



TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED

Regd. Office : G-3, Old No.28A, New No.67, Eldams Road, Alwarpet, Chennai - 600018.
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CIN : L74210TN1986PLCO12791

15th May 2020

The Manager Dept of Corporate Services – Listing Bombay Stock Exchange Limited P.J.Towers, Dalal Street, Mumbai – 400001 Scrp Code: 526921	The Manager – Listing Dept National Stock Exchange of India Limited Exchange Plaza, Bandra – Kurla Complex, Mumbai - 400051 Symbol: 21STCENMGM
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Dear Sir / Madam,


Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2020 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 6th May 2020 of the company along with Annual Secretarial Compliance Report dated 6th May 2020 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 2020.

You are requested to take the same on record.

Thanking You

Yours faithfully,
For Twentyfirst Century Management Services Limited


Company Secretary

Encl: As above



Secretarial compliance report of Twentyfirst Century Management Services Limited for the year ended 31st March, 2020

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, 2020 ("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;



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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 (Regulations/circulars/guidelines including specific clause)	Requirement including	Deviations	Observations/Remarks of the Practising Company Secretary
1	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations-Submission of Proceedings of Annual General Meeting.		The Annual general meeting Proceedings were uploaded on 17 th July 2019	The AGM was held on 15/07/2019 the AGM proceedings has to be uploaded within twenty-four hours but the same was uploaded on 17/07/2019. Since voting results was received on 16 th July 2019

(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

Name of the Practising Company Secretary :
Lakshmmi Subramanian

FCS NO:3534

Date: 06 May 2020

C.P No 1087

UDIN: F003534B000206385



**Secretarial Compliance Report of Twenty first Century Shares and Securities Limited
for the year ended 31st March, 2020**

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, 2020 ("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		Show Cause Notice No. EAD5/MC/HP/33162/1/2019 Dated December 11, 2019 Under Rule 4(1) Of SEBI (Procedure For Holding Inquiry And Imposing Penalties By Adjudicating Officer) Rules, 1995 In The Scrip Of Zylog Systems Limited ("ZSL").	The Company is in correspondence for the same with Securities Exchange Board of India.

(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: 06 May 2020

Name of the Practising Company Secretary Lakshmmi Subramanian
Signature:
FCS No. 3534
C.P.No.1087
UDIN: F003534B000206242

