



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

6th May 2021

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 2021 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 5th May 2021 of the company along with Annual Secretarial Compliance Report dated 5th May 2021 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 2021.

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, 2021**

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, 2021 ("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 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations- with respect to SEBI circular CIR/CFD/CMD/4/2015 | Brief Profile of the appointed Directors not disclosed to the stock exchange. | Brief Profile of appointed Directors Mr.Raghavan.G, Mr.Karthik Sundar Iyerwas sent to NSE and was disclosed in the Annual Report published. The Brief Profile of Director - Shri B.K.Rai was disclosed in the postal ballot Notice. |

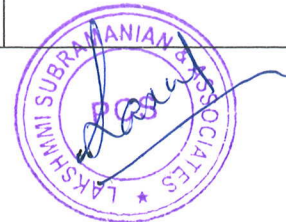


| | | | |
|---|---|--|---|
| 2 | Regulation 7(1)(b) of PIT Regulations | Appointed Directors shall disclose the shareholding to the stock exchange | The Company has disclosed the shareholding particulars in the postal ballot notice and the notice for Annual general meeting which was submitted to the exchange. |
| 3 | SEBI(Prohibition of Insider Trading) Regulations,2015 | Trading window closure intimation was not given from the end of every quarter. | Trading window closure intimation was submitted with the stock exchange for every quarter except with delay in third and fourth quarter. |

(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 |
|--------|-------------------------|--|--|---|
| 1. | National Stock Exchange | Non compliance of Regulation 17(1)(c) of SEBI (LODR) Regulation,2015 that top 2000 Listed entities shall comprise of not less than six(6) Directors on the Board of | National Stock exchange with reference to letter dated April 13,2021 levied a fine amount of Rs.9,02,700/- to be paid on or before April 20,2021 | Fine Amount has been paid to National Stock exchange on 22 nd April, 2021. |



| | | | | |
|--|--|--------------|--|--|
| | | the Company. | | |
|--|--|--------------|--|--|

(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 |
|--|--|--|--|--|
| No material observation was made during the previous year report | | | | |

For Lakshmmi Subramanian & Associates

Practicing company secretaries

Date: 05-05-2021

Place: Chennai



Lakshmi Subramanian

FCS No. 3534

CP No. 1087

UDIN - F003534C000245041

Secretarial Compliance Report of Twentyfirst Century Shares and Securities Limited for the year ended 31st March, 2021

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, 2021("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 |
|--------|------------------------------------|--|--|---|
| 1. | Securities Exchange Board of India | Violation of Clause A (2) of the Code of Conduct for Brokers as specified under Schedule II read with Regulation 9 of Stock Brokers Regulation | SEBI Adjudication order was passed on 28 th May 2020 vide order No. Order/ MC/ HP/ 2020-21/ 3-5 in the matter of trading activities of certain entities in scrip of Zylog Systems Ltd levied a penalty of Rs.2.00 lakhs | The Company has paid the penalty of Rs.2.00 lakhs on 8 th July 2020. |

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



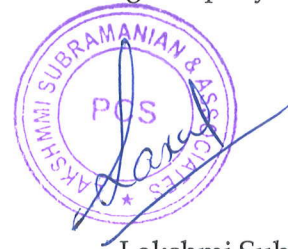
| S. No. | Observations of the Practising Company Secretary in previous reports | Observations made in the secretarial compliance report for the previous year | Actions taken by the unlisted entity, if any | Comments of the Practising Company Secretary on the actions taken by the unlisted entity |
|--|--|--|--|--|
| No material observation made during the previous year report | | | | |

For Lakshmmi Subramanian & Associates

Practicing company secretaries

Date: 05-05-2021

Place: Chennai



Lakshmi Subramanian

FCS No. 3534

CP No. 1087

UDIN - F003534C000245127