



THE YASH BIRLA GROUP

May 30, 2022

To,

<b>BSE Limited</b> The Corporate Relationship Department 1 <sup>st</sup> Floor, P.J. Towers, Dalal Street Fort, Mumbai - 400 001  Scrip Code: 531845	<b>National Stock Exchange of India Limited</b> The Listing Department Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai - 400 051  Symbol: ZENITHSTL
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**Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2022**

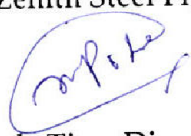
Dear Sir/ Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report dated May 28, 2022, issued by M/s Anil Somani & Associates, Practicing Company Secretaries, for the Financial year ended March 31, 2022.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,  
For Zenith Steel Pipes & Industries Limited

  
Whole Time Director

**ZENITH STEEL PIPES & INDUSTRIES LIMITED**

# 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, 2022**

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, 2022 ("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 46 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</i>	<i>Website of the Company is not updated</i>	<i>The Company has not maintained updated website as per Regulation 46 of SEBI (LODR) Regulation, 2015</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.	<i>Securities and exchange Board of India under Section 11,11B(1) &amp; 11(4) of the SEBI Act 1992 vide order dated 30.03.2021</i>	<i>Default in Utilization/issue of GDR.</i>	<i>Restrained the company from the securities market for three years.</i>	<i>The Company 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 Company has filed appeal against the order.</i>

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

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1.	<i>The listed entity has filed voting results of general meeting held on 29.09.2020</i>	<i>Delayed filing of voting results of general meeting held on</i>	<i>Delayed filing of voting results of general meeting held on 29.09.2020.</i>

	<i>after 48 hour from the conclusion of meeting on BSE portal in XBRL.</i>	29.09.2020  The company will ensure timely filing in future.	As confirmed by the Management of the Company, they will ensure timely filing in future.
2.	<i>The listed entity not complied the minimum directors requirement on board from 01.04.2020 to 24.08.2020</i>	The company has appointed minimum directors as per SEBI (LODR) Regulations	As confirmed by the Management of the Company, they will ensure proper and timely compliance in future.

**Other observations:**

- *Prosecution has been filed against the company by Registrar of Companies, Mumbai for Non Compliance of order of Hon'ble Company Law Board, Mumbai dated 18.08.2014 with regard to defaulted in payment to depositors.*
- *The company has defaulted in payment of principal amount as well as interest to depositors.*
- *The company has violated provision of SEBI Act, 1992 and SEBI Regulations for issue of GDR. The SEBI vide order dated 31.03.2021 banned the Company from the capital market for three years. As informed to us the Company has filed appeal against the order.*
- *The Regional Director, Western Region, Mumbai has filed a petition before Hon'ble National Company Law Tribunal, Mumbai against the Company, its directors/KMPs under Section 221/222/241/242/246 r.w. 339 of the Companies Act, 2013 on 08.04.2022*

For **Anil Somani & Associates**  
Company Secretaries  
**PR 1869/2022**

**Anil Kumar Somani**  
**ACS: 36055**  
**COP: 13379**

Place: Bhilwara  
Date: 28<sup>th</sup> May, 2022

**UDIN number A036055D000417491**