



ZENITH FIBRES LIMITED

ISO 9001:2015
COMPANY

103 "Synergy House", Subhanpura Road, Vadodara - 390 023, Gujarat, (India) CIN : L17120MH1989PLC054580
Tele No. : +91-265-228-3744 Tele/Fax : +91-265-228-3743 E-mail : baroda@zenithfibres.com URL : www.zenithfibres.com

29th May, 2019

To
The Manager,
BSE Limited,
Corporate Relations Dept.,
Dalal Street,
Mumbai 400 001.

Scrip Code: 514266

Sub: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019

Dear Sir,

With reference to the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report duly signed by the Practicing Company Secretaries for the year ended March 31, 2019

Thanking you

Yours faithfully,

For Zenith Fibres Limited

Siddhi Shah
Company Secretary



Regd. Office : 205, Marol Co-Op. Ind. Estate Ltd., M.V. Road, Andheri (E), Mumbai - 400059, Maharashtra, (India)
Phone : +91-22-28599428, Telefax : +91-22-28599429 E-mail: mumbai@zenithfibres.com

Plant : Block 458, P.O. Tundav, Taluka : Savli, District : Vadodara - 391775, Gujarat, (India)
Mobile : +91-8780601186, +91-8780601179 E-mail : plant@zenithfibres.com

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

25th May, 2019

The Board of Directors
Zenith Fibres Limited
205, Marol Bhavan,
Marol Co-op Ind. Estate Ltd. M.V. Road,
J.B Nagar Post, Andheri(East),
Mumbai-400 059,

Dear Sir,

Annual Secretarial Compliance Report for the Financial Year 2018-19

I have been engaged by Zenith Fibres Limited (hereinafter referred to as 'the Company') bearing CIN: **L17120MH1989PLC054580**, whose Equity Shares are listed on the BSE Ltd (Security Code **514266**), to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report, issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Thanking you,

Yours faithfully,



(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

SECRETARIAL COMPLIANCE REPORT
OF
ZENITH FIBRES LIMITED
FOR THE YEAR ENDED 31.03.2019

I have examined:

- (a) All the documents and records made available to me and explanation provided by Zenith Fibres 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, 2019 ("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").

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 - **[Not Applicable since there was no reportable event during the year under review]**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



UPENDRA SHUKLA

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **[The Board of Directors of the Company had only passed the resolution on 30th March, 2019 for buy-back of shares];**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **[Not Applicable since there was no reportable event during the year under review];**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable since there was no reportable event during the year under review];**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **[Not Applicable since there was no reportable event during the year under review];**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

circulars/ guidelines issued thereunder;

and based on the above examination, I 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.
- (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 my examination of those records.
- (c) The following are the details of actions taken against the listed 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:

| Sr. No. | Action taken by | Details of violation | Details of action taken e.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|--|---|--|
| 1) | BSE Ltd. | Delay in publication of unaudited financial results for the quarter ended 30/06/2018 u/r 33 of SEBI (LODR) Regulations, 2015 | Fine of Rs.59,000/- was levied | Fine paid |
| 2) | BSE Ltd. | Delay in publication of unaudited financial results for the quarter ended 30/09/2018 u/r 33 of SEBI(LODR) Regulations, 2015 | Fine of Rs.80,000 was levied | Fine paid |



UPENDRA SHUKLA

| | | | | |
|----|----------|---|-----------------------------|-----------|
| 3) | BSE Ltd. | Inadequate notice of board meeting u/r 29(2) & 29(3) of SEBI (LODR) Reg. 2015 | Fin of Rs.10,000 was levied | Fine paid |
|----|----------|---|-----------------------------|-----------|

(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 | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|--|--|---|--|--|
| Not Applicable since no action was required to be taken by the Company | | | | |



(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654

Place: MUMBAI
Date: 25.05.2019