

**TWENTYFIRST CENTURY SHARES
AND SECURITIES LIMITED**

**SEVENTY SIXTH (76)
ANNUAL REPORT 2017-18**

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TCSS LIMITED - SEVENTY SIXTH (76) ANNUAL REPORT 2017-18**CORPORATE INFORMATION****Board of Directors**

Mr. Sundar Iyer	-	Director and CEO
Mr. Krishnan Muthukumar	-	Non-Executive Director
Mr. Iyer Vishwanath	-	Independent Director
Ms. Dipti Dinesh Sakpal	-	Independent Director (Appointed on 18th April 2017)
Mr. A.V.M.Sundaram	-	Non-Executive Director (Resigned on 17th May 2017)

KEY MANAGEMENT PERSONNEL:

Chief Executive Officer	-	Mr. Sundar Iyer
Chief Financial Officer	-	Mr. Bhaskar Shetty
Company Secretary	-	Mr. A.V.M.Sundaram (Appointed on 17th May 2017)

BOARD COMMITTEES:**Audit Committee**

Mr. Iyer Vishwanath (Chairman of the committee)
Ms. Dipti D. Sakpal
Mr. Sundar Iyer

Nomination and Remuneration Committee

Mr. Iyer Vishwanath (Chairman of the committee)
Ms. Dipti D. Sakpal
Mr. Krishnan Muthukumar

Statutory Auditors

M/s SHETH DOSHI & ASSOCIATES
Chartered Accountants
529, Sixth Floor, Ecstasy Business Park
City of Joy Commercial Complex
J.S.D.Marg, Near East - West Flyover
Mulund (West), Mumbai - 400 080.
Email ID: sheth_doshi@yahoo.co.in

Secretarial Auditors

M/s Lakshmmi Subramanian & Associates

Company Secretaries

Murugesu Naicker Complex, No.81, Greams Road,

Chennai - 600006

Principal Bankers

ICICI BANK LIMITED

HDFC BANK LIMITED

Registered Office

1st Floor, Grease House,

Zakaria Bundar Road, Sewree - West,

Mumbai - 400 015.

Tel.: 91 22 24191106 / 24156538

Fax: 91 22 24115260

Corporate Identity Number

U51900MH1942PLC003546

TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED

Regd.Office: 1B, GREASE HOUSE, ZAKARIA BUNDER ROAD,
SEWREE (WEST) MUMBAI - 400015

TELEPHONE +91 22 24191106, FAX +91 2224115260

CIN: U51900MH1942PLC003546

NOTICE FOR THE ANNUAL GENERAL MEETING

Notice is hereby given that the 76th Annual General Meeting of the Company will be held on Monday, 9th July 2018 at 4.00 P.M., at 1B, GREASE HOUSE, ZAKARIA BUNDER ROAD, SEWREE (WEST) MUMBAI - 400015 to transact the following business.

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

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2018 along with the reports of the Board of Directors (the Board) and Auditors thereon and if deemed fit to pass the following resolution with or without modification as Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2018, the Report of the Auditors thereon and of the Board of Directors for the financial year ended 31st March 2018, placed before the members at the 76th Annual General Meeting be and hereby received and adopted.”

Item No.2 Appointment of Mr. Sundar Iyer as 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. To consider and if deemed fit to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT Mr. Sundar Iyer having DIN 00481975 be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

Item No.3 - Appointment of Secretarial Auditors

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

RESOLVED THAT pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013, M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, having office at “Murugesu Naicker Complex, No.81, Greams Road, Chennai-600006 be and is hereby appointed as Secretarial Auditors of the company, in order to furnish Secretarial Audit Report for a period of three years from the financial year ending 31.03.2019 till the financial year ending 31st March 2021, as required under the provisions of said section on a remuneration as may be determined by the audit committee in consultation with the auditors and that such remuneration be paid as may be agreed upon between the Secretarial Auditors and the Board of Directors of the company”

Item No. 4 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 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for transacting through M/s. SI INVESTMENTS AND BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) as a client for executing transactions in CAPITAL MARKET SEGMENT AND DERIVATIVES TRADING IN SHARES (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI and which falls under the definition of material related party transaction during the financial year 2018-19, on the terms as briefly mentioned in the explanatory statement to this resolution.

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

Place: Mumbai
Date: 6th June 2018

By Order of the Board
Sundar Iyer
Director & CEO

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. 3 & 4 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 of the Notice, is given below.

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.

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 76th Annual General Meeting of the company. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, 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.

d) 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 letterhead 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.

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

Particulars of Directors	Mr. Sundar Iyer
Date of Birth	28 th October 1950
Date of Appointment	1 st February 1994
Qualifications	B.Sc
Expertise in specific functional areas	Experienced in Stock Market Operations since 1985
Chairmanships / Directorships in Other companies (Excluding Foreign Companies and Section 8 Companies)	Twentyfirst Century Management Services Limited - Chairman & CEO Twentyfirst Century Realty Limited - Director Twentyfirst Century Money Growth Fund Limited - Director Palani Andavar Holdings Private Limited - Director Siddharth Karthic Securities Limited - Director Lubricants & Allied Products Private Limited - Director
Chairmanships / Memberships of Committees of other Public Companies	Member of Audit Committee and Chairman of Corporate Social Responsibility Committee of Twentyfirst Century Management Services Limited.
Number of Shares held in the Company	One Share as a Beneficial Holder for Holding Company – Twentyfirst Century Management Services Limited

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

In terms of Section 204 of the Companies Act, 2013 all the listed companies are mandated to appoint a Company Secretary in Whole Time Practice for the purpose of obtaining Secretarial Audit Report and accordingly it is recommended that the firm M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai, is appointed as Secretarial Auditors for a period of three years from the financial year ending 31.03.2018 till the financial year ending 31.03.2021.

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

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution set out as Item No.3.

Item No. 4

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

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

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 the provisions of SEBI (LODR) Regulations, 2015. The transactions in CAPITAL MARKET SEGMENT AND DERIVATIVES TRADING IN SHARES (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI, executed through M/s. SI INVESTMENTS AND BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) as a client is in the ordinary course of business and at arm's length basis. Therefore the approval of the shareholders is being sought in compliance of the provisions of SEBI (LODR) Regulations, 2015.

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

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 76th Annual Report of your company together with the Auditor's Report for the year ended 31st March 2018.

FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March 2018.

Rupees in lacs

Particulars	31/3/2018	31/3/2017
Profit/(Loss) before depreciation & tax	29.89	747.50
Depreciation	0.00	0.00
Profit/(Loss) before tax	29.89	747.50
Provision for tax / Short Provision	0.00	145.00
Deferred Tax	0.00	0.00
Profit/(Loss) after tax	29.89	602.50

BUSINESS & PERFORMANCE

The company commenced investment activity from its own funds since the financial year (2014-15). During the current financial year the company has made revenue from operations of Rs.1754.32 lacs as against Rs. 725.98 lacs during the last financial year. However the company has taken a prudent decision to write off Debtors aggregating Rs.1723.98 lacs (considered as doubtful) during the current financial year. Thus the Profit after Tax has come down to Rs.29.89 lacs as against Rs.602.50 lacs during last year.

STATE OF COMPANY'S AFFAIRS

The company's performance has improved during the year ended 31st March 2018 due to the investment and trading activities in equity shares and derivatives. The company is concentrating in consolidation.

DIVIDEND

Your company has not declared any dividend due to inadequacy of profits for the Financial Year ended 31st March 2018. Your company has not declared any dividend during the last financial year 2016-17 also.

Your company has also not provided for any dividend on 12% Cumulative Redeemable Non-convertible Preference Shares during this year due to inadequacy of profits for the Financial Year ended 31st March 2018.

RESERVES

During the financial year 2017-18, the Board has not proposed transfer of any amount to any reserves.

DEPOSITS

Your Company has neither invited nor accepted deposits from the public and hence provisions of the Companies Act, 2013 are not applicable.

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

INDEPENDENT DIRECTORS' DECLARATION

Mr. Iyer Vishwanath and Ms. Dipti Dinesh Sakpal, who are Independent Directors, 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 pursuant to provisions of SEBI (LODR) REGULATIONS, 2015 (including any amendment, modification or re-enactment thereof). Further there has been no change in the circumstances which may affect their status as independent director during the year.

POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

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

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 - Director & Chief Executive Officer and forms part of this Annual Report.

RELATIONSHIP BETWEEN DIRECTORS INTER-SE

Mr. Krishnan Muthukumar, Non-Executive Director is related to Mr. Sundar Iyer, Director 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 pursuant to provisions of SEBI (LODR) REGULATIONS, 2015 (including any amendment, modification or re-enactment thereof).

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

There have been no loans, guarantees and investments under Section 186 of the Act during the financial year 2017-18.

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. The details are given in **Table - AOC - 2**.

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

(a) Name(s) of the related party and nature of relationship	(b) Nature of contracts/ arrangements/ transactions	(c) Duration of the contracts / arrangements/ transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) Justification for entering into such contracts or arrangements or transactions	(f) date(s) of approval by the Board	(g) Amount paid as advances, if any:	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
————— NIL —————							

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

(a) Name(s) of the related party and nature of relationship	(b) Nature of contracts/ arrangements/ transactions	(c) Duration of the contracts / arrangements / transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) Date(s) of approval by the Board, if any	(f) Amount paid as advances, if any (in Rs.)
SI INVESTMENTS AND BROKING PVT LTD	For execution of Trades through NSE & BSE as a Client	One Year	The company will put through all transactions relating to purchase and sale of shares and in Derivatives Segment of both the exchanges NSE & BSE	17th May 2017 Approved by the shareholders at the AGM held on 25th September 2017	Brokerage as per rates applicable to clients. Margin money as required for derivatives segment will be paid. Brokerage paid during the year 2017-18 is Rs.29.92 lacs

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no Dividend declared and paid in the past years, the provisions of Section 125 of the Companies Act, 2013 do not apply.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and on the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

CONSERVATION OF ENERGY

The Company had taken steps to conserve energy in its office use, consequent to which energy consumption has been minimized and consequently the cost of production was also reduced to some extent. No additional Proposals / Investments were made to conserve energy.

TECHNOLOGY ABSORPTION

The company has not adopted / intends to adopt any technology for its business and hence no reporting is required to be furnished under this heading.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no foreign exchange inflow or Outflow during the year under review.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The company is operating as an Investment Company and is engaged mainly in Investment in Shares and Trading in Capital Market and Derivatives Segment of NSE & BSE. The Investment operations are mainly done with the supervision of the Investment Committee and the Director & CEO of the company. The CEO with his rich and varied experience analyses the risk involved in such investments and takes appropriate decisions. The company has a risk management policy in place.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year, there were no such instances of significant and material orders passed by the regulators, courts or tribunals.

INTERNAL CONTROL AND ITS ADEQUACY

The Company has an adequate Internal Control system, commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has no employees and hence no disclosure is made.

The Board of Directors is responsible for redressal of complaints related to sexual harassment during the year ended 31 March 2018. Further the company has zero tolerance for sexual harassment at workplace.

During the financial year 2017-2018, the Company has not received any sexual harassment complaints.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

CONSOLIDATED FINANCIAL STATEMENT

As the company doesn't have any Subsidiaries / Associate Companies the question of submitting Consolidated Financial Statements does not arise.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr.Iyer Vishwanath was appointed as an Independent Director for a period of 5 years till 16th March 2021 in the 74th Annual General Meeting of the company held on 26th September 2016.

Ms. Dipti Dinesh Sakpal was appointed as Independent Woman Director of the company by the Board of Directors of the company, in its meeting held on 18th April 2017 for a period of five years, subject to the approval of the shareholders in the 75th AGM held on 25th September 2017.

Mr.A.V.M.Sundaram resigned as Director on 17th May 2017 to comply with the Corporate Governance Provisions of the SEBI (LODR) Regulations, 2015.

Mr. Sundar Iyer retires at this Annual General Meeting and being eligible offer himself for re-appointment.

KEY MANAGEMENT PERSONNEL

1. Mr. Sundar Iyer - Chief Executive Officer
2. Mr. Bhaskar Shetty - Chief Financial Officer
3. Mr. A.V.M.Sundaram - Company Secretary
(Appointed on 17th May 2017)

PARTICULARS REGARDING BOARD OF DIRECTORS AND COMMITTEES AND THE MEETINGS HELD DURING THE YEAR 2017-18

1. Board of Directors

Composition of Board of Directors and category of Directors

The Board of Directors of the company comprises of (Four Directors) One (1) Executive Director, One (1) Non-executive Director and Two (2) Independent (Non Executive) Directors, including a WOMAN DIRECTOR.

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

Dates of Board Meeting

During the financial year 2017-2018, Six (6) meetings were held on the following dates:

18th April 2017, 17th May 2017, 28th August 2017, 7th September 2017, 7th December 2017 and 7th February 2018.

The last Annual General Meeting was held on 25th September 2017.

The Board comprises of two independent directors out of present strength of FOUR directors. Composition, attendance of each director at the Board Meetings as at the financial year ended 31.03.2018 and at the last AGM and the number of other directorship, committee memberships are set out below:

Name	Category	No. of Board Meetings attended	Attendance at the last AGM	Directorship in other Companies	Other Companies / Committee Chairmanships	Other Companies Committee Memberships
Mr. Sundar Iyer	Executive Director & CEO	5	Yes	5	1	1
Mr. Krishnan Muthukumar	Non Executive Non Independent Director	6	Yes	7	Nil	1
Mr. Iyer Vishwanath	Independent Non - Executive Director	6	Yes	2	2	1
Mr. A.V.M. Sundaram	Non - Executive Director	2	Yes	Nil	Nil	Nil
Ms. Dipti D. Sakpal	Independent Non-Executive Woman Director	6	Yes	1	Nil	1

2. Board Committees:

A. Audit Committee

The Audit Committee was formed on 17th March 2016.

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
Ms. Dipti D. Sakpal	Member
Mr. Sundar Iyer	Member

Chairman is a Non-Executive Independent Director.

Meeting and Attendance of the Committee

During the financial year 2017-2018, Four (4) Committee Meetings were held on the following dates:

17th May 2017, 7th September 2017, 7th December 2017 and 7th February 2018.

The attendance of directors at the Audit Committee meetings held during the year 2017-2018 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. Iyer Vishwanath	Chairman	4	4
Ms. Dipti D.Sakpal	Member	4	4
Mr. Krishnan Muthukumar*	Member	2	2
Mr. Sundar Iyer	Member	4	4

*Mr. Krishnan Muthukumar was appointed in the meeting held on 7th September 2017 and resigned on 7th December 2017.

B. Nomination and Remuneration Committee

Chairman of the Committee is a Non-Executive Independent Director.

Meeting and Attendance of the Committee

During the financial year one Nomination and Remuneration Committee meeting was held on 18th April 2017. The terms of reference of the Nomination and Remuneration Committee are as per the Charter as mentioned above.

CORPORATE SOCIAL RESPONSIBILITY

Your company is not meeting the threshold as prescribed under Companies Act, 2013, i.e., Net Profit greater than Rs.5 Crores or Turnover greater than Rs.1000 Crores or Net worth greater than Rs. 500 Crores in the preceding 3 Financial Years and therefore the provisions relating to CSR in accordance with the provisions of section 135 of the Act does not arise.

VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns.

AUDITORS & AUDIT REPORT

M/s SHETH DOSHI & ASSOCIATES, Chartered Accountants, has been appointed as auditors of the company for a period of 5 years commencing from 10th July 2015 till the conclusion of the 76th AGM of the company (Till the financial year 2018-19).

Auditors of the company in their report made an observation that:

The company has not made provision for Doubtful Debts amounting to Rs.1525.82 lacs and that had the observation been considered then the loss for the year would have been Rs.1495.93 lacs (as against reported profit figures of Rs.29.89 lacs) and the accumulated losses would have been Rs.1995.40 lacs (as against reported figure of accumulated loss of Rs.469.58 lacs) and the balance of trade receivables would have been Rs. NIL (as against the reported figure of Rs.1525.82 lacs)

Board of Directors is of the opinion that the company has initiated legal action for recovering the amount of Rs.1525.82 lacs due from these debtors and hence does not recommend writing off these debts nor make any provision for the doubtful debts.

SECRETARIAL AUDIT AND AUDITOR'S REPORT

M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai was appointed as Secretarial Auditors for carrying out Secretarial Audit of the Company for the financial year 2017-18 and their report is annexed with this report as **ANNEXURE II**.

Secretarial Auditors of the company in their report made the following observations:

1. The Company is engaged with investment and trading activity with their own surplus funds. Since the company continued its investment activities, the company should approach RBI and get the registration done as NBFC.
2. The Company is yet to comply with the requirement of maintaining redemption reserve account for the preference shares issued.

Management's views:

1. The Company will be approaching RBI for registration as NBFC during the current year.
2. The Company does not have adequate profits to create redemption reserve.

SHARE CAPITAL

During the year there were no share allotments.

EXTRACT OF THE ANNUAL RETURN

Extract of the annual return in Form No. MGT- 9 (**ANNEXURE-I**) shall form part of this Board's Report.

PARTICULARS OF REMUNERATION

The information required pursuant to Section 197(12) read with Rule, 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is not applicable to the company as none of the directors / KMPs are drawing any remuneration from the Company.

The information required pursuant to Section 197(12) read with Rule, 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of remuneration drawn by top ten employees is not applicable since the company does not have any employees.

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.

For and on behalf of the Board**Sundar Iyer****DIRECTOR & CEO**

Place: Mumbai

Date: 6th June 2018

ANNEXURE I **FORM NO. MGT 9**
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

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	U51900MH1942PLC003546
2.	Registration Date	10 TH FEBRUARY 1942
3.	Name of the Company	TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES – INDIAN NON-GOVERNEMENT COMPANY
5.	Address of the Registered office & contact details	1B, GREASE HOUSE, ZAKARIA BUNDER ROAD, SEWREE - WEST, MUMBAI - 400 015
6.	Whether listed company	NO
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NOT APPLICABLE

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%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
1.	TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED Regd. Office: NO.67, OLD NO.28- A, DOOR NO.G-3. ELDAMS ROAD, Alwarpet, Chennai - 600 018.	CIN: L74210TN1986PLC012791	HOLDING	100%	Section 2(46)

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

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31st March 2017]				No. of Shares held at the end of the year [As on 31st March 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	6	6	0.00070734	0	6	6	0.00070734	0.00
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	0	5589494	5589494	99.99989266	0	5589494	5589494	99.99989266	0.00
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	0	5589500	5589500	100.00	0	5589500	5589500	100.00	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI		0	0	0	0	0	0	0	0
c) Central Govt		0	0	0	0	0	0	0	0
d) State Govt(s)		0	0	0	0	0	0	0	0
e) Venture Capital Funds		0	0	0	0	0	0	0	0
f) Insurance Companies		0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds		0	0	0	0	0	0	0	0
i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
NRNPs	0	0	0	0	0	0	0	0	0
Foreign Company	0	0	0	0	0	0	0	0	0
HUF	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Market Maker	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	5589500	5589500	100.00	0	5589500	5589500	100.00	0

B) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year As at 31 st March 2017			Shareholding at the end of the year As at 31 st March 2018			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED	5589500	100%	NIL	5589500	100%	NIL	0.00
	TOTAL	5589500	100%	NIL	5589500	100%	NIL	0.00

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Share holding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5589500	100.00		
	During the year	0	0	0	0
	At the end of the year			5589500	100.00

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

NOT APPLICABLE

D) Shareholding of Directors and Key Managerial Personnel:

SN	Mr. Sundar Iyer (Director and Chief Executive Officer)	Shareholding at the beginning of the year		Cumulative Share holding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1	0		
	During the year	0	0		
	At the end of the year			1	0

SN 2	Mr. Krishnan Muthukumar (Director)	Shareholding at the beginning of the year		Cumulative Share holding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1	0		
	During the year	0	0		
	At the end of the year			1	0

SN 3	Mr. Iyer Vishwanath (Independent Director)	Shareholding at the beginning of the year		Cumulative Share holding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	During the year	0	0		
	At the end of the year			0	0

SN 4	Ms. Dipti Dinesh Sakpal (Independent Woman Director)	Shareholding at the beginning of the year		Cumulative Share holding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	During the year	0	0		
	At the end of the year			0	0

SN 5	Mr. A.V.M.Sundaram (Company Secretary)	Shareholding at the beginning of the year		Cumulative Share holding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	During the year	0	0		
	At the end of the year			0	0

SN 6	Mr. Bhaskar Shetty (Chief Financial Officer)	Shareholding at the beginning of the year		Cumulative Share holding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	During the year	0	0		
	At the end of the year			0	0

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

(Rupees in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	2455.19	Nil	2455.19
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	2455.19	Nil	2455.19
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	986.44	Nil	986.44
Net Change	Nil	986.44	Nil	986.44
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	1468.75	Nil	1468.75
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	1468.75	Nil	1468.75

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager paid and due for payment.

(Rupees in lacs)

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 Directors		Total Amount
		Sundar Iyer	Krishnan Muthukumar	
1	Independent Directors			
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil
	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	Nil	Nil	Nil
	(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 others, specify	Nil	Nil	Nil	Nil
5	Others, please specify				
	Total	Nil	Nil	Nil	Nil

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

intentionally
Left Blank

ANNEXURE II**Lakshmmi Subramanian & Associates**

LAKSHMMI SUBRAMANIAN, B.Com., F.C.S.
 P. S. SRINIVASAN, B.A., LL.B., A.C.S.
 S. SWETHA, B.Com., A.C.S.
 Practising Company Secretaries

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

To
The Members
Twentyfirst Century Shares and Securities Limited

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

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 to the extent as subsidiary of listed holding company
- (iii) 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.



"Murugesu Naicker Office Complex", 81, Greams Road, Chennai - 600 006.
 Ph : 28292272, 28292273 Fax : 044-42142061, Cell : 9841015012, 9841047966
 e-mail : lakshmm16@gmail.com, worklistsa2@gmail.com

Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN, B.Com., F.C.S.
 P. S. SRINIVASAN, B.A., LL.B., A.C.S.
 S. SWETHA, B.Com., A.C.S.
 Practising Company Secretaries

- ii. Reserve bank of India Act, 1934
- iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Since company is mainly engaged in the activity of secondary market trading in securities and derivatives)

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

1. Secretarial standards issued by The Institute of Company Secretaries of India

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 a stock broking company and doing investment activities under the SEBI Regulations the company which was exempted from Non-Banking Financial (NBFC) Regulations, due to cancellation of the registration of Broking business during December 2014, continue to be engaged with investment and trading activity with their own surplus funds. Since the company continued its investment activities, the company should approach RBI and get the registration done as NBFC.
2. The Company is yet to comply with the requirement of maintaining redemption reserve account for the preference shares issued.

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



Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN, B.Com., F.C.S.
P. S. SRINIVASAN, B.A., LL.B., A.C.S.
S. SWETHA, B.Com., A.C.S.
Practising Company Secretaries

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.

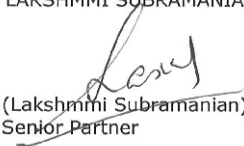
Notices were given to all directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the 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 during the audit period the company has no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Place: Chennai
Date: 17th May 2018


(Lakshmmi Subramanian)
Senior Partner



INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

We have audited the accompanying Ind AS financial statements of TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED (“the Company”), which comprise the Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss (including Other Comprehensive Income), the cash flow statement and the statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), Profit or Loss (financial performance including other comprehensive Income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 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 of the Ind AS financial Statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of Ind AS 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 Ind AS financial statements that give 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 Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date subject to non provision of doubtful debts amounting to Rs. 1525.82 lacs.

We further report that, had the observation made by us in para above been considered, the loss for the year would have been Rs. 1495.93 lacs (as against the reported profit figure of Rs. 29.89 lacs) and accumulated loss would have been Rs. 1995.40 lacs (as against reported figure of accumulated loss of Rs.469.58 Lacs) and the balance of trade receivables would have been Rs. Nil (as against the reported figure of Rs. 1525.82 lacs).

Report on Other Legal and Regulatory Requirements

a. As required by the Companies (Auditors Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 & 4 of the Order.

- a. As required by section 143(3) of the Act, we report that:
- i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii. 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;
 - iii. The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - iv. In our opinion, aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act,
 - v. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act,
 - vi. With respect to the adequacy of 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".
 - vii. With respect to the other matters included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditor's) Amendment Rules, 2017, in our opinion and to best of our information and according to the explanation given to us.
- ◆ The company has disclosed the impact of pending litigation as at March 31, 2018 on its financial position in its financial statement.
 - ◆ The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - ◆ There were no amounts which required to be transferred to the Investor's Education and Protection fund.

For Sheth Doshi & Associates
Chartered Accountants

BM Doshi
Proprietor
Membership No. 017370

Place: Mumbai
Date: 16-05-2018

"ANNEXURE A" TO INDEPENDENT AUDITOR'S REPORT

1. In respect of Fixed Asset

a. The company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets. As per information and explanation given to us, during the year, the company has disposed off all of its fixed assets and it has not affected the going concern status of the company.

b. The fixed assets of the company have been physically verified by the Management in a phased manner, designed to cover all the items over a period of 3 years, which in our opinion the verification is reasonable having regard to the size of the company and the nature of its business. Pursuant to the program, a portion of fixed asset has been physically verified by the management during the year and no material discrepancies between the book records and the physical assets have been noticed on such verification.

c. The title deed of immovable properties are held in the name of the company.

2. In respect of its Inventory

The company is a service company, primarily engaged in investing activities. Accordingly, it does not hold any physical inventories. Thus paragraph 3 (ii) of the Order is not applicable to the company.

3. In respect of repayment of the loans granted by the company

The company has not given any loan. Thus paragraph 3 (iii) of the Order is not applicable to the company.

4. In respect of compliance of section 185 and 186 of the Companies Act, 2013

The company has not given any loan to its directors. Thus paragraph 3 (iv) of the Order is not applicable to the company and hence the question of compliance of section 185 and 186 of the Companies Act, 2013 does not arise.

5. The Company has not accepted any deposits, from the directives issued by the Reserve Bank of India and as per the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and Companies (Acceptance of Deposits) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

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 dues and has also been regular in depositing undisputed income tax and other applicable statutory dues with appropriate authorities.

8. In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to financial institutions and banks or debenture holders.
9. The company has not given any guarantees for loans taken by others from banks or financial institutions.
10. To the best of knowledge and belief and according to the information and explanations given to us no fraud on or by the company has been noticed or reported during the course of our audit.
11. To the best of knowledge and belief and according to the information and explanations given to us, no managerial remuneration has been paid. Hence, paragraph 3(xi) is not applicable to the company.
12. To the best of knowledge and belief and according to the information and explanations given to us, the company is not a Nidhi Company. Hence, paragraph 3(xii) is not applicable to the company.
13. In our opinion, all the transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. To the best of knowledge and belief and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, paragraph 3(xiv) is not applicable to the company.
15. To the best of knowledge and belief and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with it. Hence, paragraph 3(xv) is not applicable to the company.
16. To the best of knowledge and belief and according to the information and explanations given to us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Hence, paragraph 3(xvi) is not applicable to the company.

For Sheth Doshi & Associates
Chartered Accountants

BM Doshi
Proprietor
Membership No. 017370

Place: Mumbai
Date: 16-05-2018

"ANNEXURE B" TO INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under clause (i) of the 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 SHARES & SECURITIES LIMITED ("the Company"), as of 31st March, 2018 in conjunction with our audit of the financial statements of the company for the year ended.

Management's Responsibility for Internal Financial Controls.

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note 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 judgement, 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 March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Sheth Doshi & Associates
Chartered Accountants**

**B M Doshi
Proprietor
Membership No. 017370**

Place: Mumbai
Date: 16-05-2018

TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED				
BALANCE SHEET AS ON 31ST MARCH 2018				
PARTICULARS	NOTES	Rupees in lakhs		
		31-Mar-18	31-Mar-17	1-Apr-16
(1) ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment				
(b) Capital work-in-progress				
(c) Investment Property				
(d) Goodwill				
(e) Other Intangible assets				
(f) Intangible assets under development				
(g) Biological Assets other than bearer plants				
(h) Financial Assets				
(i) Investments				
(ii) Trade receivables				
(iii) Loans	3	540.91	426.37	238.60
(iv) Others (to be specified)				
(i) Deferred tax assets (net)				
(j) Other non-current assets				
(2) Current Assets				
(a) Inventories				
(b) Financial Assets				
(i) Investments	4	0.00	0.00	39.80
(ii) Trade receivables	5	1525.82	3270.91	3273.84
(iii) Cash and cash equivalents	6	74.71	214.59	180.11
(iv) Bank balances other than (iii) above				
(v) Loans	7	25.00	0.00	0.00
(vi) Others (to be specified)				
(c) Current Tax Assets (Net)				
(d) Other current assets	8	295.33	177.47	270.22
TOTAL		2,461.77	4,089.34	4,002.57
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	9	558.95	558.95	558.95
(b) Other Equity	10	(464.38)	(457.50)	(1,112.23)
Liabilities				
(1) Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	11	0.00	2272.22	2272.22
(ii) Trade payables				
(iii) Other financial liabilities	12	0.00	750.00	750.00
(b) Provisions				
(c) Deferred tax liabilities (Net)				
(d) Other non-current liabilities				
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	13	1468.75	182.97	678.94
(ii) Trade payables	14	0.00	635.76	853.51
(iii) Other financial liabilities	15	750.00		
(b) Other current liabilities	16	3.45	1.94	1.18
(c) Provisions	17	145.00	145.00	0.00
(d) Current Tax Liabilities (Net)				
TOTAL		2,461.77	4,089.34	4,002.57
See accompanying notes forming part of the financial statements				
As per our report attached				
For Sheth Doshi & Associates		For and on behalf of the Board		
Chartered Accountants				
Firm Registration No. 110052W				
B M Doshi		Sundar Iyer		Kishnan Muthukumar
Proprietor		Director		Director
M. No. 017370		DIN: 00481975		DIN: 00463579
Place: Mumbai				
Date: 16-05-2018				

TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED					
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018					
		Note No.	Rupees in lakhs		
			31-Mar-18	31-Mar-17	1-Apr-16
I	Revenue From Operations	18	1,754.32	725.98	(911.96)
II	Other Income	19	16.95	41.75	13.76
III	Total Income (I+II)		1,771.27	767.73	(898.20)
IV	EXPENSES				
	Cost of materials consumed				
	Purchases of Stock-in-Trade				
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress				
	Employee benefits expense				
	Finance costs				
	Depreciation and amortization expense		0.00	0.00	10.07
	Other expenses	20	1,741.38	20.23	44.13
	Total expenses		1,741.38	20.23	54.20
V	Profit/(loss) before exceptional items and tax (I- IV)		29.89	747.50	(952.40)
VI	Exceptional Items (Profit on sale of assets)				278.04
VII	Profit/(loss) before tax		29.89	747.50	(674.36)
VIII	Tax expense:				
	(1) Current tax		0.00	145.00	0.00
	(2) Short Provision for earlier years		0.00	0.00	31.13
	(3) Deferred tax		0.00	0.00	17.75
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		29.89	602.50	(723.24)
X	Profit/(loss) from discontinued operations				
XI	Tax expense of discontinued operations				
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)				
XIII	Profit/(loss) for the period (IX+XII)		29.89	602.50	(723.24)
XIV	Other Comprehensive Income				
(A)	(i) Items that will not be reclassified to profit or loss				
	(ii) Income tax relating to items that will not be reclassified to profit or loss				
(B)	(i) Items that will be reclassified to profit or loss				
	(ii) Income tax relating to items that will be reclassified to profit or loss				
XV	Total Comprehensive Income for the period		29.89	602.50	(723.24)
XVI	Earnings per equity share (for continuing operation):				
	(1) Basic		0.53	10.78	(12.94)
	(2) Diluted		0.53	10.78	(12.94)
XVII	Earnings per equity share (for discontinued operation):				
	(1) Basic				
	(2) Diluted				
XVIII	Earnings per equity share(for discontinued & continuing operations)				
	(1) Basic		0.53	10.78	(12.94)
	(2) Diluted		0.53	10.78	(12.94)

See accompanying notes forming part of the financial statements

As per our report attached

For Sheth Doshi & Associates
Chartered Accountants
Firm Registration No. 110052W

B M Doshi
Proprietor
M. No. 017370
Place: Mumbai
Date: 16-05-2018

For and on behalf of the Board

Sundar Iyer Kishnan Muthukumar
Director Director
DIN: 00481975 DIN: 00463579

TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018			
	Rupees in lacs		
	31/03/2018		31/03/2017
CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax		29.89	747.50
Add: Bad debts written off	1723.98		0.00
MTM on unexpired future contracts reversal	(36.77)		0.00
Dividend received	(2.90)		0.00
Interest received	(10.33)	1673.98	(13.75)
Operating profit before working capital changes		1703.87	733.75
Trade and other receivables	(96.75)		103.79
Trade payables and other liabilities	(634.25)		(180.22)
Loans & advances	(16.00)	(747.00)	25.00
Cash generated from operations		956.87	682.32
Direct taxes paid		(123.54)	(212.77)
Net cash flow from operating activities (A)		833.33	469.55
CASH FLOW FROM INVESTING ACTIVITIES			
Bank deposits		173.35	(12.38)
Investments		0.00	47.15
Dividend received		2.90	0.00
Interest received		10.33	13.75
Net cash flow from investing activities (B)		186.58	48.52
CASH FLOW FROM FINANCING ACTIVITIES			
Long term borrowings		(2272.22)	0.00
Short term borrowings		1285.78	(495.97)
Net cash flow from financing activities (C)		(986.44)	(495.97)
Net increase/ (decrease) in cash & cash equivalents (A+B+C)		33.47	22.10
Cash & cash equivalents opening balance		41.24	19.14
Cash & cash equivalents closing balance		74.71	41.24

As Per our report attached

For Sheth Doshi & Associates

Chartered Accountants

Firm Registraron No. 110052W

B.M. Doshi

Proprietor

M. No. 017370

Place: Mumbai

Date: 16-05-2018

For and on behalf of the Board

Sundar Iyer

Director

DIN: 00481975

Kishnan Muthukumar

Director

DIN: 00463579

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

1. General information

The company is wholly owned subsidiary of Twentyfirst Century Management Services Limited, which is a listed company, listed in both BSE and NSE. The Company is only engaged in trading and investment activities in shares and derivatives through NSE and BSE. The Company does not any fixed assets and employees and hence getting services of holding company for day today operations.

2. Significant Accounting Policies

a) Basis of preparation of financial statements

The financial statements of Twentyfirst Century Shares & Securities Ltd., are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis. The Ind AS are prescribed under section 133 of the Companies Act, 2013, and the relevant provisions thereof.

The company has adopted all the Ind AS standards and the adoption was carried out in accordance with the Ind AS 101 "First time adoption of Indian Accounting Standards". The transition was carried out from Indian Generally Accepted Accounting Principles as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company has prepared these financial statements as per the format prescribed in Schedule III to The Companies Act, 2013.

b) Use of estimates

The preparation of financial statements in conformity with the Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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) Property, Plant and Equipments

Property, Plant and Equipments stated at cost less depreciation and impairment losses.

e) Depreciation

Assets are depreciated under the written down value method at the rates prescribed in Schedule II to the companies Act, 2013.

f) Investments

All equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

g) Current & 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.

h) Contingent Liability

Claims against the Company not acknowledged as debts are treated as Contingent Liabilities. Provision in respect of contingent liabilities if any, is made when it is probable that a liability may be incurred and the amount can be reasonably estimated.

i) 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.

j) 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.

k) 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.

NOTE-3			
LONG TERM LOANS & ADVANCES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Unsecured considered good			
Security deposit with NSCCL	0.00	9.00	34.00
Advance payment of taxes	540.91	417.37	204.60
	540.91	426.37	238.60

NOTE-4			
CURRENT INVESTMENTS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Investments in Equity Instruments of others (Quoted)			
	0.00	0.00	39.80
	0.00	0.00	39.80

NOTE-5			
TRADE RECEIVABLES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Sundry debtors			
Unsecured considered doubtful outstanding more than six months	3249.80	3270.91	3273.84
Less: Bad debts written off	1723.98	0.00	0.00
	1525.82	3270.91	3273.84

NOTE-6			
	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Cash and Cash Equivalents			
Balance in current accounts with scheduled banks	74.71	41.24	19.14
Balance in fixed deposit accounts with scheduled banks	0.00	173.35	160.97
	74.71	214.59	180.11

NOTE-7			
SHORT TERM LOANS & ADVANCES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Unsecured considered good			
	25.00	0.00	0.00
	25.00	0.00	0.00

NOTE-8			
OTHER CURRENT ASSETS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Margin for Derrivative segment	295.33	177.47	270.22
	295.33	177.47	270.22

NOTE-9			
SHARE CAPITAL	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Authorised capital			
60,00,000 equity shares of Rs.10/-each	600.00	600.00	600.00
9,00,000 12% Cumulative Redeemable Preference Shares of Rs.100/- each	900.00	900.00	900.00
	1500.00	1500.00	1500.00
Issued, subscribed and paid up			
55,89,500 equity shares of Rs.10/-each fully paid up held by Twentyfirst Century Management Services Limited	558.95	558.95	558.95
	558.95	558.95	558.95

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

Equity shares	31-03-2018		31-03-2017		01-04-2016	
	Qty	Rs. In lacs	Qty	Rs. In lacs	Qty	Rs. In lacs
At the beginning of the period	5589500	558.95	5589500	558.95	5589500	558.95
Issued during the period	Nil	Nil	Nil	Nil	Nil	Nil
Outstanding at the end of the period	5589500	558.95	5589500	558.95	5589500	558.95

Redeemable preference shares	31-03-2018		31-03-2017		01-04-2016	
	Qty	Rs. In lacs	Qty	Rs. In lacs	Qty	Rs. In lacs
At the beginning of the period	750000	750.00	750000	750.00	750000	750.00
Issued during the period	Nil	Nil	Nil	Nil	Nil	Nil
Outstanding at the end of the period	750000	750.00	750000	750.00	750000	750.00

2. Rights, preferences and restrictions attached to shares:**Equity 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.

Cumulative Redeemable Preference Share (CRPS):

The company has issued 7,50,000 12% CRPS of Rs. 100 each. Each CRPS will redeemable at par on 16th September 2018 together with arrears of dividend, if any. Since the dividend payable on CRPS is cumulative, dividend is payable from the date of issue, i.e. 17th September 2009.

3. Details of shares held by Holding Company, the ultimate holding company, their subsidiaries and associates

Particulars	Equity Shares with voting rights	Redeemable Preference shares
As on 31st March 2018 Twentyfirst century Mgt Services Ltd-Holding Company	5589500	750000
As on 31st March 2017 Twentyfirst century Mgt Services Ltd-	5589500	750000
As on 1st April 2016 Twentyfirst century Mgt Services Ltd-Holding Company	5589500	750000

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

Equity shares of Rs. 10/- each fully paid up						
Name	31-03-2018		31-03-2017		01-04-2016	
	Qty	% of holding	Qty	% of holding	Qty	% of holding
Twentyfirst century Mgt Services Ltd	5589500	100	5589500	100	5589500	100

Preference shares of Rs. 100/- each fully paid up						
Name	31-03-2018		31-03-2017		01-04-2016	
	Qty	% of holding	Qty	% of holding	Qty	% of holding
Twentyfirst century Mgt Services Ltd	750000	100	750000	100	750000	100

NOTE-10

OTHER EQUITY	Reserves And Surplus				
	Securities Premium Account	Retained Earnings	General Reserve	Other Item of other comprehensive income	Total
Balance as on 1st April 2016	0.00	(1,117.43)	5.20		(1,112.23)
Profit for the year		602.50			602.50
Restrospective Restatement as per Ind AS		52.23			52.23
Balance as on 31st March 2017	0.00	(462.70)	5.20		(457.50)
Balance as on 1st April 2017	0.00	(462.70)	5.20		(457.50)
Profit for the year		29.89			29.89
Restrospective Restatement as per Ind AS		(36.77)			(36.77)
Balance as on 31st March 2018	0.00	(469.58)	5.20		(464.38)

NOTE-11			
LONG TERM BORROWING	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Due to Holding company	0.00	2272.22	2272.22
	0.00	2272.22	2272.22

NOTE-12			
OTHER CURRENT LIABILITIES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
7,50,000 12% Cumulative Redeemable Preference Shares of Rs. 100/- each redeemable on 16-09-2018 held by Twentyfirst Century Management Services Limited	0.00	750.00	750.00
	0.00	750.00	750.00

NOTE-13			
SHORT TERM BORROWING	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Due to Holding company	1368.75	182.97	678.94
Due to Directors	100.00	0.00	0.00
	1468.75	182.97	678.94

NOTE-14			
TRADE PAYABLES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Due to directors	0.00	458.29	583.29
Due to companies in which directors are interested	0.00	177.47	270.22
	0.00	635.76	853.51

NOTE-15			
OTHER FINANCIAL LIABILITIES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
7,50,000 12% Cumulative Redeemable Preference Shares of Rs. 100/- each redeemable on 16-09-2018 held by Twentyfirst Century Management Services Limited	750.00	0.00	0.00
	750.00	0.00	0.00

Disclosure:

In the absence of sufficient profit and reserves, no provision has been made in the accounts for the redemption of preference shares.

NOTE-16			
OTHER CURRENT LIABILITIES	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Statutory remittance	0.43	0.35	0.13
Outstanding expenses	3.02	1.59	1.05
	3.45	1.94	1.18

NOTE-17			
SHORT TERM PROVISIONS	Rupees in lakhs		
	31-Mar-18	31-Mar-17	1-Apr-16
Provision for tax	145.00	145.00	0.00
	145.00	145.00	0.00

NOTE-18			
REVENUE FROM OPERATIONS	31-Mar-18	31-Mar-17	1-Apr-16
Cash segment	1699.36	(145.54)	352.84
F&O segment	54.96	871.52	(1,264.80)
	1754.32	725.98	(911.96)

NOTE-19			
OTHER INCOME	31-Mar-18	31-Mar-17	1-Apr-16
Interest on fixed deposits	10.33	13.75	12.77
Dividend	2.90	28.00	0.99
Other income	3.72	0.00	0.00
	16.95	41.75	13.76

NOTE-20			
OTHER EXPENSES	31-Mar-18	31-Mar-17	1-Apr-16
Audit fess	1.25	1.15	1.15
Bad debts written off	1723.98	0.00	0.00
Communication expenses	2.61	2.26	10.45
Legal fees	0.00	4.50	0.00
Other expenses	2.33	0.14	27.40
Printing & stationery	0.94	0.57	0.89
Professional fees	4.13	5.61	1.24
Repairs & maintenance	0.14	0.00	0.00
Service charges	6.00	6.00	3.00
	1741.38	20.23	44.13

21. First Time Adoption of IND AS

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

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

Deemed cost

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

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

Designation of previously recognised financial instruments

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

De-recognition of financial assets and liabilities

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

Classification and measurement of financial assets

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

22. The company has been served with a demand of Rs. 365.62 lacs for the assessment year 2010-11 and has paid the entire amount of demand to the Department. The company's appeal to the CIT(A) was decided against the company. The company is in further appeal before the ITAT. The ITAT has heard the appeal and set aside the order and referred the matter back to the Assessing Officer.

23. The company does not attract any income tax liability during the year and hence no provision for tax has been made. 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.

24. EARNINGS PER SHARE

Particulars	31-03-2018	31-03-2017
Net profit/(Loss) After Tax (Rs. In Lacs)	29.89	602.50
Weighted average number of outstanding shares (In Lacs)	55.90	55.90
Basic/Diluted EPS (Face Value of Rs. 10 each)	0.53	10.78

25. RELATED PARTY DISCLOSURES

Related party and their relationship

Related party	Relationship
Twentyfirst Century Management Services Ltd.	Holding Company
Krishnan Muthukumar	Director
Sundar Iyer	Director
Vanaja Sundar Iyer	Relative of Director
Siddharth Sundar Iyer	Relative of Director
Shridhar Iyer	Relative of Director
Twentyfirst Century Money Growth Fund Ltd.	Company in which Director's are interested
Twentyfirst Century Realty Ltd.	Company in which Director's are interested
SI Investments & Broking Pvt Ltd	Company in which Director's 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
AVM Sundaram	Company Secretary
Bhaskar Shetty	CFO

Transactions with the related parties for trading activity

Rs. In Lacs

Name of the party	Nature of transaction	31-03-2018	31-03-2017
Twentyfirst Century Mgmt. Services Ltd.	Long term loans received	0.00	2277.22
Twentyfirst Century Mgmt. Services Ltd.	Short term loans received	1368.75	182.97
SI Investments & Broking Pvt Ltd	Brokerage paid	36.27	18.42
Twentyfirst Century Mgmt. Services Ltd.	Service charges paid	6.00	6.00

26. Auditors Remuneration

Rs. In Lacs

Paticulars	31-03-2018	31-03-2017
Statutory audit	1.25	1.15
Tax audit	0.75	0.60
Appeal and other matters	0.50	4.55
Total	2.50	6.30

27. The company out of doubtful debts of Rs. 3249.80 lacs has written off Rs. 1723.98 lacs as irrecoverable as bad debts during the current year. The balance Rs. 1525.82 is under dispute and in litigation and hence no provision has been made in the accounts in this regard.

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. Previous year figures have been regrouped or rearranged wherever necessary to facilitate comparison.

As per our report of even date attached.

For Sheth Doshi & Associates
Chartered Accountants
Firm Registration No. 110052W

BM Doshi
Proprietor (M. No. 017370)

Place: Mumbai
Date: 16-05-2018

For and on behalf of the Board

Sundar Iyer
Director
DIN: 00481975

Krishnan Muthukumar
Director
DIN: 00463579

If undelivered, please return to

TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED

Registered Office:

1st Floor, Grease House, Zakaria Bundar Road, Sewree - West,

Mumbai 400 015 Tel.: 91 22 24191106 / 24156538 Fax: 91 22 24115260