



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

Regd. Office : G-3, Old No.28A, New No.67, Eldams Road, Alwarpet, Chennai - 600018.
Website : www.tcms.bz, E-mail : investors@tcms.bz, Tel. : 044-24330006, Fax : 044-24328252
CIN : L74210TN1986PLCO12791

21st May 2019

The Manager
Dept of Corporate Services – Listing
Bombay Stock Exchange Limited
P.J.Towers, Dalal Street,
Mumbai – 400001
Scrip Code: 526921

The Manager – Listing Dept
National Stock Exchange of India Limited
Exchange Plaza,
Bandra – Kurla Complex,
Mumbai - 400051
Symbol: 21STCENMGM

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2019 of the Company along with the report of material subsidiary

Pursuant to Regulation 24A of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015, read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed herewith Annual Secretarial Compliance Report dated 15th May 2019 of the company along with Annual Secretarial Compliance Report dated 20th May 2019 of the material subsidiary – Twentyfirst Century Shares and Securities Limited issued by M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company for the financial year ended 31st March 2019.

You are requested to take the same on record.

Thanking You

Yours faithfully,

For Twentyfirst Century Management Services Limited


Company Secretary

Encl: As above



Corporate Office : Grease House, Zakaria Bunder Road, Sewri West, Mumbai - 400 015.
Tel. : 022-24156538 / 24156539, Fax : 022-24115260

**Secretarial compliance report of Twentyfirst Century Management Services Limited
for the year ended 31st March, 2019**

We, Lakshmi Subramanian and Associates, have examined all the documents and records made available to us and explanation provided by Twentyfirst Century Management Services Limited ("the listed entity"),

- (i) the filings/ submissions made by the listed entity to the stock exchanges,
- (ii) website of the listed entity,
- (iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (2) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- e. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- f. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- g. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- h. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- i. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- j. Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulation, 2016



- k. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- l. Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- m. Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder;

Further there are no events reported under (e) to (m) for the year under review and no adverse remarks from findings on (b)&(d) were given or penalties were charged, except to the extent of deviations given on (a)&(c).

Based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement(Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1	Regulation 7(3) of SEBI(Listing Obligations and Disclosure Requirements), Regulations- Compliance Certificate to the Exchange for Quarter ended March 2018	Delayed submission of Compliance Certificate for Quarter and year ended 31 st March, 2018.	Discrepancies were found by the Company, however the same was re-submitted and rectified and acknowledged on 11.04.2018.
2	Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements), Regulations- Submission of Financial Results to Stock Exchanges for Quarter and year ended 31 st March, 2018	In the Outcome of the Board Meeting held on 17.05.2018, the date of the Meeting was incorrectly mentioned as 16.05.2018.	The Date in the Outcome was only a typographical error since on verification of the records, the date of the Meeting was 17 th May, 2018 only.
3	SEBI(Prohibition of Insider Trading), Regulations- Quarter ended March, 2018, June 2018 and December, 2018	The Trading Window remained closed for less than 48 hours of the conclusion of the Meeting.	Shortfall in 48 hours since the closure date ended on non-business hours of Exchange.
4	SEBI(Prohibition of Insider Trading), Regulations- for Quarter ended September, 2018	The Trading Window remained closed for less than 48 hours of the conclusion of the Meeting.	Non compliance

(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c)The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

S. No.	Action taken by	Details of Violation	Details of Action taken, eg., fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any
NIL				

(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practising Company Secretary in previous reports	Observations made in the secretarial compliance report for the previous year	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

Place: Chennai

Signature:

Date: 15th May, 2019

Name of the Practising Company Secretary Lakshmmi Subramanian

FCS No. 3534

C.P.No.1087



**Secretarial Compliance Report of Twentyfirst Century Shares and Securities Limited
for the year ended 31st March, 2019**

We, Lakshmi Subramanian and Associates, have examined all the documents and records made available to us and explanation provided by Twentyfirst Century Shares and Securities Limited, being material subsidiary of the listed entity, M/s. Twentyfirst Century Management Services Limited.

- (i) the filings/ submissions made by the listed entity to the stock exchanges- N.A.
(ii) website of the unlisted entity,- N.A.
(iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:
(1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
(2) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

Based on the above examination, we hereby report that, during the Review Period:

- (a) The unlisted material subsidiary has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement(Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
NIL			



(b)The unlisted entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c)The following are the details of actions taken against the unlisted entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

S. No.	Action taken by	Details of Violation	Details of Action taken, eg., fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any
NIL				

(d)The unlisted entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practising Company Secretary in previous reports	Observations made in the secretarial compliance report for the previous year	Actions taken by the unlisted entity, if any	Comments of the Practising Company Secretary on the actions taken by the unlisted entity
NOT APPLICABLE				

Place: Chennai

Date: 20th May, 2019

Name of the Practising Company Secretary Lakshmmi Subramanian

Signature:

FCS No. 3534

C.P.No.1087

