

**TWENTYFIRST CENTURY SHARES
AND SECURITIES LIMITED**

**SEVENTY SEVENTH (77)
ANNUAL REPORT 2018-19**

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TCSS LIMITED SEVENTY SEVENTH (77) ANNUAL REPORT 2018-19**CORPORATE INFORMATION****Board of Directors**

Mr. Sundar Iyer	-	Director and CEO
Mr. Krishnan Muthukumar	-	Non-Executive Director
Mr. Iyer Vishwanath	-	Independent Director
Ms. Dipti Dinesh Sakpal	-	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. Iyer Vishwanath	- Independent Director (Chairman of the committee)
Ms. Dipti D. Sakpal	- Independent Director
Mr. Sundar Iyer	- Executive Director

Nomination and Remuneration Committee

Mr. Iyer Vishwanath	- Independent Director (Chairman of the committee)
Ms. Dipti D. Sakpal	- Independent Director
Mr. Krishnan Muthukumar	- Non-Executive Director

Statutory Auditors

M/s SHETH DOSHI & ASSOCIATES
Chartered Accountants
529, Sixth Floor, Ecstasy Business Park
City of Joy Commercial Complex
J.S.D.Marg, Near East West Flyover
Mulund (West), Mumbai 400 080
Email ID: sheth_doshi@yahoo.co.in

Secretarial Auditors

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

Principal Bankers

ICICI BANK LIMITED
HDFC BANK LIMITED

Registered Office

1st 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: 1B, 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 **77th Annual General Meeting** of the Company will be held on Friday, 12th July 2019 at 4.00 P.M., at 1B, GREASE HOUSE, ZAKARIA BUNDER ROAD, SEWREE (WEST) MUMBAI - 400015 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 31st March 2019 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 31st March 2019, the Report of the Auditors thereon and the Board of Directors for the financial year ended 31st March 2019, placed before the members at the 77th Annual General Meeting be and hereby received and adopted.”

Item No.2 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 having DIN 00463579 be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

Item No.3 - Appointment of Statutory Auditors and fix their remuneration.

To consider and if thought fit to pass the following resolution with or without modification:

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Shankar & Kishor, Chartered Accountants (Firm Registration No. 112451W) having office at 501, 5th Floor, T-Square,(Opp. Chandivali Petrol Pump) Saki Vihar Road, Powai, Mumabi - 400072 be and is hereby appointed as the Statutory Auditors of the company, in place of retiring auditors - M/s SHETH DOSHI & ASSOCIATES, Mumbai, Chartered Accountants, (Registration Number 110052W), for a period of 5 years, commencing from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 82nd Annual General Meeting (AGM), subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided (based on the recommendations of the audit committee) by the Board of Directors of the company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively”

SPECIAL BUSINESS

Item No. 4 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	1st April 2019 to 31st March 2020

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: 17th June 2019

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 & 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 of the Notice, is given below.

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.

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 77th 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.

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.

INFORMATION AS REQUIRED UNDER REGULATION 36 (3) SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING REAPPOINTED / APPOINTED

Particulars of Directors	Mr. Krishnan Muthukumar
Date of Birth	15 th October 1975
Date of Appointment	14 th March 2013 (Re-appointed on 25th Sep 2017)
Qualifications	MBA
Expertise in specific functional areas	Industrialist with expertise in construction and real estate business
Chairmanships / Directorships in Other companies (Excluding Foreign Companies and Section 8 Companies	Tridhaatu Realty and Infra Private Limited Tridhaatu Consturctions Private Limited Tridhaatu Homes Developers India Private Limited Tridhaatu Mumbai Structures Private Limited Twentyfirst Century Management Services Limited KooH Sports Private Limited Indian Gymkhana (Matunga) Limited
Chairmanships / Memberships of Committees of other Public Companies	NIL
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

In terms of Section 139 of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, **M/s SHETH DOSHI & ASSOCIATES**, Mumbai, Chartered Accountants, (Registration Number 110052W) will hold office until the conclusion of the ensuing Annual General Meeting who are not willing to be re-appointed. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the eighty second Annual General Meeting. The Board of Directors at its meeting held on 21st May 2019, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Shankar & Kishor, Chartered Accounts (Firm Registration No. 112451W), as the Statutory Auditors of the Company for approval of

the members. The proposed Auditors shall hold office for a period of five years from the conclusion of the seventy seventh Annual General Meeting till the conclusion of eighty second Annual General Meeting of the Company. M/s. Shankar & Kishor, Chartered Accountants (Firm Registration No. 112451W), have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Shankar & Kishor, Chartered Accountants (Firm Registration No. 112451W) as the Statutory Auditors of the Company at a remuneration Audit Fees of Rs.100000 (as recommended by the Audit Committee and the Board of Directors of the Company), in addition to the re-imbusement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Interest of Directors and Key Managerial Personnel: None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board recommends this Resolution for your Approval.

Item No. 4

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 21st May 2019 in order to comply with SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act 2013, has approved 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 1st April 2019 to 31st March 2020 with Broking and other charges not exceeding Rs.50 lacs during the financial year 2019-2020 subject to approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act, 2013 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:

Name of the Related party: SI INVESTMENT AND BROKING PRIVATE LIMITED

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

Mr. Sundar Iyer, Chairman & CEO

Nature of Relationship: Mr. Sundar Iyer, 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

Nature, Material Terms, Monetary value and other Particulars:

Broking and other charges not exceeding Rs.50 lacs during the financial year 2019-2020

Except Mr. Sundar Iyer and Director Mr. Krishnan Muthukumar of the Company none of other Directors or the Key Managerial Personnel or their relatives are interested or concerned in the Resolution.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 77th Annual Report of your company together with the Auditor's Report for the year ended 31st March 2019.

FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March 2019.

Rupees in lacs

Particulars	31/3/2019	31/3/2018
Profit/(Loss) before depreciation & tax	(1145.27)	29.89
Depreciation	0.00	0.00
Profit/(Loss) before tax	(1145.27)	29.89
Provision for tax / Short Provision	0.00	0.00
Deferred Tax	0.00	0.00
Profit/(Loss) after tax	(1145.27)	29.89

BUSINESS & PERFORMANCE

During the current financial year the company has made loss from operations of Rs.1145.27 lacs as against profit of Rs. 29.89 lacs during the last financial year.

STATE OF COMPANY'S AFFAIRS

The company's performance during the year was not satisfying due to the global trends / fluctuations in the equity market. The company is concentrating in consolidation and recovery work.

DIVIDEND

Your company has not declared any dividend due to inadequacy of profits for the Financial Year ended 31st March 2019. Your company has not declared any dividend during the last financial year 2017-18 also.

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 2018-19, the Board did not propose transfer of any amount to any reserves.

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 March 31, 2019, 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 March 31, 2019 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 controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

INDEPENDENT DIRECTORS' DECLARATION

Mr. Iyer Vishwanath and Ms. Dipti Dinesh Sakpal, who are Independent Directors, 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 as provided under Section 92(3) of the Act, is enclosed at **Annexure-I** in the prescribed form MGT-9 and forms part of this Report.

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

There have been no loans, guarantees and investments under Section 186 of the Act during the financial year 2018-19.

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/transactions	(c) Duration of the contracts / arrangements/transactions	(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 approval by 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	16 th May 2018 Approved by the shareholders at the AGM held on 9 th July 2018	Brokerage as per rates applicable to clients. Margin money as required for derivatives segment will be paid. Brokerage paid during the year 2018-19 is Rs.24.03 lacs

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

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

CONSERVATION OF ENERGY

The Company had taken steps to conserve energy in its office/Factory use, consequent to which energy consumption has been minimized and consequently the cost of production was also reduced to some extent. No additional Proposals/Investments were made to conserve energy. The company is in the process of utilising alternate sources of energy for its production activity. Further no capital investment has been made during the year on energy conservation equipment.

TECHNOLOGY ABSORPTION

The company has not adopted / intends to adopt any technology for its business and hence no reporting is required to be furnished under this heading.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no foreign exchange inflow or Outflow during the year under review.

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 no reportable material weaknesses in the design or operation were observed.

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 workplace 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 workplace (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 2018-19, on 14th November 2018 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.Iyer Vishwanath has been appointed as an Independent Director for a period of 5years till 16th March 2021 in the 74th Annual General Meeting of the company held on 26th September 2016.

Ms. Dipti Dinesh Sakpal has been appointed as Independent Woman Director of the company by the Board of Directors of the company in its meeting held on 18th April 2017 for a period of five years till 17th April 2022, which was approved by the shareholders in the 75th AGM held on 25th September 2017.

Mr.A.V.M.Sundaram resigned as Director on 17th May 2017 to comply with the Corporate Governance Provisions of the SEBI (LODR) Regulations, 2015.

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

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 (Appointed on 17th May 2017)

PARTICULARS REGARDING BOARD OF DIRECTORS AND COMMITTEES AND THE MEETINGS HELD DURING THE YEAR 2018-19

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 Directors 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 2018-2019, Six (6) meetings were held on the following dates: 16th May 2018, 6th June 2018, 18th July 2018, 3rd September 2018, 13th November 2018 and 30th January 2019.

The last Annual General Meeting was held on 9th July 2018.

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 31.03.2018 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	Other Companies/ Committee Chairmanships	Other Companies Committee Memberships
Mr. Sundar Iyer	Executive Director & CEO	6	Yes	5	Nil	1
Mr. Krishnan Muthukumar	Non Executive Non Independent Director	6	Yes	7	Nil	Nil
Mr. Iyer Vishwanath	Independent Non -Executive Director	6	Yes	2	Nil	Nil
Ms. Dipti D. Sakpal	Independent Non-Executive Woman Director	6	Yes	1	Nil	1

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. Iyer Vishwanath	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 2018-2019, Four (4) Committee Meetings were held on the following dates:

16th May 2018, 18th July 2018, 13th November 2018 and 30th January 2019

The attendance of directors at the Audit Committee meetings held during the year 2018-2019 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. Iyer Vishwanath	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:

Name	Category of membership
Mr. Iyer Vishwanath	Chairman – Independent Director
Ms. Dipti D.Sakpal	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 one Nomination and Remuneration Committee meeting was held on 16th May 2018. The terms of reference of the Nomination and Remuneration Committee are as per the Charter as mentioned above.

Name	Category of membership	Meetings held	Meetings attended
Mr. Iyer Vishwanath	Chairman	1	1
Ms. Dipti D.Sakpal	Member	1	1
Mr. Krishnan Muthukumar	Member	1	1

CORPORATE SOCIAL RESPONSIBILITY

Your company is not meeting the threshold as prescribed under Companies Act, 2013, i.e., Net Profit greater than Rs.5 Crores or Turnover greater than Rs.1000 Crores or Net worth greater than Rs. 500 Crores in the preceding 3 Financial Years and therefore the provisions relating to CSR in accordance with the provisions of section 135 of the Act does not arise.

VIGIL MECHANISM

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

AUDITORS & AUDIT REPORT

M/s SHETH DOSHI & ASSOCIATES, Chartered Accountants, auditors of the company retire at the ensuing Annual General Meeting and are not willing to be re-appointed.

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

The company has not made provision for Doubtful Debts amounting to Rs.1525.51 lacs and that had the observation been considered then the loss for the year would have been Rs.2670.78 lacs (as against reported loss figure of Rs.1145.27 lacs) and the accumulated losses would have been Rs.3140.36 lacs (as against reported figure of accumulated loss of Rs.1614.85 lacs) and the balance of trade receivables would have been Rs. NIL (as against the reported figure of Rs.1525.51 lacs)

Our Reply: Board of Directors is of the opinion that the company has initiated legal action for recovering the amount of Rs.1525.51 lacs due from these debtors and hence does not recommend writing off these debts nor make any provision for the doubtful debts.

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 2018-19 and their report is annexed with this report as **ANNEXURE II**.

No major observations were made by the Secretarial Auditors of the company in their report.

SHARE CAPITAL

During the year there were no share allotments.

EXTRACT OF THE ANNUAL RETURN

Extract of the annual return in Form No. MGT- 9 ANNEXURE I shall form part of this Board's Report.

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 not 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.

For and on behalf of the Board

Sundar Iyer

DIRECTOR & CEO

Place: Mumbai
Date: 17th June 2019

Sundar Iyer

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	0	6	6	0.00070734	0	6	6	0.00070734	0.00
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	0	5589494	5589494	99.99989266	0	5589494	5589494	99.99989266	0.00
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	0	5589500	5589500	100.00	0	5589500	5589500	100.00	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI		0	0	0	0	0	0	0	0
c) Central Govt		0	0	0	0	0	0	0	0
d) State Govt(s)		0	0	0	0	0	0	0	0
e) Venture Capital Funds		0	0	0	0	0	0	0	0
f) Insurance Companies		0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds		0	0	0	0	0	0	0	0
i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Company	0	0	0	0	0	0	0	0	0
HUF	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Market Maker	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	5589500	5589500	100.00	0	5589500	5589500	100.00	0

B) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year As at 31 st March 2018			Shareholding at the end of the year As at 31 st March 2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED	5589500	100%	NIL	5589500	100%	NIL	0.00
	TOTAL	5589500	100%	NIL	5589500	100%	NIL	0.00

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5589500	100.00		
	During the year	0	0	0	0
	At the end of the year			5589500	100.00

C) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

NOT APPLICABLE

D) Shareholding of Directors and Key Managerial Personnel:

SN	Mr. Sundar Iyer (Director and Chief Executive Officer)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1	0		
	During the year	0	0		
	At the end of the year			1	0

SN 2	Mr. Krishnan Muthukumar (Director)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1	0		
	During the year	0	0		
	At the end of the year			1	0

SN 3	Mr. Iyer Vishwanath (Independent Director)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	During the year	0	0		
	At the end of the year			0	0

SN 4	Ms. Dipti Dinesh Sakpal (Independent Woman Director)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	During the year	0	0		
	At the end of the year			0	0

SN 5	Mr. A.V.M.Sundaram (Company Secretary)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	During the year	0	0		
	At the end of the year			0	0

SN 6	Mr. Bhaskar Shetty (Chief Financial Officer)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	During the year	0	0		
	At the end of the year			0	0

INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rupees in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	1468.75	Nil	1468.75
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	1468.75	Nil	1468.75
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	781.89	Nil	781.89
Net Change	Nil	781.89	Nil	781.89
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	2250.64	Nil	2250.64
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	2250.64	Nil	2250.64

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	Nil	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors		Total Amt
		Sundar Iyer	Krishnan Muthukunar	
1	Independent Directors			
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil
	Overall Ceiling as per the Act			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD NO KEY MANAGERIAL PERSONNEL

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify				
	Total	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

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Annexure - II**SECRETARIAL AUDITOR'S REPORT FOR THE YEAR 2018-19 BY THE PRACTICING COMPANY SECRETARY****Lakshmmi Subramanian & Associates**

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

Secretarial Audit Report for the financial year ended 31.03.2019

[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, 2019, 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 8th February, 2019(Regulation 24A of SEBI(LODR)).

- (a) all the documents and records made available to us and explanation provided by Twentyfirst Century Shares and Securities Limited 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, 2019 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. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;



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Ph: 28292272, 28292273 Fax : 044-42142061, Cell : 9841015012, 9841047966
e-mail : lakshmmi6@gmail.com, worklistsa2@gmail.com

*LAKSHMMI SUBRAMANIAN & 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, except delay in filing form MGT-14 with MCA.
- 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/material subsidiaries 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.

In our opinion and as identified and informed by the 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 the Rules made 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: -

- 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



LAKSHMMI SUBRAMANIAN & ASSOCIATES***Continuous sheet***

1. The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
4. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
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 the audit, and also on the review of quarterly compliance reports by respective department heads/Company Secretary taken on record by the Board of Directors of the Company, 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 Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate 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.



LAKSHMMI SUBRAMANIAN & ASSOCIATES***Continuous sheet***

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. The period of 12% Cumulative redeemable preference shares was extended for another period of 3 years with the Company's consent.

Place: Chennai

Date: 22nd May.2019

For LAKSHMMI SUBRAMANIAN & ASSOCIATES



Lakshmmi Subramanian

Senior Partner

FCS No. 3534

C.P.No. 1087

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: 22nd May.2019

For LAKSHMMI SUBRAMANIAN & ASSOCIATES



Lakshmmi Subramanian
Senior Partner
FCS No.3534
C.P.No. 1087

INDEPENDENT AUDITORS' REPORT

Report on the Audit of the Financial Statements

1. Opinion

We have audited the attached financial statements of TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED (“the Company”), which comprise the Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss, statement of changes in equity and the cash flow statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March 2019, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date subject to non provision of doubtful debts amounting to Rs. 1525.51 lacs.

We further report that, had the observation made by us in para above been considered, the loss for the year would have been Rs. 2670.78 lacs (as against the reported loss figure of Rs. 1145.27 lacs) and accumulated loss would have been Rs. 3140.36 lacs (as against reported figure of accumulated loss of Rs.1614.85 Lacs) and the balance of trade receivables would have been Rs. Nil (as against the reported figure of Rs. 1525.51 lacs).

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under sec 143(10) of Companies Act, 2013. Our responsibilities under those standards are further described in Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are Independent of the Company in accordance with Requirements and Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Information other than the Financial Statements and Auditors Report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's

Report including Annexure to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 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.

4. Management Responsibility for the Standalone Financial Statements.

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance total 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, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

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

5. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 Companies Act, 2013, 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 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 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 financial statements, including the disclosures, and whether the 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 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 audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the 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 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.

6. Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, 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 purpose 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 and proper returns adequate for the purpose of our audit have been received from the branches not visited by us;
- c. The reports on accounts of branch offices of the Company audited under section 143(8) of the Act by the branch auditors have been sent to us and have been sent to us and have been properly dealt with by us.

d. The Balance Sheet, Statement of Profit and Loss including other Comprehensive Income, Statement of changes in equity and statement of Cash Flow Statement dealt with by this report are in agreement with the books of account;

e. In our opinion, aforesaid financial statements comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.

f. On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act, 2013.

g. 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.

h. With respect to the other matters included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to best of our information and according to the explanation given to us.

- ♦ The company has disclosed the impact of pending litigation on its financial position in its financial statement.
- ♦ The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- ♦ There were no amounts which required to be transferred to the Investor's Education and Protection fund.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in the terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Mumbai
Date: 15.05.2019

For Sheth Doshi & Associates
Chartered Accountants

B M Doshi
Proprietor
Membership No. 017370

"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 & SECURITIES LIMITED of even date)

Report on the Internal Financial Controls under clause (i) of the Sub-section 3 of Section 143 of the Companies Act, 2013 ("The Act")

We have audited the internal financial controls over financial reporting of TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED ("the Company"), as of 31st March, 2019 in conjunction with our audit of the financial statements of the company for the year ended.

Management's Responsibility for Internal Financial Controls.

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 of the company.

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 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, 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, 2019, 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.

Place: Mumbai
Date: 15.05.2019

For **Sheth Doshi & Associates**
Chartered Accountants
B M Doshi
Proprietor
Membership No. 017370

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"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 & SECURITIES LIMITED of even date)

1. In respect of Fixed Asset

The company does not possess/own any Fixed Asset(s). Thus paragraph 3(i) is not applicable to the company.

2. In respect of its Inventory

The company is a service company, primarily engaged in investing activities. Accordingly, it does not hold any physical inventories. Thus paragraph 3(ii) of the Order is not applicable to the company.

3. In respect of repayment of the loans granted by the company

The company has not given any loan. Thus paragraph 3(iii) of the Order is not applicable to the company.

4. In respect of compliance of section 185 and 186 of the Companies Act, 2013

The company has not given any loan to its directors. Thus paragraph 3(iv) of the Order is not applicable to the company and hence the question of compliance of section 185 and 186 of the Companies Act, 2013 does not arise.

5. The Company has not accepted any deposits from public within the meaning of the Sections 73 to 76 or any other relevant provisions of the Companies Act and Companies (Acceptance of Deposits) Rules, 2015 framed there under to the extent notified.

6. We have been informed that Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013, in respect of any activities carried on by the Company.

7. According to the information and explanations given to us, the company has been regular in depositing undisputed income tax and other applicable statutory dues with appropriate authorities.

According to the information and explanations given to us and the records of the Company examined by us, the particulars of income tax as at 31st March 2019 which have not been deposited on account of a dispute pending are as under:

Name of the Statute	A.Y.	Nature of Dispute	Forum where the disputes are pending	Amount Disputed
Income Tax Act, 1961	2016-17	Disallowance of Rs. 2,45,548/- for lesser deduction of TDS.	CIT(Appeals) 9, Mumbai	NA

8. In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to financial institutions and banks or debenture holders.

9. The company has not given any guarantees for loans taken by others from banks or financial institutions.

10. To the best of knowledge and belief and according to the information and explanations given to us no fraud on or by the company has been noticed or reported during the course of our audit.

11. To the best of knowledge and belief and according to the information and explanations given to us, no managerial remuneration has been paid. Hence, paragraph 3(xi) is not applicable to the company.

12. To the best of knowledge and belief and according to the information and explanations given to us, the company is not a Nidhi Company. Hence, paragraph 3(xii) is not applicable to the company.

13. In our opinion, all the transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.

14. To the best of knowledge and belief and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, paragraph 3(xiv) is not applicable to the company.

15. To the best of knowledge and belief and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected to its Directors. Hence, provisions of Sec 192 of Companies Act, 2013 are not applicable to the company and Paragraph 3(xv) is not applicable to the company.

16. To the best of knowledge and belief and according to the information and explanations given to us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Hence, paragraph 3(xvi) is not applicable to the company.

Place: Mumbai
Date: 15.05.2019

For **Sheth Doshi & Associates**
Chartered Accountants

B M Doshi
Proprietor
Membership No. 017370

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TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED			
BALANCE SHEET AS ON 31ST MARCH 2019			
PARTICULARS	NOTES	Rupees in lakhs	
		31-Mar-19	31-Mar-18
(1) ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment			
(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			
(iii) Loans	3	565.91	540.91
(iv) Others (to be specified)			
(i) Deferred tax assets (net)			
(j) Other non-current assets			
(2) Current Assets			
(a) Inventories			
(b) Financial Assets			
(i) Investments		0.00	0.00
(ii) Trade receivables	4	1525.51	1525.82
(iii) Cash and cash equivalents	5	8.28	74.71
(iv) Bank balances other than (iii) above			
(v) Loans	6	0.00	25.00
(vi) Others (to be specified)			
(c) Current Tax Assets (Net)			
(d) Other current assets	7	0.00	295.33
TOTAL		2,099.70	2,461.77
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	8	558.95	558.95
(b) Other Equity	9	(1,609.65)	(464.38)
Liabilities			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings		0.00	0.00
(ii) Trade payables			
(iii) Other financial liabilities	10	750.00	0.00
(b) Provisions			
(c) Deferred tax liabilities (Net)			
(d) Other non-current liabilities			
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	2250.64	1468.75
(ii) Trade payables		0.00	0.00
(iii) Other financial liabilities	12	0.00	750.00
(b) Other current liabilities	13	4.76	3.45
(c) Provisions	14	145.00	145.00
(d) Current Tax Liabilities (Net)			
TOTAL		2,099.70	2,461.77
For Sheth Doshi & Associates		For and on behalf of the Board	
Chartered Accountants			
Firm Registration No. 110052W		Sundar Iyer	Kishnan Muthukumar
		Director	Director
		DIN: 00481975	DIN: 00463579
B M Doshi			
Proprietor			
M. No. 017370		AVM Sundaram	Bhaskar Shetty
Place: Mumbai		Company Secretary	Chief Financial Officer
Date: 15-05-2019			

TWENTYFIRST CENTURY SHARES & SECURITIES LIMITED				
PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2019				
		Note No.	Rupees in Lacs	
			31-Mar-19	31-Mar-18
I	Revenue From Operations	15	(1,097.28)	1,754.32
II	Other Income	16	0.39	16.95
III	Total Income (I+II)		(1,096.89)	1,771.27
IV	EXPENSES			
	Cost of materials consumed			
	Purchases of Stock-in-Trade			
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress			
	Employee benefits expense			
	Finance costs			
	Depreciation and amortization expense			
	Other expenses	17	48.38	1,741.38
	Total expenses		48.38	1,741.38
V	Profit/(loss) before exceptional items and tax (I- IV)		(1,145.27)	29.89
VI	Exceptional Items			
VII	Profit/(loss) before tax		(1,145.27)	29.89
VIII	Tax expense:			
	(1) Current tax			
	(2) Short Provision for earlier years			
	(3) Deferred tax			
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		(1,145.27)	29.89
X	Profit/(loss) from discontinued operations			
XI	Tax expense of discontinued operations			
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)			
XIII	Profit/(loss) for the period (IX+XII)		(1,145.27)	29.89
XIV	Other Comprehensive Income			
(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			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
XV	Total Comprehensive Income for the period		(1,145.27)	29.89
XVI	Earnings per equity share (for continuing operation):			
	Basic & Diluted		(20.49)	0.53
XVII	Earnings per equity share (for discontinued operation):			
	Basic & Diluted			
XVIII	Earnings per equity share(for discontinued & continuing operations)			
	Basic & Diluted		(20.49)	0.53

See accompanying notes forming part of the financial statements

For Sheth Doshi & Associates
Chartered Accountants
Firm Registration No. 110052W

For and on behalf of the Board

B M Doshi
Proprietor
M. No. 017370
Place: Mumbai
Date: 15-05-2019

Sundar Iyer
Director
DIN: 00481975

AVM Sundaram
Company Secretary

Kishnan Muthukumar
Director
DIN: 00463579

Bhaskar Shetty
Chief Financial Officer

TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019			
	Rupees in lacs		
	31-Mar-19		31-Mar-18
CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax		(1145.27)	29.89
Add: Bad debts written off	0.00		1723.98
MTM on unexpired future contracts reversal	0.00		(36.77)
Dividend received	0.00		(2.90)
Interest received	0.00	0.00	(10.33)
Operating profit before working capital changes		(1145.27)	1703.87
Trade and other receivables	295.64		(96.75)
Trade payables and other liabilities	1.31		(634.25)
Loans & advances	0.00	296.95	(16.00)
Cash generated from operations		(848.32)	956.87
Direct taxes paid		0.00	(123.54)
Net cash flow from operating activities (A)		(848.32)	833.33
CASH FLOW FROM INVESTING ACTIVITIES			
Bank deposits		0.00	173.35
Dividend received		0.00	2.90
Interest received		0.00	10.33
Net cash flow from investing activities (B)		0.00	186.58
CASH FLOW FROM FINANCING ACTIVITIES			
Long term borrowings		0.00	(2272.22)
Short term borrowings		781.89	1285.78
Net cash flow from financing activities (C)		781.89	(986.44)
Net increase/ (decrease) in cash & cash equivalents (A+B+C)		(66.43)	33.47
Cash & cash equivalents opening balance		74.71	41.24
Cash & cash equivalents closing balance		8.28	74.71
Per our report attached		On behalf of Board	
For Sheth Doshi & Associates		Sundar Iyer	Krishnan Muthukumar
Chartered Accountants		Director	Director
Firm Registrarion No. 110052W		DIN:00481975	DIN: 00463579
B.M. Doshi			
Proprietor		AVM Sundaram	Bhaskar Shetty
M. No. 017370		Company Secretary	Chief Financial Officer
Place: Mumbai			
Date: 15-05-2019			

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

1. General information

The company is wholly owned subsidiary of Twentyfirst Century Management Services Limited. The Company is only engaged in trading and investment activities in shares and derivatives through NSE and BSE. The Company does not have any fixed assets and employees and hence getting services of holding company for day today operations.

2. Significant Accounting Policies

a) Basis of preparation of financial statements

The financial statements of Twentyfirst Century Shares & Securities Ltd., are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis.

b) Use of estimates

The preparation of financial statements in conformity with the Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ. Differences between the actual results and estimates are recognized in the period in which the results are known or materialized.

c) Revenue Recognition

Revenue Income and Expenditure are generally accounted on accrual or as they are earned or incurred except in case of significant uncertainty. Profit/Loss from trading activity is recognized on trade dates on first in first out basis. In respect of completed transactions pending settlement process, necessary treatment is given in the accounts for the Profits/Losses arising from these transactions. Dividend income is accounted for on receipt basis.

d) Property, Plant and Equipments

Property, Plant and Equipments stated at cost less depreciation and impairment losses.

e) Depreciation

Assets are depreciated under the written down value method at the rates prescribed in Schedule II to the companies Act, 2013.

f) Investments

All equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

g) Current & Deferred Tax

Provision for current income tax is made in accordance with the Income Tax Act 1961. Deferred tax liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

h) Contingent Liability

Claims against the Company not acknowledged as debts are treated as Contingent Liabilities. Provision in respect of contingent liabilities if any, is made when it is probable that a liability may be incurred and the amount can be reasonably estimated.

i) Impairment of Assets

The carrying amount of assets is reviewed at each Balance Sheet date for indication of any impairment based on internal / external factors. An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value and impairment loss is charged to the Profit & Loss account. The impairment of loss recognized in the prior accounting period is reversed if there has been a change in estimates of recoverable amount.

j) Current Assets, Loans & Advances

The current assets, Loans and Advances have a value on realization at least equal to the amount at which they are stated in the balance sheet.

k) Borrowing Costs

Borrowing costs that are attributable to the acquisition of assets are capitalized as part of cost of the asset. All other borrowing costs are charged to statement of Profit and Loss.

NOTE-3		
LONG TERM LOANS & ADVANCES	Rupees in lakhs	
	31-Mar-19	31-Mar-18
Unsecured considered good		
Advance payment of taxes	540.91	540.91
Others	25.00	0.00
	565.91	540.91

NOTE-4		
TRADE RECEIVABLES	Rupees in lakhs	
	31-Mar-19	31-Mar-18
Sundry debtors		
Unsecured considered doubtful outstanding more than six months	1525.51	3249.80
Less: Bad debts written off	0.00	1723.98
	1525.51	1525.82

NOTE-5		
	Rupees in lakhs	
	31-Mar-19	31-Mar-18
Cash and Cash Equivalents		
Balance in current accounts with scheduled banks	8.28	74.71
	8.28	74.71

NOTE-6		
SHORT TERM LOANS & ADVANCES	Rupees in lakhs	
	31-Mar-19	31-Mar-18
Unsecured considered good	0.00	25.00
	0.00	25.00

NOTE-7		
OTHER CURRENT ASSETS	Rupees in lakhs	
	31-Mar-19	31-Mar-18
Margin for Derrivative segment	0.00	295.33
	0.00	295.33

NOTE-8		
SHARE CAPITAL	Rupees in lakhs	
	31-Mar-19	31-Mar-18
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
	1500.00	1500.00
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
	558.95	558.95

Disclosure:

1.Reconciliation of the shares outstanding at the begining and at the end of the reporting period.

Equity shares	31-03-2019		31-03-2018	
	Qty	Rs. In lacs	Qty	Rs. In lacs
At the beginning of the period	55895000	558.95	55895000	558.95
Issued during the period	Nil	Nil	Nil	Nil
Outstanding at the end of the period	55895000	558.95	55895000	558.95

Redeemable preference shares	31-03-2019		31-03-2018	
	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

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 16-09-2018. Since the company could not redeem the same, the maturity of CRPS has been extended upto 16-09-2021 with the approval CRPS share holders in the meeting held on 10-09-2018 The CRPS Shareholders will have voting rights for every share held by them.

3. Details of shares held by Holding Company, the ultimate holding company, their subsidiaries and associates

Particulars	Equity Shares with voting rights	Redeemable Preference shares
As on 31st March 2019 Twentyfirst century Mgt Services Ltd-Holding Company	5589500	750000
As on 31st March 2018 Twentyfirst century Mgt Services Ltd-Holding Company	5589500	750000

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

Equity shares of Rs. 10/- each fully paid up				
Name	31-Mar-19		31-Mar-18	
	Qty	% of holding	Qty	% of holding
Twentyfirst century Mgt Services Ltd	5589500	100	5589500	100

Preference shares of Rs. 100/- each fully paid up				
Name	31-Mar-19		31-Mar-18	
	Qty	% of holding	Qty	% of holding
Twentyfirst century Mgt Services Ltd	750000	100	750000	100

NOTE-9					
OTHER EQUITY	Reserves And Surplus				
	Securities Premium Account	Retained Earnings	General Reserve	Other Item of other comprehensive income	Total
Balance as on 31st March 2017		(462.70)	5.20		(457.50)
Profit for the year		29.89			29.89
Restrospective Restatement as per Ind AS		(36.77)			(36.77)
Balance as on 31st March 2018		(469.58)	5.20		(464.38)
Profit for the year		(1,145.27)			(1,145.27)
Balance as on 31st March 2019		(1,614.85)	5.20		(1,609.65)

NOTE-10		
OTHER FINANCIAL LIABILITIES	Rupees in lakhs	
	31-Mar-19	31-Mar-18
7,50,000 12% Cumulative Redeemable Preference Shares of Rs. 100/- each redeemable on 16-09-2021 held by Twentyfirst Century Management Services Limited	750.00	0.00
	750.00	0.00

NOTE-11		
SHORT TERM BORROWING	Rupees in lakhs	
	31-Mar-19	31-Mar-18
Due to Holding company	2250.64	1368.75
Due to Directors	0.00	100.00
	2250.64	1468.75

NOTE-12		
OTHER SHORT TERM FINANCIAL LIABILITIES	Rupees in lakhs	
	31-Mar-19	31-Mar-18
7,50,000 12% Cumulative Redeemable Preference Shares of Rs. 100/- each redeemable on 16-09-2021 held by Twentyfirst Century Management Services Limited	0.00	750.00
	0.00	750.00

NOTE-13		
OTHER CURRENT LIABILITIES	Rupees in lakhs	
	31-Mar-19	31-Mar-18
Statutory remittances	0.48	0.43
Outstanding expenses	4.28	3.02
	4.76	3.45

NOTE-14		
SHORT TERM PROVISIONS	Rupees in lakhs	
	31-Mar-19	31-Mar-18
Provision for tax	145.00	145.00
	145.00	145.00

NOTE-15		
REVENUE FROM OPERATIONS	31-Mar-19	31-Mar-18
Cash segment	(732.69)	1699.36
MTM loss in cash segment	0.00	0.00
F&O segment	(364.59)	54.96
	(1,097.28)	1754.32

NOTE-16		
OTHER INCOME	31-Mar-19	31-Mar-18
Interest on fixed deposits	0.00	10.33
Dividend	0.00	2.90
Other income	0.39	3.72
	0.39	16.95

NOTE-17		
OTHER EXPENSES	31-Mar-19	31-Mar-18
Audit fess	1.50	1.50
Bad Debts	0.00	1723.98
Communication expenses	2.20	2.61
Directors sitting fees	1.76	0.00
Other expenses	5.15	2.33
Printing & stationery	0.94	0.94
Professional fees	28.35	3.88
Repairs & maintenance	0.00	0.14
Rent	1.20	0.00
Service charges	6.00	6.00
Travelling expenses	1.28	0.00
	48.38	1741.38

18. The company does not attract any income tax liability during the year and hence no provision for tax has been made. No deferred tax asset has been created on carried forward losses as per Income Tax Act, as there is no reasonable certainty of reversal of the same in one or more subsequent year.

19. EARNING PER SHARE

Particulars	31/03/2019	31/03/2018
Net profit/(Loss) After Tax (Rs. In Lacs)	(1145.27)	29.89
Weighted average number of outstanding shares (In Lacs)	55.90	55.90
Basic/Diluted EPS (Face Value of Rs. 10 each)	(20.49)	0.53

20. RELATED PARTY DICLOSURES

Related party and their relationship

Related party	Relationship
Twentyfirst Century Management Services Ltd.	Holding Company
Sundar Iyer	Director
Krishnan Muthukumar	Director
Iyer Vishwanath	Independent director
S. Hariharan	Independent director
Dipti Sakpal	Independent director
Vanaja Sundar Iyer	Relative of Director
Siddharth Sundar Iyer	Relative of Director
Shridhar Iyer	Relative of Director
Twentyfirst Century Money Growth Fund Ltd.	Company in which Director's are interested
Twentyfirst Century Realty Ltd.	Company in which Director's are interested
SI Investments & Broking Pvt Ltd	Company in which Director's are interested
Palani Andavar Holdings 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 for trading activity

Rs. In Lacs

Name of the party	Nature of transaction	31/03/2019
Twentyfirst Century Mgmt. Services Ltd.	Short term loans received	2250.64
SI Investments & Broking Pvt Ltd	Brokerage paid	24.03
Twentyfirst Century Mgmt. Services Ltd.	Service charges paid	6.00
Sundar Iyer	Directors sitting fees	0.47
Krishnan Muthukumar	Directors sitting fees	0.35
Iyer Vishwanath	Directors sitting fees	0.47
Dipti Sakpal	Directors sitting fees	0.47

21. Auditor's Remuneration

Rs. in Lacs

Paticulars	31/03/2019	31/03/2018
Statutory audit	1.25	1.25
Tax audit	0.75	0.75
Appeal and other matters	0.50	0.50
Total	2.50	2.50

21. The company has been served with a demand of Rs. 365.62 lacs for the assessment year 2010-11 and has paid the entire amount of demand to the Department. The company's appeal to the CIT(A) was decided against the company. The company is in further appeal before the ITAT. The ITAT has heard the appeal and set aside the order and referred the matter back to the Assessing Officer, matter is still pending. For the assessment year 2016-17 assessing officer has disallowed Rs. 2.46 lacs for lesser deduction of TDS and the company has appealed against the order which is pending.

22. 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.

23. Previous year figures have been regrouped or rearranged wherever necessary to facilitate comparison.

As per our report of even date attached.

For Sheth Doshi & Associates
Chartered Accountants
Firm Registration No. 110052W

B M Doshi
Proprietor (M. No. 017370)

Place: Mumbai
Date: 15-05-2019

On behalf of Board

Sundar Iyer Director DIN: 00481975	Krishnan Muthukumar Director DIN: 00463579
Bhaskar Shetty Chief Financial Officer	AVM Sundaram Company Secretary

If undelivered, please return to

TWENTYFIRST CENTURY SHARES AND SECURITIES LIMITED

Registered Office:

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Mumbai 400 015 Tel.: 91 22 24191106 / 24156538 Fax: 91 22 24115260