

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

26th August 2023

Listing Division National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex Bandra – East, Mumbai – 400051 SCRIP CODE: 21STCENMGM

Dear Sir / Madam,

Sub: 37th Annual General Meeting (AGM) and Voting Results

In continuation to our intimation dated 27th July 2023, the 37th AGM of the Company was held on 24th August 2023 and the business mentioned in the Notice dated 27th July 2023 was transacted and passed with the requisite majority.

In this regard, please find enclosed the following:

1. Proceedings as required under the Regulation 30 - Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and the Chairman's Speech as read out during the AGM as Annexure – I.

2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.

3. Report of the Scrutinizer dated 25^{th} August 2023, pursuant to Section 108 of the Companies Act,2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014 as Annexure – III.

This is for your information and records.

The company facilitated live webcast of proceedings of the meeting. The recordings of the webcast of the 37^{th} Annual General Meeting (AGM) is made available on the company's website – <u>www.tcms.bz</u>.

Thanking you, Yours truly,

For Twentyfirst Century Management Services Limited

(A.V.M.Sundaram) Company Secretary

Annexure - I

Summary of proceedings of the 37th Annual General Meeting of Twentyfirst Century Management Services Limited

The 37th Annual General Meeting (AGM) of the Members of Twentyfirst Century Management Services Limited ('the Company') was held on Thursday, 24th August 2023 at 4.00 P.M {1ST) through video conference and other audio visual means (VC). The meeting was held in compliance with the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made there under.

DIRECTORS IN ATTENDANCE
Shri Sundar Iyer, joined over VC from Mumbai
Executive Chairman & Chief Executive Officer
Mr. Karthik Sundar Iyer, joined over VC from Mumbai
Managing Director
Mr. Krishnan Muthukumar, joined over VC from Mumbai
Non-Execuitve and Non-Independent Director
Mr. B.K.Rai, joined over VC from Mumbai
Independent Director and chairperson of the Audit Committee
Ms. Dipti D.Sakpal, joined over VC from Mumbai
Independent Director and chairperson of Nomination and Remuneration Committee
Mrs. Raghavan Suguna, joined over VC from Chennai
Independent Director and Chairperson of the Stakeholders Relationship Committee
Mr. Bhaskar Shetty, joined over VC from Mumbai
Chief Financial Officer
Mr. A.V.M.Sundaram, joined over VC from Bengaluru
Company Secretary

OTHER REPRESENTATIVES

The meeting commenced at 16.00 hrs (1ST).

Statutory Auditors, joined over VC from Mumbai

Mr. Shankar B Shetty, Senior Partner, M/s. Shankar & Kishor, Chartered Accountants, Mumbai

Secretarial Auditor/Scrutinizer, joined over VC from Chennai

Mrs. Lakshmmi Subramanian, Practicing Company Secretary Senior Partner of

M/s. Lakshmmi Subramanian & Associates, Chennai

QUORUM OF THE MEETING

A total of 87 Members representing 7456703 shares attended the meeting. 84 Member Registrations were completed when the details were provided for Chairman's announcement.

Meeting was called to order at 16.00 hrs and concluded at 16.40 hrs (1ST) (including time allowed for e- voting at AGM).

Shri Sundar Iyer chaired the meeting. The Chairman informed that this annual general meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. He introduced all the Directors and Key Management Personnel who were present in the meeting. The requisite quorum being present, the Chairman called the meeting to order. All the directors of the Company attended the meeting. The Chairman welcomed all shareholders, auditors and other invitees joining over VC and delivered his speech.

Company Secretary- Mr.A.V.M.Sundaram informed that the Company had provided members the facility to cast their vote electronically, on all resolutions set forth in the Notice. It was further informed that there would be no voting by show of hands.

Company Secretary - Mr.A.V.M.Sundaram provided the summary of the statutory auditors' report and secretarial audit report for the financial year 2022-23 and read out specifically the observations by Statutory Auditors and Secretarial Auditors in their report to the members of the company and the management's reply to the same.

The following items of business, as per the Notice of AGM dated 27th July 2023, were transacted at the meeting. Shareholders were provided a facility to ask questions or express their views through VC, audio and through chat on the aforesaid resolutions. One shareholder opted to speak in the meeting but could not connect due to technical reasons. All the resolutions were passed with the requisite majority through e-voting.

<u>No</u> .	Resolutions	Type of resolution
Ordinar	y Business	
1	Adoption of Standalone and Consolidated Financial Statements of the Company for the year ended 31st March 2023 including audited Balance Sheet as at 31st March 2023 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon	Ordinary
2	Appointment of Mr. Karthik Sundar Iyer,(DIN 08853430) as a director, who retires by rotation and being eligible, offers himself for reappointment	Ordinary
Special	Business	
3	Approval for payment of remuneration to Mr. Karthik Iyer as Managing Director of the Company.	Special
4	Approval to re-designate Shri Sundar Iyer (DIN 00481975) as whole-time Director	Special
4	Approval for related party transactions during the financial year 2023-24 on the terms as briefly mentioned in the explanatory statement to this Resolution.	Special

The Board of Directors appointed Mrs.Lakshmmi Subramanian PCS, as the Scrutinizer to supervise the e-voting process. The Chairman authorized the Company Secretary to declare the e-voting results, intimate the stock exchanges and place the same on the website of the Company.

The details of the e-voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM are available in Annexure II.

This is for your information and records. Thanking you,

Yours sincerely, For Twentyfirst Century Management Services Limited (A.V.M.Sundaram) **Company Secretary**



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

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CHAIRMAN'S SPEECH

24th August 2023

Dear Shareholders

I have great pleasure in welcoming you all - the stakeholders, the Directors of the company Mr. Shankar Shetty - Statutory Auditor of our company and Ms.Lakshmmi Subramanian, Practicing Company Secretary – Secretarial Auditor of our company, for the 37th ANNUAL GENERAL MEETING of your company.

BUSINESS & PERFORMANCE

We would also like to inform the members that the Company could not do profitable business during this financial year 2022-23.

During the year under review, your Company has made a Loss of (Rs.1558.11 lacs), against Loss of (Rs. 1521.58 lacs), in the last financial year.

During this financial year 2023-24 we are concentrating in the improvement of business of the holding company. Barring unforeseen circumstances and if the conditions of the stock market prevails stable the company could make a reasonable profit since the company is engaged in Trading and Investments in Equity and Derivative Segments.

I, on my behalf and on behalf of the Board of Directors, would like to thank all employees of the Company and also Company's Shareholders, Auditors, Customers and Bankers for their continued support.

I ONCE AGAIN WELCOME YOU ALL FOR THE ANNUAL GENERAL MEETING.

Sd/-(Sundar Iyer) CHAIRMAN AND CEO



General information about company						
Scrip code	526921					
NSE Symbol	21STCENMGM					
MSEI Symbol	NOTLISTED					
ISIN	INE253B01015					
Name of the company	21ST CENTURY MANAGEMENT SERVICES LIMITED					
Type of meeting	AGM					
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-08-2023					
Start time of the meeting	04:00 PM					
End time of the meeting	04:40 PM					

Scrutinizer Details					
Name of the Scrutinizer	MRS.LAKSHMMI SUBRAMANIAN				
Firms Name	M/s. LAKSHMMI SUBRAMANIAN & ASSOCIATES				
Qualification	CS				
Membership Number	3534				
Date of Board Meeting in which appointed	27-07-2023				
Date of Issuance of Report to the company	26-08-2023				

Voting results					
Record date	18-08-2023				
Total number of shareholders on record date	6998				
No. of shareholders present in the meeting either in person or through proxy					
a) Promoters and Promoter group	3				
b) Public	0				
No. of shareholders attended the meeting through video conferencing					
a) Promoters and Promoter group	6				
b) Public	78				
No. of resolution passed in the meeting	5				
Disclosure of notes on voting results	Textual Information(1)				

Text Block				
Textual Information(1)	All the resolutions were passed through evoting with the requisite majority			

				Resolutio	n(1)			
Resolution re	quired: (Ordina	ary / Special))	Ordinary				
Whether pron the agenda/re	noter/promoter solution?	group are in	terested in	No				
Description of resolution considered			Company for the ye 31st March 2023 an	Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March 2023 including audited Balance Sheet as at 31st March 2023 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		6537056	99.1852	6537056	0	100	0
Promoter	Poll		0	0	0	0	0	0
and Promoter Group	Postal Ballot (if applicable)	6590756	0	0	0	0	0	0
	Total	6590756	6537056	99.1852	6537056	0	100	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting		2048	0.0524	2048	0	100	0
	Poll		1000	0.0256	1000	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	3909244	0	0	0	0	0	0
	Total	3909244	3048	0.078	3048	0	100	0
	Total	10500000	6540104	62.2867	6540104	0	100	0
<u>·</u>				Whether	resolution is l	Pass or Not.	Yes	
				Disclos	sure of notes of	n resolution		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

				Resolution(2)			
Resolution requ	ired: (Ordinary	/ Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of	resolution consid	lered		Appointment of M by rotation and bei				rector, who retires
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		6537056	99.1852	6537056	0	100	0
Promoter and	Poll	6590756	0	0	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6590756	6537056	99.1852	6537056	0	100	0
	E-Voting		0	0	0	0	0	0
Public-	Poll	0	0	0	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting		2048	0.0524	2048	0	100	0
Public- Non	Poll	3909244	1000	0.0256	1000	0	100	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3909244	3048	0.078	3048	0	100	0
	Total 10500000 6540104			62.2867	6540104	0	100	0
Whether re					esolution is F	ass or Not.	Yes	
				Disclosu	re of notes or	resolution		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution require Whether promote agenda/resolution	er/promoter gro n?	• /		Special				I
	n?	up are interes		Special				
			ted in the	Yes				
Description of res	solution consid	Description of resolution considered					Sundar Iyer as Matemuneration to Mr.	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
I	E-Voting		100000	1.5173	100000	0	100	0
Promoter and F	Poll	6590756	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
1	Total	6590756	100000	1.5173	100000	0	100	0
I	E-Voting	0	0	0	0	0	0	0
Public-	Poll		0	0	0	0	0	0
Institutions H	Postal Ballot (if applicable)		0	0	0	0	0	0
1	Total	0	0	0	0	0	0	0
H	E-Voting		2048	0.0524	2048	0	100	0
Public- Non	Poll	3909244	1000	0.0256	1000	0	100	0
Institutions I	Postal Ballot (if applicable)		0	0	0	0	0	0
ſ	Total	3909244	3048	0.078	3048	0	100	0
	Total	10500000	103048	0.9814	103048	0	100	0
Whether resolution is Pass					ass or Not.	Yes		
				Disclosur	e of notes or	resolution		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

				Resolution(4)			
Resolution required: (Ordinary / Special) Special								
Whether promoter/promoter group are interested in the agenda/resolution?								
Description of resolution considered To redesignate Mr.Sundar Iyer as a Whole				as a Wholeti	me Director of the	company		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polledNo. of votes - in sharesNo. of votes - in favour% of votes in votes - against% of Vot 				
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		100000	1.5173	100000	0	100	0
Promoter and	Poll	6590756	0	0	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6590756	100000	1.5173	100000	0	100	0
	E-Voting	0	0	0	0	0	0	0
Public-	Poll		0	0	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting	3909244	2048	0.0524	2048	0	100	0
Public- Non	Poll		1000	0.0256	1000	0	100	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3909244	3048	0.078	3048	0	100	0
	Total	10500000	103048	0.9814	103048	0	100	0
				Whether re	esolution is F	ass or Not.	Yes	
				Disclosu	re of notes or	n resolution		

Details of Invalid Votes				
Category	No. of Votes			
Promoter and Promoter Group				
Public Insitutions				
Public - Non Insitutions				

				Resolution(5	j)				
Resolution required: (Ordinary / Special) Special									
Whether promoter/promoter group are interested in the agenda/resolution? Yes									
Description of resolution considered Approval of related party transactions during the fitterms as briefly mentioned in the explanatory state									
Category	Mode of voting	No. of shares held	No. of votes polled	on outstanding votes – in votes – favour on votes against on					
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100	
	E-Voting		100000	1.5173	100000	0	100	0	
Promoter and	Poll	6590756	0	0	0	0	0	0	
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	6590756	100000	1.5173	100000	0	100	0	
	E-Voting	0	0	0	0	0	0	0	
Public-	Poll		0	0	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
	E-Voting		2048	0.0524	2048	0	100	0	
Public- Non	Poll	3909244	1000	0.0256	1000	0	100	0	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	3909244	3048	0.078	3048	0	100	0	
	Total	10500000	103048	0.9814	103048	0	100	0	
	Whether resolution is Pass or Not.				Yes				
				Disclosu	re of notes or	resolution			

Details of Invalid Votes				
Category	No. of Votes			
Promoter and Promoter Group				
Public Insitutions				
Public - Non Insitutions				

Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN, B.Com., FCS P.S. SRINIVASAN, B.A., LLB., A.C.S S. SWETHA, B.Com., FCS Practising Company Secretories

AN/

25th August 2023

То

The Members, Twenty-first Century Management Services Limited, No. 67, Old No. 28-A, Door No. G-3, Eldams Road, Alwarpet, Chennai – 600018.

Sub: Report of Scrutinizer for e-voting Process vide Notice Dated 27th July 2023 under section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 by Twenty-first Century Management Services Limited ('the Company').

In the meeting of the Board of Directors of Twenty-first Century Management Services Limited held on 27th July 2023, I, Mrs. Lakshmi Subramanian, Practicing Company Secretary, was appointed as Scrutinizer for process of voting through electronic means ("e-voting") issued in accordance with General Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2021 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 an General Circular No. 21/2021 dated 14.12.2021, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, hereby calling the Thirty Seventh Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Thursday, 24th August, 2023 at 04:00 P.M. through VC / OAVMas per section 108 of the Companies Act, 2013 ('Cos Act') for passing of the items of Ordinary business and Special business as Ordinary Resolution and Special Resolution by the members of the Company:

The Company has availed the e-voting facility from Link Intime India Private Limited for the Shareholders to cast their votes to the aforesaid resolution through electronic mode. Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 recognizes voting by electronic mode, which prescribed the appropriate mechanism for e-Voting.

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

- The Company has dispatched the notice under section 108 of the Companies Act, 2013, through E-Mail on 01st August 2023 to 5398 members of the Company whose e-mail are registered with RTA and Whose Names appeared on the Register of Members/ List of Beneficiaries as on 27th July 2023.
- The Company issued an advertisement in MAKKAL KURAL and TRINITY MIRROR about the dispatch of e-voting notice on 30th July 2023.
- All the members of the Company whose name appeared on the Register 31 Members/List of Beneficiaries as on 18th August, 2023 were entitled to vote 121

"Murugesa Naicker Office Complex", 81, Greams Road, Chennai 600 006. "Ph: 28292272, 28292273 e-mail : lakshmmi6@gmail.com & customerservices@lsa-india.com

the resolutions set out in the AGM.

- The e-voting commenced on Monday, 21st August 2023 (09.00 hours IST) and was open up to the close of working hours Wednesday, 23rd August 2023 (17.00 hours IST)
- All electronic votes received up to the close of working hours at 17.00 hours IST on 23rd August 2023 and received at the time of Annual General Meeting were considered for my scrutiny.
- The votes cast by the members through electronic voting system was downloaded and collected from the website on 24th August 2023
- 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 were compiled as under.

SUMMARY OF E-VOTING RESULTS:

ORDINARY BUSINESS:

1. Adoption of Financial Statements.

Nature of resolution: OrdinaryResolution Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares	
Total number of E-Voting	14	6540104	
Valid Votes:	14	6540104	
Abstained Votes:	0	0	
Out of the above:			
Number of valid votes cast in favour of the Resolution (E- Voting)	14	6540104	
Number of valid votes cast against of the Resolution (E- Voting)	0	0	
Percentage to the total votes received in favour of the resolution (under E-voting)	100 %		

Result: The requisite majority for passing the above resolution as an Ordinary Resolution was received.



2. Appointment of Mr. Karthik Sundar Iyer as a Director liable to retire by rotation.

Nature of resolution: OrdinaryResolution Voting requirement: Simple majority

Bestiveless	Number	Representative Number of	
Particulars	of Members	Shares	
Total number of E-Voting	14	6540104	
Valid Votes:	14	6540104	
Abstained Votes:	0	0	
Out of the above:	1961		
Number of valid votes cast in favour of the Resolution (E- Voting)	14	6540104	
Number of valid votes cast against of the Resolution (E- Voting)	0	0	
Percentage to the total votes received in favour of the resolution (under E-voting)	100 %		

Result: The requisite majority for passing the above resolution as an Ordinary Resolution was received.

SPECIAL BUSINESS:

3. Re-appointment and payment of remuneration to Mr. Karthik Iyer as Managing Director of the Company.

Nature of resolution: Special Resolution Voting requirement: 3/4th Majority

Particulars	Number of	Representative Number of	
i articularis	Members	Shares	
Total number of E-Voting	13	5491455	
Valid Votes:	13	5491455	
Abstained Votes:	3	5388407	
Out of the above:			
Number of valid votes cast in favour of the Resolution (E- Voting)	10	103048	
Number of valid votes cast against of the Resolution (E- Voting)	0	0	
Percentage to the total votes received in favour of the resolution (under E-voting)	100%		



Result: The requisite majority for passing the above resolution as Special Resolution was received.

4. To re-designate Mr. Sundar Iyer, as a Whole Time Director of the Company

Nature of resolution: Special Resolution Voting requirement: 3/4th Majority

Particulars	Number of	Representative Number of	
	Members	Shares	
Total number of E-Voting	13	5491455	
Valid Votes:	13	5491455	
Abstained Votes:	3	5388407	
Out of the above:			
Number of valid votes cast in favour of the Resolution (E- Voting)	10	103048	
Number of valid votes cast against of the Resolution (E- Voting)	0	0	
Percentage to the total votes received in favour of the resolution (under E-voting)	100%		

Result: The requisite majority for passing the above resolution as Special Resolution was received.

5. Approval of Related Party Transactions:

Nature of resolution: Special Resolution Voting requirement: 3/4th Majority

Particulars	Number of	Representative Number of	
	Members	Shares	
Total number of E-Voting	13	5491455	
Valid Votes:	13	5491455	
Abstained Votes:	3	5388407	
Out of the above:			
Number of valid votes cast in favour of the Resolution (E- Voting)	10	103048	
Number of valid votes cast against of the Resolution (E- Voting)	0	0	
Percentage to the total votes received in favour of the resolution (under E-voting)	100%		

Result: The requisite majority for passing the above resolution as Special Resolution was received.



Therefore, we recommend that you may declare the results as above.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES



Lakshmi Subramanian Senior Partner FCS No. 3534 C.P. No. 1087 UDIN: F003534E000864273 Peer Review Certificate No. 1670/2022.