



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

17th July 2018

The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001

Dear Sir,

Re: Disclosure under Regulation 34(1) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 – Annual Report of our company

Pursuant to Regulation 34(1) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, we submit herewith the Annual Report of our company for the financial year 2017-18. Kindly take them on records.

Thanking You,

Yours faithfully,

For Twentyfirst Century Management Services Limited

Company Secretary

Encl: As above



TWENTYFIRST CENTURY MANAGEMENT SERVICES LTD



**32nd ANNUAL REPORT
2017-2018**



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Annual General Meeting will be held on Thursday, 12th July 2018 at 4.00 p.m. at ASHA NIVAS, No.9, Rutland Gate 5th Street, Chennai 600 006. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.



THIRTY SECOND (32) ANNUAL REPORT - 2017 - 2018

CORPORATE INFORMATION

Board of Directors

Mr. Sundar Iyer	- Chairman & CEO
Mr. Krishnan Muthukumar	- Non-Executive Director
Mr. Iyer Vishwanath	- Independent Director
Mr. S.Hariharan	- Independent Director
Ms. Dipti D. Sakpal	- Independent Director

Company Secretary – Mr.A.V.M.Sundaram

Chief Financial Officer – Mr.Bhaskar Shetty

Board Committees:

Audit Committee

Mr. Iyer Vishwanath - (Chairman of the committee)
Mr. S. Hariharan
Mr. Sundar Iyer

Stakeholders' Relationship Committee

Mr. S. Hariharan (Chairman of the committee)
Ms. Dipti D.Sakpal
Mr. Sundar Iyer (Resigned on 7th September 2017)
Mr. Iyer Vishwanath (Appointed on 7th September 2017)

Nomination and Remuneration Committee

Mr. Iyer Vishwanath - (Chairman of the committee)
Mr. S. Hariharan
Mr. Sundar Iyer (Resigned on 7th September 2017)
Mr. Krishnan Muthukumar (Appointed on 7th September 2017)

Corporate Social Responsibility Committee

Mr. Sundar Iyer (Chairman of the committee)
Mr. Iyer Vishwanath
Mr. S. Hariharan

Statutory Auditors

M/s Lakhani & Lakhani
Chartered Accountants
B-2, 3rd Floor, Ashar IT Park, Road No.162, Wagle Estate,
Ambika Nagar, Thane West 400604
Email ID: info@lakhanica.com



Secretarial Auditors

M/s Lakshmmi Subramanian & Associates
Company Secretaries
Murugesu Naicker Complex,
No.81, Greaves Road, Chennai-600006

Internal Auditors

M/s. Om Prakash S.Chaplot & Co
Chartered Accountants
101, Vatsalya Bldg., Vatsalya Co-op Society,
ANDHERI - WEST,
MUMBAI - 400053

Principal Bankers

ICICI BANK LIMITED
HDFC BANK LIMITED
STATE BANK OF INDIA

Registrars & Share Transfer Agents

Link Intime India Pvt Ltd
C 101, 247 Park, L B S Marg,
Vikhroli - West, Mumbai - 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060

Stock Exchanges Where Company's Securities are listed

BSE Limited
National Stock Exchange of India Limited

Registered Office

No.67, Old No.28-A, Door No.G-3, Eldams Road,
Alwarpet, Chennai 600 018
Tel:+9144 24330006, Fax: +91 44 24328252

Corporate Office

1st Floor, Grease House,
Zakaria Bundar Road, SEWREE - WEST
Mumbai - 400 015
Tel: 91 22 24191106/24156538 Fax: 91 22 24115260

Website

www.tcms.bz
Investor Relations Email ID
investors@tcms.bz

Corporate Identity Number

L74210TN1986PLC012791

**TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED**

Regd.Office: NO.67, OLD NO.28-A, DOOR NO.G-3.ELDAMS ROAD, Alwarpet,
Chennai - 600 018 **TELEPHONE +91 44 24330006, FAX +91 44 24328452**

WEBSITE:www.tcms.bz ; e-mail: Invesotrs@tcms.bz

CIN: L74210TN1986PLC012791

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **32nd Annual General Meeting** of the Company will be held on Thursday, 12th July, 2018 at 4.00 p. m. at ASHA NIVAS, No.9, Rutland Gate 5th Street, Chennai 600 006 to transact the following business.

ORDINARY BUSINESS**Item No.1 Adoption of financial statements**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2018 and the reports of the Board of Directors (the Board) and Auditors thereon.

Item No.2 Declaration of dividend for the financial year 2017-18.

To approve, the declaration of dividend of Rs.2/50p (25%) per equity share of the face value of Rs.10 each.

Item No.3 Appointment of Shri Krishnan Muthukumar as a Director liable to retire by rotation

To appoint a Director in place of Mr. Krishnan Muthukumar, (DIN 00463579) who is liable to retire by rotation, being eligible, offers himself for

SPECIAL BUSINESS**Item No.4 - Appointment of Secretarial Auditors**

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

RESOLVED THAT pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013, M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, having office at "Murugesu Naicker Complex, No.81, Greams Road, Chennai-600006 be and is hereby appointed as Secretarial Auditors of the company in order to furnish Secretarial Audit Report for a period of 3 years commencing from the financial year ending 31.03.2019 till the financial year ending 31.03.2021 as required under the provisions of said section on a remuneration as may be determined by the audit committee in consultation with the auditors and that such remuneration be paid as may be agreed upon between the Secretarial Auditors and the Board of Directors of the company"

Item No.5 Approval of Related Party Transactions

To approve related party transaction and in this regard to consider and, if thought fit, to pass the following resolution as Special Resolution:



RESOLVED THAT pursuant to provisions of SEBI (LODR) Regulations, 2015 and of the Listing Agreement of the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for transacting through M/s. SI INVESTMENTS & BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) as a client for executing trades in capital market segment and derivatives trading in shares (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI and which falls under the definition of material related party transaction during the financial year 2018-19, on the terms as briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to all acts, deeds and things which was done and documents executed in connection with such material related party transaction.”

Place: Mumbai

Date: 6th June 2018

By Order of the Board
A. V. M. SUNDARAM
COMPANY SECRETARY

NOTES:

a) **A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.

b) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letter head of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.

c) The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 32nd Annual General Meeting of the company.

d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company in advance.



e) The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith while attending the Meeting.

f) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Friday, 6th July 2018 to Thursday, 12th July 2018 (both days inclusive) for the purpose of Annual General Meeting.

g) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.

h) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item Nos. 4 & 5 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.3 of the Notice, is also annexed.

i) Payment of Dividend of Rs. 2/50 p (25%) per Equity Share having face value of Rs.10 each for the Financial Year ended on 31st March, 2018, as recommended

by the Board, if approved at this AGM, will be made only to those Members whose names appear in the Register of Members of the Company as on 5th July 2018, being the date of book closure or to their mandates, as the case may be. In respect of Equity Shares held in electronic form, the Dividend will be paid on the basis of beneficial ownership as on 5th July 2018 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose

j) In accordance with the provisions of Section 191 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, this Notice and the Annual Report of the Company for the financial year 2017 - 18 are being sent by e-mail to those Members whose e-mail address are available with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the company by the Depositories.

k) Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their respective Depository Participant(s) and to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 (Tel No: +91 22 49186270 Fax: +91 22 49186060), quoting their Folio Number(s).



l) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

m) Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.

n) All documents referred to in the accompanying Notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.

o) With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.

p) Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.

q) Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund.

The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund as on 31st March 2018.

r) The route map showing directions to reach the venue of the 32nd Annual General Meeting is annexed.

s) Voting through Electronic Means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd 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 National Securities Depository Limited (NSDL).

II. 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.



III. 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.

IV. The remote e-voting period commences on 9th July 2018 (9:00 am) and ends on 11th July 2018 (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 5th July 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL 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 for remote e-voting are as under:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can

proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details will be as per details given below :

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:

a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?



i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of the Company.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (Scrutinizer mail ID) to with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the [download section of www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.



VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. 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).

IX. 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 5th July 2018,

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 5th July 2018, may obtain the login ID and password by sending a request at evoting@nsdl.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.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (FCS 3534, C.P.No.1087) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tcms.bz and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai and NSEIL, Mumbai.



MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION

INFORMATION AS REQUIRED UNDER REGULATION 36 (3) SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING REAPPOINTED / APPOINTED

Particulars of Director	Mr. Krishnan Muthukumar
Date of Birth	15th October 1975
Date of Appointment	14th March 2013
Qualifications	MBA
Expertise in specific functional areas	Industrialist with expertise in construction and real estate business
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	TRIDHAATU REALTY AND INFRA PRIVATE LIMITED TRIDHAATU CONSTRUCTIONS PRIVATE LIMITED TRIDHAATU HOMES DEVELOPERS INDIA PRIVATE LIMITED TRIDHAATU MUMBAI STRUCTURES PRIVATE LIMITED TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED KOOH SPORTS PRIVATE LIMITED INDIAN GYMKHANA (MATUNGA) LIMITED
Chairmanships / Memberships Of Committees of other Public Companies i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee	NIL
Number of shares held in the Company	43700 (0.4162%)

Place: Mumbai
Date: 6th June 2018

By Order of the Board
A. V. M. SUNDARAM
Company Secretary



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In terms of Section 204 of the Companies Act, 2013 all the listed companies are mandated to appoint a Company Secretary in Whole Time Practice for the purpose of obtaining Secretarial Audit Report and accordingly it is recommended that the firm M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai for a period of 3 years from the financial year ending 31.03.2019 till the financial year ending 31.03.2021.

Hence the resolution for appointing M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, Chennai is placed before the Shareholders for approval.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5

Pursuant to the provisions of Section 188 of the Companies Act, 2013 and in accordance with the Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 this resolution is being passed as a Special Resolution.

The major activity of the company is investment In Shares and Trading In Shares and Derivatives. This requires purchase and sale of shares through NSEIL and STOCK EXCHANGE, MUMBAI and the transactions are to be executed through them. The expected annual brokerage payable to M/s. SI INVESTMENTS & BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) will be to the extent of Rs.100 lacs (based on the previous year's turnover and business transacted). The company will be charged brokerage @0.01% for derivative transactions and @0.05% for cash market transactions along with other statutory charges like STT, Stamp Duty, etc as is applicable to similar business clients of M/s. SI INVESTMENTS & BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai).



Even though the provisions of Companies Act, 2013 regarding related party transactions are not attracted to such transaction it becomes a material related party transaction by virtue of SEBI (LODR) Regulations 2015. The transactions executed with M/s. SI INVESTMENTS & BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) as a client for executing trades in capital market segment and derivatives trading in shares (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI, is in the ordinary course of business and at arm's length basis. Therefore the approval of the shareholders is sought in compliance to the provisions of SEBI (LODR) Regulations 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Shri Sundar Iyer Promoter and Chairman of our company, Promoter and also of M/s. SI INVESTMENTS & BROKING LIMITED is concerned or interested, financially or otherwise, in this Resolution. The Board recommends this Resolution for your Approval.

Important Communication to Members: The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies through electronic mode. The Companies are now permitted to send various notices/ documents including annual reports to its Members through electronic mode to their registered e-mail address. To support this initiative of the Government, the Members are requested to notify their e-mail address, including any change thereof, to their DPs (for shares held in dematerialised form) or to the RTA (for shares in physical form) of the Company viz., Link Intime India Pvt. Limited in order to enable the Company to send all the future notices and documents.



PERFORMANCE OF THE COMPANY DURING THE LAST TEN YEARS

Rupees in lacs

PERFORMANCE OF THE COMPANY DURING THE LAST TEN YEARS										
FINANCIAL YEAR ENDED	31-03-2008	31-03-2009	31-03-2010	31-03-2011	31-03-2012	31-03-2013	31-03-2014	31-03-2015	31-03-2016	31-03-2017
INCOME FROM OPERATIONS	2379.72	-1859.70	152.02	2344.49	-419.76	12.38	108.35	3712.79	39.17	-44.13
PROFIT BEFORE TAX (PBT)	2341.30	-1895.44	60.04	870.96	-766.11	-60.61	-26.40	3391.81	39.17	-44.13
PROFIT AFTER TAX (PAT)	2076.12	-1895.44	59.95	694.78	-763.59	-59.13	-25.65	2489.50	28.61	-38.93
PAID UP EQUITY CAPITAL	1050.00	1050.00	1050.00	1050.00	1050.00	1050.00	1050.00	1050.00	1050.00	1050.00
NETWORTH OF THE COMPANY	6377.32	5081.88	5291.83	5787.21	5023.62	4998.89	4973.24	5833.12	5861.73	5822.80
DIVIDEND	21.00%	NIL	NIL	NIL	NIL	NIL	NIL	20.00%	NIL	NIL
EPS	19.77	-18.09	0.57	4.73	-7.29	-2.14	-0.24	22.68	0.27	-0.37
TOTAL ASSETS	7342.84	5318.83	5948.61	6715.26	6995.80	5033.38	5017.69	9251.60	6960.62	7080.25
TOTAL LIABILITIES	965.52	236.95	656.78	928.05	1972.18	34.49	44.45	3418.48	1098.89	1257.45



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the **32ND ANNUAL REPORT** on the business and operations of your company and the Audited Financial Statements together with the Auditors Report for the year ended 31st March 2018.

1. FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March 2018

Rupees in lacs

	STANDALONE		CONSOLIDATED	
	31/03/2018	31/03/2017	31/03/2018	31/03/2017
Profit/(Loss) from capital market operations	1034.93	174.62	2789.25	900.60
Other income	30.63	34.91	41.58	70.66
Profit/(Loss) before depreciation & tax	842.59	(6.41)	872.48	741.09
Interest	0.00	0.00	0.00	0.00
Depreciation	42.94	37.72	42.94	37.72
Profit/(Loss) before tax	799.65	(44.13)	829.54	703.37
Provision for tax	240.00	0.00	240.00	145.00
Tax for earlier years	0.00	0.00	0.00	0.00
Deferred tax	(8.69)	(5.20)	(8.69)	(5.20)
Profit/(Loss) after tax	568.34	(38.93)	598.23	563.57
Other Comprehensive Income	467.02	21.72	467.02	21.72
Total Comprehensive Income for the period	1035.36	(17.21)	1065.25	585.29



2. BUSINESS & PERFORMANCE

During the year under review, the Company has made Profit of Rs.568.34 lacs, against loss of Rs.38.93 lacs in the previous financial year. Our company had shifted the focus to concentrate on core business of investments. The Company will make improved profits depending on the Indian Equity market conditions and the global environment.

3. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2018 was Rs.10.50 crore. No additions and alterations to the capital were made during the financial year 2017-18.

4. DIVIDEND

The Directors are pleased to recommend payment of a dividend of Rs.2/50 (25%) per share of the face value of Rs.10 each for the financial year 2017-18. The dividend if approved by the Members at the Annual General Meeting will absorb a sum of Rs. 315.94 lacs, inclusive of taxes, which is provided for in the books.

Your Company had declared and paid a dividend of Rs.2 (20%) per share of the face value of Rs.10 each for the financial year 2014-15. The dividend approved by the Members at the Annual General Meeting held on 17th July 2015 has absorbed a sum of Rs. 251.99 lacs, inclusive of taxes.

5. TRANSFER TO GENERAL RESERVE

Your Company does not propose any transfer of funds to the General Reserve.

6. HUMAN RESOURCES

The well-disciplined workforce which has served the company for the last 5 years lies at the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

7. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has in place a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2017-18, the Company has not received any complaints on sexual harassment.



8. SUBSIDIARY COMPANIES

Your Company has one subsidiary viz., TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED. The subsidiary company is engaged in Investment & Trading in Shares and Derivatives.

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Further there has been no material change in the nature of business of the subsidiaries.

Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary company may write to the Company Secretary.

In terms of proviso to sub section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiary is set out in the prescribed form AOC-1, which forms part of the annual report.

Performance and financial position of the subsidiary companies is given in **Annexure-V**.

9. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS 2015

As per provisions of the SEBI (LODR) Regulations 2015, Management Discussion and Analysis report (**ANNEXURE III**) and Corporate Governance Report with Auditors' certificate thereon (**ANNEXURE-IV**) are attached and form part of this report.

Various information required to be disclosed under the Act and the Listing Agreement is set out in the **ANNEXURE-I** and forms part of this report.

10. TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE INFLOW & OUTGO

Company's business does not require any technology absorption and hence no reporting is required to be furnished under this heading.

Foreign Exchange inflow and outflow during the year is Nil.

11. CORPORATE SOCIAL RESPONSIBILITY

During the financial year 2017-18, the company has spent Rs.22.75 lacs on the Corporate Social Responsibility (CSR) activities. Your Company knows the importance of Corporate Social Responsibility (CSR) activities of the company under the provisions of the Companies Act, 2013. Accordingly a committee has been formed under the chairmanship of Mr. Sundar Iyer Chairman of the company.

The annual report on CSR activities for the financial year 2017-18 is enclosed herewith as Annexure VIII



12. BOARD EVALUATION

Pursuant to the provisions of companies Act, 2013 and of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders' Relationship committees. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

13. DEPOSITS

Your Company has not accepted any deposits from the public during the year under review. There are no outstanding deposits as on 31st March 2018.

14. DIRECTORS AND KEY MANAGEMENT PERSONNEL

At the 28th Annual General Meeting of the company held on 27th June 2014 the company had appointed the existing independent director Shri

S.Hariharan (DIN 02545610) as independent director under the companies Act, 2013 for a period of 5 years commencing from 27th June 2014.

At the 29th Annual General Meeting of the company held on 17th July 2015, the company had appointed the existing Independent Director Shri Iyer Vishwanth (DIN 00137166) for a period of 5 years till 16th July 2020 and Ms. Sita Sunil (DIN 00041722) as an Independent Woman Director for a period of 5 years till 20th April 2020.

Independent Woman Director - Ms. Sita Sunil resigned as a Director of the Company on 9th January 2017 due to personal preoccupations.

The company appointed Ms. Dipti Dinesh Sakpal (DIN07305797) as Independent Woman Director on 18th April 2017, in the vacancy created on account of the resignation of Independent Woman Director - Ms. Sita Sunil.

Ms. Dipti Dinesh Sakpal (DIN07305797) has been appointed as an Independent Woman Director for a period of 5 years till 17th April 2022.

All the three Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and of listing agreement.

Mr. Krishnan Muthukumar (DIN 00463579) (Non- Executive) Director of our company shall retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. As stipulated in terms of the listing agreement with the stock exchanges, the brief profile of Mr Krishnan Muthukumar, is provided in the report on corporate governance, which forms an integral part of this Annual Report.



The Key Management Personnel of the company are as under:

1. Mr. Sundar Iyer - Chief Executive Officer
2. Mr. A.V.M.Sundaram - Company Secretary
3. Mr. Bhaskar Shetty - Chief Financial Officer

15. AUDITORS

STATUTORY AUDITORS

Messrs. Lakhani & Lakhani, Mumbai, Chartered Accountants, (Registration Number 115728W) have been appointed as statutory auditors of the company at the Annual General Meeting held on 17th July 2015 from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the company.

REPLY TO THE OBSERVATIONS MADE BY THE STATUTORY AUDITOR

Statutory Auditors in their report have made the following observations:

Non Provision of Doubtful Loans & Advances amounting to Rs.1390.88 lacs advanced to its Subsidiary company and Related Company.

The Auditors have observed that the loss for the year would have been Rs.822.54 lacs (as against reported figure of profit of Rs. 568.34 Lacs) and loss after considering accumulated figures of previous years would have been Rs.587.81 lacs (as against reported figure of profit of Rs. 803.07 Lacs) and the balance of amount due from subsidiary company and group company would have been Rs. Nil (as against the reported figure of Rs. 1390.88 lacs).

Regarding the observation for non-provision for Doubtful Loans & Advances amounting to Rs.1390.88 lacs due from the and subsidiary company and a related company, the management is of the view that the subsidiary having fully repaid the Long Term Loans & Advances amounting to Rs. 2267.95 lacs to the holding company during the year under review, is confident of repaying the current Short Term Loans & Advances amounting to Rs.1368.75 lacs representing borrowings made during this financial year 2017-18 (considered as Doubtful Loans & Advances by the auditor), also in the next fiscal. The subsidiary company is making efforts to repay the dues to the holding company through improved profitability.

The balance amount of Rs.22.13 lacs is receivable from a related company and the company is proceeding legally to recover the same.



SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, (CP No.1087, FCS:3534), Company Secretaries to undertake the secretarial audit of the company for the financial year ended 31st March 2018(FY 2017-18). The Secretarial Audit Report is annexed herewith as 'Annexure VII'.

REPLY TO THE OBSERVATIONS MADE BY THE SECRETARIAL AUDITOR

Secretarial Auditors in their report have made the following observations:

The company is engaged with investment and trading activity with their own surplus funds. However, without any registration/license required under RBI (NBFC rules and regulations).

Board of Directors has advised the Company Secretary to make an application to the Reserve Bank of India for registration as NBFC during the current financial year.

INTERNAL AUDITORS

All the investments related activities are done under the direct supervision of the Chairman of our company. As per the provisions of the Companies Act, 2013 the company has appointed M/s. Om Prakash S. Chaplot & Co, Chartered Accountants, Mumbai as Internal Auditors for the company for the financial year 2017-18.

The Company proposes to continue their services and appoint M/s. Om Prakash S. Chaplot & Co, Chartered Accountants, Mumbai as an Internal Auditor for the financial year 2018-19, to ensure proper and adequate controls over systems and procedures commensurate with its size and nature of its business.

16. NUMBER OF MEETINGS OF THE BOARD

Six (6) meetings of the Board of Directors of the Company were held during the year. For detail of the meetings, please refer to the Corporate Governance Report, which forms part of this Report.



17. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended 31st March 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2018 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

18. ACKNOWLEDGEMENTS

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.

Place: Mumbai
Date: 6th June 2018

For and on behalf of the Board
Sundar Iyer
Chairman & CEO



ANNEXURE-I

1. EXTRACT OF ANNUAL RETURN

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 (the “Act”) is enclosed at Annexure-II in the prescribed form MGT-9 and forms part of this Report.

2. INDEPENDENT DIRECTORS' DECLARATION

Mr. Iyer Vishwanath, Mr. S. Hariharan and Ms. Dipti D. Sakpal, who are Independent Directors, as on 31st March 2018 have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and Provisions of the Listing Agreements. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

3. POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) of the Act are covered in Corporate Governance Report which forms part of this Report. Further, information about elements of remuneration package of individual directors is provided in the extract of Annual Return as provided under Section 92(3) of the Act and is enclosed as **Annexure-II** in the prescribed form **MGT-9** which forms part of this Report.

4. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Directors and Members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Mr. Sundar Iyer, Chairman & Chief Executive Officer which forms part of the Annual Report.

5. RELATIONSHIP BETWEEN DIRECTORS INTER-SE

Mr. Krishnan Muthukumar, Non-Executive Director is related to Mr. Sundar Iyer, Chairman and Chief Executive Officer of the company. None of the other Directors are related to each other within the meaning of the term “relative”, as per Section 2 (77) of the Act and the provisions of the revised listing agreements.

6. AUDIT COMMITTEE

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which is a part of this report.

7. AUDITOR'S REPORT

Appointment of M/s. Lakhani & Lakhani, Chartered Accountants, as auditors of the company for the financial year 2018-19 is being ratified at the ensuing Annual General Meeting, being eligible for reappointment.



OBSERVATIONS MADE IN THE 'AUDITORS' REPORT

The Auditors have observed that the loss for the year would have been Rs.822.54 lacs (as the reported profit figure of Rs.568.34 lacs) and loss after considering accumulated figures of previous years would have been Rs. 587.81 lacs (as against reported figure of profit of Rs.803.07 Lacs) and the balance of amount due from subsidiary company and group company would have been Rs. Nil (as against the reported figure of Rs. 1390.88 lacs).

Regarding the observation for non-provision for Doubtful Loans & Advances amounting to Rs.1390.88 lacs due from the and subsidiary company and a related company, the management is of the view that the subsidiary having fully repaid the Long Term Loans & Advances amounting to Rs. 2267.95 lacs to the holding company during the year under review, is confident of repaying the current Short Term Loans & Advances amounting to Rs.1368.75 lacs representing borrowings made during this financial year 2017-18 (considered as Doubtful Loans & Advances by the auditor), also in the next fiscal. The subsidiary company is making efforts to repay the dues to the holding company through improved profitability.

The balance amount of Rs.22.13 lacs is receivable from a related company and the company is proceeding legally to recover the same.

Further the Auditors in Annexure A to the Auditors' Report have opined that the company is to be registered as a NBFC INVESTMENT COMPANY as per Sec 45 IA of the RBI Act, 1934.

The Board of Directors have noted the opinion and advised the Company Secretary to initiate appropriate steps for registering the company as NBFC INVESTMENT COMPANY as per Sec 45 IA of the RBI Act, 1934.

8. SECRETARIAL AUDITORS' REPORT

M/s Lakshmmi Subramanian & Associates, Practicing Company Secretaries have submitted the Secretarial Auditor's Report for the financial year ended 31st March 2018 and is attached as ANNEXURE- VII

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The company has passed a resolution in the meeting of the Board of Directors held on 18th April 2017 for giving Loans & Advances to its subsidiary company Twentyfirst Century Shares and Securities Limited and / or to other body corporates, up to a limit of Rs.5,000 lacs during the financial year 2017-18. Short term Loans & Advances of Rs.1368.75 lacs is outstanding as on 31st March 2018.



10. TRANSACTIONS WITH RELATED PARTIES

The Company has entered into contract / arrangements with the related parties in the ordinary course of business and on arm's length basis. Thus provisions of Section 188 (1) of the Act are not applicable. However as an abundant precaution, the approval of the members of the Company, is sought for purchase and sale of shares through M/s. SI INVESTMENTS AND BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) during the financial year 2018-19. The expected annual brokerage payable to M/s. SI INVESTMENTS AND BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) will be to the extent of Rs.100 lacs (based on the previous year's turnover and business transacted). The company will be charged brokerage @0.01% for derivative transactions and @0.05% for cash market transactions along with other statutory charges like STT, Stamp Duty, etc., as is applicable to similar business clients of M/s. SI INVESTMENTS AND BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai).

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 is annexed herewith in Form **AOC-2 - Annexure VI**

11. DEPOSITS FROM PUBLIC

The company has not accepted any deposit from public and as such no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

12. MATERIAL CHANGES BETWEEN THE END OF FINANCIAL YEAR AND THE DATE OF REPORT

There are no material changes and commitments that have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report, affecting the financial position of the company.

13. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE INFLOW & OUTGO

The Company had taken steps to conserve use of energy in its office, consequent to which energy consumption has been minimized. No additional Proposals/ Investments were made to conserve energy. Since the company has not carried on industrial activities, disclosures regarding impact of measures on cost of production of goods, total energy consumption, etc., are not applicable.



Company's business does not require any technology absorption and hence no reporting is required to be furnished under this heading.

15. EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 14th March 2018, inter alia to:

- i. Review the performance of non-independent directors and the Board as a whole
- ii. Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors
- iii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

16. EVALUATION OF INDEPENDENT DIRECTORS BY DIRECTORS' MEETING

During the year under review, the Directors (other than Independent Directors) met on 14th March 2018, inter alia to:

- i. Review the performance of the independent directors of the company, taking into account the views of executive directors and non-executive directors;
- ii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the

Board to effectively and reasonably perform their duties.

17. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The information about internal financial control system and their adequacy is set out in the Management Discussion & Analysis report which is attached and forms part of this Report.

18. RISK MANAGEMENT

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board Report.

19. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization program of the independent directors as detailed in Corporate Governance Report which forms part of the Annual Report.



20. VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. For details, please refer to the Corporate Governance Report attached to this Report.

21. PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES

TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED, wholly owned subsidiary of your company was formed to become a Trading Member of National Stock Exchange of India Limited in the year 1994. The subsidiary has surrendered the Trading Membership of National Stock Exchange of India Limited and the same was approved by NSEIL and SEBI in December 2014. At present the subsidiary has undertaken trading and investment in shares under the supervision of Shri Sundar Iyer Chairman of the holding company.

Financial position of the subsidiary is provided in a separate statement **AOC-1-ANNEXURE-V**, attached to the Financial Statement pursuant to first proviso to Section 129(3) of the Act.

22. PARTICULARS OF REMUNERATION

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable, as none of the directors of the company are receiving any remuneration from the company.

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company. Particulars of remuneration/ Sitting Fees paid are detailed in Para VI of Annexure-II Extract of Annual Return MGT9

A Statement containing the particulars in accordance with the provisions under Section 134 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below. Top Ten (10) Employees in terms of remuneration drawn is as under:



**Statement under Section 134 of the Companies Act, 2013 read with
Rule 5 (2) of the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014**

Name, Age and Qualification	Designation	Date of Commencement of employment	Experience in years	Remuneration received	Last Employment
Bhaskar Shetty, 54, FCA	Chief Financial Officer	15-12-1995	23	32,21,955.00	NA
AVM Sundaram, 66, M.Com, BGL, FCS, CAIIB, AICWA	Company Secretary	30-12-2005	13	10,51,875.00	BANK OF INDIA
Ms. Jaylaxmi Mukta, 36, MBA	Accounts Manager	15-05-2008	10	8,20,134.00	HDFC BANK LTD, CHEKMATE CONSULTANCY
Karthiklyer, 29, MSc	Chief Administrative Officer	01-07-2015	3	6,00,000.00	NA
Mr. K. B. Srinivaslu, 47	Executive Assistant	17-09-1995	23	2,96,340.00	NA
K.R.Radhakrishnan, 58, BCOM	Account Assistant	10-10-1995	23	3,57,750.00	NA
Mr. Ananda Yadav, 43	Back Office Assistant	05-04-1995	23	4,20,255.00	NA
Mr. Shailesh Mahabdi, 41	Back Office Assistant	07-04-1995	23	3,64,221.00	NA
Mr. Shantaram Yadav, 43	Back Office Assistant	26-05-2003	15	2,80,170.00	NA
Mr. A. K. Jeeva, 53	Back Office Assistant	01-04-1997	21	4,83,930.00	NA

Note: 1. Remuneration includes salary, allowances and Company's contribution to PF.
2. Karthik Iyer is a relative of Director of the company

23. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

On behalf of the Board of Directors

Place: Mumbai
Date: 6th June 2018

Sundar Iyer
Chairman & CEO

**ANNEXURE II****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2015**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74210TN1986PLC012791
2.	Registration Date	13-03-1986
3.	Name of the Company	TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	G-3, OLD NO. 28A, NEW NO. 67 , ELDAMS ROAD, ALWARPET, CHENNAI-600018.
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT. LTD., C-13, PANNALAL SILK MILLS COMPOUND, LBS MARG, BHANDUP WEST, MUMBAI-400078.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investments in shares and trading in Shares & Derivatives	65993	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED 2B, GREASE HOUSE, ZAKARIA BUNDER ROAD, SEWRIWEST, MUMBAI- 400015	U51900MH1942PLC00546	Subsidiary	100%	Section 2 (87)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	Shareholding at the beginning of the year -2017				Shareholding at the end of the year -2018			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
Shareholding of Promoter and Promoter Group								
Indian								
Individuals / Hindu Undivided Family	4833753	0	4833753	46.0357	5353753	0	5353753	50.9881
Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000
Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000
Any Other (Specify)								
Sub Total (A) (1)	4833753	0	4833753	46.0357	5353753	0	5353753	50.9881
Foreign								
Individuals (Non - Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.0000
Government	0	0	0	'0.0000	0	0	0	'0.0000
Institutions	0	0	0	'0.0000	0	0	0	'0.0000
Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000
Any Other (Specify)								
Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000
Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	4833753	0	4833753	46.0357	5353753	0	5353753	50.9881
Public Shareholding								
Institutions								
Mutual Funds / UTI	0	15800	15800	'0.1505	0	15800	15800	'0.1505
Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000
Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000
Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000
Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000
Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000
Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000
Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000
Any Other (Specify)								
Foreign Financial Institution	0	36300	36300	'0.3457	0	36300	36300	'0.3457
Sub Total (B)(1)	0	52100	52100	'0.4962	0	52100	52100	'0.4962
Central Government/ State Government(s)/ President of India								
Sub Total (B)(2)	0	0	0	'0.0000	0	0	0	'0.0000
Non-Institutions								
Individuals								



Individual shareholders holding nominal share capital upto Rs. 1 lakh.	2026305	427384	2453689	23.3685	1735545	412084	2147629	20.4536
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1646995	88200	1735195	16.5257	1385013	88200	1473213	14.0306
NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000
Employee Trusts	0	0	0	'0.0000	0	0	0	'0.0000
Overseas Depositories (holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000
Any Other (Specify)								
Hindu Undivided Family	190587	0	190587	1.8151	186661	0	186661	1.7777
Foreign Companies	0	400	400	'0.0038	0	400	400	'0.0038
Non Resident Indians (Non Repat)	12600	0	12600	'0.1200	13690	0	13690	'0.1300
Non Resident Indians (Repat)	87177	162900	250077	2.3817	76673	162900	239573	2.2816

B) Shareholding of Promoter

Sr No	Shareholder's Name	Shareholding at the beginning of the year -2017			Shareholding at the end of the year - 2018			% change in share holding during the year
		NO.OF SHARE SHELD	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	NO.OF SHARE SHELD	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SUNDAR IYER	3767280	'35.8789	'0.0000	3767280	'35.8789	'0.0000	'0.0000
2	SIDDHARTH IYER	523000	'4.9810	'0.0000	523000	'4.9810	'0.0000	'0.0000
3	EBRAHIM Y RANGOONWALA	187523	'1.7859	'0.0000	187523	'1.7859	'0.0000	'0.0000
4	VANAJA SUNDAR IYER	300000	2.8571	'0.0000	820000	7.8095	'0.0000	4.9524
5	KRISHNAN M	43700	'0.4162	'0.0000	43700	'0.4162	'0.0000	'0.0000
6	SHRIDHAR P IYER	12250	'0.1167	'0.0000	12250	'0.1167	'0.0000	'0.0000
	Total	4833753	46.0357	'0.0000	5353753	50.9881	'0.0000	4.9524

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	SUNDAR IYER	3767280	35.8789	Nil	Nil	3767280	35.8789
	AT THE END OF THE YEAR					3767280	35.8789
2	SIDDHARTH IYER	523000	4.9810	Nil	Nil	523000	4.9810



	AT THE END OF THE YEAR					523000	4.9810
3	EBRAHIM Y RANGOONWALA	187523	1.7859	Nil	Nil	187523	1.7859
	AT THE END OF THE YEAR					187523	1.7859
4	VANAJA SUNDAR IYER	300000	2.8571			300000	2.8571
	BOUGHT ON			27/03/2018	455225	755225	7.1926
	BOUGHT ON			28/03/2018	64775	820000	7.8095
	AT THE END OF THE YEAR					150000	1.4286
5	KRISHNAN M	43700	0.4162	Nil	Nil	43700	0.4162
	AT THE END OF THE YEAR					43700	0.4162
6	SHRIDHAR P IYER	12250	0.1167	Nil	Nil	12250	0.1167
	AT THE END OF THE YEAR					12250	0.1167

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr No.		Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	RITA SACHDEV	295000	2.8095			295000	2.8095
	AT THE END OF THE YEAR					295000	2.8095
2	ANTIQUE STOCK BROKING LIMITED	0	0.0000			0	0.0000
	TRANSFER			31 Mar 2018	204000	204000	1.9429
	AT THE END OF THE YEAR					204000	1.9429
3	CHARTERED CAPITAL RESEARCH PRIVATE LIMITED	0	0				
	TRANSFER			10 DEC 2017	223484	223484	2.1284
	TRANSFER			31 MAR 2018	(51000)	172484	1.6427
	AT THE END OF THE YEAR					172484	1.6427
4	IMAGE SECURITIES LTD	145000	1.3810			145000	1.3810



	AT THE END OF THE YEAR					145000	1.3810
5	GOODKNIGHT INV & LEASING PVT LTD	132600	1.2629			132600	1.2629
	AT THE END OF THE YEAR					132600	1.2629
6	RAJIV KAUL	90226	0.8593			90226	0.8593
	TRANSFER			14 JULY 2017	(1226)	89000	0.8476
	TRANSFER			22 SEP 2017	(9000)	80000	0.7619
	TRANSFER			03 NOV 2017	(3040)	76960	0.7330
	TRANSFER			01DEC 2017	(6000)	70960	0.6758
	TRANSFER			12 JAN 2018	(10960)	60000	0.5714
	TRANSFER			19 JAN 2018	(10000)	50000	0.4762
	TRANSFER			26 JAN 2018	(10000)	40000	0.3810
	AT THE END OF THE YEAR					40000	0.3810
7	SHASHIKANT GORDHANDAS BADANI	71449	0.6805			71449	0.6805
	TRANSFER			09 FEB 2018	10086	81535	0.7765
	TRANSFER			23 FEB 2018	10000	91535	0.8718
	AT THE END OF THE YEAR					91535	0.8718
8	JIGNESH V SHAH	215000	2.0476			215000	2.0476
	TRANSFER			29 DEC 2017	(146000)	69000	0.6571
	TRANSFER			05 JAN 2018	(49847)	19153	0.1824
	TRANSFER			19 JAN 2018	7064	26217	0.2497
	TRANSFER			02 FEB 2018	50000	76217	0.7259
	TRANSFER			30 MAR 2018	(76217)	0	0.0000
	AT THE END OF THE YEAR					52798	0.5028
9	PACE STOCK BROKING SERVICES PRIVATE LIMITED	61200	0.5829			61200	0.5829
	TRANSFER			28 APR 2017	(43000)	18200	0.1733
	TRANSFER			30 JUN 2017	(2000)	16200	0.1543
	TRANSFER			14 JUL 2017	(1388)	14812	0.1411



	TRANSFER			21 JUL 2017	(8412)	6400	0.0610
	TRANSFER			28 JUL 2017	(6200)	200	0.0019
	TRANSFER			27 OCT 2017	(200)	0	0.0000
	TRANSFER			17 NOV 2017	1000	1000	0.0095
	TRANSFER			24 NOV 2017	2500	3500	0.0333
	TRANSFER			01 DEC 2017	481	3981	0.0379
	TRANSFER			08 DEC 2017	1519	5500	0.0524
	TRANSFER			15 DEC 2017	200	5700	0.0543
	TRANSFER			22 DEC 2017	1000	6700	0.0638
	TRANSFER			05 JAN 2018	(1000)	5700	0.0543
	TRANSFER			12 JAN 2018	157	5857	0.0558
	TRANSFER			19 JAN 2018	(3657)	2200	0.0210
	TRANSFER			26 JAN 2018	1722	3922	0.0374
	TRANSFER			02 FEB 2018	250	4172	0.0397
	AT THE END OF THE YEAR					4172	0.0397
10	MODERN TRADING BUSINESS PRIVATE LIMITED	281209	2.6782			281209	2.6782
	TRANSFER			07APR 2017	741	281950	2.6852
	TRANSFER			14 APR 2017	2993	284943	2.7137
	TRANSFER			21APR 2017	6015	290958	2.7710
	TRANSFER			28 APR 2017	37800	328758	3.1310
	TRANSFER			12 MAY 2017	15000	343758	3.2739
	TRANSFER			19 MAY 2017	2000	345758	3.2929
	TRANSFER			26 MAY 2017	700	346458	3.2996
	TRANSFER			09 JUN 2017	22070	368528	3.5098
	TRANSFER			16 JUN 2017	4190	372718	3.5497
	TRANSFER			30 JUN 2017	1500	374218	3.5640
	TRANSFER			21 JUL 2017	5300	379518	3.6145
	TRANSFER			28 JUL 2017	32092	411610	3.9201
	TRANSFER			04 AUG 2017	4365	415975	3.9617
	TRANSFER			11 AUG 2017	2129	418104	3.9819
	TRANSFER			08 DEC 2017	(418104)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000



B) Shareholding of Promoter

SN 1	SUNDAR IYER	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3767280	35.8789		
	NO TRANSACTIONS DURING THE YEAR				
	At the end of the year			3767280	35.8789

SN 2	KRISHNAN MUTHUKUMAR	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	43700	0.4162		
	NO TRANSACTIONS DURING THE YEAR				
	At the end of the year			43700	0.4162

The Other Key Management Personnel namely Shri A.V.M.Sundaram - Company Secretary and Shri Bhaskar Shetty Chief Financial Officer do not hold any shares of the company.

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V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Rs. In lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
* Addition	110.94	Nil	Nil	110.94
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	110.94	Nil	Nil	110.94
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	Nil	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act					

**B. Remuneration to other directors****In Rupees**

SN.	Particulars of Remuneration	Name of the Directors					Total Amount
		Sundar Iyer	Krishnan Muthukunar	Vishwanath Iyer	S. Hariharan	Dipti D Sakpal	
1	Independent Directors						
	Fee for attending board & committee meetings			66000	53000	45000	164000
	Commission						
	Others, please specify						
	Total (1)			66000	53000	45000	164000
2	Other Executive and Non-Executive Directors						
	Fee for attending board committee meetings	49000	36000				85000
	Commission						
	Others, please specify						
	Total (2)	49000	36000				85000
	Total (B)=(1+2)						
	Total Managerial Remuneration	49000	36000	66000	53000	45000	249000
	Overall Ceiling as per the Act						

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**In Rupees**

SN	PARTICULARS OF REMUNERATION	KEY MANAGERIAL PERSONNEL			
		CEO	CS	CFO	TOTAL
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	1051874	3130875	4182749
	(b) Value of perquisites u/s 17(2) Income -tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify				
	Total	Nil	1051874	3130875	4182749

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

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ANNEXURE - III

MANAGEMENT DISCUSSION AND ANALYSIS

OUTLOOK OF INDIAN ECONOMY 2018

The year 2017 was marked by a number of key structural initiatives to build strength across macro-economic parameters for sustainable growth in the future. The growth in the first half of the year suffered despite global tailwinds. However, the weakness seen at the beginning of 2017 seems to have bottomed out as 2018 set in. Currently, the economy seems to be on the path to recovery, with indicators of industrial production, stock market index, auto sales and exports having shown some uptick (shown below). We believe that India's economic outlook remains promising and is expected to strengthen further in FY18-19. However, the signs of green shoots should not be taken for granted as downside risks remain.

RECENT GDP TRENDS

The recent data on GDP growth in Q3 of FY 2017-18 has again revived expectations that the deceleration in the economic activity because of GST and demonetization may have bottomed out. Some of this good news is also mirrored in the data on corporate earnings as well. Even with the slowdown in 2017, recent data suggests that the GDP has grown by an average of 6.4% in the first three quarters of FY17-18.

MONETARY POLICY AND OUTLOOK

The RBI had steadily cut the repo rate from 7.25% in Aug'15 to 6% in Aug'17. Since then the RBI has held the policy rate steady with more emphasis on reviving domestic growth. In the current economic scenario, with world economy having built further momentum and with the anticipation of a further escalation in global commodity prices, the space for monetary manoeuvring has become limited. Since its Aug'17 policy meet, the RBI has maintained its stance citing concerns on inflation front as well as spill-over risks from global policy changes. Importantly, household expectations on inflation has seen a rise and separately concerns on fiscal slippage have increased, especially on account of implementation of farm loan waivers, partial roll back of excise duty for petroleum products, and a fall in revenue collections, all of which are likely to have implications for inflation. In its last bi-monthly monetary policy for the fiscal year 2018 in Feb'18, the Monetary Policy Committee (MPC) in Feb 2018 said inflation has been stipulated to remain around 5.1- 5.6% in the 1H FY19 and then ease to 4.5-4.6% in the 2H FY19, and with the yearly estimate set at 4.5% it can be expected that any monetary action by the RBI will be data dependent. In our view there remains some upside risks to inflation which may become visible in the second half of FY18-19 on account of oil price hike, and possible rise in input costs. The important question for FY 2018-19 is whether and when the RBI will announce an increase in the repo rate.



STOCK MARKET

Equity markets extended their gains in H1:2017-18 into H2, with the Sensex closing at a historic high of 36,283 on January 29, 2018. A number of factors contributed to the market's overall buoyancy: strengthening macroeconomic conditions; revival of corporate sales and improving prospects for future earnings; the announcement of PSU banks' recapitalisation; a jump in India's ranking in the World Bank's ease of doing business index; the ratings upgrade by Moody's; sustained net investment by domestic institutional investors; and positive cues from global equity markets.

Market conditions and sentiment reversed dramatically in February and selling pressures intensified, with a variety of factors in play: global sell-offs in bonds and equities following stronger than expected job and inflation data for the US that prompted market participants to anticipate a faster pace of normalisation of US monetary policy; expectations of tighter liquidity conditions going forward; bearish sentiment post the Union Budget proposal to levy long-term capital gains tax (LTCG) of 10 per cent on gains exceeding Rs.1 lakh from sale of equity shares; the breach in the fiscal deficit target for 2017-18 and for the medium term; and disclosure of fraudulent transactions by Punjab National Bank. Consequently, even though the BSE Sensex gained by 5.4 per cent during H2:2017-18, it declined by 5.0 per cent during the month of February and suffered losses of 3.6 per cent in March as well on worries of trade wars triggered by the announcement of tariffs on steel and aluminium imports by the US

administration and plan to impose tariff on Chinese goods.

The sharp increase in equity indices in the second half of January 2018 and the dramatic correction in the first half of February 2018 were both associated with heightened volatility. The increase in volatility during the first week of February 2018 resulted from spill over of enhanced volatility in global markets, as rising bond yields triggered sell-off in stocks, which was exacerbated by collapse of several complex volatility-linked funds and algorithmic trading strategies tied to market volatility. The India volatility index (VIX), which captures short-term expected volatility of Nifty 50, increased sharply during this period. While equity indices and the VIX are generally inversely correlated, they moved in tandem during the second half of January 2018 with the correlation co-efficient being 0.88. Global markets also witnessed a similar aberration as the S&P 500 and VIX moved together with a correlation co-efficient of 0.70.

The put-call ratio, an indicator of market expectations, broadly remained stable and stayed below one in India. These configurations suggest that equity markets in India had perhaps risen excessively and that a correction rather than a bearish phase was imminent. As if in corroboration, the sharp correction in equity indices led to the restoration of the inverse relationship between the VIX and NIFTY 50 in February 2018, with the correlation co-efficient being -0.31. Realised volatility estimated through GARCH conditional volatility remained consistently lower than the expected volatility (measured by the VIX) during this period.



While domestic institutional investors, particularly MFs, engaged in sustained net buying in the equity market, foreign portfolio flows experienced some volatility in February. Net investment by mutual funds in equities during October 2017 to March 27, 2018 at \$631 billion was higher than that of \$302 billion by foreign portfolio investors.

During October 2017-February 2018, resources raised under equity-oriented investment schemes were higher at \$841 billion than \$399 billion during the corresponding period of the previous year. This reflected greater participation not only from retail and high net worth individuals (HNIs), but also from corporates. Equity assets under management (AUM) of mutual funds increased by 16.7 per cent from \$6.6 trillion at end-September 2017 to \$7.7 trillion at end- February 2018.

In the primary segment of the equity market, resource mobilisation through public issues of equity (initial public offers and right issues) increased sharply to \$610 billion during October 2017-February 2018 from \$100 billion in the corresponding period of the previous year. Of the total 71 initial public offer (IPO) issues, 53 issues were listed on the small and medium enterprises (SMEs) platforms of BSE Ltd. and National Stock Exchange (NSE). Of the total resource mobilisation by way of public equity issues during 2017-18, 50.4 per cent was raised by insurance companies.

FUTURE PROSPECTS

The future prospects for the Indian equity markets look extremely promising in the current backdrop of events in the Global financial markets

While the last year saw a number of changes to the system, the impact of these have largely waned as new equilibria has started to set in. The Indian economy has once again regained the tag of the “fastest growing economy”. How sustainable this momentum will be and by when our economy can cross the 8% Rubicon, will depend on how effectively the various policies, especially with respect to structural and infrastructure related reforms are implemented. As set out above, domestic financial market segments have been mainly driven by idiosyncratic factors, barring phases of overwhelming global spill overs that impacted equity and forex markets intermittently. Excess liquidity, which had persisted till January following demonetisation, turned into deficit towards close of the year. Bond markets have experienced some drying up of liquidity as yields rose amidst concerns about inflation and the fiscal situation. The credit market, which was overcast with risk aversion and disintermediation, has exhibited a steady improvement in recent months with credit growth being in double digits since December. Sizeable investments by mutual funds into equity displaced the hitherto dominant position of foreign investors.

(Source: CEIC DATA AND DELOITTE ANALYSIS)



The euphoria in other emerging markets is likely to settle down soon as earnings have failed to catch up with the spectacular rise in the stock prices. Investors would be wary of deploying funds in developed markets as the US Federal Reserve considers hiking the US Fed Interest Rate anytime during the current financial year, Indian equity markets are looking attractively valued. The management is confident of a strong year ahead for the Indian Equity markets. This will augur well for the performance of your company, which largely depends on the direction of the stock market.

BUSINESS RISK MANAGEMENT

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with the provisions of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal control to safeguard and protect against loss, unauthorized use or disposition of its assets.

All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the Accounting Standards applicable to it for properly maintaining the books of accounts and reporting financial statements.

All the investments related activities are done under the direct supervision of the Chairman of our company. Based on the nature of the business the Audit Committee has suggested formation of an Investment Committee and to lay down an Investment Policy.

Considering the size and nature of business the company has appointed an Internal Auditor for the company to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.



VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the company proposes to pursue the existing vigil mechanism policy during the financial year 2018-19. also

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

DIRECTORS' AND COMMITTEE MEETINGS

During the year Six (6) Board Meetings, Four (4) Audit Committee Meetings, Four (4) Stakeholders' Relationship and Investor Grievances Committee Meetings, One Meeting of Corporate Social Responsibility Committee, One Meeting of Nomination and Remuneration Committee, One Meeting of Directors other than Independent Directors for evaluation of performance of Independent Directors and One Meeting of Independent Directors for evaluation of performance of other Directors was held. The Details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

AUDIT COMMITTEE

The company's audit committee comprises of the following directors:

Shri Iyer Vishwanath - Chairman - Non Executive & Independent Director

Shri S. Hariharan - Member - Non Executive & Independent Director

Shri Sundar Iyer - Executive Director

STAKEHOLDERS' RELATIONSHIP/INVESTORS GRIEVANCE AND SHARE TRANSFER COMMITTEE

The company's Stakeholders' Relationship/Investors Grievance and Share Transfer Committee comprises of the following directors:

Shri Iyer Vishwanath - Chairman - Non Executive & Independent Director

Shri S. Hariharan - Member - Non Executive & Independent Director

Ms. Dipti Dinesh Sakpal - Member - Non Executive & Independent Director

Note: The Committee has been reconstituted on 18th April 2017 on account of the resignation of Independent Director Ms. Sita Sunil (on 9th January 2017) and the appointment of Independent Director - Ms. Dipti D. Sakpal (on 18th April 2017)

NOMINATION AND REMUNERATION COMMITTEE

The company's Nomination and Remuneration Committee comprises of the following directors:



Shri Iyer Vishwanath - Chairman - Non Executive & Independent Director

Shri S. Hariharan - Member - Non Executive & Independent Director

Shri Krishnan Muthukumar - Non - Executive Director

C O R P O R A T E S O C I A L RESPONSIBILITY (CSR) COMMITTEE

The company is having a Corporate Social Responsibility Committee comprising of the following directors:

Shri Sundar Iyer- Chairman - Executive Director

Shri Iyer Vishwanath - Member - Non Executive & Independent Director

Shri S. Hariharan - Member - Non Executive & Independent Director

RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. However, there were material related party transactions in terms of the provisions of the listing agreement. All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

CORPORATE GOVERNANCE

As per the provisions of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Secretarial Auditor confirming compliance forms an integral part of this Report.

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ANNEXURE - IV

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The Company defines Corporate Governance as a systematic process by which companies are directed and controlled to enhance their wealth generating capacity. Since large corporations employ vast quantum of social resources, we believe that the governance process should ensure that these companies are managed in a manner that meets stakeholders' aspirations and social expectations.

The basic objective of corporate governance policies adopted by the company is to attain the highest levels of transparency, accountability and integrity. This objective extends not merely to meet with statutory requirements but also goes beyond them by putting into place procedures and systems, which are in accordance with best practice of governance. Your company believes that good corporate governance enhance the trust and confidence of all the stakeholders. Good practice in corporate behavior helps to enhance and maintain public trust in companies and stock market.

2. Board of Directors

Composition and Category of Board of Directors.

The Board of Directors of the company comprises of Executive Chairman, a Non-executive Director and three Independent (Non-Executive) Directors, including a WOMAN DIRECTOR.

Attendance at the Board Meetings and Annual General Meeting are as under:

Dates of Board Meeting

During the financial year 2017-18, Six (6) meetings were held on the following dates:

18th April 2017, 18th May 2017, 28th August 2017, 8th September 2017, 8th December 2017 and 8th February 2018.

The last Annual General Meeting was held on 28th September 2017.

The Board comprises of three independent directors out of present strength of five directors. Composition, attendance of each director at the Board Meetings and at the last AGM and the number of other directorship, committee memberships are set out below:

Name	Category	No. of Board Meeting attended	Attendance at the last AGM	Directorship in other Companies	Other Companies Committee Chairmanships -	Other Companies Committee Memberships -
Mr. Sundar Iyer	Chairman Executive Director	5	Yes	6	1	2
Mr. Iyer Vishwanath	Independent Non - executive Director	6	Yes	2	1	1
Mr. S. Hariharan	Independent Non - executive Director	4	No	Nil	Nil	Nil
Mr. Krishnan Muthukumar	Non-Executive Non Independent Director	6	No	7	Nil	1
Ms. Dipti D. Sakpal	Independent Non-Executive Woman Director	6	No	1	Nil	2



3. Board Committees:

A. Audit Committee Charter

The primary object of Audit Committee of the company is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

Composition

The company derived immense benefit from the deliberations of the audit committee comprising of the following directors of the company:

Name	Category of membership
Mr. Iyer Vishwanath	Chairman
Mr. S. Hariharan	Member
Mr. Sundar Iyer	Member

Chairman is a Non-Executive Independent Director.

The major terms of reference of this committee are as under:

- Reviewing with management, the financial statements before submission of the same to the Board
- Overseeing of company's financial reporting process and disclosures of its financial information.
- Reviewing the adequacy of the internal audit function.
- Recommendation for appointment and fixing remuneration of statutory auditors.
- Reviewing the reports furnished by the statutory auditors and ensuring suitable follow up thereon.

Meeting and Attendance of the Committee

During the financial year four Audit Committee meetings were held on the following dates, 17th May 2017, 7th September 2017, 7th December 2017 and 7th February 2018. The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreements with the Stock Exchanges.

The Audit Committee in its meeting held on 17th May 2017 approved and recommended the re-appointment of Mr. Karthik Sundar Iyer as Chief Administrative Officer (CAO) on contract basis for a further period of one year with effect from 1st July 2017 on a monthly remuneration of Rs.100000/-. The approval of the Committee for the appointment of Mr. Karthik Sundar Iyer was required, as Mr. Karthik Sundar Iyer is the son of CEO of the company Shri Sundar Iyer. (Appointment of Relative for the office of profit)

The Audit Committee has also approved and recommended the opening of the trading account with M/s SI INVESTMENT & BROKING PRIVATE LIMITED (Member of NSE & BSE) for executing purchase and sale transactions in Equity & Derivatives Segments on terms and conditions as set out in the documents for opening the account, which are in the ordinary course of business. Shri Sundar Iyer is a shareholder in M/s SI INVESTMENT & BROKING PRIVATE LIMITED and his family members are the directors in the company. This was further approved by the members of the company in the AGM held on 28th September 2017 as an abundant precautionary measure.



The attendance of directors at the Audit Committee meetings held during the year 2017-18 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. Iyer Vishwanath	Chairman	4	4
Mr. S. Hariharan	Member	4	3
Mr. Sundar Iyer	Member	4	3

B.Stakeholders' Relationship / Investors Grievance and Share Transfer Committee

Meeting and Attendance of the Committee

During the financial year, Four (4) Stakeholders' Relationship Committee meetings were held on the following dates, 17th May 2017, 7th September 2017, 7th December 2017 and 7th February 2018. The terms of reference of the Stakeholders' Relationship Committee are as per the guidelines set out in the Listing Agreements with the Stock Exchanges.

The attendance of directors at the Stakeholders' Relationship/Investors Grievance and Share Transfer Committee meetings held during the year 2017-18 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. S. Hariharan	Chairman	4	3
Ms. Dipti D. Sakpal	Member	4	4
Mr. Iyer Vishwanath	Member	3	3
Mr. Sundar Iyer	Member	2	2

Chairman of the Committee is a non-executive director.

Shri Sundar Iyer resigned from the Committee on 7th September 2017 to comply with the provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2014.

Shri Iyer Vishwanath Non-Executive Independent Director, was inducted into the Committee on 7th September 2017 to comply with the provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2014.

Terms Of Reference

The shareholders/investor grievances committee specifically looks into redressing of shareholder's and investor's complaints such as transfer of shares, non-receipt of shares, non-receipt of declared dividend, conversion of shares and to ensure expeditious share transfers.

Meeting and Attendance of the Committee

The Committee oversees the performance of share transfer and recommends measures to improve the shareholders /investors service. The said committee met four (4) times during the financial year 2017-18. The Company Secretary is the Compliance Officer.

The Committee has also noted that the shareholding in dematerialised mode as on 31st March 2018 was 89.87% (89.72% as of 31st March 2017).



Shareholders queries received and replied in 2017-18

During the financial year 2017-18, only Two (2) complaints were received from shareholders and were replied / redressed to the satisfaction of the investors. There are no complaints pending as on date of this report. There were no share transfers pending registration as at 31st March 2018.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The Investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are:

Centralised database of all complaints

Online upload of Action Taken Reports (ATRs) by the concerned companies

Online viewing by the investors of action taken on the complaints and its current status.

Designated Exclusive Email ID

The Company has also provided separate E-mail ID: investors@tcms.bz exclusively for investor servicing.

C. Nomination and Remuneration Committee

During the financial year one Nomination and Remuneration Committee meeting was held on 18th April 2017. During this meeting the Committee recommended the re-appointment of Mr. Karthik Sundar Iyer as Chief Administrative Officer (CAO) on contract basis for a further period of one year with effect from 1st July 2017 on a

monthly remuneration of Rs.100000/-. The terms of reference of the Nomination and Remuneration Committee are as per the guidelines set out in the Listing Agreements with the Stock Exchanges.

The attendance of directors at the Nomination and Remuneration Committee meeting held during the year 2017-18 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. Iyer Vishwanath	Chairman	1	1
Mr. S. Hariharan	Member	1	1
Mr. Sundar Iyer	Member	1	1

Chairman of the Committee is a non-executive director.

Shri Sundar Iyer resigned from the Committee on 7th September 2017 to comply with the provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2014.

Shri Krishnan Muthukumar Non-Executive Director, was inducted into the Committee on 7th September 2017 to comply with the provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2014 in the place of Shri Sundar Iyer.

Terms Of Reference

Formulation Of Policy For Selection And Appointment Of Directors And Their Remuneration



The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

1. Criteria of selection of Non-Executive Directors

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of Investments in Capital and Debt Market, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their
 - ii. respective fields;
Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;



- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

During the financial year One (1) Corporate Social Responsibility Committee meeting was held on 14th March 2018. The terms of reference of the Corporate Social Responsibility Committee are as per the guidelines as set out in the Listing Agreements with the Stock Exchanges.

The attendance of directors at the Corporate Social Responsibility Committee meeting held during the year 2017-18 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. IyerVishwanath	Chairman	2	2
Mr. S. Hariharan	Member	2	2
Mr. SundarIyer	Member	2	2

Chairman of the Committee is a non-executive director.

Terms of reference

During the financial year 2016-17, the company has not made profit. However since the company had made considerably good profit exceeding Rs. 5 Crore during the financial year 2014-15, the company is required to spend

on the Corporate Social Responsibility (CSR) activities.

During the financial year 2017-18, the company has spent Rs.22.75 lacs on the Corporate Social Responsibility (CSR) activities.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

A certificate obtained from the Auditors of the company on the Compliance of Corporate Governance is enclosed.

EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 14th March 2018, inter alia to:

- Review the performance of non-independent directors and the Board as a whole;
- Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



EVALUATION OF INDEPENDENT DIRECTORS BY DIRECTORS' MEETING

During the year under review, the Directors (other than Independent Directors) met on 14th March 2018, inter alia to:

- i. Review the performance of the independent directors of the company, taking into account the views of executive directors and non-executive directors;
- ii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

DISCLOSURES

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

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Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

Compliance with Accounting

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

The company as per the provisions of the SEBI (LODR) Regulations, 2015 have adopted the Indian Accounting Standards from the commencement of this financial year (i.e.,) 1st April 2017.

4. General Body Meetings

The particulars of Annual General Meeting held during the last three years are as under:

Year	Location	Date	Time
2014-15	Narada Gana Sabha, Mini Hall, T.T.K.Salai, Chennai - 600018	17/07/2015	4.00 P.M.
2015-16	Asha Nivas, No.9, Rutland Gate, 5th Street, Chennai - 600 006.	27/12/2016	4.00 P.M.
2016-17	Asha Nivas, No.9, Rutland Gate, 5th Street, Chennai - 600 006.	28/09/2017	4.00 P.M.

Special Resolution Passed in the Past three AGMs

No Special Resolutions were passed in the AGMs held on 17th July 2015, 27th December 2016 and 28th September 2017.

Postal Ballot

No Special resolutions were passed last year through Postal Ballot.

5. Means of Communication

The annual, half-yearly and quarterly results are regularly submitted to the stock exchanges in accordance with the listing agreement and are published in Trinity Mirror (English) and Makkal Kural (Tamil) newspapers.

6. Management Discussions and Analysis Report

Management Discussion and Analysis Report and the Corporate Governance report for the year forms a part of the Directors' Report.



7. General Shareholders Information

ANNUAL GENERAL MEETING

The 32nd Annual General Meeting of the Company will be held on Thursday, 12th July 2018 at 4.00 P.M. at Asha Nivas, No.9, Rutland Gate, 5th street, Chennai-600 006.

Financial calendar for the year 2018-2019 (Provisional)

Results for the first quarter ending 30th June, 2018	Second Week of August 2018
Results for the second quarter ending 30th September, 2018	Fourth week of October 2018
Results for the third quarter ending 31st December, 2018	Fourth week of January 2019
Results for the fourth quarter ending 31st March, 2019	First week of May 2019
Annual General Meeting for the year ending 31st March, 2019	Third Week of July 2019

LISTING ON THE STOCK EXCHANGES

The Equity shares of the Company are listed on the Bombay Stock Exchange and National Stock Exchange. The Company has paid annual listing fees to the respective stock exchanges.

Trading in shares of the company in National Stock Exchange was suspended in the year 2002-2003, since the company did not have full time Company Secretary. This requirement has been met in the year 2006-07 and after considerable follow up with NSE. NSEIL has revoked the suspension of trading with effect from 11th January 2018.

BSE Stock Code: 526921 - NSE Scrip Code: 21STCENMGM

Corporate Identity Number (CIN) of the Company:

L74210TN1986PLC012791

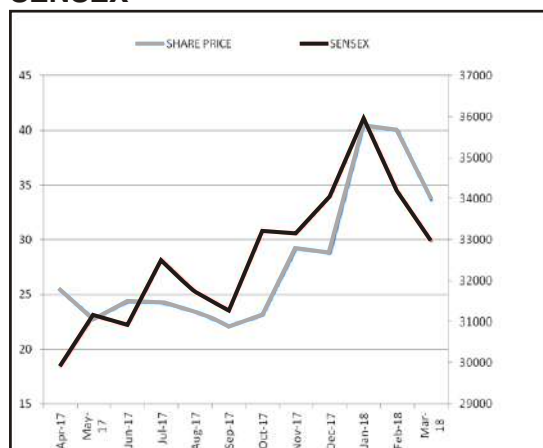
MARKET PRICE DATA

Trading in shares of the company in NSE commenced from 11th January 2018 after the revocation of suspension of trading by NSE.

High/Low during each month in last financial year 2017-18 at the Bombay Stock Exchange

Month	Share Prices (Rs.)		Closing Price
	High	Low	
Apr-17	25.35	18.50	25.35
May-17	27.00	22.50	22.80
Jun-17	26.75	22.35	24.30
Jul-17	25.90	23.25	24.25
Aug-17	24.75	22.15	23.40
Sep-17	23.85	20.15	22.15
Oct-17	24.65	21.75	23.05
Nov-17	29.75	22.15	29.20
Dec-17	29.75	26.45	28.75
Jan-18	40.60	28.25	40.40
Feb-18	45.45	38.20	40.00
March-18	39.95	32.35	33.60

CHART SHOWING SHARE PRICE VS SENSEX





REGISTRAR AND TRANSFER AGENTS

Link Intime India Pvt. Limited

C 101, 247 Park, L B S Marg, Vikhroli- West, Mumbai 400 083

Tel No: +91 22 49186000 Fax: +91 22 49186060

ADDRESS FOR COMMUNICATION

TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

NO.67, OLD NO.28-A, DOOR NO.G-3., Eldams Road, Alwarpet, Chennai 600 018

Telephone - 0 44 42030149, FAX - 0 44 24328452

SHARE TRANSFER SYSTEM

Presently the share transfer documents, which are received by the Company, are processed, approved and kept ready for dispatch within 15 days from the date of the receipt.

Distribution of shareholding as on 31st March 2018

Number of Shares -	Shareholders	%	Shares	%
1-5000	4572	83.2029	6116300	5.8250
5001-10000	361	6.5696	3117190	2.9688
10001-20000	224	4.0764	3587130	3.4163
20001-30000	81	1.4741	2121470	2.0204
30001-40000	42	0.7643	1527150	1.4544
40001-50000	43	0.7825	2011100	1.9153
50001-100000	83	1.5105	6473440	6.1652
Above 100000	89	1.6197	80046220	76.2345
Total	5495	100.00	105000000	100.000



Shareholding pattern as on 31st March 2018

Categories	Number of shares	%
Promoters, Directors, relatives and associates	5353753	50.99
Mutual Funds	15800	0.15
FII's	36300	0.35
Private Corporate Bodies	375734	3.58
Indian Public	3620842	34.48
HUF	186661	1.78
NRI's/OCB's	398663	3.79
Clearing Members	511731	4.87
Market Maker	516	0.004
Total	10500000	100.00

Dematerialisation of shares

The equity shares of the company has been admitted for dematerialization with NSDL and CDSL, 89.87% (as against 89.72% as on 31st March 2017) of the company's paid up Equity share capital has been dematerialized as on 31st March 2018.

Under the Depository System the International Securities Identification number (ISIN) allotted to the Company's Shares is INE253B01015

E-mail ID of Investor Grievance Redressal Cell

E-mail ID: investors@tcms.bz

9. TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

Pursuant to Section 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 all unclaimed / unpaid dividend as applicable remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to IEPF. Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which were applicable with effect from 7th September 2016, also contain similar provision for transfer of such amounts to the IEPF. Accordingly all unclaimed / unpaid dividend for a period of seven years from the date they became due for payment, in relation to the company have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the company for the amounts so transferred.



The following table gives information relating to outstanding dividend accounts and the dates by which they can be claimed by the shareholders.

Financial Year	Date of Declaration	Last date for claiming unpaid dividend
2014 -2015	17th July 2015	16th July 2022

10. Non-Mandatory Requirements

- a. Chairman of the Board: The Company maintains the office of the Chairman at its Corporate Office/Registered Office and also reimburses the expenses incurred in performance of duties.
- b. The Board has duly constituted a Remuneration Committee under the Chairmanship of Mr. Iyer Vishwanath, which determines the remuneration package for Executive Directors.
- c. Shareholder Rights: The quarterly financial results are regularly submitted to the stock exchanges.
- d. Audit qualifications: The Company has qualified financial statements.
- e. Training of Board members: Periodical meetings are held with skilled consultancy agencies for the Board members to apprise them of recent developments and existing laws and practices
- f. Mechanism of evaluating Non-executive directors: Same as above.
- g. Whistle Blower Policy: As mentioned earlier, the Company does not have a Whistle blower Policy.

DECLARATION IN COMPLIANCE WITH THE CODE OF CONDUCT

This is to confirm that all the Board Members and the Senior Management have affirmed compliance with the Code of conduct for the year ended 31st March, 2018.

For Twentyfirst Century Management Services Limited

Sundar Iyer

Chairman & CEO

Place: Mumbai

Date: 6th June 2018



Auditor's Certificate on Corporate Governance

We have examined the compliance of Corporate Governance by Twentyfirst Century Management Services Limited for the year ended on 31st March 2018, as stipulated in SEBI (LODR) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

On the basis of information and explanation given to us and as per the records maintained by the Company, we state that no investor grievances is pending for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor effectiveness with which the management has conducted the affairs of the Company.

For M/s Lakhani & Lakhani

Chartered Accountants

(Firm Registration Number - 115728W)

Suhas Shinde

(Membership Number - 117107)

Partner

Place: Mumbai

Date: 6th June 2018



ANNEXURE - V

FORM AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Part A: Subsidiaries

1. Name of the subsidiary TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED - Wholly owned subsidiary
2. Reporting period for the Subsidiary concerned, if different from the holding company's reporting period - Same as the holding company

Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries

NOT APPLICABLE

REPORTING PERIOD	1 April, 2017 to 31 March, 2018 (Rs. In lacs)
Share capital	1308.95
Reserves & surplus	(494.27)
Total assets	4089.34
Total Liabilities	3274.66
Investments	0.00
Turnover (Revenue)	725.98
Profit before taxation	747.50
Provision for taxation (Deferred Tax)	145.00
Short Provision for earlier years	0.00
Profit after taxation	602.50
Proposed Dividend	NIL
% of shareholding	100%

Notes:

There is no subsidiary which is yet to commence operations.

There is no subsidiary which has been liquidated or sold during the year.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 6th June 2018

SUNDAR IYER KRISHNAN MUTHUKUMAR

Director

Director



PARTICULARS AS REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014.

SUBSIDIARY COMPANY

The Company has a subsidiary - **TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED**. The Company is not attaching copies of the balance sheet and profit & loss account, reports of Board of Directors and Auditors thereon, in respect of the subsidiary as required under Section 212(1) of the Companies Act, 1956 ('the Act') to its accounts as per the dispensation available pursuant to the directions issued by the Ministry of Corporate Affairs vide general circular no. 2/2011. However, as required under the aforesaid circular and pursuant to clause 32 of the Listing Agreement, the consolidated financial statement of the company duly audited by the statutory auditors forms part of this annual report. The company shall make available, the annual accounts and related information of its subsidiary, to those shareholders who wish to have the copies of the same. Further these documents shall be available for inspection by a shareholder at the registered office of the company as well as its subsidiary on any working day during business hours.

For Twentyfirst Century Management Services Ltd

Sundar Iyer

Bhaskar Shetty

Chief Executive Officer

Chief Financial Officer

Place: Mumbai

Date: 6th June 2018



Annexure - VI

FORM NO. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangements or transactions at arm's length basis

1	Name(s) of the related party and nature of relationship	SI INVESTMENT & BROKING PVT LTD (Company in which Director – Shri Sundar Iyer is holding 10.57% Shares of the company)
2	Nature of contracts / arrangements / transactions	Broking Services for executing trades in Cash and Futures & Options Segment
3	Duration of the Contracts / arrangements / transactions	Annual Contract
4	Salient terms of the contracts or arrangements or transactions including the value, if any	Maintained at arm's length similar to third party contracts. Brokerage @0.01% for derivative transactions and @0.05% for cash market transactions along with other statutory charges like STT, Stamp Duty, etc
5	Justification for entering into such contracts or arrangements or transactions	Competitive Pricing and Quality Value of services rendered.
6	Date(s) of approval by the Board, if any	18th May 2017 and by Share holders in the AGM held on 28th September 2017
7	Amount paid as advances, if any	Nil



CEO/CFO CERTIFICATION

The Board of Directors

Twentyfirst Century Management Services Limited
Chennai

We, Sundar Iyer, Chief Executive Officer and Bhaskar Shetty, Chief Finance Officer of Twentyfirst Century Management Services Limited, on the basis of the review of the financial statements and cash flow statement for the year ended 31st March, 2018 and to the best of our knowledge and belief, hereby certify that:

1. We have reviewed the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's Report and that to the best of our knowledge and belief.
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2018 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee that during the year under review:
 - there have been no significant changes in internal control over financial reporting during the year covered by this report.
 - there have been no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
 - there have been no instances of significant fraud in the subsidiary company, of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Twentyfirst Century Management Services Ltd

Sundar Iyer
Chief Executive
Officer

Bhaskar Shetty
Chief Financial
Officer

Place: Mumbai

Date: 17th May 2018

**ANNEXURE - VII****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

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2018
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Twentyfirst Century Management Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Twentyfirst Century Management Services Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Twenty First Century Management Services Limited ("the Company") for the financial year ended on 31st March, 2018 according to the provisions as applicable to the Company during the period of audit:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ; (Not Applicable for the Audit Period)
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client.
- (i) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

(vi) The following laws/ Regulations (as amended from time to time), which are specifically applicable to the Company based on their sector/industry:

- i. Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- ii. Reserve bank of India Act, 1934
- iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Since company is mainly engaged in the activity of secondary market trading in securities and derivatives)

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India
- ii. The SEBI (LODR) 2015 entered into by the Company , where the equity shares of the Company are listed.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc., mentioned above subject to the following observations:

1. The company is engaged with investment and trading activity with their own surplus funds
However, without any registration/license required under RBI(NBFC rules and regulations)

Further report that there were no actions/events occurred in the pursuance of

- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- ii. The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014;
- iii. The Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008
- iv. The Securities Exchange Board of India (Delisting of Equity Shares) Regulation, 2009
- v. The Securities Exchange Board of India (Buyback of Securities) Regulation, 1998

requiring compliance thereof by the Company during the Financial Year under review.





Lakshmmi Subramanian & Associates
Continuous Sheet

We further report that, on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable other general laws including , Human Resources and labour laws however a few updations are required to the labour law compliances.

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that

The Board of Directors of the Company is constituted with a balance of Executive Directors, Non-Executive Directors and Independent Directors.except reconstitution of committee required under LODR The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Notice were given to all directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that the company has no material event during the year except the following:

The company has pending litigation with GILC the impact of which is yet to be disclosed.

Place: Chennai

Date: 17th May, 2018

For Lakshmmi Subramanian & Associates



Lakshmmi Subramanian



ANNEXURE VIII

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2017-18 [Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

Brief outline of the Company's CSR policy, projects and programs proposed to be undertaken with web-link to CSR policy and projects or programs	Company has identified projects in helping patients who require medical assistance and hospital facilities. Accordingly the company has spent funds under CSR activities during the financial year 2017 -18.
Composition of the CSR Committee.	Mr. Sundar Iyer – (Chairman of the committee) Mr. Iyer Vishwanath Mr. S. Hariharan
Average Net profits of the company for the last three financial year	Rs.1128.95 lacs for the Financial Year 2017-18
Prescribed CSR expenditure (Two percent of the amount in item no. 3 above)	Rs. 22.58 lacs for the Financial Year 2017-18
Details of CSR Spent during the Financial Year	Rs.22.75 lacs during this Financial Year 2017-18

MANNER IN WHICH THE AMOUNT WAS SPENT DURING THE FINANCIAL YEAR ENDED 31.03.2018

CSR project activity	Sector in which the project is covered	Projects or programs (1) local area or other (2) specify the state & district where projects or programs were undertaken	Amount Outlay (budget) project or programs wise	Amount spent on the projects or programs sub-heads: (1) Direct expenditure on projects or programs (2) over heads	Cumulative expenditure up to the reporting period	Amount spent Direct or through Implementing agency
Animal Welfare, Sports Activities and Self help group	Animal Welfare, Sports and helping the privileged and physically challenged	For people from Mumbai and Chennai	On case to case basis	Amount paid For Sports Activities, for preserving and up keeping of animals, and for helping the physically challenged	Rs.22.75 lacs	Amount spent through registered trust



Animal Welfare, Sports Activities and Self help group	Animal Welfare, Sports and helping the privileged and physically challenged	For people from Mumbai and Chennai	On case to case basis	<p>Amount paid For Sports Activities, for preserving and upkeeping of animals, and for helping the physically challenged</p> <p>Through CHILDRENS SPORTS ACADEMY- Rs.25,000</p> <p>KSHETROPASANA TRUST- Rs.12,00,000</p> <p>INDIAN INSTITUTE OF ANIMAL WELFARE- Rs.10,00,000</p> <p>AKHIL HINDU MAHILA PARISHAD, SANTACRUZ- Rs.50,000</p>	Rs. 22.75 lacs	Amount spent through registered trust
In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part there of, the company shall provide the reasons for not spending the amount in its Board report.				The company has spent the entire amount provided under CSR activities for the Financial Year 2017-18		
A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.				As per the policy the company has spent the required and provided amount under CSR Obligations.		

Sd/-
Chairman



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

Report on the Financial Statements

We have audited the accompanying standalone Ind AS Financial Statements of **M/s TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS). This responsibility also includes maintenance of adequate accounting records in accordance with the preparation of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection

and application of appropriate accounting policies ; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate Internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone Ind AS Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial



statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Basis of Opinion

Non Provision of Doubtful Loans & Advances amounting to Rs.1390.88 lacs advanced to its subsidiary company and a Group Company.

We further report that, had the observation made by us above been considered, the loss for the year would have been Rs.822.54 lacs (as against the reported profit figure of Rs. 568.34 lacs) and loss after considering accumulated figures of previous years would have been Rs. 587.81 lacs (as against reported figure of profit of Rs. 803.07 Lacs) and the balance of amount due from subsidiary company and the group company would have been Rs. Nil (as against the reported figure of Rs. 1390.88 lacs).

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.



1. As required by the Companies (Auditors Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 & 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) In our opinion the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company has not disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred to the Investor's Education and Protection fund

For Lakhani & Lakhani
Chartered Accountants
Firm Registration No. 115728W

Suhas S. Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17-05-2018

"ANNEXURE A" TO INDEPENDENT AUDITOR'S REPORT

1. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

The fixed assets of the company have been physically verified by the Management during the year and no material discrepancies were noticed on such verification. In our opinion the verification is reasonable having regard to the size of the company and the nature of its assets.

As per the information and explanations provided to us, there are no immovable fixed assets in the name of the Company.

2. The company is primarily engaged in investing activities. Accordingly, it does not hold any physical inventories. Thus paragraph 4(ii) of the Order is not applicable to the company.

3. The company has granted interest free loans of Rs. 1390.88 lacs to the company listed in the register maintained under section 189 of the Companies Act 2013. But the said Loan advanced to subsidiary company and Group Company to the extent of Rs.1390.88 lacs is doubtful in recovery.



4. During the year under audit, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. During the year under audit, the company has not accepted any deposits from the public to which the directives issued by Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under apply.
6. We have been informed that Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013, in respect of any activities carried on by the company.
7. According to the information and explanations given to us, the company has been regular in depositing Employees Provident Fund dues and has also been regular in depositing undisputed income tax and other applicable statutory dues with appropriate authorities.

According to the information and explanations given to us and the records of the Company examined by us, the particulars of income tax as at 31st March, 2018 which have not been deposited on account of a dispute pending are as under:

Name of Statute	Nature of dispute	Amount (Rs. in lacs)	Period for which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	104.96	1995-96	Assistant Commissioner Of Income Tax
Income Tax Act, 1961	Income tax	55.45	2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax	68.69	2006-07	Commissioner Of Income Tax Appeal
Income Tax Act, 1961	Income tax	259.71	2013-14	Income Tax Officer
Income Tax Act, 1961	Income tax	22.74	2014-15	Commissioner Of Income Tax Appeal
Total		511.55		

8. On the basis of records examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
9. According to the information and explanations given to us, the company has not raised any moneys by way of initial public offer or further public offer or any term loans during the year under review
10. To the best of our knowledge and belief and according to the information and explanations given to us we have not come across any fraud by the company or any fraud on the Company by its officers or employees during the course of our audit of the period under review.
11. During the year under audit, the company has not paid any managerial remuneration. Thus paragraph 3(xi) of the order is not applicable to the company.
12. In our opinion and according to information and explanations given to us, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.



13. According to the information and explanations given to us and the records examined by us, the transaction with the related parties are in compliance with the provisions of section 177 and section 188 of the Companies Act, 2013 and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and the records examined by us, the company has not made any preferential allotment and private placement of shares during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and the records examined by us, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
16. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 but the same has not been obtained.

For Lakhani & Lakhani
Chartered Accountants
Firm Registration No: 115728W

Suhas S. Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17-05-2018

"ANNEXURE B" TO INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the companies act, 2013 ("the act")

We have audited the internal financial controls over financial reporting of TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection



of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating

effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and



directors of the company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components

of internal control stated in the Guidance Note.

For Lakhani & Lakhani
Chartered Accountants
Firm Registration No: 115728W

Suhas S. Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17-05-2018



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

(CIN - L74210TN1986PLC012791)

BALANCE SHEET AS ON 31ST MARCH 2018

PARTICULARS		NOTES	Rupees in lakhs		
			31-Mar-18	31-Mar-17	1-Apr-16
(1) ASSETS					
Non-Current Assets					
(a) Property, Plant and Equipment	3		45.77	88.71	145.44
(b) Capital work-in-progress					
(c) Investment Property					
(d) Goodwill					
(e) Other Intangible assets					
(f) Intangible assets under development					
(g) Biological Assets other than bearer plants					
(h) Financial Assets					
(i) Investments	4		5,104.18	2,782.14	1,378.13
(ii) Trade receivables					
(iii) Loans	5		978.40	3,244.86	3,225.79
(iv) Others (to be specified)					
(i) Deferred tax assets (net)			25.26	16.57	11.37
(j) Other non-current assets					
(2) Current Assets					
(a) Inventories					
(b) Financial Assets					
(i) Investments	6		750.00	0.00	0.00
(ii) Trade receivables	7		0.00	80.00	80.00
(iii) Cash and cash equivalents	8		47.91	581.56	1,433.52
(iv) Bank balances other than (iii) above			0.00	0.00	0.00
(v) Loans	9		1,370.84	186.92	681.66
(vi) Others (to be specified)					
(c) Current Tax Assets (Net)					
(d) Other current assets	10		4.22	105.87	6.73
TOTAL			8,326.58	7,086.63	6,962.64
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	11		1,050.00	1,050.00	1,050.00
(b) Other Equity	12		5,492.22	4,779.18	4,813.75
Liabilities					
(1) Non-current liabilities					
(a) Financial Liabilities					
(i) Borrowings					
(ii) Trade payables					
(iii) Other financial liabilities					
(b) Provisions					
(c) Deferred tax liabilities (Net)					
(d) Other non-current liabilities					
(2) Current liabilities					
(a) Financial Liabilities					
(i) Borrowings	13		110.98	0.00	0.00
(ii) Trade payables	14		53.19	160.51	0.02
(iii) Other financial liabilities			0.00	0.00	0.00
(b) Other current liabilities	15		144.25	176.11	169.99
(c) Provisions	16		1,475.94	920.83	928.88
(d) Current Tax Liabilities (Net)					
TOTAL			8,326.58	7,086.63	6,962.64

See accompanying notes forming part of the financial statements

For Lakhani & Lakhani
Chartered Accountants
Firm Registration No. 115728W

Suhas Shinde
Partner
M. No. 117107
Place: Mumbai
Date: 17-05-2018

For and on behalf of the Board

Sundar Iyer

Chairman

DIN: 00481975

A.V.M. Sundaram

Company Secretary - FCS 6497

Krishnan Muthukumar

Director

DIN: 00463579



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

(CIN - L74210TN1986PLC012791)

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018					
PARTICULARS		NOTES	Rupees in Lakhs		
			31-Mar-18	31-Mar-17	1-Apr-16
I	Revenue From Operations	17	1,034.93	174.62	274.82
II	Other Income	18	30.63	34.91	13.70
III	Total Income (I+II)		1,065.56	209.53	288.52
IV	EXPENSES				
	Cost of materials consumed				
	Purchases of Stock-in-Trade				
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress				
	Employee benefits expense	19	95.04	70.92	71.11
	Finance costs				
	Depreciation and amortization expense		42.94	37.72	64.19
	Other expenses	20	127.93	145.02	114.05
	Total expenses		265.91	253.66	249.35
V	Profit/(loss) before exceptional items and tax (I- IV)		799.65	(44.13)	39.17
VI	Exceptional Items				
VII	Profit/(loss) before tax		799.65	(44.13)	39.17
VIII	Tax expense:				
	(1) Current tax		240.00	0.00	20.76
	(2) Deferred tax		(8.69)	(5.20)	(10.20)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		568.34	(38.93)	28.61
X	Profit/(loss) from discontinued operations		-	-	-
XI	Tax expense of discontinued operations		-	-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-	-
XIII	Profit/(loss) for the period (IX+XII)		568.34	(38.93)	28.61
XIV	Other Comprehensive Income				
(A)	(i) Items that will not be reclassified to profit or loss		467.02	21.72	2.02
	Unrealised Gain on Financial Assets				
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-	-
(B)	(i) Items that will be reclassified to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
XV	Total Comprehensive Income for the period		1,035.36	(17.21)	30.63
XVI	Earnings per equity share (for continuing operation):				
	(1) Basic		5.41	(0.37)	0.27
	(2) Diluted		5.41	(0.37)	0.27
XVII	Earnings per equity share (for discontinued operation):				
	(1) Basic		0.00	0.00	0.00
	(2) Diluted		0.00	0.00	0.00
XVIII	Earnings per equity share(for discontinued & continuing operations)				
	(1) Basic		5.41	(0.37)	0.27
	(2) Diluted		5.41	(0.37)	0.27
See accompanying notes forming part of the financial statements					
As Per our report attached		For and on behalf of the Board			
For Lakhani & Lakhani					
Chartered Accountants					
Firm Registration No. 115728W					
Suhas Shinde		Sundar Iyer	Krishnan Muthukumar		
Partner		Chairman	Director		
M. No. 117107		DIN: 00481975	DIN: 00463579		
Place: Mumbai		A.V.M. Sundaram			
Date: 17-05-2018		Company Secretary - FCS6497			



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018			
	Rupees in lacs		
	31/03/2018	31/03/2017	
CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax	799.65		(44.13)
Add: Depreciation	42.94	37.72	
Loss on impairment of assets	0.00	8.41	
Profit on sale of assets	0.00	(17.40)	
MTM on Unexpired future contracts reversed	15.34	0.00	
Excess provision for gratuity written back	(0.83)	0.00	
Interest received	(0.18)	(0.81)	
Dividend received	(15.84)	(10.70)	17.22
Operating profit before working capital changes	841.08		(26.91)
Trade and other receivables	181.65	(114.48)	
Trade payables and other liabilities	(139.18)	158.56	
Loans & advances	(2.41)	0.00	44.08
Cash generated from operations	881.14		17.17
Direct Taxes paid	(1.49)		(19.07)
Net cash flow from operating activities (A)	879.65		(1.90)
CASH FLOW FROM INVESTING ACTIVITIES			
Investments in shares	(2626.74)		(1384.31)
Bank deposits	9.82		(0.73)
Sale of fixed assets	0.00		28.00
Interest received	0.18		0.81
Dividend received	15.84		10.70
Net cash flow from investing activities (B)	(2600.90)		(1345.53)
CASH FLOW FROM FINANCING ACTIVITIES			
Long term borrowings	2272.22		0.00
Short term borrowings	(1074.80)		494.74
Net cash flow from financing activities (C)	1197.42		494.74
Net increase/ (decrease) in cash & cash equivalents (A+B+C)	(523.83)		(852.69)
Cash & cash equivalents opening balance	571.74		1424.43
Cash & cash equivalents closing balance	47.91		571.74
Per our report attached	On behalf of Board		
For Lakhani & Lakhani	Sundar Iyer		
Chartered Accountants	Chairman		
Firm Registration No. 115728W	Krishnan Muthukumar		
Suhas Shinde	Director		
Partner	A.V.M. Sundaram		
M. No. 117107	Company Secretary		
Place: Mumbai			
Date: 17-05-2018			



NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

1. General information

Twentyfirst Century Management Services Limited is a listed company engaged in investments in Capital Market and Futures & Options segment. The company has a wholly owned subsidiary, Twentyfirst Century Shares & Securities Limited which is also engaged in investments in Capital Market and Futures & Options segment.

Company's shares are listed in BSE and NSE. Trading in shares of the company in NSE was suspended in the year 2001-02 and same has been revoked by the NSE during the current year.

2. Significant Accounting Policies

a) Basis of preparation of financial statements

The financial statements are prepared under the historical cost basis except for following assets and liabilities which have been measure at fair value:

- Certain Financial Assets & Liabilities (including derivative instruments)
- Defined Benefit Plans Plan Assets

The Financial Statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies' Act, 2013.

Upto the year ended March 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standard notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

These Financial Statements are the Company's first Ind AS Standalone Financial Statements.

b) Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ. Differences between the actual results and estimates are recognized in the period in which the results are known or materialized.



c) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is generally accounted on accrual or as they are earned or incurred except in case of significant uncertainty. Revenue from investing / trading in shares, securities etc. is recognized on trade dates on first in first out basis. Revenue from Derivative Instruments & any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges. In respect of completed transactions pending settlement process, necessary treatment is given in the accounts for the Profits/Losses arising from these transactions. Dividend income is accounted for on receipt basis.

d) Property, Plant and Equipment

The items of Property, Plant and Equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

e) Depreciation

Property, Plant & Equipment are depreciated using the written down value method to allocate their cost, net of their residual values, over their estimated useful lives as prescribed in Schedule II to the Companies Act, 2013. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

f) Financial Instruments

i) Financial Assets

Initial Recognition and Measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Subsequent measurement

Financial assets carried at amortised cost (AC): A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



Investments in Quoted Equity Instruments are either considered to be “Held for sale” or “Held as Investments for more than 12 months”. The decision regarding the same is taken at the time of inception of the investment by the Investment Advisory Committee (IAC) constituted by the Company. So, accordingly, any gain or loss arising from the investments which are marked as “Held as Investments for more than 12 months” by IAC, is routed through Fair Value through Other Comprehensive Income (FVOCI).

Financial assets at fair value through profit or loss (FVTPL): A financial asset which is not classified in any of the above categories are measured at FVTPL.

Any gain or loss arising from the investments which are marked as “Held for sale” by IAC is routed through Fair Value through Profit or Loss (FVTPL).

Investment in subsidiaries, Associates and Joint Ventures

The Company has accounted for the investments in its Wholly Owned Subsidiary Twentyfirst Century Shares & Securities Pvt Ltd at cost.

Other Equity Investments

Investments in Unquoted Equity Instruments are valued at cost.

ii) Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) Derivative financial instruments and Hedge Accounting

The Company uses various derivative financial instruments such as futures & options to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

- Cash flow hedge
- Fair Value Hedge



Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to Statement of Profit and Loss over the period of maturity.

iv) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

g) Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. The Management has not provided for taxation on the other comprehensive income (OCI) due to its long term capital gain in nature as on 31st March, 2018 as per Income Tax Act, 1961.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

h) Employment Benefits

Short Term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post Employment Obligations

The Company operates the following post-employment schemes: Defined Benefit Plans such as Gratuity and defined contribution plans such as provident fund.



Defined Benefit Plans like Gratuity: The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The gratuity plan provides a lump sum payment to the vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and tenure of employment with the company. The estimates used for provision of Gratuity are as per "Ind AS 19 Employee Benefits". The company has invested in Gratuity Plan set up by Life Insurance Corporation of India (LIC) to meet its obligation.

Defined Contribution Plans like Provident Fund: The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

i) Provisions & Contingent Liabilities

Provision is recognized when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or present obligation that may, but probably will not require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote.

j) Impairment of Non Financial Assets

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

k) Trade & Other Payables

These amounts represent liabilities for services received by the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

l) Borrowing costs

Borrowing costs that are attributable to the acquisition of assets are capitalized as part of cost of the asset. All other borrowing costs are charged to statement of Profit and Loss.

m) Segment reporting

The Company operates in only one segment i.e., Capital Market operations, hence segment reporting in accordance with the Indian Accounting Standard-108 is not applicable.



NOTE -3				
PROPERTY, PLANT AND EQUIPMENTS				
Particulars	Furniture	Computer	Motor car	Total
Gross Carrying Value as at 01-04-2016	45.61	144.44	270.01	460.06
Additions				
Deletions	8.41	0.00	76.11	84.52
Gross Carrying Value as at 31-03-2017	37.20	144.44	193.90	375.54
Accumulated Depreciation as at 01-04-2016	11.84	142.74	160.04	314.62
Deletions	6.56	1.09	65.51	73.16
Depreciation			30.07	30.07
Accumulated Depreciation as at 31-03-2017	18.40	143.83	124.60	286.83
Net Carrying Value as at 31-03-2017	18.80	0.61	69.30	88.71
Gross Carrying Value as at 01-04-2017	37.20	144.44	193.90	375.54
Additions				
Deletions				
Gross Carrying Value as at 31-03-2018	37.20	144.44	193.90	375.54
Accumulated depreciation as at 01-04-2017	18.40	143.83	124.60	286.83
Depreciation	18.80	0.40	23.74	42.94
Accumulated depreciation as at 31-03-2018	37.20	144.23	148.34	329.77
Net carrying value as at 31-03-2018	0.00	0.21	45.56	45.77



NOTE-4			
NON CURRENT INVESTMENTS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
A. Investments with Subsidiary (At cost)			
i) Investments in Equity Instruments of Subsidiary Company (Unquoted) In Twentyfirst Century Shares & Securities Ltd (55,89,500 equity shares of face value Rs. 10/- each fully paid up)	618.95	618.95	618.95
ii) Investments in preference shares of Subsidiary Company (Unquoted) In Twentyfirst Century Shares & Securities Ltd (750000 12% Cumulative redeemable preference shares of Rs. 100/- each redeemable on 16-09-2018)	0.00	750.00	750.00
B. Other Investments (At fair value)			
Investments in Equity Instruments of others (Quoted)	4,479.80	1,407.76	3.75
Investments in shares (At Cost)			
Akshay Software Technologies Ltd (18000 shares) @ Rs.10 paid up	5.43	5.43	5.43
	5,104.18	2,782.14	1,378.13

Disclosure:**Details of Other Investments**

Rs., in lacs

Scrip	Qty	Cost	Market value
IB REAL ESTATE (Rs. 2 fully paid up)	500000	1022.03	907.25
JINDAL SAW (Rs. 2 fully paid up)	500000	800.74	593.75
PURVANKARA (Rs. 5 fully paid up)	767111	1259.60	1068.59
V-MART (Rs. 10 fully paid up)	100000	928.68	1899.75
RISHIROOP (Rs. 10 fully paid up)	10000	1.73	10.46
Total		4012.78	4479.80

NOTE-5			
LONG TERM LOANS & ADVANCES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Unsecured considered doubtful			
Loans and advances to Twentyfirst Century Realty Ltd	22.13	22.13	22.13
Loans and advances to Twentyfirst Century Shares & Securities Pvt. Ltd.	0.00	2,267.95	2,267.95
Unsecured considered good			
Advance payment of taxes	956.27	954.78	935.71
	978.40	3,244.86	3,225.79

NOTE-6			
CURRENT INVESTMENTS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
i) Investment in preference shares of Subsidiary Company (Unquoted) In Twentyfirst Century Shares & Securities Ltd (750000 12% Cumulative redeemable preference shares of Rs. 100/- each redeemable on 16-09-2018)	750.00	0.00	0.00
	750.00	0.00	0.00



NOTE-7			
TRADE RECEIVABLES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Sundry debtors			
Unsecured considered good outstanding less than six months	0.00	0.00	0.00
Unsecured considered good outstanding more than six months	0.00	80.00	80.00
	0.00	80.00	80.00

NOTE-8			
CASH AND BANK BALANCES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	30-Apr-16
Cash and cash Equivalents			
Cash on hand	0.24	0.11	0.10
Balance in current accounts with scheduled banks	31.17	555.13	1,417.28
Balance in unpaid dividend account	16.50	16.50	7.05
Balance in fixed deposit accounts with scheduled banks	0.00	9.82	9.09
	47.91	581.56	1,433.52

NOTE-9			
SHORT TERM LOANS & ADVANCES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Due from Subsidiary (Unsecured considered Doubtful)	1,368.75	182.97	678.94
Prepaid insurance	2.09	1.36	2.41
Others	0.00	2.59	0.31
	1,370.84	186.92	681.66

NOTE-10			
OTHER CURRENT ASSETS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Margin for Derivative segment	0.00	105.27	0.00
Other receivable	4.22	0.60	6.73
	4.22	105.87	6.73

NOTE-11			
SHARE CAPITAL	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Authorised capital			
2,00,00,000 equity shares of Rs.10/-each	2,000.00	2,000.00	2,000.00
10,00,000 12% Cumulative Redeemable Preference Shares of Rs.100/- each	1,000.00	1,000.00	1,000.00
	3,000.00	3,000.00	3,000.00
Issued, subscribed and paid up			
1,05,00,000 equity shares of Rs.10/- each	1,050.00	1,050.00	1,050.00
	1,050.00	1,050.00	1,050.00

**Disclosure:****1.Reconciliation of the shares outstanding at the begining and at the end of the reporting period.**

Equity shares	31-03-2018		31-03-2017		01/04/2016	
	Qty	Rs. In lacs	Qty	Rs. In lacs	Qty	Rs. In lacs
At the beginning of the period	10500000	1050.00	10500000	1050.00	10500000	1050.00
Issued during the period	Nil	Nil	Nil	Nil	Nil	Nil
Outstanding at the end of the period	10500000	1050.00	10500000	1050.00	10500000	1050.00

2. Rights, preferences and restrictions attached to shares:

The company has one class of equity shares having face value of Rs.10 per share. Every shareholder is entitled to one vote for every one share held. In the event of liquidation, the equity shareholders shall be entitled to receive remaining assets of the company after distribution of all dues in proportion to their share holdings.

3. Details of Shareholders holding more than 5% shares in the company.

Equity shares of Rs. 10/- each fully paid up						
Name	31-03-2018		31-03-2017		01/04/2016	
	Qty	% of holding	Qty	% of holding	Qty	% of holding
Mr. Sundar Iyer	3767280	35.88	3767280	35.88	3767280	35.88
Mrs. Vanaja Sundar	820000	7.81	300000	2.86	300000	2.86

NOTE-12					
OTHER EQUITY	Reserves And Suplus				
	Securities Premium Account	Retained Earnings	General Reserve	Other Item of other comprehensive income	Total
Balance as on 1st April 2016	3,370.00	589.60	852.13	2.02	4,813.75
Profit for the year		(38.93)			(38.93)
Restrospective Restatement as per Ind AS		(15.34)		21.72	6.38
Restrospective Restatement as per Ind AS (Reversal)		-		(2.02)	(2.02)
Balance as on 31st March 2017	3,370.00	535.33	852.13	21.72	4,779.18
Balance as on 1st April 2017	3,370.00	535.33	852.13	21.72	4,779.18
Profit for the year		568.34		467.02	1,035.36
Restrospective Restatement as per Ind AS		15.34		(21.72)	(6.38)
(Reversal) Proposed dividend		(262.50)			(262.50)
Tax on Proposed Dividend		(53.44)			(53.44)
Balance as on 31st March 2018	3,370.00	803.07	852.13	467.02	5,492.22



NOTE-13			
BORROWINGS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Kotak Mahindra Investments Ltd	110.98	0.00	0.00
	110.98	0.00	0.00

Disclosure:

Above borrowings are secured by way of collateral security of shares

NOTE-14			
TRADE PAYABLES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
For trading activity-Companies in which directors are interested	0.00	105.27	0.00
For trading activity-Others	53.19	55.24	0.02
	53.19	160.51	0.02

NOTE-15			
OTHER CURRENT LIABILITIES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Unpaid dividend-Final (2014-15)	16.50	16.50	7.05
Gujarat Industrial Investment Corporation	31.73	31.73	31.73
Provision for contingency	75.00	75.00	75.00
Provision for CSR	0.00	0.00	22.03
Statutory remittance	2.17	3.60	1.26
Outstanding expenses	18.85	7.68	4.12
Other payables	0.00	41.60	28.80
Total	144.25	176.11	169.99

Disclosure:

Unpaid dividend figure does not include any amount due and outstanding to be credited to Investor Education & Protection Fund.

NOTE-16			
SHORT TERM PROVISIONS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Provision for tax	1,160.00	920.00	920.00
Proposed dividend	262.50	0.00	0.00
Tax on proposed dividend	53.44	0.00	0.00
Provision for gratuity	0.00	0.83	8.88
	1,475.94	920.83	928.88



NOTE-17			
REVENUE FROM OPERATIONS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Income from capital market operations			
Profit/(Loss) from cash segment	1,140.29	89.28	1,957.93
Profit/(Loss) from derivative segment	(105.36)	85.34	(1,683.11)
	1,034.93	174.62	274.82

NOTE-18			
OTHER INCOME	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Interest on fixed deposit	0.18	0.81	0.76
Dividend received	15.84	10.70	9.47
Service charges	6.00	6.00	3.00
Profit on sale of assets	0.00	17.40	0.00
Others	8.61	0.00	0.47
	30.63	34.91	13.70

NOTE-19			
EMPLOYMENT COST	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Salaries and bonus	92.85	67.48	66.07
Employers contribution to provident fund	1.84	2.29	2.57
Gratuity fund contribution	0.04	0.50	0.88
Staff welfare expenses	0.31	0.65	1.59
	95.04	70.92	71.11

NOTE-20			
OTHER EXPENSES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Advertisement	3.43	5.85	7.51
Audit fees	1.75	1.25	1.25
Communication expenses	2.07	2.16	2.61
Depository charges	0.06	0.08	0.96
Directors sitting fees	2.49	1.77	1.97
Car insurance	1.48	2.45	2.65
Electricity	1.63	4.25	5.10
Issuer charges	0.90	1.38	1.03
Legal fees	31.70	22.69	0.50
Listing fees	5.27	10.68	2.24
Loss on impairment of assets	0.00	8.41	0.00
Other expenses	9.93	10.29	28.19
Printing & stationary	2.16	5.14	6.94
Professional fees	23.63	25.65	15.43
Corporate Social Responsibility expenses	22.75	23.47	22.03
Repairs & maintenance	1.27	2.96	0.73
Rent	6.47	6.67	6.58
Travelling & conveyance	10.94	9.87	8.33
	127.93	145.02	114.05



21. First Time Adoption of IND AS

These are the company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 (a) have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

Designation of previously recognized financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its quoted equity investment which is identified as "Held as Investments for more than 12 months".

De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.



22 Reconciliation of Net Profit as per Previous GAAP vs IND AS

Nature of Adjustments	Net Profit / Other Equity	
	Year Ended 31st March 2017	Year Ended 1st April 2016
Net Profit/Other Equity as per Previous Indian GAAP	(38.93)	28.61
Mark to Market Gain on Quoted Equity Instruments	21.72	2.02
Net Profit/Other Equity as per IND AS	(17.21)	30.63

23. Reconciliation of Equity as per Previous GAAP vs Ind AS

Sr.N o.	Particulars	Rs. in Lacs	
		As at 31st March 2017	As at 1st April 2016
1	Other Equity as per Previous GAAP (1)	4,772.80	4,811.73
2	Adjustments in retained earnings on Transition Date		
(i)	Mark to Market Gain on Quoted Financial Instruments	21.72	2.02
(ii)	Mark to market Loss on Unexpired Future Contracts	(15.34)	0.00
	Total (2)	6.38	2.02
3	Other Equity as per Ind AS (1+2)	4,779.18	4,813.75
4	Equity Share Capital	1,050.00	1,050.00
5	Total Equity at the yearend as per Ind AS (3+4)	5,829.18	5,863.75

24. Audit Fees

(Rs. in Lacs)

Particulars	31-03-2018	31-03-2017
Statutory Audit	1.75	1.25
Tax audit	1.00	0.95
Limited Review	0.30	0.30
Internal Audit	0.60	0.60
TOTAL	3.65	3.10

25. Deferred tax asset of Rs.8.69 lacs has been created for difference in written down value of fixed assets between books and tax accounts, detailed as under:

(Rs. in Lacs)

Particulars	31-03-2018	31-03-2017
On timing differences on depreciation on fixed assets	28.11	16.84
Deferred tax thereon	8.69	5.20



26. Earnings Per Share (EPS)

Rs. In lacs

Particulars	31-03-2018	31-03-2017
Net Profit / (Loss) After Tax as per Statement of Profit / (Loss) attributable to Equity Shareholders (Rs. In Lacs)	568.34	(38.93)
Weighted average number of outstanding shares (In Lacs)	105	105
Weighted average number of potential equity shares (In Lacs)	-	-
Total Number of Weighted Average number of outstanding shares (In lacs)	105	105
Basic EPS (Rs.)	5.41	(0.37)
Diluted EPS (Rs.)	5.41	(0.37)
Face Value of one share	10	10

27. Related party disclosures as required under Ind AS-24 (Related Party Disclosures)

Related party and their relationship

Related party	Relationship
Twentyfirst Century Shares & Securities Ltd.	Wholly owned Subsidiary Company
Sundar Iyer	Chairman
Vanaja Sundar Iyer	Relative of Director
Siddharth Sundar Iyer	Relative of Director
Karthik Iyer	Relative of Director
Shridhar Iyer	Relative of Director
Krishnan Muthukumar	Director
AVM Sundaram	Company Secretary
Bhaskar Shetty	CFO
Twentyfirst Century Money Growth Fund Ltd.	Company in which Director's are interested
Twentyfirst Century Realty Ltd.	Company in which Director's are interested
SI Investments & Broking Pvt Ltd	Company in which Director's relatives are interested
Lubricants & Allied Products Mfg. Co. Pvt. Ltd	Company in which Director's are interested
Palani Andavar Holding Pvt Ltd	Company in which Director's are interested

Transactions with the related parties

Name of the party	Nature of Transactions	Opening Balance	During the Year (Net)	Closing Balance
Twentyfirst Century Shares & Securities Ltd	Long term loans Given	2272.22	(2272.22)	0.00
Twentyfirst Century Shares & Securities Ltd	Short term loans Given	182.97	1185.78	1368.75
Lubricants & Allied Products Mfg. Co. Pvt. Ltd	Rent paid	0.00	4.20	4.20
SI Investments & Broking Pvt Ltd	Brokerage paid	0.00	29.92	29.92
SI Investments & Broking Pvt Ltd	Creditors	105.27	(105.27)	0.00
Karthik Iyer	Salary paid	0.00	6.00	6.00
Twentyfirst Century Shares & Securities Ltd	Service charges received	0.00	6.00	6.00



28. The Company has not provided income tax liability of Rs.511.55 lacs for various Assessment years that may arise in respect of income tax matters pending in appeal. It is not practicable to estimate the timing of cash outflows in respect of this matter. However, the company has been advised that it has fair chance of winning the appeal.

29. The Company has completed the formalities for creating gratuity fund and accordingly gratuity amount has been deposited in LIC Gratuity Scheme.

30. Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from October, 2 2006, certain disclosure are required to be made relating to Micro, Small & Medium Enterprises. There have been no reported cases of delays in payments to Micro and Small Enterprises or of interest payments due to delays in such payments.

31. The Company had made contingency provision in F.Y. 2014-15 of Rs. 75 lacs towards estimated settlement cost of Rs.75 lacs payable to Gujarat Industrial Investment Corporation for pending legal cases in the High Court of Chennai. According to the Management estimates sufficient provision has been made for on review and doesn't require any additional provision for the contingency.

32. Equity Investment in Wholly Owned Subsidiary, Twentyfirst Century Shares & Securities Ltd, requires impairment of this Investment due to negative Net-Worth of the Subsidiary Company. But as per the Management estimates, since the erosion in the Net-Worth of the Subsidiary Company is temporary in nature, it is not impaired.

33. Previous year figures have been rearranged and regrouped wherever necessary to facilitate the comparison.

As per our Report of even Date

For and on behalf of Board

**For Lakhani & Lakhani
Chartered Accountants
Firm Registration No.115728W**

**Sundar Iyer
Chairman**

**Suhas S. Shinde
Partner
M. No. 117107**

**Krishnan Muthukumar
Director**

**Place: Mumbai
Date: 17-05-2018**

**A.V.M. Sundaram
Company Secretary**

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

Report on Consolidated Financial Statements

We have audited the accompanying Ind AS Consolidated Financial Statements of **TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED** (hereinafter referred to as “the Holding Company”) and its subsidiary -**TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED**, (the Holding Company and its subsidiaries together referred to as “**the Group**”), comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated Ind AS financial statements”).

Management's Responsibility for the Ind AS Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Ind AS Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “The Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and jointly controlled entities in accordance with the Indian Accounting Standards (Ind AS), including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Ind AS Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on these Ind AS Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Ind AS Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Ind AS Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the Ind AS Consolidated Financial Statements.

Basis for Qualified Opinion

The Trade Receivables are carried in the Consolidated Balance Sheet as at 31st March, 2018 at Rs.1,525.82 lakhs. In case of the Subsidiary company, the other auditor who audited the financial statements / financial information of the Subsidiary has reported that the Management has not provided for Trade receivables of Rs.1,525.82 lakhs as they are doubtful in recovery. The company has also not provided the advances made to the group company to the tune of Rs. 22.13 lacs, which doubtful in recovery. Accordingly loss for the year would have been Rs.949.72 lakhs; non-controlling interest and shareholders' funds would have been reduced by Rs.1547.95 lakhs. This matter was also qualified in our report on the IND AS Consolidated Financial Statements for the year ended 31st March, 2017. (Previous Year Doubtful Debts - Rs.3,270.91 lakhs).



Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors, referred to in the Other Matters paragraph below, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at March 31, 2018, and their consolidated profit and their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Other Matters

We did not audit the financial statements / financial information of the Subsidiary Company whose financial statements / financial information reflect total assets of Rs.2,461.77 as at 31st March, 2018, total revenues of Rs.1,771.27 lakhs for the year ended on that date, as considered in the Ind AS Consolidated Financial Statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Ind AS Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary company and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary company, is based solely on the reports of the other auditors. Our opinion on the Ind AS Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and, except for the possible effect of the matter described in paragraph of the Basis for Qualified Opinion above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS Consolidated Financial Statements.
 - (b) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law relating to preparation of the aforesaid Ind AS Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement, and the Statement of Changes in Equity dealt with by this Report is in agreement with the relevant books of account maintained for the purpose of preparation of the Ind AS Consolidated Financial Statements.



- (d) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid Ind AS Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary company, none of the other directors of the Group's companies are disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) In our opinion the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **“Annexure A”**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. Except for the possible effect of the matter described in paragraph of the Basis of Qualified Opinion above, the Ind AS Consolidated Financial Statements does not disclose the impact of pending litigations of the Income Tax Act, 1961 on the consolidated financial position of the Group.
 - ii. Except for the possible effect of the matter described in paragraph of the Basis of Qualified Opinion above, the Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.

For Lakhani & Lakhani
Chartered Accountants
Firm Registration No: 115728W

Suhas S.Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17th May 2018



“ANNEXURE A” TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the companies act, 2013 (“the act”)

In conjunction with our audit of the Ind AS Consolidated Financial Statements of the Company as of for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED (hereinafter referred to as “the holding Company”) and its subsidiary company, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company, its subsidiaries, associates, and jointly controlled entities which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company, its subsidiaries, associates and jointly controlled entities incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.



We believe that the audit evidence obtained by us and the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company, its subsidiaries, associates and jointly controlled entities incorporated in India, internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph, the Holding Company its subsidiaries, associates, and jointly controlled entities which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note.

**OTHER MATTERS**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to consolidated/standalone financial statements of 1 subsidiary which is a company incorporated in India, is based on the corresponding reports of the auditors of such companies.

For Lakhani & Lakhani
Chartered Accountants
Firm Registration No: 115728W

Suhas S. Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17th May 2018

See accompanying notes forming part of the financial statements	
For Lakhani & Lakhani Chartered Accountants Firm Registration No. 115728W	For and on behalf of the Board
Suhas Shinde Partner M. No. 117107 Place: Mumbai Date: 17-05-2018	Sundar Iyer Chairman DIN: 00481975 A.V.M. Sundaram Company Secretary FCS6497
	Krishnan Muthukumar Director DIN: 00463579



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
(CIN - L74210TN1986PLC012791)

CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018					
PARTICULARS		NOTES	Rupees in lakhs		
			31-Mar-18	31-Mar-17	1-Apr-16
I	Revenue From Operations	17	2,789.25	900.60	(637.14)
II	Other Income	18	41.58	70.66	24.46
III	Total Income (I+II)		2,830.83	971.26	(612.68)
IV	EXPENSES				
	Cost of materials consumed				
	Purchases of Stock-in-Trade				
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress				
	Employee benefits expense	19	95.04	70.92	71.11
	Finance costs				
	Depreciation and amortization expense		42.94	37.72	74.26
	Other expenses	20	1,863.31	159.25	155.18
	Total expenses		2,001.29	267.89	300.55
V	Profit/(loss) before exceptional items and tax (I- IV)		829.54	703.37	(913.23)
VI	Exceptional Items (Profit on sale of assets)		0.00	0.00	278.04
VII	Profit/(loss) before tax		829.54	703.37	(635.19)
VIII	Tax expense:				
	(1) Current tax		240.00	145.00	51.89
	(2) Deferred tax		(8.69)	(5.20)	7.55
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		598.23	563.57	(694.63)
X	Profit/(loss) from discontinued operations		-	-	-
XI	Tax expense of discontinued operations		-	-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-	-
XIII	Profit/(loss) for the period (IX+XII)		598.23	563.57	(694.63)
XIV	Other Comprehensive Income				
(A)	(i) Items that will not be reclassified to profit or loss		467.02	21.72	2.02
	(ii) Income tax relating to items that will not be reclassified to profit or loss				
(B)	(i) Items that will be reclassified to profit or loss				
	(ii) Income tax relating to items that will be reclassified to profit or loss				
XV	Total Comprehensive Income for the period		1,065.25	585.29	(692.61)
XVI	Net Profit attributable to:				
	a) Owners of the Company		598.23	563.57	(694.63)
	b) Non-Controlling Interest		-	-	-
	Other Comprehensive Income attributable to:				
	a) Owners of the Company		467.02	21.72	2.02
	b) Non-Controlling Interest		-	-	-
	Total Comprehensive Income attributable to:				
	a) Owners of the Company		1,065.25	585.29	(692.61)
	b) Non-Controlling Interest		-	-	-
XVII	Earnings per equity share (for continuing operation):				
	(1) Basic		5.70	5.37	(6.62)
	(2) Diluted		5.70	5.37	(6.62)
XVIII	Earnings per equity share (for discontinued operation):				
	(1) Basic		0.00	0.00	0.00
	(2) Diluted		0.00	0.00	0.00
XIX	Earnings per equity share(for discontinued & continuing operations)				
	(1) Basic		5.70	5.37	(6.62)
	(2) Diluted		5.70	5.37	(6.62)

See accompanying notes forming part of the financial statements

As Per our report attached
For Lakhani & Lakhani
Chartered Accountants
Firm Registration No. 115728W

Suhas Shinde
Partner
M. No. 117107
Place: Mumbai
Date: 17-05-2018

For and on behalf of the Board

Sundar Iyer Krishnan Muthukumar
Chairman Director
DIN: 00481975 DIN: 00463579

A.V.M. Sundaram
Company Secretary FCS6497



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED				
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018				
	Rupees in lacs			
	31/03/2018		31/03/2017	
CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax		829.54		703.37
Add: Depreciation	42.94		37.72	
Bad debts written off	1723.98		8.41	
MTM on unexpired future contracts reversal	(21.43)		0.00	
Excess provision for gatuity written back	(0.83)		0.00	
Profit on sale of assets	0.00		(17.40)	
Interest received	(10.51)		(14.56)	
Dividend received	(18.74)	1715.41	(10.70)	3.47
Operating profit before working capital changes		2544.95		706.84
Trade and other receivables	84.90		(10.69)	
Trade payables and other liabilities	(773.43)		(21.66)	
Loans & advances	(18.41)	(706.94)	519.74	487.39
Cash generated from operations		1838.01		1194.23
Direct Taxes paid		(125.03)		(231.84)
Net cash flow from operating activities (A)		1712.98		962.39
CASH FLOW FROM INVESTING ACTIVITIES				
Bank deposits		183.17		(13.11)
Investments in shares		(2626.74)		(1337.16)
Disposal of fixed assets		0.00		28.00
Interest received		10.51		14.56
Dividend received		18.74		10.70
Net cash flow from investing activities (B)		(2414.32)		(1297.01)
CASH FLOW FROM FINANCING ACTIVITIES				
Short term borrowings		210.98		(495.97)
Long term borrowings		0.00		0.00
Net cash flow from financing activities (C)		210.98		(495.97)
Net increase/ (decrease) in cash & cash equivalents (A+B+C)		(490.36)		(830.59)
Cash & cash equivalents-opening balance		612.98		1443.57
Cash & cash equivalents-closing balance		122.62		612.98
Per our report attached	On behalf of Board			
For Lakhani & Lakhani	Sundar Iyer			
Chartered Accountants	Chairman			
Firm Registration No. 115728W	Krishnan Muthukumar			
Suhas Shinde	Director			
Partner	A.V.M. Sundaram			
M. No. 117107	Company Secretary			
Place: Mumbai				
Date: 17-05-2018				



Notes to Consolidated Financial Statements

1. Basis of Consolidation

The consolidated financial statements relate to **M/s Twentyfirst Century Management Services Limited** and its subsidiary Company, **M/s Twentyfirst Century Shares & Securities Limited**.

Principles of Consolidation

The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expense. The intra-group balances and intra-group transactions and unrealized profits or losses are fully eliminated as per Indian Accounting Standards ('Ind AS'). These consolidated financial statements are the Group's first Ind AS consolidated financial statements. There is no Non-Controlling Interest's share of net assets & profit/loss of consolidated subsidiaries as the subsidiary in consolidation, Twentyfirst Century Shares & Securities Limited, is a Wholly Owned Subsidiary of the Holding Company, Twentyfirst Century Management Services Private Limited.

Particulars of Subsidiaries

Name of the Company	Country of Incorporation	Proportion of ownership interest
Twentyfirst Century Shares & Securities Ltd	India	100%

2. Significant Accounting Policies

a) Basis of preparation of financial statements

The financial statements are prepared under the historical cost basis except for following assets and liabilities which have been measure at fair value:

- Certain Financial Assets & Liabilities (including derivative instruments)
- Defined Benefit Plans Plan Assets

The Financial Statements of the Holding Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies' Act, 2013.

Upto the year ended March 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standard notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".



The Financial Statements of the Holding Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies' Act, 2013.

Upto the year ended March 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standard notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

b) Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ. Differences between the actual results and estimates are recognized in the period in which the results are known or materialized.

c) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is generally accounted on accrual or as they are earned or incurred except in case of significant uncertainty. Revenue from investing / trading in shares, securities etc. is recognized on trade dates on first in first out basis. Revenue from Derivative Instruments & any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges. In respect of completed transactions pending settlement process, necessary treatment is given in the accounts for the Profits/Losses arising from these transactions. Dividend income is accounted for on receipt basis.

d) Property, Plant and Equipment

The items of Property, Plant and Equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably.

e) Depreciation

Property, Plant & Equipment are depreciated using the written down value method to allocate their cost, net of their residual values, over their estimated useful lives as prescribed in Schedule II to the Companies Act, 2013. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.



f) Financial Instruments

i) Financial Assets

Initial Recognition and Measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

Subsequent measurement

Financial assets carried at amortised cost (AC): A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investments by the Holding Company in Quoted Equity Instruments are either considered to be “Held for sale” or “Held as Investments for more than 12 months”. The decision regarding the same is taken at the time of inception of the investment by the Investment Advisory Committee (IAC) constituted by the Company. So, accordingly, any gain or loss arising from the investments which are marked as “Held as Investments for more than 12 months” by IAC, is routed through Fair Value through Other Comprehensive Income (FVOCI).

Investments by the Subsidiary Company in Quoted Equity Instruments are considered to be “Held for Sale” and are accordingly routed through Fair Value through Profit or Loss (FVTPL).

Financial assets at fair value through profit or loss (FVTPL): A financial asset which is not classified in any of the above categories is measured at FVTPL.

Any gain or loss arising from the investments which are marked as “Held for sale” by IAC is routed through Fair Value through Profit or Loss (FVTPL).

Investment in subsidiaries, Associates and Joint Ventures

The Holding Company has accounted for its investments in its Wholly Owned Subsidiary Twentyfirst Century Shares & Securities Pvt. Ltd. at cost.



Other Equity Investments

Investments by the Holding Company in Unquoted Equity Instruments are valued at cost.

Valuation of Financial Instruments by Subsidiary Company: According to the information and explanations shared to us by the Management of the subsidiary company, the Management has valued its investment in quoted instruments at Fair Value through Profit & Loss (FVTPL).

ii) Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) Derivative financial instruments and Hedge Accounting

The Company uses various derivative financial instruments such as futures & options to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognized in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

- Cash flow hedge
- Fair Value Hedge

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to Statement of Profit and Loss over the period of maturity.



iv) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

g) Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. The Management of the Holding Company has not provided for taxation on the other comprehensive income (OCI) due to its long term capital gain in nature as on 31st March, 2018 as per Income Tax Act, 1961.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

h) Employment Benefits

Short Term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post Employment Obligations

The group operates the following post-employment schemes: Defined Benefit Plans such as Gratuity and defined contribution plans such as provident fund.



Defined Benefit Plans like Gratuity: The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The gratuity plan provides a lump sum payment to the vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and tenure of employment with the company. The estimates used for provision of Gratuity by the Holding Company are as per "IND AS 19 Employee Benefits". The Holding Company has invested in Gratuity Plan set up by Life Insurance Corporation of India (LIC) to meet its obligation.

Defined Contribution Plans like Provident Fund: The group pays provident fund contributions to publicly administered provident funds as per local regulations. The group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

i) Provisions & Contingent Liabilities

Provision is recognized when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or present obligation that may, but probably will not require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote.

j) Impairment of Non Financial Assets

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

k) Trade & Other Payables

These amounts represent liabilities for services received by the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.



l) Borrowing costs

Borrowing costs that are attributable to the acquisition of assets are capitalized as part of cost of the asset. All other borrowing costs are charged to statement of Profit and Loss.

m) Segment reporting

The Company operates in only one segment i.e., Capital Market operations, hence segment reporting in accordance with Indian Accounting Standard-108 is not applicable.

NOTE -3				
PROPERTY, PLANT AND EQUIPMENTS				
Particulars	Furniture	Computer	Motor car	Total
Gross Carrying Value as at 01-04-2016	45.61	144.44	270.01	460.06
Additions				
Deletions	8.41	0.00	76.11	84.52
Gross Carrying Value as at 31-03-2017	37.20	144.44	193.90	375.54
Accumulated Depreciation as at 01-04-2016	11.84	142.74	160.04	314.62
Deletions	6.56	1.09	65.51	73.16
Depreciation			30.07	30.07
Accumulated Depreciation as at 31-03-2017	18.40	143.83	124.60	286.83
Net Carrying Value as at 31-03-2017	18.80	0.61	69.30	88.71
Gross Carrying Value as at 01-04-2017	37.20	144.44	193.90	375.54
Additions				
Deletions				
Gross Carrying Value as at 31-03-2018	37.20	144.44	193.90	375.54
Accumulated depreciation as at 01-04-2017	18.40	143.83	124.60	286.83
Depreciation	18.80	0.40	23.74	42.94
Accumulated depreciation as at 31-03-2018	37.20	144.23	148.34	329.77
Net carrying value as at 31-03-2018	0.00	0.21	45.56	45.77



NOTE-4			
NON CURRENT INVESTMENTS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Investments in Equity Instruments (Quoted)	4,479.80	6.71	3.75
Investments in Equity Instruments (Un Quoted)			
Akshay Software Technologies Ltd (18000 shares) @ Rs.10 paid up	5.43	5.43	5.43
	4,485.23	12.14	9.18

Disclosure:**Details of Other Investments**

Rupees in lakhs

Scrip	Qty	Cost	Market value
IB REAL ESTATE (Rs. 2 fully paid up)	500000	1022.03	907.25
JINDAL SAW (Rs. 2 fully paid up)	500000	800.74	593.75
PURVANKARA (Rs. 5 fully paid up)	767111	1259.60	1068.59
V-MART (Rs. 10 fully paid up)	100000	928.68	1899.75
RISHIROOP (Rs. 10 fully paid up)	10000	1.73	10.46
Total		4012.78	4479.80

NOTE-5			
LONG TERM LOANS & ADVANCES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Unsecured considered good			
Security deposit with NSCCL	0.00	9.00	34.00
Advance payment of taxes	1,497.18	1,372.15	1,140.31
Unsecured considered doubtful			
Twentyfirst Century Realty Ltd	22.13	17.86	17.86
	1,519.31	1,399.01	1,192.17

NOTE-6			
CURRENT INVESTMENTS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Investments in Equity Instruments of others (Quoted)	0.00	1,401.05	39.80
	0.00	1,401.05	39.80

NOTE-7			
TRADE RECEIVABLES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Sundry debtors			
Unsecured considered good outstanding less than six months	0.00	80.00	80.00
Unsecured considered doubtful outstanding more than six months	3249.80	3270.91	3273.84
Less: Bad debts written off	(1,723.98)	0.00	0.00
	1525.82	3350.91	3353.84



NOTE-8			
CASH AND BANK BALANCES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	01-Apr-16
Cash and cash Equivalents			
Cash on hand	0.24	0.11	0.10
Balance in current accounts with scheduled banks	105.88	596.37	1,436.42
Balance in unpaid dividend account	16.50	16.50	7.05
Balance in fixed deposit accounts with scheduled banks	0.00	183.17	170.06
	122.62	796.15	1,613.63

NOTE-9			
SHORT TERM LOANS & ADVANCES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Unsecured considered good	25.00	0.00	0.00
Prepaid insurance	2.09	1.36	2.41
Others	0.00	2.59	0.31
	27.09	3.95	2.72

NOTE-10			
OTHER CURRENT ASSETS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Margin for Derivative segment	295.33	282.74	270.22
Other receivable	4.22	0.60	6.73
	299.55	283.34	276.95

NOTE-11			
SHARE CAPITAL	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Authorised capital			
2,00,00,000 equity shares of Rs.10/-each	2,000.00	2,000.00	2,000.00
10,00,000 12% Cumulative Redeemable Preference Shares of Rs.100/- each	1,000.00	1,000.00	1,000.00
	3,000.00	3,000.00	3,000.00
Issued, subscribed and paid up			
1,05,00,000 equity shares of Rs.10/- each	1,050.00	1,050.00	1,050.00
	1,050.00	1,050.00	1,050.00

**Disclosure:****1.Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.**

Equity shares	31-03-2018		31-03-2017		01/04/2016	
	Qty	Rs. In lacs	Rs. In lacs	Qty	Rs. In lacs	Qty
At the beginning of the period	10500000	1050.00	10500000	1050.00	10500000	1050.00
Issued during the period	Nil	Nil	Nil	Nil	Nil	Nil
Outstanding at the end of the period	10500000	1050.00	10500000	1050.00	10500000	1050.00

2. Rights, preferences and restrictions attached to shares:

The company has one class of equity shares having face value of Rs.10 per share. Every shareholder is entitled to one vote for every one share held. In the event of liquidation, the equity shareholders shall be entitled to receive remaining assets of the company after distribution of all dues in proportion to their share holdings.

3. Details of Shareholders holding more than 5% shares in the company.

Equity shares of Rs. 10/- each fully paid up						
Name	31-03-2018		31-03-2017		01/04/2016	
	Qty	% of holding	Qty	% of holding	Qty	% of holding
Mr. Sundar Iyer	3767280	35.88	3767280	35.88	3767280	35.88
Mrs. Vanaja Sundar	820000	7.81	820000	7.81	820000	7.81

NOTE-12					
OTHER EQUITY	Reserves And Suplus				
	Securities Premium Account	Retained Earnings	General Reserve	Other Item of other comprehensive income	Total
Balance as on 1st April 2016	3,370.00	(527.83)	857.33	2.02	3,701.52
Profit for the year		563.57			563.57
Restrospective Restatement as per Ind AS		36.89		21.72	58.61
Restrospective Restatement as per Ind AS (Reversal)				(2.02)	(2.02)
Balance as on 31st March 2017	3,370.00	72.63	857.33	21.72	4,321.68
Balance as on 1st April 2017	3,370.00	72.63	857.33	21.72	4,321.68
Profit for the year		598.23		467.02	1,065.25
Restrospective Restatement as per Ind AS		(21.43)		(21.72)	(43.15)
Dividends paid (including tax)		(315.94)		0.00	(315.94)
Balance as on 31st March 2018	3,370.00	333.49	857.33	467.02	5,027.84

NOTE-13			
BORROWINGS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Kotak Mahindra Investments Ltd	110.98	0.00	0.00
Due to Directors	100.00	0.00	0.00
	210.98	0.00	0.00

Disclosure:

Borrowing From Kotak Mahindra Investment Ltd is secured by way of collateral security of shares



NOTE-14			
TRADE PAYABLES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
For trading activity-For Companies in which directors are interested	0.00	282.74	270.22
For trading activity-Due to directors	0.00	458.29	583.29
For trading activity-For Others	53.19	55.24	0.02
	53.19	796.27	853.53

NOTE-15			
OTHER CURRENT LIABILITIES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Unpaid dividend-Final (2014-15)	16.50	16.50	7.05
Gujarat Industrial Investment Corporation	31.73	31.73	31.73
Provision for contingency	75.00	75.00	75.00
Provision for CSR	0.00	0.00	22.03
Statutory remittance	2.60	3.95	1.39
Outstanding expenses	21.87	9.27	5.17
Other payables	0.00	41.60	28.80
Total	147.70	178.05	171.17

NOTE-16			
SHORT TERM PROVISIONS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Provision for tax	1,305.00	1,065.00	920.00
Proposed dividend	262.50	0.00	0.00
Tax on proposed dividend	53.44	0.00	0.00
Provision for gratuity	0.00	0.83	8.88
	1,620.94	1,065.83	928.88

NOTE-17			
REVENUE FROM OPERATIONS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Income from capital market operations			
Profit/(Loss) from cash segment	2,839.65	(56.26)	2,310.77
Profit/(Loss) from derivative segment	(50.40)	956.86	(2,947.91)
	2,789.25	900.60	(637.14)

NOTE-18			
OTHER INCOME	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Interest on fixed deposit	10.51	14.56	13.53
Dividend received	18.74	38.70	10.46
Profit on sale of assets	0.00	17.40	0.00
Others	12.33	0.00	0.47
	41.58	70.66	24.46



NOTE-19			
EMPLOYMENT COST	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Salaries and bonus	92.85	67.48	66.07
Employers contribution to provident fund	1.84	2.29	2.57
Gratuity fund contribution	0.04	0.50	0.88
Staff welfare expenses	0.31	0.65	1.59
	95.04	70.92	71.11

NOTE-20			
OTHER EXPENSES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Advertisement	3.43	5.85	7.51
Audit fees	3.00	2.40	2.40
Bad debts	1723.98	0.00	0.00
Communication expenses	4.68	4.42	13.06
Depository charges	0.06	0.08	0.96
Deposits written off	0	0.00	16.25
Directors sitting fees	2.49	1.77	1.97
Car insurance	1.48	2.45	2.65
Electricity	1.63	4.25	5.10
Issuer charges	0.9	1.38	1.03
Legal fees	31.7	27.19	0.50
Listing fees	5.27	10.68	2.24
Loss on impairment of assets	0	8.41	0.00
Other expenses	12.26	10.43	39.16
Printing & stationary	3.1	5.71	7.83
Professional fess	27.76	31.26	16.67
Provision for CSR	22.75	23.47	22.03
Repairs & maintenance	1.41	2.96	0.91
Rent	6.47	6.67	6.58
Travelling & conveyance	10.94	9.87	8.33
	1863.31	159.25	155.18

21. First Time Adoption of IND AS

These are the company's first consolidated financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 (a) have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.



Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investment in equity investments.

De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

22. Reconciliation of Net Profit as per Previous GAAP vs INDAS

Nature of Adjustments	Net Profit / Other Equity	
	Year Ended 31st March 2017	Year Ended 1st April 2016
Net Profit/Other Equity as per Previous Indian GAAP	563.57	(694.93)
Mark to Market Gain on Quoted Equity Instruments	21.72	2.02
Net Profit/Other Equity as per IND AS	585.29	(692.61)



23. Reconciliation of Equity as per Previous GAAP vs Ind AS

Sr.No.	Particulars	Rs. in Lacs	
		As at 31st March 2017	As at 1st April 2016
1	Other Equity as per Previous GAAP (1)	4,278.53	3,714.96
2	Adjustments in retained earnings on Transition Date		
(i)	Mark to Market Gain on Quoted Financial Instruments	21.72	2.02
(ii)	Mark to market Loss on Unexpired Future Contracts	21.43	(15.46)
	Total (2)	43.15	(13.44)
3	Other Equity as per Ind AS (1+2)	4,321.68	3,701.52
4	Equity Share Capital	1,050.00	1,050.00
5	Total Equity at the year end as per Ind AS (3+4)	5,371.68	4,751.52

24. In case of Subsidiary Company no deferred tax asset has been created on carried forward losses as per income tax, as there is no reasonable certainty of reversal of the same in one or more subsequent year.

In respect of Holding Company, Deferred tax asset of Rs. 8.69 lacs has been created for difference in written down value of fixed assets between books and tax accounts, detailed as under:

Particulars	Rs. in lacs	
	31-03-2018	31-03-2017
On timing differences on depreciation on fixed assets	28.11	16.57
Deferred tax thereon	8.69	5.20

25. Earnings Per Share

Particulars	31-03-2018	31-03-2017
Net profit/(Loss) After Tax as per Statement of Profit/(Loss) attributable to Equity Shareholders (After adjusting Non-Controlling Interest (Rs. In Lacs)	598.23	563.57
Weighted average number of outstanding shares (In Lacs)	105	105
Weighted average number of potential equity shares (In Lacs)	-	-
Total Number of Weighted Average number of outstanding shares (In lacs)	105	105
Basic EPS	5.70	5.37
Diluted EPS	5.70	5.37
Face Value of one share	10	10

26. The company operates in only one segment i.e., Capital Market operations, hence segment reporting in accordance with Indian Accounting Standard - 108 is not applicable.

27. Related party disclosures as required under Ind AS-24 (Related Party Disclosures)



Related party and their relationship

Related party	Relationship
Twentyfirst Century Shares & Securities Ltd.	Wholly owned Subsidiary Company
Sundar Iyer	Chairman
Vanaja Sundar Iyer	Relative of Director
Siddharth Sundar Iyer	Relative of Director
Karthik Iyer	Relative of Director
Shridhar Iyer	Relative of Director
Krishnan Muthukumar	Director
AVM Sundaram	Company Secretary
Bhaskar Shetty	CFO
Twentyfirst Century Money Growth Fund Ltd.	Company in which Director's are interested
Twentyfirst Century Realty Ltd.	Company in which Director's are interested
SI Investments & Broking Pvt Ltd	Company in which Director's relatives are interested
Lubricants & Allied Products Mfg. Co. Pvt. Ltd	Company in which Director's are interested
Palani Andavar Holding Pvt Ltd	Company in which Director's are interested

Transactions with the related parties (In the Books of Holding Company)

Name of the party	Nature of Transactions	Opening Balance	During the Year (Net)	Closing Balance
Twentyfirst Century Shares & Securities Ltd	Long term loans Given	2272.22	(2272.22)	0.00
Twentyfirst Century Shares & Securities Ltd	Short term loans Given	182.97	1185.78	1368.75
Lubricants & Allied Products Mfg. Co. Pvt. Ltd	Rent paid	0.00	4.20	4.20
SI Investments & Broking Pvt Ltd	Brokerage paid	0.00	29.92	29.92
SI Investments & Broking Pvt Ltd	Creditors	105.27	(105.27)	0.00
Karthik Iyer	Salary paid	0.00	6.00	6.00
Twentyfirst Century Shares & Securities Ltd	Service charges received	0.00	6.00	6.00

Transactions with the related parties (In the Books of Subsidiary Company)

Name of the party	Nature of Transactions	Opening Balance	During the Year (Net)	Closing Balance
Twentyfirst Century Mgmt. Services Ltd.	Long Term Loans Received	2272.22	(2272.22)	0.00
Twentyfirst Century Mgmt. Services Ltd.	Short Term Loans Received	182.97	1185.78	1368.75
Twentyfirst Century Mgmt. Services Ltd.	Services Charges Paid	0.00	6.00	6.00
SI Investments & Broking Pvt Ltd	Brokerage paid	0.00	36.27	36.27

28. Auditors Remuneration

Particulars	31-03-2018	31-03-2017
Statutory audit	3.00	2.40
Tax audit	1.75	1.55
Limited Review	0.30	0.30
Appeal and other matters	0.50	4.55
Internal audit	0.60	0.60
Total	6.15	9.40



29. Also the Holding Company has not provided income tax liability of Rs.511.55 lacs that may arise in respect of income tax matters pending in appeal. It is not practicable to estimate the timing of cash outflows in respect of this matter. However, the company has been advised that it has fair chance of winning the appeal.
30. The Subsidiary company has been served with a demand of Rs. 365.62 lacs for the assessment year 2010-11 and has paid the entire amount of demand to the Department. The company's appeal to the CIT(A) was decided against the company. The company is in further appeal before the ITAT. The ITAT has heard the appeal and set aside the order and referred the matter back to the Assessing Officer.
31. The subsidiary company had doubtful debts of Rs.3249.80 lacs in the books of accounts out of which Rs. 1723.98 lacs is irrecoverable and has been written off as bad debts during the current year and balance Rs. 1525.82 is under dispute and in litigation and hence no provision has been made in the accounts.
32. Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from October, 2 2006 certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. There have been no reported cases of delays in payments to Micro and Small Enterprises or of interest payments due to delays in such payments.
33. The Holding Company had made contingency provision in F.Y. 2014-2015 of Rs. 75 lacs towards estimated settlement cost of Rs.75 lacs payable to Gujarat Industrial Investment Corporation for pending legal cases in the High Court of Chennai. According to the Management estimates sufficient provision has been made for on review and doesn't require any additional provision for the contingency.
34. Previous year figures have been rearranged and regrouped wherever necessary to facilitate the comparison.

As per our Report of even Date

**For Lakhani & Lakhani
Chartered Accountants
Firm Registration No. 115728W**

**Suhas S.Shinde
Partner
M. No.117107**

**Place: Mumbai
Date: 17-05-2018**

For and on behalf of Board

**Sundar Iyer
Chairman**

**Krishnan Muthukumar
Director**

**A.V.M. Sundaram
Company Secretary**

**TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED**

Regd.Office: NO.67, OLD NO.28-A, DOOR NO.G-3.ELDAMS
ROAD, Alwarpet, Chennai - 600 018

TELEPHONE +91 44 42030149, FAX +91 44 24328452

WEBSITE:www.tcms.bz; e-mail: Invesotrs@tcms.bz

CIN: L74210TN1986PLC012791

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE VENUE FOR AGM

Name and address of the registered member	
Folio No./DP ID No./ Client ID No.	
No. of Shares	

I hereby record my presence at the 32nd Annual General Meeting of the Company to be held on Thursday, 12th July 2018 at 4.00 p. m. at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai - 600 006

Signature of the Member/Joint Member/Proxy attending the Meeting

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

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32nd Annual General Meeting on Thursday, 12th July 2018 at 4.00 p.m.

PROXY FORM

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

CIN	L74210TN1986PLC012791
Name of the Company	TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
Registered Office	NO.67,OLD NO.28 -A, DOOR NO.G -3.ELDAMS ROAD, ALWARPET, CHENNAI - 600 018
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID Client ID	

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

(1)

Name.....Address:.....

Email ID:..... Signature..... Or failing him/her

(2)

Name.....Address:.....

Email ID:..... Signature..... Or failing him/her

(3)

Name.....Address:.....

Email 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 32nd Annual General Meeting of the Company to be held on Thursday, 12th July 2018 at 4.00 p.m. at Asha Nivas, No.9, Rutland Gate 5th Street, Chennai -600 006 and at any adjournment thereof in respect of such resolutions:



Resolution Number	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2018 including audited Balance Sheet as at 31 March, 2018 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.			
2	Approval of declaration of dividend of Rs.2.50 (25%) per share for the financial year 2017-18			
3	Re-appointment of Mr. Krishnan Muthukumar (DIN 00463579), as Director who retires by rotation and being eligible, offers himself for re-appointment			
Special Business				
4	Appointment of M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, as Secretarial Auditors of the company for a period of three (3) years commencing from the financial year ending 31.03.2019 till 31.03.2021.			
5	Approval for material related party transaction during the financial year 2018-19 on the terms as briefly mentioned in the explanatory statement to this resolution.			

Signed this.....day of.....2018

Signature of Member(s):

Signature of Proxy holder(s).....

Affix
Revenue
Stamp of
Re. 1/-

Notes:

1. This form of proxy in order to be effective should be duly stamped, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
It is optional to indicate your preference. If you leave columns 'For, Against, Abstain' blank against all or any of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
2. For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 32nd Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.



Route Map

32nd Annual General Meeting

Date : Thursday 12th July 2018

Time : 4.00 pm

Venue: Asha Nivas, 'Aarthi', 9, Rutland Gate, 5th Street, Chennai – 600 006



BOOK POST

To

If undelivered, please return to



Twentyfirst Century Management Services Ltd

Registered Office:

No.7, Old. No. 28A, Door No. G3, Eldams Road,
Alwarpet, Chennai - 600 018.