

## **Secretarial compliance report of M/S Twentyfirst Century Management Services Limited for the year ended 31<sup>st</sup> March, 2023**

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

for the year ended 31<sup>st</sup> March, 2023 ("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 )



"Murugesha Naicker Office Complex", 81, Greaves Road, Chennai 600 096.

Ph: 28292272, 28292273 e-mail : lakshmmi6@gmail.com & customerservices@lsa-india.com

(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 Debt Securities) Regulations, 2008; (Not applicable for the year under review )

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013(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:

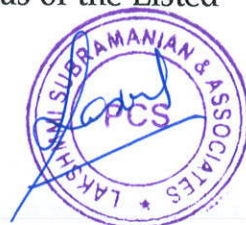
(a) The listed entity has complied with the provisions of the above Regulations and Circulars/guidelines issued except mentioned here under,

(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:



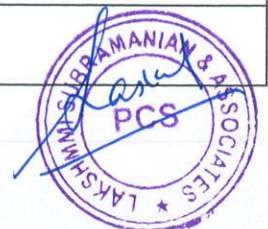


**ADDITIONAL AFFIRMATIONS:**

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b><u>Secretarial Standard:</u></b></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><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Nil
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	Yes	Nil
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	yes	Nil



5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Nil
6.	<b><u>Preservation of Documents:</u></b>  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	Yes	Nil
7.	<b><u>Performance Evaluation:</u></b>  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	Yes	Nil
8.	<b><u>Related Party Transactions:</u></b>  (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	Yes	Nil
9.	<b><u>Disclosure of events or information:</u></b>  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.	Yes Except reported hereunder	Nil
10.	<b><u>Prohibition of Insider Trading:</u></b>	yes	Nil

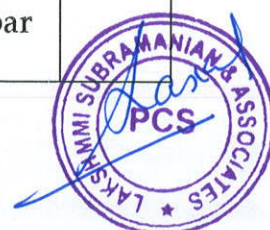




	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
11	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	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.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	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	Compliance under schedule 111, part A para 7B of Sebi (Lodr)2015	Regulation 30 Sebi (LODR), Schedule 111 part A	Not reported on resignation of inde	Nil	Nil	Pursuant to the referred regulation, there	Nil	Reporting requires to be separately given	Reported in the outcome of the Board	



			pend direc tor			is a voilati on of non compl iance of the part A ,7B as per sched ule 111 .		with letter from resig ned inde pend ednt direc tor 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	meeti ng. Only the letter from ID not filed as 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 )	Dela y in sub miss ion by	BS Ea nd NS E Da te	Le vy of fi ne	Late submi ssion of return s	BS E rs 41 30 0 an	Fine paid	Fine Paid	No rema rks





			8 days	d Jul y 14 <sup>th</sup> 20 22		under 23 (9)	d NS E Rs 47 20 0			
3	SEBI (LODR) 2015	Regulation 46(2)(i)	Not Con duct ed	N A	N A	Requi reme nt of 46(2)(i) ) not compl ied	N A	A famir alizat ion prog ram impa rted to the inde pend ent direc tor not upda ted in webs ite	The inde pend 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	The requi reme nt of 46(2)( i) was comp lied by the Com pany indep ende ntly by the ids. How ever, webs ite need to be upda ted

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



S N o	Comp liance Requi remen t (Regu lation s / Circul ars / guidel ines includ ing specifi c clause )	Regulation/Ci rcular No	Devi ation s	Ac tio n tak en by	Ty pe of Ac tio n	Detail s of viola tion	Fin e am ou nt	Obser vation s / Remar ks of Practi cing Comp any Secret aries	Mana geme nt Respo nse	Re mar ks
1 )	SEBI (LOD R )2015	Regulation 17(10),33(2b)7( 2),33(2c)19(4)2 4 (3)&24 (4)	Not com plied strict ly	N A	N A	Not comp lied as per regul ation s referr ed	NA	Prese ntly for 22- 23 violati ons rectifi ed	All obser vation s made in the previo us report rectifi ed and not contin uing	Nil

For Lakshmmi Subramanian & Associates

Practicing company secretaries

Date: 05-05-2023

Place: Chennai

Lakshmi Subramanian

Senior Partner

FCS No. 3534

CP No. 1087

P.R. No: 1670/2022

UDIN: F003534E000244621