

**TWENTYFIRST CENTURY SHARES  
AND SECURITIES LIMITED**

**EIGHTY FIRST (81)  
ANNUAL REPORT 2022-2023**

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**TCSS LIMITED SEVENTYNINTH (81) ANNUAL REPORT 2022-23****CORPORATE INFORMATION****Board of Directors**

- Mr. Sundar Iyer - Director and CEO  
Mr. Krishnan Muthukumar - Non-Executive Director  
Ms. Dipti Dinesh Sakpal - Independent Director  
Mr. Balakrishna K. Rai - Independent Director

**KEY MANAGEMENT PERSONNEL:**

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

**BOARD COMMITTEES:****Audit Committee**

- Mr. Balakrishna K Rai - Independent Director - Chairman of the committee  
Ms. Dipti D. Sakpal - Independent Director  
Mr. Sundar Iyer - Executive Director

**Nomination and Remuneration Committee**

- Ms. Dipti D.Sakpal - Independent Director - Chairman of the committee  
Mr. Balakrishna K Rai - Independent Director  
Mr. Krishnan Muthukumar - Non-Executive Director

**Statutory Auditors**

M/s Shankar & Kishor Chartered Accountants

501, 5<sup>th</sup> Floor, T-Square,

Opp. Chandivali Petrol Pump,

Saki Vihar Road, Powai,

Mumbai – 400 072

Phone: 022 28588822/33/44

Mobile: +91 9820267079

E-mail: cashankarkishor@gmail.com

Website: www.cashankarandkishor.com

**Secretarial Auditors**

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

**Principal Bankers**

ICICI BANK LIMITED  
HDFC BANK LIMITED

**Registered Office**

1<sup>st</sup> 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: 2B, 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 **81<sup>st</sup> Annual General Meeting** of the Company will be held on Tuesday, 22nd August 2023 at 4.00 P.M., through Zoom Video Conferencing 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 31<sup>st</sup> March 2023 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 31<sup>st</sup> March 2023, the Report of the Auditors thereon and the Board of Directors for the financial year ended 31<sup>st</sup> March 2023, placed before the members at the 81<sup>st</sup> Annual General Meeting be and hereby received and adopted.”

**Item No.2 - Re-Appointment of MR. KRISHNAN MUTHUKUMAR as Director liable to retire by rotation**

To appoint Mr. Krishnan Muthukumar, (DIN 00463579) 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. Krishnan Muthukumar, (DIN 00463579) be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS****Item No.3 - Approval of Related Party Transactions**

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

**“RESOLVED THAT** pursuant to section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made there under, including any amendment, modification, variation or re-enactment thereof for the time being in force and on the basis of approval of the Audit Committee, the consent of the company be and is hereby accorded for related party transactions to be entered by the company as per chart appended below.

S.No.	Name of the Related Party	Transactions defined u/s188 of the Companies Act, 2013	Value of Transaction	Period
1.	M/s. SI INVESTMENTS AND BROKING PRIVATE LIMITED	BROKING SERVICES For execution of trades in BSE & NSE in Cash and Derivatives Segment as a Business Client	Brokerage and other charges upto Rs.50 lacs	1 <sup>st</sup> April 2023 To 31 <sup>st</sup> March 2024
2.	M/s. LUBRICANTS AND ALLIED PRODUCTS MANUFACTURING COMPANY PRIVATE LIMITED	RENT FOR THE OCCUPATION OF THE PREMISES OWNED BY THE COMPANY	Rent of Rs. 11500 per month plus statutory charges as applicable	1 <sup>st</sup> April 2023 To 31 <sup>st</sup> March 2024
3.	M/s. TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED	CHARGES FOR BUSINESS SERVICES PROVIDED	Rs. 50000 per month	1 <sup>st</sup> April 2023 To 31 <sup>st</sup> March 2024
4.	M/s. TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED	INTEREST FREE SHORT TERM LOANS	UPTO RS. 20 Crore	1 <sup>st</sup> April 2023 To 31 <sup>st</sup> March 2024
5.	Mr. Karthik Iyer – Managing Director of TCMS Limited	Simple Interest @10% per annum on Short Term Loans	Borrowings upto Rs.2000 lacs	1 <sup>st</sup> April 2023 To 31 <sup>st</sup> March 2024
6.	Mr.Sundar Iyer – Director & CEO of the company	Simple Interest @10% per annum on Short Term Loans	Borrowings upto Rs.1000 lacs	1 <sup>st</sup> April 2023 To 31 <sup>st</sup> March 2024

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors / Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.

Place: Mumbai  
Date: 24<sup>th</sup> May 2023

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 and 4 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 and 3 of the Notice, is given below.
- b) In view of the continuing Covid-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- c) Pursuant to the Provisions of the Act, a Member entitled to attend and vote at the AGM, is entitled to appoint a proxy to attend and vote instead of herself/himself and the proxy need not be a member of the company. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
- d) Corporate members are required to send scanned copies of their respective Board or governing body Resolutions/ Authorisations etc., authorizing their representatives to attend the AGM through VC/OAVM on their behalf and to vote at the meeting.
- e) M/s. Shankar & Kishor, Chartered Accountants, who was appointed as Statutory Auditors of the Company at the 77<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> July 2019 to hold the office for the period of 5 years till the conclusion of 82<sup>nd</sup> Annual General Meeting of the Company. Pursuant to the notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending Section 139 of the act and Rules framed thereunder, the mandatory requirement for ratification of appointment of auditors by the members at every Annual General Meeting has been omitted, and hence the Company is not proposing an item on ratification of appointment of auditors at this AGM.
- f) M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, who was appointed as Secretarial Auditors of the Company at the 79<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> June 2021 to hold the office for the period of 3 years till the conclusion of 82<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2024. Pursuant to the notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending Section 139 of the act and Rules framed there under, the mandatory requirement for ratification of appointment of secretarial auditors by the members at every Annual General Meeting has been omitted, and hence the Company is not proposing an item on ratification of appointment of secretarial auditors at this AGM.

**ANNEXURE TO THE NOTICE****AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED**

Particulars of Director	Mr. KRISHNAN MUTHUKUMAR
Date of Birth	15 <sup>TH</sup> OCTOBER 1975
Date of Appointment	14 <sup>TH</sup> MARCH 2013 (Re- appointed on 10 <sup>th</sup> June 2021)
Qualifications	MBA
Expertise in specific functional areas	Industrialist with expertise in construction and real estate business
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Twentyfirst Century Management Services Limited Tridhaatu Renovators Private Limited Tridhaatu Adobes Private Limited Tridhaatu Realty And Infra Private Limited Tridhaatu Constructions Private Limited Tridhaatu Homes Developers India Private Limited Tridhaatu Mumbai Structures Private Limited Indian Gymkhana (Matunga) Limited Saday Constructions Private Limited
Chairman/Member of the committees of company	Member of the Nomination and Remuneration Committee of TCSS Limited
Chairmanships / Memberships of Committees of other Public Companies i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee	Member of the Nomination and Remuneration Committee of TCMS 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: Approval of Related Party Transactions**

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, any amendment thereof, except with prior approval of the Company by Special Resolution, a Company shall not enter into transactions with a related party, in a year exceeding 10% of the Annual turnover as per last audited balance sheet of the Company.

All related party transactions shall require approval of members by way of Special Resolution and it also explains that a transaction considered to be material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual turnover of the company as per the last audited financial statement of the company.

Accordingly in order to comply with above said SEBI (LODR) Regulations 2015 and Section 188 of the Companies Act 2013, approval of shareholders by way of Special Resolution is being sought. The Board at its meeting held on 24<sup>th</sup> May 2023, in order to comply with SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act 2013, has approved the same.

- 1) The contract with SI INVESTMENT AND BROKING PRIVATE LIMITED, MUMBAI for execution of trades in BSE & NSE in Cash and Derivatives Segment as a Business Client each year, for a period from 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 with Broking and other charges not exceeding Rs.50 lacs during the financial year 2023-2024 subject to the approval of the Members of the Company and subject to the conditions as prescribed by the Board.
- 2) The contract with LUBRICANTS AND ALLIED PRODUCTS MANUFACTURING COMPANY PRIVATE LIMITED, MUMBAI for renting out the premises owned by the company for a period from 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 with monthly rent of Rs.11500 per month, during the financial year 2023-2024 subject to the approval of the Members of the Company and subject to the conditions as prescribed by the Board.
- 3) Monthly service charges of Rs.50,000 plus all other applicable statutory charges, (Annual charges being Rs.300,000) for the business related services rendered by M/s.TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED, which falls under the definition of material related party transaction during the financial year 2023-24.
- 4) To borrow Interest free short term loans upto Rs.20,00,00,000 (Rupees Twenty Crore only) from M/s.TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED, which falls under the definition of material related party transactions during the financial year 2023-24. The amount proposed to be borrowed will be within the borrowing powers of the company.
- 5) To borrow short term loans upto Rs.20,00,00,000 (Rupees Twenty Crore only) from Mr.Karthik Iyer – Managing Director of the company with simple interest @10% per annum, which falls under the definition of material related party transactions during the financial year 2023-24. The amount proposed to be borrowed will be within the borrowing powers of the company.
- 6) To borrow short term loans upto Rs.10,00,00,000 (Rupees Ten Crore only) from Mr.Sundar Iyer – Managing Director of the company with simple interest @10% per annum, which falls under the definition of material related party transactions during the financial year 2023-24. The amount proposed to be borrowed will be within the borrowing powers of the company.

All the prescribed disclosures as required under the Companies Act, 2013 and Companies (meeting of Board and its power) Rules, 2014 are given below:

**Name of the Related Parties:**

SI Investment And Broking Private Limited

Lubricants And Allied Products Manufacturing Company Private Limited

Twentyfirst Century Shares And Securities Limited

Twentyfirst Century Management Services Limited

Mr.Sundar Iyer-Whole-Time Director and CEO

Mr.Karthik Sundar Iyer–Managing Director of TCMS Limited

As per SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act, 2013 it requires Special Resolution and therefore your board recommends the resolution for your approval. All the prescribed disclosures as required under the Companies Act, 2013 and Companies (meeting of Board and its power) Rules, 2014 are given below:

1. Name of the Related party:

A. SI INVESTMENT AND BROKING PRIVATE LIMITED

B. LUBRICANTS AND ALLIED PRODUCTS MANUFACTURING COMPANY PRIVATE LIMITED

C. TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

D. SHRI SUNDAR IYER – DIRECTOR & CEO

E. MR. KARTHIK IYER – MANAGING DIRECTOR OF TCMS LIMITED

2. Name of the Director or Key Managerial Personnel who is related if any:

Mr. Sundar Iyer, Director (Chairman) & CEO

3. Nature of Relationship:

Mr. Sundar Iyer, Director (Chairman) & CEO of the Company is a Shareholder of SI INVESTMENT AND BROKING PRIVATE LIMITED and his relatives are shareholders and Directors of SI INVESTMENT AND BROKING PRIVATE LIMITED

Mr. Sundar Iyer and his relatives are shareholders of LUBRICANTS AND ALLIED PRODUCTS MANUFACTURING COMPANY PRIVATE LIMITED, MUMBAI

4. Nature, Material Terms, Monetary value and other Particulars:

Broking and other charges not exceeding Rs.50 lacs during the financial year 2023- 2024

Rent of Rs.11500 per month plus other applicable statutory charges during the financial year 2023-2024

Except Mr. Sundar Iyer, Mr. Karthik Iyer and Mr. Krishnan Muthukumar - Directors of the Company, none of other Directors or the Key Managerial Personnel or their relatives is interested or concerned in the Resolution set out in item no. 3.

## DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 81<sup>st</sup> Annual Report of your company together with the Auditor's Report for the year ended 31<sup>st</sup> March 2023.

### FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31<sup>st</sup> March 2023.

Rupees in lacs

Particulars	31/3/2023	31/3/2022
Profit/(Loss) before depreciation & tax	(236.88)	2989.34
Depreciation	1.75	2.36
Profit/(Loss) before tax	(238.63)	2986.98
Provision for tax / Short Provision	9.85	0.00
Deferred Tax	(0.23)	(0.38)
Profit/(Loss) after tax	(248.25)	2987.36

### BUSINESS & PERFORMANCE

During the current financial year the company has incurred Loss from operations of Rs.238.63 lacs as against profit of Rs. 2986.98 lacs during the last financial year.

### STATE OF COMPANY'S AFFAIRS

The company's performance during the year was marginal. The company is concentrating in consolidation and the management is confident that the profitability from trading and investment operations during the current year will be moderate. The company has repaid all its long term liabilities excepting the Cumulative Non-Convertible Redeemable Preference Shares.

### DIVIDEND

Your company has not declared any dividend due to inadequacy of profits for the Financial Year ended 31<sup>st</sup> March 2023.

Your company has also not provided for any dividend on 12% Cumulative Redeemable Non-convertible Preference Shares during this year.

### RESERVES

During the financial year 2022-23, the Board did not propose transfer of any amount to any reserves due to inadequacy of profits.

### 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 31<sup>st</sup> March 2023, 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 31<sup>st</sup> March 2023 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 control was in place and that the financial controls were adequate and were operating effectively.
- f) those systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **INDEPENDENT DIRECTORS' DECLARATION**

Mr. Balakrishna K Rai and Ms. Dipti Dinesh Sakpal, who are Independent Directors as on 31<sup>st</sup> March 2023, 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 of the Company as on 31<sup>st</sup> March, 2023 as provided under Section 92(3) of the Act and can be accessed at the holding company's website – [www.tcms.bz](http://www.tcms.bz) under the heading "Annual Return in Form MGT – 9 of the subsidiary"

### **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 the 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**

Company has given unsecured loans to holding company – Twentyfirst Century Management Services Limited during the financial year 2022-23 and the outstanding balance was Rs. as on 31<sup>st</sup> March 2023. There have been no guarantees given under Section 186 of the Act during the financial year 2022-23.

**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 AOC 2 below.

**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/ trans actions	(c) Duration of the contracts / arrangements/ trans actions	(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 approvalby 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 Trading Client	One Year	The company will put through all transactions relating to purchase and sale of shares and in Derivatives Segment of NSE & BSE	Limit of Rs.50 lacs approved by the BM held on 25 <sup>th</sup> May 2022 Approved by the shareholders at the AGM held on 12 <sup>th</sup> July 2022	Brokerage as per rates applicable to clients. Margin money as required for Derivatives Segment will be paid. Brokerage paid during the year 2022-23 is Rs.0.85 lacs
TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED	For Business Services received	One Year	Business Services provided to the company	Approved in the Board Meeting held on 25 <sup>th</sup> May 2022	Rs. 50000 per month paid for one year during FY 2022-23
TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED	Interest Free Short Term Loans	One Year	Interest Free Short Term Loans	Approved in the Board Meeting held on 25 <sup>th</sup> May 2022	Outstanding as on 31 <sup>st</sup> March 2023 – Rs.299.28 lacs
LUBRICANTS AND ALLIED PRODUCTS MFG CO PVT LIMITED	Rental agreement for providing lease of premises	One Year	Rent of Rs.11500 per month		Rs.11500 per month paid for one year – fy 2022-23

## **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.

There has been no change in the nature of business of the company.

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

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

#### **A. CONSERVATION OF ENERGY:**

- (i) The steps taken or impact on conservation of energy
- (ii) The steps taken by the Company for utilizing alternate sources of energy
- (iii) The capital investment on energy Conservation equipments;

Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques

Total energy consumption per unit of production is as follows:

<b>Sl. No</b>	<b>Particulars</b>	<b>Current Year 2022-23</b>	<b>Previous Year 2021-22</b>
1	Electricity purchased from Electricity Boards	NIL	NIL
	a. Total units purchased /consumed	NIL	NIL
	b. Total amount of Electricity bill (in Rs.)	NIL	NIL
2	Own generation through Diesel generator	NIL	NIL
	Diesel generator (in unit)	NIL	NIL
	Fuel (in ltrs.)	NIL	NIL
	Average unit generated per ltr.	NIL	NIL
	Rate per unit (in Rs.)	NIL	NIL

**B. TECHNOLOGY ABSORPTION:**

The Company has taken various efforts in utilizing the maximum available sources of technology and has increased its productivity during the year. There is no major technology absorption or research & development cost incurred during the year.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

	2022-23	2021-22
Foreign Exchange outgo	NOT APPLICABLE	
Imports (CIF)	NOT APPLICABLE	NOT APPLICABLE
Travel	NOT APPLICABLE	NOT APPLICABLE
Foreign Exchange Earned:	NOT APPLICABLE	
F.O.B. Value of Exports	NOT APPLICABLE	NOT APPLICABLE

**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 Trading and Investment 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 or reportable material weaknesses in the design or operation were observed.

**MAINTENANCE OF COST RECORDS**

Maintenance of Cost Records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company.

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

Your Company has always believed in providing a safe and harassment free work place for every individual working in the Company through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Further the company has zero tolerance for sexual harassment at workplace.

The Company has constituted an Internal Complaint Committee with three members, as per the provisions of the sexual harassment of women at work place (prevention, prohibition and redressal) Act, 2013 and complied with the provisions of the same.

Internal Complaint Committee Members

1. Presiding Officer-Ms. Jaylaxmi Mukta (Employee of the Company)
2. Member-Ms. Dipti D.Sakpal (Independent Woman Director of the Company)
3. Member- Mr.Bhaskar Shetty (CFO of the Company)

The Committee met once in the financial year 2022-23, on 17th March 2023 to assess the position in the company.

The Company has displayed in the Notice Board of the company the particulars regarding

1. Instructions to the employees
2. Procedure to be followed for lodging complaint and in redressal.
3. Complaint mechanism

The Company is committed to provide a safe and conducive work environment to its employees during the financial year. Your Directors state that during the financial year, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal ) Act, 2013.

## **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. Krishnan Muthukumar retires at this Annual General Meeting and being eligible offer himself for re- appointment.

Ms. Dipti D Sakpal was re-appointed as Independent Director w.e.f 18th April 2022 for a (second term) period of 5 years

## **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

## **PARTICULARS REGARDING BOARD OF DIRECTORS AND COMMITTEES AND THE MEETINGS HELD DURING THE YEAR 2022-23**

### **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 2022-2023, Five (5) meetings were held on the following dates: 18th April 2022, 25th May 2022, 10th August 2022, 9th November 2022 and 8th February 2023.

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 31.03.2023 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 including this Company	Other Companies/ Committee Chairmanships in Audit Committee/ Stakeholder Committee	Other Companies Committee Memberships in Audit Committee/ Stakeholder Committee
Mr. Sundar Iyer	Executive Director & CEO	5	Yes	5	Nil	1
Mr. Krishnan Muthukumar	Non Executive Non Independent Director	5	Yes	12	Nil	1
Ms. Dipti D. Sakpal	Independent Non- Executive Woman Director	5	Yes	3	1	2
Mr. Balakrishna K Rai	Independent Non - Executive Director	5	Yes	2	1	2

### 1. 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. B.K.Rai	Chairman – Independent Director
Ms.Dipti D. Sakpal	Member – Independent Director
Mr. Sundar Iyer	Member – Executive Director

**Chairman is a Non-Executive Independent Director.**

#### **Meeting and Attendance of the Committee**

During the financial year 2022-2023, Four (4) Committee Meetings were held on the following dates:

25<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 9<sup>th</sup> November 2022 and 8<sup>th</sup> February 2023.

**The attendance of directors at the Audit Committee meetings held during the year 2022-2023 is given below:**

<b>Name</b>	<b>Category of membership</b>	<b>Meetings held</b>	<b>Meetings attended</b>
Mr. B.K.Rai	Chairman	4	4
Ms. Dipti D. Sakpal	Member	4	4
Mr. Sundar Iyer	Member	4	4

#### **B. Nomination and Remuneration Committee Composition**

The company derived immense benefit from the deliberation of Nomination and Remuneration Committee comprising of the following directors of the company:

<b>Name</b>	<b>Category of membership</b>
Ms. Dipti D.Sakpal	Chairman – Independent Director
Mr. B.K.Rai	Member – Independent Director
Mr. Krishnan Muthukumar	Member – Non-Executive Director

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

#### **Meeting and Attendance of the Committee**

During the financial year 2022-23 Two (2) Committee Meetings were held on 16<sup>th</sup> April 2022 and 25<sup>th</sup> May 2022.

The attendance of directors at the Nomination and Remuneration Committee meetings held during the year 2022-2023 is given below

The terms of reference of the Nomination and Remuneration Committee are as per the Charter as mentioned above.

<b>Name</b>	<b>Category of membership</b>	<b>Meetings held</b>	<b>Meetings attended</b>
Mr. Dipti D.Sakpal	Chairman	2	2
Mr. B.K.Rai	Member	2	2
Mr. Krishnan Muthukumar	Member	2	2

**The last Annual General Meeting was held on 12th July 2022.**

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Your company is meeting one of the thresholds as prescribed under Companies Act, 2013, i.e., Net Profit greater than Rs.5 Crore or Turnover greater than Rs.1000 Crore or Networth greater than Rs.500 Crore since the company has made a profit of Rs.2986.98 lacs during the previous

financial year 2021-22. However since the average net profit for the last three years is Rs.612.52 lacs, the company is required to spend Rs.12.25 lacs under the provisions of the Corporate Social Responsibility Act during the financial year 2022-23.

As required under the provisions of Sec 135(1) of the Companies Act, 2013 the company has formed a Corporate Social Responsibility Committee under the Chairmanship of Shri Sundar Iyer – Director and CEO of the company. The other members of the Committee being –

1. Mr. B.K.Rai – Independent Director
2. Ms. Dipti D Sakpal – Independent Director

The Committee met on 8<sup>th</sup> February 2023 and noted that Rs.12.50 lacs were spent under CSR Activities as per the provisions of the Companies Act, 2013.

### **ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2022-23**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

Brief outline of the Company's CSR policy, projects and programs proposed to be undertaken with web-link to CSR policy and projects or programs	Company has identified projects in helping patients who require medical assistance and hospital facilities. Accordingly the company has spent funds under CSR activities during the financial year 2022-23.
Composition of the CSR Committee.	Mr. Sundar Iyer (Chairman of the committee) Mr. B.K.Rai Ms. Dipti D Sakpal
Average Net profits of the company for the last three financial year	Profit of Rs.2986.98 lacs for the Financial Year 2021-22. Average Profit - Rs. 612.52 lacs
Prescribed CSR expenditure (Two percent of the amount in item no. 3 above)	Two percent of the average profit – Rs.12.25 lacs need to be spent under CSR Activities during this financial year 2022-23
Details of CSR Spent during the Financial Year	Rs.12.50 lacs were spent as per the provisions of the Act.

### **Manner in which the amount was spent during the financial year ended 31.03.2023**

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 spent Rs.12.50 lacs by contributing to Army Welfare Fund.
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

**VIGIL MECHANISM**

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

**AUDITORS & AUDIT REPORT**

M/s. Shankar & Kishor, Chartered Accountants (Firm Registration No. 112451W), auditors of the company have been appointed as the Statutory Auditors of the company, for a period of 5 years, commencing from the conclusion of 77<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 82<sup>nd</sup> Annual General Meeting (AGM), in the 77<sup>th</sup> Annual General Meeting of the company held on 12<sup>th</sup> July 2019.

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

No material observations were made in the report.

**REPORTING OF FRAUDS BY AUDITORS**

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

**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 2022-23 and their report is annexed with this report as ANNEXURE I.

**Observations made by the Secretarial Auditors of the company in their report are given below:**

In our opinion and as identified and informed by Management, the following laws are specifically applicable to the Company as the company is engaged in the activity of secondary market trading in securities and derivatives.

1. Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
2. Reserve Bank of India Act, 1934
3. Securities Contract Regulation Act, 1956 and Rules Framed thereunder.

It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above except: -

- a. 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).

We further report that during the audit period no events have occurred, which have a major bearing on the Company's affairs, except the following:

1. Reappointment of Ms. Dipti D Sakpal – independent director for a second term of five years w.e.f. 18<sup>th</sup> April 2022
2. Redeemable preference shares of 7,50,000 held by the Parent Company, the maturity period of which has been extended up to 16-09-2024 with the approval of CRPS holder.

Our Reply:

- a. We have nothing to say in the matter excepting that we are arranging to approach RBI for obtaining NBFC Registration required under (RBI NBFC Rules and Regulations).

### **SHARE CAPITAL**

Paid up share capital as on 31st March 2023 was Rs.5,58,95,000. During the year there were no share allotments.

### **EXTRACT OF THE ANNUAL RETURN**

The submission of extract of Annual Return in MGT-9 is dispensed with in terms of Companies (Management and Administration) Amendment Rules, 2021. Hence the question of attaching the MGT-9 with this report does not arise

The Annual Return of the Company as on 31st March, 2023 is available on the Holding Company's website and can be accessed at the holding company's website – [www.tcms.bz](http://www.tcms.bz) under the heading "Annual Return in Form MGT – 9 of the subsidiary"

### **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.

### **DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.**

No Application is made by the company or any proceedings are pending under the Insolvency and Bankruptcy code, 2016 during the year

### **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

Not Applicable, since the company has not borrowed from any Banks or Financial Institutions.

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

Place: Mumbai

Date: 24<sup>th</sup> May 2023

## Annexure - I

## == Lakshmmi Subramanian & Associates

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

**Secretarial Audit Report for the financial year ended 31.03.2023**  
 [Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the  
 Companies (Appointment and Remuneration of Managerial 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 Twentyfirst Century Shares and 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, 2023 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 also examined the following with respect to the new amendment issued vide SEBI Circular number CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and Exchange Circular no. 20230316-14 dated March 16, 2023 (Regulation 24 A of SEBI(LODR)).

- (a) all the documents and records made available to us and explanation provided by Twentyfirst Century Shares and Securities Limited ("the Company"),
- (b) books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs and other records maintained by Twentyfirst Century Shares and Securities Limited ("the Company") for the financial year ended on 31st March, 2023 according to the provisions as applicable to the Company during the period of audit and subject to the reporting made hereinafter and in respect of all statutory provisions listed hereunder:
  - i. The Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
  - iii. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



LAKSHMMI SUBRAMANIAN &amp; ASSOCIATES

Continuous Sheet

- 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent as subsidiary of listed holding company;

We hereby report that

- a. The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- b. The Company has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- c. There were no actions taken against the Company/its promoters/directors either by SEBI or by Stock Exchanges (including under the Standard Operation Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India as amended from time to time.

In our opinion and as identified and informed by Management, the following laws are specifically applicable to the Company as the company is engaged in the activity of secondary market trading in securities and derivatives.

1. Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
2. Reserve Bank of India Act, 1934
3. Securities Contract Regulation Act, 1956 and Rules Framed thereunder.

It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above except: -

- a. 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)

We further report that there were no actions/events in the pursuance of

1. The Securities and Exchange Board of India (Share Bases Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time;



LAKSHMMI SUBRAMANIAN &amp; ASSOCIATES

*Continuous Sheet*

2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time;
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended from time to time;
4. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time;
5. Securities and Exchange Board of India (Issue and Listing of Securitized Debt Instruments and Security Receipts) Regulations, 2008 as amended from time to time;
6. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of audit, in our opinion, adequate systems and control mechanism exist in the Company to monitor and ensure compliance with other applicable general laws including Human Resources and Labour Laws.

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 company is well constituted with proper balance of Executive Directors, non - Executive Directors and Independent Director except for the reappointment of an independent Director for the second term.

Notice is given to all directors to schedule the Board 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 no events have occurred, which have a major bearing on the Company's affairs, except the following:

1. Reappointment of Ms. Dipti D Sakpal - independent director for a second term of five years w.e.f. 18th April 2022



**LAKSHMMI SUBRAMANIAN & ASSOCIATES***Continuous Sheet*

2. Redeemable preference shares of 7,50,000 held by the Parent Company, the maturity period of which has been extended up to 16-09-2024 with the approval of CRPS holder.

Place: Chennai  
Date: 27-06-2023

For LAKSHMMI SUBRAMANIAN &amp; ASSOCIATES



Lakshmi Subramanian

Senior Partner

FCS No.3534

C.P. No. 1087

P.R. No: 1670/2022

**UDIN: F003534E000510084**

**LAKSHMMI SUBRAMANIAN & ASSOCIATES***Continuous Sheet***ANNEXURE - A**

To,  
The Members  
Twentyfirst Century Shares and Securities Limited

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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai  
Date: 27-06-2023

For LAKSHMMI SUBRAMANIAN & ASSOCIATES



Lakshmmi Subramanian  
Senior Partner  
FCS No.3534  
C.P. No. 1087  
P.R. No: 1670/2022  
**UDIN: F003534E000510084**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED REPORT ON THE AUDIT OF STANDALONE FINANCIAL STATEMENTS**

#### **Opinion**

We have audited the accompanying financial statements of TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2023 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 ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	Evaluation of uncertain tax Positions	We have obtained the details of tax assessments & demands for all the cases disputed from the
	The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. (Refer note 17(f) to the standalone financial statements.	Management. We involved our internal expertise to challenge the Management's underlying assumptions over the possible outcome of the disputes. We have also considered other rulings in evaluating the Management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at 31st March, 2023 to evaluate whether any change was required on these uncertainties.

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit 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. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, Statement of Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. 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 A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

- g. With respect to the matter to be included in the Auditors’ Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the company has not paid any remuneration paid to its directors during the current year.

- h. 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 17(f) to the Standalone 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

- iv. (i) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

- v) The company has not declared any dividend during the year.
- vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books for account using accounting software which has a feature of recording audit trail (edit

log) facility is applicable to the company with effect from April 1,2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31,2023.

2. As required by the Companies (Auditors Report) Order, 2020 ('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 B" a statement on the matters specified in paragraphs 3 & 4 of the Order.

**For Shankar & Kishor**  
**Chartered Accountants**  
**Firm Registration No. 112451W**

**Shankar Shetty**  
**Partner**  
**Membership No. 038139**  
**UDIN : 23038139BGZDUL2890**

**Place: Mumbai**  
**Date: 24<sup>th</sup> May 2023**

**“ANNEXURE A” TO INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Twentyfirst Century Shares and Securities Limited of even date)**

Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

**Opinion**

We have audited the internal financial controls over financial reporting of TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED (the “Company”) as of March 31, 2023 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 Board of Directors of the Company 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 (the “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 the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS’ RESPONSIBILITY**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the 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 the 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal financial 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 ICAI.

**For Shankar & Kishor**  
**Chartered Accountants**  
**Firm Registration No. 112451W**

**Shankar Shetty**  
**Partner**  
**Membership No. 038139**  
**UDIN : 23038139BGZDUL2890**

**Place: Mumbai**  
**Date: 24<sup>th</sup> May 2023**

**“ANNEXURE B” TO INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Twentyfirst Century Shares and securities Limited of even date)**

To the best of our information and according to the explanation provided to us by the Company and the books of accounts and record examined by us in the normal course of audit, we state that:

- i. In respect of the Company’s fixed assets:
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. The company has no immovable property. In respect of immovable properties of land and building that have been taken on lease, the lease agreements are in the name of the Company. However, the Security Deposit for the premises taken on lease has not been paid by the company.
  - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
  - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The company is primarily engaged in trading activities in securities market. Accordingly, it holds Inventory in shares.  
  
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in or provided security to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans and advances in the nature of loans to 1 of the company details of which are stated below. However, the Company has not provided any guarantees in the nature of loans during the year to companies, firms or limited liability partnerships or any other parties during the year.

- (a) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has granted loans to Holding Company as below :

<b>Particulars</b>	<b>Amount (Rs. lacs)</b>
Aggregate amount repaid during the year (TwentyFirst Century Management Services Limited)	Rs.549.05
Balance outstanding as at the Balance Sheet date (TwentyFirst Century Management Services Limited)	Rs.299.28

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, in the case of loans and advances in the nature of loans given, the repayment of principal and payment of interest has been not stipulated and the repayments or receipts have been regular.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is an outstanding amount for more than ninety days in respect of loans and advances in the nature of loans given.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loans granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans or advances in the nature of loans given to same parties.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- a. The Company has generally been regular in depositing undisputed statutory dues, including Income Tax, and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were no undisputed amounts payable except Income Tax in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- c. Details of dues of Income Tax which have not been deposited as at March 31, 2023 on account of dispute are given below:

<b>Name of Statute</b>	<b>Nature of dispute</b>	<b>Amount (Rs. in lacs)</b>	<b>Period for which the amount relates</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Income tax	2.45	A.Y 2016-17	CIT (Appeals)-9 Mumbai

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. a) The Company has not taken any loans from banks/financial institution during the year. Accordingly, clause 3(ix) of the order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) As auditors, we did not receive any whistle-blower complaint during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
  - (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi (a) The Company is not registered under section 45-IA of the Reserve Bank of India Act, 1934.
  - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
  - (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- xvii. The Company has incurred cash losses of Rs.246.73 lakhs in the current year and there was no cash loss in the previous year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due

within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount towards Corporate Social Responsibility ("CSR") under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For Shankar & Kishor**  
**Chartered Accountants**  
**Firm Registration No. 112451W**

**Shankar Shetty**  
**Partner**  
**Membership No. 038139**  
**UDIN : 23038139BGZDUL2890**

**Place: Mumbai**  
**Date: 24<sup>th</sup> May 2023**

**BALANCE SHEET AS ON 31ST MARCH 2023**

PARTICULARS	NOTES	Rupees in lakhs	
		31-Mar-23	31-Mar-22
<b>(1) ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	1	5.00	6.75
(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			
(iv) Loans	2	0.17	3.84
(v) Others (to be specified)			
(i) Deferred tax assets (net)		1.27	1.04
(j) Other non-current assets			
<b>(2) Current Assets</b>			
(a) Inventories	3	1076.96	501.12
(b) Financial Assets			
(i) Investments			
(ii) Trade receivables	4	0.00	0.00
(iii) Cash and cash equivalents	5	19.81	13.58
(iv) Bank balances other than (iii) above			
(v) Loans	6	299.28	848.33
(vi) Others (to be specified)			
(c) Current Tax Assets (Net)			
(d) Other current assets	7	0.30	0.12
<b>TOTAL</b>		<b>1,402.79</b>	<b>1,374.78</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	8	558.95	558.95
(b) Other Equity	9	88.95	60.96
<b>Liabilities</b>			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade payables			
(iii) Other financial liabilities	10	750.00	750.00
(b) Provisions			
(c) Deferred tax liabilities (Net)			
(d) Other non-current liabilities			
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	0.00	0.00
(ii) Trade payables			
(iii) Other financial liabilities			
(b) Other current liabilities	12	4.89	4.87
(c) Provisions			
(d) Current Tax Liabilities (Net)			
<b>TOTAL</b>		<b>1,402.79</b>	<b>1,374.78</b>

As per our report of even date

**For Shankar & Kishor**

Chartered Accountants

Firm Registration No. 112451W

**Shankar B Shetty**

Partner

M. No. 038139

Place: Mumbai

Date: 24<sup>th</sup> May 2023**For and on behalf of the Board****Sundar Iyer**

Director

DIN: 00481975

**AVM Sundaram**

Company Secretary

**Krishnan Muthukumar**

Director

DIN: 00463579

**Bhaskar Shetty**

CFO

**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023**

		Note No.	Rupees in lakhs	
			31-Mar-23	31-Mar-22
I	Revenue From Operations	13	445.15	27278.62
II	Other Income	14	13.63	39.38
<b>III</b>	<b>Total Income (I+II)</b>		<b>458.78</b>	<b>27318.00</b>
IV	EXPENSES			
	Purchase of stock in trade		961.78	23394.22
	Change in inventory		(299.60)	(660.23)
	Direct expenses		1.73	50.38
	Employee benefits expense			
	Finance costs			
	Depreciation and amortization expense		1.75	2.36
	Other expenses	15	31.75	1544.29
	<b>Total expenses</b>		<b>697.41</b>	<b>24331.02</b>
<b>V</b>	<b>Profit/(loss) before exceptional items and tax (I- IV)</b>		<b>(238.63)</b>	<b>2986.98</b>
VI	Exceptional Items			
<b>VII</b>	<b>Profit/(loss) before tax</b>		<b>(238.63)</b>	<b>2986.98</b>
<b>VIII</b>	Tax expense:			
	(1) Current tax		0.00	0.00
	(2) Short provision of income tax for earlier years		9.85	0.00
	(3) Deferred tax		(0.23)	(0.38)
<b>IX</b>	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>(248.25)</b>	<b>2987.36</b>
<b>X</b>	<b>Profit/(loss) from discontinued operations</b>			
<b>XI</b>	<b>Tax expense of discontinued operations</b>			
<b>XII</b>	<b>Profit/(loss) from Discontinued operations (after tax) (X-XI)</b>			
<b>XIII</b>	<b>Profit/(loss) for the period (IX+XII)</b>		<b>(248.25)</b>	<b>2987.36</b>
<b>XIV</b>	<b>Other Comprehensive Income</b>			
(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		117.13	(159.11)
	(ii) Income tax relating to items that will be reclassified to profit or loss			
<b>XV</b>	<b>Total Comprehensive Income for the period</b>		<b>(131.12)</b>	<b>2828.25</b>
<b>XVI</b>	<b>Earnings per equity share (for continuing operation):</b>			
	Basic & Diluted		(4.44)	53.44
<b>XVII</b>	<b>Earnings per equity share (for discontinued operation):</b>			
	Basic & Diluted			
<b>XVIII</b>	<b>Earnings per equity share(for discontinued &amp; continuing operations)</b>			
	Basic & Diluted		(4.44)	53.44

As per our report of even date

**For Shankar & Kishor**  
Chartered Accountants  
Firm Registration No. 112451W

**Shankar B Shetty**  
Partner  
M. No. 038139  
Place: Mumbai  
Date: 24<sup>th</sup> May 2023

**For and on behalf of the Board**

**Sundar Iyer**  
Director  
DIN: 00481975

**AVM Sundaram**  
Company Secretary

**Krishnan Muthukumar**  
Director  
DIN: 00463579

**Bhaskar Shetty**  
CFO

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2023**

	Rupees in lacs			
	31 <sup>st</sup> March 2023		31 <sup>st</sup> March 2022	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before tax		(238.63)		2986.98
Add: Depreciation	1.75		2.36	
MTM on Investments -Previous year	159.11		0.00	
Loans & Advances & Sundry BalW/off	0.00		1525.51	
MTM on Investments -Current year	117.13		(159.11)	
Dividend	(1.75)	276.24	(38.38)	1330.38
Operating profit before working capital changes		37.61		4317.36
Trade and other receivables	0.00		0.45	
Loans and advances	548.87		(848.33)	
Trade payables and other liabilities	0.02	548.89	(0.51)	(848.39)
<b>Cash generated from operations</b>		586.50		3468.97
Direct taxes paid		(6.18)		(3.84)
<b>Net cash flow from operating activities (A)</b>		<b>580.32</b>		<b>3465.13</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Inventories		(575.84)		(501.12)
Dividend Received		1.75		38.38
<b>Net cash flow from investing activities (B)</b>		<b>(574.09)</b>		<b>(462.74)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Short term borrowings		0.00		(3001.25)
<b>Net cash flow from financing activities (C)</b>		<b>0.00</b>		<b>(3001.25)</b>
<b>Net increase/ (decrease) in cash &amp; cash equivalents (A+B+C)</b>		<b>6.23</b>		<b>1.14</b>
<b>Cash &amp; cash equivalents opening balance</b>		<b>13.58</b>		<b>12.44</b>
<b>Cash &amp; cash equivalents closing balance</b>		<b>19.81</b>		<b>13.58</b>

As per our report of even date

**For Shankar & Kishor**  
Chartered Accountants  
Firm Registration No. 112451W

**Shankar B Shetty**  
Partner  
M. No. 038139  
Place: Mumbai  
Date: 24<sup>th</sup> May 2023

For and on behalf of the Board

**Sundar Iyer**  
Director  
DIN: 00481975

**AVM Sundaram**  
Company Secretary

**Krishnan Muthukumar**  
Director  
DIN: 00463579

**Bhaskar Shetty**  
CFO

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023****General information**

Twentyfirst Century Shares & Securities Limited company engaged in investments in Capital Market and Futures & Options segment. The company is a wholly owned subsidiary of Twentyfirst Century Management Services Limited which is also engaged in trading activities like Capital Market and Futures & Options segment. The Company does not have any employees and hence getting services of holding company for day-to-day operations.

<b>NOTE -1</b>		
<b>PROPERTY, PLANT AND EQUIPMENTS</b>		
<b>Particulars</b>	<b>Furniture</b>	<b>Total</b>
Gross Carrying Value as at 01-04-2022	13.13	13.13
Additions	0.00	0.00
Deletions	0.00	0.00
<b>Gross Carrying Value as at 31-03-2023</b>	<b>13.13</b>	<b>13.13</b>
Accumulated depreciation as at 01-04-2022	6.38	6.38
Depreciation	1.75	1.75
Accumulated depreciation as at 31-03-2023	8.13	8.13
<b>Net carrying value as at 31-03-2023</b>	<b>5.00</b>	<b>5.00</b>

<b>NOTE-2</b>		
<b>LONG TERM LOANS &amp; ADVANCES</b>	Rupees in lakhs	
	<b>31- Mar -2023</b>	<b>31- Mar -2022</b>
Advance payment of taxes	0.17	3.84
	<b>0.17</b>	<b>3.84</b>

<b>NOTE-3</b>		
<b>INVENTORIES</b>	Rupees in lakhs	
	<b>31- Mar -2023</b>	<b>31- Mar -2022</b>
Stock in trade (At fair market value)	1076.96	501.12
	<b>1076.96</b>	<b>501.12</b>
<b>Disclosure:</b>		
<b>Details of Inventories</b>		
	Rupees in lakhs	
<b>Scrip</b>	<b>Cost</b>	<b>Fair Value</b>
HARIOM PIPE INDUSTRIES LTD	959.83	1,076.96
<b>Total</b>	<b>959.83</b>	<b>1,076.96</b>

<b>NOTE-4</b>		
<b>TRADE RECEIVABLES</b>	Rupees in lakhs	
	<b>31- Mar -2023</b>	<b>31- Mar -2022</b>
Sundry debtors		
Unsecured considered doubtful outstanding more than six months	0.00	0.00
	<b>0.00</b>	<b>0.00</b>

<b>NOTE-5</b>		
	Rupees in lakhs	
	<b>31- Mar -2023</b>	<b>31- Mar -2022</b>
<b>Cash and Cash Equivalents</b>		
Balance in current accounts with scheduled banks	19.81	13.58
	<b>19.81</b>	<b>13.58</b>

<b>NOTE-6</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>	Rupees in lakhs	
	<b>31- Mar -2023</b>	<b>31- Mar -2022</b>
Due from Holding company	299.28	848.33
	<b>299.28</b>	<b>848.33</b>

<b>NOTE-7</b>		
<b>OTHER CURRENT ASSETS</b>	Rupees in lakhs	
	<b>31- Mar -2023</b>	<b>31- Mar -2022</b>
Other receivable	0.30	0.12
	<b>0.30</b>	<b>0.12</b>

<b>NOTE-8</b>		
<b>SHARE CAPITAL</b>	Rupees in lakhs	
	<b>31- Mar -2023</b>	<b>31- Mar -2022</b>
Authorised capital		
60,00,000 equity shares of Rs.10/-each	600.00	600.00
9,00,000 12% Cumulative Redeemable Preference Shares of Rs.100/- each	900.00	900.00
	<b>1500.00</b>	<b>1500.00</b>
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
	<b>558.95</b>	<b>558.95</b>

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

Equity shares	31-03-2023		31-03-2022	
	Qty	Rs. In lacs	Qty	Rs. In lacs
At the beginning of the period	5589500	558.95	5589500	558.95
Issued during the period	Nil	Nil	Nil	Nil
Outstanding at the end of the period	5589500	558.95	5589500	558.95

Redeemable preference shares	31-03-2023		31-03-2022	
	Qty	Rs. In lacs	Qty	Rs. In lacs
At the beginning of the period	750000	750.00	750000	750.00
Issued during the period	Nil	Nil	Nil	Nil
Outstanding at the end of the period	750000	750.00	750000	750.00

Equity shares	31- Mar -2023	
	Qty	Rs. In lacs
At the beginning of the period	5589500	558.95
Issued during the period	Nil	Nil
Outstanding at the end of the period	5589500	558.95

Redeemable preference shares	31- Mar -2023	
	Qty	Rs. In lacs
At the beginning of the period	750000	750.00
Issued during the period	Nil	Nil
Outstanding at the end of the period	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 CRPS was due for payment on 16-09-2021. Since the company could not redeem the same, the maturity of CRPS has been extended upto 16-09-2024 with the approval CRPS share holders in the meeting held on 15-09-2021.

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

<b>Equity shares of Rs. 10/- each fully paid up</b>				
<b>Name</b>	<b>31-03-2023</b>		<b>31-03-2022</b>	
	<b>Qty</b>	<b>% of holding</b>	<b>Qty</b>	<b>% of holding</b>
Twentyfirst century Mgt Services Ltd (Including Nominies)	5589500	100	5589500	100

<b>Preference shares of Rs. 100/- each fully paid up</b>				
<b>Name</b>	<b>31-03-2023</b>		<b>31-03-2022</b>	
	<b>Qty</b>	<b>% of holding</b>	<b>Qty</b>	<b>% of holding</b>
Twentyfirst century Mgt Services Ltd	750000	100	750000	100

**5. Details of promoters shares in the company**

<b>Equity shares of Rs. 10/- each fully paid up</b>				
<b>Name</b>	<b>31-03-2023</b>		<b>31-03-2022</b>	
	<b>Qty</b>	<b>% of holding</b>	<b>Qty</b>	<b>% of holding</b>
Twentyfirst century Mgt Services Ltd (Including Nominies)	5589500	100	5589500	100

<b>Preference shares of Rs. 100/- each fully paid up</b>				
<b>Name</b>	<b>31-03-2023</b>		<b>31-03-2022</b>	
	<b>Qty</b>	<b>% of holding</b>	<b>Qty</b>	<b>% of holding</b>
Twentyfirst century Mgt Services Ltd	750000	100	750000	100

NOTE-9					
OTHER EQUITY	Reserves & Surplus				
	Securities Premium Account	Retained Earnings	General Reserve	Other comprehensive income	Total
<b>Balance as on 31st March 2021</b>		<b>(2,772.49)</b>	<b>5.20</b>		<b>(2,767.29)</b>
Profit for the year		2,987.36		(159.11)	2,828.25
<b>Balance as on 31st March 2022</b>		<b>214.87</b>	<b>5.20</b>	<b>(159.11)</b>	<b>60.96</b>
Profit for the period		(248.25)		117.13	(131.12)
Other comprehensive income reversed				159.11	159.11
<b>Balance as on 31st March 2023</b>		<b>(33.38)</b>	<b>5.20</b>	<b>117.13</b>	<b>88.95</b>

NOTE-10		
OTHER FINANCIAL LIABILITIES	Rupees in lakhs	
	31-Mar-23	31-Mar-22
7,50,000 12% Cumulative Redeemable Preference Shares of Rs. 100/- each redeemable on 16-09-2024 held by Twentyfirst Century Management Services Limited		
	750.00	750.00
	750.00	750.00

NOTE-11		
SHORT TERM BORROWING	Rupees in lakhs	
	31-Mar-23	31-Mar-22
Due to Holding company	0.00	0.00
	0.00	0.00

NOTE-12		
OTHER CURRENT LIABILITIES	Rupees in lakhs	
	31-Mar-23	31-Mar-22
Statutory remittance	0.89	0.75
Outstanding expenses	4.00	4.12
	4.89	4.87

<b>NOTE-13</b>		
<b>REVENUE FROM OPERATIONS</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>
Sale of shares	445.15	25027.03
Profit/(Loss) from F&O segment	0.00	2251.59
	<b>445.15</b>	<b>27278.62</b>
<b>Disclosure:</b>		
<b>Profit from cash segment</b>		
Purchase of shares	961.78	23394.22
Sale of shares	445.15	25027.03
Change in inventory	(299.60)	(660.23)
	<b>(217.03)</b>	<b>2293.04</b>
Less: Broking charges	1.73	50.38
<b>Profit from cash segment</b>	<b>(218.76)</b>	<b>2242.66</b>

<b>NOTE-14</b>		
<b>OTHER INCOME</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>
Dividend received	1.75	38.38
Recovery of bad debts written off	11.88	0.00
Other income	0.00	1.00
	<b>13.63</b>	<b>39.38</b>

<b>NOTE-15</b>		
<b>OTHER EXPENSES</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>
Audit fess	2.50	2.50
Bad debts written off	0.00	1525.51
Communication expenses	1.57	1.66
CSR contribution	12.50	0.00
Directors sitting fees	1.63	1.57
DP charges	0.01	0.07
Other expenses	1.60	1.80
Printing & stationery	0.94	0.97
Professional fees	3.63	2.69
Repairs & maintenance	0.00	0.16
Rent	1.37	1.36
Service charges	6.00	6.00
	<b>31.75</b>	<b>1544.29</b>

## 16. Significant Accounting Policies

### a. Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (“the Act”) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. 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. As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year figures reported in this statement. The financial statements are prepared under the historical cost basis except for following assets and liabilities which have been measure at fair value:

- Certain Financial Assets & Liabilities (including derivative instruments)

### b Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### c. Revenue Recognition

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

### d. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

## **Financial Assets**

### **Initial Recognition**

The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

### **Subsequent measurement**

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria:

#### Non-derivative financial instruments

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

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss

## **e. Income taxes**

### **Current Tax:**

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

**Deferred Tax:**

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

**f. Property, Plant and Equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives. Depreciation on all assets of the Company is provided on WDV Method at the rates and manner prescribed in Schedule II to the Companies Act, 2013.

The useful life of items of property, plant and equipment is mentioned below:

Particulars	Years
Furniture & Fixture	10 Years

**g. Recent Accounting Pronouncements**

Minister of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standard under Companies (Indian Accounting Standards) Rules as issued from time to time on March 31,2023, MCA amended the companies (Indian Accounting Statndards) Amendment Rules, 2023, as below:

Ind As 1 Presentation of Financial Statements – This Amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual period beginning on or after April 1,2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statement.

Ind As 8 Accounting Policies, Changes in Accounting Estimates and Errors – This amendment has introduced a definition of ‘accounting estimates’ and included amendments to Ind As 8help to entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual period beginning on or after April 1,2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind As 12 – Income Taxes – This amendment has narrowed the scope the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual period beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

**h. Depreciation**

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

**i. Lease Accounting**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the Risks and rewards of ownership to the lessee. All other leases are classified as operating leases. In respect of assets taken on operating lease, lease rentals are recognized as an expense in the Statement of Profit and Loss on straight line basis over the lease term unless another systematic basis is more representative of the time pattern in which the benefit is derived from the leased asset; or the payments to the lessor are structured to increase in the line with expected general inflation to compensate for the lessor's expected inflationary cost increases

**j. Provisions & Contingent Liabilities**

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

**k. Impairment of Nonfinancial Assets**

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

**l. Cash and Cash Equivalent**

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

**m. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**n. Trade & Other Payables**

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

**o. Segment reporting**

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

**17. NOTES TO ACCOUNTS:****a. Audit Fees**

Rs. in Lacs

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Statutory Audit	1.50	1.50
Tax audit	1.00	1.00
<b>TOTAL</b>	<b>2.50</b>	<b>2.50</b>

**b. Remuneration of Directors and Key Managerial Personnel**

Remuneration to other Directors:

Rs. in lacs

Name of the Director	Designation	Remuneration	Sitting Fees
Krishnan Muthukumar	Director	NA	0.31
Dipti Sakpal	Independent Director	NA	0.46
Sundar Iyer	Director	NA	0.40
B K Rai	Independent Director	NA	0.46

**c. Deferred tax asset of Rs. 0.23 lacs have been created for difference in written down value of fixed assets between books and tax accounts, detailed as under:**

Rs. in lacs

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
On timing differences on depreciation on fixed assets	0.74	1.24
Deferred tax thereon	0.23	0.38

## d. EARNING PER SHARE Rs. In Lacs

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Net profit/(Loss) After Tax	(248.25)	2987.36
Weighted average number of outstanding shares	55.90	55.90
Basic/Diluted EPS (Face Value of Rs. 10 each)	(4.44)	53.44

## e. Related party disclosures as required under IND AS-24 (Related Party Disclosures)

## Related party and their relationship

Related party	Relationship
TwentyfirstCentury Management Services Ltd.	Holding Company
Sundar Iyer	Director
Krishnan Muthukumar	Director
B .K Rai	Independent director
Dipti Sakpal	Independent director
SI Investments & Broking 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

Rs. In Lacs

Name of the party	Nature of transaction	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Twentyfirst Century Mgmt. Services Ltd.	Short term loan Given	299.28	848.33
SI Investments & Broking Pvt Ltd	Brokerage paid	0.84	39.85
Twentyfirst Century Mgmt. Services Ltd.	Service charges paid	6.00	6.00
Lubricants & Allied Products Mfg. Co. Pvt. Ltd	Rent paid	1.38	1.38
Dipti Sakpal	Directors sitting fees	0.46	0.43
Krishnan Muthukumar	Directors sitting fees	0.31	0.31
Sundar Iyer	Directors sitting fees	0.40	0.40
B.K Rai	Directors sitting fees	0.46	0.43

- f. The Company has not provided income tax liability of Rs. 2.45 Lacs for AY2016-17 that may arise in respect of income tax matters pending in appeal. It is not practicable to estimate the timing of cash outflows in respects of this matter. However, the company has been advised that it has fair chance of winning the appeal.
- g. Company has 3,19,709 shares of listed companies' scripts belong to clients which are reflected in the Demat accounts of the company against their dues pending with company out of this most of the share is delisted are not being traded in stock exchange. The mentioned shares are not reflecting in the books of accounts because as they do not belong to the company.
- h. During the year shares held by the company against bad debts, were sold and recovered Rs. 11.88 Lacs, and same has been shown under other income - recovery against bad debts w/off during earlier year.
- i. 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.
- j. Figures of the previous year have been regrouped/ rearranged wherever necessary to correspond with the figures of the current year. Amounts and other disclosures for the preceding period are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.
- k. The financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency. All amounts have been rounded off to lakhs upto two decimal places, unless otherwise indicated.
- l. Pursuant to criteria specified in section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, CSR provisions are applicable to the Company for FY 2022-23.

The Company has constituted a Corporate Social Responsibility (CSR) committee which have recommended to the Board a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. The Corporate Social Responsibility policy has been devised in accordance with Section 135 of the Companies Act, 2013. The brief outline of the corporate social responsibility (CSR) policy of the Company is set out in Annexure VIII of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The company has spent 12.50 Lacs in FY 2022-23. Details regarding the CSR Committee please refer to the corporate governance report.

(Rs. In Lacs)

Sr No	Particular	Amount
(a)	Amount required to be spent by the Company during the year,	12.50
(b)	Amount of expenditure incurred,	12.50
(c)	Shortfall at the end of the year,	NIL
(d)	Total of previous years shortfall	NIL
(e)	Reason for shortfall,	NIL
(f)	Nature of CSR activities	Army welfare Fund
(g)	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	NA
(h)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA

- m. MCA notification dated 24th March 2021 for amendments to Schedule iii disclosures which are not applicable:

Title deeds of Immovable Property not held in name of the Company - Not applicable as there are no immovable properties other than lease hold properties

Details of Benami Property and its proceedings- Not applicable as there are no proceedings which have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

Willful Defaulter - Not applicable as the Company has no loans from Banks or Financial Institution and the Company has not been classified as a willful defaulter

Relationship with Struck off Companies - Not applicable as there no transactions with Struck off Companies

Compliance with number of layers of companies - Not Applicable as the Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Compliance with approved Scheme(s) of Arrangements - Not Applicable as the Company no Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

Details of Crypto Currency or Virtual Currency - Not Applicable as the Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

### OTHER STATUTORY INFORMATION

As per section 248 of the Companies Act, 2013, there are no balances outstanding with struck off companies.

The Company do not have any Capital-work-in progress or intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

The Company do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act,1961.

#### n. Ratio Analysis

Ratios	31/03/2023	31/03/2022	Variance (%)	Reason for Variance
(a) Current Ratio	285.55	279.91	-2.02	
(b) Return on Equity Ratio	-0.38	4.82	107.95	Company is engaged in trading in equity derivative segment and Investment in Capital Market therefore the revenue of the company normally depends on the market fluctuation hence there is huge difference
(c) Inventory turnover ratio	0.82	68.87	98.81	Company is engaged in trading in equity derivative segment and Investment in Capital Market therefore the revenue of the company normally depends on the market fluctuation hence there is huge difference

Ratios	31/03/2023	31/03/2022	Variance (%)	Reason for Variance
(d) Trade Receivables turnover ratio	NA	NA	NA	
(e) Trade payables turnover ratio	NA	NA	NA	
(f) Net capital turnover ratio	0.22	35.75	99.38	Company is engaged in trading in equity derivative segment and Investment in Capital Market therefore the revenue of the company normally depends on the market fluctuation hence there is huge difference
(g) Net profit ratio	-0.52	0.11	576.84	Company is engaged in trading in equity derivative segment and Investment in Capital Market therefore the revenue of the company normally depends on the market fluctuation hence there is huge difference
(h) Return on Capital employed	-0.17	2.18	107.83	Company is engaged in trading in equity derivative segment and Investment in Capital Market therefore the revenue of the company normally depends on the market fluctuation hence there is huge difference
(i) Return on investment	-0.37	4.82	107.64	Company is engaged in trading in equity derivative segment and Investment in Capital Market therefore the revenue of the company normally depends on the market fluctuation hence there is huge difference

As per our report of even date

**For Shankar & Kishor**  
Chartered Accountants  
Firm Registration No. 112451W

**Shankar B Shetty**  
Partner  
M. No. 038139

Place: Mumbai  
Date: 24<sup>th</sup> May 2023

**For and on behalf of the Board**

**Sundar Iyer**  
Director  
DIN: 00481975

**AVM Sundaram**  
Company Secretary

**Krishnan Muthukumar**  
Director  
DIN: 00463579

**Bhaskar Shetty**  
CFO



If undelivered, please return to

**TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED**

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