



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 December 2016

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

Dear Sir / Madam

Re: Clause No.35A of the Listing Agreement – Voting Results

Pursuant to Clause 35A of the Listing Agreement, we write to inform you that the Members of the Company at 30th Annual General Meeting held on 27th December 2016 transacted the businesses as stated in the Notice dated 2nd December 2016.

In this connection we hereby enclosed the consolidated results of remote e-voting and ballot at the meeting in the format given by Scrutinizer.

Thanking you,

Yours truly

For Twentyfirst Century Management Services Limited


(A.V.M. Sundaram)
Company Secretary

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

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

Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN, B.Com., F.C.S.
P. S. SRINIVASAN, B.A., LL.B., A.C.S.
S. SWETHA, B.Com., A.C.S.
Practising Company Secretaries

December 28, 2016

The Chairman

Twentyfirst Century Management Services Limited

Sub: Report of Scrutinizer for e-voting at the 30th Annual General Meeting under section 108 of the Companies Act, 1956 read with Rule 20 of Companies (Management & Administration) Rules, 2014

In the meeting of the Board of Directors of Twentyfirst Century Management Services Limited ('TCMS' or 'the Company') held on 11th November 2016. We, M/s. Lakshmmi Subramanian & Associates, was appointed to act as Scrutinizer to ensure that E-voting was conducted in a fair and transparent manner for passing of the following resolutions at the 30th Annual General Meeting:

S.No.	Nature of Resolution	Type of Resolution
ORDINARY BUSINESS		
1	Consideration and Adoption of Audited Balance Sheet as at 31 st March, 2016 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.	Ordinary
2	Appointment of Shri Krishna Muthukumar (DIN : 00463579), Director who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	Ratification of Appointment of Messrs. Lakhani & Lakhani, Chartered Accountants, as the Statutory Auditors of the company.	Ordinary
4	Approval of Related Party Transactions	Ordinary

The Company has availed the e-voting facility of National Securities Depository Limited for the shareholders to cast their votes to the aforesaid resolutions through electronic mode.



"Murugesu Naicker Office Complex", 81, Greaves Road, Chennai - 600 006.
Ph : 28292272, 28292273 Fax : 044-42142061, Cell : 9841015012, 9841047966
e-mail : lakshmmi6@gmail.com, worklistsa2@gmail.com

The e-voting process was accordingly conducted and concluded as below:

- The Company on 03rd December, 2016 dispatched the notice under section 108 of the Companies Act, 2013 to the members whose name appeared on the Register of Members as on 18th November 2016 and to the directors and Auditors of the Company.
- The Company issued an advertisement in Trinity Mirror and Makkal Kural about the dispatch of the e-voting notice on 07th December, 2016.
- The E-voting commenced on 24th December, 2016 (9:00 am) and was open for 3 days up to the close of working hours at 17.00 hours IST on 26th December, 2016.
- The votes cast by the members through electronic voting system was downloaded and collated from the website www.evoting.nsdl.com.
- A register containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number/ client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc is maintained in electronic form.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results of votes cast through e-voting mechanism were complied as under¹.



¹ These results are to be read along with results of the votes cast through poll at the AGM held on 27th December, 2016

SUMMARY OF RESULTS

ORDINARY BUSINESS:

Resolution 1:

Consideration and Adoption of Audited Balance Sheet as at 31st March, 2016 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

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	13	4842344
Total number of electronic votes considered valid	13	4842344
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	13	4842344
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	

Resolution 2:

Appointment of Shri Krishna Muthukumar (DIN : 00463579), Director who retires by rotation and being eligible, offers himself for re-appointment.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	13	4842344
Total number of electronic votes considered valid	13	4842344
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	13	4842344
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	



Resolution 3:

Ratification of Appointment of Messrs. Lakhani & Lakhani, Chartered Accountants, as the Statutory Auditors of the company.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	13	4842344
Total number of electronic votes considered valid	13	4842344
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
iv. Number of votes cast in favour of the Resolution	13	4842344
v. Number of votes cast against the Resolution	Nil	Nil
vi. Percentage to the total votes received in favour of the resolution	100%	

Resolution 4:

Approval of Related party transactions.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	10	402064
Total number of electronic votes considered valid	10	402064
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	10	402064
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	

For Lakshmmi Subramanian & Associates


Lakshmmi Subramanian
Senior Partner



REPORT OF SCRUTINIZER(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

Twentyfirst Century Management Services Limited

The Chairman of 30th Annual General Meeting of the Equity Shareholders of Twentyfirst Century Management Services Limited held on 27th December, 2016 at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai – 600 006.

Dear Sir,

We M/s. Lakshmmi Subramanian & Associates were appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 30th Annual General Meeting of the Equity Shareholders of Twentyfirst Century Management Services Limited held on 27th December, 2016 at at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai – 600 006.

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Transfer Agents of the Company and the authorizations / proxies lodged with the company.
3. We did not find any poll papers invalid.
4. The result of the poll is as under:



ORDINARY BUSINESS:

Resolution 1:

Consideration and Adoption of Audited Balance Sheet as at 31st March, 2016 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.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	83	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil		

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
Nil	



Resolution 2:

Appointment of Shri Krishna Muthukumar (DIN : 00463579), Director who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	83	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil		

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
Nil	



Resolution 3:

Ratification of Appointment of Messrs. Lakhani & Lakhani, Chartered Accountants, as the Statutory Auditors of the company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	83	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil		

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
Nil	



Resolution 4:

Approval of Related party transactions.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	83	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil		

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
Nil	

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place : Chennai
Dated : -28.12.2016

Yours Faithfully
For Lakshmmi Subramanian & Associates



[Signature]
Lakshmmi Subramanian
Senior Partner

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 30th Annual General Meeting ('AGM') of the Equity Shareholders of M/s. Twentyfirst Century Management Services Limited held on the 27th December, 2016 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 27th December, 2016 at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai - 600 006.
2. 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 30th 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 stated above, 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).
3. I have issued separate Scrutinizer's Report dated 28th December, 2016 on the remote e-voting and on the poll through electronic system on the resolutions contained in the notice to the AGM. I submit herewith the 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, 2016 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)	13	4842344
Total Number of Ballot Papers Received (Physical Voting)	5	83
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)	13	4842344
Number of valid votes cast in favour of the Resolution (Physical Voting)	5	83
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 Krishna Muthukumar (DIN : 00463579), 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)	13	4842344
Total Number of Ballot Papers Received (Physical Voting)	5	83
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)	13	4842344
Number of valid votes cast in favour of the Resolution (Physical Voting)	5	83
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, 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)	13	4842344
Total Number of Ballot Papers Received (Physical Voting)	5	83
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)	13	4842344
Number of valid votes cast in favour of the Resolution (Physical Voting)	5	83
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. 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)	10	402064
Total Number of Ballot Papers Received (Physical Voting)	5	83
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)	10	402064
Number of valid votes cast in favour of the Resolution (Physical Voting)	5	83
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 forwarding the Consolidated voting results casted through E-voting and Poll for the 30th Annual General Meeting held on the 27th December, 2016 at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai – 600 006.

For Lakshmmi Subramanian & Associates


Lakshmmi Subramanian
Senior Partner

