

**TWENTYFIRST CENTURY
MANAGEMENT SERVICES LTD**



**31st ANNUAL REPORT
2016-2017**



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Annual General Meeting will be held on Thursday, 28th September 2017 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 FIRST (31) ANNUAL REPORT 2016-2017

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. Sita Sunil	- Independent Director (Resigned on 9th January 2017)
Ms. Dipti D. Sakpal	- Independent Director (Appointed on 18th April 2017)

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.Sita Sunil (Resigned on 9th January 2017)

Mr. Sundar Iyer

Reconstituted due to appointment of Independent Director

Ms. Dipti D. Sakpal on 18th April 2017

Mr. S.Hariharan – (Chairman of the committee)

Ms.Dipti D. Sakpal

Mr. Sundar Iyer

Nomination and Remuneration Committee

Mr. Iyer Vishwanath – (Chairman of the committee)

Mr. S.Hariharan

Mr. Sundar Iyer

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 Building
Vatsalya Co-operative Society
Andheri - West,
Mumbai - 400053.

Principal Bankers

ICICI BANK LIMITED
HDFC BANK LIMITED
STATE BANK OF TRAVANCORE

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 49186270 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:+91 44 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



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on Thursday, 28th September, 2017 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 2017 and the reports of the Board of Directors (the Board) and Auditors thereon and in this connection to consider and if deemed fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2017, the Report of the Auditors thereon and the Report of the Board of Directors for the financial year ended 31st March 2017, placed before the 31st Annual General Meeting be and are hereby received and adopted”.

Item No.2

Appointment of Shri Sundar Iyer as a Director liable to retire by rotation

To appoint Mr.Sundar Iyer, (DIN 00481975) who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment and in this connection to consider and if deemed fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT Mr.Sundar Iyer, (DIN 00481975) be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

Item No.3 -

Appointment of Auditors

To ratify the appointment of the auditors of the Company and to fix their remuneration and to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of Sections 139, 141, 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the appointment of Messrs. Lakhani & Lakhani, Chartered Accountants, (Registration Number 115728W), Mumbai as the Statutory Auditors of the Company, made for the period of 5 years at the earlier Annual General Meeting held on 17.07.2015 be



and is hereby ratified and that the said firm of Auditors shall hold the office from the conclusion of this meeting until the conclusion of 32nd Annual General Meeting to audit the Financial Statements of the Company for the Financial year ending 31.03.2018 on a remuneration as may be determined by the audit committee in consultation with the auditors and that such remuneration be paid on a progressive billing basis as may be agreed upon between the Statutory Auditors and the Board of Directors of the company”.

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, Greaves Road, Chennai-600006 be and is hereby appointed as Secretarial Auditors of the company in order to furnish Secretarial Audit Report for the financial year ending 31.03.2018 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 an **Ordinary 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 BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) as a business 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 2017-18, 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”.

**Item No.6 -****Appointment of Independent Director Ms. Dipti Dinesh Sakpal**

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms.Dipti Dinesh Sakpal, (DIN 07305797) who was appointed as Additional Director of the Company with effect from 18th April 2017 and who holds office till the date of AGM and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act,2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company and to hold office for a term of 5 years up to 17th April 2022, not liable to retire by rotation”.

By Order of the Board

Place: Mumbai

Date: 28th August 2017

A. V. M. SUNDARAM

Company Secretary

**NOTES:**

- a) 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 No. 4, 5 & 6 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 & 6 of the Notice, are also annexed.
- b) **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.
- 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 31st 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) 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.
- f) **The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith to attend the Meeting.**
- g) **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 Tuesday, 26th September 2017 to Thursday, 28th September 2017 (both days inclusive) for the purpose of Annual General Meeting.**



- h) 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 2016-17 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.
- i) 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).
- j) 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.
- k) 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.
- l) 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.
- m) 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.
- n) Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.



o) 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 2017.

p) The route map showing directions to reach the venue of the 31st Annual General Meeting is annexed.

q) 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 31st 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.

- VI. The remote e-voting period commences on 25th September 2017 (9:00 am) and ends on 27th September 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2017, 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:

- A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**



- (i) Open email and open PDF file viz; "TCMS Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of TWENTYFIRST CENTURY MANAGEMENT SERVICES LTD".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:**
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
 EVEN (Remote e-voting Event Number) USER ID
 PASSWORD/PIN _____



- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
- 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 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.
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- 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 21st September 2017,
- 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., 21st September 2017, 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” or “Physical User Reset 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 (C.P.No.1087, FCS 3534) 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.

XIV. 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, where the shares of the company are listed, for placing the same on their website.

**MEMBERS HOLDING EQUITY SHAES
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 Directors	Mr. Sundar Iyer
Date of Birth	28th October 1950
Date of Appointment	10th February 1994 (Re-appointed on 17th July 2015)
Qualifications	B.Com
Expertise in specific functional areas	Experienced in Stock Market Operations since 1985
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	<p>TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED</p> <p>TWENTYFIRST CENTURY REALTY LIMITED</p> <p>PALANI ANDAVAR HOLDINGS PRIVATE LIMITED</p> <p>SIDDHARTH KARTHIK SECURITIES PRIVATE LIMITED</p> <p>LUBRICANTS & ALLIED PRODUCTS PRIVATE LIMITED</p> <p>TWENTY FIRST CENTURY MONEY GROWTH FUND LIMITED</p>
Chairmanships / Memberships Of Committees of other Public Companies i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee	<p>Member of the following Committees of Twentyfirst Century Shares and Securities Limited</p> <p>1) Audit Committee</p> <p>2) Nomination and Remuneration Committee</p>
Number of shares held in the Company	3767280 (35.88%)



Particulars of Directors	Ms. Dipti Dinesh Sakpal
Date of Birth	4th March 1984
Date of Appointment	18th April 2017
Qualifications	Graduate in Science and holds Master of Management Science from the University of Mumbai (Jamnalal Bajaj Institute)
Expertise in specific functional areas	Experienced in Marketing and Administration
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED
Chairmanships / Memberships Of Committees of other Public Companies i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee	Member of the following Committees of Twentyfirst Century Shares and Securities Limited 1) Audit Committee 2) Nomination and Remuneration Committee
Number of shares held in the Company	Nil

By Order of the Board

Place: Mumbai

A. V. M. SUNDARAM

Date: 28th August 2017

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 for the financial year ending 31.03.2018.

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

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos. 4.

Item No. 5

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. The expected annual brokerage payable to M/s. SI BROKING AND INVESTMENTS 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 BROKING AND INVESTMENTS 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 transaction executed with M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) as a business 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 being 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 of M/s. SI BROKING AND INVESTMENTS LIMITED is concerned or interested, financially or otherwise, in these Resolutions. The Board recommends this Resolution for your Approval.

Item No. 6

Ms. Dipti Dinesh Sakpal is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on 18th April 2017. Ms. Dipti Dinesh Sakpal is a Member of the Shareholders/Investors Grievance and Share Transfer Committee, of the Board of Directors of the Company.

Ms. Dipti Dinesh Sakpal is not a Director in any other company. She does not hold by herself or for any other person on a beneficial basis, any shares in the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Dipti Dinesh Sakpal being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of 5 years upto 17th April 2022. A notice of candidature has been received from a member proposing Ms. Dipti Dinesh Sakpal as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Ms. Dipti Dinesh Sakpal fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and are independent of the management. Copy of the draft letter for appointment of Ms. Dipti Dinesh Sakpal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any day.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Dipti Dinesh Sakpal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Dipti Dinesh Sakpal as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Dipti Dinesh Sakpal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6.



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



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 31st 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 2017.

1.FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March 2017.

Rupees in lacs

	STANDALONE		CONSOLIDATED	
	31/03/2017	31/03/2016	31/03/2017	31/03/2016
Profit/(Loss) from capital market operations	185.32	284.29	900.60	(637.14)
Other income	24.21	4.23	70.66	24.46
Profit/(Loss) before depreciation & tax	(6.41)	103.36	741.09	(838.97)
Interest	0.00	0.00	0.00	0.00
Depreciation	37.72	64.19	37.72	74.26
Profit/(Loss) before tax	(44.13)	39.17	703.37	(635.19)
Provision for tax	0	20.00	145.00	20.00
Tax for earlier years	0	0.76	0.00	31.89
Deferred tax	(5.20)	(10.20)	(5.20)	7.55
Profit/(Loss) after tax	(38.93)	28.61	563.57	(694.63)



2. BUSINESS & PERFORMANCE

During the year under review, the Company has made a loss of Rs.38.93 lacs, against profit of Rs.28.61 lacs in the last 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.

In the year 2012-13, the erstwhile Managing Director had cancelled Demand Drafts aggregating to Rs. 61.20 lac drawn in favour of Gujarat Industrial Investment Corporation Limited (GIIC) by the Company for settlement of a claim raised by GIIC Limited, without the necessary approval of the Board of Directors of the Company and appeared to have misappropriated these funds. On discovering the same subsequently, based on the advice given by its legal counsel, the Company filed a police complaint on 30th October 2014 at the R.A.Kidwai Marg Police Station, Mumbai to investigate the matter in detail. The investigation was carried out by the Police officials at EOW, Mumbai and the Police authorities have filed a Charge Sheet with the Additional Chief Metropolitan Magistrate, 47th Court, Esplanade, Mumbai in March 2017 against the accused persons. The erstwhile Managing Director and other persons involved in the offences have been arrested. The matter is presently sub judice.

The company has written off Rs.61.20 lacs (shown under exceptional items) being the amount misappropriated by an official of the company in the financial year 2014-15. This amount is to be recovered from the accused persons.

3. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was Rs.10.50 crore. No additions and alterations to the capital were made during the financial year 2016-17.

4. DIVIDEND

Your Company does not propose any dividend for the financial year ended 31st March 2017 since it does not have adequate profits for the same.

Your Company has not declared and paid any dividend during the financial year 2015-16 due to inadequacy of profits

Your Company has declared and paid a dividend of Rs.2 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 has absorbed a sum of Rs. 251.99 lacs, inclusive of taxes.

Your Company has not declared and paid any dividend during the financial year 2013-14 due to inadequacy of profits.



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 HARRASSMENT 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 2016-17, the Company has not received any complaints on sexual harassment

8. DOCUMENTS PLACED ON THE WEBSITE (www.tcms.bz)

The following documents have been placed on the website in compliance with the Act:

- Details of Unpaid dividend as per section 124(2)
- Corporate Social Responsibility Policy as per section 135(4)(a)
- Financial Statements of the Company and consolidated financial statements along with relevant documents as per third proviso to section 136(1)
- Separate audited accounts in respect of subsidiaries as per fourth proviso to section 136(1)
- Details of vigil mechanism for Directors and employees to report genuine concerns as per proviso to section 177(10) - Whistle Blower Policy.
- The terms and conditions of appointment of Independent Directors as per Schedule IV to the Act.
- The code of conduct for Board of Directors and Senior Managers
- Familiarization Program for the Independent Directors
- Policy on Related Party Transactions
- Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at work place.



- Code of conduct for Insider Trading and Corporate Disclosure Practices
- Policy on determination of materiality for disclosure of events or information
- Policy on preservation of documents & archival
- Nomination & Remuneration Policy
- Policy on Material Subsidiary.

9. 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. The company has surrendered the Trading Membership of NSE during the Financial Year 2014-15.

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 subsidiaries 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**.

10. 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.

11. 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.



12. CORPORATE SOCIAL RESPONSIBILITY

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. Your Company knows the importance of Corporate Social Responsibility (CSR) activities of the company under the recently introduced provisions of the Companies Act, 2013. Accordingly a committee has been formed under the chairmanship of Mr.Sundar Iyer Chairman of the company.

Your Company has provided a sum of Rs.23.47 lacs under Corporate Social Responsibility Expenditure for the year 2016-17. The CSR Committee has identified a couple of projects or activities under this Scheme and has approved the expenditure of Rs.45.50 lacs during this financial year 2016-17. (This includes the provision amount of Rs.22.03 lacs made in the financial year 2015-16). The committee is studying the various projects and the activities which can be undertaken by the company in the coming years and are conscious that these activities must be for the benefit of the community who need to be nurtured. The annual report on CSR activities for the financial year 2016-17 is enclosed herewith as Annexure - VIII

13. 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 the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

14. 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 2017.

15. 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. The Independent Director has given declaration that he meets the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and listing agreement.



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 her 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. Sundar Iyer (DIN 00481975) (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 Sundar Iyer, 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

16. 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.

The Board of Directors of the company has recommended the appointment of Messrs. Lakhani & Lakhani, Mumbai, Chartered Accountants, (Registration Number 115728W) as statutory auditors of the company for the financial year ending 31st March 2018, subject to the ratification of appointment of Statutory Auditors at this annual general meeting by the shareholders.



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.2290.08 lacs advanced to its Subsidiary company and Related Company.

We further report that, had the observation made by us above been considered, the loss for the year would have been Rs.2329.01 lacs (as against the reported loss figure of Rs. 38.93 lacs) and loss after considering accumulated figures of previous years would have been Rs. 1739.41 lacs (as against reported figure of profit of Rs. 550.67 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. 2290.08 lacs).

Regarding the observation for non-provision for Doubtful Loans & Advances amounting to Rs.2290.08 lacs made to the subsidiary company and a group company, the management is of the opinion that the subsidiary company is making efforts to resolve the pending cases in recovering the Trade Receivables of the company which are very old and are under dispute. However the subsidiary company is now undertaking investment activities for improving its profitability which will enhance the chances of recovery of loans from the subsidiary company. Hence the company has not provided for the

loans amounting to Rs.2290.08 lacs given to the subsidiary company as Doubtful Loans & Advances .

Emphasis of Matter:

Without qualifying our opinion, we draw attention to note no 29 of the Notes to Accounts to the financial statements on the matter of police complaint lodged by the Company with regard to misappropriation of the funds of the Company, and possible diversion of funds by an erstwhile director of the company in earlier years. The matter was investigated and charge sheet has been filed during the financial year 2016-17. The matter is presently sub-judice.

The management has noted the above remarks by the Statutory Auditors, which is a matter of reporting by them.

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 2017 (FY 2016-17). 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:

- 1. The Company being an Non-banking financial - (NBFC) as mentioned in their main objects, had been suspended by the Reserve bank of India(RBI) and Company yet to take steps to amend their main objects to categorize themselves other than NBFC.**
- 2. 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 is of the opinion that the registration as NBFC is not applicable to the company as per point no.16 of the " **A N N E X U R E A** " T O INDEPENDENTAUDITOR'S REPORT of the company which reads as under:

"16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934."

- 3. The Company had shown loss of Rs 38.93 lacs without considering /providing doubtful debts/loans and advances upto Rs 2290.08 lacs for the year under review and the consequential effect since not provided, the company has reported a profit of Rs 550.67 lacs (as detailed in the auditor's report).**

Regarding the observation for non-provision for Doubtful Loans & Advances amounting to Rs.2290.08 lacs made to the subsidiary company and a group company, the management is of the opinion that the subsidiary company is making efforts to resolve the pending cases in recovering the Trade Receivables of the company which are very old and are under dispute. Further the management has also considered the fact that the subsidiary company is also undertaking investment activities for improving its profitability which will enhance the chances of recovery of interest free loans given to the subsidiary company. Hence the company has not provided for the interest free loans as Doubtful Loans & Advances amounting to Rs.2290.08 lacs made to the subsidiary company.

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 an Internal Auditor for the company for the financial year 2016-17.

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 2017-18, to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.



17. 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.

18. CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

For and on behalf of the Board

Place: Mumbai

Date: 28th August 2017

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. NUMBER OF MEETINGS OF THE BOARD

Four (4) 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.

3. 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 March 31, 2017, 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 March 31, 2017 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.



4. INDEPENDENT DIRECTORS' DECLARATION

Mr. Iyer Vishwanath, Mr.S.Hariharan and Ms. Sita Sunil, who are Independent Directors, as on 31.03.2017 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 revised Clause 49 of the Listing Agreements. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

5. 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 Section92(3) of the Act, is enclosed at Annexure-II in the prescribed form MGT-9 and forms part of this Report.

6. 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 and forms part of the Annual Report.

7. 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.

8. 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.



9. AUDITOR'S REPORT

Appointment of M/s. Lakhani & Lakhani, Chartered Accountants, as auditors of the company for the financial year 2017-18 is being ratified at the ensuing Annual General Meeting being eligible for reappointment.

Auditors of the company in their report made an observation that the company has granted interest free loans of Rs.2290.08 lacs to the company listed in the register maintained under section 189 of the Companies Act 2013. But the said loans advanced to the subsidiary company and a group company amounting to Rs.2290.08 lacs are doubtful in recovery and the company has not provided for Doubtful Loans & Advances amounting to Rs.2290.08 lacs.

Regarding the observation for non-provision for Doubtful Loans & Advances amounting to Rs.2290.08 lacs made to the subsidiary company and a group company, the management is of the opinion that the subsidiary company is making efforts to resolve the pending cases in recovering the Trade Receivables of the company which are very old and are under dispute. Further we understand that the subsidiary company is also undertaking investment activities for improving its profitability which will enhance the chances of recovery of interest free loans from the subsidiary company. Hence the company has not provided for the interest free loans as Doubtful Loans & Advances amounting to Rs.2290.08/ lacs made to the subsidiary company.

10. 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 2017 and is attached as **ANNEXURE- VII**

11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

There have been no loans, guarantees and investments under Section 186 of the Act during the financial year 2016-17.

12. 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 BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) during the financial year 2017-18. The expected annual brokerage payable to M/s. SI BROKING AND INVESTMENTS 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 BROKING AND INVESTMENTS 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

13. 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.

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

There are no material changes and commitments 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.

15. 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.

16. 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.



17. EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 30th March 2017, 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

18. EVALUATION OF INDEPENDENT DIRECTORS BY DIRECTORS' MEETING

During the year under review, the Directors (other than Independent Directors) met on 30th March 2017, 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.

19. 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.

20. 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.



21 FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

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

22. 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.

23. 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. As the business of the subsidiary was economically unviable, the Board of 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. The Board of Directors of the subsidiary are exploring new avenues of business to be pursued in the financial year 2017-18.

Financial position of each of the subsidiaries 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.

24. 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 appended below:



Particulars of employees employed throughout the financial year 2016-17 and in receipt of remuneration aggregating Rs. 1,02,00,000 or more is as follows:

a) Employed throughout the year - Nil

b) Employed for part of the year - Nil

Top 10 employees in terms of remuneration drawn is appended below:

**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, 53, FCA	Chief Financial Officer	15/12/1995	22	1609080	NA
Karthik Iyer, 28, MSC	Chief Administrative Officer	1/7/2015	2	1200000	NA
AVM Sundaram, 65, CS	Company Secretary	1/4/1999	18	990000	BANK OF INDIA
Mr. K. Krishnaswamy, 56, BCOM	Vice President	01/09/1997	19	673200	NA
Mr. K. R. Radhakrishnan, 57, BCOM	Account Assistant	10/10/1995	22	300000	NA
Mr. Ananda Yadav, 42	Back Office Assistant	5/4/1995	22	209880	NA
Mr. Shailesh Mahabdi, 40	Back Office Assistant	7/4/1995	22	181896	NA
Mr. Shantaram Yadav, 42	Back Office Assistant	26/5/2003	14	139920	NA
Mr. A. K. Jeeva, 52	Back Office Assistant	1/4/1997	20	241680	NA
Mr. K. B. Srinivaslu, 46	Back Office Assistant	17/9/1995	22	279840	NA
Ms. Jaylaxmi Mukta, 35, MBA	Account Manager	15/5/2008	9	409584	HDFC BANK LTD, CHEKMATE CONSULTANCY

1. Remuneration includes salary, allowances and Company's contribution to Provident Fund

2. Karthik Iyer is a relative of Director of the Company

25. 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: 28th August 2017

Sundar Iyer

Chairman & CEO

**ANNEXURE II****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2017**

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	Applicable Section
1	TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED 2B, GREASE HOUSE, ZAKARIA BUNDER ROAD, SEWRI WEST, MUMBAI- 400015	U51900MH 1942PLC003546	Subsidiary	100%	Section 2(87)



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

A) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2016				Shareholding at the end of the year - 2017				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	4683753	0	4683753	'44.6072	4833753	0	4833753	46.0357	1.4285
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Any Other (Specify)									
	Sub Total (A)(1)	4683753	0	4683753	'44.6072	4833753	0	4833753	46.0357	1.4285
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	4683753	0	4683753	'44.6072	4683753	0	4683753	'44.6072	'0.0000
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	15800	15800	'0.1505	0	15800	15800	'0.1505	'0.0000
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(f)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Foreign Financial Institution	0	36300	36300	'0.3457	0	36300	36300	'0.3457	'0.0000
	Sub Total (B)(1)	0	52100	52100	'0.4962	0	52100	52100	'0.4962	'0.0000
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	2103877	433784	2537661	'24.1682	2026305	427384	2453689	'23.3685	'-0.7997
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1900524	88200	1988724	'18.9402	1646995	88200	1735195	'16.5257	'-2.4145
(b)	NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Employee Trusts	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Hindu Undivided Family	161776	0	161776	'1.5407	190587	0	190587	'1.8151	'0.2744
	Foreign Companies	0	400	400	'0.0038	0	400	400	'0.0038	'0.0000
	Non Resident Indians (Non Repat)	12600	0	12600	'0.1200	12600	0	12600	'0.1200	'0.0000
	Non Resident Indians (Repat)	98719	162900	261619	'2.4916	87177	162900	250077	'2.3817	'-0.1099



	Overseas Bodies Corporates	0	145000	145000	'1.3810	0	145000	145000	'1.3810	'0.0000
	Clearing Member	115900	0	115900	'1.1038	182055	0	182055	'1.7339	'0.6301
	Market Maker	9132	0	9132	'0.0870	3698	0	3698	'0.0352	'-0.0518
	Bodies Corporate	328135	203200	531335	'5.0603	437646	203200	640846	6.1033	1.0430
	Sub Total (B)(3)	4730663	1033484	5764147	'54.8966	4587063	1027084	5614147	53.4680	-1.4285
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	4730663	1085584	5816247	'55.3928	4587063	1079184	5666247	53.9643	-1.4285
	Total (A)+(B)	9414416	1085584	10500000	'100.0000	9420816	1079184	10500000	'100.0000	'0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total (A)+(B)+(C)	9414416	1085584	10500000	'100.0000	9420816	1079184	10500000	'100.0000	

B) Shareholding of Promoter

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2016			Shareholding at the end of the year - 2017			% change in shareholding during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% 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	150000	'1.4286	'0.0000	300000	2.8571	'0.0000	1.4285
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	4683753	'44.6072	'0.0000	4833753	46.0357	'0.0000	1.4285

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 - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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	150000	1.4286			150000	1.4286
	BOUGHT ON			22/04/2016	100000	250000	2.3810
	BOUGHT ON			29/04/2016	50000	300000	2.8571
	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.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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	400000	3.8095			400000	3.8095
	Transfer			15 Apr 2016	(1600)	398400	3.7943
	Transfer			22 Apr 2016	(49120)	349280	3.3265
	Transfer			29 Apr 2016	(40000)	309280	2.9455
	Transfer			20 May 2016	(14280)	295000	2.8095
	AT THE END OF THE YEAR					295000	2.8095
2	MODERN TRADING BUSINESS PRIVATE LIMITED	0	0.0000			0	0.0000
	Transfer			17 Feb 2017	50000	50000	0.4762
	Transfer			24 Feb 2017	200000	250000	2.3810
	Transfer			03 Mar 2017	14100	264100	2.5152
	Transfer			24 Mar 2017	795	264895	2.5228
	Transfer			31 Mar 2017	16314	281209	2.6782
	AT THE END OF THE YEAR					281209	2.6782
3	JIGNESH V SHAH	272600	2.5962			272600	2.5962
	Transfer			15 Apr 2016	(47300)	225300	2.1457
	Transfer			22 Apr 2016	(300)	225000	2.1429
	Transfer			06 May 2016	(6565)	218435	2.0803
	Transfer			13 May 2016	(3435)	215000	2.0476
	AT THE END OF THE YEAR					215000	2.0476
4	CHOICE EQUITY BROKING PVT LTD	0	0.0000			0	0.0000
	Transfer			27 May 2016	4139	4139	0.0394
	Transfer			15 Jul 2016	(3375)	764	0.0073
	Transfer			17 Feb 2017	49236	50000	0.4762
	Transfer			24 Feb 2017	107066	157066	1.4959
	AT THE END OF THE YEAR					157066	1.4959
5	IMAGE SECURITIES LTD	145000	1.3810			145000	1.3810
	AT THE END OF THE YEAR					145000	1.3810
6	GOODKNIGHT INV & LEASING PVT LTD	132600	1.2629			132600	1.2629
	AT THE END OF THE YEAR					132600	1.2629
7	RAJIV KAUL	90226	0.8593			90226	0.8593
	AT THE END OF THE YEAR					90226	0.8593
8	SHASHIKANT GORDHANDAS BADANI	71449	0.6805			71449	0.6805
	AT THE END OF THE YEAR					71449	0.6805
9	PACE STOCK BROKING SERVICES PVT LTD	18286	0.1742			18286	0.1742
	Transfer			06 May 2016	1700	19986	0.1903
	Transfer			13 May 2016	(17005)	2981	0.0284
	Transfer			20 May 2016	(2781)	200	0.0019
	Transfer			24 Jun 2016	24573	24773	0.2359
	Transfer			30 Jun 2016	25430	50203	0.4781



	Transfer			16 Dec 2016	(3)	50200	0.4781
	Transfer			24 Mar 2017	11000	61200	0.5829
	AT THE END OF THE YEAR					61200	0.5829
10	AGARWAL MUKESH	52798	0.5028			52798	0.5028
	AT THE END OF THE YEAR					52798	0.5028
11	SUNFLOWER BROKING PRIVATE LIMITED	101000	0.9619			101000	0.9619
	Transfer			13 May 2016	(1000)	100000	0.9524
	Transfer			12 Aug 2016	(99900)	100	0.0010
	Transfer			19 Aug 2016	300	400	0.0038
	Transfer			26 Aug 2016	(400)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
12	GALA MANJULA RAMNIK	100000	0.9524			100000	0.9524
	Transfer			17 Feb 2017	(50000)	50000	0.4762
	Transfer			24 Feb 2017	(50000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
13	MARFATIA STOCK BROKING PRIVATE LIMITED	73000	0.6952			73000	0.6952
	Transfer			29 Apr 2016	(30500)	42500	0.4048
	Transfer			27 May 2016	(2076)	40424	0.3850
	Transfer			30 Jun 2016	9200	49624	0.4726
	Transfer			01 Jul 2016	(4700)	44924	0.4278
	Transfer			08 Jul 2016	100	45024	0.4288
	Transfer			12 Aug 2016	(100)	44924	0.4278
	Transfer			09 Sep 2016	(39600)	5324	0.0507
	Transfer			16 Sep 2016	(2165)	3159	0.0301
	Transfer			30 Sep 2016	(2500)	659	0.0063
	Transfer			02 Dec 2016	(480)	179	0.0017
	Transfer			30 Dec 2016	20	199	0.0019
	Transfer			06 Jan 2017	(20)	179	0.0017
	Transfer			17 Feb 2017	99821	100000	0.9524
	Transfer			24 Feb 2017	(100000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

E) Shareholding of Directors and Key Managerial Personnel:

SN 1	SUNDAR IYER	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	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

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

	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	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end 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



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

SN.	Particulars of Remuneration	Name of the Directors					Total Amt
		Sundar Iyer	Krishnan Muthukumar	Vishwanath Iyer	S. Hariharan	Sita Sunil	
1	Independent Directors						
	Fee for attending board & committee meetings			52000	64000		116000
	Commission						
	Others, please specify						
	Total (1)			52000	64000		116000
2	Other Executive and Non-Executive Directors						
	Fee for attending board committee meetings	61000	25000				86000
	Commission						
	Others, please specify						
	Total (2)	61000	25000				86000
	Total (B)=(1+2)						
	Total Managerial Remuneration	61000	25000	52000	64000		202000
	Overall Ceiling as per the Act						



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

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	990000	1612875	2602875
	(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	990000	1612875	2602875

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



ANNEXURE III

MANAGEMENT DISCUSSION AND ANALYSIS PROSPECTS AND OUTLOOK FOR THE FUTURE

Economic outlook

Output:

Industrial production slipped in February 2017 to a 4-month low, contracting 1.2% year-on-year (Y-o-Y), mainly on account of a decline in the manufacturing sector and lower off take of both capital and consumer goods. For the Apr-16 to Feb-17 period, IIP grew @ 0.4% vs 2.6% in the same period of the previous year. The decline in IIP in February 2017 was mainly on account of a 2% contraction in the manufacturing sector, which constitutes over 75% of the index. Overall, 15 out of 22 industry groups in the manufacturing sector have witnessed negative growth in February 2017.

The Central Statistical Organisation (CSO) has estimated real and nominal gross domestic product (GDP) growth at 11.5% and 7.1% respectively in FY17. The Economic Survey has projected economic growth in the range of 6.5 to 6.75% in FY17 and 6.75 to 7.50% in FY18, while cautioning against fluctuations in oil prices and eruption of trade tensions.

The Reserve Bank of India (RBI), in its latest policy statement dated April 6, 2017, has stated that "Considering the baseline assumptions, the fast pace of remonetisation, survey indicators and updated model forecasts, RBI staff's baseline scenario projects that real Gross

Value Added (GVA) growth will improve from 6.6 per cent in Q3:2016-17 and 6.5 per cent in Q4: 2016-17 to 7.0 per cent in Q1:2017-18 and 7.4-7.6 per cent in the remaining three quarters of 2017-18, with risks evenly balanced around this baseline path. Looking beyond 2017-18 and assuming a normal monsoon, a congenial global environment, no policy-induced structural change and no supply shocks, structural model estimates yield real GVA growth of 8.1 per cent in 2018-19." India's growth will find support in strong private consumption stemming from double-digit hikes in government wages and pensions. Notable progress in restructuring bank balance sheets and reducing excessive leverage in large corporations have set the stage for an expected revival in investments, which could drive growth higher in the year 2017.

Inflation:

India's retail inflation quickened to a five-month high of 3.85% in March 2017 on the back of higher fuel prices, erasing any hope of a rate cut by the central bank in the near future. Retail fuel inflation accelerated to 5.56% in March 2017 from 3.9% in the previous month, even as food prices rose 1.93%, slower than the 2.01% increase in the previous month. The spurt in CPI and WPI inflation fuels concerns of a pent-up demand after demonetisation, which may prompt RBI to keep policy interest rates unchanged for a few months. At the same time concerns on the growth front could dissuade the central bank from raising policy rates anytime soon.



Fiscal and external situation:

India's trade deficit widened in February 2017 to USD8.9bn from USD 6.5bn in February 2016 on the back of a surge in imports, which expanded 21.8% over the same month of the previous year. Exports also surged, but at a slower pace of 17.5%. The restrictive policies adopted by the USA and Britain's surprise vote last year to leave the European Union (BREXIT) have clouded the global trade outlook. India's foreign exchange reserves surged by USD2.67bn to touch an all-time high of USD 366.78bn in the week ended March 17, 2017. According to data released by the Department of Industrial Policy and Promotion (DIPP), foreign direct investment or FDI in India grew 18 per cent, from USD39.32bn in 2015 to USD 46bn in 2016. India received maximum FDI inflows from Singapore, Mauritius, the UK, the USA, the Netherlands and Japan. The Government of India has taken several initiatives to further relax foreign investment norms, which should result in higher FDI inflows in FY2017-18.

Capital markets

A synopsis and the road ahead:

Benchmark indices ended FY17 with double-digit returns of 17 to 19%, after touching new lifetime highs in March 2017. A pick up in FII inflows, the ruling party at the centre winning the UP elections and the global markets' recovery contributed to the equity markets' stellar performance in FY17. The Midcap and Small cap indices gained in the range of 33-37%. The rally was also augmented by the bold decisions made by the government - GST, FDI and

demonetisation, while digesting the storm of major negative events, including BREXIT, the cash crunch post demonetisation and the Indian currency hitting new lows during the financial year. It is now evident that Indian equity investors are evolving and becoming increasingly mature. The fiscal year ended on a great note for the IPOs launched in FY17. A staggering 25 main board IPOs were launched in FY17 and collected Rs.28,200 crore, almost double the amount collected in FY16. Foreign institutional investors (FIIs) pumped Rs.55,700 crore into domestic equities in FY17 as against outflow of Rs. 14,200 crore in FY16. Domestic Institutional Investors (DIIs) were just short of the figure for FII investments, with equity investments of Rs 51,400 crore as against Rs. 70,100 crore in FY16. However, FIIs ended the second consecutive financial year as net sellers in the debt segment, with a net outflow of Rs 7,300 crore in FY17. DIIs remain concerned about the lack of earnings growth in the corporate sector. Based on a consensus of expectations, FY17 seems likely to be the fourth successive year of single-digit earnings growth. Post demonetisation, a recovery in consumption has been heartening. Two of the strongest signals of rural and urban consumption - two-wheeler and passenger car sales - seem to have bounced back satisfactorily in February 2017 and March 2017. Some of the aggregate indicators - the Nikkei India Manufacturing PMI, for instance - have also reflected a sharp revival over the last couple of months. While investors hope that this momentum will be carried into FY18, the



implementation of the Goods and Services Tax (GST) from July 1, 2017 among other factors will be key in driving the markets. The monsoon and its impact on inflation is another key event to look out for. The government seems increasingly serious about tackling bank asset quality problems, focussing on GST implementation from 1 July 2017 and is also keen to sharply expand Direct Benefit Transfer (DBT) and digital banking. Post the outcome of recent state elections, the street is expecting the political situation to gradually become more favourable for implementation of faster and bolder reforms. If this becomes a reality, we could see even bigger inflows from abroad, given the demographic advantage enjoyed by India. Low average capacity utilisation (70-75%) could continue to curb private capital expenditure in the foreseeable future, though recovery in exports will be a silver lining. At the global level, events such as the outcome of the French elections, policies adopted by the USA and the trajectory of oil prices will impact sentiments in FY18. Flows to the equity markets via foreign investors and domestic mutual funds are crucial for the market momentum to continue and, of course, will be influenced by these events.

FUTURE PROSPECTS

The future prospects for the Indian equity markets look extremely promising in the current backdrop of events in the Global financial markets. 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 adequate system of internal control to safeguard and protect from 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 applicable Accounting Standards 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 Investment Committee for the Financial Year 2017-18 and to lay down an Investment Policy.

Considering the size and nature of business the company has appointed an Internal Auditor for the company for the financial year 2016-17, 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 has adopted a vigil mechanism policy during the financial year 2016-17. Please refer to website www.tcms.bz of the company for the policy

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 Four (4) Board Meetings, Four (4) Audit Committee Meetings, Four (4) Stakeholders' Relationship and Investor Grievances Committee Meetings, Two (2) Meetings of Corporate Social Relationship 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 is having an audit committee comprising of the following directors:

1. Shri Iyer Vishwanath - Chairman - Non Executive & Independent Director
2. Shri S.Hariharan - Member - Non Executive & Independent Director
3. Shri Sundar Iyer - Member - Executive Director

NOMINATION AND REMUNERATION COMMITTEE

The company is having a Nomination and Remuneration Committee comprising of the following directors:

1. Shri Iyer Vishwanath - Chairman - Non Executive & Independent Director
2. Shri S.Hariharan - Member - Non Executive & Independent Director
3. Shri Sundar Iyer - Member - Executive Director

Stakeholders/Investors Grievance and Share Transfer Committee

The company is having a Stakeholders/Investors Grievance and Share Transfer Committee comprising of the following directors:

1. Mr. S. Hariharan, Chairman -Non Executive & Independent Director
2. Ms. Sita Sunil, Member - Non Executive & Independent Director
3. Mr. Sundar Iyer, Member - Executive 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)

Corporate Social Responsibility (CSR) Committee

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

1. Shri Sundar Iyer - Chairman - Member - Executive Director
2. Shri S.Hariharan - Member - Non Executive & Independent Director
3. Shri Iyer Vishwanath - 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.



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 2016-17, Four (4) meetings were held on the following dates: 19th May 2016, 11th August 2016, 11th November 2016 and 14th February 2017

The last Annual General Meeting was held on 27th December 2016.

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 Atten	Directorship in other Companies	Other Companies Committee Chairmanships	Other Companies Committee Memberships
Mr. Sundar Iyer	Chairman-Executive Director	4	No	6	1	2
Mr. Iyer/Vishwanath	Independent Non - executive Director	4	Yes	1	Nil	Nil
Mr. S. Hariharan	Independent Non - executive Director	4	Yes	Nil	Nil	Nil
Mr. Krishnan Muthukumar	Non-Executive Non Independent Director	4	Yes	7	Nil	Nil
Ms. Sita Sunil	Independent Non-Executive Woman Director	1	No	3	Nil	Nil



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 deliberation of 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 2016, 10th August 2016, 11th November 2016 and 13th February 2017. 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 2016 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 2016 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 orders in Equity & Derivatives Segments on terms and conditions as set out 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 27th December 2016 as an abundant precautionary measure. Mr. Karthik Sundar Iyer is the son of CEO of the company Shri Sundar Iyer. (Appointment of Relative for the office of profit)

The attendance of directors at the Audit Committee meetings held during the year 2016-17 is given below:

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

B. Stakeholders/Investors Grievance and Share Transfer Committee Meeting and Attendance of the Committee

During the financial year four Audit Committee meetings were held on the following dates, 17th May 2016,

10th August 2016, 11th November 2016 and 13th February 2017. The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreements with the Stock Exchanges.

The attendance of directors at the Stakeholders/Investors Grievance and Share Transfer Committee meetings held during the year 2016-17 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. S. Hariharan	Chairman	4	4
Ms. Sita Sunil	Member	4	1
Mr. Sundar Iyer	Member	4	4

Chairman of the Committee is a non-executive director.

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 2016-17. The company secretary is the compliance officer. The Committee has also noted that the shareholding in dematerialised mode as on 31st March 2017 was 89.72% (89.66% as of 31st March 2016).

Shareholders queries received and replied in 2016-17

During the financial year 2016-17, 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 2017.

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 17th May 2016. 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 2016 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 2016-17 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.



Terms of reference

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

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 respective fields;
- ii. 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 Two Corporate Social Relationship Committee meetings were held on 11th August 2016 and 30th March 2017. The terms of reference of the Corporate Social Relationship Committee are as per the guidelines 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 2016-17 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. Sundar Iyer	Chairman	2	2
Mr. S. Hariharan	Member	2	2
Mr. Iyer Vishwanath	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. Your Company knows the importance of Corporate Social Responsibility (CSR) activities of the company under the recently introduced provisions of the Companies Act, 2013. Accordingly a committee has been formed under the chairmanship of Mr. Sundar Iyer Chairman of the company.

Your Company has provided a sum of Rs.23.47 lacs under Corporate Social Responsibility Expenditure for the year 2016-17. The CSR Committee has identified a couple of projects or activities under this Scheme and has approved the expenditure of Rs.45.50 lacs during this financial year 2016-17. (This includes the provision amount of Rs.22.03 lacs made in the financial year 2015-16). The committee is studying the various projects and the activities which can be undertaken by the company in the coming years and are conscious that these activities must be for the benefit of the community who need to be nurtured.



4. General Body Meetings

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

Year	Location	Date	Time
2013-14	Asha Nivas, No.9, Rutland gate, 5 th Street, Chennai - 600 006.	27/06/2014	4.00 p.M.
2014-15	NaradaGana Sabha, Mini Hall, T.T.K.Salai, Chennai - 600018	17/07/2015	4.00 p.M.
2015-16	Asha Nivas, No.9, Rutland gate, 5 th Street, Chennai - 600 006.	27/12/2016	4.00 p.M.

Special Resolution Passed in the Past three AGMs

No Special Resolutions were passed in the AGMs held on 27th June 2014, 17th July 2015 and 27th December 2016.

Postal Ballot

No Special resolutions were passed last year through Postal Ballot.

5. Profile of directors seeking re-appointment / appointment

Mr. Sundar Iyer

Mr. Sundar Iyer, aged about 66 years, is a Graduate in Commerce. He is a Stock Investment Analyst with expertise in Capital Market Operations since 1985. His rich and varied experience will benefit the company in many ways. He is the main promoter and founder of the company. He is holding 3767280 shares (35.88%) in the company.

Particulars of other company directorship are as follows:

Name of the Company	Designation
TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED	Director
TWENTYFIRST CENTURY REALTY LIMITED	Director
TWENTY FIRST CENTURY MONEY GROWTH FUND LIMITED	Director
PALANI ANDAVAR HOLDINGS PRIVATE LIMITED	Director
SIDDHARTH KARTHIK SECURITIES PRIVATE LIMITED	Director
LUBRICANTS & ALLIED PRODUCTS PRIVATE LIMITED	Director

Ms. Dipti Dinesh Sakpal

Ms. Dipti Dinesh Sakpal is a Graduate in Science and a Post Graduate (MMM) from Jamnalal Bajaj Institute of Management affiliated to the University of Mumbai. She has experience in marketing and administration. She is appointed as an Independent Woman Director of our company on the vacancy created by the resignation of Ms. Sita Sunil - Independent Woman Director of our company on 9th January 2017.

She does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She does not hold Directorship in any other company.

Particulars of other company directorship are as follows:

Name of the Company	Designation
TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED	Director

6. 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.

7. Management Discussions and Analysis Report

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

8. General Shareholders Information Annual General Meeting

The 31st Annual General Meeting of the Company will be held on Thursday, 21st September 2017 at 4.00 p.M. at Asha Nivas, No.9, Rutland gate, 5th street, Chennai-600 006.

Financial calendar for the year 2017-2018 (Provisional)

1	Results for the first quarter ending 30 th June, 2017	Second Week of September 2017
2	Results for the second quarter ending 30 th September, 2017	Fourth week of October 2017
3	Results for the third quarter ending 31 st December, 2017	Fourth week of January 2018
4	Results for the fourth quarter ending 31 st March, 2018	First week of May 2018
5	Annual General Meeting for the year ending 31 st March, 2018	Third Week of September 2018

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 we are following up with NSEIL for revocation of suspension of trading. Our application for revocation of suspension of trading in the shares of the company is under active consideration and we have submitted all the required details and particulars to NSEIL.

BSE Stock Code: 526921

Corporate Identity Number (CIN) of the Company: L74210TN1986PLC012791

Market price data

High/Low during each month in last financial year 2016-17 at the Bombay Stock Exchange

Month	Share Prices (Rs.)	
	High	Low
Apr-16	28.90	26.05
May-16	27.00	21.65
Jun-16	21.25	17.00
Jul-16	20.45	16.65
Aug-16	17.65	15.90
Sep-16	20.60	16.35
Oct-16	25.50	20.00
Nov-16	25.40	20.80
Dec-16	21.95	20.40
Jan-17	20.80	18.20
Feb-17	19.50	17.25
March-17	19.40	16.35



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 49186270
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 2017

Number of Shares -	Shareholders	%	Shares	%
1-500	4800	82.1777	6791520	6.4681
501-1000	417	7.1392	3541370	3.3727
1001-2000	255	4.3657	4069480	3.8757
2001-3000	100	1.7120	2595780	2.4722
3001-4000	44	0.7533	1595910	1.5199
4001-5000	46	0.7875	2176940	2.0733
5001-10000	95	1.6264	7220160	6.8763
Above 10000	84	1.4381	77008840	73.3418
Total	5841	100.00	105000000	100.00

Shareholding pattern as on 31st March 2017

Categories	Number of shares	%
Promoters, Directors, relatives and associates	4833753	46.04
Mutual Funds	15800	0.15
FII's	36700	0.35
Private Corporate Bodies	640846	6.10
Indian Public	4188884	39.89
HUF	190587	1.82
NRI's/OCB's	407677	3.88
Clearing Members	182055	1.73
Market Maker	3698	0.04
Total	10500000	100.00

Dematerialisation of shares

The equity shares of the company has been admitted for dematerialization with NSDL and CDSL, 89.72% (as against 89.66% as on 31st March 2016) of the company's paid up Equity share capital has been dematerialized as on 31st March 2017.

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.
Appraisal by the Board of Directors annually.
- 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, 2017.



EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 30th March 2017, 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.

EVALUATION OF INDEPENDENT DIRECTORS BY DIRECTORS' MEETING

During the year under review, the Directors (other than Independent Directors) met on 30th March 2017, 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.

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 Standards

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, 1956 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.

Auditors Certificate on Corporate Governance

A certificate obtained from the Auditors of the company on the Compliance of Corporate Governance is appended in the next page.

For Twentyfirst Century Management Services Ltd

Sundar Iyer

Chairman & Chief Executive Officer

Place: Mumbai

Date: 28th August 2017



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 2017, 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: 28th August 2017



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
3. 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, 2016 to 31 March, 2017 (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: 28th August 2017

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: 28th August 2017



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 arms 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 Brokerage paid during the year 2016 - 2017 - Rs. 27.25 lacs.
5	Justification for entering into such contracts or arrangements or transactions	Competitive Pricing and Value of services rendered.
6	Date(s) of approval by the Board, if any	19 th May 2016 and by Shareholders in the AGM held on 27 th December 2016
7	Amount paid as advances, if any	N.A.



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, 2017 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 2017 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:
 - 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.
 - 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: 28th August 2017



ANNEXURE - VII

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2017

[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, 2017, 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, 2017 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 there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under to the extent of Regulation 55A;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under ; (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 there under; (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 being an Non- banking financial - (NBFC) as mentioned in their main objects, had been suspended by the Reserve bank of India(RBI) and Company yet to take steps to amend

their main objects to categorize themselves other than NBFC.

2. 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).
3. The Secretarial Standards yet to be complied strictly in certain areas of compliances in pursuant to the SS-1 and SS-2.
4. Certain Policies in pursuant to LODR yet to be updated including certain committees required to be reconstituted in compliance with the LODR requirements.
5. Trading in shares of the company listed in NSE was suspended from the year 2003.

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.

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:

- 1.The Company had shown loss of Rs. 38.93 lacs without considering /providing doubtful debts/loans and advances upto Rs.2290.08 lacs for the year under review and the consequential effect since not provided,the company has reported a profit of Rs 550.67 lacs (as detailed in the auditor's report)

**For LAKSHMMI SUBRAMANIAN
& ASSOCIATES**

Lakshmmi Subramanian

Senior Partner

FCS No. 3534

C.P.NO. 1087

Place: Chennai

Date: 17th July 2017

**“ANNEXURE A”**

To the Secretarial Audit Report of M/s. Twentyfirst Century Management Services Limited for the financial year ended 31.03.2017.

To

The Members

Twenty First Century Management Services Limited

Our Secretarial Audit Report for the financial year ended 31.3.2017 is to be read along with this Annexure A.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whereever required, we have obtained the Management representation about the compliance of law, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

**For LAKSHMMI SUBRAMANIAN &
ASSOCIATES**

Lakshmmi Subramanian

Senior Partner

FCS No. 3534

C.P.NO. 1087

Place: Chennai

Date: 17th July 2017



ANNEXURE VIII

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2016-17

[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]

1	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 2016 -17 including the amount unspent during the financial year 2015-16.
2	Composition of the CSR Committee.	Mr. Sundar Iyer – (Chairman of the committee) Mr. Iyer Vishwanath Mr. S. Hariharan
3	Average Net profits of the company for the last three financial year	Rs.1101.60lacs for the Financial Year 2015 -16 and Rs.1142.20 lacs for the Financial Year 2016 -17
4	Prescribed CSR expenditure (Two percent of the amount in item no. 3 above)	Rs. 22.03 lacs for the Financial Year 2015-16 and Rs. 22.84 lacs for the Financial Year 2016-17
5	Details of CSR Spent during the Financial Year	Rs.45.50 lacs during this Financial Year 2016 -17

Manner in which the amount was spent during the financial year ended 31.03.2017						
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
Helping the economically weaker sections for their medical and surgical support provided by eminent surgeons and doctors	Medical and Health support provided for dialysis, eye surgery	For people from Mumbai and Chennai	On case to case basis	Amount paid directly for providing medical and surgical facilities to E W Sections Through SHANMUKHANAND A TRUST - Rs.2600000 SRI BALAJI HEALTHCARE – Rs.250000 ANANDAM MEDICAL CENTER – Rs.500000 KSHETROPASNA TRUST – Rs. 500000 SHANKARA HINDU MISSION – Rs. 700000	Rs.45.50 lacs	Amount spent through registered trust
6.	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 thereof, 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 2015-16 & 2016-17.		
7.	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 T W E N T Y F I R S T C E N T U R Y M A N A G E M E N T S E R V I C E S L I M I T E D

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **T W E N T Y F I R S T C E N T U R Y M A N A G E M E N T S E R V I C E S L I M I T E D** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and the Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information for the year then ended.

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 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 accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 financial statements.

Basis of Opinion

i. Qualified Opinion

Non Provision of Doubtful Loans & Advances amounting to Rs.2290.08 lacs advanced to its subsidiary company and Group Company.

We further report that, had the observation made by us above been considered, the loss for the year would have been Rs.2329.01 lacs (as against the reported loss figure of Rs. 38.93 lacs) and loss after considering accumulated figures of previous years would have been Rs. 1739.41 lacs (as against reported figure of profit of Rs. 550.67 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. 2290.08 lacs).

ii. Emphasis of Matter:

Without qualifying our opinion, we draw attention to Note no. 29 of the Notes to Accounts to the financial statements on the matter of police complaint lodged by the Company with regard to misappropriation of the funds of the Company, and possible diversion of funds by an erstwhile director of the company in earlier years. The matter was investigated and charge sheet has been filed during the financial year 2016-17. The matter is presently sub judice.

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 (i) above, the aforesaid standalone 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017,
- (b) in the case of the statement of Profit and Loss, of the profit of the Company for the year ended on that date



- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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
2. Order.

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, 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 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 as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 Shinde

Partner

Membership No. 117107

Place: Mumbai

Date: 17-05-2017



"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.

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. 2473.05 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.2290.08 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 2017 which have not been deposited on account of a dispute pending are as under:



Name of the Statute	AY	Nature of Dispute	Forum where the disputes are pending	Amount Disputed
Income tax Act, 1961	1995-96	Demand raised subject to rectification by ACIT	ACIT Company Circle III (2)	Rs.4.81 lacs
Income tax Act, 1961	1996-97	Rectification by AO raised a demand Company has to file rectification for the interest working 234B Waiver petition filed by the company. Expecting a relief of Rs 45 lacs	ACIT Company Circle-III(2) CCIT-I, Chennai	Rs. 104.96 lacs
Income tax Act, 1961	2003-04	Diminution in the value of stock Rs. 1289 lacs (value written off) However there will not be any demand on this issue only carried forward loss will be reduced. However the Carried forward loss will be useful for AY 2007-2008 demand.	Madras High Court	NIL
Income tax Act, 1961	2006-07	B/F loss not considered, rectification filed	ACIT Company Circle III (2)	Rs.1.33 lacs
Income tax Act, 1961	2007-08	Department has filed appeal before Hon'ble ITAT on the issue of Short Term Capital gains @ 30.99% instead of 15% Revision order by AO has not considered the Rebate which is pending The Hon'ble ITAT.remanded back to Ld CIT(A) to adjudicate the same Ld CIT(A) has remanded back the matter to AO and it is pending with AO	ITAT	Rs.55.45 lacs



Incomet tax 1961	2007-08	<p>Department issued 148 notice and the assesment got completed</p> <p>The same issue of STCG @ 30.99 instead of 15%, assessment completed.</p> <p>Company had filed appeal before Commissioner Appeal-III</p> <p>Further to ITAT remanding back to Ld CIT(A),.</p> <p>Ld CIT(A) clubbed both the appeals and since the issue is common and had remanded the matter to AO on the issue on whether sale of shares is Business or Capital gains</p>	CIT-Appeal -III	Rs 68.69 lacs
Income tax Act 1961	2010-11	<p>The Assessment was reopened u/s 148 on the issue of Client Modification code</p> <p>The Company has filed appeal against the order.</p>	ACIT Corporate Circle - 3(1), chennai	Rs 4.57 lacs
Income tax Act 1961	2009-2010	<p>The Assessment was reopened u/s 148 on the issue of client code Modification.</p> <p>The Company has filed appeal against the order.</p>	ACIT Corporate Circle - 3(1), chennai	NIL
Income tax Act 1961	2014-15	<p>Assessment order completed on 30.12.2016</p> <p>Rectification u/s 154 is filed for MAT credit not given in workings</p>	ITO Corporate ward 3(4) Chennai	Rs 259.71 lacs



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 not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Suhas Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17-05-2017



"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 2017 in conjunction with our audit of the standalone 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 issued by the Institute of Chartered Accountants of India ('ICAI'). 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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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



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 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 (3) 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, 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 2017, 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 issued by the Institute of Chartered Accountants of India.

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

Suhas Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17-05-2017



CIN: L74210TN1986PLC012791			
BALANCE SHEET AS ON 31ST MARCH 2017			
	NOTES	Rupees in lakhs	
		31/03/2017	31/03/2016
I Equity & Liabilities			
1 Shareholders' Funds			
a) Share Capital	3	1050.00	1050.00
b) Reserves & Surplus	4	4772.80	4811.73
2 Non-Current Liabilities		0.00	0.00
3 Current Liabilities			
a) Short-term borrowings		0.00	0.00
b) Trade payables	5	160.51	0.02
c) Other current liabilities	6	176.11	169.99
d) Short-term provisions	7	920.83	928.88
Total		7080.25	6960.62
II Assets			
4 Non-Current Assets			
a) Fixed Assets			
Tangible assets	8	88.71	145.44
b) Non-current investments	9	1376.11	1376.11
c) Deferred tax asset		16.57	11.37
d) Long-term loans & advances	10	3244.86	3225.79
5 Current Assets			
a) Current investments	11	1384.31	0.00
b) Trade receivables	12	80.00	80.00
c) Cash and bank balances	13	581.56	1433.52
d) Short-term loans and advances	14	186.92	681.66
d) Other receivables	15	121.21	6.73
Total		7080.25	6960.62
See accompanying notes forming part of the financial statements			
<div> <div> As Per our report attached For Lakhani & Lakhani Chartered Accountants Firm Registration No. 115728W Suhas Shinde Partner M. No. 117107 Place: Mumbai Date: 17-05-2017 </div> <div> For and on behalf of the Board Sundar Iyer Krishnan Muthukumar Chairman Director DIN: 00481975 DIN: 00463579 A.V.M. Sundaram Company Secretary FCS 6497 </div> </div>			



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED			
CIN: L74210TN1986PLC012791			
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2017			
	NOTES	Rupees in lakhs	
		31/03/2017	31/03/2016
Revenue			
Revenue from Operations	16	185.32	284.29
Other Income	17	24.21	4.23
Total revenue		209.53	288.52
Expenses			
Employee benefits expense	18	70.92	71.11
Depreciation and amortisation expenses	8	37.72	64.19
Other expenses	19	145.02	114.05
Total expenses		253.66	249.35
Profit/(Loss) before exceptional and extraordinary items and tax		(44.13)	39.17
Exceptional items		0.00	0.00
Profit /(Loss) before extraordinary items and tax		(44.13)	39.17
Extraordinary items		0.00	0.00
Profit/(Loss) before tax		(44.13)	39.17
Tax expense			
Current tax		0.00	20.00
Tax for earlier years		0.00	0.76
Deferred tax		(5.20)	(10.20)
		(5.20)	10.56
Profit/ (Loss) for the year		(38.93)	28.61
Earnings per equity share of Rs. 10/- each (in Rs.)			
Basic and diluted		(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: 17-05-2017		Company Secretary FCS 6497	



NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

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 which was a trading member of the National Stock Exchange of India Limited. Subsidiary has surrendered its membership card with the NSE.

Company's shares are listed in BSE and NSE. Trading in shares of the company in NSE was suspended in the year 2001-02, since company didn't have Company Secretary. This requirement has been since met. The company is following up with NSE for revoking the suspension order.

2. Significant Accounting Policies

a) Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention on an accrual basis and in accordance with the generally accepted accounting principles in India, the applicable Accounting Standards and the relevant provisions of the Companies Act 2013 of India.

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 Income and Expenditure are generally accounted on accrual or as they are earned or incurred except in case of significant uncertainty. Profit/Loss from trading activity is recognized on trade dates on first in first out basis. 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) Fixed Assets

Fixed asset is stated at cost less depreciation and impairment losses. During the year company has revalued its Furniture & Fixtures and has booked revaluation loss of Rs.8, 41,076/-.

e) Depreciation

Assets are depreciated under the written down value method at the rates prescribed in Schedule II to the Companies Act, 2013 and on the revised carrying amount of the asset, identified as impaired on which depreciation has been provided over the residual life of the respective assets.

**f) Investments**

Current and Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.

g) Current and Deferred tax

Provision for current income tax is made in accordance with the Income tax act 1961. Deferred tax liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. No deferred tax asset has been created on carried forward losses as per Income Tax Act, as there is no reasonable certainty of reversal of the same in one or more subsequent year.

h) Employment Benefits

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 not as per "AS 15 Employee Benefits" issued by ICAI.

Provident fund is a defined contribution scheme and the company has no further obligation beyond the contribution made to the fund. Contributions are charged to profit and loss account in the year in which they accrue.

i) 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 assets

The carrying amount of assets is reviewed at each Balance Sheet date for indication of any impairment based on internal / external factors. An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value and impairment loss is charged to the Profit & Loss account. The impairment of loss recognized in the prior accounting period is reversed if there has been a change in estimates of recoverable amount.

k) Current assets, loans & advances

The current assets, Loans and Advances have a value on realization at least equal to the amount at which they are stated in the balance sheet.

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 Accounting Standard-17 is not applicable.



NOTE-3		
SHARE CAPITAL	Rupees in lakhs	
	31/03/2017	31/03/2016
Authorised capital		
2,00,00,000 equity shares of Rs.10/-each	2000.00	2000.00
10,00,000 12% Cumulative Redeemable Preference Shares of Rs.100/- each	1000.00	1000.00
	3000.00	3000.00
Issued, subscribed and paid up		
1,05,00,000 equity shares of Rs.10/- each	1050.00	1050.00
	1050.00	1050.00

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

Equity shares	31/03/2017		31/03/2016	
	Qty	Rs. In lacs	Qty	Rs. In lacs
At the beginning of the period	10500000	1050.00	10500000	1050.00
Issued during the period	Nil	Nil	Nil	Nil
Outstanding at the end of the period	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	31/03/2017		31/03/2016	
	Qty	% of holding	Qty	% of holding
Mr. Sundar Iyer	3767280	35.88	3767280	35.88

NOTE-4		
RESERVES AND SURPLUS	Rupees in lakhs	
	31/03/2017	31/03/2016
Securities Premium Account	3370.00	3370.00
Capital reserve	0.00	0.00
Capital redemption reserve	0.00	0.00
General reserve		
Opening balance	852.13	100.00
Transferred from capital redemption reserve	0.00	750.00
Transferred from capital reserve	0.00	2.13
	852.13	852.13
Surplus/(Deficit)		
Balance brought forward from previous year	589.60	560.99
Profit/(Loss) for the period	(38.93)	28.61
Balance carried forward to next year	550.67	589.60
	4772.80	4811.73



NOTE-5		
TRADE PAYABLES	Rupees in lakhs	
	31/03/2017	31/03/2016
Due to Companies in which directors are interested	105.27	0.00
Due to Others	55.24	0.02
	160.51	0.02

NOTE-6		
OTHER CURRENT LIABILITIES	Rupees in lakhs	
	31/03/2017	31/03/2016
Unpaid dividend-Final (2014-15)	16.50	7.05
Gujarat Industrial Investment Corporation	31.73	31.73
Provision for contingency	75.00	75.00
Provision for CSR	0.00	22.03
Statutory remittance	3.60	1.26
Outstanding expenses	7.68	4.12
Other payables	41.60	28.80
	176.11	169.99

Disclosure:

Increase in unpaid dividend over the previous years figure is on account of demand drafts sent to some shareholders becoming stale/out of date. Unpaid dividend figure does not include any amount due and outstanding to be credited to Investor Education & Protection Fund.

NOTE-7		
SHORT TERM PROVISIONS	Rupees in lakhs	
	31/03/2017	31/03/2016
Provision for tax	920.00	920.00
Provision for gratuity	0.83	8.88
	920.83	928.88

NOTE-8										
TANGIBLE FIXED ASSETS & DEPRECIATION										
Particulars	Gross Block				Depreciation				Net Block	
	As on	Additions	Deletions	As on	As on	Additions	Deletions	As on	As on	As on
	31/03/2016			31/03/2017	31/03/2016			31/03/2017	31/03/2017	31/03/2016
Furniture	45.61	0.00	8.41	37.20	11.84	6.56	0.00	18.40	18.80	33.77
Computer	144.44	0.00	0.00	144.44	142.74	1.09	0.00	143.83	0.61	1.70
Motor car	270.01	0.00	76.11	193.90	160.04	30.07	65.51	124.60	69.30	109.97
Total	460.06	0.00	84.52	375.54	314.62	37.72	0.00	286.83	88.71	145.44
Previous year	457.76	2.30	0.00	460.06	250.43	64.19	0.00	314.62	145.44	



NOTE-9		
NON CURRENT INVESTMENTS	Rupees in lakhs	
	31/03/2017	31/03/2016
A. Trade Investments (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
ii) 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 by the end of 16-09-2018)	750.00	750.00
B. Other Investments (At cost)		
Investments in Equity Instruments of others (Quoted)	1.73	1.73
Investments in shares (Un quoted)		
Akshay Software Technologies Ltd (18000 shares) @ Rs.30 paid up	5.43	5.43
	1376.11	1376.11
Market value of quoted investments	6.71	3.75

**Disclosure:**

Details of Investments (Quoted)	Rupees in lakhs			
	31/03/2017		31/03/2016	
Scrip	Qty	Cost	Qty	Cost
Puneet Resins	12500	1.73	12500	1.73
Total		1.73		1.73

NOTE-10

LONG TERM LOANS & ADVANCES	Rupees in lakhs	
	31/03/2017	31/03/2016
Unsecured considered doubtful		
Due from Subsidiary	2272.22	2272.22
Loans and advances to Twentyfirst Century Realty Ltd	17.86	17.86
Unsecured considered good		
Advance payment of taxes	954.78	935.71
	3244.86	3225.79

NOTE-11

CURRENT INVESTMENTS	Rupees in lakhs	
	31/03/2017	31/03/2016
Investments in Equity Instruments of others (Quoted)		
	1384.31	0.00
	1384.31	0.00
Market value of quoted investments	1401.05	0.00

Disclosure:

Details of Investments (Quoted)	Rupees in lakhs			
	31/03/2017		31/03/2016	
Scrip	Qty	Cost	Qty	Cost
Cairn India	300000	894.08	0	0.00
Lloyd Electric	200000	490.23	0	0.00
Total		1384.31		0.00

NOTE-12

TRADE RECEIVABLES	Rupees in lakhs	
	31/03/2017	31/03/2016
Sundry debtors		
Unsecured considered good outstanding more than six months	80.00	80.00
	80.00	80.00

NOTE-13

CASH AND BANK BALANCES	Rupees in lakhs	
	31/03/2017	31/03/2016
Cash and cash Equivalents		
Cash on hand	0.11	0.10
Balance in current accounts with scheduled banks	555.13	1417.28
Balance in earmarked accounts for unpaid dividend	16.50	7.05
Balance in fixed deposit accounts with scheduled banks	9.82	9.09
	581.56	1433.52

**Disclosure:**

Fixed deposits with banks is having maturity period of less than 12 months, maturinmg on 17-06-2017

NOTE-14		
SHORT TERM LOANS & ADVANCES	Rupees in lakhs	
	31/03/2017	31/03/2016
Unsecured considered good		
Due from Subsidiary	182.97	678.94
Prepaid insurance	1.36	2.41
Others	2.59	0.31
	186.92	681.66

NOTE-15		
OTHER CURRENT ASSETS	Rupees in lakhs	
	31/03/2017	31/03/2016
Margin for Derrivative segment	105.27	0.00
MTM on unexpired future contracts	15.34	0.00
Other receivable	0.60	6.73
	121.21	6.73



NOTE-16		
REVENUE FROM OPERATIONS	Rupees in lakhs	
	31/03/2017	31/03/2016
Income from capital market operations		
Profit/(Loss) from cash segment	89.28	1957.93
Profit/(Loss) from derivative segment	85.34	(1,683.11)
Dividend received	10.70	9.47
	185.32	284.29

Disclosure:

The company is primarily engaged in investing activities, hence profit and loss from the activity is shown as revenue from operations.

NOTE-17		
OTHER INCOME	Rupees in lakhs	
	31/03/2017	31/03/2016
Interest on fixed deposit	0.81	0.76
(Tax deducted at source Rs. 0.08 lacs, Previous year Rs. 0.08 lacs)		
Service charges	6.00	3.00
Profit on sale of assets	17.40	0.00
Others	0.00	0.47
	24.21	4.23

NOTE-18		
EMPLOYMENT COST	Rupees in lakhs	
	31/03/2017	31/03/2016
Salaries and bonus	67.48	66.07
Employers contribution to provident fund	2.29	2.57
Gratuity fund contribution	0.50	0.88
Staff welfare expenses	0.65	1.59
	70.92	71.11

NOTE-19		
OTHER EXPENSES	Rupees in lakhs	
	31/03/2017	31/03/2016
Advertisement	5.85	7.51
Audit fees	2.20	2.28
Communication expenses	2.16	2.61
Depository charges	0.08	0.96
Directors sitting fees	1.77	1.97
Car insurance	2.45	2.65
Electricity	4.25	5.10
Issuer charges	1.38	1.03
Legal fees	22.69	0.50
Listing fees	10.68	2.24
Loss on impairment of assets	8.41	0.00
Other expenses	10.29	28.19
Printing & stationary	5.14	6.94
Professional fess	24.70	14.40
Provision for contingency	0.00	0.00
Provision for CSR	23.47	22.03
Repairs & maintenance	2.96	0.73
Rent	6.67	6.58
Travelling & conveyance	9.87	8.33
	145.02	114.05



20. Audit Fees

Particulars	(Rs. in Lacs)
Statutory Audit	1.31
Tax audit	1.00
Limited review	0.35
Internal Audit	0.63
TOTAL	3.29

21. Deferred tax asset of Rs. 5.20 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	
	31-03-2017	31-03-2016
On timing differences on depreciation on fixed assets	16.84	33.01
Deferred tax thereon	5.20	10.20

22. Earning Per Share

Particulars	Rs. In lacs	
	31-03-2017	31-03-2016
Net profit/(Loss) After Tax (Rs. In Lacs)	(38.93)	28.61
Weighted average number of outstanding shares (In Lacs)	105	105
Basic/Diluted EPS (Face Value of Rs. 10 each)	(0.37)	0.27

23. Related party disclosures as required under AS- 18 (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
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	Particulars	Rs. In lacs
Twentyfirst Century Shares & Securities Ltd	Long term loans (Dr.)	2272.22
Twentyfirst Century Shares & Securities Ltd	Short term loans (Dr.)	182.97
Lubricants & Allied Products Mfg. Co. Pvt. Ltd	Rent paid	4.20
SI Investments & Broking Pvt Ltd	Trading activity (Cr.)	105.27
SI Investments & Broking Pvt Ltd	Brokerage paid	27.25
Karthik Iyer	Salary paid	12.00
Twentyfirst Century Shares & Securities Ltd	Service charges received	6.00

24. The Company has not provided income tax liability of Rs. 499.52 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.

25. The Company has made adhoc provision for gratuity of employees and is in the process of completing the formalities for investment in LIC Gratuity Scheme.

26. The company had cash balance of Rs. 19,994/- as on 08-11-2016 and deposited Rs. 13,000/- and made payments of Rs.33,985/-, withdrew Rs. 1,92,000/- in between 08-11-2016 and 30-12-2016 and closing cash balance as on 30-12-2016 was Rs. 1,65,009/-

27. 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.

28. 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.

29. The Company had filed a police complaint with the R.A.KidwaiMarg Police Station, Mumbai on 30th October 2014 about the cancellation of Demand Drafts aggregating to Rs. 61.20 lac drawn in favour of Gujarat Industrial Investment Corporation Limited (GIIC) by the Company for settlement of claim of GIIC Limited, without the necessary approval of the Board of Directors of the Company. The erstwhile Managing Director appeared to have misappropriated these funds. Subsequently, a detailed investigation was carried out by the Police officials at EOW, Mumbai and the Police authorities have filed a Charge Sheet with the Additional Chief Metropolitan Magistrate, 47th Court, Esplanade, Mumbai in March 2017 against the accused persons. The erstwhile Director and other persons involved in the offences have been arrested. The matter is presently sub judice. The company has written off Rs.61.20 lacs in the financial year 2014-15.

30. 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 Shinde
Partner
M. No. 117107

Place: Mumbai
Date: 17-05-2017

For and on behalf of Board

Sundar Iyer
Chairman

Krishnan Muthukumar
Director

A.V.M. Sundaram
Company Secretary



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017			
	Rupees in lacs		
	31/03/2017		31/03/2016
CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax		(44.13)	39.17
Add: Depreciation	37.72		64.19
Loss on impairment of assets	8.41		
Interest received	(0.81)		(0.76)
Profit on sale of assets	(17.40)		
Dividend received	(10.70)	17.22	(9.47)
			53.96
Operating profit before working capital changes		(26.91)	93.13
Trade and other receivables	(114.48)		55.69
Trade payables and other liabilities	158.56		(98.39)
Loans & advances	494.74	538.82	(677.70)
			(720.40)
Cash generated from operations		511.91	(627.27)
Direct Taxes paid		(19.07)	(0.07)
Net cash flow from operating activities (A)		492.84	(627.34)
CASH FLOW FROM INVESTING ACTIVITIES			
Investments in shares		(1384.31)	3898.03
Equity final dividend and tax thereon (2014-15)		0.00	(252.75)
Bank deposits		(0.73)	(0.69)
Sale of fixed assets		28.00	0.00
Purchase of fixed assets		0.00	(2.30)
Interest received		0.81	0.76
Dividend received		10.70	9.47
Net cash flow from investing activities (B)		(1345.53)	3652.52
CASH FLOW FROM FINANCING ACTIVITIES			
Short term borrowings		0.00	(1989.21)
Net cash flow from financing activities (C)		0.00	(1989.21)
Net increase/ (decrease) in cash & cash equivalents (A+B+C)		(852.69)	1035.97
Cash & cash equivalents opening balance		1424.43	388.46
Cash & cash equivalents closing balance		571.74	1424.43
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: 17-05-2017			



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

Report on Consolidated Financial Statements

We have audited the accompanying 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 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these 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 accounting principles generally accepted in India, 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 consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on these 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 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 consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 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 consolidated financial statements.

Basis for Qualified Opinion**i. Qualified Opinion**

The Trade Receivables are carried in the Consolidated Balance Sheet as at 31st March, 2017 at Rs.3,270.91 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.3,270.91 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. 17.86 lacs, which are doubtful in recovery. Accordingly loss for the year would have been Rs. 2725.20 lakhs, minority interest and shareholders' funds would have been reduced by Rs.3270.91 lakhs. This matter was also qualified in our report on the Consolidated Financial Statements for the year ended 31st March, 2016. (Previous Year Doubtful Debts - Rs.3273.84 lakhs).



ii. Emphasis of Matter:

Without qualifying our opinion, we draw attention to note no. 30 of the Notes to Accounts to the consolidated financial statements on the matter of police complaint lodged by the Company with regard to misappropriation of the funds of the Holding Company ("TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED") and misappropriation of the assets of the subsidiary company ("TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED"), and possible diversion of the same by an erstwhile director of the company in earlier years. The matter was investigated and charge sheet has been filed during the financial year 2016-17. The matter is presently sub judice.

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 (i) above, the aforesaid consolidated 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 consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2017, and their consolidated profit/loss and their consolidated cash flows 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. 4089.34 as at 31st March, 2017, total revenues of Rs. 767.73 lakhs for the year ended on that date, as considered in the 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 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 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 the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary company, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



2. 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 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 consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report is in agreement with the relevant books of account maintained for the purpose of preparation of the 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 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, 2017 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, 2017 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 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 consolidated financial statements does not disclose the impact of pending litigationsof the Income Tax Act, 1961on 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 Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17-05-2017



“ANNEXURE A” TO THE AUDITOR'S REPORT

Our reporting on the order includes a subsidiary company, to which the order is applicable, which have been audited by the other auditor and our report in respect of this entity is based solely on the reports of the other auditor, to the extent applicable for reporting under the order in case of the consolidated financial statement.

1. In respect of the fixed assets of 'the group' the respective entities has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

The fixed assets of these entities 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.

2. The 'the group' 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 Holding company has granted interest free loans of Rs. 2473.05 lacs to the company listed in the register maintained under section 189 of the Companies Act 2013. But the said Loan advanced to subsidiary and group company amounting to Rs. 2290.08 lacs is doubtful in recovery.

4. In our opinion and in the opinion of other auditors and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the respective Company and the nature of its business for the purchase of fixed assets and Sale of services. The nature of the 'the group' activities is such that it does not involve purchase of inventories and sale of goods. During the course of our audit, we have not observed any major weaknesses in the internal control system of the Company and hence, the question of any continuing failure to correct the same does not arise.

5. In our opinion and in the opinion of other auditors and according to the information and explanations given to us, during the year under audit, the company has not accepted any deposits from the public to which the directives i



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 2017 which have not been deposited on account of a dispute pending are as under:

(1) Holding Company

Name of the Statute	AY	Nature of Dispute	Forum where the disputes are pending	Amount Disputed
Income tax Act, 1961	1995-96	Demand raised subject to rectification by ACIT	ACIT Company Circle III (2)	Rs.4.81 lacs
Income tax Act 1961	1996-97	Rectification by AO raised a demand Company has to file rectification for the interest working 234B Waiver petition filed by the company. Expecting a relief of Rs 45 lacs	ACIT Company Circle-III(2) CCIT-I, Chennai	Rs. 104.96 lacs
Income tax Act, 1961	2003-04	Diminution in the value of stock Rs. 1289 lacs (value written off) However there will not be any demand on this issue only carried forward loss will be reduced. However the Carried forward loss will be useful for AY 2007-2008 demand.	Madras High Court	NIL
Income tax Act 1961	2006-07	B/F loss not considered, rectification filed	ACIT Company Circle III (2)	Rs.1.33 lacs
Income tax Act, 1961	2007-08	Department has filed appeal before Hon'ble ITAT on the issue of Short Term Capital gains @ 30.99% instead of 15% Revision order by AO has not considered the Rebate which is pending The Hon'ble ITAT.remanded back to Ld CIT(A) to adjudicate the same Ld CIT(A) has remanded back the matter to AO and it is pending with AO	ITAT	Rs.55.45 lacs



Incometax Act 1961	2007-08	<p>Department issued 148 notice and the assesment got completed</p> <p>The same issue of STCG @ 30.99 instead of 15%, assesment completed.</p> <p>Company had filed appeal before Commissioner Appeal-III</p> <p>Further to ITAT remanding back to Ld CIT(A),.</p> <p>Ld CIT(A) clubbed both the appeals and since the issue is common and had remanded the matter to AO on the issue on whether sale of shares is Business or Capital gains</p>	CIT-Appeal -III	Rs 68.69 lacs
Income tax Act 1961	2010-11	<p>The Assessment was reopened u/s 148 on the issue of Client Modification code</p> <p>The Company has filed appeal against the order.</p>	ACIT Corporate Circle-3(1), Chennai	Rs 4.57 lacs
Incometax Act 1961	2009-2010	<p>The Assessment was reopened u/s 148 on the issue of client code Modification.</p> <p>The Company has filed appeal against the order.</p>	ACIT Corporate Circle-3(1), Chennai	NIL
Income tax Act 1961	2014-15	<p>Assessment order completed on 30.12.2016</p> <p>Rectification u/s 154 is filed for MAT credit not given in workings</p>	ITO Corporate ward 3(4) Chennai	Rs 259.71 lacs

8. In our opinion and in the opinion of other auditors and according to the information and explanations given to us and records examined by us, 'the group' has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
9. In our opinion and in the opinion of other auditors and according to the information and explanations given to us, 'the group' 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 and the other auditors we have not come across any fraud by 'the group' or any fraud on 'the group' by its officers or employees during the course of our audit during the period under review.



11. During the year under audit, 'the group' has not paid any managerial remuneration. Thus paragraph 3(xi) of the order is not applicable to the company.
12. In our opinion and in the opinion of other auditors and according to information and explanations given to us and the other auditors, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
13. In our opinion and in the opinion of other auditors and according to information and explanations given to us and the other auditors and records examined by us and other auditors, 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 respective financial statements as required by the applicable accounting standards.
14. In our opinion and in the opinion of other auditors and according to information and explanations given to us and the other auditors and records examined by us and the other auditors, 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. In our opinion and in the opinion of other auditors and according to information and explanations given to us and the other auditors and records examined by us and the other auditors, 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. In our opinion and in the opinion of other auditors and according to information and explanations given to us and the other auditors and records examined by us and the other auditors, neither the holding company nor the subsidiary company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Suhas Shinde
Partner
Membership No. 117107

Place: Mumbai
Date: 17-05-2017



“Annexure-B” 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 consolidated financial statements of the Company as of for the year ended **March 31, 2017**, 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 and its subsidiary company are 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 issued by the Institute of Chartered Accountants of India (‘ICAI’). 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 on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by 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 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 (3) 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, the Holding Company and its subsidiary company 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 31st March 2017, 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 issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to its subsidiary company is based on the corresponding reports of the auditors of such company.

For Lakhani & Lakhani

Chartered Accountants

Firm Registration No. 115728W

Suhas S.Shinde

Partner

Membership No. 117107

Place: Mumbai

Date: 17-05-2017



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED			
CIN: L74210TN1986PLC012791			
CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2017			
	Note No.	Rupees in lakhs	
		31/03/2017	31/03/2016
I Equity & Liabilities			
Shareholders' Funds			
a) Share Capital	3	1050.00	1050.00
b) Reserves & Surplus	4	4278.53	3714.96
b) Money recieved against share warrant		0.00	0.00
Share application money pending allotment		0.00	0.00
Non-Current Liabilities			
a) Long-term borrowings		0.00	0.00
b) Deferred tax liabilities		0.00	0.00
c) Long-term provisions		0.00	0.00
Current Liabilities			
a) Short-term borrowings		0.00	0.00
b) Trade payables	5	796.27	853.53
c) Other current liabilities	6	199.48	171.17
d) Short-term provisions	7	1065.83	928.88
Total		7390.11	6718.54
II Assets			
Non-Current Assets			
a) Fixed Assets			
Tangible assets	8	88.71	145.44
Intangible assets-Goodwill on consolidation		60.00	60.00
b) Non-current investments	9	7.16	7.16
c) Deferred tax asset		16.57	11.37
d) Long-term loans & advances	10	1399.01	1192.17
Current Assets			
a) Current investments	11	1384.31	47.15
b) Trade receivables	12	3350.91	3353.84
c) Cash and bank balances	13	796.15	1613.63
d) Short-term loans and advances	14	3.95	2.72
e) Other current assets	15	283.34	285.06
Total		7390.11	6718.54

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: 17-05-2017

For and on behalf of the Board

Sundar Iyer

Chairman

DIN: 00481975

Krishnan Muthukumar

Director

DIN: 00463579

A.V.M. Sundaram

Company Secretary FCS 6497



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED			
CIN: L74210TN1986PLC012791			
CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2017			
	Note No.	Rupees in lakhs	
		31/03/2017	31/03/2016
Revenue			
Revenue from operations	16	900.60	(637.14)
Other income	17	70.66	24.46
Total revenue		971.26	(612.68)
Expenses			
Employee benefits expense	18	70.92	71.11
Finance costs		0.00	0.00
Depreciation and amortisation expenses	8	37.72	74.26
Other expenses	19	159.25	155.18
Total expenses		267.89	300.55
Profit/(Loss) before exceptional and extraordinary items and tax		703.37	(913.23)
Exceptional items		0.00	278.04
Profit / (Loss) before extraordinary items and tax		703.37	(635.19)
Extraordinary items		0.00	0.00
Profit (Loss) before tax		703.37	(635.19)
Tax expense			
Current tax		145.00	20.00
Tax pertaining to earlier years		0.00	31.89
Deferred Tax		(5.20)	7.55
		139.80	59.44
Profit/ (Loss) for the year		563.57	(694.63)
Earnings per equity share of Rs. 10/- each (in Rs.)			
Basic and diluted		5.37	(6.62)
See accompanying notes forming part of the financial statements			
Per our report attached		For and on behalf of the Board	
For Lakhani & Lakhani			
Chartered Accountants			
Firm Registration No. 115728W			
Suhas Shinde		Sundar Iyer	
Partner		Chairman	
M. No. 117107		Krishnan Muthukumar	
Place: Mumbai		Director	
Date: 17-05-2017		DIN: 00481975	
		DIN: 00463579	
		A.V.M. Sundaram	
		Company Secretary FCS 6497	



Notes to Consolidated Financial Statements

1. Basis of Consolidation

The consolidated financial statements relate to Twentyfirst Century Management Services Limited and its subsidiary Company.

Basis of Accounting

The financial statements of the Subsidiary Company used in the consolidation are drawn upto the same reporting date as of the Company i.e. year ended 31st March 2017. Consolidated financial statements have been prepared in accordance with the applicable Accounting Standards in India and other generally accepted accounting principles.

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 AS-21 (Consolidated Financial Statement) issued by Institute of Chartered Accountants of India.

Goodwill / Capital Reserve on consolidation

The excess of cost to the Company of its investment in the subsidiary over the Company's portion of equity of the subsidiary as at the date of investment is recognized in the consolidated financial statement as goodwill.

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

Basis of Accounting

The financial statement of the Company and its subsidiary company are maintained under the historical cost convention on an accrual basis unless otherwise stated and have been prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India and generally accepted accounting principles.



Use of Estimates

The preparation of financial statements are in conformity with the Generally Accepted Accounting Principles, 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 estimates are recognized in the period in which the results are known or materialized, actual results could differ. Differences between the actual results and estimates are recognized in the period in which the results are known or materialized.

Revenue Recognition

Revenue Income and Expenditure are generally accounted on accrual or as they are earned or incurred except in case of significant uncertainty. Profit/Loss from trading activity is recognized on trade dates on first in first out basis. 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.

Fixed Assets

Fixed asset is stated at cost less depreciation and impairment losses. During the year Holding company has revalued its Furniture & Fixtures and has booked revaluation loss of Rs.8,41,076/-.

Depreciation

Assets are depreciated under the written down value method at the rates prescribed in Schedule II to the Companies Act, 2013 and on the revised carrying amount of the asset, identified as impaired on which depreciation has been provided over the residual life of the respective assets.

Investments

Current investments are carried at lower of cost and quoted value, computed category wise. Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.

Current and Deferred tax

Provision for current income tax is made in accordance with the Income tax act 1961. Deferred tax liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.



Employment Benefits

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.

Provident fund is a defined contribution scheme and the company has no further obligation beyond the contribution made to the fund. Contributions are charged to profit and loss account in the year in which they accrue.

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.

Impairment of assets

The carrying amount of assets is reviewed at each Balance Sheet date for indication of any impairment based on internal / external factors. An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value and impairment loss is charged to the Profit & Loss account. The impairment of loss recognized in the prior accounting period is reversed if there has been a change in estimates of recoverable amount.

Current assets, loans & advances

The current assets, Loans and Advances have a value on realization at least equal to the amount at which they are stated in the balance sheet.

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.

Segment reporting

The Company operates in only one segment i.e., Capital Market operations, hence segment reporting in accordance with Accounting Standard-17 is not applicable.



NOTE-3		
SHARE CAPITAL	Rupees in lakhs	
	31/03/2017	31/03/2016
Authorised capital		
2,00,00,000 equity shares of Rs.10/-each	2000.00	2000.00
10,00,000 12% Cumulative Redeemable Preference Shares of Rs.100/- each	1000.00	1000.00
	3000.00	3000.00
Issued, subscribed and paid up		
1,05,00,000 equity shares of Rs.10/- each	1050.00	1050.00
	1050.00	1050.00

Disclosure:

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

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

Preference shares	31/03/2017		31/03/2016	
	Qty	Rs. In lacs	Qty	Rs. In lacs
At the beginning of the period	Nil	Nil	750000	750.00
Redeemed during the period	Nil	Nil	750000	750.00
Outstanding at the end of the period	Nil	Nil	Nil	Nil

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	31/03/2017		31/03/2016	
	Qty	% of holding	Qty	% of holding
Mr. Sundar Iyer	3767280	35.88	3247280	30.93

NOTE-4		
RESERVES AND SURPLUS	Rupees in lakhs	
	31/03/2017	31/03/2016
Securities Premium Account	3370.00	3370.00
General reserve	857.33	857.33
Surplus/(Deficit)		
Balance brought forward from previous year	(512.37)	182.26
Profit/(Loss) for the period	563.57	(694.63)
Balance carried forward to next year	51.20	(512.37)
	4278.53	3714.96

NOTE-5		
TRADE PAYABLES	Rupees in lakhs	
	31/03/2017	31/03/2016
Due to companies in which directors are interested	282.74	270.22
Due to directors	458.29	583.29
Others	55.24	0.02
	796.27	853.53

NOTE-6		
OTHER CURRENT LIABILITIES	Rupees in lakhs	
	31/03/2017	31/03/2016
Unpaid dividend-Interim (2014-15)	16.50	7.05
Gujarat Industrial Investment Corporation	31.73	31.73
Provision for contingency	75.00	75.00
Provision for CSR	0.00	22.03
MTM on unexpired future contracts	21.43	0.00
Statutory remittance	3.95	1.39
Outstanding expenses	9.27	5.17
Other payables	41.60	28.80
	199.48	171.17

**Disclosure:**

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

NOTE-7		
SHORT TERM PROVISIONS	Rupees in lakhs	
	31/03/2017	31/03/2016
Provision for tax	1065.00	920.00
Provision for gratuity	0.83	8.88
	1065.83	928.88

Rupees in lakhs

NOTE-8										
Particulars	Gross Block			Depreciation				Net Block		
	As on	Additions	Deletions	As on	As on	Additions	Deletions	As on	As on	As on
	31/03/2016			31/03/2017	31/03/2016			31/03/2017	31/03/2017	31/03/2016
Furniture	45.61	0.00	8.41	37.20	11.84	6.56	0.00	18.40	18.80	33.77
Computer	144.44	0.00	0.00	144.44	142.74	1.09	0.00	143.83	0.61	1.70
Motor car	270.01	0.00	76.11	193.90	160.04	30.07	65.51	124.60	69.30	109.97
Total	460.06	0.00	84.52	375.54	314.62	37.72	65.51	286.83	88.71	145.44
Previous year	457.76	2.30	0.00	460.06	250.43	64.19	0.00	314.62	145.44	

NOTE-9

NON CURRENT INVESTMENTS	Rupees in lakhs	
	31/03/2017	31/03/2016
Other Investments (At cost)		
Investments in Equity Instruments of others (Quoted)	1.73	1.73
Investments in shares (Un quoted)	5.43	5.43
Akshay Software Technologies Ltd (18000 shares)	7.16	7.16
Market value of quoted investments	6.71	3.75

Disclosure:

Details of Investments (Quoted)	Rupees in lakhs			
	31/03/2017		31/03/2016	
Scrip	Qty	Cost	Qty	Cost
Puneet Resins	12500	1.73	12500	1.73
Total		1.73		1.73



NOTE-10		
LONG TERM LOANS & ADVANCES	Rupees in lakhs	
	31/03/2017	31/03/2016
Unsecured considered good		
Security deposit with NSCCL	9.00	34.00
Twentyfirst Century Realty Ltd	0.00	17.86
Advance payment of taxes	1372.15	1140.31
Unsecured considered doubtful		
Twentyfirst Century Realty Ltd	17.86	0.00
	1399.01	1192.17

NOTE-11		
CURRENT INVESTMENTS	Rupees in lakhs	
	31/03/2017	31/03/2016
Investments in Equity Instruments of others (Quoted)		
	1384.31	47.15
	1384.31	47.15
Market value of quoted investments	1401.05	0.00

Disclosure:

Details of Investments (Quoted)	Rupees in lakhs			
	31/03/2017		31/03/2016	
Scrip	Qty	Cost	Qty	Cost
Cairn India	300000	894.08	0	0.00
Lloyd Electric	200000	490.23	0	0.00
Man Infra	0	0	100000	47.15
Total		1384.31		47.15

NOTE-12		
TRADE RECEIVABLES	Rupees in lakhs	
	31/03/2017	31/03/2016
Sundry debtors		
Unsecured considered doubtful outstanding more than six months	3270.91	3273.84
Unsecured considered good outstanding more than six months	80.00	80.00
	3350.91	3353.84



NOTE-13		
CASH & BANK BALANCES	Rupees in lakhs	
	31/03/2017	31/03/2016
Cash and Cash Equivalents		
Cash on hand	0.11	0.10
Balance in current accounts with scheduled banks	596.37	1436.42
Balance in earmarked accounts for Unpaid Dividend	16.50	7.05
Balance in fixed deposit accounts with scheduled banks	183.17	170.06
	796.15	1613.63

Disclosure:

Fixed deposits include Deposit of Rs. 173.35 lacs, created as per NSE guidelines in favour of NSEIL A/C- Twentyfirst Century Shares & Securities Ltd., against release of Security Deposit on surrender of Trading Membership Card, having maturity period of less than one year, maturing on 06-12-2017.

NOTE-14		
SHORT TERM LOANS & ADVANCES	Rupees in lakhs	
	31/03/2017	31/03/2016
Unsecured considered good		
Prepaid insurance	1.36	2.41
Others	2.59	0.31
	3.95	2.72

NOTE-15		
OTHER CURRENT ASSETS	Rupees in lakhs	
	31/03/2017	31/03/2016
Margin for derivative segment	282.74	270.22
MTM on unexpired future contracts	0.00	8.11
Other receivable	0.60	6.73
	283.34	285.06



NOTE-16		
REVENUE FROM OPERATIONS	Rupees in lakhs	
	31/03/2017	31/03/2016
i) Income from capital market operations		
Profit /(Loss) from cash segment	(56.26)	2310.77
Profit /(Loss) from derivative segment	956.86	(2947.91)
	900.60	(637.14)

Disclosure:

The company is primarily engaged in investing activities, hence profit and loss from the activity is shown as revenue from operations.

NOTE-17		
OTHER INCOME	Rupees in lakhs	
	31/03/2017	31/03/2016
Dividend received	38.70	10.46
Interst on fixed deposits	14.56	13.53
(TDS : Rs. 1.46 lacs, Previous year Rs.1.35 lacs)		
Profit on sale of asset	17.40	0.00
Miscellaneous Income	0.00	0.47
	70.66	24.46

NOTE-18		
EMPLOYMENT COST	Rupees in lakhs	
	31/03/2017	31/03/2016
Salaries & bonus	67.48	66.07
Employer's contribution to providend fund	2.29	2.57
Gratuity contribution	0.50	0.88
Staff welfare expenses	0.65	1.59
	70.92	71.11

NOTE-19		
ADMINISTRATION & OPERATIVE EXPENSES	Rupees in lakhs	
	31/03/2017	31/03/2016
Advertisement	5.85	7.51
Audit fees	3.35	3.43
Communication expenses	4.42	13.06
Depository charges	0.08	0.96
Deposits written off	0.00	16.25
Directors sitting fees	1.77	1.97
Electricity charges	4.25	5.10
Car insurance	2.45	2.65
Issuer charges	1.38	1.03
Legal fees	27.19	0.50
Listing fees	10.68	2.24
Loss on revaluation of furniture	8.41	0.00
Other expenses	10.43	39.16
Printing & stationery	5.71	7.83
Professional fees	30.31	15.64
Provision for CSR	23.47	22.03
Rent	6.67	6.58
Repairs & maintenance	2.96	0.91
Travel & conveyance	9.87	8.33
	159.25	155.18



20. 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.

Deferred tax asset of Rs.5.20 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	31-03-2017	31-03-2016
On timing differences on depreciation on fixed assets	16.84	33.01
Deferred tax thereon	5.20	10.20

21. Earning Per Share

Particulars	31-03-2017	31-03-2016
Net profit/(Loss) After Tax (Rs. In Lacs)	563.57	(694.63)
Weighted average number of outstanding shares (In Lacs)	105	105
Basic/Diluted EPS (Face Value of Rs. 10 each)	5.37	(6.62)

22. The company operates in only one segment i.e., Capital Market operations, hence segment reporting in accordance with Accounting Standard - 17 is not applicable.

23. Related party disclosures as required under AS - 18 (Related Party Disclosures)

Related party and their relationship

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

Transactions with the related parties

Name of the party	Particulars	Rs. In lacs
Sundar Iyer	Trading activity (CR)	458.29
Karthik Iyer	Salary paid	12.00
SI Investments & Broking Pvt Ltd	Trading activity (CR)	282.74
Lubricants & Allied Products Mfg. Co. Pvt. Ltd	Rent paid	4.20
SI Investments & Broking Pvt Ltd	Brokerage paid	45.67



24. Auditotrs Remuneration

Paticulars	Rs. in lacs
Statutory audit	2.46
Tax audit	1.60
Appeal and other matters	4.55
Limited review	0.35
Internal audit	0.63
Total	9.59

25. Also Company has not provided income tax liability of Rs. 499.52 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.

26. MAT provision of Rs. 145 Lacs has been made in the accounts for the year ended 31st March 2017. The company has been served with a demand of Rs. 365.62 lacs for the assessment year 2010-11. The company's appeal to the CIT(A) was decided against the company. The company is in further appeal before the ITAT which is pending disposal. In the interim, during the year under review, Department has recovered Rs. 211.40 lacs from the company's bank accounts. No provision has been made against the demand, pending disposal of appeal.

27. The company had cash balance of Rs. 19,994/- as on 08-11-2016 and deposited Rs. 13,000/- and made payments of Rs.33,985/-, withdrawn Rs. 1,92,000/- in between 08-11-2016 and 30-12-2016 and had a closing cash balance of Rs. 1,65,009/- as on 30-12-2016

28. 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.

29. 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.

30. The Company had filed a police complaint with the R.A.KidwaiMarg Police Station, Mumbai on 30th October 2014 about the cancellation of Demand Drafts aggregating to Rs. 61.20 lac drawn in favour of Gujarat Industrial Investment Corporation Limited (GIIC) by the Company for settlement of claim of GIIC Limited, without the necessary approval of the Board of Directors of the Company. The erstwhile Managing Director appeared to have misappropriated these funds. Subsequently, a detailed investigation was carried out by the Police officials at EOW, Mumbai and the Police authorities have filed a Charge Sheet with



the Additional Chief Metropolitan Magistrate, 47th Court, Esplanade, Mumbai in March 2017 against the accused persons. The erstwhile Director and other persons involved in the offences have been arrested. The matter is presently sub judice. The company has written off Rs.61.20 lacs in the financial year 2014-15.

In the case of Subsidiary, Company had identified certain instances of Misrepresentation of Accounts, Misappropriation of assets and diversion of funds by the erstwhile Director of the company in earlier years during the period 2009-10 to 2012-13. The Company based on internal investigation and advice of legal counsel, had filed a police complaint with the R.A.Kidwai Marg Police Station, Mumbai to investigate the matter on 30th October 2014. The investigations were carried out by the Police officials at EOW, Mumbai and the Police authorities have filed a Charge Sheet with the Additional Chief Metropolitan Magistrate, 47th Court, Esplanade, Mumbai in March 2017 against the accused persons. The erstwhile Director and other persons involved in the offences have been arrested. The matter is presently sub-judice

The amounts recoverable from the accused are included under doubtful debts. The loss on account of the misappropriation of shares has been considered in the books of the company and is recoverable from the accused.

31. 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 Shinde

Partner

M. No. 117107

Place: Mumbai

Date: 17-05-2017

For and on behalf of Board

Sundar Iyer

Chairman

Krishnan Muthukumar

Director

A.V.M. Sundaram

Company Secretary



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED				
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017				
Rupees in lacs				
	31/03/2017		31/03/2016	
CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax		703.37		(635.19)
Add: Depreciation	37.72		74.26	
Loss on impairment of assets	8.41			
Profit on sale of assets	(17.40)		(278.04)	
Interest received	(14.56)		(13.53)	
Dividend received	(10.70)	3.47	(9.47)	(226.78)
Operating profit before working capital changes		706.84		(861.97)
Trade and other receivables	(10.69)		(218.86)	
Trade payables and other liabilities	(21.66)		171.79	
Loans & advances	519.74	487.39	17.49	(29.58)
Cash generated from operations		1194.23		(891.55)
Direct Taxes paid		(231.84)		(45.32)
Net cash flow from operating activities (A)		962.39		(936.87)
CASH FLOW FROM INVESTING ACTIVITIES				
Bank deposits		(13.11)		(12.18)
Investments in shares		(1337.16)		3850.88
Equity final dividend and tax thereon (2014-15)		0.00		(252.75)
Purchase of fixed assets		0.00		(2.30)
Disposal of fixed assets		28.00		350.00
Interest received		14.56		13.53
Dividend received		10.70		9.47
Net cash flow from investing activities (B)		(1297.01)		3956.65
CASH FLOW FROM FINANCING ACTIVITIES				
Short term borrowings		(495.97)		(1989.21)
Long term borrowings		0.00		0.00
Net cash flow from financing activities (C)		(495.97)		(1989.21)
Net increase/ (decrease) in cash & cash equivalents (A+B+C)		(830.59)		1030.57
Cash & cash equivalents-opening balance		1443.57		413.00
Cash & cash equivalents-closing balance		612.98		1443.57
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: 17-05-2017				

**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 31st Annual General Meeting of the Company to
be held on Thursday, 28th September 2017 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

Regd.Office: NO.67, OLD NO.28-A, DOOR NO.G-3.ELDAMS ROAD, Alwarpet,
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WEBSITE:www.tcms.bz; e-mail: Invesotrs@tcms.bz

CIN: L74210TN1986PLC012791

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

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, 2017 including audited Balance Sheet as at 31 March, 2017 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	Re - appointment of Mr. Sundar Iyer (DIN 00481975), as Director who retires by rotation and, being eligible, offers himself for re-appointment.			
4	Ratification of the Appointment of Messrs. Lakhani & Lakhani, Mumbai, Chartered Accountants, (Registration Number 115728W), as Statutory Auditors of the Company), the retiring Auditors of the Company.			
Special Business				
4	Appointment of M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, as Secretarial Auditors of the company for the financial year ending 31.03.2018.			
5	Approval for material related party transaction during the financial year 2017-18 on the terms as briefly mentioned in the explanatory statement to this resolution.			
6	Appointment of Ms. Dipti Dinesh Sakpal DIN (07305797) as Independent Woman Director for a period of 5 years till 17th April 2022			

Signed this.....day of..... 2017

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 31st 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

31st Annual General Meeting

Date : Thursday 28th September 2017

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.