



# ZENITH FIBRES LIMITED

ISO 9001:2015  
COMPANY

103 "Synergy House", Subhanpura Road, Vadodara - 390 023, Gujarat, (India) CIN L40100MH1989PLC054580  
Tele No.: +91-265-228-3744 Tele/Fax: +91-265-228-3743 E-mail: baroda@zenithfibres.com URL: www.zenithfibres.com

Date 31/07/2020

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

Scrip Code No: 514266

Sub: Certificate under Regulation 24(a) of the SEBI (Iord) Regulations

Dear Sir/Madam,

With reference to the captioned matter, please find enclosed herewith a Certificate under Regulation 24(A) of SEBI (LODR) Regulations, 2015 for the year ended on 31st March, 2020, received from Upendra C. Shukla, Practicing Company Secretaries of our Company. We request you to kindly take the same on record.

For Zenith Fibres Limited

Siddhi Shah

Company Secretary

**Regd. Office** : 205, Marol Bhavan, Marol Co-Op. Ind. Estate Ltd., M.V. Road, Andheri (E), Mumbai - 400059, Maharashtra, (India),  
Phone : +91-22-28599428, 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](mailto:ucshukla@rediffmail.com)

31<sup>st</sup> July, 2020

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 2019-20**

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 8<sup>th</sup> 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

SECRETARIAL COMPLIANCE REPORT  
OF  
ZENITH FIBRES LIMITED  
FOR THE YEAR ENDED 31.03.2020

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 31<sup>st</sup> 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”).

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;

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- (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 - **[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.
- NIL -				

(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... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	Non-compliance of Reg. 33 of SEBI (LODR) Reg. 2015 for delay in publication of unaudited financial results for the quarter ended 30/06/2018	--	The listed entity has paid the penalty.	--
2)	Non-compliance of Reg. 33 of SEBI (LODR) Reg. 2015 for delay in publication of unaudited financial results for the quarter ended 30/09/2018	--	The listed entity has paid the penalty.	--
3)	Non-compliance of Reg. 29(2) & 29(3) of SEBI (LODR) Reg. 2015- inadequate notice of board meeting	--	The listed entity has paid the penalty.	--

UDIN: F002727B000538658  
Place: MUMBAI  
Date: 31<sup>st</sup> July, 2020

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