

**Secretarial Compliance Report of Twenty first Century Shares and Securities Limited  
for the year ended 31<sup>st</sup> 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 31<sup>st</sup> 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");

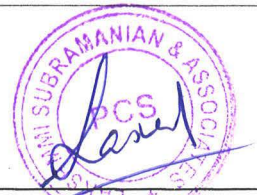
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- 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

