



**TWENTYFIRST CENTURY  
MANAGEMENT SERVICES LTD**

**30<sup>th</sup> ANNUAL REPORT  
2015-2016**



## THIRTIETH ANNUAL REPORT 2015 - 2016

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Annual General Meeting will be held on Tuesday, 27<sup>th</sup> December 2016 at 3.30 p.m. at ASHA NIVAS, No.9, Rutland Gate 5th Street,, Chennai – 600 006.

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting

THIRTIETH ANNUAL REPORT 2015 - 2016

**CORPORATE INFORMATION**

**Board of Directors**

Mr. Sundar Iyer -	Chairman
Mr. Krishnan Muthukumar -	Non-Executive Director
Mr. Iyer Vishwanath –	Independent Director
Mr. S.Hariharan –	Independent Director
Ms. Sita Sunil –	Independent Director (From 21 <sup>st</sup> April 2015)

**Company Secretary & Compliance Officer** – Mr.A.V.M.Sundaram

**Chief Financial Officer** – Mr.Bhaskar Shetty

**Board Committees:**

**Audit Committee**

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

**Stakeholders Relationship Committee**

Mr. S.Hariharan– (Chairman of the committee)  
Ms. Sita Sunil - Member  
Mr. Sundar Iyer - Member

**Nomination and Remuneration Committee**

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

**Corporate Social Responsibility Committee**

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

**Statutory Auditors**

M/s Lakhani & Lakhani  
Chartered Accountants  
B-2, 3<sup>rd</sup> Floor, Ashar IT Park,  
**Road No.162, Wagle Estate,**  
**Ambika Nagar, Thane – West – 400604**  
Email ID: [info@lakhana.com](mailto:info@lakhana.com)

**Secretarial Auditors**

M/s Lakshmmi Subramanian&Associates  
Practising Company Secretaries  
MurugesaNaicker Complex,  
No.81, Greams Road, Chennai-600006

**Internal Auditors**

M/s. Om Prakash S.Chaplot & Co  
Chartered Accountants

**Principal Bankers**

ICICI BANK LIMITED  
HDFC BANK LIMITED  
STATE BANK OF TRAVANCORE

**Registrars & Share Transfer Agents**

Link Intime India Pvt. Limited  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup (W), Mumbai-400 078  
Tel: 25963838, Fax: 25946969

**Stock Exchanges Where Company's Securities are listed**

BSE Limited - 526921  
National Stock Exchange of India Limited - (Trading in Scrip Suspended)

**Registered Office**

NO.67, OLD NO.28-A, DOOR NO.G-3., Eldams Road,  
Alwarpet, Chennai – 600 018  
*Tel: 24328452, Fax: 24328252*

**Corporate 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

**Website**

[www.tcms.bz](http://www.tcms.bz)

**Investor Relations Email ID**

[investors@tcms.bz](mailto:investors@tcms.bz)

**Corporate Identity Number**

L74210TN1986PLC012791

**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the **30th Annual General Meeting** of the Company Twentyfirst Century Management Services Ltd will be held on Tuesday, 27<sup>th</sup> December, 2016 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. Item No.1 – Adoption of financial statements**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2016 and the reports of the Board of Directors (the Board) and Auditors thereon.

**2. Item No.2 – Appointment of Shri Krishnan Muthukumar as a director liable to retire by rotation**

To appoint a director in the place of Mr.Krishnan Muthukumar, (DIN 00463579) who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

**3. Item No.3 - Ratification Appointment of Auditors**

To ratify the appointment of the auditors of the Company and to fix their remuneration. In this connection, to

consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provision of Sections 139,141,142 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the appointment of Messrs. Lakhani & Lakhani, Mumbai, Chartered Accountants, (Registration Number **115728W**) Chartered Accountant, Mumbai as the Statutory Auditor of the Company, made for the period of 5 years at the previous Annual General Meeting held on 17.07.2015 be and is hereby ratified by the members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company based on the recommendation of the company.

**SPECIAL BUSINESS****Item No.4 - Approval of Related Party Transactions**

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

RESOLVED THAT pursuant to Section 188 of the Companies Act 2013 and the provisions of Clause 23 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification thereof for the time being in force) approval of the Company be and is hereby accorded to the Board of Directors entering into contract / arrangements/ transactions with M/s. SI BROKING AND INVESTMENTS LIMITED (a Trading Member of National Stock Exchange of India, Mumbai) a related party as defined under section 2(76) of the Companies Act, 2013 for availing or rendering of any service, appointment of any agent for purchase or sale of goods, materials, services or property, such related party's appointment to any office or place of profit in the Company, its subsidiary Company or Associate Company and underwriting the subscription of any securities or derivatives thereof, of the Company or other obligation if any, on such terms and conditions as may be mutually agreed upon between the Company and M/s. SI BROKING AND INVESTMENTS LIMITED.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for ratification of the aforesaid related party transaction already entered in to by the company exceeding the threshold limit as specified in Rule 15 (3) of the Companies (Meeting of the Board and its Power) Rule 2014, and which are material in nature in terms of the SEBI (Listing Obligations and Disclosure Requirements) 2015.

RESOLVED Also THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things , settle any queries, difficulties, doubts that may arise with regard to any transaction

with related party, finalize the terms and conditions as may be necessary, expedient of desirable and execute such agreements, documents and writings and make to filings as may be necessary, in order to give effect to this resolution in the best interest of the Company.

By Order of the Board

Place: Mumbai      A. V. M. SUNDARAM  
Date: 2.12.2016      Company Secretary

**NOTES:**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.
- 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 30th annual general meeting of the company.

- c) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company in advance.
- 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 letter head of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- e) The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith to attend the Meeting.
- f) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 21<sup>st</sup> December 2016 to Tuesday, 27<sup>th</sup> December 2016 (both days inclusive) for the purpose of Annual General Meeting.
- g) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of the special business under Item No. 4 is annexed hereto.
- h) Electronic copy of the AGM notice of the company inter alia indicating the process and manner e-voting along with attendance slip and proxy form is being sent to all the members whose email ID s are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
- i) Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their respective Depository Participant(s) and to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C - 13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400 078, quoting their Folio Number(s).
- j) 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.
- k) All documents referred to in the accompanying notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all working days from the date hereof up to the date of Annual General Meeting.



- l) Information as required under regulation 36 (3) SEBI ( LODR) regulations, 2015 in respect of directors being reappointed

<b>Particulars of Director</b>	
<b>Name</b>	<b>Mr. Krishnan Muthukumar</b>
<b>DIN. No</b>	<b>00463579</b>
<b>Date of Birth</b>	<b>15<sup>th</sup> October 1975</b>
<b>Date of Appointment</b>	<b>27.06.2014</b>
<b>Qualifications</b>	<b>MBA</b>
<b>Expertise in specific functional areas real</b>	<b>Industrialist with expertise in construction and estate business</b>
<b>Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)</b>	TRIDHAATU REALTY AND INFRA PRIVATE LIMITED TRIDHAATU CONSTRUCTIONS PRIVATE LIMITED TRIDHAATU HOMES DEVELOPERS INDIA PRIVATE LIMITED  TRIDHAATU MUMBAI STRUCTURES PRIVATE LIMITED  TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED  KOOH SPORTS PRIVATE LIMITED  INDIAN GYMKHANA (MATUNGA) LIMITED
<b>Chairmanships /Memberships Of Committees of other Public Companies</b>	
<b>i. Audit Committee</b>	
<b>i. Stakeholders Relationship Committee</b>	
<b>iii. Nomination and Remuneration Committee</b>	<b>NIL</b>
<b>Number of shares held in the Company</b>	43700 (0.4162%)

- m) The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund on 31<sup>st</sup> March 2016.
- n) **Voting through Electronic Means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. Any members who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.
- IV. The option of voting by show of hands will not be available for members presenting the General Meeting in view of clear provision of section 107 of the Companies Act 2013, i.e voting by show of hands would not be allowable in cases where rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.
- V. The remote e-voting period commences on 24<sup>th</sup> December 2016 (9:00 am) and ends on 26<sup>th</sup> December 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> December 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.