

TWENTY FIRST CENTURY (INDIA) LIMITED.
9, LALBAZAR STREET, MERCANTILE BUILDING
BLOCK-B, 3RD FLOOR, ROOM NO. 4, KOLKATA-700001
CIN : L51109WB1997PLC084818

PROXY FORM MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):
Registered Address:
E-mail Id: Folio No / Client Id: DP ID:

I / We, being the member(s) of _____ shares of the above mentioned company, hereby appoint

1.
NAME.....
Address:
E-mail Id:
Signature:, or failing him/her.

2.
NAME.....
Address:
E-mail Id:
Signature:, or failing him/her.

3.
NAME.....
Address:
E-mail Id:
Signature:, or failing him/her.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company to be held on the 28th day of December 2020 at 02:30 p.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below:

Signed this day of, 2020

Signature of Shareholder (s)

AFFIX REVENUE STAMP

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Regd. Folio No.: _____

DP ID*: _____

No. of Shares held: _____

Client ID*: _____

Full Name of the Member (in Block Letters): _____

Name of the Proxy: _____

(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 35th ANNUAL GENERAL MEETING of the Company on 28th December, 2020 at 02:30 p.m. at the Registered Office of the Company at **9, LALBAZAR STREET, MERCANTILE BUILDING BLOCK-B, 3RD FLOOR, ROOM NO. 4, KOLKATA-700001.**

Members / Proxy's Signature

(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting.

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NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of **Twenty First Century (India) Ltd.** will be held on Monday the 28th Day of December 2020 at 2:30 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company situated at 9, Lalbazar Street, Mercantile Building, Block-B, 3rd Floor, Room No.4, Kolkata - 700001, to transact the following business:-

GENERAL BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ranjeet Kumar Yadav (DIN 07570747) who retire by rotation and being eligible, offers themselves for re-appointment.

Registered Office:
9, Lalbazar Street,
Mercantile Building
Block – B, 3rd Floor,
Room No.4, Kolkata – 700001
Dated: The 08th day of December, 2020

By order of the Board
For Twenty First Century (India) Ltd.

Pradeep Kumar Garg
(Managing Director)

Notes:

1. In view of the massive outbreak of the COVID-19 Pandemic, Wherein social distancing norms are to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (Collectively referred to as "MCA Circulars") along with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, prescribing the procedures and manner of conducting the Annual General Meeting through such VC/OAVM, and dispensed with the personal presence of members at the meeting held at a common venue. In terms of the said circulars and in compliance with provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Twenty Seventh Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. National Securities Depositories Limited ('NSDL') will be providing facility remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the requirements of sending proxy forms to holders of securities as well as the facility to appoint proxy to attend and cast vote for the members as per provisions of section 105 of the Act read with regulation 44(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 has been dispensed with for this AGM to be held through VC/OAVM. Accordingly, the proxy form and Attendance Slips are not annexed to this notice.

3. However, pursuant to Section 113 of Companies Act, 2013, Body Corporate are entitled to appoint authorized representatives for the purpose of voting through remote e-voting or for the participation and e-voting during the AGM, through VC/OVAM. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail with the copy marked to e-voting@nsdl.co.in.
4. The attendance of the Members attending the AGM through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of Companies Act, 2013
5. The Register of Members and Share Transfer Book of the Company shall remain closed from 21st December 2020 to 28th December 2020 (both days inclusive) for the purpose of Annual General Meeting.
6. In compliance with the MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 and owing to the difficulties involved in dispatching of, physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as annual report), the Annual Report for F.Y .2019-20 and notice of AGM indicating the process and manner of electronic voting are being sent in electronic mode to members whose E-mail Address is registered with the company or the depository participant(s). Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges where the share are listed
7. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with pin code of the post office and bank particulars to the Company's registrar and share transfer agents and in case of members holding their share in electronic form, this information should be given to their Depository Participants immediately. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank accounts details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
8. All Statutory Registers and other relevant documents referred to in the notice, register of Directors and key managerial personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for inspection by the Members at the AGM held through VC/OVAM upon login at NSDL e-voting system at <https://www.evoting.nsd.com>.
9. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
10. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
11. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

1. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2017 and Regulation 44 of SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 Central Depository Services (India) Limited (CDSL).

- (I) 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. 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.
- (II) The process and manner for remote e-voting are as under:

The remote e-voting period commences on 25th December, 2020 (10:00 am) and ends on 27th December, 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 21st December 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

Click on "Shareholders" tab.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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 the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

After entering these details appropriately, click on "SUBMIT" tab.

(III) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein

they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(IV) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(V) Click on the EVSN for the relevant Company Name i.e. Twenty First Century (India) Limited on which you choose to vote.

(VI) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(VII) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(VIII) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(IX) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(X) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(XI) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(XIII) Note for Institutional Shareholders & Custodians:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

2. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
3. 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 business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
4. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI LODR, the Company is pleased to

provided the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on December 28, 2020.