired the Annual General Meeting in the absence of Shri Sundar Iyer.
2. With the necessary quorum being present at 3.30 p.m., as required under the provisions of the Companies Act, 2013, the Chairman called the meeting in order and commenced the proceedings.
3. The Chairman informed that the Notice convening the meeting and the Annual Report for the year ended 31st March 2016 was mailed to all the shareholders of the company besides publishing in the English and Tamil Newspapers and with the consent of the members present, the same was taken as read.
4. The Chairman of the meeting read the Chairman's speech highlighting the performance of the company during the financial year ended 31st March 2016 and the future outlook of the company.
5. The Chairman informed the members that the Annual Accounts of the company along with the Auditor's Report, Secretarial Auditor's Report and Directors' Report were placed before the members for their reference. Mr. K.Krishnaswami - Vice President of the Company read out the Auditor's Report.



Chairman advised the shareholders that they could seek clarifications, if any, on the audited accounts and on all other subjects, as well. No queries were raised by the members.

6. The Chairman informed that the company had provided e-voting facility to the shareholders for the Agenda item of the Notice of the meeting and appointed National Security Depository Limited (NSDL) as e-voting agency and Mrs. Lakshmmi Subramanian, Senior Partner of M/s.Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as Scrutinizer to oversee the e-voting process. He also informed the members that the e-voting was held from 9.00 a.m., on 24th December 2016 to 5.00 p.m., on 26th December 2016 and for the members who have not participated in the e-voting they can cast their vote at the AGM Venue through physical ballot paper in Form MGT-12 which was available in the AGM Venue.
7. After conclusion of the Poll, Chairman announced that the final results of the voting (after consolidating the result of remote e-voting, postal ballot and poll) would be announced to the Stock Exchanges and on the website of the Company within 48 hours of the conclusion of the AGM.

Based on the Report of the Scrutinizers all the agenda items were passed with requisite majority. The final results of the e-voting and the resolutions passed are as under:

Item No.1 – Adoption of financial statements – Ordinary Resolution

	TOTAL (E-Voting and Poll)
Number of valid votes received	4842427
Votes in favour of the Resolution	4842427
Votes against the Resolution	0
Number of Invalid Votes	0
Votes in favour	100.00%

"RESOLVED THAT 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, be and are hereby approved and adopted".

2. Item No.2 – Appointment of Shri Krishnan Muthukumar as a Director liable to retire by rotation - Ordinary Resolution

	TOTAL (E-Voting and Poll)
Number of valid votes received	4842427
Votes in favour of the Resolution	4842427
Votes against the Resolution	0
Number of Invalid Votes	0
Votes in favour	100.00%



"RESOLVED THAT Mr.Krishnan Muthukumar, (Holding DIN 00463579) the retiring Director be and is hereby re-elected as Director of the Company".

3. Item No.3 – Ratification of Appointment of Auditors – Ordinary Resolution:

	TOTAL (E-Voting and Poll)
Number of valid votes received	4842427
Votes in favour of the Resolution	4842427
Votes against the Resolution	0
Number of Invalid Votes	0
Votes in favour	100.00%

"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 Accountants, Mumbai as the Statutory Auditors 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".

Item No.4 - Approval of Related Party Transactions - Ordinary Resolution

	TOTAL (E-Voting and Poll)
Number of valid votes received	402147
Votes in favour of the Resolution	402147
Votes against the Resolution	0
Number of Invalid Votes	0
Votes in favour	100.00%

"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 for an amount not exceeding in aggregate of Rs. 350 lacs in this financial year – 2016-17.



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."

With a vote of thanks, the meeting concluded.

Chennai

27th December 2016



X 
(Krishnan Muthukumar)
Chairman of the Meeting