

# 29<sup>th</sup> Annual Report 2013 - 2014

**BOARD OF DIRECTORS :** PRADEEP KUMAR GARG  
Managing Director

AVIJIT DEY

KAMAL BARIK

SANJAY CHATTERJEE

HARE KRISHANA BEHERA

**AUDITORS :** N A D AND ASSOCIATES  
Chartered Accountants

**BANKERS :** INDIAN BANK  
KOLKATA

**REGISTERED OFFICE :** 9, LALBAZAR STREET  
MERCANTILE BUILDING  
BLOCK - B, 3RD FLOOR  
KOLKATA - 700 001

**NOTICE**

Notice is hereby given that the 29th 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 - 700 001 on Wednesday, the 26th September, 2014 at 11.00 A.M. to transact the following business :-

**GENERAL BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 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 - 700 001

Dated : The 30th day of May, 2014

By order of the Board

For Twenty First Century (India) Ltd.

Sd/-

Pradeep Kumar Garg  
(Chairman)

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Register of Beneficial Owners, Register of Members and the share transfer books of the Company will remain closed from 19th September, 2014 to 26th September, 2014 (both days inclusive).
3. 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, 3rd floor, Kolkata-700020.
4. 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.
5. Members are requested to bring their copies of the Annual Report at the meeting, as no extra copies shall be provided. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.



## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 29th Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2014, along with the Auditor's Report thereon.

### 1. FINANCIAL RESULTS

The Financial results of the Company for the year ended 31st March, 2014 are summarized below :

Turnover and Other Income	Year ended 31.03.2014 (Rs. in Lakh)	Year ended 31.03.2013 (Rs. in Lakh)
Profit/(Loss) before Taxation	0.28	0.05
Less : Provision for Taxation - Current Tax	0.09	0.00
- Deferred Tax	0.00	0.05
Profit/(Loss) after Taxation	0.19	0.00
Add: Balance brought forward from previous year	(508.25)	(508.25)
Balance carried to Balance Sheet	(508.06)	(508.25)

### 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 31.03.2014.

### 3. DIRECTORS

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

### 4. DIRECTOR'S RESPONSIBILITIES STATEMENT

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

- that in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- that the directors had prepared the accounts for the financial year ended 31st March, 2014 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 - 700 001

Dated : The 30th day of May, 2014

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 31.03.2014 was as follows :

Sr. No.	Name of Director	Executive/ Non-Executive	No. of other		
			Directorships*	Committee**	
				Chairman	Member
1	Shri Pradeep Kumar Garg - M.D.	Executive	1	—	—
2	Shri Avijit Dey	Non-Executive & Independent	1	—	—
3	Shri Hare Krishana 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 2013-2014 are given below :

<u>Name of the Director</u>	<u>Salary &amp; Perquisites</u>
Shri Pradeep Kumar Garg – Managing Director	Rs. 1,80,000/-

(d) **Board Meetings held in the Financial Year 2013-2014 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, 15 Board meetings were held on 02.04.2013, 30.05.2013(Twice), 29.06.2013, 08.08.2013, 26.09.2013, 13.11.2013, 30.11.2013, 14.12.2013, 31.12.2013, 10.01.2014, 01.02.2014, 13.02.2014, 12.03.2013, and 31.03.2014.

★ Attendance of each Director at the Board of Directors meetings and the last AGM :

Director	No. of Meetings		Attendance at last AGM - Held on 26th Sept., 2013
	Held	Attended	
Shri Pradeep Kumar Garg - M.D.	15	15	Yes
Shri Avijit Dey	15	15	Yes
Shri Kamal Barik	15	15	Yes
Shri Sanjay Chatterjee	15	15	Yes
Shri Hare Krishana Behera	15	15	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 30th June 2013, 31 July 2013, 30 October 2013 and 31st January 2014.

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 dematerialised 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 31st March, 2014 is as under :-

Sr. No.	Members of Share Transfer and Investors Grievance Committee
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 :

No. of Investors queries / complaints received during the year ended 31st March, 2014	Pending at the end of the year	No. of pending share transfers
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 resolution passed by the members. In view of this, no Remuneration Committee was constituted.

**5. ANNUAL GENERAL MEETING**

Location and time, where last three Annual General Meetings held :

Year	Date	Place	Time
2013	26/09/2013	9, Lal Bazar Street, Mercantile Building Block-B, Kolkata- 700 001	11.00 A.M.
2012	26/09/2012	9, Lal Bazar Street, Mercantile Building Block-B, Kolkata- 700 001	11.00 A.M.
2011	24/09/2011	9, Lal Bazar Street, Mercantile Building Block-B, Kolkata- 700 001	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 take on record un-audited financial results in the proforma 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 leading national newspaper and a vernacular newspaper.

### 8. GENERAL SHAREHOLDER'S INFORMATION

#### 1. Annual General Meeting

Date & Time	26th September, 2014 at 11.00 A. M.
Venue	9, Lalbazar Street, Mercantile Building Block - B, Kolkata - 700 001

#### 2. Financial Calendar (Tentative)

Financial reporting for the quarter ending June 30, 2014	End of July 2014
Financial reporting for the quarter ending September 30, 2014	End of October 2014
Financial reporting for the quarter ending December 31, 2014	End of January 2015
Financial reporting for the quarter/year ending March 31, 2015	End of June 2015
Annual General Meeting for the year ending March 31, 2015	Mid of September 2015

3. Date of Book closure	From 19-09-2014 to 26-09-2014 (Both days inclusive)
4. Dividend Payment Date	No dividend has been recommended by the Board
5. Listing on Stock Exchanges at	The Calcutta Stock Exchange Association Ltd. 7, Lyons Range, Kolkata - 700 001 The Delhi Stock Exchange Association Ltd. DSE House, 3/1, Asaf Ali Road, New Delhi-110 002.
6. Payment of Listing fees	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.	10030274
The Delhi Stock Exchange Association Ltd.	20049
ISIN No.	INE188D01019

## 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-13	—	—
May-12	—	—
Jun-13	—	—
Jul-13	—	—
Aug-13	—	—
Sep-13	—	—
Oct-13	—	—
Nov-13	—	—
Dec-13	—	—
Jan-14	—	—
Feb-14	—	—
Mar-14	—	—

There was no trading during the year.

## 9. Registrar and Transfer Agents

For Physical and Dematerialised Form	M/s. LINK IN TIME PVT. LTD. 59C, Chowringhee Road 3rd Floor, Kolkata - 700 020
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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 27th December, 2002, M/s. Link In Time Pvt. Ltd., 59C, Chowringhee Road, 3rd 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 2013-2014

No investors complaints were received during the financial year.

## 12. Distribution of shareholding as on 31st March, 2014 :

No. of Equity shares held	No. of shareholders holding shares		No. of shares held	
	No.	%	Nos.	%
1-100	66	1.48	5191	0.01
101-500	437	9.67	152432	0.22
501-1000	890	19.69	664650	0.98
1001-2000	932	20.62	1534259	2.26
2001-3000	353	7.81	928088	1.37
3001-4000	583	12.90	2077215	3.06
4001-5000	242	5.36	1174712	1.73
5001-10000	500	11.06	4024513	5.93
10001 & above	516	11.42	57300940	84.44
<b>TOTAL</b>	<b>4519</b>	<b>100.00</b>	<b>67862000</b>	<b>100.00</b>

## 13. Categories of shareholding as on 31st March, 2014 :

Category	No. of share Holders	% of Share Holders	No. of Shares held	% share holding
Individuals	4244	93.91	25309730	37.296
Corporates	233	5.16	28716237	42.315
Promoters	40	0.89	13835523	20.388
Clearing Member	2	0.04	510	0.001
<b>Total</b>	<b>4519</b>	<b>100</b>	<b>67862000</b>	<b>100</b>

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, Mercantile Building Block - B, 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 2013-14.

Place : Kolkata

Date : 30th May, 2014

**Pradeep Kumar Garg**  
(Managing Director)

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

We hereby certify that for the financial year ending 31st March, 2014, 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 the 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 2013-14 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 : Kolkata

Date : 30th May, 2014

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, 2014 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.

Place : Kolkata  
Date : the 30th day of May, 2014

**For N A D AND ASSOCIATES**  
Chartered Accountants  
**PARAS DIDWANIA**  
Partner  
Membership No. 300357



## 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 :



**TWENTY FIRST CENTURY (INDIA) LIMITED**

- 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**

**Report on the Financial Statements**

We have audited the accompanying financial statements of M/s. Twenty First Century (India) Ltd. which comprise the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. 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 financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014.
- ii) In the case of the Statement of Profit and Loss of the Profit for the year ended on that date.

**Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 as amended, issued by the Central Government of India in terms of subsection (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.



2. As required by section 227(3) of the Act, we report that :

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion proper books of account as required by law have been kept by the company so far as 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 Balance Sheet and the Statement of Profit and Loss comply with the Accounting standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on 31st March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

For N A D AND ASSOCIATES  
Chartered Accountants  
Firm Registration No. 316214E  
**PARAS DIDWANIA**  
Partner  
Membership No. 300357

Place : Kolkata  
Date : the 30th day of May, 2014

**Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even dated**

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management during the year under regular programme of verification which in our opinion, is reasonable having regard to the size of the company and the nature of the assets. No material discrepancies were noticed on such verification.
- c) No part of Fixed Assets has been disposed off during the year.
- ii) a) The inventory of the company consists only of shares/securities in demat form. As per the information given to us, the demat statement is verified from time to time by the management and no discrepancy has been found on such verification.
- b) 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) The Company is maintaining proper records of inventory and no material discrepancies have been noticed on physical verification.
- iii) a) The company has not granted any loan to companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act 1956.
- b) The company has during the year not taken any loan secured or unsecured from any party covered in the register maintained under section 301 of the Companies Act, 1956. Unsecured Loan taken in earlier year has been repaid in full.
- c) In our opinion, the rate of interest and other terms and conditions of unsecured loans taken by the company were not prima-facie prejudicial to the interest of the company.
- d) In our opinion, payment of the principal amount and interest were regular.
- iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures, commensurate with the size of the company and the nature of its business, for the purpose of purchase and sale of shares and sale of services. During the course of our audit, no major weakness has been noticed in the internal control system.
- v) i) To the best of our knowledge and belief and according to the information and explanation given to us, we are of the opinion that the particulars of contract and arrangements referred in section 301 of the Act have been entered in the register maintained under that section, and
- ii) According to the information and explanations given to us, there is no transactions made in pursuance of such contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the financial year.
- vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public during the year within the provisions of Sec. 58A and 58AA and any other relevant provisions of the Companies Act, 1956 and the rules framed thereunder.
- vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.



- viii) The activity of the Company doesn't require any cost records to be maintained.
- ix) The company is regular in depositing with appropriate authorities undisputed statutory dues like income tax, and other material statutory dues applicable to it. As informed to us, provisions of Provident Fund, Investor Education and protection fund, ESI, Wealth tax, Service Tax, Custom duty, Excise Duty are not applicable to the company this year. In our opinion, there are no disputed statutory dues.
- x) The Company accumulated losses at the end of the financial year are less than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit. However, it did not incur cash losses in the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debentures.
- xii) According to the information and explanation given to us the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The Provisions of any special statute as specified under paragraph (xiii) of the order are not applicable to the Company.
- xiv) The Company is dealing in shares and securities, and proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares and securities have been held by the Company in its own name.
- xv) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others, from banks or financial institution.
- xvi) According to information and explanation given to us, the term loan (Housing loan) taken by the Company was applied for the purpose for which loan was obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
- xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) In our opinion as the company has not issued any debentures, the provisions of paragraph (xix) are not applicable to the Company.
- xx) The Company has not raised any money through public issue during the year.
- xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place : Kolkata

Date : the 30th day of May, 2014

For N A D AND ASSOCIATES  
Chartered Accountants  
Firm Registration No. 316214E  
PARAS DIWANA  
Partner  
Membership No. 300367

**BALANCE SHEET As At 31st March, 2014**

Particulars	Note No.	As at March 31, 2014	March 31, 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	1	67,86,20,000.00	67,86,20,000.00
Reserve & Surplus	2	69,63,307.27	69,43,500.00
		<u>68,55,83,307.27</u>	<u>68,55,63,500.00</u>
<b>Non-current Liabilities</b>			
Long Term Borrowings	3	—	—
Deferred Tax Liability	4	5,172.00	5,172.00
		<u>5,172.00</u>	<u>5,172.00</u>
<b>Current Liabilities</b>			
Trade Payable	6	84,54,779.77	86,04,800.00
Other Current Liabilities	7	50,21,545.00	50,35,500.00
Short-term Provisions	5	3,14,288.00	3,05,200.00
		<u>1,37,90,612.77</u>	<u>1,39,45,500.00</u>
<b>Total</b>		<u>69,93,79,092.04</u>	<u>69,95,14,812.00</u>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	8	1,46,413.00	70,970.00
Non Current Investments	9	56,78,24,800.00	51,87,24,800.00
Other Non Current Assets	11	2,56,64,435.00	2,56,64,435.00
		<u>59,36,35,648.00</u>	<u>54,44,60,210.00</u>
<b>Current Assets</b>			
Cash & Cash Equivalents	12	5,90,156.29	10,38,490.00
Short Term Loans and Advances	10	10,51,53,287.75	15,40,16,110.00
		<u>10,57,43,444.04</u>	<u>15,50,54,600.00</u>
<b>Total</b>		<u>69,93,79,092.04</u>	<u>69,95,14,812.00</u>

The notes 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)

**PARAS DIDWANIA**

Partner

Membership No. 300357

Place : Kolkata

Date : 30th May, 2014

For and on behalf of the Board of Directors

**PRADEEP KUMAR GARG**

Managing Director

DIN : 00067284

**AVIJIT DEB**

Director

DIN : 00067284



## STATEMENT OF PROFIT &amp; LOSS For the year ended 31st March, 2014

Particulars	Note No.	In Rupees	
		As at March 31, 2014	As at March 31, 2013
<b>REVENUE</b>			
Revenue from Operations	13	80,44,332.00	93,93,528.31
Other Income	14	(69,59,200.00)	(86,04,831.77)
<b>Total Revenue</b>		<b>10,85,132.00</b>	<b>7,88,696.54</b>
<b>EXPENSES</b>			
Employee benefits expenses	15	3,78,000.00	1,46,000.00
Depreciation & amortization expenses	16	64,019.00	22,596.00
Other expenses	17	6,14,737.04	6,14,738.28
<b>Total Expenses</b>		<b>10,56,756.04</b>	<b>7,83,334.28</b>
<b>Profit before exceptional, extraordinary and prior period items and tax</b>		<b>28,375.96</b>	<b>5,362.26</b>
Exceptional Items		—	—
<b>Profit before extraordinary and prior period items and tax</b>		<b>28,375.96</b>	<b>5,362.26</b>
Extraordinary Items		—	—
Prior period Items		—	—
<b>Profit before Tax</b>		<b>28,375.96</b>	<b>5,362.26</b>
<b>Tax Expenses :</b>			
Current Tax	18	9,000.00	—
Deferred Tax		—	5,172.00
<b>Profit/(Loss) for the period</b>		<b>19,375.96</b>	<b>190.26</b>
<b>Earnings per share</b>	19		
Diluted		—	—
<b>Average number of shares for EPS</b>		<b>67862000</b>	<b>67862000</b>

The notes 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)

PARAS DIWANIA

Partner

Membership No. 300357

Place : Kolkata

Date : 30th May, 2014

For and on behalf of the Board of Directors

PRADEEP KUMAR GARG

Managing Director

DIN : 00067205

AVIJIT DEY

Director

DIN : 00067249

**CASH FLOW STATEMENT**

<u>DESCRIPTION</u>	<u>Year ended 31st March, 2014 (Rs.)</u>	<u>Year ended 31st March, 2013 (Rs.)</u>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax as per Profit and Loss Account	(1,02,867.04)	108,659.00
Adjusted For :		
Depreciation & Amortisation	64,019.00	22,596.00
Tax Expenses	—	(28,403.00)
<b>Operating Profit Before Working Capital Changes</b>	<b>(38,848.04)</b>	<b>102,852.00</b>
Adjusted For :		
Sundry Debtors	(36,260.00)	(53,015.00)
Loans & Advances	4,88,62,822.31	(53,174,740.00)
Trade Payable	(1,50,052.00)	—
Other Current Assets	(3,97,600.00)	—
Current Liabilities	4,27,255.00	8,551,998.00
	<b>4,87,06,165.31</b>	<b>(44,675,757.00)</b>
<b>Cash Flow from Operating Activities (A)</b>	<b>4,86,67,317.27</b>	<b>(44,572,905.00)</b>
<b>B. Cash Flow from Investing Activities</b>		
Fixed Assets	(1,39,454.00)	(73,797.00)
Investments	(5,75,50,500.00)	96,800,150.00
<b>Cash Flow from Investing Activities (B)</b>	<b>(5,76,89,954.00)</b>	<b>96,726,353.00</b>
<b>C. Cash Flow from Financing Activities</b>		
Share Capital	90,00,000.00	—
Increase/ (Decrease) in Loan Taken	5,500.00	(52,500,000.00)
Minority Interest	10,00,000.00	—
Preliminary Expenses Paid	—	—
<b>Cash Flow from Financing Activities (C)</b>	<b>1,00,05,500.00</b>	<b>(52,500,000.00)</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>9,82,863.27</b>	<b>(346,552.00)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>10,38,490.02</b>	<b>1,385,042.00</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>20,21,353.29</b>	<b>1,038,490.00</b>

Notes :

1. All figures in brackets are outflow.

As per our Annexed Report of even date.

For **N A D AND ASSOCIATES**

Chartered Accountants

(FRN : 316214E)

**PARAS DIDWANIA**

Partner

Membership No. 300357

Place : Kolkata

Date : 30th May, 2014

For and on behalf of the Board of Directors

**PRADEEP KUMAR GARG**

Managing Director

DIN : 00067205

**AVIJIT DEY**

Director

DIN : 00067249



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

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

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 1 : SHARE CAPITAL</b>		
<b>Authorised</b>		
69070000 (31/03/2013 : 69070000) Equity Shares of Rs. 10/- per value	69,07,00,000.00	69,07,00,000.00
<b>Issued</b>		
67862000 (31/03/2013 : 67862000) Equity Shares of Rs. 10/- per value	67,86,20,000.00	67,86,20,000.00
<b>Subscribed and Paid up</b>		
67862000 (31/03/2013 : 67862000) Equity Shares of Rs. 10/- per value	67,86,20,000.00	67,86,20,000.00
	<u>67,86,20,000.00</u>	<u>67,86,20,000.00</u>

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

Equity Shares	As at 31.03.2014		As at 31.03.2013	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the period	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	—	—	—	—
Outstanding at end of the period	<u>6,78,62,000</u>	<u>67,86,20,000.00</u>	<u>6,78,62,000</u>	<u>67,86,20,000.00</u>

**Right, Preference 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	In Rupees	
	As at March 31, 2014	March 31, 2013
<b>Note No. 2 : RESERVE &amp; SURPLUS</b>		
<b>Profit &amp; Loss account</b>		
Opening Balance	(5,08,25,170.71)	(5,08,25,36,111.00)
Add : Profit for the year	19,375.96	11,111.00
Less : Deletion during the year	—	—
<b>Closing Balance</b>	<b>(5,08,05,794.75)</b>	<b>(5,08,25,17,000.00)</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>69,63,307.27</b>	<b>69,43,93,111.00</b>

**Note No. 3 : LONG TERM BORROWINGS**

Particulars	As at 31.03.2014		As at 31.03.2013	
	Non-Current	Current Maturities	Non-Current	Current Maturities
<b>Others Loans and Advances</b>	—	5,000,000.00	—	5,000,000.00
Loans repayable on demand from others unsecured	—	5,000,000.00	—	5,000,000.00
The above amount includes Unsecured Borrowings amount disclosed under the head "Other Current Liabilities" (Note No. 7)	—	5,000,000.00	—	5,000,000.00
<b>Net Amount</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 4 : DEFERRED TAX</b>		
Deferred Tax Liability		
Deferred Tax Liability	5,172.00	5,172.00
Gross deferred tax liability	5,172.00	5,172.00
Net deferred tax liability	5,172.00	5,172.00

## Note No. 5 : PROVISIONS

Particulars	As at 31.03.2014		As at 31.03.2013	
	Long-term	Short-term	Long-term	Short-term
Others Provisions				
Other Provision	—	314,288.00	—	305,288.00
<b>Total</b>	—	314,288.00	—	305,288.00

Particulars	As at	
	March 31, 2014	March 31, 2013
<b>Note No. 6 : TRADE PAYABLES</b>		
Long Term	8,454,779.77	8,604,831.77
	8,454,779.77	8,604,831.77

## Note No. 7 : OTHER CURRENT LIABILITIES

Current Maturities of long-term debt (Note No. 3)	5,000,000.00	5,000,000.00
	5,000,000.00	5,000,000.00
Other Payables		
Audit Fees Payable	16,545.00	33,090.00
Professional Tax	5,000.00	2,500.00
	21,545.00	35,590.00
<b>Total</b>	5,021,545.00	5,035,590.00

TWENTY FIRST CENTURY (INDIA) LIMITED

2013-14

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Note No. 8 : FIXED ASSETS CHART

ASSETS	Dep. Rate	GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTISATION			NET BLOCK		In Rupees	
		Balance as at 01.04.2013	Addition	Disposals	Balance as at 31.03.14	Balance as at 01.04.2013	For the Year	Disposals 31.03.2014	Balance as at 31.03.2014		Balance as at 31.03.2013
A. TANGIBLE ASSETS											
OWN ASSETS											
Computer Equipments											
Computer System	40%	70,978	1,39,454	—	2,10,432	—	64,019	—	64,019	70,978	
Total (A)		70,978	1,39,454	—	2,10,432	—	64,019	—	64,019	70,978	
P. Year Total		19,777	73,797	—	93,574	—	22,596	—	22,596	19,777	



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Addition/Addition on account of business acquisition

Particulars	Date of Addition	No. of Days	Amount
<b>COMPUTER SYSTEM</b>			
COMPUTER SYSTEMS	08/08/2013	236	1,29,051.00
COMPUTER SYSTEMS	16/12/2013	106	10,403.00

Particulars	As at March 31, 2014	In Rupees As at March 31, 2013
-------------	-------------------------	--------------------------------------

Note No. 9 : NON-CURRENT INVESTMENTS

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)

Gross Investment

Net Investment

Aggregate amount of quoted Investments  
(Market Value:0) (2013:0)

Aggregate amount of unquoted investments

56,78,24,800.00	51,87,24,800.00
56,78,24,800.00	51,87,24,800.00
56,78,24,800.00	51,87,24,800.00
56,78,24,800.00	51,87,24,800.00
—	—

Note No. 10 : LOANS AND ADVANCES

Particulars	As at 31.03.2014		As at 31.03.2013	
	Long-term	Short-term	Long-term	Short-term
<b>Other loans and advances</b>				
Tax deducted at source (Secured)		24,31,987.75		16,46,081.75
Unsecured, considered good		10,27,21,300.00		15,23,70,028.31
		10,51,53,287.75		15,40,16,110.06
<b>Total</b>		10,51,53,287.75		15,40,16,110.06

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 11 : OTHER NON-CURRENT ASSETS</b>		
Miscellaneous expenditure not written off		
Other Assets		
Other non current 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>
<b>Note No. 12 : CASH AND CASH EQUIVALENTS</b>		
Balance with banks		
Other balances with banks	4,85,616.65	3,25,652.38
<b>Total</b>	<b>4,85,616.65</b>	<b>3,25,652.38</b>
Cash in hand		
Cash in hand	1,04,539.64	7,12,837.64
<b>Total</b>	<b>1,04,539.64</b>	<b>7,12,837.64</b>
<b>Total</b>	<b>5,90,156.29</b>	<b>10,38,490.02</b>
<b>Note No. 13 : REVENUE FROM OPERATIONS</b>		
Other operating revenues	80,44,332.00	93,93,528.31
<b>Gross revenue from operations</b>	<b>80,44,332.00</b>	<b>93,93,528.31</b>
<b>Note No. 14 : OTHER INCOME</b>		
Other non-operating income	(69,59,200.00)	(86,04,831.77)
<b>Total</b>	<b>(69,59,200.00)</b>	<b>(86,04,831.77)</b>
<b>Note No. 15 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and Wages	3,78,000.00	1,46,000.00
<b>Total</b>	<b>3,78,000.00</b>	<b>1,46,000.00</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 16 : DEPRECIATION AND AMORTIZATION EXPENSES</b>		
Depreciation on tangible assets	64,019.00	22,596.00
<b>Total</b>	<b>64,019.00</b>	<b>22,596.00</b>

**Note No. 17 : OTHER EXPENSES**

Repairs and maintenance of plant and machinery	20,015.00	4,573.00
Other cess taxes	2,500.00	2,500.00
Printing and stationery	34,240.00	31,300.00
Legal and professional expenses	5,680.00	2,800.00
Director's remuneration	1,80,000.00	1,80,000.00
Registration filing fees	11,000.00	500.00
Custodial fees	37,714.94	30,287.48
Bank charges	3,157.10	29,597.80
Advertising expenses	30,960.00	29,760.00
Audit fees	16,545.00	16,545.00
Miscellaneous expenses	2,72,925.00	2,88,875.00
<b>Total</b>	<b>6,14,737.04</b>	<b>6,14,738.28</b>

**Note No. 18 : CURRENT TAX**

Current tax pertaining to current year	9,000.00	—
<b>Total</b>	<b>9,000.00</b>	<b>—</b>

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

Particulars	As at 31.03.2014		As at 31.03.2013	
	Non-Current	Current Maturities	Non-Current	Current Maturities
Abhideep Exports Pvt. Ltd.	—	10,00,000.00	—	10,00,000.00
Apple Polling Mills Ltd.	—	40,00,000.00	—	—
Chitrakoot Metals Pvt. Ltd.	—	—	—	40,00,000.00
<b>Total</b>	<b>—</b>	<b>50,00,000.00</b>	<b>—</b>	<b>50,00,000.00</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

## Note No. 9 (a) : NON CURRENT INVESTMENTS

## Investments in Equity Instruments

## Investment in other Indian Companies Equity Instruments

## Unquoted Non Trade

Particulars	As at	In Rupees
	March 31, 2014	As at March 31, 2013
Annapurna Jewellery Pvt Ltd	4,00,00,000.00	—
Aryan Multi Business Pvt Ltd	3,85,00,050.00	3,85,00,050.00
Atibacement 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 Pvt Ltd	1,00,00,000.00	1,00,00,000.00
Lala Jugal Kishore Jewellers Pvt Ltd	8,10,00,000.00	8,10,00,000.00
Lemonde Trading (I) Pvt Ltd	2,25,000.00	4,45,000.00
Nita Jajoo Mentures Pvt Ltd	2,00,00,000.00	2,00,00,000.00
Paharia Markets and Investments Pvt Ltd	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	35,00,000.00
Concord Infracon Pvt Ltd	3,93,00,000.00	—
Grass Lan Vyapar Pvt Ltd	51,90,000.00	—
Aapapers Pvt Ltd	—	4,00,00,000.00
Prapti Tradelink Pvt Ltd	—	49,70,000.00
Prapti Tradelink Pvt Ltd	—	55,00,000.00
Dhaumya Projects Limited	4,90,000.00	—
Gajasura Developers Limited	4,90,000.00	—
Gangavti Transport Limited	4,90,000.00	—
Gouribharta Computer Limited	4,90,000.00	—
Holika Metal Limited	4,90,000.00	—
Maricha Agrotech Limited	4,90,000.00	—
Markandeya Dealers Limited	4,90,000.00	—
Unnadhara Enclave Limited	4,90,000.00	—
Vishwaroop Iron and Steel Limited	4,90,000.00	—
Zerostar Metal Limited	4,90,000.00	—
Utalika Infradevelopers Ltd	5,00,000.00	—
Nirmalkunj Merchandise Ltd	4,50,000.00	—
Nityadhara Business Ltd	4,50,000.00	—



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

## Note No. 9 (a) : NON CURRENT INVESTMENTS (Contd.)

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
Utalika Buildcon Ltd	5,00,000.00	—
Utalika Exim Ltd	5,00,000.00	—
Utalika Infrastructure Ltd	5,00,000.00	—
Utalika Promoters Ltd	5,00,000.00	—
Utalika Vintrade Ltd	5,00,000.00	—
Utalika Tower Ltd	5,00,000.00	—
Utalika Enclave Ltd	5,00,000.00	—
<b>Total</b>	<b>56,78,24,800.00</b>	<b>51,87,24,800.00</b>

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

Particulars	As at 31.03.2014		As at 31.03.2013	
	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		23,31,515.75		15,45,609.75
<b>Total</b>		<b>24,31,987.75</b>		<b>16,46,081.75</b>

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

Particulars	As at 31.03.2014		As at 31.03.2013	
	Long-term	Short-term	Long-term	Short-term
Unsecured, considered good (Head)		10,27,21,300.00		15,23,70,028.31
<b>Total</b>		<b>10,27,21,300.00</b>		<b>15,23,70,028.31</b>

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

Particulars	As at 31.03.2014		As at 31.03.2013	
	Long-term	Short-term	Long-term	Short-term
Unsecured loans and advances value to be received		10,27,21,300.00		15,23,70,028.31
<b>Total</b>		<b>10,27,21,300.00</b>		<b>15,23,70,028.31</b>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

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 31.03.2014		As at 31.03.2013	
	Long-term	Short-term	Long-term	Short-term
Abhishek Agarwal		50,00,000.00		50,00,000.00
Agauta Sugar and Chemicals Ltd		3,62,50,000.00		3,62,50,000.00
Ajay Bharat Pvt Ltd		5,22,192.00		5,81,000.00
Alom Extrusions Ltd		81,86,836.00		77,81,836.00
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		—
GD Realty Pvt. Ltd		17,29,500.00		17,29,500.00
Icon Veneer		5,00,000.00		60,00,000.00
Kishna Agarwal		2,00,000.00		2,00,000.00
Kotsin Ore Pvt Ltd		59,55,100.00		—
Mono Herbicides Ltd		17,81,612.00		2,73,50,788.00
M.R. Raghav Saraf		70,35,839.00		67,45,932.00
Novell Construction Pvt Ltd		48,13,425.00		1,53,32,876.00
Premier Irrigation Adritec Pvt Ltd		1,12,00,000.00		—
Rani Sati Farms & Dairy Products		25,00,000.00		25,00,000.00
RNA Comm. & Derivatives P Ltd		8,08,000.00		8,08,000.00
Tirumala Suppliers Pvt Ltd		4,19,426.00		27,36,713.00
Vivek Kumar Bhuwarka		58,19,370.00		53,69,370.00
Harsh Traders Pvt Ltd.		6,00,603.00		—
Kotsin Ore Pvt Ltd		53,69,863.00		—
Novel Infotech		97,10,822.00		—
Paharia Irrigation Adritech Pvt Ltd		1,43,02,725.31		—
<b>Total</b>		<b>10,27,21,300.00</b>		<b>15,23,70,028.31</b>

Note No. 19 : EARNING PER SHARE

In Rupees

Particulars	Before Extraordinary Items		After Extraordinary Items	
	31st March 2014	31st March 2013	31st March 2014	31st March 2013
<b>Basic</b>				
Profit after tax (A)	19,375.96	190.26	19,375.96	190.26
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)	(0.00)	(0.00)	(0.00)	(0.00)
Face value per share	10.00	10.00	10.00	10.00

For N A D AND ASSOCIATES

Chartered Accountants

(FRN : 316214E)

PARAS DIDWANIA

Partner

Membership No. 300357

Place : Kolkata

Date : 30th May, 2014

For and on behalf of the Board of Directors

PRADEEP KUMAR GARG

Managing Director

DIN : 00067205

AVIJIT DEY

Director

DIN : 00067249



# CONSOLIDATED ANNUAL REPORT 2013 - 2014

**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, 2014, 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 given 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, 2014;
- (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 1,03,15,557.00 as at March 31, 2014, total revenues of Rs. 38,260 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  
**PARAS DIDWANIA**  
Partner  
Membership No. 300357

Place : Kolkata

Date : the 30th day of May, 2014

**CONSOLIDATED BALANCE SHEET As At 31st March, 2014**

Particulars	Note No.	In Rupees	
		As at March 31, 2014	As at March 31, 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	1	68,76,20,000.00	—
Reserve & Surplus	2	68,30,608.27	—
Minority Interest		10,00,000.00	—
<b>Non-current Liabilities</b>			
Long Term Borrowings		—	—
Deferred Tax Liability	3	5,172.00	—
Other Long Term Liabilities		2,20,000.00	—
<b>Current Liabilities</b>			
Short-term Borrowings	4	50,05,500.00	—
Trade Payable	5	84,54,779.77	—
Other Current Liabilities	6	2,42,845.00	—
Short-term Provisions	7	3,15,744.00	—
<b>Total</b>		<b>70,96,94,649.04</b>	<b>—</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	8	1,46,413.00	—
Non Current Investments	9	56,78,24,800.00	—
Other Non Current Assets	10	2,56,64,435.00	—
<b>Current Assets</b>			
Trade Receivables		36,260.00	—
Cash & Cash Equivalents	11	20,21,353.29	—
Short Term Loans and Advances	12	10,51,53,287.75	—
Other Current Assets	13	3,97,600.00	—
<b>Total</b>		<b>70,96,94,649.04</b>	<b>—</b>

The notes 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)

**PARAS DIDWANIA**

Partner

Membership No. 300357

Place : Kolkata

Date : 30th May, 2014

*For and on behalf of the Board of Directors*

**PRADEEP KUMAR GARG**

Managing Director

DIN : 00067205

**AVIJIT DEY**

Director

DIN : 00067249



## CONSOLIDATED STATEMENT OF PROFIT &amp; LOSS For the year ended 31st March, 2014

In Rupees

Particulars	Note No.	As at March 31, 2014	As at March 31, 2013
<b>REVENUE</b>			
Revenue from Operations	14	80,80,592.00	—
<b>Total Revenue</b>		<b>80,80,592.00</b>	—
<b>EXPENSES</b>			
Employee benefits expenses	15	3,86,000.00	—
Depreciation & amortization expenses	16	64,019.00	—
Other expenses	17	77,33,440.04	—
<b>Total Expenses</b>		<b>81,83,459.04</b>	—
<b>Profit before exceptional, extraordinary and prior period items and tax</b>		<b>(1,02,867.04)</b>	—
Exceptional Items		—	—
<b>Profit before extraordinary and prior period items and tax</b>		<b>(1,02,867.04)</b>	—
Extraordinary Items		—	—
Prior period Items		—	—
<b>Profit/(Loss) before Tax</b>		<b>(1,02,867.04)</b>	—
<b>Tax Expenses :</b>			
Current Tax	18	10,456.00	—
Deferred Tax		—	—
<b>Profit/(Loss) for the period</b>		<b>(1,13,323.04)</b>	—
<b>Earnings per share</b>	19		
Basic		—	—
Diluted		—	—

The notes 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)

PARAS DIDWANIA

Partner

Membership No. 300357

Place : Kolkata

Date : 30th May, 2014

For and on behalf of the Board of Directors

PRADEEP KUMAR GARG

Managing Director

DIN : 00067205

AVIJIT DEY

Director

DIN : 00067249

**CONSOLIDATED CASH FLOW STATEMENT**

<b>DESCRIPTION</b>	<b>Year ended 31st March, 2014 (Rs.)</b>	<b>Year ended 31st March, 2013 (Rs.)</b>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax as per Profit and Loss Account	(1,02,867.04)	—
Adjusted For :		
Depreciation & Amortisation	64,019.00	—
<b>Operating Profit Before Working Capital Changes</b>	<b>(38,848.04)</b>	—
Adjusted For :		
Sundry Debtors	(36,260.00)	—
Loans & Advances	4,88,62,822.31	—
Trade Payable	(1,50,052.00)	—
Other Current Assets	(3,97,600.00)	—
Current Liabilities	4,27,255.00	—
	<b>4,87,06,165.31</b>	—
<b>Cash Flow from Operating Activities (A)</b>	<b>4,86,67,317.27</b>	—
<b>B. Cash Flow from Investing Activities</b>		
Fixed Assets	(1,39,454.00)	—
Investments	(5,75,50,500.00)	—
<b>Cash Flow from Investing Activities (B)</b>	<b>(5,76,89,954.00)</b>	—
<b>C. Cash Flow from Financing Activities</b>		
Share Capital	90,00,000.00	—
Increase/ (Decrease) in Loan Taken	5,500.00	—
Minority Interest	10,00,000.00	—
Preliminary Expenses Paid	—	—
<b>Cash Flow from Financing Activities (C)</b>	<b>1,00,05,500.00</b>	—
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>9,82,863.27</b>	—
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>10,38,490.02</b>	—
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>20,21,353.29</b>	—

Notes :

1. All figures in brackets are outflow.

As per our Annexed Report of even date.

**For N A D AND ASSOCIATES**

Chartered Accountants

(FRN : 316214E)

**PARAS DIDWANIA**

Partner

Membership No. 300357

Place : Kolkata

Date : 30th May, 2014

For and on behalf of the Board of Directors

**PRADEEP KUMAR GARG**

Managing Director

DIN : 00067205

**AVIJIT DEY**

Director

DIN : 00067249



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 1 : SHARE CAPITAL</b>		
<b>Authorised</b>		
Equity Shares	70,16,00,000.00	—
<b>Issued</b>		
Equity Shares	68,76,20,000.00	—
<b>Subscribed &amp; Paid up</b>		
Equity Shares	68,76,20,000.00	—
	<u>68,76,20,000.00</u>	<u>—</u>

**Note No. 2 : RESERVE & SURPLUS**

**a. General Reserve**

Opening Balance	76,57,596.02	—
Add : Current Year Transfer	—	—
Less : Written Back in Current Year	—	—
Closing Balance	<u>76,57,596.02</u>	<u>—</u>

**b. Share premium**

Opening Balance	—	—
Add : Current Year Transfer	—	—
Less : Written Back in Current Year	—	—
Closing Balance	<u>—</u>	<u>—</u>

**c. Surplus**

Opening Balance	(7,13,664.71)	—
Add : Net Profit/(Net Loss) for the current year	(1,13,323.04)	—
Closing Balance	<u>(8,26,987.75)</u>	<u>—</u>

<b>Total</b>	<u>68,30,608.27</u>	<u>—</u>
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**Note No. 3 : DEFERRED TAX**

**Deferred Tax Liability**

Deferred Tax Liability	5,172.00	—
<b>Gross deferred tax liability</b>	<u>5,172.00</u>	<u>—</u>
<b>Net deferred tax liability</b>	<u>5,172.00</u>	<u>—</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 4 : SHORT TERM BORROWINGS</b>		
Unsecured Loans	50,05,500.00	—
	<u>50,05,500.00</u>	<u>—</u>

**Note No. 5 : TRADE PAYABLES**

Long Term	8,454,779.77	—
<b>Total</b>	<u>8,454,779.77</u>	<u>—</u>

**Note No. 6 : OTHER CURRENT LIABILITIES**

**Other Payables**

Professional Tax payable	5,000.00	—
Audit Fees Payable	44,545.00	—
Sundry Creditors	1,62,000.00	—
O/S Accounting Charges	1,300.00	—
O/S Preliminary Charges	30,000.00	—
<b>Total</b>	<u>2,42,845.00</u>	<u>—</u>

**Note No. 7 : PROVISIONS**

Particulars	As at 31.03.2014		As at 31.03.2013	
	Long-term	Short-term	Long-term	Short-term
<b>Others Provisions</b>				
Provision for Taxation	—	10,456.00	—	—
Other Provision	—	3,05,288.00	—	—
<b>Total</b>	<u>—</u>	<u>3,15,744.00</u>	<u>—</u>	<u>—</u>

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 8 : FIXED ASSETS</b>		
Tangible Assets	1,46,413.00	—
	<u>1,46,413.00</u>	<u>—</u>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	As at	In Rupees
	March 31, 2014	As at March 31, 2013
<b>Note No. 9 : NON-CURRENT INVESTMENTS</b>		
Investments in Equity Instruments (Unquoted)		
In Others		
Equity securities current unquoted non-trade (Lower of cost and Market value)	57,62,75,300.00	—
Gross Investment	57,62,75,300.00	—
Net Investment	57,62,75,300.00	—
Aggregate Amount of Unquoted Investments	57,62,75,300.00	—
<b>Note No. 10 : OTHER NON-CURRENT ASSETS</b>		
Deferred Tax Assets	2,39,69,635.00	—
Share Issue Expenses	16,94,800.00	—
Total	2,56,64,435.00	—
<b>Note No. 11 : CASH AND CASH EQUIVALENTS</b>		
Balance with banks	6,58,542.65	—
Balance in scheduled banks current account		
Cash in hand	13,62,810.64	—
Cash in hand	20,21,353.29	—
Total		
<b>Note No. 12 : SHORT TERM LOANS AND ADVANCES</b>		
Tax Deducted at Source	24,31,987.75	—
Unsecured Loans and Advances	10,27,21,300.00	—
Total	10,51,53,287.75	—
<b>Note No. 13 : OTHER CURRENT ASSETS</b>		
Preliminary Expenditure not written off	3,97,600.00	—
Total	3,97,600.00	—

Consolidated figure for the F.Y. 2012-13 are not provided since there was no subsidiaries during the F.Y. 2012-13

## TWENTY FIRST CENTURY (INDIA) LIMITED

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 14 : OTHER INCOME</b>		
Interest Income	80,80,592.00	—
<b>Total</b>	<b>80,80,592.00</b>	<b>—</b>
<b>Note No. 15 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and Wages	3,86,000.00	—
<b>Total</b>	<b>3,86,000.00</b>	<b>—</b>
<b>Note No. 16 : DEPRECIATION AND AMORTIZATION EXPENSES</b>		
Depreciation on tangible assets	64,019.00	—
<b>Total</b>	<b>64,019.00</b>	<b>—</b>
<b>Note No. 17 : OTHER EXPENSES</b>		
Preliminary Expenses written off (1/5th)	99,400.00	—
Audit Fees	26,545.00	—
Bank Charges	4,231.00	—
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 & Machinery	20,015.00	—
Other Cess Taxes	2,500.00	—
Director's Remuneration	1,80,000.00	—
Registration Filing Fees	11,000.00	—
Legal and Professional Expenses	5,680.00	—
Advertising Expenses	30,960.00	—
Postage & Courier Charges	11,590.00	—
Listing Fees	1,12,360.00	—
Misc. Expenses	1,55,055.94	—
Derivative Loss	69,58,200.00	—
<b>Total</b>	<b>77,33,440.04</b>	<b>—</b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
<b>Note No. 18 : CURRENT TAX</b>		
Current tax pertaining to current year	10,456.00	—
<b>Total</b>	<b>10,456.00</b>	<b>—</b>

**Note No. 19 : EARNING PER SHARE**

Particulars	In Rupees			
	Before Extraordinary Items		After Extraordinary Items	
	31st March 2014	31st March 2013	31st March 2014	31st March 2013
<b>Basic</b>				
Profit after tax (A)	(113,323.04)	—	(113,323.04)	—
Weighted average number of shares outstanding (B)	6,87,62,000	—	6,87,62,000	—
Basic EPS (A / B)	(0.00)	—	(0.00)	—
Face value per share	10.00	—	10.00	—

**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 13th 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 :



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)**

- 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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)**

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 not disclosed in the financial statements.

**Note No. 9 (a) : NON CURRENT INVESTMENTS  
(Long Term Investments)**

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
Annapurna Jewellery Pvt Ltd	4,00,00,000.00	—
Aryan Multi Business Pvt Ltd	3,85,00,050.00	—
Atibalcement Pvt Ltd	25,00,000.00	—
B.N.Ornamnets Private Limited (New)	1,40,00,000.00	—
Gangaur Tradelink Pvt Ltd	2,77,60,000.00	—
Girija Vincom Pvt Ltd	2,99,80,000.00	—
Khunkhunji Ornamnets Pvt Ltd	1,00,00,000.00	—
Lala Jugal Kishore Jewellers Pvt Ltd	8,10,00,000.00	—
Lemonde Trading (I) Pvt Ltd	2,25,000.00	—
Nita Jajoo Mentures Pvt Ltd	2,00,00,000.00	—
Paharia Markets and Investments Pvt Ltd	4,09,99,750.00	—
Praladrai Fabrics Ltd	3,30,00,000.00	—

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

## Note No. 9 (a) : NON CURRENT INVESTMENTS

## (Long Term Investments)

Particulars	In Rupees	
	As at March 31, 2014	As at March 31, 2013
Satguru Aashish Tradelink Pvt Ltd	2,00,00,000.00	—
Sati Developers and Tower Pvt Ltd	2,20,00,000.00	—
Scope Vintrade Pvt Ltd	3,40,00,000.00	—
Shankar Vincorn Pvt Ltd	2,80,70,000.00	—
Shree Keshav Agro Pvt Ltd	4,95,00,000.00	—
Starlite Infotech Ltd	50,00,000.00	—
Subham Coal Processors Private Limited	80,00,000.00	—
Success Vyapar Pvt Ltd	90,00,000.00	—
Concord Infracon Pvt Ltd	3,93,00,000.00	—
Grass Lan Vyapar Pvt Ltd	51,90,000.00	—
Dhaumya Projects Limited	4,90,000.00	—
Gajasura Developers Limited	4,90,000.00	—
Gangavti Transport Limited	4,90,000.00	—
Gouribharta Computer Limited	4,90,000.00	—
Holika Metal Limited	4,90,000.00	—
Maricha Agrotech Limited	4,90,000.00	—
Markandeya Dealers Limited	4,90,000.00	—
Unnadhara Enclave Limited	4,90,000.00	—
Vishwaroop Iron and Steel Limited	4,90,000.00	—
Zerostar Metal Limited	4,90,000.00	—
Utalika Infradevelopers Ltd	5,00,000.00	—
Nirmalkunj Merchandise Ltd	4,50,000.00	—
Nityadhara Business Ltd	4,50,000.00	—
Utalika Buldcon Ltd	5,00,000.00	—
Utalika Exim Ltd	5,00,000.00	—
Utalika Infrastructure Ltd	5,00,000.00	—
Utalika Promoters Ltd	5,00,000.00	—
Utalika Vintrade Ltd	5,00,000.00	—
Utalika Tower Ltd	5,00,000.00	—
Utalika Enclave Ltd	5,00,000.00	—
<b>In Equity Shares - quoted, fully paid up</b>		
Twenty First Century (India) Ltd	43,72,000.00	—
Ecowave Infotech Limited	40,78,500.00	—
<b>Total</b>	<b>57,62,75,300.00</b>	<b>—</b>

For N A D AND ASSOCIATES

Chartered Accountants

(FRN : 316214E)

PARAS DIDWANIA

Partner

Membership No. 300357

Place : Kolkata

Date : 30th May, 2014

For and on behalf of the Board of Directors

PRADEEP KUMAR GARG

Managing Director

DIN : 00067205

AVIJIT DEY

Director

DIN : 00067249



# TWENTY FIRST CENTURY (INDIA) LIMITED

Regd. Office : 9, LALBAZAR STREET, MERCANTILE BUILDING  
BLOCK - B, KOLKATA - 700 001

## 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]

I/We \_\_\_\_\_ of \_\_\_\_\_  
(Name in Block Letters) (Address)

in the State of \_\_\_\_\_ being a member / members of Shyama Infosys Limited

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

in the State of \_\_\_\_\_ or failing him/her \_\_\_\_\_  
of \_\_\_\_\_

in the State of \_\_\_\_\_ as my / our proxy to vote for me / us and on my / our  
behalf at the 29th Annual General Meeting of the Company to be held on Wednesday the 26th  
September, 2014 at 11.00 A.M. at the Registered office of the Company 9, Lalbazar Street, Mercantile  
Building, Block - B, Kolkata - 700 001 at any adjournment thereof.

As Witness my/our hand/hands this \_\_\_\_\_ (date) \_\_\_\_\_ day of \_\_\_\_\_ (Month) 2014.

DP ID \_\_\_\_\_

Folio No. \_\_\_\_\_

No. of the Shares held \_\_\_\_\_

Affix  
Revenue  
Stamp  
Re. 1/-

Signature \_\_\_\_\_

### NOTES :

1. The Proxy need not be a member.
2. The Proxy for duly signed across Revenue stamp should reach the Company's Registered office at least 48 hours before the time of the meeting.
3. Attendance Slip should be sent to the proxy appointed by you and not to the Company.

# TWENTY FIRST CENTURY (INDIA) LIMITED

Regd. Office : 9, LALBAZAR STREET, MERCANTILE BUILDING  
BLOCK - B, KOLKATA - 700 001

## ATTENDANCE SLIP

1. Full Name of Member/Proxy attending the meeting \_\_\_\_\_
2. Whether FIRST HOLDER / JOINT HOLDER / PROXY  
\* (Strike out whichever is not applicable)
3. Full Name of First Holder \_\_\_\_\_  
(If Joint Holder / Proxy attending)

I certify that I am a registered Shareholder / Proxy for the registered shareholder of the Company.  
I hereby record my presence at the 29th Annual General Meeting of the Company to be held on  
Wednesday the 26th September, 2014 at 11.00 A.M. at the Registered office of the Company 9,  
Lalbazar Street, Mercantile Building, Block - B, Kolkata - 700 001.

DP ID \_\_\_\_\_

Signature of the Shareholder / Proxy \_\_\_\_\_

Folio No. \_\_\_\_\_

- Notes : 1. This attendance slip is valid only in case shares are held on the date of meeting.  
2. No Gifts / Company Products shall be given at the meeting.