

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:-

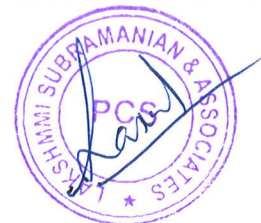
S. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
NIL			

(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