



Date: 31.07.2020

To, The Dy. Gen. Manager, Corporate Relationship Dept., BSE Limited PJ Tower, Dalal Street, Mumbai-400001 Equity Scrip Code: 531845	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: ZENITHBIR
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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 2019-2020

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 2019-20 issued by Mr. Anil Somani, Practicing Company Secretary.

You are requested to take the same on your record.

Thanking You,

Yours Faithfully,

Zenith Birla (India) Limited

SUNEEL Digitally signed by
SUNEEL SULLERE
SULLERE Date: 2020.07.31
17:02:41 +05'30'

**Suneel Sullere
Company Secretary
ACS 42922**

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, (M) 09166611876

Secretarial compliance report of Zenith Birla (India) Limited for the year ended 31st March, 2020

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by **Zenith Birla (India) 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 31st March, 2020 ("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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (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.

Sr. No.	Compliance Requirement (Regulations/circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	<i>Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015</i>	Delayed filing of intimation of closure of trading window	<i>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.</i>
2.	<i>Regulation 24A Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</i>	<i>Delayed filing of Annual Secretarial Compliance Report for the year ended 31.03.2019</i>	<i>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. And on BSE portal filed on time.</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) No action was 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 except that the SEBI has issued a show cause notice dated 02.04.2019 to the company under Section 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992 in the matter of GDR issue by the Company.

(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.	<i>The company has defaulted in payment of principal amount as well as interest to depositors. The Registrar of Companies, Mumbai has issued show cause notice to company and officer in default under Section 74(3) of the Companies Act, 2013.</i>	The company has taken action on priority to clear the dues of deposit holders who are incapacitated and to comply with the orders of existing authorities. For the rest, the company has already started the process of settling their dues through sale proceeds of the assets sold by MPID court of the other Company who has given NOC for using the amount towards repayment of the Fixed Deposits of the Zenith Birla (India) Limited and will try complete it before the end of Financial Year 2020-21	The company has defaulted in payment of principal amount as well as interest to depositors.
2.	<i>Mr. Ram Sahay Jagetiya appointed as executive director on the Board of the Company has disqualified under Section 164 of the Companies Act, 2013 for appointment as Director</i>	Mr. Ram Sahay Jagetiya had resigned the Company after disqualification.	Mr. Ram Sahay Jagetiya had resigned.
3.	<i>BSE Ltd and NSE Ltd. has included name of the company in the list of shell companies. The Stock Exchanges have appointed forensic auditor to audit the records of the company</i>	NSE have passed order in the favor of Company by order dated 02.06.2020	NSE have passed order in the favor of Company by order dated 02.06.2020

For **Anil Somani & Associates**
Company Secretaries

ANIL KUMAR SOMANI Digitally signed by ANIL KUMAR SOMANI
Date: 2020.07.30 16:51:50 +05'30'

Anil Kumar Somani
ACS: 36055
COP: 13379

Place: Bhilwara

Date: 30th July, 2020

UDIN number A036055B000528965