

**Secretarial compliance report of Twentyfirst Century Management Services Limited  
for the year ended 31<sup>st</sup> 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 31<sup>st</sup> 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.



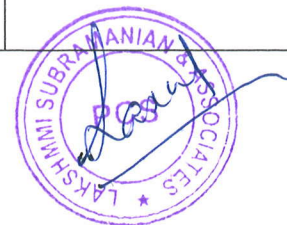


2	Regulation 7(1)(b) of PIT Regulations	Appointed Directors shall disclose the shareholding to the stock exchange	The Company has disclosed the shareholding particulars in the postal ballot notice and the notice for Annual general meeting which was submitted to the exchange.
3	SEBI(Prohibition of Insider 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 <sup>nd</sup> April, 2021.



		the Company.		
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(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
Nomaterial observation weremade 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