

30<sup>th</sup>

# Annual Report

## 2014 – 2015

**BOARD OF DIRECTORS** : ~~PRADEEP KUMAR GARG~~  
Managing Director  
AVIJIT DEY  
KAMAL BARIK  
SANJAY CHATTERJEE  
HARE KRISHNA BEHERA

**AUDITORS** : N A D AND ASSOCAITES.  
Chartered Accountants

**BANKERS** : INDIAN BANK

**REGISTERED OFFICE** : 9, LALBAZAR STREET  
MERCANTILE BUILDING  
BLOCK – B, 3<sup>RD</sup> FLOOR  
KOLKATA – 700001

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of **Twenty First Century (India) Ltd.** Will be held at the Registered Office at 9, Lalbazar street, Mercantile Building, Block – B, Kolkata – 700001 on Saturday, the 26<sup>th</sup> September, 2015 at 11.00 A.M. to transact the following business :-

### GENERAL BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Avijit Dey and Shri Sanjay Chatterjee, who retire by rotation and being eligible, offers themselves for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

Registered Office :  
9, Lalbazar Street, Mercantile Building  
Block – B, Kolkata – 700001

By order of the Board  
**For Twenty First Century (India) Ltd.**  
Sd/-  
**Pradeep Kumar Garg**  
(Chairman)

Dated : The 30<sup>th</sup> day of May, 2015

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### Notes :

1. 1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please

bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members of the Company will remain closed on September 01, 2015 (Book Closure Date) for determining the names of members eligible for final dividend on Equity Shares, if declared, at the meeting.
9. Members holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by their bank,(after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to their Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
10. Members are requested to notify immediately any change in their addresses to the Registrar and Transfer Agent M/s Link in Time Pvt. Ltd., 59C, Chowringhee Road, 3<sup>rd</sup> floor, Kolkata-700020
11. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
13. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company /Registrar and Share Transfer Agent for registration of such transfer of shares.

#### **14. Voting through electronic means**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 01<sup>st</sup> September, 2015 (9:00 am) and ends on 03<sup>rd</sup> September,2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28<sup>th</sup> August 2015, may cast their vote

by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. **The process and manner for remote e-voting are as under:**

- I. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - a) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - b) Launch internet browser by typing the URL: <https://www.evotingindia.com/>
    - c) Click on Shareholder – Login
    - d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - g) **Select "EVEN" of "Twenty First Century (India) Limited".**
    - h) Now you are ready for remote e-voting as Cast Vote page opens.
    - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - l) **Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [kamaliaassociates@gmail.com](mailto:kamaliaassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**
  - II. **In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
    - a) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
    - b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800- 222-990.
  - vii. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28<sup>th</sup> August, 2015.

- x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 28<sup>th</sup> August 2015, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [kamaliaassociates@gmail.com](mailto:kamaliaassociates@gmail.com)
- However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 1800- 222-990.
- xi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e- voting as well as voting at the AGM through ballot paper.
- xiii. **M/S. KAMALIA ASSOCIATES, of 202, Jessore Road, Shyam Lake Garden , Block – C, Flat No 519(G), Kolkata-700089 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.**
- xiv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xvi. **The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.21stcenturyindia.in](http://www.21stcenturyindia.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and The Calcutta Stock Exchange, Kolkata.**
15. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
17. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35 B of the listing agreement, the Company is pleased to provided the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 26, 2015.

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 30th Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March 2015, along with the Auditor's Report thereon.

### 1. FINANCIAL RESULTS

The Financial results of the Company for the year ended 31st March, 2015 are summarized below:

Turnover and Other Income	Year Ended 31.03.2015 (Rs. In Lakh)	Year Ended 31.03.2014 (Rs. In Lakh)
Profit/(Loss) before Taxation	0.073	0.28
Less: Provision for Taxation - Current Tax	0.013	0.09
-Deferred Tax	0.00	0.00
Profit/(Loss) after Taxation	0.06	0.19
Add: Balance brought forward from previous year	(508.06)	(508.25)
Balance carried to Balance Sheet	(507.99)	(508.06)

### 2. DIVIDEND

In order to plough back the resources of the Company into business, the Directors do not recommend any dividend for the year ended 31.03.2015.

### 3. DIRECTORS

Sri Avijit Dey and Sri Sanjay Chatterjee retire by rotation and being eligible offer themselves for reappointment.

### 4. DIRECTOR'S RESPONSIBILITIES STATEMENT

The Ministry of Corporate Affairs (MCA) has vide its General Circular No. 08/2014 dated 24th April, 2014, clarified that the financial statements (and documents required to be attached thereto), Auditors' Report and the Directors' Report in respect of financial years that commenced earlier than 1st April, 2015, shall be governed by the relevant provisions/ Schedules/ with the provisions of the Companies Act, 1956. In view of this, the Directors' Responsibility Statement has been provided as per the provisions of the Companies Act, 1956

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed:

i) that in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures:

ii) that the directors had selected such accounting policies and applied them consistently and made judgments' and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;

iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) that the directors had prepared the accounts for the financial year ended 31st March 2015 on a going concern basis.

## **5. AUDITORS REPORT**

The Notes on Accounts as per Notes 1 to 20 referred into Auditor's Report are self - explanatory and hence do not require any further clarifications.

## **6. AUDITORS**

N A D AND ASSOCIATES, Chartered Accountants, hold the office till the conclusion of this Annual General Meeting and being eligible, have offer themselves for re-appointment. Your Directors recommend their re-appointment.

## **7. PERSONNEL**

As per the requirements of section 217(2A) of the Companies Act, 1956 none of the employees were in receipt of remuneration in aggregate of Rs. 60,00,000/- for the whole year or Rs. 5,00,000/- P.M. for part of the year under review.

## **8. STATUTORY INFORMATION**

The Company being basically in the financial sector, requirement regarding the disclosures of particulars relating to conservation of energy or technology absorption prescribed by the rules is not applicable.

## **9. FOREIGN EXCHANGE**

The company has no foreign inflow or outflow during the year under review.

## **10. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT**

A report on Corporate Governance is attached to this Report as also a Management Discussion and Analysis Statement.

## **11. EMPLOYER EMPLOYEE RELATIONSHIP**

The Company maintained a cordial relationship with its employees which resulted in smooth flow of business operations during the period under review.

## **12. APPRECIATION AND ACKNOWLEDGEMENT**

The Company maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the period under review.

Your directors' place on record their deep appreciation for the support and guidance provided by SEBI, Stock Exchange and all Regulatory bodies. Your Directors also take this opportunity to acknowledge the assistance and co-operation received from Banks, Reserve Bank of India and other Government Agencies and Shareholders

Your directors' place on record their appreciation for the valuable service rendered by employees of the Company and look forward to their continued support in the future as well.

Registered Office :

9, Lalbazar Street, Mercantile Building  
Block – B, Kolkata – 700001

Dated : The 30<sup>th</sup> day of May, 2015

For and on behalf of the Board  
**Pradeep Kumar Garg**  
Managing Director

## REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's report on Corporate Governance

### 1. CORPORATE GOVERNANCE

Effective Corporate Governance has always been an integral part of the Company's business philosophy. The Company lays lot of importance to issues of Corporate Governance in order to bring in transparency and to increase the stakeholders' wealth. It is the firm belief of the Company that good corporate governance should be an internally driven need and not only compliance of the statutory requirements.

### 2. BOARD OF DIRECTORS

#### (a) Composition of the Board

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive Directors. The Board is based and comprises of persons who have excelled in their respective areas having good standing.

The composition of the Board of Directors during the financial year ended 31.03.2015 was as follows:

Sl. No.	Name of Director	Executive/ Non Executive	No. of other		
			Directorship*	Committee**	
				Chairman	Member
1	Shri Pradeep Kumar Garg - MD	Executive	1	-	-
2	Shri Avijit Dey	Non-Executive & Independent	1	-	-
3	Shri Hare Krishna Behera	Non-Executive & Independent	1	-	-
4	Shri Sanjay Chatterjee	Non-Executive & Independent	1	-	-
5	Shri Kamal Barik	Non-Executive & Independent	1	-	-

\* Excluding Directorship held in Private Limited / Foreign Companies and companies incorporated under section 25 of the Companies Act, 1956.

\*\* Represents Chairmanship/Membership of the Audit Committee, Compensation Committee and Shareholder's/ Investors' Grievance Committee of other Companies.

#### (b) Changes in the composition of the Board of Directors since last Annual General Meeting

There has been no change in the Board of Directors since last Annual General Meeting

#### (c) Details of sitting fees, remuneration etc. paid to Directors.

The details of remuneration paid to the Managing Director of the Company during the year 2014-2015 are given below:

Name of the Director	Salary & Perquisites
Sri Pradip Kumar Garg - Managing Director	Rs. 1,80,000/-



**(d) Board Meetings held in the Financial Year 2014-2015 and attendance of directors**

The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and financial results. During the year under review, 16 Board meetings were held on 02.04.2014, 12.05.2014(Twice), 30.06.2014, 24.07.2014, 25.08.2014, 26.09.2014, 07.11.2014, 24.11.2014, 15.12.2014, 31.12.2014, 09.01.2015, 30.01.2015, 13.02.2015, 12.03.2015, and 30.03.2015.

Director	No. of Meetings		Attendance at last AGM – Held on 26 <sup>th</sup> Sept., 2015
	Held	Attended	
Shri Pradeep Kumar Garg - MD	16	16	Yes
Shri Avijit Dey	16	16	Yes
Shri Hare Krishna Behera	16	16	Yes
Shri Sanjay Chatterjee	16	16	Yes
Shri Kamal Barik	16	16	Yes

**3. DIRECTORS INTEREST IN THE COMPANY.**

No director is related to any other director.

None of the directors received any loan and advances from the Company during the year.

**4. COMMITTEES OF DIRECTORS**

In accordance with requirements of the Listing Agreement with the Stock Exchanges on Corporate Governance, following 2 committees were operational during the year.

(a) Audit Committee.

(b) Share Transfer and Investors Grievance Committee.

**Audit Committee**

The Company set up its Audit Committee in 2001. The Audit Committee of the Company consists of 3 directors. The Composition of members of the committee are Executive & non executive Director. During the Year under review 4 Audit Committee Meetings were held on 30<sup>th</sup> June 2014, 31 July 2014, 30 October 2014 and 31<sup>st</sup> January 2015.

The composition of the Audit Committee and the attendance of each director at these meetings were as follows:

Sr. No.	Members of Audit Committee	No. of Meetings held	No. of Meetings Attended
1	Shri Kamal Barik	4	4
2	Shri Avijit Dey	4	4
3	Shri Pradeep Kumar Garg	4	4

Audit Committee is responsible for reviewing with the management the annual financial statement before submission to the Board. The main function of audit Committee is to supervise the companies' financial reporting process and the disclosure of it financial information to ensure that the financial statements are correct.

#### **(a) Share Transfer and Investors' Grievance Committee**

The Company set up its **Share Transfer and Investors Grievance Committee** in 2001. The committee deals with the various matters relating to :

- transfer/ transmission of shares
- issue of duplicate share certificate,
- review of shares dematerialized and all other related matters,
- monitors expeditious redressal of investors' grievances,
- all other matters related to shares

There was no meeting of the Share Transfer and Investors' Grievance Committee in the year under review since all the Share Transfers were in electronic mode and there was no physical share transfer.

The composition of the committee as at 31<sup>st</sup> March, 2015 is as under :

<b>Sr. No.</b>	<b>Members of Share Transfer and Investors Grievance Committee</b>
1	Shri Kamal Barik - Chairman
2	Shri Avijit Dey
3	Shri Pradeep Kumar Garg

As required by the Listing agreement with the Stock Exchanges, Mr. Avijit Dey, has been designated as 'Compliance Officer' to monitor the shares transfer process and resolve investors' grievances.

**The status of investors Queries/ complaints received during the year is as under:**

<b>No. of investors queries/complaints received during the year ended 31<sup>st</sup> march, 2015</b>	<b>Pending at the end of the Year</b>	<b>No. of pending share transfers</b>
Nil	Nil	Nil

#### **REMUNERATION COMMITTEE**

The Company has only one Managing Director on the Board, whose appointment and remuneration has been fixed by the Board and in terms of the resolution passed by the members. In view of this, no Remuneration committee was constituted.

#### **ANNUAL GENERAL MEETING**

Location and time, where last three AGM's held:

<b>Year</b>	<b>Date</b>	<b>Place</b>	<b>Time</b>
2014	26.09.2014	9, Lalbazar Street, Mercantile Building, Block – B, Kolkata – 700001	11.00 A.M.
2013	26.09.2013	9, Lalbazar Street, Mercantile Building, Block – B, Kolkata – 700001	11.00 A.M.
2012	26.09.2012	9, Lalbazar Street, Mercantile Building, Block – B, Kolkata – 700001	11.00 A.M.

**Postal Ballot**

No special resolution was put through postal ballot during last year.

**6. DISCLOSURES****(a) Disclosures on materially significant related party transactions**

There were no materially significant related party transactions during the year having conflict with the interests of the Company.

**(b) Details of Non-Compliance by the Company, penalties, structure imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets.**

The Company has complied with all requirements of the listing agreement with the stock exchanges as well as regulations and guidelines of SEBI .

**7. MEANS OF COMMUNICATION**

The Board of Directors of the Company approves and takes on record un-audited financial results in the Performa prescribed by the stock exchange, within 45 days of the close of the every quarter and announces forthwith the results to all the stock exchanges where the shares of the Company are listed. Shareholders are intimated through print media of quarterly financial results and performance besides significant matters, within time period stipulated from time to time by stock exchanges. The quarterly Un-Audited Financial Results and Annual Audited Financial Results are published in a leading national newspaper and a vernacular newspaper.

**8. GENERAL SHAREHOLDER'S INFORMATION****1. Annual General Meeting**

Date & Time	26 <sup>th</sup> September, 2015 at 11.00A.M.
Venue	9, Lalbazar Street, Mercantile Building Block-B, Kolkata - 700001

**2. Financial Calendar (Tentative)**

Financial reporting for the quarter ending June 30, 2015	End of July 2015
Financial reporting for the quarter ending September 30, 2015	End of October 2015
Financial reporting for the quarter ending December 31, 2015	End of January 2016
Financial reporting for the quarter /year ending March 31, 2016	End of June, 2016
Annual General Meeting for the year ending March 31,2016	Mid of September, 2016

<b>3. Date of Book closure</b>	From 19/09/2015 to 26/09/2015 (Both days inclusive )
<b>4. Dividend Payment Date</b>	No dividend has been recommended by the Board

<b>5. Listing on Stock Exchanges at</b>	The Calcutta Stock Exchange Association Ltd. 7, Lyons Range, Kolkata - 700001 The Delhi Stock Exchange Association Ltd. DSE House, 3/1, Asaf Ali Road, New Delhi-110 002.
<b>6. Payment of Listing fees</b>	Listing fees upto financial year 2014-15 to Stock Exchange has been paid.

#### 7. Stock Code

Name of the Exchange	Code
The Calcutta Stock Exchange Association Ltd.	<b>10030274</b>
The Delhi Stock Exchange Association Ltd.	<b>20049</b>
ISIN No.	<b>INE188D01019</b>

#### 8. Stock Market Data

Market Price Data : High/ Low during each month in last financial year :

	Calcutta Stock Exchange (CSE) (In Rs.)	
	High	Low
Apr-14	NO TRADING	NO TRADING
May-14		
Jun-14		
Jul-14		
Aug-14		
Sep-14		
Oct-14		
Nov-14		
Dec-14		
Jan-15		
Feb-15		
Mar-15		

#### 9. Registrar and Transfer Agents

For Physical and Dematerialized Form	M/s. Link In Time Pvt. Ltd. 59C, Chowringhee Road 3 <sup>rd</sup> Floor, Kolkata- 700020
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#### 10. Share Transfer System :

The Company's shares being tradable in compulsory demat form are transferable through the depository system. Further as per SEBI Circular No. D&CC/FITTC/CIR-15/2002 dated 27<sup>th</sup> December 2002, M/s. Link In Time Pvt. Ltd., 59C, Chowringhee Road, 3<sup>rd</sup> Floor, Kolkata - 700 020., has been appointed as Registrar for Shares held in Physical as well as in Electronic Mode. The share transfer committee of the Company meets as and when required.

**11. Investor services - Complaints received during the year 2014-2015**

No investor's complaints were received during the financial year.

**12. Distribution of shareholding as on 31<sup>st</sup> March, 2015:**

No. of Equity Shares Held	No. of shareholders holding shares		No. of shares held	
	No.	%	Nos.	%
1-100				
501-1000				
1001-2000				
2001-3000				
3001-4000				
4001-5000				
5001-10000				
10001				
Total				

**13. Categories of shareholding as on 31<sup>st</sup> March, 2015:**

Category	No. of share Holders	% of Share Holders	No. of Shares Held	% share holding
Individuals				
Corporates				
Promoters				
Clearing Member				
Total				

Note : Both in physical & electronic form

**14. Dematerialisation of Shares and Liquidity :**

Trading in the securities of the Company is permitted only in dematerialized form as per notification issued by the Securities & Exchange Board of India (SEBI).

**15. Details on use of public funds obtained in the last three years:**

No funds have been raised from the public in the last 3 years.

**16. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion data likely impact on equity .**

N.A.

**17. Plant Locations :**

N.A

**18. Investors Correspondence :**

For correspondence, queries and suggestions, investors can write at the Registered Office of the Company.	<b>The Director &amp; Compliance Officer</b> Twenty First Century (India) Limited, 9, Lalbazar Street, Block-B, Mercantile Building, Kolkata - 700 001.
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**DECLARATION ON CODE OF CONDUCT**

I, **PRADEEP KUMAR GARG**, Managing Director of **Twenty First Century India Limited** having its Registered Office at 9, Lalbazar Street, Mercantile Building, Block-B, Kolkata-700 001 hereby declare that the Company has formulated a code of conduct for its Directors and Senior Management Personnel and that all Board Members and Senior Management Personnel have affirmed compliance of the code for the Financial Year 2014-15.

Place : Guwahati  
**Date** : 30<sup>th</sup> May, 2015

**Pradeep Kumar Garg**  
(Managing Director)

**CERTIFICATION BY  
MANAGING DIRECTOR AND CHIEF ACCOUNTS OFFICER**

We hereby certify that for the financial year, ending 31<sup>st</sup> March 2015. On the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that: -

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2014-15 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls. We have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.

5. We further Certify That :

- (a) There have been no significant changes in internal control system during this year.
- (b) There have been no significant changes in accounting policies during this year.
- (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

PRADEEP KUMAR GARG  
Managing Director

AVIJIT DEY  
Chief Accounts Officer

Place: Guwahati  
Date: 30.05.2015

To  
The Members of  
Twenty First Century (India) Limited

### **AUDITORS' CERTIFICATE**

We have examined the compliance of conditions of Corporate Governance by **Twenty First Century (India) Limited** for the year ended on March 31, 2015 as stipulated in Clause 49 of the listing agreement of the Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For N A D AND ASSOCIATES.**  
Chartered Accountants

**PARAS DIDWANIA**  
Partner  
Membership No. 300357

Guwahati, the 30<sup>th</sup> day of May, 2015

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Industry Structure and Development - Overview**

#### **ECONOMIC OVERVIEW**

With a strong GDP growth rate of 9.5% in 2006, backed by an excellent performance in manufacturing and service sectors, the Indian economy is experiencing a growth thrust in recent times. With India emerging as one of the fastest growing economies. On account of improved FDI inflow and healthy foreign exchange reserves, the Indian rupee has become stronger. Despite the same, with increased focus on exports, the export target of \$125 billion for the FY 2006-07 was achieved. With increased globalization and India's growth story translating into reality. The Indian capital markets have moved in sync with global stock market indices. All this augurs well for Indian businesses going forward. However, in the prevailing environment of strong economic growth and buoyant investment climate, rising inflation rate has emerged as a threat.

#### **TEXTILE DIVISION:**

##### **INDUSTRY CONDITIONS**

The Quota-free era has benefited the Indian textile industry and has put India ahead of its regional peers in terms of export of value-added products. While the export for value added products is growing. resulting in an increase in India's market share, the favorable product-mix has contributed to higher realizations and better margins. In continuation of its policy to support the Indian textile sector, the government of India had allocated TUF subsidies of \$124 million for Investments in the sector. This along with increasing FDI in retail has provided huge opportunities to Indian textile players. Internationally, fashion cycles are becoming shorter, which provides opportunities to large vertically integrated players who can source domestically and provide a one step solution to the global retailers who invest in India.

The buoyant Indian economy has led to higher disposable incomes. Consumer preferences are changing in terms of styles and fashion preferences and more consumers are shifting towards high and value added products necessitating efficient service couple with brand offerings. This provides new opportunities for the textile and apparel industry.

Many large integrated players have recognized the changing trends and are vying for their slice of the retail pie given that retail in India is at an inflexion point and organized retail is expected to grow at a CAGR of more than 20% over the next five years as suggested by many research reports. A strong brand image, world class production facilities, further expansion of the existing distribution network and emphasis on retail would be the keys to maintaining market leadership by your company in the textile and clothing industry,

##### **Opportunities and Threats**

International players are seeking manufactures with vertically integrated product development facilities, and ability for managing quality and costs. Though India is being recognized in this regard and sourcing of value-added products from India is increasing. China continues to be a dominant player in the market with better infrastructure facilities. With its currency in an advantageous position and removal of quota restrictions in 2008 by US. China is a stronger competitor in exports as well as in the domestic market.

The company is experiencing pressure on margins due to severe competition from other low-cost countries and stronger Indian rupee vis-à-vis the US dollar.



There is also a threat of high inflation rate as the prices of commodities have been increasing over the past three quarters. In its efforts to combat inflation, the Central bank's actions over the year have resulted in an increasing interest rate scenario, which in turn could cause rupee to appreciate against the dollar impacting exports.

Textile being a labor intensive industry, rising labor and skilled human resource costs can put pressure on margins.

In order to take advantage of quota-free era, textile and apparel industry require huge investments in infrastructure to improve efficiencies and productivity.

The textile/apparel manufacturing and retail space is increasingly witnessing domestic players tying up with foreign companies in order to have access to the latest technology and processes and offer internationally reputed brands Indian consumers. Thus Indian Companies are increasingly competing with foreign textile players and with foreign brands in the retail space.

Further, inflows of spurious fabric material, counterfeit and takes into India continue despite government measures to curb the same.

The retail boom in India and entry of international retailers will open doors for domestic sourcing from large integrated players who can offer one-stop solutions. Also, alliances with international companies will aid in moving up the value chain and establishing a global presence.

#### **Textile Division Overview**

The Company is now concentrating on new avenues to increase sales and is geared up to meet opportunities for growth in new market segments like corporate-wear, service industry, hospitality industry etc. which are emerging as big segments for textile manufacturers.

The export and domestic market opportunity is being tapped through the following avenues:

Setting up of a design in Italy in a Joint venture, for cotton shirting fabric, which is fully operational and providing design inputs for the products:

Setting up of garmenting facilities for factored exports:

Setting up a green field manufacturing facility at Vapi with latest machinery, and providing efficient and cost effective production lines:

Focus on product innovation with new blends & new finishes leading to increased market penetration and commensurate increase in the customer base in the European market:

Expansion of retail network in the domestic market as well as in the middle East and SAARC nations:

The above capabilities would also enable the company face the competition in the domestic market from both domestic and international brands. The Company plans to invest significantly in the coming years in strengthening and extending the product offerings and expanding its marketing and distribution network

**Internal Control systems and their adequacy**

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure:

That all assets and resources are used efficiently and are adequately protected;

That all internal policies and statutory guidelines are complied within letter & spirit;

The accuracy and timing of financial reports and management information.

**Financial operational performance.**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India.

**Material Development in Human Resources / industrial relations/ number of people employed.**

The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The Company recognizes the importance and contribution of its Human resources towards its growth and development and is committed to the development of its people.

**Cautionary statement**

Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS  
OF  
M/S TWENTY FIRST CENTURY (INDIA) LIMITED**

***Independent Auditor's Report***

Report on the Financial Statements

We have audited the accompanying financial statements of TWENTY FIRST CENTURY (INDIA) LIMITED. ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated 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 and financial performance 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

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, of the state of affairs of the Company as at 31st March, 2015, and its profit/loss for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. This report does not include a statement on the matters specified in paragraph 3 and 4 of the Companies (Auditor's Report) Order 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, since in our opinion and according to the information and explanations given to us, the said order is not applicable to the company.
2. 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 purposes 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.
  - c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) The going concern matter described in sub-paragraph..... Under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
  - f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**For N A D AND ASSOCIATES**  
**Chartered Accountants**  
**FRN: 316214E**

**Place:-**  
**Date: -30.05.15**

**PARAS DIDWANIA**  
**(PARTNER )**  
**Membership No.      300357**

**The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.**

We report that:

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- ii. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.  
  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
  
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a) and iii (b) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and for sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
  - iv. The Company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
  - v. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vi. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees’

State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amount payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.

(c) The provision of clause (vii)(c) of the order is not applicable on the company.

- vii. The Company does not have accumulated losses at the end of financial year more than fifty percent of its net worth and has not incurred cash loss during the financial year and in the immediately preceding financial year.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders, as applicable to the company.
- ix. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- x. Based on our audit procedures and on the information given by the management, the company has not taken any term loan during the year.
- xi. According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

**For N A D AND ASSOCIATES.**  
Chartered Accountants

**PARAS DIDWANIA**  
Partner  
Membership No. 300357

Guwahati, the 30<sup>th</sup> day of May, 2015

# **TWENTY FIRST CENTURY (INDIA) LIMITED.**

**BLOCK-B, 3RD FLOOR, KOLKATA-700001,**

**Website - [www.21stcenturyindia.in](http://www.21stcenturyindia.in)**

**CIN : L51109WB1997PLC084818**

May 20, 2015

Dear Shareholder(s),

## **Sub: Notice of 30<sup>th</sup> Annual General Meeting & Annual Report for the FY 2014-15**

We wish to inform you that the 30<sup>th</sup> Annual General Meeting of Twenty First Century (India) Limited is scheduled to be held on Saturday, the 26<sup>th</sup> September, 2015 at 11:00 PM at Block –B, 3<sup>rd</sup> Floor, Room No.4, Kolkata – 700 001.

We are sending herewith the Notice convening the 30<sup>th</sup> Annual General Meeting and Annual Report for the FY 2014-15 which, inter alia, includes Audited Financial Statements, Directors' Report, Auditors' Report, etc., to your email ID, as made available to us by the Depositories. The Notice and Annual Report of the Company shall also be available on the website of the Company [www.21stcenturyindia.in](http://www.21stcenturyindia.in) as well as available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

We also request you to kindly update your email ID registered with your Depository Participant (DP) from time to time, in case of any changes to the same.

Your Company is pleased to offer e-voting facility which would enable you to cast your vote electronically. This facility is being provided through CDSL e-voting platform ([www.evotingindia.com](http://www.evotingindia.com)). Please read the instructions given in the Notice for voting through the e-voting platform.

Notice, instruction for e-voting along with Attendance Slip and Proxy Form for 30<sup>th</sup> Annual General Meeting of the Company is attached herewith. The physical copies may be procured from the Company's Registered Office and the office of its Registrar & Share Transfer Agent, M/s Link Intime India (P) Ltd.

Kindly note that in case you wish to receive a hard copy of any of the above mentioned documents the same will be provided to you, free of cost, upon receipt of your written request. You may, in that case, write to the Company Secretary, Twenty First Century (India) Limited, Block –B, 3<sup>rd</sup> Floor, Room No.4, Kolkata – 700 001 or send us an email at "info@21stcenturyindia.net" quoting your Name, address, Folio No. / DP ID - Client ID along with details of no. of shares held.

### **E-Voting Information:**

<b>EVS (Electronic Voting Sequence Number)</b>	<b>Time for E-voting</b>
<b>150820057</b>	The Voting period starts from 9:00 A.M. 01 <sup>st</sup> September 2015, upto 5.00 p.m. on 03 <sup>rd</sup> September 2015. The voting module shall be disabled by CDSL for voting thereafter.

Thanking you

**For TWENTY FIRST CENTURY (INDIA) LIMITED**

**SD/-**

**COMPANY SECRETARY**

**Note: Please don't reply to this email, as this email id is not monitored.**



# TWENTY FIRST CENTURY (INDIA) LIMITED.

BLOCK-B, 3RD FLOOR, KOLKATA-700001,

Website – [www.21stcenturyindia.in](http://www.21stcenturyindia.in)

**CIN : L51109WB1997PLC084818**

## **PROXY FORM MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s): .....

Registered Address:.....

E-mail Id: ..... Folio No / Client Id: ..... DP ID: .....

I / We, being the member(s) of \_\_\_\_\_ shares of the above mentioned company, hereby appoint

1. NAME .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him/her.

2. NAME .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him/her.

3. NAME .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him/her.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on the 26th day of September 2015 at 11.00 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below:

Signed this ..... day of ....., 2015

Signature of Shareholder (s)

AFFIX  
REVENUE  
STAMP

Signature of Proxy Holder (s)

**Note: This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# **TWENTY FIRST CENTURY (INDIA) LIMITED.**

**BLOCK-B, 3RD FLOOR, KOLKATA-700001,**

**Website – [www.21stcenturyindia.in](http://www.21stcenturyindia.in)**

**CIN : L51109WB1997PLC084818**

## **ATTENDANCE SLIP**

**(To be signed and handed over at the entrance of the meeting venue)**

Regd. Folio No.: \_\_\_\_\_

DP ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

Client ID\*: \_\_\_\_\_

Full Name of the Member (in Block Letters): \_\_\_\_\_

Name of the Proxy: \_\_\_\_\_

(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Fourth ANNUAL GENERAL MEETING of the Company on 26th September, 2015 at 11:00 a.m. at the Registered Office of the Company at **BLOCK-B, 3RD FLOOR, ROOM NO. 4, KOLKATA-700001.**

Members / Proxy's Signature

(To be signed at the time of handing over this slip)

\* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting.

# **TWENTY FIRST CENTURY (INDIA) LIMITED.**

**BLOCK-B, 3RD FLOOR, KOLKATA-700001,**

**Website – [www.21stcenturyindia.in](http://www.21stcenturyindia.in)**

**CIN : L51109WB1997PLC084818**

## **NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of **Twenty First Century (India) Ltd.** Will be held at the Registered Office at 9, Lalbazar street, Mercantile Building, Block – B, 3<sup>rd</sup> Floor, Kolkata – 700001 on Saturday, the 26th September, 2015 at 11.00 A.M. to transact the following business :-

### **GENERAL BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Avijit Dey and Shri Sanjay Chatterjee, who retire by rotation and being eligible, offers themselves for re-appointment.

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

“RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) and other applicable rule, if any, of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, and recommendation from the Audit Committee and Board of Directors of the Company, the appointment of Statutory Auditors, M/s. N A D AND ASSOCIATES, Chartered Accountants (ICAI Registration No. 316214E), to hold Office as Statutory Auditors until the conclusion of the 30<sup>TH</sup> Annual General Meeting of the Company, be and is hereby ratified, and that they satisfy the criteria to continue their Term as Statutory Auditors of the Company and that the Board of Directors, on recommendation of the Audit Committee, alter/fix their remuneration as may be mutually agreed upon with the Statutory Auditors.”

Registered Office :  
9, Lalbazar Street, Mercantile Building  
Block – B, Kolkata – 700001

By order of the Board  
**For Twenty First Century (India) Ltd.**

Sd/-  
**Pradeep Kumar Garg**

Dated : The 30<sup>nd</sup> day of May, 2015  
(Chairman)

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### **Notes :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST REACH/ BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.

2. A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding 50 members and holding in the aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. All other documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September 2015 to 26th September 2015 (both days inclusive).
5. The dividend, if declared at the Annual General Meeting, will be paid on or after 26th September 2015 to those persons or their mandates whose:
  - i. names appear as Beneficial Owners as at the end of the business hours on 18th September 2015 in the list of Beneficial Owners to be furnished by Central Depository Services Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;  
And
  - ii. Names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agent (RTA) on or before 19<sup>th</sup> September 2015.
6. Members / Proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly filled in, for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID for identification.
7. Corporate Members are requested to send a duly certified copy of Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividend through Electronic Clearing Services (ECS) to investors where ECS and Bank details are available.
9. For effecting changes in address/bank details/ECS mandate etc., shareholders are requested to contact the RTA in case of shares held in physical form / their respective Depository Participant in case of shares held in dematerialised form.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their accounts. Members holding shares in physical form can submit their PAN to Company/ RTA.
11. **Members are requested to bring along their copy of the Annual Report to the meeting.**
12. All the businesses mentioned in the Notice may also be transacted through electronic voting system arranged by Central Depository Services (India) Limited (CDSL). The process for e-voting has been annexed in the Notice.

13. Members holding shares either in physical form or in dematerialized form as on the end of business hours on 19th September 2015, being the cut-off date, are eligible to cast their vote through e-voting facility. Please note that once the vote on a resolution is cast, it cannot be changed subsequently. Once the Shareholders vote through e-voting they would not be entitled to vote at the meeting venue.
14. The Board of Directors has appointed M/S. KAMALIA ASSOCIATES, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
15. For any queries and grievance regarding e-voting process the members may contact Mr. Avjit Dey Jain, Chief Compliance Officer of the Company.

**16. Voting through electronic means**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 01<sup>st</sup> September, 2015 (9:00 am) and ends on 03<sup>rd</sup> September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28<sup>th</sup> August 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. **The process and manner for remote e-voting are as under:**
  - i. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - a) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - b) Launch internet browser by typing the URL: <https://www.evotingindia.com/>
    - c) Click on Shareholder – Login
    - d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - g) Select "EVEN" of "Twenty First Century (India) Limited".
    - h) Now you are ready for remote e-voting as Cast Vote page opens.
    - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm"

when prompted.

- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [kamaliaassociates@gmail.com](mailto:kamaliaassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**II. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**

- a) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
  - b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800- 222-990.
  - vii. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28<sup>th</sup> August, 2015.
  - x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 28<sup>th</sup> August 2015, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [kamaliaassociates@gmail.com](mailto:kamaliaassociates@gmail.com)  
  
However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 1800- 222-990.
  - xi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e- voting as well as voting at the AGM through ballot paper.
  - xiii. M/S. KAMALIA ASSOCIATES, of 202, Jessore Road, Shyam Lake Garden , Block – C, Flat No 519(G), Kolkata-700089 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - xiv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - xv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xvi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.21stcenturyindia.in](http://www.21stcenturyindia.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and The Calcutta Stock Exchange, Kolkata.

17. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
19. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35 B of the listing agreement, the Company is pleased to provided the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 01, 2015.

**Balance Sheet as at 31st March 2015**

₹ in rupees

	Note No.	As at 31st March 2015	As at 31st March 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's funds</b>			
Share capital	1	67,86,20,000.00	67,86,20,000.00
Reserves and surplus	2	69,69,226.21	69,63,307.27
Money received against share warrants			
		<b>68,55,89,226.21</b>	<b>68,55,83,307.27</b>
<b>Share application money pending allotment</b>			
<b>Non-current liabilities</b>			
Long-term borrowings	3	2,14,218.20	
Deferred tax liabilities (Net)	4	5,172.00	5,172.00
Other long term liabilities			
Long-term provisions	5	3,14,288.00	
		<b>5,33,678.20</b>	<b>5,172.00</b>
<b>Current liabilities</b>			
Short-term borrowings			
Trade payables	6		84,54,779.77
Other current liabilities	7	50,24,045.00	50,21,545.00
Short-term provisions	5	1,390.00	3,14,288.00
		<b>50,25,435.00</b>	<b>1,37,90,612.77</b>
<b>TOTAL</b>		<b>69,11,48,339.41</b>	<b>69,93,79,092.04</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	8		
Tangible assets		5,51,180.00	1,46,413.00
Intangible assets			
Capital work-in-Progress			
Intangible assets under development			
Non-current investments	9	53,81,35,800.00	56,78,24,800.00
Deferred tax assets (net)	4		
Long-term loans and advances	10		
Other non-current assets	11	2,56,64,435.00	2,56,64,435.00
		<b>56,43,51,415.00</b>	<b>59,36,35,648.00</b>
<b>Current assets</b>			
Current investments			
Inventories			
Trade receivables			
Cash and cash equivalents	12	26,84,790.41	5,90,156.29
Short-term loans and advances	10	12,41,12,134.00	10,51,53,287.75
Other current assets			
		<b>12,67,96,924.41</b>	<b>10,57,43,444.04</b>
<b>TOTAL</b>		<b>69,11,48,339.41</b>	<b>69,93,79,092.04</b>

The schedule referred above form an integral part of the Accounts

Audit Report as on even date attached

For N A D AND ASSOCIATES

Chartered Accountants

(FRN: 316214E)

For and on behalf of the Board of Directors

PARAS DIDWANIA  
PARTNER  
Membership No.: 300357  
Place: GUWAHATI  
Date: 30.05.15

AVIJIT DEY  
Director  
DIN: 00067249

PRADEEP KUMAR GARG  
Managing director  
DIN: 00067205



**Statement of Profit and loss for the year ended 31st March 2015**

₹ in rupees

	<b>Note No.</b>	<b>31st March 2015</b>	<b>31st March 2014</b>
<b>Revenue</b>			
Revenue from operations	13	90,37,766.25	80,44,332.00
Less: Excise duty			
<b>Net Sales</b>		<b>90,37,766.25</b>	<b>80,44,332.00</b>
Other income	14	(77,49,100.82)	(69,59,200.00)
<b>Total revenue</b>		<b>12,88,665.43</b>	<b>10,85,132.00</b>
<b>Expenses</b>			
Cost of material Consumed			
Purchase of stock-in-trade			
Changes in inventories			
Employee benefit expenses	15	3,80,000.00	3,78,000.00
Finance costs		22,840.20	
Depreciation and amortization expenses	16	1,33,296.00	64,019.00
Other expenses	17	7,45,220.29	6,14,737.04
<b>Total expenses</b>		<b>12,81,356.49</b>	<b>10,56,756.04</b>
<b>Profit before exceptional, extraordinary and prior period items and tax</b>		<b>7,308.94</b>	<b>28,375.96</b>
Exceptional items			
<b>Profit before extraordinary and prior period items and tax</b>		<b>7,308.94</b>	<b>28,375.96</b>
Extraordinary items			
Prior period item			
<b>Profit before tax</b>		<b>7,308.94</b>	<b>28,375.96</b>
<b>Tax expenses</b>			
Current tax	18	1,390.00	9,000.00
Deferred tax			
Excess/short provision relating earlier year tax			
<b>Profit(Loss) for the period from continuing operations</b>		<b>5,918.94</b>	<b>19,375.96</b>
Profit(Loss) from discontinuing operations			
Tax expenses of discontinuing operations			
<b>Profit(Loss) from discontinuing operations(after tax)</b>			
<b>Profit(Loss) for the period</b>		<b>5,918.94</b>	<b>19,375.96</b>
Share earnings associates			
Share earnings joint ventures			
Share minority interest			
Adjustments related merger acquisitions			
<b>Profit(Loss) for the period</b>		<b>5,918.94</b>	<b>19,375.96</b>
<b>Earning per share</b>			
<b>Basic</b>	<b>19</b>		
Before extraordinary Items			
After extraordinary Adjustment			
<b>Diluted</b>			
Before extraordinary Items			
After extraordinary Adjustment			

The schedule referred above form an integral part of the Accounts

Audit Report as on even date attached

For N A D AND ASSOCIATES

Chartered Accountants

(FRN: 316214E)

For and on behalf of the Board of Directors

PARAS DIDWANIA  
PARTNER  
Membership No.: 300357  
Place: GUWAHATI  
Date: 30.05.15

AVIJIT DEY  
Director  
DIN: 00067249

PRADEEP KUMAR GARG  
Managing director  
DIN: 00067205

**Notes to Financial statements for the year ended 31st March 2015**

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

**Note No. 1 Share Capital**

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
<b>Authorised :</b>		
69070000 (31/03/2014:69070000) Equity shares of Rs. 10.00/- par value	69,07,00,000.00	69,07,00,000.00
<b>Issued :</b>		
67862000 (31/03/2014:67862000) Equity shares of Rs. 10.00/- par value	67,86,20,000.00	67,86,20,000.00
<b>Subscribed and paid-up :</b>		
67862000 (31/03/2014:67862000) Equity shares of Rs. 10.00/- par value	67,86,20,000.00	67,86,20,000.00
<b>Total</b>	<b>67,86,20,000.00</b>	<b>67,86,20,000.00</b>

**Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period**

**Equity shares**

₹ in rupees

	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	Amount	No. of Shares	Amount
<b>At the beginning of the period</b>	6,78,62,000	67,86,20,000.00	6,78,62,000	67,86,20,000.00
Issued during the Period				
Redeemed or bought back during the period				
<b>Outstanding at end of the period</b>	<b>6,78,62,000</b>	<b>67,86,20,000.00</b>	<b>6,78,62,000</b>	<b>67,86,20,000.00</b>

**Right, Preferences and Restriction attached to shares**

**Equity shares**

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**Note No. 2 Reserves and surplus**

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
<b>Profit loss account</b>		
Opening Balance	(5,08,05,794.75)	(5,08,25,170.71)
Add: Profit for the year	5,918.94	19,375.96
Less : Deletion during the year		
<b>Closing Balance</b>	<b>(5,07,99,875.81)</b>	<b>(5,08,05,794.75)</b>
<b>Securities premium</b>		
Opening Balance	5,01,11,506.00	5,01,11,506.00
Add: Addition during the year		
Less : Deletion during the year		
<b>Closing Balance</b>	<b>5,01,11,506.00</b>	<b>5,01,11,506.00</b>
<b>Amalgamation reserve</b>		
Opening Balance	76,57,596.02	76,57,596.02
Add: Addition during the year		
Less : Deletion during the year		
<b>Closing Balance</b>	<b>76,57,596.02</b>	<b>76,57,596.02</b>
<b>Balance carried to balance sheet</b>	<b>69,69,226.21</b>	<b>69,63,307.27</b>

**Note No. 3 Long-term borrowings**

₹ in rupees

Particulars	As at 31st March 2015			As at 31st March 2014		
	Non-Current	Current Maturities	Total	Non-Current	Current Maturities	Total
<b>Term Loan - From banks</b>						
CAR LOAN HDFC secured	2,14,218.20		2,14,218.20			
	<b>2,14,218.20</b>		<b>2,14,218.20</b>			
<b>Other Loans and advances</b>						
Loans repayable On demand from others unsecured		50,00,000.00	50,00,000.00		50,00,000.00	50,00,000.00
		<b>50,00,000.00</b>	<b>50,00,000.00</b>		<b>50,00,000.00</b>	<b>50,00,000.00</b>
<b>The Above Amount Includes</b>						
Secured Borrowings	2,14,218.20		2,14,218.20			
UnSecured Borrowings		50,00,000.00	50,00,000.00		50,00,000.00	50,00,000.00
Amount Disclosed Under the Head "Other Current Liabilities"(Note No. 7)		(50,00,000.00)	(50,00,000.00)		(50,00,000.00)	(50,00,000.00)
<b>Net Amount</b>	<b>2,14,218.20</b>	<b>0</b>	<b>2,14,218.20</b>		<b>0</b>	

**Note No. 4 Deferred Tax**

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
<b>Deferred tax liability</b>		
Deferred tax liability other	5,172.00	5,172.00
<b>Gross deferred tax liability</b>	<b>5,172.00</b>	<b>5,172.00</b>
<b>Net deferred tax liability</b>	<b>5,172.00</b>	<b>5,172.00</b>

**Note No. 5 Provisions**

₹ in rupees

Particulars	As at 31st March 2015			As at 31st March 2014		
	Long-term	Short-term	Total	Long-term	Short-term	Total
<b>Other provisions</b>						
Other Provision	3,14,288.00		3,14,288.00		3,05,288.00	3,05,288.00
Current tax provision		1,390.00	1,390.00		9,000.00	9,000.00
	<b>3,14,288.00</b>	<b>1,390.00</b>	<b>3,15,678.00</b>		<b>3,14,288.00</b>	<b>3,14,288.00</b>
<b>Total</b>	<b>3,14,288.00</b>	<b>1,390.00</b>	<b>3,15,678.00</b>		<b>3,14,288.00</b>	<b>3,14,288.00</b>

**Note No. 6 Trade payables**

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
LONG TERM		84,54,779.77
<b>Total</b>		<b>84,54,779.77</b>

**Note No. 7 Other current liabilities**

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
<b>Current maturities of long-term debt(Note No. 3)</b>	<b>50,00,000.00</b>	<b>50,00,000.00</b>
	<b>50,00,000.00</b>	<b>50,00,000.00</b>
<b>Others payables</b>		
AUDIT FEES PAYABLE	16,545.00	16,545.00
Professional Tax	7,500.00	5,000.00
	<b>24,045.00</b>	<b>21,545.00</b>
<b>Total</b>	<b>50,24,045.00</b>	<b>50,21,545.00</b>

Note No. 8 Fixed Assets Chart as at 31st March 2015

₹ in rupees

	Assets	Useful Life (In Years)	Shift	Gross Block					Accumulated Depreciation/ Amortisation						Net Block		
				Balance as at 1st April 2014	Additions during the year	Addition on account of business acquisition	Deletion during the year	Balance as at 31st March 2015	Balance as at 1st April 2014	Provided during the year	Addition on account of business acquisition	Deletion / adjustments during the year	Written off from retained earning	Impairment/Reversal*	Balance as at 31st March 2015	Balance as at 31st March 2015	Balance as at 31st March 2014
<b>A</b>	<b>Tangible assets</b>																
	Own Assets																
	Plant and Machinery																
	COMPUTER SYSTEM			2,10,432.00				2,10,432.00	64,019.00	58,565.00					1,22,584.00	87,848.00	1,46,413.00
	<b>Sub Total</b>			<b>2,10,432.00</b>				<b>2,10,432.00</b>	<b>64,019.00</b>	<b>58,565.00</b>					<b>1,22,584.00</b>	<b>87,848.00</b>	<b>1,46,413.00</b>
	Leased Assets																
	Motor Vehicles																
	CAR				5,38,063.00			5,38,063.00		74,731.00					74,731.00	4,63,332.00	
	<b>Sub Total</b>				<b>5,38,063.00</b>			<b>5,38,063.00</b>		<b>74,731.00</b>					<b>74,731.00</b>	<b>4,63,332.00</b>	
	<b>Total (A)</b>			<b>2,10,432.00</b>	<b>5,38,063.00</b>			<b>7,48,495.00</b>	<b>64,019.00</b>	<b>1,33,296.00</b>					<b>1,97,315.00</b>	<b>5,51,180.00</b>	<b>1,46,413.00</b>
	<b>P.Y Total</b>			<b>70,978.00</b>	<b>1,39,454.00</b>			<b>2,10,432.00</b>		<b>64,019.00</b>					<b>64,019.00</b>	<b>1,46,413.00</b>	<b>70,978.00</b>

**TWENTY FIRST CENTURY (INDIA) LIMITED.**  
**BLOCK-B, 3RD FLOOR, KOLKATA-700001**  
**CIN : L51109WB1997PLC084818,**

**Note No. 9 Non-current investments**

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Non-Trade Investment(Valued at cost unless stated otherwise)		
Investments in equity Instruments (Quoted)		
In Others		
Investment in other Indian companies equity instruments unquoted non trade (Lower of cost and Market value)	53,81,35,800.00	56,78,24,800.00
<b>Gross Investment</b>	<b>53,81,35,800.00</b>	<b>56,78,24,800.00</b>
<b>Net Investment</b>	<b>53,81,35,800.00</b>	<b>56,78,24,800.00</b>
<b>Aggregate amount of quoted investments (Market Value:0) (2014:0)</b>	<b>53,81,35,800.00</b>	<b>56,78,24,800.00</b>
<b>Aggregate amount of unquoted investments</b>		

**Note No. 10 Loans and advances**

₹ in rupees

Particulars	As at 31st March 2015		As at 31st March 2014	
	Long-term	Short-term	Long-term	Short-term
Other loans and advances				
Tax deducted at source (Secured)		15,06,068.00		24,31,987.75
Short term loans and advances		12,26,06,066.00		10,27,21,300.00
		<b>12,41,12,134.00</b>		<b>10,51,53,287.75</b>
<b>Total</b>		<b>12,41,12,134.00</b>		<b>10,51,53,287.75</b>

**Note No. 11 Other non-current assets**

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Miscellaneous expenditure not written off		
Other Assets		
Other noncurrent assets others	2,56,64,435.00	2,56,64,435.00
<b>Total</b>	<b>2,56,64,435.00</b>	<b>2,56,64,435.00</b>

**Note No. 12 Cash and cash equivalents**

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Balance with banks		
Other balances with banks	25,27,633.54	4,85,616.65
<b>Total</b>	<b>25,27,633.54</b>	<b>4,85,616.65</b>
Cash in hand		
Cash in hand	1,57,156.87	1,04,539.64
<b>Total</b>	<b>1,57,156.87</b>	<b>1,04,539.64</b>
<b>Total</b>	<b>26,84,790.41</b>	<b>5,90,156.29</b>

**Note No. 13 Revenue from operations**

₹ in rupees

Particulars	31st March 2015	31st March 2014
Other operating revenues	90,37,766.25	80,44,332.00
<b>Gross revenue from operations</b>	<b>90,37,766.25</b>	<b>80,44,332.00</b>

**Note No. 14 Other income**

₹ in rupees

Particulars	31st March 2015	31st March 2014
Other non-operating income	(77,49,100.82)	(69,59,200.00)
<b>Total</b>	<b>(77,49,100.82)</b>	<b>(69,59,200.00)</b>

**Note No. 15 Employee benefit expenses**

₹ in rupees

Particulars	31st March 2015	31st March 2014
Salaries and Wages	3,80,000.00	3,78,000.00
<b>Total</b>	<b>3,80,000.00</b>	<b>3,78,000.00</b>

**TWENTY FIRST CENTURY (INDIA) LIMITED.**  
**BLOCK-B, 3RD FLOOR, KOLKATA-700001**  
**CIN : L51109WB1997PLC084818,**

**Finance costs**

₹ in rupees

Particulars	31st March 2015	31st March 2014
Interest	22,840.20	
<b>Total</b>	<b>22,840.20</b>	

**Note No. 16 Depreciation and amortization expenses**

₹ in rupees

Particulars	31st March 2015	31st March 2014
Depreciation on tangible assets	1,33,296.00	64,019.00
<b>Total</b>	<b>1,33,296.00</b>	<b>64,019.00</b>

**Note No. 17 Other expenses**

₹ in rupees

Particulars	31st March 2015	31st March 2014
Repairs and maintenance of plant and machinery	9,821.00	20,015.00
Other cess taxes	2,500.00	2,500.00
Printing and stationery	15,320.00	34,240.00
Legal and professional expenses	45,400.00	5,680.00
Director's remuneration	1,80,000.00	1,80,000.00
Registration filing fees	22,400.00	11,000.00
Custodial fees	40,019.29	37,714.94
Bank charges	2,622.00	3,157.10
Advertising expenses	26,340.00	30,960.00
Audit fees	16,545.00	16,545.00
Miscellaneous expenses	3,21,140.00	2,72,925.00
Vehicle running expenses	48,605.00	
Insurance expenses	14,508.00	
<b>Total</b>	<b>7,45,220.29</b>	<b>6,14,737.04</b>

**Note No. 18 Current tax**

₹ in rupees

Particulars	31st March 2015	31st March 2014
Current tax pertaining to current year	1,390.00	9,000.00
<b>Total</b>	<b>1,390.00</b>	<b>9,000.00</b>

**Note No. 3(a) Long-term borrowings: Loans repayable On demand from others unsecured**

₹ in rupees

Particulars	As at 31st March 2015			As at 31st March 2014		
	Non-Current	Current Maturities	Total	Non-Current	Current Maturities	Total
ABHIDEEP EXPORTS PVT LTD		10,00,000.00	10,00,000.00		10,00,000.00	10,00,000.00
APPLE POLLING MILLS LTD		40,00,000.00	40,00,000.00		40,00,000.00	40,00,000.00
<b>Total</b>		<b>50,00,000.00</b>	<b>50,00,000.00</b>		<b>50,00,000.00</b>	<b>50,00,000.00</b>

**TWENTY FIRST CENTURY (INDIA) LIMITED.**  
**BLOCK-B, 3RD FLOOR, KOLKATA-700001**  
**CIN : L51109WB1997PLC084818,**

**Note No. 9(a) Non-current investments:Investments in equity Instruments:Investment in other Indian companies equity instruments unquoted non trade**

₹ in rupees

Particulars	31st March 2015	31st March 2014
Annapurna Jewellery Pvt Ltd	4,00,00,000.00	4,00,00,000.00
Aryan Multi Business Pvt Limited	3,85,00,050.00	3,85,00,050.00
Atibalcement Pvt Ltd	25,00,000.00	25,00,000.00
B.N.Ornamnets Private Limited(New)	1,40,00,000.00	1,40,00,000.00
Gangaur Tradelink Pvt Ltd	2,77,60,000.00	2,77,60,000.00
Girija Vincom Pvt Ltd	2,99,80,000.00	2,99,80,000.00
Khunkhunji Ornamnets Private Limited	1,00,00,000.00	1,00,00,000.00
Lala Jugal Kishore Jewellers Pvt Ltd	7,75,00,000.00	8,10,00,000.00
Lemonde Trading (I) Pvt Ltd		2,25,000.00
Nita Jajoo Mentures Pvt Ltd	2,00,00,000.00	2,00,00,000.00
Paharia Markets and Investments Private Limited	4,09,99,750.00	4,09,99,750.00
Praladrai Fabrics Ltd	3,30,00,000.00	3,30,00,000.00
Satguru Aashish Tradelink Pvt Ltd	2,00,00,000.00	2,00,00,000.00
Sati Developers and Tower Pvt Ltd	2,20,00,000.00	2,20,00,000.00
SCOPE VINTRADE PVT LTD	3,40,00,000.00	3,40,00,000.00
Shankar Vincom Pvt Ltd	2,80,70,000.00	2,80,70,000.00
Shree Keshav Agro Pvt Ltd	4,95,00,000.00	4,95,00,000.00
Starlite Infotech Ltd	50,00,000.00	50,00,000.00
Subham Coal Processors Private Limited	80,00,000.00	80,00,000.00
Success Vyapar Pvt Ltd	90,00,000.00	90,00,000.00
Concord Infracon Pvt Ltd	1,89,66,000.00	3,93,00,000.00
GRASS LAN VYAPAR P LTD		51,90,000.00
Dhaumya Projects Limited	4,90,000.00	4,90,000.00
Gajasura Developers Limited	4,90,000.00	4,90,000.00
GANGAVTI TRANSPORT LIMITED	4,90,000.00	4,90,000.00
GOURIBHARTA COMPUTER LIMITED	4,90,000.00	4,90,000.00
Holika Metal Limited	4,90,000.00	4,90,000.00
Maricha Agrotech Limited	4,90,000.00	4,90,000.00
Markandeya Dealers Limited	4,90,000.00	4,90,000.00
UNNADHARA ENCLAVE LIMITED	4,90,000.00	4,90,000.00
VISHWAROOP IRON and STEEL LIMITED	4,90,000.00	4,90,000.00
ZEROSTAR METAL LIMITED	5,00,000.00	4,90,000.00
UTALIKA INFRADEVELOPERS LTD	5,00,000.00	5,00,000.00
NIRMALKUNG MERCHANDISE LTD		4,50,000.00
NITYADHARA BUSINESS LTD	4,50,000.00	4,50,000.00
UTALIKA BUILDCON LTD	5,00,000.00	5,00,000.00
UTALIKA EXIM LTD	5,00,000.00	5,00,000.00
UTALIKA INFRASTRUCTURE LTD	5,00,000.00	5,00,000.00
UTALIKA PROMOTERS LTD	5,00,000.00	5,00,000.00
UTALIKA VINTRADE LTD	5,00,000.00	5,00,000.00
UTALIKA TOWER LTD	5,00,000.00	5,00,000.00
UTALIKA ENCLAVE LTD	5,00,000.00	5,00,000.00
<b>Total</b>	<b>53,81,35,800.00</b>	<b>56,78,24,800.00</b>

**Note No. 10(a) Loans and advances : Other loans and advances: Tax deducted at source (Secured)**

₹ in rupees

Particulars	As at 31st March 2015		As at 31st March 2014	
	Long-term	Short-term	Long-term	Short-term
ADVANCE TAX		34,549.00		34,549.00
INCOME TAX REFUNDABLE		65,923.00		65,923.00
TAX DEDUCTED AT SOURCE		14,05,596.00		23,31,515.75
<b>Total</b>		<b>15,06,068.00</b>		<b>24,31,987.75</b>

**TWENTY FIRST CENTURY (INDIA) LIMITED.**  
**BLOCK-B, 3RD FLOOR, KOLKATA-700001**  
**CIN : L51109WB1997PLC084818,**

**Note No. 10(b) Loans and advances : Other loans and advances:**  
**Unsecured, considered good**

₹ in rupees

Particulars	As at 31st March 2015		As at 31st March 2014	
	Long-term	Short-term	Long-term	Short-term
Unsecured, considered good(Head)		12,26,06,066.00		10,27,21,300.00
<b>Total</b>		<b>12,26,06,066.00</b>		<b>10,27,21,300.00</b>

**Note No. 10(b)(a) Loans and advances : Unsecured, considered good:**  
**Unsecured, considered good(Head)**

₹ in rupees

Particulars	As at 31st March 2015		As at 31st March 2014	
	Long-term	Short-term	Long-term	Short-term
Unsecured loans and advances value to be received		12,26,06,066.00		10,27,21,300.00
<b>Total</b>		<b>12,26,06,066.00</b>		<b>10,27,21,300.00</b>

**Note No. 10(b)(a)(a) Loans and advances : Unsecured, considered good(Head): Unsecured loans and advances value to be received**

₹ in rupees

Particulars	As at 31st March 2015		As at 31st March 2014	
	Long-term	Short-term	Long-term	Short-term
Abhishek Agarwal		50,00,000.00		50,00,000.00
Agauta Sugar and Chemicals Ltd		4,02,36,292.00		3,62,50,000.00
Ajay Bharat Pvt Ltd		5,90,000.00		5,22,192.00
Alom Extrusions Ltd		79,05,000.00		81,86,836.00
ASJ DEVELOPERS		10,00,000.00		10,00,000.00
Bhavya Enterprises Pvt Ltd		30,00,000.00		30,00,000.00
Bhupesh Kumar Jain		60,00,000.00		60,00,000.00
GD REALITY (P)LTD		18,82,500.00		17,29,500.00
Icon Veneer		5,00,000.00		5,00,000.00
KISHNA AGARWAL		2,00,000.00		2,00,000.00
Kotsin Ore Pvt Ltd				59,55,100.00
Mono Herbicides Ltd		19,41,957.00		17,81,612.00
M.R. Raghav Saraf		64,19,433.00		70,35,839.00
Novell Construction Pvt Ltd				48,13,425.00
Premier Irrigation Adritec Pvt Ltd				1,12,00,000.00
RANI SATI FARMS AND DAIRY PRODUCT		25,00,000.00		25,00,000.00
RNA COMMODITIES and DERIAVATES P LTD		8,08,000.00		8,08,000.00
Tirumala Suppliers Pvt Ltd				4,19,426.00
Vivek Kumar Bhuwalka		62,69,370.00		58,19,370.00
HARSH TRADERS PVT LTD				
Kotsin Ore Pvt Ltd				
Novel Infotech				
Paharia Irrigation Adritech Pvt Ltd				
Auto Cart Engine		12,20,032.00		
Baba Shyam Export		4,60,000.00		
D K Project		40,00,000.00		
Goel Brothers		19,00,000.00		
Har Gouri Vinimay Ltd		4,60,000.00		
Khatu Shyam Commercial Ltd		4,60,000.00		
Khatu Shyam Vinimay Ltd		4,60,000.00		
Navin Construction and Credit Pvt Ltd		64,83,781.00		
Parsuram Tea Manufacture Pvt Ltd		7,01,208.00		
Pasari Multiproject Pvt Ltd		1,56,74,630.00		
Sanwara Seth Mercantile Ltd		4,60,000.00		
Sanwara Seth Merchats Ltd		4,60,000.00		
Shiv Shankar Merchants Ltd		4,60,000.00		
York Financial Services Pvt Ltd		51,53,863.00		
<b>Total</b>		<b>12,26,06,066.00</b>		<b>10,27,21,300.00</b>



**TWENTY FIRST CENTURY (INDIA) LIMITED.**  
**BLOCK-B, 3RD FLOOR, KOLKATA-700001**  
**CIN : L51109WB1997PLC084818,**

**Note No. 19 Earning Per Share**

₹ in rupees

Particulars	Before Extraordinary items		After Extraordinary items	
	31st March 2015	31st March 2014	31st March 2015	31st March 2014
<b>Basic</b>				
Profit after tax (A)	5,918.94	19,375.96	5,918.94	19,375.96
Weighted average number of shares outstanding (B)	6,78,62,000	6,78,62,000	6,78,62,000	6,78,62,000
Basic EPS (A / B)				
Face value per share		10.00		10.00

## **Significant Accounting Policies**

### **1.1 Basis of Preparation of Financial Statements**

The financial statements are prepared under the historical cost convention, on accrual basis, in accordance with the requirements of the Companies Act 2013 and mandatory accounting standards prescribed in the Companies (Accounting Standards) rules, 2006 (as amended) issued by the Central Government.

### **1.2 Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

### **1.3 Investments**

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Non-current Investments are stated at cost. Provision for diminution in the value of Non-current investments is made only if such a decline is other than temporary.

### **1.4 Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Dividend, if any is recognised when the Company's right to receive the payment is established by the Balance Sheet date.

Other Income is accounted for an accrual basis except where the receipt of Income is uncertain.

### **1.5 Provision for Current Tax**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

### **1.6 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

### **1.7 Earning Per Share**

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard-20, "Earnings Per Share". Basic earnings per equity share are computed by dividing net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings during the year adjusted for effects of all dilutive potential equity shares per equity share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

## **1.8 Share Issue Expenses**

Company formation, Share issue expenses and redemption premium are adjusted against the Securities Premium Account as permissible under Section 78(2) of the Companies Act, 1956, to the extent balance is available for utilisation in the Securities Premium Account. The balance of share issue expenses, if any is carried as an asset and is amortised over a period of 5 years from the date of the issue of shares.

# Consolidated Annual Report

## 2014 – 2015

**Twenty First Century (India) Ltd.**

# **Auditors' Report on Consolidated Financial Statements**

**To the Board of Directors of,  
Twenty First Century (India) Ltd.**

We have audited the accompanying Consolidated Financial Statements of Twenty First Century (India) Ltd. ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **Management's Responsibility for the Consolidated Financial Statements**

The management is responsible for the preparation of these Consolidated Financial Statements on the basis of separate financial statements and other financial information regarding components that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Consolidated 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 these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

We report that the Consolidated Financial Statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 "Consolidated Financial Statements" as notified pursuant to the Companies (Accounting Standards) Rules, 2006 and on the basis of the separate financial statements of **Twenty First Century (India) Ltd.**, its subsidiaries.

In our opinion and to the best of our information and according to the explanations gives to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries, as mentioned in the 'Other Matter' paragraph below, the Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2015;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in case of the Consolidated cash flow statement, of the cash flows for the year ended in that date.

**Other Matter**

We did not audit the financial statements of any of the subsidiaries whose financial statements reflect total assets (net) of Rs. 94,47,886.75 as at March 31, 2014, total revenue loss of Rs. 1,75,868.25 for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

For N A D AND ASSOCIATES,  
Chartered Accountants  
Firm Registration No. 316214E

Sd/-  
CA. Paras Didwania  
Partner  
Membership No. 300357  
Kolkata May 30, 2015

**CONSOLIDATED BALANCE SHEET OF M/S TWENTY FIRST CENTURY (INDIA) LTD**

**Consolidated Balance Sheet as at 31st March 2015**

	<b>Note No.</b>	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
<b><u>Shareholder's Funds</u></b>			
Share Capital	1	688,120,000.00	687,620,000.00
Reserves and Surplus	2	6,659,036.96	6,828,986.27
Minority Interest		-	1,000,000.00
Money received against Share Warrants			-
<b>Share Application money pending allotment</b>			-
<b><u>Non-Current Liabilities</u></b>			
Long-Term Borrowings		214,218.20	-
Deffered Tax Liability	3	5,172.00	5,172.00
Other Long Term Liabilities		220,000.00	220,000.00
Long-Term Provisions		314,288.00	-
<b><u>Current Liabilities</u></b>			
Short-Term Borrowings	4	5,000,000.00	5,005,500.00
Trade Payables	5		8,454,779.77
Other Current Liabilities	6	62,121.00	242,845.00
Short-Term Provisions	7	1,390.00	315,019.00
<b>TOTAL</b>		700,596,226.16	709,692,302.04
<b><u>ASSETS</u></b>			
<b><u>Non-Current Assets</u></b>			
Fixed Assets	8	551,180.00	146,413.00
Long-Term Loans and Advances			
Non Current Investments	9	544,335,745.00	576,275,300.00
Other Non-Current Assets	10	25,664,435.00	25,664,435.00
<b><u>Current Assets</u></b>			
Trade Receivables		34,480.50	36,260.00
Cash and Cash Equivalents	11	5,615,141.66	2,021,353.29
Short-Term Loans and Advances	12	124,112,134.00	105,153,287.75
Other Current Assets	13	283,110.00	397,600.00
<b>TOTAL</b>		700,596,226.16	709,694,649.04

# CONSOLIDATED BALANCE SHEET OF M/S TWENTY FIRST CENTURY (INDIA) LTD

## Statement of Consolidated Profit and Loss for the year ended 31st March 2015

	Note No.	31st March 2015	31st March 2014
<b><u>Revenue From Operations</u></b>			
Operating Revenue	14	9,037,766.25	8,080,592.00
<b><u>Revenue</u></b>			
Other income		(7,749,100.82)	(6,959,200.00)
<b>Total Revenue</b>		<b>1,288,665.43</b>	<b>1,121,392.00</b>
<b><u>Expenses</u></b>			
Cost of material Consumed			-
Purchase of stock-in-trade			-
Changes in Inventories			-
Employee Benefit Expenses	15	380,000.00	386,000.00
Finance Costs		22,840.20	
Depreciation and amortization expenses	16	133,296.00	64,019.00
Other Expenses	17	921,088.54	774,240.04
<b>Total Expenses</b>		<b>1,457,224.74</b>	<b>1,224,259.04</b>
<b>Profit before exceptional, extraordinary and prior period items and tax</b>		<b>(168,559.31)</b>	<b>(102,867.04)</b>
Exceptional items		-	-
<b>Profit before Extraordinary and prior period items and tax</b>		<b>(168,559.31)</b>	<b>(102,867.04)</b>
Extraordinary items		-	-
Prior period item		-	-
<b>Profit Before Tax</b>		<b>(168,559.31)</b>	<b>(102,867.04)</b>
<b>Tax Expenses</b>			
Current Tax	18	1,390.00	1,456.00
Provision For Tax			-
Deferred tax			-
Excess/short provision relating earlier year tax			
<b>Profit(Loss) for the period from continuing operations</b>		<b>(169,949.31)</b>	<b>(104,323.04)</b>
Profit(Loss) from discontinuing operations		-	-
Tax expenses of discontinuing operations		-	-
<b>Profit(Loss) from discontinuing operations(after tax)</b>			
<b>Profit(Loss) for the period</b>		<b>(169,949.31)</b>	<b>(104,323.04)</b>
<b><u>Earning per share</u></b>	19		
Basic			
Diluted			



# CONSOLIDATED BALANCE SHEET OF M/S TWENTY FIRST CENTURY (INDIA) LTD

## Notes On Financial Statements For The Year Ended 31st March, 2014

### **1. Share Capital**

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount	Amount
<b><u>Authorised</u></b>		
Equity Shares	701,100,000.00	701,600,000.00
<b><u>Issued</u></b>		
Equity Shares	688,120,000.00	687,620,000.00
<b><u>Subscribed &amp; Paid up</u></b>		
Equity Shares	688,120,000.00	687,620,000.00
<b><u>Subscribed but not fully Paid up</u></b>	-	-
<b>Total</b>	688,120,000.00	687,620,000.00

### **2. Reserves & Surplus**

Particulars	As at 31 March 2015	As at 31 March 2014
	Amount	Amount
<b><u>a. General Reserves</u></b>		
Opening Balance	7,657,596.02	7,657,596.02
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	7,657,596.02	7,657,596.02
<b><u>b. Share Premium</u></b>		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
<b><u>c. Surplus</u></b>		
Opening balance	(828,609.75)	(713,664.71)
(+) Net Profit/(Net Loss) For the current year	(169,949.31)	(114,945.04)
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Tax on Dividend	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	(998,559.06)	(828,609.75)
<b>Total</b>	6,659,036.96	6,828,986.27

**CONSOLIDATED BALANCE SHEET OF M/S TWENTY FIRST CENTURY (INDIA) LTD****Notes On Financial Statements For The Year Ended 31st March, 2014****Note No. 3 Deferred Tax**

Particulars	As at 31st March 2015	As at 31st March 2014
<b>Deferred tax liability</b>		
Deferred tax liability other	5,172.00	5,172.00
<b>Gross deferred tax liability</b>	<b>5,172.00</b>	<b>5,172.00</b>
<b>Net deferred tax liability</b>	<b>5,172.00</b>	<b>5,172.00</b>

**Note No: 4 Short Term Borrowings**

Particulars	As at 31st March 2015	2014
Unsecured loans	5,000,000.00	5,005,500.00
<b>Total</b>	<b>5,000,000.00</b>	<b>5,005,500.00</b>

**Note No. 5 Trade payables**

Particulars	As at 31st March 2015	As at 31st March 2014
LONG TERM	-	8,454,779.77
<b>Total</b>	<b>-</b>	<b>8,454,779.77</b>

**Note No: 6 Other Current Liabilities**

Particulars	As at 31st March 2015	2014
<b><u>Others Payables</u></b>		
Professional Tax payable	7,500.00	5,000.00
Audit Fees Payable	53,045.00	44,545.00
Sundry creditors	1,576.00	162,000.00
O/S Accounting Charges	-	1,300.00
O/S Preliminary Expenses	-	30,000.00
<b>Total</b>	<b>62,121.00</b>	<b>242,845.00</b>

**Note No : 7 - Provisions**

Particulars	As at 31 March 2015			As at 31 March 2014		
	Long-term	Short-term	Total	Long-term	Short-term	Total
<b><u>Other Provisions</u></b>						
Provision for Taxation	9,000.00	1,390.00	10,390.00	-	9,731.00	9,731.00
Other Provisions	305,288.00		305,288.00		305,288.00	305,288.00
<b>Total</b>	<b>314,288.00</b>	<b>1,390.00</b>	<b>315,678.00</b>	<b>-</b>	<b>315,019.00</b>	<b>315,019.00</b>

**CONSOLIDATED BALANCE SHEET OF M/S TWENTY FIRST CENTURY (INDIA) LTD****Note No. 8 Fixed assets**

in rupees

Particulars	As at 31 March 2015	As at 31 March 2014
Tangible Assets	551,180.00	146,413.00
<b>Total</b>	<b>551,180.00</b>	<b>146,413.00</b>

**Note No. 9 Non Current Investments**

in rupees

Particulars	As at 31 March 2015	As at 31 March 2014
<b><u>Investments in Equity Instruments (Unquoted)</u></b>		
<b><u>In Others</u></b>		
Equity securities current unquoted non-trade (Lower of cost and Market value)	544,335,745.00	576,275,300.00
<b>Gross Investment</b>	<b>544,335,745.00</b>	<b>576,275,300.00</b>
<b>Net Investment</b>	<b>544,335,745.00</b>	<b>576,275,300.00</b>
<b>Aggregate Amount of Unquoted Investments</b>	<b>544,335,745.00</b>	<b>576,275,300.00</b>

**Note No. 10 Other Non Current assets**

in rupees

Particulars	As at 31 March 2015	As at 31 March 2014
Deferred Tax Assets	23,969,635.00	23,969,635.00
Share Issue Expenses	1,694,800.00	1,694,800.00
<b>Total</b>	<b>25,664,435.00</b>	<b>25,664,435.00</b>

**Note No :11 - Cash and Cash Equivalents**

Particulars	As at 31 March 2015	As at 31 March 2014
<b><u>Balance with banks</u></b>		
Balance in scheduled banks current account	4,820,965.79	658,542.65
<b><u>Cash in hand</u></b>		
Cash in hand	794,175.87	1,362,810.64
<b>Total</b>	<b>5,615,141.66</b>	<b>2,021,353.29</b>

**Note No. 12 Short term Loans And Advances**

in rupees

Particulars	As at 31 March 2015	As at 31 March 2014
Tax Deducted at source	1,506,068.00	2,431,987.75
Unsecured Loans and advances	122,606,066.00	102,721,300.00
<b>Total</b>	<b>124,112,134.00</b>	<b>105,153,287.75</b>

**CONSOLIDATED BALANCE SHEET OF M/S TWENTY FIRST CENTURY (INDIA) LTD****Notes On Financial Statements For The Year Ended 31st March, 2015****Note No :13 - Other current assets**

Particulars	As at 31 March 2015	As at 31 March 2014
Preliminary Expenditure not written off	283,110.00	397,600.00
<b>Total</b>	<b>283,110.00</b>	<b>397,600.00</b>

**CONSOLIDATED BALANCE SHEET OF M/S TWENTY FIRST CENTURY (INDIA) LTD****Notes On Financial Statements For The Year Ended 31st March, 2015****Note No. 14 Other Income**

in rupees

Particulars	31st March 2015	31st March 2014
Interest Income	9,037,766.25	8,080,592.00
<b>Total</b>	<b>9,037,766.25</b>	<b>8,080,592.00</b>

**Note No. 15 Employee benefit expenses**

Particulars	31st March 2015	31st March 2014
Salaries and Wages	380,000.00	386,000.00
<b>Total</b>	<b>380,000.00</b>	<b>386,000.00</b>

**Note No. 16 Depreciation and amortization expenses**

Particulars	31st March 2015	31st March 2014
Depreciation on tangible assets	133,296.00	64,019.00
<b>Total</b>	<b>133,296.00</b>	<b>64,019.00</b>

**Note No. 17 Other Expenses**

in rupees

Particulars	31st March 2015	31st March 2014
Preliminary Expenses written off (1/5th)		99,400.00
Audit Fees		26,545.00
Bank Charges		4,231.10
General Expenses		42,003.00
Trade Licence		3,700.00
Accounting charges		10,720.00
Printing Charges		40,480.00
Auditors remuneration		18,000.00
Repairs And Maintenance of Plant And Machinery		20,015.00
Other Cess Taxes		2,500.00
Director's Remuneration		180,000.00
Registration Filing Fees		11,000.00
Legal And Professional Exps		5,680.00
Advertising Exps		30,960.00
Postage & Courier Charges		11,590.00
Listing fees		112,360.00
Misc Exps		155,055.94
Derivative Loss		
<b>Total</b>	<b>921,088.54</b>	<b>774,240.04</b>

**Note No. 18 Current tax****in rupees**

<b>Particulars</b>	<b>31st March 2015</b>	<b>31st March 2014</b>
Current tax pertaining to current year	1,390.00	10,456.00
<b>Total</b>	<b>1,390.00</b>	<b>10,456.00</b>

**Note No. 19 Earning Per Share****in rupees**

<b>Particulars</b>	<b>Before Extraordinary items</b>		<b>After Extraordinary items</b>	
	<b>31st March 2015</b>	<b>31st March 2014</b>	<b>31st March 2015</b>	<b>31st March 2014</b>
<b>Basic</b>				
Profit after tax (A)		(169,949.31)		(104,323.04)
Weighted average number of shares outstanding (B)		68,812,000		68,762,000
Basic EPS (A / B)		(0.00)		(0.00)
Face value per share		10.00		10.00

TWENTY FIRST CENTURY (INDIA) LTD  
CONSOLIDATED CASH FLOW STATEMENT

<u>DESCRIPTION</u>	Year Ended 31st March, 2015 Rs.	Year Ended 31st March, 2014 Rs.
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax as per Profit and Loss Account	(168,559.31)	(102,867.04)
Adjusted For:		
Depreciation & Amortisation	133,296.00	64,019.00
<b>Operating Profit Before Working Capital Changes</b>	<b>(35,263.31)</b>	<b>(38,848.04)</b>
Adjusted For:		
Sundry Debtors	(16,340.50)	(36,260.00)
Loans & Advances	(18,959,577.25)	48,862,822.31
Trade Payable	(8,454,779.77)	(150,052.00)
Other Current Assets	94,370.00	(397,600.00)
Current Liabilities	(178,224.00)	427,255.00
	<b>(27,514,551.52)</b>	<b>48,706,165.31</b>
<b>Cash Flow from Operating Activities (A)</b>	<b>(27,549,814.83)</b>	<b>48,667,317.27</b>
<b>B. Cash Flow from Investing Activities</b>		
Fixed Assets	(538,063.00)	(139,454.00)
Investments	31,793,055.00	(57,550,500.00)
<b>Cash Flow from Investing Activities (B)</b>	<b>31,254,992.00</b>	<b>(57,689,954.00)</b>
<b>C. Cash Flow from Financing Activities</b>		
Share Capital	950,000.00	9,000,000.00
Increase/ (Decrease) in Loan Taken	208,718.20	5,500.00
Minority Interest	(950,000.00)	1,000,000.00
Preliminary Expenses Paid		-
<b>Cash Flow from Financing Activities (C)</b>	<b>208,718.20</b>	<b>10,005,500.00</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>3,913,895.37</b>	<b>982,863.27</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>1,701,246.29</b>	<b>1,038,490.02</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>5,615,141.66</b>	<b>2,021,353.29</b>

Notes:

1. All figures in brackets are outflow.

As per our Annexed Report of even date.

**N A D AND ASSOCIATES**

Chartered Accountants

SD/-

**PARAS DIDWANIA**

**Partner**

**M. NO. 300357**

SD/-

Pradip Dey

Managing Director

SD/-

AVIJIT DEY

Director

Place : Kolkata

Date :- 30.05.2015

**TWENTY FIRST CENTURY (INDIA) LTD****Non Current Investments**

(Long Term Investments)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Non-Trade Investments</b>		
<b>In Equity Shares - Unquoted, fully paid up</b>		
AHOLEHOLE SALES PRIVATE LIMITED	50,143.00	
Annapurna Jewellery Pvt Ltd	40,000,000.00	40,000,000.00
Aryan Multi Business Pvt Limited	38,500,050.00	38,500,050.00
Atibalcement Pvt Ltd	2,500,000.00	2,500,000.00
B.N.Ornamnets Private Limited(New)	14,000,000.00	14,000,000.00
Banke Behari Construction Pvt Ltd	67,500.00	
Blueview Traders Pvt Ltd	4,970.00	
CARNATION DEALERS PVT. LTD	425,880.00	
Cherry Projects Pvt Ltd	262,000.00	
Concord Infracon Pvt Ltd	18,966,000.00	39,300,000.00
DAKSHA RETAILS PRIVATE LIMITED	450,450.00	
DESIRE VINCOM PVT LTD	343,000.00	
Dhaumya Projects Limited	490,000.00	490,000.00
EMKEY COMMERCIAL COMPANY LIMITED	856,708.00	
FERN COMMERCIAL PRIVATE LIMITED	26,154.00	
Gajasura Developers Limited	490,000.00	490,000.00
Gangaur Tradelink Pvt Ltd	27,760,000.00	27,760,000.00
GANGAVTI TRANSPORT LIMITED	490,000.00	490,000.00
Gaura Carrier Pvt Ltd	274,500.00	
Girija Vincom Pvt Ltd	29,980,000.00	29,980,000.00
GOURIBHARTA COMPUTER LIMITED	490,000.00	490,000.00
GRASS LAN VYAPAR P LTD	-	5,190,000.00
Holika Metal Limited	490,000.00	490,000.00
Khunkhunji Ornamnets Private Limited	10,000,000.00	10,000,000.00
Lala Jugal Kishore Jewellers Pvt Ltd	77,500,000.00	81,000,000.00
Lemonde Trading (I) Pvt Ltd	-	225,000.00
LIBERSON SALES AGENCY LIMITED	867,735.00	
Maricha Agrotech Limited	490,000.00	490,000.00
Markandeya Dealers Limited	490,000.00	490,000.00
Newera Vincom Pvt Ltd	4,970.00	
Nightangle Agencies Pvt Ltd	136,125.00	
NIRMALKUNG MERCHANDISE LTD	-	450,000.00
Nita Jajoo Mentures Pvt Ltd	20,000,000.00	20,000,000.00
NITYADHARA BUSINESS LTD	450,000.00	450,000.00
Nityadhara Tower Pvt Ltd	299,500.00	
Paharia Markets and Investments Private Limited	40,999,750.00	40,999,750.00
Praladrai Fabrics Ltd	33,000,000.00	33,000,000.00
PULKIT DEALERS PRIVATE LIMITED	25,000.00	
RISHIKA INFRAPROJECTS PRIVATE LIMITED	449,250.00	
RISHIKA PROMOTERS PRIVATE LIMITED	448,560.00	
SAPHIRE DEALER PVT LTD	264,000.00	
Satguru Aashish Tradelink Pvt Ltd	20,000,000.00	20,000,000.00
Sati Developers and Tower Pvt Ltd	22,000,000.00	22,000,000.00
SCOOP MERCANTILE PVT LTD	328,000.00	
SCOPE VINTRADE PVT LTD	34,000,000.00	34,000,000.00
Shankar Vincom Pvt Ltd	28,070,000.00	28,070,000.00
Shree Keshav Agro Pvt Ltd	49,500,000.00	49,500,000.00
Starlite Infotech Ltd	5,000,000.00	5,000,000.00
STRAIGHTLINE FOOD PRODUCT P LTD	220,000.00	
Subham Coal Processors Private Limited	8,000,000.00	8,000,000.00
Success Vyapar Pvt Ltd	9,000,000.00	9,000,000.00
TICKSEED DEVELOPER PVT LTD	99,500.00	
TREND TRADECOMM PVT LTD	296,000.00	



UNNADHARA ENCLAVE LIMITED	490,000.00	490,000.00
UTALIKA BUILDCON LTD	500,000.00	500,000.00
UTALIKA ENCLAVE LTD	500,000.00	500,000.00
UTALIKA EXIM LTD	500,000.00	500,000.00
UTALIKA INFRADEVELOPERS LTD	500,000.00	500,000.00
UTALIKA INFRASTRUCTURE LTD	500,000.00	500,000.00
UTALIKA PROMOTERS LTD	500,000.00	500,000.00
UTALIKA TOWER LTD	500,000.00	500,000.00
UTALIKA VINTRADE LTD	500,000.00	500,000.00
VISHWAROOP IRON and STEEL LIMITED	490,000.00	490,000.00
ZEROSTAR METAL LIMITED	500,000.00	490,000.00
<b>In Equity Shares - quoted, fully paid up</b>		
Twenty First Century (India) Ltd		4,372,000.00
Ecowave Infotech Limited		4,078,500.00
	<b>544,335,745.00</b>	<b>576,275,300.00</b>

## **Notes Forming Part of Financial Statements**

### **1. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

#### **1.1) Basis of Preparation of Financial Statements**

The financial statements have been prepared and presented under historical cost convention, on accrual basis of accounting and comply with the mandatory Accounting Standard referred to in sub-section (3C) of Section 211 of the Companies Act, read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. The financial statements are presented in Indian Rupees.

#### **1.2) Principles of Consolidation**

The consolidated financial statements have been prepared on the following basis :

The consolidated financial statements include the financial statements of Ecowave Infotech Limited and all its subsidiaries, which are more than 50% owned. The financial statements of the parent company and its majority owned subsidiaries have been combined on a line by line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating all intercompany balances / transactions.

Minority interest in the net assets of consolidated subsidiaries consists of:

- a) the amount of equity attributable to the minorities at the dates on which investment in a subsidiary is made; and
- b) the minorities share of movements in equity since the date of parent-subsidiary relationship came into existence.

Minority interest in share of net result for the year is identified and adjusted against the profit after tax. Excess of loss, if any, attributable to the minority over and above the minority interest in the equity of the subsidiaries is absorbed by the Company.

The consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

#### **1.3) Use of Estimates**

The presentation of the financial statements require management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the Balance Sheet date and the reported amounts of revenue and expenses during the year.

Contingencies are recorded when it is probable that a liability will be incurred and the amounts can reasonably be estimated. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

#### **1.4) Fixed Assets, Depreciation and Amortization**

##### **Gross Block:**

Fixed Assets are stated at cost. Direct costs inclusive of inward freight, duties and taxes, interest relating to acquisition, other incidental expenses and cost of improvements thereon are capitalised until fixed assets are ready for the intended use. Fixed Assets not ready for their intended use as at the reporting date of the financial statements are shown as Capital Work-in-Progress. Gross Block and Capital Work-in-Progress are net of CENVAT/VAT credit availed or available thereon.

**Depreciation & Amortization:**

Depreciation on Fixed Assets (Tangible), except where otherwise stated, is provided on Written Down Value Method at the rates and in the manner prescribed in the Schedule XIV to the Companies Act, 1956.

**1.5) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby the net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

Cash and cash equivalents in the cash flow statement comprises cash on hand, bank balance available on demand.

**1.6) Investments**

Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments.

Long term investments are stated at cost.

**1.7) Revenue Recognition**

The Company follows the mercantile system of accounting and recognises income & expenditure on accrual basis except those with significant uncertainties.

**1.8) Employee Benefit**

Employee benefits are recognized as expenses as and when these accrue.

Contribution to defined contribution scheme such as Provident Fund, etc. are recognized as and when incurred.

**1.9) Taxes on Income**

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

**1.10) Provisions, Contingent Liabilities and Contingent Liabilities**

Provision is recognized when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liabilities is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Asset is neither recognized nor disclosed in the financial statements.

# TWENTY FIRST CENTURY (INDIA) LIMITED.

BLOCK-B, 3RD FLOOR, ROOM NO. 4, KOLKATA-700001

CIN : L51109WB1997PLC084818

## PROXY FORM MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s): .....

Registered Address:.....

E-mail Id: ..... Folio No / Client Id: ..... DP ID: .....

I / We, being the member(s) of \_\_\_\_\_ shares of the above mentioned company, hereby appoint

1. NAME .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him/her.

2. NAME .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him/her.

3. NAME .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him/her.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on the 26<sup>th</sup> day of September 2015 at 11.00 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below:

Signed this ..... day of ....., 2015

Signature of Shareholder (s)

AFFIX  
REVENUE  
STAMP

Signature of Proxy Holder (s)

**Note: This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# **TWENTY FIRST CENTURY (INDIA) LIMITED.**

**BLOCK-B, 3RD FLOOR, ROOM NO. 4, KOLKATA-700001**

**CIN : L51109WB1997PLC084818**

## **ATTENDANCE SLIP**

**(To be signed and handed over at the entrance of the meeting venue)**

Regd. Folio No.: \_\_\_\_\_

DP ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

Client ID\*: \_\_\_\_\_

Full Name of the Member (in Block Letters): \_\_\_\_\_

Name of the Proxy: \_\_\_\_\_

(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Fourth ANNUAL GENERAL MEETING of the Company on 26th September, 2015 at 11:00 a.m. at the Registered Office of the Company at **BLOCK-B, 3RD FLOOR, ROOM NO. 4, KOLKATA-700001.**

Members / Proxy's Signature

(To be signed at the time of handing over this slip)

\* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting.

# **TWENTY FIRST CENTURY (INDIA) LIMITED.**

**BLOCK-B, 3RD FLOOR, ROOM NO. 4, KOLKATA-700001**

**CIN : L51109WB1997PLC084818**

## **NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of **Twenty First Century (India) Ltd.** Will be held at the Registered Office at 9, Lalbazar street, Mercantile Building, Block – B, Kolkata – 700001 on Saturday, the 26th September, 2015 at 11.00 A.M. to transact the following business :-

### **GENERAL BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Avijit Dey and Shri Sanjay Chatterjee, who retire by rotation and being eligible, offers themselves for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

Registered Office :  
9, Lalbazar Street, Mercantile Building  
Block – B, Kolkata – 700001

By order of the Board  
**For Twenty First Century (India) Ltd.**  
Sd/-  
**Pradeep Kumar Garg**

Dated : The 30<sup>nd</sup> day of May, 2015  
(Chairman)

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### **Notes :**

1. 1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to

please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members of the Company will remain closed on September 01, 2015 (Book Closure Date) for determining the names of members eligible for final dividend on Equity Shares, if declared, at the meeting.
9. Members holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by their bank,(after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to their Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
10. Members are requested to notify immediately any change in their addresses to the Registrar and Transfer Agent M/s Link in Time Pvt. Ltd., 59C, Chowringhee Road, 3<sup>rd</sup> floor, Kolkata-700020
11. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
13. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company /Registrar and Share Transfer Agent for registration of such transfer of shares.
14. **Voting through electronic means**
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
  - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - iv. The remote e-voting period commences on 01<sup>st</sup> September, 2015 (9:00 am) and ends on 03<sup>rd</sup> September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28<sup>th</sup> August 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. **The process and manner for remote e-voting are as under:**

- I. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
  - a) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - b) Launch internet browser by typing the URL: <https://www.evotingindia.com/>
  - c) Click on Shareholder – Login
  - d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g) Select "EVEN" of "Twenty First Century (India) Limited".
  - h) Now you are ready for remote e-voting as Cast Vote page opens.
  - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [kamaliaassociates@gmail.com](mailto:kamaliaassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

II. **In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**

- a) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
  - b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800- 222-990.
  - vii. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28<sup>th</sup> August, 2015.
  - x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 28<sup>th</sup> August 2015, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [kamaliaassociates@gmail.com](mailto:kamaliaassociates@gmail.com)

However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 1800- 222-990.



- xi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e- voting as well as voting at the AGM through ballot paper.
  - xiii. M/S. KAMALIA ASSOCIATES, of 202, Jessore Road, Shyam Lake Garden , Block – C, Flat No 519(G), Kolkata-700089 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - xiv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - xv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xvi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.21stcenturyindia.in](http://www.21stcenturyindia.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and The Calcutta Stock Exchange, Kolkata.
15. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
17. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35 B of the listing agreement, the Company is pleased to provided the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 26, 2015.