

<b>General information about company</b>	
Scrip code	514266
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE106C01013
Name of the entity	Zenith Fibres Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

## Disclosure of notes on composition of board of directors explanatory

## Whether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Sanjeev Rungta	ADKPR4281M	00053602	Executive Director	Chairperson related to Promoter		01-04-2017		24	2	3	0		
2	Mr	Rajeev Rungta	ADJPR3786Q	00122221	Executive Director	Not Applicable	MD	01-04-2017	30-03-2019	24	3	0	2		
3	Mr	Abhishake Rungta	ADHPR3480K	00053730	Non-Executive - Non Independent Director	Not Applicable		29-09-2017		18	2	0	0		
4	Mr	Amitabha Ghosh	AAFPG7411C	00055962	Non-Executive - Independent Director	Not Applicable		30-07-2014		56	2	1	2		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Mr. Mukund Beriwal	AHBPB9705F	00053669	Non-Executive - Independent Director	Not Applicable		30-07-2014		56	1	0	2		
6	Mrs	Rashmi Desai	ABOPD7470J	02281570	Non-Executive - Independent Director	Not Applicable		11-11-2017		17	2	2	0		

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)

Buy Back Committee was constituted at the Board Meeting held on 30.3.2019

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00053669	Mr. Mukund Beriwala	Non-Executive - Independent Director	Chairperson	15-04-2002		
2	00053602	Mr. Sanjeev Rungta	Executive Director	Member	25-01-2004		
3	00055962	Amitabha Ghosh	Non-Executive - Independent Director	Member	11-11-2017		
4	02281570	Rashmi Desai	Non-Executive - Independent Director	Member	11-11-2017		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00053669	Mr. Mukund Beriwala	Non-Executive - Independent Director	Chairperson	30-07-2014		
2	00053602	Mr. Sanjeev Rungta	Executive Director	Member	30-07-2014		
3	02281570	Rashmi Desai	Non-Executive - Independent Director	Member	11-11-2017		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00053669	Mr. Mukund Beriwala	Non-Executive - Independent Director	Chairperson	30-07-2014		
2	00053602	Mr. Sanjeev Rungta	Executive Director	Member	30-07-2014		
3	02281570	Rashmi Desai	Non-Executive - Independent Director	Member	11-11-2017		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00122221	Rajeev Rungta	Executive Director	Chairperson	08-11-2014	30-03-2019	
2	00053669	Mr. Mukund Beriwala	Non-Executive - Independent Director	Member	08-11-2014		
3	02281570	Rashmi Desai	Non-Executive - Independent Director	Member	11-11-2017		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00053669	Mr. Mukund Beriwala	Buy Back Committee	Non-Executive - Independent Director	Member	
2	00053602	Mr. Sanjeev Rungta	Buy Back Committee	Executive Director	Chairperson	

<b>Annexure 1</b>				
<b>Annexure 1</b>				
<b>III. Meeting of Board of Directors</b>				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	12-11-2018			
2		02-03-2019	109	
3		30-03-2019	27	

## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	02-02-2019	Yes	2	12-11-2018	81		
2	Stakeholders Relationship Committee		Yes	2	02-11-2018			to maintain chronology, previous quarter meetings are listed first and the date of the 1st meeting of the relevant quarter is listed against that of the last meeting of the previous quarter.
3	Stakeholders Relationship Committee		Yes	2	22-11-2018			to maintain chronology, previous quarter meetings are listed first and the date of the 1st meeting of the relevant quarter is listed against that of the last meeting of the previous quarter.
4	Stakeholders Relationship Committee	28-01-2019	Yes	2	07-12-2018	51		
5	Stakeholders Relationship Committee	28-03-2019	Yes	2				to maintain chronology, previous quarter meetings are listed first and the date of the 1st meeting of the relevant quarter is listed against that of the last meeting of the previous quarter.
6	Nomination and remuneration committee	02-02-2019	Yes	2				No meeting held in the previous quarter.

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Siddhi Shah
2	Designation	Company Secretary and Compliance Officer



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.zenithfibres.com
2	Terms and conditions of appointment of independent directors	Yes		www.zenithfibres.com
3	Composition of various committees of board of directors	Yes		www.zenithfibres.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.zenithfibres.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zenithfibres.com
6	Criteria of making payments to non-executive directors	Yes		www.zenithfibres.com
7	Policy on dealing with related party transactions	Yes		www.zenithfibres.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.zenithfibres.com

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.zenithfibres.com
11	email address for grievance redressal and other relevant details	Yes		www.zenithfibres.com
12	Financial results	Yes		www.zenithfibres.com
13	Shareholding pattern	Yes		www.zenithfibres.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Siddhi Shah
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Siddhi Shah
2	Designation	Company Secretary and Compliance Officer



<b>Signatory Details</b>	
Name of signatory	Siddhi Shah
Designation of person	Company Secretary and Compliance Officer
Place	Baroda
Date	13-04-2019

