



Date:30.06.2021

<b>To, The Dy. Gen. Manager, Corporate Relationship Dept., BSE Limited PJ Tower, Dalal Street, Mumbai-400001 Equity Scrip Code: 531845</b>	<b>To, National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai-400051 Equity Scrip Name: ZENITHSTL</b>
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**Sub:** Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2020-21

**Dear Sir / Madam,**

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Annual Secretarial Compliance Report of the Company for the Financial Year 2020-21 issued by Mr. Anil Kumar Somani, Practicing Company Secretary.

You are requested to please take the note of the same.

**Thanking You,**

**Yours Faithfully,**

**Zenith Steel Pipes & Industries Limited**

(Formerly known as Zenith Birla (India) Limited)

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Date: 2021.06.30  
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**Suneel Sullere  
Company Secretary  
ACS 42922**

**ZENITH STEEL PIPES & INDUSTRIES LIMITED**

(Formerly known as Zenith Birla (India) Limited)

**Corp. Off. :** Dalamal House, 1st Floor, 206, J.B. Marg, Nariman Point, Mumbai - 400021. India.

Tel.: +91 22 6616 8400 **Email:** zenith@zenithsteelpipes.com, www.zenithsteelpipes.com

**CIN:** L29220MH1960PLCO11773

**Registered Office:** Industry House, 5th Floor, 159, Churchgate Reclamation, Mumbai 400020.

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

D-94, 1st Floor, Indra Market, Bhilwara, Rajasthan - 311001

Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

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### **Secretarial compliance report of Zenith Steel Pipes & Industries Limited for the year ended 31<sup>st</sup> March, 2021**

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by **Zenith Steel Pipes & Industries Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, 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:

- (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");

2. 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; N.A.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; N.A.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And 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.

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/circulars/Guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/Remarks of the Practicing Company Secretary</b>
1.	<i>Regulation 44 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</i>	<i>Delayed filing of voting results of general meeting held on 29.09.2020</i>	<i>The listed entity has filed voting results of general meeting held on 29.09.2020 after 48 hour from the conclusion of meeting on BSE portal in XBRL.</i>
2.	<i>Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</i>	<i>Not full fill the minimum directors requirement during the period 01.04.2020 to 24.08.2020</i>	<i>The listed entity not complied the minimum directors requirement on board from 01.04.2020 to 24.08.2020</i>

(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 our examination of those records.

(c) The following are the details of action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI 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

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/Remarks of the Practicing Company Secretary, if any</b>

1.	Securities and exchange Board of India under Section 11,11B(1) & 11(4) of the SEBI Act 1992 vide order dated 30.03.2021	Default in Utilization/issue of GDR.	Restrained the company from the securities market for three years.	The listed entity violated provision of SEBI Act, 1992 and SEBI Regulations for issue of GDR. The listed entity banned from the capital market for three years. The  The SEBI order dated 31.03.2021 was received by the listed entity on 25.06.2021. The Company is under process to file an appeal against above order.
2.	National Stock Exchange (NSE)	The listed entity not complied the minimum directors requirement on board from 01.04.2020 to 24.08.2020 as per Regulation 17(1), 18(1), 27(2), 31, 33, 34 of SEBI (LODR) Regulation	NSE imposed fine of Rs. 2,70,000/-	The listed entity not complied Regulation 17(1), 18(1), 27(2), 31, 33, 34 of SEBI (LODR) Regulation

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The listed entity has filed intimation of closure of trading window for the quarter ended 31.03.2019 on 05.04.2019 and 30.09.2019 on 03.10.2019.	Delayed filing of intimation of closure of trading window  The company will ensure timely filing in future.	Delayed filing of intimation of closure of trading window.  As confirmed by the Management of the Company, they will ensure timely filing in future.

2.	<p>The listed entity has filed Annual Secretarial Compliance for the quarter ended 31.03.2019 on 31.05.2019 delayed by 1 day. On NSE portal.</p> <p>And on BSE portal filed on time.</p>	<p>Delayed filing of Annual Secretarial Compliance Report for the year ended 31.03.2019</p> <p>The company will ensure timely filing in future.</p>	<p>Delayed filing of Annual Secretarial Compliance Report for the year ended 31.03.2019</p> <p>As confirmed by the Management of the Company, they will ensure timely filing in future.</p>
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For **Anil Somani & Associates**  
Company Secretaries

ANIL KUMAR SOMANI Digitally signed by ANIL KUMAR SOMANI  
Date: 2021.06.30  
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**Anil Kumar Somani**

**ACS: 36055**

**COP: 13379**

**UDIN number A036055C000533651**

Place: Bhilwara

Date: 29<sup>th</sup> June, 2021