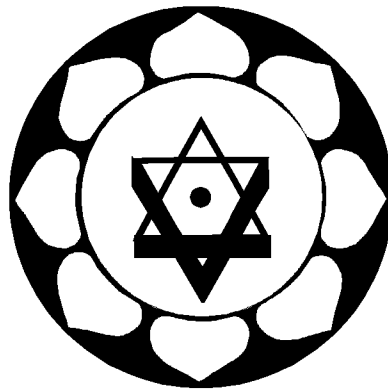


**TWENTYFIRST CENTURY
MANAGEMENT SERVICES LTD**



**28th ANNUAL REPORT
2013 - 2014**



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BOARD OF DIRECTORS

Mr. SUNDAR IYER
Chairman

Mr. IYER VISHWANATH
Independent Director

Mr. S. HARIHARAN
Independent Director

Mr. KRISHNAN MUTHUKUMAR
Director

COMPANY SECRETARY

Mr. A. V. M. SUNDARAM

AUDITORS

M/s. LAKHANI & LAKHANI
Chartered Accountants
Mumbai

BANKERS

ICICI BANK LIMITED
HDFC BANK LTD
STATE BANK OF TRAVANCORE

REGISTERED OFFICE

No. 158, 1st Floor, Eldams Road,
Alwarpet, Chennai - 600 018.

CORPORATE OFFICE

1st Floor, Grease House,
Zakaria Bundar Road, SEWREE,
Mumbai - 400 015.

SHARE TRANSFER AGENTS

LINK INTIME INDIA PVT. LTD.,
C13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W), Mumbai - 400 078.
Phone: (022) 25963838
Fax: (022) 25946969



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting of the Company will be held on Friday, 27th June, 2014 at 3.30 p. m. at Asha Nivas, No. 9, Rutland Gate 5th Street, Chennai - 600 006 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of profit & loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Krishnan Muthukumar, (DIN 00463579) who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.
3. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

“Resolved that in accordance with applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, Messrs. Lakhani & Lakhani, Mumbai, Chartered Accountants (Registration Number 115728W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS

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

“Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S. Hariharan, (DIN 02545610) Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice of candidature in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

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

Resolved That pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013, M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, having office at “Murugesu Naicker Complex, No. 81, Greams Road, Chennai - 600 006 be and is hereby appointed as Secretarial Auditors of the company in order to furnish Secretarial Audit Report on and from the financial year ending 31.03.2015 as required under the provisions of said section on a remuneration to be fixed by the Board of Directors.

By Order of the Board

Place: Mumbai
Date : 16.05.2014

A. V. M. SUNDARAM
Company Secretary

**NOTES:**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- b) The instrument appointing proxy, (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 28th annual general meeting of the company. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company in advance. The Members / Proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the Meeting.
- c) With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
- d) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- e) The Register of Members and Share Transfer books of the Company will remain closed from 23rd June, 2014 to 27th June, 2014 (both days inclusive). for the purpose of Annual General Meeting.
- f) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C - 13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078, quoting their Folio Number(s).
- g) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
- h) Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.



i) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during business hours on all days up to the date of Annual General Meeting.

j) Profile of directors seeking re-appointment as stipulated in terms of Clause 49 of the listing agreement with the stock exchanges is provided in the report on corporate governance, which forms an integral part of this annual report.

k) Voting through Electronic Means

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for Electronic Voting Sequence Number of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in physical Form
Pan*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the < TMSEV1234Z > in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <30/05/2014> in the DOB field.

vii) After entering these details appropriately, click on “SUBMIT” tab.

viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the relevant EVSN on which you choose to vote.
- xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that your dissent of the Resolution.
- xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:
- A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B) The voting period begins on 20th June 2014 at 9.00 am and ends on 21st June at 5.00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th May 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write and email to helpdesk evoting@cdslindia.com.
- i) The E-voting period commences on 20th June 2014, 9.00 a.m. and ends on 21st June 2014, 5.00 p.m.



- ii) Ms. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries (C.P.No. FCS 1087) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iii) The Scrutinizer shall within a period of 3 working days from the conclusion of the e-voting period unblock the votes and make the Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.tcms.bz within 2 days of the passing of the resolutions at the AGM of the Company and Communicated to the BSE / NSE
- v) The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith.

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

Item No. 4

Mr. S. Hariharan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 2013. Mr. S. Hariharan is Chairman of the Shareholders/Investors Grievance and Share Transfer Committee, of the Board of Directors of the Company.

Mr. S. Hariharan is not a Director in any other Company in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. S. Hariharan retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013. Mr. S. Hariharan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice of candidature has been received from a member proposing Mr. S. Hariharan as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs. 1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. S. Hariharan fulfils the conditions

By Order of the Board

Place: Mumbai
Date : 16.05.2014

A. V. M. SUNDARAM
Company Secretary



specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. S. Hariharan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any day.

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

Except Mr. S. Hariharan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested,

financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.5

In terms of Section 204 of the Companies Act, 2013 all the listed companies are mandated to appoint a Company Secretary in Whole Time Practice for the purpose of obtaining Secretarial Audit Report on and from the financial year ending 31.03.2015.

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

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

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



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 28th ANNUAL REPORT of your company together with the Auditor's Report for the year ended 31st March 2014.

FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March 2014.

	Rupees in Lacs	
	31/03/2014	31/03/2013
Profit / (Loss) from capital market operations	91.26	5.32
Other Income	17.09	7.06
Profit / (Loss) before Depreciation & Tax	(15.42)	(45.96)
Interest	0.00	0.00
Depreciation	10.98	14.65
Profit / (Loss) before tax	(26.40)	(60.61)
Provision for tax	0.00	0.00
Less: Deferred tax liability (asset)	(0.78)	(1.48)
Profit / (Loss) after tax	(25.65)	(59.13)

BUSINESS & PERFORMANCE

During the year under review, the Company has incurred a loss of Rs.25.65 Lacs, against the net loss of Rs.59.13 Lacs, in the last financial year. Our company had shifted the focus on core business of investments. Further the expenditure on account of personnel and administration expenses have also been reduced considerably.

DIVIDEND

In the absence of profit during the year, directors regret their inability to recommend dividend for the financial year 2013-14.

FUTURE PROSPECTS

The global environment is likely to continue to be an area of concern, although conditions have improved since the beginning of this Financial Year 2014-15. The market expects the change in the government at the Centre during the Financial Year 2014-15 and a stable & strong government with majority will support the country's exports and increase access to global capital. Inflation targeting by RBI is also an encouraging factor.

Since our company is directly related to Equity Market Investments we hope that the improved sentiment in the market will give us an opportunity to increase the market operations, thereby improving the profitability of the company.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section titled "Corporate Governance" has been annexed to this Annual Report.

DEPOSITS

Your company has not accepted any deposits from the public during the year under review. There are no outstanding deposits as on 31st March 2014.

PARTICULARS OF EMPLOYEES

The Company has no employees, who are in receipt of remuneration, requiring disclosure under Section 217(2A) of the Companies Act, 1956.

AUDITORS

M/s. Lakhani & Lakhani, Chartered Accountants, Auditors of the company retire at the ensuing Annual General Meeting and are eligible for reappointment.



Auditors of the company in their report made an observation that, the company has no internal audit department, commensurate with the size of the company and nature of its business.

Also they have made comment on non provision of gratuity in the accounts in the event of any employee leaving services by reason of death or incapability.

Regarding internal audit system, management is of the opinion that (as the company does not have volume of transaction - other than investments in Equities - which are directly under supervision of the Chairman) the decision to have the internal audit system be deferred and can be considered later.

Regarding non provision of gratuity, the management opines that, gratuity for the period of services rendered by the employees, is being paid to the employees leaving services by reason of resignation, and due to death or incapability, to the legal heirs of the deceased or to the employee disabled and accounted for on cash basis. Hence no provision is made in the books of the company. However the Board of Directors has decided to compute the gratuity payable to all the employees as on 31st March 2014 and to invest the computed amount in appropriate investments schemes to enable the company to pay the gratuity to employees leaving the services by reason of death or incapability or resignation.

Regarding the Non-Provision for Doubtful Debts by the subsidiary, the management is of the opinion that the subsidiary company does not have adequate profits to provide for the doubtful debts. Even if the same has been provided the company does not have adequate Capital and Reserves and thereby the company's Net-worth would have been negative. This is the prime reason for the company to surrender the TRADING MEMBERSHIP OF NSEIL in the month of August 2013. Further the company

will now be concentrating in recovering the Trade Receivables of the company during this year. The subsidiary will also undertake other activities such as real estate investments to augment its resources and to improve its profitability which would enable the company to repay the loans obtained from the holding company. Hence the company has not provided for the doubtful debts though it is considered as doubtful debts.

DIRECTORS

Mr. Krishnan Muthukumar, Director of the company shall retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re - appointment.

Mr. S. Hariharan - Independent Director of our company shall retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Mr. S. Hariharan is re-appointed as Independent Director in terms of the provisions of the Companies Act, 2013.

As stipulated in terms of Clause 49 of the listing agreement with the stock exchanges, the brief resume of Mr. S. Hariharan and Mr. Krishnan Muthukumar, is provided in the report on corporate governance, which forms an integral part of this annual report.

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

Conservation of Energy

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