

**TWENTYFIRST CENTURY
MANAGEMENT SERVICES LTD**



**32nd ANNUAL REPORT
2017-2018**



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Annual General Meeting will be held on Thursday, 12th July 2018 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 SECOND (32) ANNUAL REPORT - 2017 - 2018

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. Dipti D. Sakpal	- Independent Director

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. Dipti D.Sakpal

Mr. Sundar Iyer (Resigned on 7th September 2017)

Mr. Iyer Vishwanath (Appointed on 7th September 2017)

Nomination and Remuneration Committee

Mr. Iyer Vishwanath - (Chairman of the committee)

Mr. S. Hariharan

Mr. Sundar Iyer (Resigned on 7th September 2017)

Mr. Krishnan Muthukumar (Appointed on 7th September 2017)

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, Greaves Road, Chennai-600006

Internal Auditors

M/s. Om Prakash S.Chaplot & Co
Chartered Accountants
101, Vatsalya Bldg., Vatsalya Co-op Society,
ANDHERI - WEST,
MUMBAI - 400053

Principal Bankers

ICICI BANK LIMITED
HDFC BANK LIMITED
STATE BANK OF INDIA

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 49186000 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:+9144 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
Investor Relations Email ID
investors@tcms.bz

Corporate Identity Number

L74210TN1986PLC012791

**TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED**

Regd. Office: NO.67, OLD NO.28-A, DOOR NO.G-3.ELDAMS ROAD, Alwarpet,
Chennai - 600 018 **TELEPHONE +91 44 24330006, FAX +91 44 24328452**

WEBSITE:www.tcms.bz ; e-mail: Invesotrs@tcms.bz

CIN: L74210TN1986PLC012791

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **32nd Annual General Meeting** of the Company will be held on Thursday, 12th July, 2018 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 2018 and the reports of the Board of Directors (the Board) and Auditors thereon.

Item No.2 Declaration of dividend for the financial year 2017-18.

To approve, the declaration of dividend of Rs.2/50p (25%) per equity share of the face value of Rs.10 each.

Item No.3 Appointment of Shri Krishnan Muthukumar as a Director liable to retire by rotation

To appoint a Director in place of Mr. Krishnan Muthukumar, (DIN 00463579) who is liable to retire by rotation, being eligible, offers himself for

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 a period of 3 years commencing from the financial year ending 31.03.2019 till the financial year ending 31.03.2021 as required under the provisions of said section on a remuneration as may be determined by the audit committee in consultation with the auditors and that such remuneration be paid as may be agreed upon between the Secretarial Auditors and the Board of Directors of the company"

Item No.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 Special 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 INVESTMENTS & BROKING LIMITED (Trading Member of National Stock Exchange of India Limited and Stock Exchange, Mumbai) as a 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 2018-19, on the terms as briefly mentioned in the explanatory statement to this resolution.

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

Place: Mumbai

Date: 6th June 2018

By Order of the Board
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.** 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.

b) 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.

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 32nd 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) The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith while attending 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 Friday, 6th July 2018 to Thursday, 12th July 2018 (both days inclusive) for the purpose of Annual General Meeting.

g) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.

h) 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 Nos. 4 & 5 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.3 of the Notice, is also annexed.

i) Payment of Dividend of Rs. 2/50 p (25%) per Equity Share having face value of Rs.10 each for the Financial Year ended on 31st March, 2018, as recommended

by the Board, if approved at this AGM, will be made only to those Members whose names appear in the Register of Members of the Company as on 5th July 2018, being the date of book closure or to their mandates, as the case may be. In respect of Equity Shares held in electronic form, the Dividend will be paid on the basis of beneficial ownership as on 5th July 2018 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose

j) In accordance with the provisions of Section 191 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, this Notice and the Annual Report of the Company for the financial year 2017 - 18 are being sent by e-mail to those Members whose e-mail address are available with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the company by the Depositories.

k) 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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 (Tel No: +91 22 49186270 Fax: +91 22 49186060), quoting their Folio Number(s).



l) 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.

m) 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.

n) 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 days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.

o) 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.

p) Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.

q) Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund.

The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund as on 31st March 2018.

r) The route map showing directions to reach the venue of the 32nd Annual General Meeting is annexed.

s) 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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), 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 32nd 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.