

**TWENTYFIRST CENTURY  
MANAGEMENT SERVICES LTD**



**31st ANNUAL REPORT  
2016-2017**





# Inside

Corporate Information	-	1-2
Notice of AGM	-	3-16
Directors' Report	-	17-40
Management Discussion and Analysis	-	41-46
Corporate Governance Report	-	47-58
Certificate on Corporate Governance	-	59
Statement in Form AOC-1 related to Subsidiary Companies	-	60-61
Secretarial Audit Report	-	64-67
Annual Report on CSR activities FY 2016-17	-	68

## Standalone Financial Statements

Independent Auditors' Report	-	69-79
Balance Sheet	-	80
Statement of Profit and Loss	-	81
Notes forming part of the Financial Statements	-	82-91
Cash Flow Statement	-	92

## Consolidated Financial Statements

Independent Auditors' Report	-	93-103
Balance Sheet	-	104
Statement of Profit and Loss	-	105
Notes forming part of the Consolidated Financial Statements	-	106-117
Cash Flow Statement	-	118

Attendance Slip	-	119
Proxy Form	-	120-122
Route Map	-	123

Annual General Meeting will be held on Thursday, 28th September 2017 at 4.00 p.m. at ASHA NIVAS, No.9, Rutland Gate 5th Street, Chennai 600 006.

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





## **THIRTY FIRST (31) ANNUAL REPORT 2016-2017**

### **CORPORATE INFORMATION**

#### **Board of Directors**

Mr. Sundar Iyer	- Chairman & CEO
Mr. Krishnan Muthukumar	- Non-Executive Director
Mr. Iyer Vishwanath	- Independent Director
Mr. S.Hariharan	- Independent Director
Ms. Sita Sunil	- Independent Director (Resigned on 9th January 2017)
Ms. Dipti D. Sakpal	- Independent Director (Appointed on 18th April 2017)

Company Secretary – Mr.A.V.M.Sundaram

Chief Financial Officer – Mr.Bhaskar Shetty

#### **Board Committees:**

##### **Audit Committee**

Mr. Iyer Vishwanath – (Chairman of the committee)

Mr. S.Hariharan

Mr. Sundar Iyer

##### **Stakeholders Relationship Committee**

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

Ms.Sita Sunil (Resigned on 9th January 2017)

Mr. Sundar Iyer

##### **Reconstituted due to appointment of Independent Director**

##### **Ms. Dipti D. Sakpal on 18th April 2017**

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

Ms.Dipti D. Sakpal

Mr. Sundar Iyer

##### **Nomination and Remuneration Committee**

Mr. Iyer Vishwanath – (Chairman of the committee)

Mr. S.Hariharan

Mr. Sundar Iyer

##### **Corporate Social Responsibility Committee**

Mr. Sundar Iyer – (Chairman of the committee)

Mr. Iyer Vishwanath

Mr. S.Hariharan



### **Statutory Auditors**

M/s Lakhani & Lakhani  
Chartered Accountants  
B-2, 3rd Floor, Ashar IT Park,  
Road No.162, Wagle Estate,  
Ambika Nagar, Thane –West – 400604  
**Email ID: info@lakhanica.com**

### **Secretarial Auditors**

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

### **Internal Auditors**

M/s. Om Prakash S.Chaplot & Co  
Chartered Accountants  
101, Vatsalya Building  
Vatsalya Co-oprative Society  
Andheri - West,  
Mumbai - 400053.

### **Principal Bankers**

ICICI BANK LIMITED  
HDFC BANK LIMITED  
STATE BANK OF TRAVANCORE

### **Registrars & Share Transfer Agents**

Link Intime India Pvt Ltd  
C 101, 247 Park, L B S Marg,  
Vikhroli–West, Mumbai - 400 083  
Tel No: +91 22 49186270 Fax: +91 22 49186060

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

BSE Limited  
National Stock Exchange of India Limited

### **Registered Office**

No.67, Old No.28-A, Door No.G-3,  
Eldams Road, Alwarpet, Chennai –600 018  
Tel:+91 44 24330006, Fax: +91 44 24328252

### **Corporate Office**

1st Floor, Grease House,  
Zakaria Bundar Road, SEWREE – WEST  
Mumbai – 400 015  
Tel: 91 22 24191106 / 24156538 Fax: 91 22 24115260

**Website** [www.tcms.bz](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 31st Annual General Meeting of the Company will be held on Thursday, 28th September, 2017 at 4.00 p. m. at ASHA NIVAS, No.9, Rutland Gate 5th Street, Chennai– 600 006 to transact the following business.

### **ORDINARY BUSINESS**

#### **Item No.1**

##### **Adoption of financial statements**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2017 and the reports of the Board of Directors (the Board) and Auditors thereon and in this connection to consider and if deemed fit, to pass the following Resolution as **Ordinary Resolution**:

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

#### **Item No.2**

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

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

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

#### **Item No.3 -**

##### **Appointment of Auditors**

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

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



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

## **SPECIAL BUSINESS**

### **Item No.4 - Appointment of Secretarial Auditors**

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

“**RESOLVED THAT** pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013, M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, having office at “Murugesu Naicker Complex, No.81, Greams Road, Chennai-600006 be and is hereby appointed as Secretarial Auditors of the company in order to furnish Secretarial Audit Report for the financial year ending 31.03.2018 as required under the provisions of said section on a remuneration as may be determined by the audit committee in consultation with the auditors and that such remuneration be

paid as may be agreed upon between the Secretarial Auditors and the Board of Directors of the company”

### **Item No.5 - Approval of Related Party Transactions**

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

“**RESOLVED THAT** pursuant to provisions of SEBI (LODR) Regulations, 2015 and of the Listing Agreement of the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for transacting through M/s. SI BROKING AND INVESTMENTS LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) (Associate of the company) as a business client for executing trades in CAPITAL MARKET SEGMENT AND DERIVATIVES TRADING IN SHARES (F&O) through NSEIL and STOCK EXCHANGE, MUMBAI and which falls under the definition of material related party transaction during the financial year 2017-18, on the terms as briefly mentioned in the explanatory statement to this resolution.

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



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

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

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

**By Order of the Board**

**Place: Mumbai**

**Date: 28th August 2017**

**A. V. M. SUNDARAM**

**Company Secretary**

**NOTES:**

- a) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item No. 4, 5 & 6 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 & 6 of the Notice, are also annexed.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
- c) The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 31st annual general meeting of the company.
- d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company in advance.
- e) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letter head of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- f) **The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith to attend the Meeting.**
- g) **Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Tuesday, 26th September 2017 to Thursday, 28th September 2017 (both days inclusive) for the purpose of Annual General Meeting.**