



Date: 30.05.2019

<p>To, The Dy. Gen. Manager, Corporate Relationship Dept., BSE Limited PJ Tower, Dalal Street, Mumbai-400001 Equity Scrip Code: 531845</p>	<p>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</p>
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Dear Sir,

Sub: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2018-2019.

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019. Please find attached Annual Secretarial Compliance Report of the Company for the Financial Year 2018-19 issued by Mr. Anil Somani, Practicing Company Secretary.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Zenith Birla (India) Limited,

(Suneel Sullere)
Company Secretary & Compliance Officer
ACS: 42922



Encl: As Above.

ZENITH BIRLA (INDIA) LIMITED

ANIL SOMANI & ASSOCIATES

Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Bhilwara, Rajasthan - 311001

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

Secretarial compliance report of Zenith Birla (India) Limited for the year ended 31st March, 2019

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, 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");

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.

(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.**

(c) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with observations made in previous reports does not arise.

Observations/Comments:

1. 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.

2. The Serious Fraud Investigation Office (SFIO) has issued a notice dated 25.03.2019 under Section 212(1) of the Companies Act, 2013 to the Company for investigation of affairs of the Company and the company replied the same.

3. 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.

4. 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.

For **Anil Somani & Associates**
Company Secretaries



Anil Somani

Anil Kumar Somani

ACS: 36055

COP: 13379

Place: Bhilwara

Date: 29th May, 2019