

# **TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED**

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

Tel.: 044-24330006, E-mail: [tcmsltdcs@gmail.com](mailto:tcmsltdcs@gmail.com)

Website: [www.tcms.bz](http://www.tcms.bz)

CIN: L74210TN1986PLC012791

## **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through Postal Ballot / Electronic voting. The Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors has appointed Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (FCS 3534, C.P.No. 1087), as the Scrutinizer for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed, in the attached self addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours, i.e. 5:00 pm on 24<sup>th</sup> August, 2020. The Company also provides e-voting facility to the Shareholders for transacting the business pertaining to the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> July 2020, may cast their vote electronically on the business(es) as set out in the Notice of the Postal Ballot through electronic voting system of Link Intime India Private Limited (LI IPL). If a shareholder has voted by electronic means, he is not required to send the physical ballot form to the Company.

The Scrutinizer will submit her report to a Directors of the Company after completion of scrutiny of the Postal ballot (including e-voting). The result of the Postal Ballot will be announced on 27<sup>th</sup> August, 2020. The result of the Postal Ballot will also be displayed in the website of the Company [www.tcms.bz](http://www.tcms.bz).

### **PROPOSED RESOLUTIONS:**

#### **Item No.1**

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

#### **Appointment of Mr. B.K. Rai as an Independent Director**

**“RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV and Section 161(1) and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Regulation 25 and other applicable regulations of SEBI (LODR) Regulations 2015, Mr. B.K.Rai (DIN: 0008793233) who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and as recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 17.07.2020 to 16.07.2025 and he shall not be liable to retire by rotation”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter, etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

By Order of the Board

For Twentyfirst Century Management Services Limited  
A.V.M. SUNDARAM  
Company Secretary

Date: July 16, 2020  
Place: Chennai

**Annexure to Notice - Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013**

**Item No.1**

The Nomination & Remuneration Committee recommended to the Board of Directors, in its meeting held on 16<sup>th</sup> July 2020 for appointment of Mr. B.K.Rai as an Independent Director of the company for the term of five years from 17<sup>th</sup> July, 2020.

A notice, in writing under Section 160 of the Companies Act 2013 has been received from a member of the company signifying his intention to propose Mr. B.K.Rai as a candidate for the office of Independent Director. Mr. B.K.Rai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has consented to act as a Director of the Company.

The company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) or the Act In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made there-under for appointment as an Independent Director and is independent of the Management.

A copy of the draft letter of appointment which will be issued to Sri.B.K.Rai setting out the terms and conditions of his appointment as an Independent Director is available for inspection by Members at the Registered Office of the company on any working day (Monday to Friday) between 11:00 AM and 1:00 PM up to 24.08.2020

Additional information in respect of Mr.B.K.Rai as per the SEBI Regulations and Secretarial Standards are given in the Annexure to the Notice.

The Board recommends to pass the Ordinary Resolution set out in Item No.1 of the Notice

Except Mr.B.K.Rai none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board  
For Twentyfirst Century Management Services Limited

A.V.M. SUNDARAM  
Company Secretary

Date: 16.07.2020  
Place: Chennai

Enclosures:

1. Postal Ballot Form
2. Self-addressed envelope
3. Annexure to Notice

**Voting through Electronic means:**

- i) The Company is providing a facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules 2014 as presently in force for the business set out in the Notice will be transacted through such voting.
- ii) The resolutions are provided in the Notice. The facility of casting the votes by the members using an electronic voting system (“remote e-voting”) will be provided by Link Intime India Private Limited (LIPL).
- iii) Members holding shares in electronic mode are requested to keep their email addresses updated and intimate any change in their address, bank mandates, to their Depository Participant. Members holding shares in physical mode are also requested to update their email addresses, advise any change in their address, bank mandates by writing to the Company’s Registrar and Transfer Agent, M/s. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083 quoting their Folio number(s).
- iv) The remote e-voting period commences on 25<sup>th</sup> July, 2020 (9:00 AM) and ends on 24<sup>th</sup> August 2020 (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 17<sup>th</sup> July, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL 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 of remote e-voting as under:

**Instructions for shareholders to vote electronically:**

**How do I vote electronically e-Voting system?**

- Log-in to e-Voting website of Link Intime India Private Limited
  - 1) Visit the e-Voting website of LIPL. Open web browser by typing the following URL: <https://www.instavote.linkintime.co.in>.
  - 2) Click on ‘Login’ tab available under ‘shareholders’ section.
  - 3) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
  - 4) Your User ID details are given below:

Manner of holding shares, i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5) Your password details are given below:

If you are using e-voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

<b>For Shareholders holding shares in Demat Form or Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). •Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. •Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- **Cast your vote electronically**

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
2. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

- **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
  2. 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.
  3. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
  4. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  5. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [notices@linkintime.co.in](mailto:notices@linkintime.co.in) or Call us:- Tel : 022 – 49186000
- vi) 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).
- vii) 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 17<sup>th</sup> July,2020.
- viii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Postal Ballot and holding shares as of the cut-off date i.e., 17<sup>th</sup> July 2020, may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.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](http://www.evoting.nsdl.com).

- ix) Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed Business Reply envelope so as to reach the Scrutinizer on or before 24<sup>th</sup> August, 2020 at the following address:

Mrs. Lakshmmi Subramanian,  
Scrutinizer  
C/o. Link Intime India Private Limited  
Unit: Twentyfirst Century Management Services Limited  
, M/s. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083

The Scrutinizer, after completion of the Scrutiny, will submit her report to the Director of the Company. The result of the postal ballot will be declared by the Director in this regard on 27<sup>th</sup> August, 2020. The result will also be put up on the Company's website.

**ANNEXURE TO POSTAL BALLOT NOTICE**  
**BRIEF PROFILE OF THE DIRECTORS/APPOINTEES**

<b>Name of the Director</b>	<b>Sri. B.K.RAI</b>
Designation	Independent Director
Date of Birth and age	09/05/1959    61 yrs
DIN	0008793233
Date of appointment on the Board	16/07/2020
Qualifications	Chartered Accountant
Experience and expertise	35 years of experience in Auditing and Taxation
List of Directorship / Membership / Chairmanship of Committees of other Board Shareholding in Twentyfirst Century Management Services Limited	Nil
Relationship with other directors, manager And other Key Managerial Personnel of the Company	Nil
Terms and Conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn by such person as Non-executive director	Nil except payment of sitting fees