

Secretarial compliance report of M/S Twenty First Century Management Services Limited for the year ended 31st March, 2024

We, Lakshmi Subramanian and Associates, have examined all the documents and records made available to us and explanation provided by M/s Twenty first 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,
- (iv) Any other documents, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act ") and the regulations, circulars, guidelines issued thereunder; and
- b) 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; (Not applicable for the year under review)



(f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable for the year under review)

(g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (not applicable for the year under review)

(h) Securities and Exchange Board of India (Issue and Listing of Municipal Debt Securities) Regulations, 2015; (Not applicable for the year under review)

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible securities) Regulations, 2021 (Not applicable for the year under review)

(j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable for the year under review)

(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; (not applicable for the year under review)

(n) Securities and Exchange Board of India Vide Circular no: CIR/CFD/CMD1/27/2019 dated February 08, 2019.

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 except mentioned here under,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(c) Actions have been taken against the listed entity, on one event by Stock Exchange under the aforesaid acts/ Regulations/Circulars/Guidelines issued thereunder Action taken report given hereunder

(e) The clauses 6(a) and 6(b) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors are not applicable to the Company during the year under review.

We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:



ADDITIONAL AFFIRMATIONS:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	Nil
4.	<p><u>Disqualification of Director:</u></p>	yes	Nil



	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013		
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	Nil
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	Nil
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Nil
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	Nil
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes Except reported hereunder	Nil



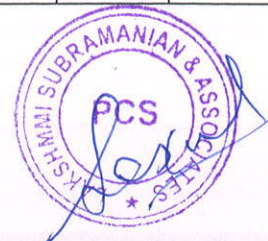
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	yes	Nil
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Reported separately hereunder	Action has been taken against the entity during the period under review is reported and resolved by paying the fine levied
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No additional non compliances have been observed during the period under review

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 N o	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1	SEBI(LODR)2015	Regulation 34(1)(a)	The copy of the annual report has not	NIL	NIL	The copy of the Annual Report	NIL	The copy of the Annual Report	The Company has uploaded	NA



			been uploaded in the stock exchange within 24 hours from the date of commencement of dispatch to its shareholders			rt should be uploaded in the stock exchange not later than 24 hours from the date of dispatch		t should be uploaded in the stock exchange not later than 24 hours from the date of dispatch. However, the Company has uploaded it on a later date	the Annual report on a later date but before the date of AGM	
2	SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023	Regulation 30	Proceedings of the Annual General Meeting not uploaded within the prescribed	BSE and NSE	Fine	Proceedings of Annual General Meeting not uploaded within	Rs 23,600 from BSE and Rs 23,600 from	Proceedings of the Annual General Meeting not uploaded within	Fine amount has been paid by the company to both BSE and NSE	NA



			bed time			n time	NS E	hours from the concl usion of AGM		
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The listed entity has taken the following actions to comply with the observations made in previous reports:

S N o	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulat ion/Cir cular No	Devi atio ns	Acti on ta ke n by	Typ e of A cti on	Detail s of violati ve	Fi ne a m ou nt	Obse rvati ons / Rem arks of Pract icing Com pany Secre taries	Man agem ent Resp onse	Rema rks
1	Compliance under schedule 111,part A para 7B of Sebi (Lodr)2015	Regulat ion 30 Sebi (LODR ule 111 part A	Not repo rted on resig nati on of inde pen dent direc tor	Ni l	Ni l	Pursu ant to the reffer ed regul ation, there is a voilati on of non compl iance of the part A ,7B as per	Ni l	Repo rting requi res to be seper ately given with letter from resig ned inde pend ednt direc tor	Repo rted in the outco me of the Boar d meeti ng. Only the letter from ID not filed as	NA



						sched ule 111 .		not filed with stock exch ange s as per the requi reme nt Since The inde pend ent direc tor was sick and died befor e regul ariza tion	per the respo nse of mana geme nt	
2	SEBI Circular No. SEBI/HO/CFD /CMD/CIR/P /2020/12 dated January 22, 2020	Regulat ion 23(9) of SEBI (LODR)	Delay in sub miss ion by 8day s	BS Ea nd NS E Da te d Jul y 14 th 20 22	Le vy of fi ne	Late submi ssion of return s under 23 (9)	BS E Rs 41 30 0 and NS E Rs 47 20 0	Fine paid	Fine Paid	No rema rks
3	SEBI (LODR) 2015	Regulat ion 46(2)(i)	Not Con	N A	N A	Requi reme nt of	N A	A famir alizat	The inde pend	The requi reme



			duct ed			46(2)(i)) not compl ied		ion prog ram impa rted to the inde pend ent direc tor not upda ted in webs ite	ent direc tor atten d famir alizat ion prog ram on their own with their profe ssion al bodi es and henc e com pany need not to repea t	nt of 46(2)(i) was comp lied by the Com pany indep ende ntly by the webs ite has also been upda ted this year
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Place: Chennai

Date: 10-05-2024

For Lakshmmi Subramanian & Associates


Lakshmi Subramanian
Senior Partner

FCS No. 3534

C.P. No. 1087

Peer Review Certificate No: 1670/2022

UDIN: F003534F000346681