

C K S P AND CO LLP

Chartered Accountants

(A Member Firm of 'C K S P & AFFILIATES')

Regd. Off: A-312, 3rd Floor, Royal Sands CHS Ltd, Shashtri Nagar, Andheri (West).

Mumbai - 400 053, Maharashtra, India. Email: debunalya@ckspilp.com / kalpen@ckspilp.com

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of

Zenith Steel Pipes & Industries Limited

Report on the Audit of the Standalone Financial Results

Qualified Opinion

We have audited the accompanying standalone annual financial results of **Zenith Steel Pipes & Industries Limited** ('the Company'), for the quarter and year ended 31.03.2025 and notes thereon (hereinafter referred to as the 'the standalone financial results'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'the Listing Regulation'). We have initialled the standalone financial results for identification purpose.

In our opinion and to the best of our information and according to the explanations given to us, subject to the effect of the matter described in the basis of Qualified opinion paragraph below the aforesaid standalone financial results:

- are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- give true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the year ended 31.03.2025.

Basis of Qualified Opinion

- With reference to Note No. 18 of the standalone financial results, the Company has not complied with the provisions of Section 74 and other applicable provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 with respect to the, (a) Non-repayment of public deposits and the interest thereon on the respective due dates, (b) Non-maintenance of prescribed liquid assets to the extent required under the said Rules, and (c) Non-compliance with the orders passed by the Company Law Board (CLB) in connection with the above matters.



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C K S P & AFFILIATES – Registration no. NRN/0043/W

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In our opinion, these constitute a material non-compliance with the provisions of the Act and may result in regulatory implications for the Company. Had the Company complied with the aforesaid provisions, the reported liabilities, interest obligations, and disclosures in the financial statements would have been different.

2. With reference to Note No. 13 of the standalone financial results, balances relating to Trade Payables, Trade Receivables, Loans, Advances, Deposits, Inter group balances, Current Liabilities, Borrowings from others, etc., are subject to reconciliation and confirmation. The management has not sent direct balance confirmations to the respective parties, citing pending reconciliations. In the absence of such confirmations and reconciliations, we are unable to obtain sufficient appropriate audit evidence to verify the accuracy, completeness, and recoverability/payability of these balances as at the reporting date. Consequently, we are unable to determine whether any adjustments are required in respect of the stated balances in the accompanying financial statements.
3. With reference to Note No. 7 to the standalone financial results, the Company has made a provision of Rs. 41.07 lakhs in respect of certain current bank accounts which have been frozen by regulatory authorities. In the absence of relevant bank statements and year-end balance confirmations for these accounts, we were unable to obtain sufficient appropriate audit evidence to verify the completeness and accuracy of the balances reported in respect of these accounts. Accordingly, we are unable to determine whether any adjustments may be required to the carrying amount of these balances and the related impact, if any, on the financial statements for the year ended 31/03/2025.
4. We draw attention to Note No. 14 to the standalone financial results, which states that the Company has incurred significant accumulated losses exceeding its share capital and reserves, and its net worth has been fully eroded as at 31/03/2025. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the financial results have been prepared on a going concern basis based on the reasons stated by the management in the said note. In our opinion, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the financial results is not adequately supported.
5. We draw attention to Note No. 12 to the standalone financial results, which states that the Company has valued its inventories at Rs. 779.36 lakhs as at 31/03/2025 using the weighted average cost method. However, we were not provided with adequate information and necessary supporting documentation to verify the basis of valuation, including evidence supporting the quantities, condition, and cost allocation of inventories. Accordingly, we are unable to determine whether any adjustments are necessary in respect of the carrying amount of inventories stated in the standalone financial results. The consequent impact, if any, on the profit/loss and financial position for the year ended 31/03/2025 is also not ascertainable.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered



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Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial results under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial results.

Emphasis of Matter

We draw attention to the following:

1. We draw attention to Note No. 10 to the standalone financial results, which describes that the Company has entered into a Memorandum of Understanding (MOU) with Tribus Real Estate Pvt. Ltd. (TREPL) for taking over the Company's secured bank loans amounting to Rs. 16,884.92 lakhs as on 31/03/2025. As per the terms of the MOU, TREPL shall negotiate settlements with the lending banks/ARCs and upon completion, shall have absolute rights over the secured assets until repayment is made by the Company. The arrangement is pending completion and is subject to further negotiations and fulfillment of agreed conditions.
2. We draw attention to Note No. 6 of the standalone financial results, which describes that the Company was prohibited from accessing the securities market for a period of three years by an order issued by the Securities and Exchange Board of India (SEBI) dated 31/03/ 2021, for violations of certain provisions of the SEBI Act, 1992 and SEBI Regulations relating to the issue of Global Depositary Receipts (GDR). Subsequently, the Company had filed an appeal against the said order, and vide order dated 21/02/2023, the appellate authority modified the original SEBI order by reducing the penalty and limiting the debarment period to the time already served. SEBI has further filed a civil appeal before the Hon'ble Supreme Court on 07/08/ 2023, which has been admitted as on 02/01/2025. As of the reporting date, no further communication has been received.
3. We draw attention to Note No. 9 of the standalone financial results, which describes that the Consortium of Banks has initiated action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, for recovery of outstanding dues amounting to Rs.19,319.00 lakhs as on 31/01/2014. The Banks have taken symbolic possession of certain immovable properties of the Company located at its Khopoli unit on 29/05/ 2014 and have filed an application for taking physical possession of the said assets. The loan has since been assigned to Invent Assets Securitization and Reconstruction Private Limited as on 31/03/2018. The matter is currently pending before the Debt Recovery Tribunal (DRT), Pune, and the next hearing has been adjourned to 11/06/2025.
4. We draw attention to Note No. 17 of the standalone financial results, which discloses that the Company has written back certain provision for expenses/balances totaling to Rs. 781.91 lakhs during the FY 2024-25 and has recognized under Other Income as "Provision Written Back."

Our opinion is not modified in respect of these above matters.



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Responsibilities of Management and Those Charged with Governance for the Standalone Financial Results

These standalone financial results have been prepared on the basis of the standalone annual financial statements. The Company's Management and Board of Directors of the Company are responsible for the preparation and presentation of these standalone financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company for the year ended 31.03.2025 in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the standalone financial results by the Board of Directors of the Company, as aforesaid.

In preparing the standalone financial results, the Management and the Board of Directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



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- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of standalone financial statements on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and the Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



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Other Matters

The standalone financial results include the results for the quarter ended 31.03.2025, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures upto the third quarter of the current financial year which were subject to limited review by us.

For CKSP AND CO LLP

Chartered Accountants

FRN - 131228W / W100044



Dhananajay Jaiswal

Partner

M. No. 187686

UDIN: 25187686BMJGPU4578



Place: Mumbai

Date: 29.05.2025



ZENITH STEEL PIPES & INDUSTRIES LIMITED

{Formerly Known as Zenith Birla (India) Limited}

Regd. Office : 5th Floor Industry House, 159, Churchgate Reclamation, Mumbai-400 020.

CIN: L29220MH1960PLC011773

email ID: zenith@zenithsteelpipes.com Web: www.zenithsteelpipes.com Tel:022-66168400 Fax: 02222047835

STATEMENT OF THE AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH 2025

(Rs. In Lakhs except for per share data)

| Sr. No. | Particulars | Quarter Ended | | | Year Ended | |
|---------|--|-----------------|-----------------|-----------------|------------------|------------------|
| | | 31.03.2025 | 31.12.2024 | 31.03.2024 | 31.03.2025 | 31.03.2024 |
| | | Audited | Unaudited | Audited | Audited | Audited |
| | Income | | | | | |
| I | Revenue From Operations | 2,482.45 | 3,568.98 | 4,305.92 | 11,909.25 | 14,321.66 |
| II | Other Income | 611.68 | 93.80 | 454.84 | 1,016.26 | 529.93 |
| III | Total Income (I+II) | 3,094.13 | 3,662.78 | 4,760.76 | 12,925.51 | 14,851.59 |
| IV | Expenses | | | | | |
| | Consumption of raw materials and components | 326.97 | 2,631.40 | 2,631.00 | 4,257.44 | 7,710.13 |
| | Purchase of stock-in-trade | 103.95 | - | 12.04 | 103.95 | 230.66 |
| | Changes in inventories of finished goods, stock-in-trade and semi finished goods | 553.06 | (697.69) | (533.56) | 1,085.30 | 42.43 |
| | Employee benefit expenses | 124.76 | 126.63 | 143.33 | 514.40 | 616.31 |
| | Finance cost | 61.95 | 62.99 | 72.86 | 248.02 | 292.40 |
| | Depreciation and amortisation expense | 49.25 | 48.84 | 57.32 | 195.30 | 258.19 |
| | Other expenses | 1,577.28 | 1,507.43 | 1,956.66 | 6,473.17 | 5,745.35 |
| | Total Expenses (IV) | 2,797.22 | 3,679.60 | 4,339.65 | 12,877.58 | 14,895.47 |
| V | Profit/(Loss) before exceptional items and tax (III - IV) | 296.91 | (16.82) | 421.11 | 47.93 | (43.88) |
| VI | Exceptional Items | - | - | - | - | - |
| VII | Profit/(Loss) before tax (V - VI) | 296.91 | (16.82) | 421.11 | 47.93 | (43.88) |
| VIII | Tax expense: | | | | | |
| | Current tax | - | - | - | - | - |
| IX | Profit/(Loss) for the period from continuing operations (VII-VIII) | 296.91 | (16.82) | 421.11 | 47.93 | (43.88) |
| X | Profit/(Loss) from discontinuing operations | (18.83) | (3.21) | (9.21) | (25.42) | (23.34) |
| XI | Tax expense of discontinuing operations | - | - | - | - | - |
| XII | Profit/(Loss) from discontinuing operations (after tax) (X-XI) | (18.83) | (3.21) | (9.21) | (25.42) | (23.34) |
| XIII | Profit/(Loss) for the period (VII - VIII) | 278.08 | (20.03) | 411.90 | 22.51 | (67.22) |
| XIV | Other Comprehensive Income | (4.63) | - | 4.55 | (4.63) | 4.55 |
| XV | Total Comprehensive Income for the Period (XIII+XIV) | 273.45 | (20.03) | 416.45 | 17.88 | (62.67) |
| | Paid-up equity share capital (Face value of Rs. 10/- each) | 14,228.04 | 14,228.04 | 14,228.04 | 14,228.04 | 14,228.04 |
| | Reserves excluding revaluation reserves (as per audited balance sheet) | | | | (39,267.66) | (39,294.74) |
| XVI | Earnings per equity share | | | | | |
| | Basic and Diluted EPS for the period from Continuing and Discontinued Operations | 0.20 | (0.01) | 0.29 | 0.02 | (0.05) |
| | Basic and Diluted EPS for the period from Continuing Operations | 0.21 | (0.01) | 0.30 | 0.03 | (0.03) |
| | Basic and Diluted EPS for the period from Discontinued Operations | (0.01) | (0.00) | (0.01) | (0.01) | (0.02) |

* Earnings per equity share for the quarter is not annualised
See accompanying notes to the Standalone Financial Results

For and on behalf of the Board of Directors

Date: 29th May, 2025
Place: Mumbai




Minal Umesh Pote
Whole Time Director
DIN: 07163539



ZENITH STEEL PIPES & INDUSTRIES LIMITED

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Email : zenith@zenithsteelpipes.com, www.yashbirlagroup.com

CIN : L29220MH1960PLC011773

Registered Office : Industry House, 5th Floor, 159, Chuchgate Reclamation, Mumbai 400 020.



Notes to Standalone Financial Results:

1. Statement of Assets & Liabilities



THE YASH BIRLA GROUP

(Rs. in Lakhs)

| Sr. No. | Particulars | As at 31st March 2025 Audited | As at 31st March 2024 Audited |
|-----------|---|-------------------------------------|-------------------------------------|
| I | ASSETS | | |
| | NON-CURRENT ASSETS | | |
| (a) | Property, plant and equipment | 4,179.66 | 4,359.80 |
| (b) | Capital work-in-progress | 120.01 | 82.31 |
| (c) | Intangible assets | 0.71 | 1.19 |
| (d) | Intangible assets under development | | |
| (e) | Financial assets | | |
| | (i) Investments | 2.48 | 2.48 |
| | (ii) Other Financial Assets | 209.57 | 241.46 |
| (f) | Other non-current assets | 2,588.68 | 2,481.48 |
| | Total Non - Current Assets | 7,101.11 | 7,168.71 |
| | CURRENT ASSETS | | |
| (a) | Inventories | 779.36 | 1,986.47 |
| (b) | Financial assets | | |
| | (i) Trade receivables | 5,311.49 | 5,574.23 |
| | (ii) Cash and cash equivalents | 295.61 | 43.07 |
| | (iii) Bank balances other than (ii) above | 37.74 | 65.94 |
| | (iv) Loans | 1,519.34 | 1,573.19 |
| (c) | Other current assets | 374.96 | 1,350.13 |
| (d) | Current tax assets | 94.45 | 94.45 |
| | Total - Current Assets | 8,412.95 | 10,687.47 |
| | Total Assets | 15,514.06 | 17,856.18 |
| II | EQUITY AND LIABILITIES | | |
| | EQUITY | | |
| (a) | Equity share capital | 14,228.04 | 14,228.04 |
| (b) | Other equity | (39,267.66) | (39,294.74) |
| | Total - Equity | (25,039.62) | (25,066.70) |
| | LIABILITIES | | |
| A | Non-Current Liabilities | | |
| (a) | Financial liabilities | | |
| | (i) Borrowings | 1,813.91 | 1,816.33 |
| (b) | Provisions | 544.20 | 577.23 |
| (c) | Deferred tax liabilities (Net) | 504.86 | 504.86 |
| | Total Non - Current Liabilities | 2,862.97 | 2,898.43 |
| B | Current Liabilities | | |
| (a) | Financial liabilities | | |
| | (i) Borrowings | 19,272.14 | 19,282.14 |
| | (ii) Trade payables | | |
| | - MSME Payable | 385.88 | 247.87 |
| | - Other Than MSME Payable | 8,197.20 | 8,269.96 |
| | (iii) Other financial liabilities | 4,610.01 | 4,374.43 |
| (b) | Other current liabilities | 4,281.37 | 6,869.22 |
| (c) | Provisions | 35.64 | 72.36 |
| (d) | Current tax liabilities (Net) | 908.47 | 908.47 |
| | Total - Current Liabilities | 37,690.71 | 40,024.45 |
| | Total Equity and Liabilities | 15,514.06 | 17,856.18 |

For and on behalf of the Board of Directors

Date: 29th May, 2025

Place: Mumbai



Minal Pote

Whole time Director

DIN. 07163539

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THE YASH BIRLA GROUP

Notes to Standalone Financial Results:

2. Statement of Cash Flow

| | | (Rs in Lakhs) | | | |
|---------|---|---|-----------------|---|-----------------|
| Sr. No. | Particulars | For the year ended 31st March, 2025 (Audited) | | For the year ended 31st March, 2024 (Audited) | |
| A. | CASH FLOW FROM OPERATING ACTIVITIES: | | | | |
| | Net profit before exceptional item, taxation and prior period adjustments (Including discontinued operation) | | 22.51 | | (87.22) |
| | Adjustments for: | | | | |
| | Depreciation and Amortization | 195.30 | | 258.19 | |
| | Finance Costs | 248.02 | | 292.40 | |
| | Profit on Sale of Asset | | | - | |
| | Interest Income | (3.53) | | (6.52) | |
| | Sub-total | | 439.79 | | 544.07 |
| | Operating Profit Before Working Capital Changes | | 462.30 | | 476.85 |
| | Adjustments for changes in working capital : | | | | |
| | Inventories | 1,207.11 | | 108.02 | |
| | Trade Receivables | 262.74 | | (1,195.52) | |
| | Loans | 53.84 | | 59.14 | |
| | Other Current Assets | 975.15 | | (778.44) | |
| | Trade Payables | 65.25 | | (377.23) | |
| | Provisions | (32.15) | | 0.39 | |
| | Other Financial Liabilities | 235.58 | | 241.37 | |
| | Other Non-current Financial Assets | 31.89 | | (80.77) | |
| | Other Current Liabilities | (2,587.85) | | 1,854.64 | |
| | Provisions In Non-Current Liabilities | (33.03) | | 34.00 | |
| | Sub-total | | 178.53 | | (134.40) |
| | Cash Flow From Operating Activities After Exceptional Item | | 640.83 | | 342.45 |
| | Income tax paid (net of refund) | | | | |
| | Direct Taxes Paid/reversal (Net of Refund) | - | | 140.16 | |
| | | | | | 140.16 |
| | Net Cash Flow From Operating Activities After Exceptional Item.....(A) | | 640.83 | | 482.61 |
| B. | CASH FLOW FROM INVESTING ACTIVITIES: | | | | |
| | Payments made for Property, Plant and Equipment and Capital Work in Progress | (52.38) | | (138.58) | |
| | Payments made for Intangible Assets | - | | - | |
| | Proceeds from sale of Property, Plant and Equipment | - | | - | |
| | Other Non-Current Assets | (107.20) | | (109.73) | |
| | Interest Received | 3.53 | | 6.52 | |
| | Sub-total | | (156.05) | | (241.79) |
| | Net Cash used for Investing Activities.....(B) | | (156.05) | | (241.79) |
| C. | CASH FLOW FROM FINANCING ACTIVITIES: | | | | |
| | Repayment of Borrowings | (12.42) | | (424.91) | |
| | Interest Paid | (248.02) | | (292.40) | |
| | Sub-total | | (260.44) | | (717.31) |
| | Net Cash used for Financing Activities.....(C) | | (260.44) | | (717.31) |
| | Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C) | | 224.34 | | (476.49) |
| | Cash and Cash Equivalents at the beginning of the period | 43.07 | | 524.56 | |
| | Add: (Increase) / Decrease in Fixed Deposit accounts kept as margin money with banks | 28.20 | | (5.00) | |
| | | 71.27 | | 519.56 | |
| | Cash and Cash Equivalents at the end of period | 295.61 | | 43.07 | |
| | | | 295.61 | | 43.07 |
| | Reconciliation of Cash and Bank Balances | | | | |
| | Cash and Bank Balances | | 333.35 | | 109.01 |
| | Less: | | | | |
| | Balance in Fixed Deposit accounts with banks having a maturity period of more than three months | | 37.74 | | 65.94 |
| | Cash and Cash Equivalents at the end of period | | 295.61 | | 43.07 |

For and on behalf of the Board of Directors

Date: 29th May, 2025
Place: Mumbai



Minal Pote

Minal Pote
Whole time Director
DIN: 07163539



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CIN : L29220MH1960PLC011773

Registered Office : Industry House, 5th Floor, 159, Chuchgate Reclamation, Mumbai 400 020.



Notes to the Standalone Financial Results:

3. The above audited standalone financial results of Zenith Steel Pipes & Industries Limited ("The Company") for the quarter and Year ended 31/03/2025 ("financial result") have been extracted from the audited standalone financial statements prepared in accordance with the recognition and measurement principal of Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, and other accounting principal generally accepted in India, and in compliance with the Regulation 33 of Securities and Exchange Board of India, (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended ("the Listing Regulations"). These standalone financial results have been reviewed and recommended by the Audit Committee and thereafter approved by the Board of Directors of the Company at their respective meetings held on 29/05/2025.
4. The Statutory Auditors of the Company have conducted audit of the standalone financial results for the quarter and Year ended 31/03/2025 and given an qualified opinion in their audit report.
5. Other Expenses includes legal and professional charges of Rs. 204.99 lakhs and Rs.667.15 lakhs for the quarter and year ended 31/03/2025, these primarily pertain to expenses incurred towards ongoing legal proceedings, regulatory and departmental matters, and professional advisory services obtained by the Company in the ordinary course of business. (Quarter and year ended 31/03/2024 Rs. 240.55 Lakhs and Rs. 596.93 Lakhs).
6. The Company was prohibited from accessing the securities market for a period of three years pursuant to a SEBI order dated 31/03/2021, in relation to alleged violations of certain provisions of the SEBI Act, 1992 and the SEBI (Issue of Global Depository Receipts) Regulations. The Company filed an appeal against the said order before the Securities Appellate Tribunal (SAT) on 16/07/2021.

Following the completion of final hearings on 03/01/2023, SAT issued its order dated 21/02/2023, wherein the Company's appeal was partially allowed. The period of debarment was restricted to the duration already undergone, and the monetary penalty was reduced from Rs.10.00 crores to Rs.25.00 lakhs. The Company has recognized the reduced penalty as a provision in the financial statements for the year ended 31/03/2023. However, the amount remains unpaid as of 31/03/2025. Subsequently, SEBI has filed a Civil Appeal before the Hon'ble Supreme Court of India against the SAT ruling, which was admitted vide order dated 02/01/2025. As on the date of reporting, no further directions or communications have been received from the Hon'ble Court.

The matter is currently sub judice and the Company continues to monitor further developments. Management believes that, based on legal advice received, the likelihood of an adverse outcome is presently not probable. Accordingly, no further adjustments are considered necessary in the books of account as of the reporting date. As on date, the company has not received any further communication in regards to the same.

7. The Company has identified certain non-operating current bank accounts that have not been in use during the reporting period. As of 31/03/2025, the bank statements and balance confirmations for these accounts could not be obtained despite follow-ups. In the absence of confirmations and pending reconciliation, the Company has made a provision of Rs. 41.07 lakhs, being the aggregate amount lying in such bank accounts, as a prudent measure. The management is in the process of initiating formal closure of these dormant accounts and will take necessary corrective action based on confirmation and reconciliation received in due course.
8. The segment information, pursuant to the requirement of Ind AS 108 Operating Segments, is given as part of the consolidated financial results.
9. A consortium of banks had initiated proceedings under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) in February 2014, calling upon the Company to repay an aggregate amount of Rs.19,319.00 lakhs, being the dues outstanding as on 31/01/2014. Subsequently, on

ZENITH STEEL PIPES & INDUSTRIES LIMITED



Pursuant to the above, the Company has received a legal notice on 29/06/2023 from Ess Jay Global Ventures Private Limited to which the Company has sent a response on 30/06/2023. Accordingly, the company has determined that the net amount receivable from the group is Rs.150 Lakhs which is under aforesaid reconciliation/legal dispute.

The company has received further communication in this regards from the Advocates of Ess Jay Global Ventures Private Limited on 12/08/2023 for which the company has provided responses on 27/09/2023 through the Company advocates. Besides, the company has also sent a formal legal notice to Mango Capital LLC on 04/10/2023 asking them to clear their dues. As on date, the company has not received any further communication in regards to the same.

- c. The Company has not obtained confirmation from all vendors regarding MSME status, hence without the relevant details, provision is not made for interest liability towards the same in the books as of 31/03/2025 as well as disclosure related to MSME is not appropriate in absence of identification of MSME parties. The Company has not received MSME status confirmations from all vendors as of 31/03/2025. In the absence of adequate vendor classification, the Company has not made provision for interest liability (if any) under the provisions of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Consequently, the disclosure required under the Act is not considered complete, and management is taking steps to identify and obtain confirmations from vendors to ensure compliance in future reporting periods.
14. As at 31/03/2025, the net worth of the Company continues to be negative, primarily on account of accumulated losses incurred in prior periods. Despite the financial position, the Company continues to operate certain manufacturing units and is in the process of revival. The management has initiated strategic measures including engagement with key suppliers and customers, and is taking steps to improve operational efficiency and enhance revenue generation. Further, the Board of Directors is actively evaluating various business options to augment income from operations and ensure long-term financial sustainability. Based on these ongoing efforts and the projected future cash flows and revenue streams, the Board of Directors believes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, the financial statements have been prepared on a going concern basis. This assessment is contingent upon the successful implementation of the proposed plans and the absence of any unforeseen circumstances that could adversely impact the Company's operations.
15. The Company has received a demand notice amounting to RS.1,836.95 lakhs in Form DRC-08 from the Office of the Commercial Tax Officer, Tamil Nadu, pursuant to an audit conducted by the GST Department for the financial year 2018-19. In response, the Company filed a writ petition before the Hon'ble Madras High Court on 27/08/2024, challenging the demand and seeking an interim stay. The Hon'ble Court granted an interim stay on 04/10/2024, which remains effective until further orders. The next hearing, initially scheduled for 18/11/2024, has been adjourned, and a revised date is yet to be notified by the Court. Based on legal advice and management's evaluation, the Company believes it has a meritorious case and expects a favorable outcome. Accordingly, no provision has been made in the financial results for the quarter and year ended 31/03/2025, in respect of the said demand.
16. During the current quarter, the Company has received a GST demand notice of Rs. 28.76 lakhs from the Tamil Nadu Commercial Tax Officer in Form DRC-08, pursuant to an audit conducted by the GST Department for the financial year 2020-21. The demand primarily relates to certain disallowances and observations raised during the audit proceedings. The Company is in the process of filing an appeal before the appropriate Appellate Authority within the prescribed time limits under the GST law, challenging the demand raised in the notice. Based on legal advice and internal assessment, the management believes that the demand is not tenable, and accordingly, no provision has been made in the financial statements for the same as of 31/03/2025.
17. During the FY 2024-25, the management carried out a comprehensive review and reassessment of provisions made in prior periods towards claims payable, balance payable and general administrative expenses. Based on

ZENITH STEEL PIPES & INDUSTRIES LIMITED



29/05/2014, the consortium took symbolic possession of the immovable assets located at the Company's Khopoli unit, and filed proceedings for taking physical possession of the said assets.

Pursuant to the assignment of the loan by the consortium banks to Invent Assets Securitization and Reconstruction Private Limited on 31/03/2018, the enforcement proceedings are now being pursued by Invent Assets. The matter is currently being heard before the Debt Recovery Tribunal (DRT), Pune. At the latest hearing held on 28/03/2025, the Company sought an adjournment, and the next hearing has been scheduled for 11/06/2025.

The Company continues to engage in the legal process and is evaluating all available options in consultation with legal advisors. Appropriate disclosures and accounting treatments, if any, will be considered upon further developments in the matter.

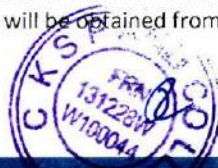
10. The Company has entered into a Memorandum of Understanding (MoU) with Tribus Real Estate Pvt. Ltd. (TREPL) for the purpose of taking over its existing bank borrowings. Pursuant to the arrangement, TREPL has taken over loans aggregating to Rs.16,884.92 lakhs as on 31/03/2025, which are currently presented as "Secured Loans from Others" in the financial statements.

Under the terms of the MoU, TREPL is authorized to negotiate and settle the dues with the respective lending banks or Asset Reconstruction Companies (ARCs) through One-Time Settlement (OTS) or any other mutually agreeable terms. Upon completion of such settlements, TREPL shall acquire absolute rights over the underlying securities associated with the settled loans. Until the Company repays the amount due to TREPL in accordance with the MoU, TREPL shall retain rights over the respective securities. The Company continues to recognize the corresponding liability in its books, reflecting its obligation to TREPL. The legal and financial implications of this arrangement are being monitored by management, and appropriate disclosures will be made in accordance with applicable accounting standards and regulatory requirements as further developments arise.

11. Other Income include foreign exchange gain/ (loss) of Rs. 88.67 Lakhs and Rs. 230.81 lakhs for the quarter and year ended 31/03/2025. (Quarter and year ended 31/03/2024 Rs. 24.50 Lakhs and Rs. 27.95 Lakhs).
12. As at 31/03/2025, the Company has reported inventory amounting to Rs.779.36 lakhs, comprising raw materials, work-in-progress, finished goods, store and spares and scrap. Inventories are valued using the weighted average cost method, as per the accounting policy of the Company and in accordance with the principles of Ind AS 2 – Inventories. Due to the presence of variable manufacturing costs such as labour, overheads, and utilities, the valuation of finished goods, work-in-progress, and scrap has been carried out manually, based on cost sheets and estimates maintained by management. The valuation was not derived through system-generated reports. The management is in the process of strengthening the internal controls and system-based tracking for inventory valuation to enhance reliability and auditability in future periods.

13. Balance Confirmations-

- a. The balances of Trade Payables, Trade Receivables, Loans and Advances, Deposits, Current Liabilities, Borrowings, and other similar accounts are presented as per the books of account as at 31/03/2025. Reconciliation procedures are pending for certain accounts, and the management has not issued direct balance confirmation requests to all parties. However, based on the management's assessment, the amounts reported as receivable or payable are considered fully recoverable/payable, and no material discrepancies are expected at the time of settlement that would require further accounting adjustments as of the reporting date.
- b. The Company is currently in the process of settling the amounts of trade payable to Ess Jay Global Ventures Private Limited and trade receivable from Mango Capital LLC on a net basis, as per applicable law and necessary confirmation will be obtained from the parties after the same.



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ZENITH STEEL PIPES & INDUSTRIES LIMITED



such evaluation, it was determined that certain provisions/balances were no longer required, considering the resolution of related obligations or expiry of limitation periods. Accordingly, these provisions/balances amounting to Rs. 524.36 lakhs and Rs. 781.91 lakhs have been reversed during the current period and have been recognised under "Other Income" in the Statement of Profit and Loss as "Provision Written Back" for the quarter and year ended 31/03/2025 respectively. (Quarter and year ended 31/03/2024 Rs. 456.39 Lakhs and Rs. 494.73 Lakhs).

18. The Shareholders of the Company at the Annual General Meeting held on 17/09/2012 approved variation in utilization of public offer proceeds, so that Company can also utilize the proceeds for manufacturing of SAW and ERW pipes at Chennai or at such other location as may be decided by the Board. Out of the total amount Rs. 13,500 Lakhs, amount of Rs. 8,036 Lakhs was to be utilized from the proceeds of public issue and balance Rs. 5,464 Lakhs was to be utilized from proceeds of GDR issue. The details of utilization of proceeds of Rs. 13,500 Lakhs is given hereunder:

(Rs. in Lakhs)

| Particulars | Projected Amount | Amount to be Spent |
|--|------------------|--------------------|
| Land and Building | 1000 | 1000 |
| Plant and Machinery(Imported & Indigenous) | 8532 | 8321 |
| Miscellaneous Fixed assets | 3696 | 3696 |
| Contingency | 272 | 272 |
| Balance amount to be spent | 13500 | 13289 |

Pending full utilization, the balance amount is held in Current/Fixed deposit /loan/advances accounts. There is Provision for doubtful advances to the tune of Rs. 10,925 Lakhs. Pending recovery of that advance, the amount available for deployment will be at lesser to that extent.

The Company has not fully complied with the provisions of Section 74 and other applicable sections of the Companies Act, 2013, along with the Companies (Acceptance of Deposits) Rules, 2014, in respect of (a) Repayment of deposits and interest due thereon, (b) Maintenance of liquid assets as prescribed under the rules, and (c) Compliance with the directives/orders issued by the Company Law Board related to the above matters. The Company is in the process of assessing the total impact and initiating corrective steps, including correspondence with depositors and regulatory authorities. The management is taking necessary legal advice in this regard.

19. The figures for the quarter ended 31/03/2025 & 31/03/2024 are the balancing figures between the audited figures in respect of the full financial year 2024-25 and 2023-24 and the published unaudited year to date figures up to the third quarter ended on 31/12/2024 & 31/12/2023 respectively.
20. The figures for the earlier periods have been regrouped / reclassified / restated wherever necessary to make them comparable with those for the current period.

For Zenith Steel Pipes & Industries Limited



Place: Mumbai
Date: 29/05/2025



Minal Pote
Director
DIN: 07163539



ZENITH STEEL PIPES & INDUSTRIES LIMITED

Corp. Off.: Dalamal House, 1st Floor, 206, J.B. Marg, Nariman Point, Mumbai - 400 021, India. Tel.: +91 22 6616 8400 Fax : +91 22 2204 4835

Email : zenith@zenithsteelpipes.com, www.yashbirlagroup.com

CIN : L29220MH1960PLC011773

Registered Office : Industry House, 5th Floor, 159, Chuchgate Reclamation, Mumbai 400 020.



THE YASH BIRLA GROUP

Statement on impact of Audit Qualifications (for audit report with modified opinion) submitted along-
with Annual Audited Financial Results (Standalone)

| Statement on Impact of Audit Qualifications for the Financial Year ended March 31,2025 [See regulation 33 of the SEBI(LODR)(Amendment) Regulations,2016] | | | | |
|---|------------|--|---|---|
| | SR. No. | Particulars | Audited Figures Rs in Lakhs (as reported before adjusting for qualifications) | Adjusted Figures Rs in Lakhs (audited figures after adjusting for qualifications) |
| I | 1. | Turnover/ Total Income | 12,925.51 | 12,925.51 |
| | 2. | Total Expenditure | 12,877.58 | 12,877.58 |
| | 3. | Net Profit/(Loss) | 22.51 | 22.51 |
| | 4. | Earnings Per Share (Rupees) | 0.02 | 0.02 |
| | 5. | Total Assets | 15,514.06 | 15,514.06 |
| | 6. | Total Liabilities | 40,553.68 | 40,553.68 |
| | 7. | Net Worth | (25,039.62) | (25,039.62) |
| | 8. | Any other financial item(s) as felt appropriate by the management) | - | - |
| II Audit Qualification (each audit qualification Separately): | | | | |
| a. Details of Audit Qualification: | | | | |
| 1. With reference to Note No. 18 of the standalone financial results, the Company has not complied with the provisions of Section 74 and other applicable provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 with respect to the, (a) Non-repayment of public deposits and the interest thereon on the respective due dates, (b) Non-maintenance of prescribed liquid assets to the extent required under the said Rules, and (c) Non-compliance with the orders passed by the Company Law Board (CLB) in connection with the above matters. In our opinion, these constitute a material non-compliance with the provisions of the Act and may result in regulatory implications for the Company. Had the Company complied with the aforesaid provisions, the reported liabilities, interest obligations, and disclosures in the financial statements would have been different. | | | | |
| 2. With reference to Note No. 13 of the standalone financial results, balances relating to Trade Payables, Trade Receivables, Loans, Advances, Deposits, Inter group | | | | |



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THE YASH BIRLA GROUP

balances, Current Liabilities, Borrowings from others, etc., are subject to reconciliation and confirmation. The management has not sent direct balance confirmations to the respective parties, citing pending reconciliations. In the absence of such confirmations and reconciliations, we are unable to obtain sufficient appropriate audit evidence to verify the accuracy, completeness, and recoverability/payability of these balances as at the reporting date. Consequently, we are unable to determine whether any adjustments are required in respect of the stated balances in the accompanying financial statements.

3. We draw attention to Note No. 14 to the standalone financial results, which states that the Company has incurred significant accumulated losses exceeding its share capital and reserves, and its net worth has been fully eroded as at 31/03/2025. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the financial results have been prepared on a going concern basis based on the reasons stated by the management in the said note. In our opinion, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the financial results is not adequately supported.
4. With reference to Note No. 7 to the standalone financial results, the Company has made a provision in respect of certain current bank accounts which have been frozen by regulatory authorities. In the absence of relevant bank statements and year-end balance confirmations for these accounts, we were unable to obtain sufficient appropriate audit evidence to verify the completeness and accuracy of the balances reported in respect of these accounts. Accordingly, we are unable to determine whether any adjustments may be required to the carrying amount of these balances and the related impact, if any, on the financial statements for the year ended 31/03/2025.
5. We draw attention to Note No. 12 to the standalone financial results, which states that the Company has valued its inventories at Rs.779.36 lakhs as at 31/03/2025 using the weighted average cost method. However, we were not provided with adequate information and necessary supporting documentation to verify the basis of valuation, including evidence supporting the quantities, condition, and cost allocation of inventories. Accordingly, we are unable to determine whether any adjustments are necessary in respect of the carrying amount of inventories stated in the standalone financial results. The consequent impact, if any, on the profit/loss and financial position for the year ended 31/03/2025 is also not ascertainable.

b. Type of Audit Qualification: Qualified/~~Disclaimer of Opinion~~/Adverse Opinion

c. Frequency of Qualification

Qualification no. 1 to 5 is repetitive.

d. For Audit Qualification(s) where the impact is not quantified by the auditor:



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THE YASH BIRLA GROUP

(i) Management's estimation on the impact of audit qualification

(ii) If management is unable to estimate the impact, reasons for the same:

For qualification on non-compliance of section 74(2) of the Companies Act, 2013:

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 during the year the Company has paid Rs.3.76 lakhs to deposit holder with interest and balance will try to complete it in subsequent financial years.

For qualification on balances of Trade Payables, Trade Receivables, Loans & Advances, Deposits, Borrowings to Others etc:

Reconciliation of balances of Trade Payables, Trade Receivables, Loans & Advances, Deposits, Borrowings to Others and other parties are an ongoing basis and the figures would be ascertained only when the reconciliations are finalised. Hence at this stage, impact of the same is not ascertainable. Company ensures to pay all MSME's within the stipulated credit period except in case of parties where there are certain claims/legal issues. Company is of the view that interest on such outstanding being disputed is not payable and hence not determined on such outstanding.

For qualification on accounting on going concern basis:

On account of strategic understanding with suppliers/ customers, which is continuing, the Company is on revival mode and is operating some of its units. In view of the same going concern concept holds good.

For qualification on current Bank accounts:

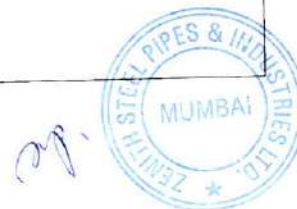
The Company has made full provision to the extent it is on knowledge of the same and do not except any further provision to be made and will ensure to make provision if it comes to its knowledge

For qualification on valuation of Inventory:

Currently the Company is calculating the inventory value based on variable cost incurred for the quarter and work in progress is based on work completed. Accordingly, valuation of inventories has been arrived and according to the management they represent a fair value.

iii) Auditors' Comments on (i) to (iv) above

No further comments.



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THE YASH BIRLA GROUP

III Signatories:

- Whole Time Director

:(Minal Pote)

- Chief Financial officer

:(B. Girvanesh)

- Other Director

:(Ganesh Mahendrakar)

- Statutory Auditor
CKSP & AND CO LLP
Chartered Accountants
FRN – 131228W/W100044

: Dhananajay Jaiswal
Partner
M. No 187686

Place: Mumbai
Date: 29.05.2025

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C K S P AND CO LLP

Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of

Zenith Steel Pipes & Industries Limited

Report on the Audit of the Consolidated Financial Results

Qualified Opinion

We have audited the accompanying Consolidated annual financial results of **Zenith Steel Pipes & Industries Limited** ('Holding Company') and its subsidiaries (Holding and its subsidiaries together referred to as the "Group"), for the quarter and year ended 31.03.2025 and notes thereon (hereinafter referred to as the 'the Consolidated financial results'), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'the Listing Regulation'). The consolidated financial results have been initialled by us for identification purpose

In our opinion and to the best of our information and according to the explanations given to us and based on the management certified unaudited financial statements / financial information of subsidiaries, subject to the effect of the matters described in the basis of Qualified opinion paragraph below these aforesaid Consolidated financial results:

- a) Include the annual financial statements / financial information of the following subsidiaries.
 - 1) Zenith USA
 - 2) Zenith Middle East -FZ -LLP
- b) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- c) give true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India, of the consolidated net profit, other comprehensive income and other financial information of the Group for the year ended 31.03.2025.

Basis of Qualified Opinion

1. With reference to Note No. 20 of the consolidated financial results, The Holding Company has not complied with the provisions of Section 74 and other applicable provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 with respect to the, (a) Non-repayment of public deposits



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and the interest thereon on the respective due dates, (b) Non-maintenance of prescribed liquid assets to the extent required under the said Rules, and (c) Non-compliance with the orders passed by the Company Law Board (CLB) in connection with the above matters.

In our opinion, these constitute a material non-compliance with the provisions of the Act and may result in regulatory implications for the Holding Company. Had the Company complied with the aforesaid provisions, the reported liabilities, interest obligations, and disclosures in the financial statements would have been different.

2. With reference to Note No. 16 of the consolidated financial results, balances relating to Trade Payables, Trade Receivables, Loans, Advances, Deposits, Intergroup balances, Current Liabilities, Borrowings from others, etc., are subject to reconciliation and confirmation. The management has not sent direct balance confirmations to the respective parties, citing pending reconciliations. In the absence of such confirmations and reconciliations, we are unable to obtain sufficient appropriate audit evidence to verify the accuracy, completeness, and recoverability/payability of these balances as at the reporting date. Consequently, we are unable to determine whether any adjustments are required in respect of the stated balances in the accompanying financial results.
3. With reference to Note No. 7 to the consolidated financial results, the Group has made a provision of Rs. 43.58 lakhs in respect of certain current bank accounts which have been frozen by regulatory authorities. In the absence of relevant bank statements and year-end balance confirmations for these accounts, we were unable to obtain sufficient appropriate audit evidence to verify the completeness and accuracy of the balances reported in respect of these accounts. Accordingly, we are unable to determine whether any adjustments may be required to the carrying amount of these balances and the related impact, if any, on the financial results for the year ended 31/03/2025.
4. We draw attention to Note No. 17 to the consolidated financial results, which states that the Group has incurred significant accumulated losses exceeding its share capital and reserves, and its net worth has been fully eroded as at 31/03/2025. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the financial results have been prepared on a going concern basis based on the reasons stated by the management in the said note. In our opinion, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the financial results is not adequately supported.
5. We draw attention to Note No. 15 to the consolidated financial results, which states that the Group has valued its inventories at Rs.779.36 lakhs as at 31/03/2025 using the weighted average cost method. However, we were not provided with adequate information and necessary supporting documentation to verify the basis of valuation, including evidence supporting the quantities, condition, and cost allocation of inventories. Accordingly, we are unable to determine whether any adjustments are necessary in respect of the carrying amount of inventories stated in the consolidated financial results. The consequent impact, if any, on the profit/loss and financial position for the year ended 31/03/2025 is also not ascertainable.



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We have conducted our audit in accordance with the Standards on Auditing (SAs) notified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Results' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated financial results under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated financial results.

Emphasis of Matter

We draw attention to the following:

1. We draw attention to Note No. 14 to the consolidated financial results, which describes that the Holding Company has entered into a Memorandum of Understanding (MOU) with Tribus Real Estate Pvt. Ltd. (TREPL) for taking over the Company's secured bank loans amounting to Rs. 16,884.92 lakhs as on 31/03/2025. As per the terms of the MOU, TREPL shall negotiate settlements with the lending banks/ARCs and upon completion, shall have absolute rights over the secured assets until repayment is made by the Holding Company. The arrangement is pending completion and is subject to further negotiations and fulfillment of agreed conditions.
2. We draw attention to Note No. 6 of the consolidated financial results, which describes that the Holding Company was prohibited from accessing the securities market for a period of three years by an order issued by the Securities and Exchange Board of India (SEBI) dated 31/03/ 2021, for violations of certain provisions of the SEBI Act, 1992 and SEBI Regulations relating to the issue of Global Depositary Receipts (GDR). Subsequently, the Holding Company had filed an appeal against the said order, and vide order dated 21/02/2023, the appellate authority modified the original SEBI order by reducing the penalty and limiting the debarment period to the time already served. SEBI has further filed a civil appeal before the Hon'ble Supreme Court on 07/08/2023, which has been admitted as on 02/01/2025. As of the reporting date, no further communication has been received.
3. We draw attention to Note No.13 of the consolidated financial results, which describes that the Consortium of Banks has initiated action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, for recovery of outstanding dues amounting to Rs.19,319.00 lakhs as on 31/01/2014. The Banks have taken symbolic possession of certain immovable properties of the Holding Company located at its Khopoli unit on 29/05/2014 and have filed an application for taking physical possession of the said assets. The loan has since been assigned to Invent Assets Securitization and Reconstruction Private Limited as on 31/03/2018. The matter is currently pending before the Debt Recovery Tribunal (DRT), Pune, and the next hearing has been adjourned to 11/06/2025.



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CKSP & AFFILIATES – Registration no. NRN/0043/W

CKSP AND CO LLP

Chartered Accountants

(A Member Firm of 'CKSP & AFFILIATES')

Regd. Off: A-312, 3rd Floor, Royal Sands CHS Ltd, Shashtri Nagar, Andheri (West),

Mumbai - 400 053, Maharashtra, India. Email: debnalya@ckspallp.com / kalpen@ckspallp.com

4. We draw attention to Note No. 10 of the consolidated financial results, which discloses that the Holding Company has written back certain provisions for expenses/balances totaling to Rs.781.91 lakhs during the FY 2024-25 and has recognized under Other Income as "Provision Written Back."

Our opinion is not modified in respect of these above matters.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Results

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these Consolidated financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company for the year ended 31.03.2025 in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated financial results by the Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial results, the respective Management and the Board of Directors of the companies included in the group are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are responsible for overseeing the financial reporting process of the group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from



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fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of Consolidated financial statements on whether the group have adequate internal financial controls with reference to Consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and the Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial results, including the disclosures, and whether the Consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.



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We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

1. The consolidated financial results include the unaudited Financial Results of two wholly owned subsidiaries, whose financial statements / financial information reflect Group's share of total assets of Rs. 364.35 lakhs as at 31.03.2025, Group's share of total revenue of Rs. Nil lakhs and Rs. Nil lakhs and Group's share of total net profit/(loss) after tax of Rs. Nil lakhs and Rs. Nil lakhs, total comprehensive income/(loss) of Rs. 0.32 lakhs and Rs. (16.33) lakhs for the quarter and year ended 31.03.2025 respectively, and net cash outflow amounting to Rs. Nil lakhs for the year ended 31.03.2025, as considered in the consolidated financial results. These unaudited financial statements / financial information have neither been audited by us nor by their auditors and have been approved and furnished to us by the Holding Company's Management and our opinion on the consolidated financial results, in so far it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements / financial information.

Of the subsidiaries referred to above, their financial results have been prepared in accordance with accounting principles generally accepted in the respective countries of incorporation and the Holding Company's Management has converted these financial results from accounting principles generally accepted in the respective countries to accounting principles generally accepted in India. These financial results are prepared from Ind AS converted financial statements certified by a management. In our opinion and according to the information and explanations given to us by the Board of Directors, this financial statements/ financial information are not material to the Group.

Our opinion on the consolidated financial results is not modified in respect of the above matter, inter-alia with respect to our reliance on work done and the unaudited financial results / financial information certified by the Board of Directors.



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2. The Consolidated financial results include the results for the quarter ended 31.03.2025, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures upto the third quarter of the current financial year which were subject to limited review by us.

Our opinion is not modified in respect of these above matters.

For CKSP AND CO LLP

Chartered Accountants

FRN – 131228W / W100044



Dhananajay Jaiswal

Partner

M. No. 187686

UDIN: 25187686BMJGPV9688

Place: Mumbai

Date: 29/05/2025



ZENITH STEEL PIPES & INDUSTRIES LIMITED

{Formerly Known as Zenith Birla (India) Limited}

Regd. Office : 5th Floor Industry House, 159, Churchgate Reclamation, Mumbai-400 020.

CIN: L29220MH1960PLC011773

email ID: zenith@zenithsteelpipes.com Web: www.zenithsteelpipes.com Tel:022-66168400 Fax: 02222047835

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH 2025

(Rs. In Lakhs except for per share data)

| Sr. No. | Particulars | Quarter Ended | | | Year Ended | |
|---------|--|-----------------|-----------------|-----------------|------------------|------------------|
| | | 31.03.2025 | 31.12.2024 | 31.03.2024 | 31.03.2025 | 31.03.2024 |
| | | Audited | Unaudited | Audited | Audited | Audited |
| | Income | | | | | |
| I | Revenue From Operations | 2,482.45 | 3,568.98 | 4,305.92 | 11,909.25 | 14,321.66 |
| II | Other Income | 611.68 | 93.80 | 454.84 | 1,016.26 | 529.93 |
| III | Total Income (I+II) | 3,094.13 | 3,662.78 | 4,760.76 | 12,925.51 | 14,851.59 |
| IV | Expenses | | | | | |
| | Consumption of raw materials and components | 326.97 | 2,631.40 | 2,630.98 | 4,257.44 | 7,710.13 |
| | Purchase of stock-in-trade | 103.95 | - | 12.04 | 103.95 | 230.66 |
| | Changes in inventories of finished goods, stock-in-trade and semi finished goods | 553.06 | (697.69) | (533.56) | 1,085.30 | 42.43 |
| | Employee benefit expenses | 124.76 | 126.63 | 143.33 | 514.40 | 616.31 |
| | Finance cost | 61.95 | 62.99 | 72.86 | 248.02 | 292.40 |
| | Depreciation and amortisation expense | 49.25 | 48.84 | 57.32 | 195.30 | 258.19 |
| | Other expenses | 1,577.28 | 1,507.43 | 1,379.84 | 6,473.17 | 5,747.78 |
| | Total Expenses (IV) | 2,797.22 | 3,679.60 | 3,762.81 | 12,877.58 | 14,897.90 |
| V | Profit/(Loss) before exceptional items and tax (III - IV) | 296.91 | (16.82) | 997.95 | 47.93 | (46.31) |
| VI | Exceptional Items | - | - | - | - | - |
| VII | Profit/(Loss) before tax (V - VI) | 296.91 | (16.82) | 997.95 | 47.93 | (46.31) |
| VIII | Tax expense: | | | | | |
| | Current tax | - | - | - | - | - |
| IX | Profit/(Loss) for the period from continuing operations (VII-VIII) | 296.91 | (16.82) | 997.95 | 47.93 | (46.31) |
| X | Profit/(Loss) from discontinuing operations | (18.83) | (3.21) | (9.21) | (25.42) | (23.34) |
| XI | Tax expense of discontinuing operations | - | - | - | - | - |
| XII | Profit/(Loss) from discontinuing operations (after tax) (X-XI) | (18.83) | (3.21) | (9.21) | (25.42) | (23.34) |
| XIII | Profit/(Loss) for the period (VII - VIII) | 278.08 | (20.03) | 988.74 | 22.51 | (69.65) |
| XIV | Other Comprehensive Income | (4.32) | (13.58) | 5.78 | (20.97) | (4.00) |
| XV | Total Comprehensive Income for the Period (XIII+XIV) | 273.76 | (33.61) | 994.52 | 1.54 | (73.65) |
| | Paid-up equity share capital (Face value of Rs. 10/- each) | 14,228.04 | 14,228.04 | 14,228.04 | 14,228.04 | 14,228.04 |
| | Reserves excluding revaluation reserves (as per audited balance sheet) | | | | (39,267.66) | (39,294.74) |
| XVI | Earnings per equity share | | | | | |
| | Basic and Diluted EPS for the period from Continuing and Discontinued Operations | 0.20 | (0.01) | 0.69 | 0.02 | (0.05) |
| | Basic and Diluted EPS for the period from Continuing Operations | 0.21 | (0.01) | 0.70 | 0.03 | (0.03) |
| | Basic and Diluted EPS for the period from Discontinued Operations | (0.01) | (0.00) | (0.01) | (0.01) | (0.02) |

* Earnings per equity share for the quarter is not annualised
See accompanying notes to the Consolidated Financial Results

For and on behalf of the Board of Directors



Minal Umesh Pote
Whole Time Director
DIN: 07163539



Date: 29th May, 2025
Place: Mumbai

ZENITH STEEL PIPES & INDUSTRIES LIMITED

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Email : zenith@zenithsteelpipes.com, www.yashbirlagroup.com

CIN : L29220MH1960PLC011773

Registered Office : Industry House, 5th Floor, 159, Churchgate Reclamation, Mumbai 400 020.



Notes to Standalone Financial Results:

1. Statement of Assets & Liabilities



THE YASH BIRLA GROUP

(Rs. in Lakhs)

| Sr. No. | Particulars | As at 31st March 2025 Audited | As at 31st March 2024 Audited |
|---------|---|-------------------------------------|-------------------------------------|
| I | ASSETS | | |
| | NON-CURRENT ASSETS | | |
| (a) | Property, plant and equipment | 4,167.71 | 4,359.80 |
| (b) | Capital work-in-progress | 120.01 | 82.31 |
| (c) | Intangible assets | 12.67 | 1.19 |
| (d) | Intangible assets under development | | |
| (e) | Financial assets | | |
| | (i) Investments | 0.20 | 0.20 |
| | (ii) Other Financial Assests | 209.57 | 337.04 |
| (f) | Other non-current assets | 2,588.68 | 2,379.90 |
| | Total Non - Current Assets | 7,098.84 | 7,160.44 |
| | CURRENT ASSETS | | |
| (a) | Inventories | 779.36 | 1,986.46 |
| (b) | Financial assets | | |
| | (i) Trade receivables | 5,654.87 | 5,908.43 |
| | (ii) Cash and cash equivalents | 295.61 | 43.07 |
| | (iii) Bank balances other than (ii) above | 37.74 | 65.94 |
| | (iv) Loans | 1,519.34 | 1,573.19 |
| (c) | Other current assets | 374.96 | 1,356.13 |
| (d) | Current tax assets | 103.00 | 102.78 |
| | Total - Current Assets | 8,764.88 | 11,036.00 |
| | Total Assets | 15,863.72 | 18,196.44 |
| II | EQUITY AND LIABILITIES | | |
| | EQUITY | | |
| (a) | Equity share capital | 14,228.04 | 14,228.04 |
| (b) | Other equity | (39,903.28) | (39,914.01) |
| | Total - Equity | (25,675.24) | (25,685.97) |
| | LIABILITIES | | |
| A | Non-Current Liabilities | | |
| (a) | Financial liabilities | | |
| | (i) Borrowings | 2,241.82 | 2,233.20 |
| (b) | Provisions | 544.21 | 586.82 |
| (c) | Deferred tax liabilities (Net) | 504.86 | 504.86 |
| | Total Non - Current Liabilities | 3,290.89 | 3,324.88 |
| B | Current Liabilities | | |
| (a) | Financial liabilities | | |
| | (i) Borrowings | 19,272.14 | 19,282.14 |
| | (ii) Trade payables | | |
| | - MSME Payable | 385.88 | 247.87 |
| | -Other Than MSME Payable | 8,630.40 | 8,692.55 |
| | (iii) Other financial liabilities | 4,610.01 | 4,374.43 |
| (b) | Other current liabilities | 4,405.53 | 6,990.18 |
| (c) | Provisions | 35.64 | 61.89 |
| (d) | Current tax liabilities (Net) | 908.47 | 908.47 |
| | Total - Current Liabilities | 38,248.07 | 40,557.53 |
| | Total Equity and Liabilities | 15,863.72 | 18,196.44 |

For and on behalf of the Board of Directors

Date: 29th May, 2025

Place: Mumbai



Minal Pote

Whole time Director

DIN. 07163539



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THE YASH BIRLA GROUP

Notes to Standalone Financial Results:

2. Statement of Cash Flow

(Rs in Lakhs)

| Sr. No. | Particulars | For the year ended 31st March, 2025 (Audited) | For the year ended 31st March, 2024 (Audited) |
|---------|---|---|---|
| A. | CASH FLOW FROM OPERATING ACTIVITIES: | | |
| | Net profit before exceptional item, taxation and prior period adjustments (Including discontinued operation) | 22.51 | (69.66) |
| | Adjustments for: | | |
| | Depreciation and Amortization | 195.30 | 258.19 |
| | Finance Costs | 248.02 | 292.40 |
| | Profit on Sale of Asset | - | - |
| | Interest Income | (3.53) | (6.52) |
| | Sub-total | 439.79 | 544.07 |
| | Operating Profit Before Working Capital Changes | 462.30 | 474.41 |
| | Adjustments for changes in working capital : | | |
| | Inventories | 1,207.11 | 108.02 |
| | Trade Receivables | 253.56 | (1,199.66) |
| | Loans | 53.84 | 59.15 |
| | Other Current Assets | 981.12 | (778.43) |
| | Trade Payables | 75.85 | (371.89) |
| | Provisions | (37.98) | (17.78) |
| | Other Financial Liabilities | 235.58 | 241.37 |
| | Other Non-current Financial Assets | 127.47 | (80.77) |
| | Other Current Liabilities | (2,584.64) | 1,856.28 |
| | Provisions In Non -Current Liabilities | (42.62) | 43.58 |
| | Sub-total | 269.29 | (140.10) |
| | Cash Flow From Operating Activities After Exceptional Item | 731.59 | 334.31 |
| | Income tax paid (net of refund) | | |
| | Direct Taxes Paid/Reversal (Net of Refund) | (0.22) | 140.08 |
| | | (0.22) | 140.08 |
| | Net Cash Flow From Operating Activities After Exceptional Item.....(A) | 731.37 | 474.39 |
| B. | CASH FLOW FROM INVESTING ACTIVITIES: | | |
| | Payments made for Property, Plant and Equipment and Capital Work in Progress | (52.38) | (138.57) |
| | Payments made for Intangible Assets | - | - |
| | Proceeds from sale of Property, Plant and Equipment | - | - |
| | Other Non-Current Assets | (208.78) | (109.73) |
| | Interest Received | 3.53 | 6.52 |
| | Sub-total | (257.63) | (241.78) |
| | Net Cash used for Investing Activities.....(B) | (257.63) | (241.78) |
| C. | CASH FLOW FROM FINANCING ACTIVITIES: | | |
| | Repayment of Borrowings | (1.38) | (419.12) |
| | Interest Paid | (248.02) | (292.40) |
| | Sub-total | (249.40) | (711.52) |
| | Net Cash used for Financing Activities.....(C) | (249.40) | (711.52) |
| | Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C) | 224.34 | (478.91) |
| | Cash and Cash Equivalents at the beginning of the period | 43.07 | 526.98 |
| | Add: (Increase) / Decrease in Fixed Deposit accounts kept as margin money with banks | 28.20 | (5.00) |
| | | 71.27 | 521.98 |
| | Cash and Cash Equivalents at the end of period | 295.61 | 43.07 |
| | Reconciliation of Cash and Bank Balances | | |
| | Cash and Bank Balances | 333.35 | 109.01 |
| | Less: | | |
| | Balance in Fixed Deposit accounts with banks having a maturity period of more than three months | 37.74 | 65.94 |
| | Cash and Cash Equivalents at the end of period | 295.61 | 43.07 |

For and on behalf of the Board of Directors

Date: 29th May, 2025
Place: Mumbai

Minal Pote
Whole time Director
DIN: 07163539

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Notes to the Consolidated Financial Results:

3. The above audited consolidated financial results of Zenith Steel Pipes & Industries Limited ("The Company") for the quarter and Year ended 31/03/2025 ("financial result") have been extracted from the audited consolidated financial statements prepared in accordance with the recognition and measurement principal of Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, and other accounting principal generally accepted in India, and in compliance with the Regulation 33 of Securities and Exchange Board of India, (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended ("the Listing Regulations"). These consolidated financial results have been reviewed and recommended by the Audit Committee and thereafter approved by the Board of Directors of the Company at their respective meetings held on 29/05/2025.
4. The Statutory Auditors of the Company have conducted audit of the consolidated financial results for the quarter and Year ended 31/03/2025 and given an qualified opinion in their audit report.
5. Other Expenses includes legal and professional charges of Rs. 204.99 lakhs and Rs.667.15 lakhs for the quarter and year ended 31/03/2025, these primarily pertain to expenses incurred towards ongoing legal proceedings, regulatory and departmental matters, and professional advisory services obtained by the Company in the ordinary course of business. (Quarter and year ended 31/03/2024 Rs. 240.55 Lakhs and Rs. 596.93 Lakhs).
6. The Holding Company was prohibited from accessing the securities market for a period of three years pursuant to a SEBI order dated 31/03/2021, in relation to alleged violations of certain provisions of the SEBI Act, 1992 and the SEBI (Issue of Global Depository Receipts) Regulations. The Holding Company filed an appeal against the said order before the Securities Appellate Tribunal (SAT) on 16/07/2021.

Following the completion of final hearings on 03/01/2023, SAT issued its order dated 21/02/2023, wherein the Holding Company's appeal was partially allowed. The period of debarment was restricted to the duration already undergone, and the monetary penalty was reduced from Rs.10.00 crores to Rs.25.00 lakhs. The Holding Company has recognized the reduced penalty as a provision in the financial statements for the year ended 31/03/2023. However, the amount remains unpaid as of 31/03/2025. Subsequently, SEBI has filed a Civil Appeal before the Hon'ble Supreme Court of India against the SAT ruling, which was admitted vide order dated 02/01/2025. As on the date of reporting, no further directions or communications have been received from the Hon'ble Court.

The matter is currently sub judice and the Holding Company continues to monitor further developments. Management believes that, based on legal advice received, the likelihood of an adverse outcome is presently not probable. Accordingly, no further adjustments are considered necessary in the books of account as of the reporting date. As on date, the company has not received any further communication in regards to the same.

7. The Group has identified certain non-operating current bank accounts that have not been in use during the reporting period. As of 31/03/2025, the bank statements and balance confirmations for these accounts could not be obtained despite follow-ups. In the absence of confirmations and pending



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ZENITH STEEL PIPES & INDUSTRIES LIMITED



reconciliation, the Group has made a provision of Rs. 43.58 lakhs, being the aggregate amount lying in such bank accounts, as a prudent measure.

Further, no transactions were recorded during the current quarter in the books of Zenith USA INC, the Company's foreign subsidiary, due to the non-availability of accompanying bank statements. As a result, the financial information of Zenith USA INC for the quarter ended 31/03/2025, is based on the last available balances and does not reflect updated activity, if any.

The management is in the process of initiating formal closure of these dormant accounts and will take necessary corrective action based on confirmation and reconciliation received in due course.

8. The Holding Company has consolidated financial results of all its subsidiary companies as per Indian Accounting Standard 110- Consolidated Financial Statements. The Consolidated financial results of the Group includes the financial results of the holding company and subsidiaries namely, Zenith USA and Zenith Middle East – FZ-LLP, which have been unaudited and certified by the management of the respective subsidiaries.
9. Other Income include foreign exchange gain/(loss) of Rs. 88.67 Lakhs and Rs. 230.81 lakhs for the quarter and year ended 31/03/2025 respectively. (Quarter and year ended 31/03/2024 Rs. 24.50 Lakhs and Rs. 27.95 Lakhs respectively).
10. During the FY 2024-25, the management carried out a comprehensive review and reassessment of provisions made in prior periods towards claims payable, balance payable and general administrative expenses. Based on such evaluation, it was determined that certain provisions/balances were no longer required, considering the resolution of related obligations or expiry of limitation periods. Accordingly, these provisions/balances amounting to Rs. 524.36 lakhs and Rs. 781.91 lakhs have been reversed during the current period and have been recognised under "Other Income" in the Statement of Profit and Loss as "Provision Written Back" for the quarter and year ended 31/03/2025 respectively. (Quarter and year ended 31/03/2024 Rs. 456.39 Lakhs and Rs. 494.73Lakhs).
11. The Company's standalone turnover, profit before tax, profit after tax and total comprehensive income is as under:

| Particulars | Quarter Ended | | | Year Ended | Year Ended |
|----------------------------|---------------|-------------|------------|------------|------------|
| | 31/03/2025 | 31/12/2024 | 31/03/2024 | 31/03/2025 | 31/03/2024 |
| | (Audited) | (Unaudited) | (Audited) | (Audited) | (Audited) |
| Turnover | 2,482.45 | 3,568.98 | 4305.92 | 11,909.25 | 14,321.66 |
| Profit before tax | 278.07 | (20.03) | 411.90 | 22.49 | (67.22) |
| Profit after tax | 278.07 | (20.03) | 411.90 | 22.49 | (67.22) |
| Total Comprehensive Income | 273.44 | (20.03) | 416.45 | 17.86 | (62.67) |



ZENITH STEEL PIPES & INDUSTRIES LIMITED



12. Segment Reporting:

(a) Primary Business Segments:

The Company operates in a single segment namely Pipes and hence the Primary Business segment information is not applicable.

(Rs. in Lakhs)

| Particulars | Quarter Ended | | | Year Ended | |
|---|---------------|------------|------------|------------|------------|
| | 31/03/2025 | 31/12/2024 | 31/03/2024 | 31/03/2025 | 31/03/2024 |
| Segment Revenue | | | | | |
| a) In India | | | | | |
| (i) Sale of Products | 900.64 | 1,842.49 | 2,004.85 | 4,805.84 | 6,299.46 |
| (ii) Sale of Services | 1,065.52 | 1,175.50 | 1,829.70 | 5,147.04 | 4,553.42 |
| b) Outside India | | | | | |
| (i) Sale of Products | 516.29 | 550.99 | 471.37 | 1,956.37 | 3,468.78 |
| (ii) Sale of Services | - | - | - | - | - |
| Total Income from operations | 2,482.45 | 3,568.98 | 4,305.92 | 11,909.25 | 14,321.66 |
| Segment Assets :- Carrying Cost of Assets by Location of Assets | | | | | |
| a) In India | | | | 15,514.06 | 17,856.18 |
| b) Outside India | | | | 349.66 | 340.26 |
| c) Unallocated Assets | | | | | - |
| Total | | | | 15,863.72 | 18,196.46 |
| | | | | | |
| Additional to Assets and Intangible Assets | | | | | |
| a) In India | | | | 56.51 | 155.50 |
| b) Outside India | | | | | - |
| Total | | | | 56.51 | 155.50 |



MP



ZENITH STEEL PIPES & INDUSTRIES LIMITED

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13. A consortium of banks had initiated proceedings under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) in February 2014, calling upon the Company to repay an aggregate amount of Rs.19,319.00 lakhs, being the dues outstanding as on 31/01/2014. Subsequently, on 29/05/2014, the consortium took symbolic possession of the immovable assets located at the Company's Khopoli unit, and filed proceedings for taking physical possession of the said assets.

Pursuant to the assignment of the loan by the consortium banks to Invent Assets Securitization and Reconstruction Private Limited on 31/03/2018, the enforcement proceedings are now being pursued by Invent Assets. The matter is currently being heard before the Debt Recovery Tribunal (DRT), Pune. At the latest hearing held on 28/03/2025, the Company sought an adjournment, and the next hearing has been scheduled for 11/06/2025.

The Company continues to engage in the legal process and is evaluating all available options in consultation with legal advisors. Appropriate disclosures and accounting treatments, if any, will be considered upon further developments in the matter.

14. The Holding Company has entered into a Memorandum of Understanding (MoU) with Tribus Real Estate Pvt. Ltd. (TREPL) for the purpose of taking over its existing bank borrowings. Pursuant to the arrangement, TREPL has taken over loans aggregating to Rs.16,884.92 lakhs as on 31/03/2025, which are currently presented as "Secured Loans from Others" in the financial statements.

Under the terms of the MoU, TREPL is authorized to negotiate and settle the dues with the respective lending banks or Asset Reconstruction Companies (ARCs) through One-Time Settlement (OTS) or any other mutually agreeable terms. Upon completion of such settlements, TREPL shall acquire absolute rights over the underlying securities associated with the settled loans. Until the Company repays the amount due to TREPL in accordance with the MoU, TREPL shall retain rights over the respective securities. The Holding Company continues to recognize the corresponding liability in its books, reflecting its obligation to TREPL. The legal and financial implications of this arrangement are being monitored by management, and appropriate disclosures will be made in accordance with applicable accounting standards and regulatory requirements as further developments arise.

15. As at 31/03/2025, the Company has reported inventory amounting to Rs.779.36 lakhs, comprising raw materials, work-in-progress, finished goods, store and spares and scrap. Inventories are valued using the weighted average cost method, as per the accounting policy of the Company and in accordance with the principles of Ind AS 2 – Inventories. Due to the presence of variable manufacturing costs such as labour, overheads, and utilities, the valuation of finished goods, work-in-progress, and scrap has been carried out manually, based on cost sheets and estimates maintained by management. The valuation was not derived through system-generated reports. The management is in the process of strengthening the internal controls and system-based tracking for inventory valuation to enhance reliability and auditability in future periods.



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16. Balance Confirmations-

- a. The balances of Trade Payables, Trade Receivables, Loans and Advances, Deposits, Current Liabilities, Borrowings, and other similar accounts are presented as per the books of account as at 31/03/2025. Reconciliation procedures are pending for certain accounts, and the management has not issued direct balance confirmation requests to all parties. However, based on the management's assessment, the amounts reported as receivable or payable are considered fully recoverable/payable, and no material discrepancies are expected at the time of settlement that would require further accounting adjustments as of the reporting date.
- b. The Holding Company is currently in the process of settling the amounts of trade payable to Ess Jay Global Ventures Private Limited and trade receivable from Mango Capital LLC on a net basis, as per applicable law and necessary confirmation will be obtained from the parties after the same.

Pursuant to the above, the Company has received a legal notice on 29/06/2023 from Ess Jay Global Ventures Private Limited to which the Company has sent a response on 30/06/2023. Accordingly, the company has determined that the net amount receivable from the group is Rs.150 Lakhs which is under aforesaid reconciliation/legal dispute.

The Holding Company has received further communication in this regards from the Advocates of Ess Jay Global Ventures Private Limited on 12/08/2023 for which the holding company has provided responses on 27/09/2023 through the Company advocates. Besides, the holding company has also sent a formal legal notice to Mango Capital LLC on 04/10/2023 asking them to clear their dues. As on date, the holding company has not received any further communication in regards to the same.

- c. The Holding Company has not obtained confirmation from all vendors regarding MSME status, hence without the relevant details, provision is not made for interest liability towards the same in the books as of 31/03/2025 as well as disclosure related to MSME is not appropriate in absence of identification of MSME parties. The Company has not received MSME status confirmations from all vendors as of 31/03/2025. In the absence of adequate vendor classification, the Holding Company has not made provision for interest liability (if any) under the provisions of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Consequently, the disclosure required under the Act is not considered complete, and management is taking steps to identify and obtain confirmations from vendors to ensure compliance in future reporting periods.
17. As at 31/03/2025, the net worth of the Group continues to be negative, primarily on account of accumulated losses incurred in prior periods. Despite the financial position, the Group continues to operate certain manufacturing units and is in the process of revival. The management has initiated strategic measures including engagement with key suppliers and customers, and is taking steps to improve operational efficiency and enhance revenue generation. Further, the Board of Directors is actively evaluating various business options to augment income from operations and ensure long-term financial sustainability. Based on these ongoing efforts and the projected future cash flows and revenue streams, the Board of Directors believes that the Group will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, the financial statements have been prepared on a going concern basis. This assessment is



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ZENITH STEEL PIPES & INDUSTRIES LIMITED



contingent upon the successful implementation of the proposed plans and the absence of any unforeseen circumstances that could adversely impact the Group's operations.

18. The Holding Company has received a demand notice amounting to RS.1,836.95 lakhs in Form DRC-08 from the Office of the Commercial Tax Officer, Tamil Nadu, pursuant to an audit conducted by the GST Department for the financial year 2018-19. In response, the Holding Company filed a writ petition before the Hon'ble Madras High Court on 27/08/2024, challenging the demand and seeking an interim stay. The Hon'ble Court granted an interim stay on 04/10/2024, which remains effective until further orders. The next hearing, initially scheduled for 18/11/2024, has been adjourned, and a revised date is yet to be notified by the Court. Based on legal advice and management's evaluation, the Holding Company believes it has a meritorious case and expects a favorable outcome. Accordingly, no provision has been made in the financial results for the quarter and year ended 31/03/2025, in respect of the said demand.
19. During the current quarter, the Holding Company has received a GST demand notice of Rs. 28.76 lakhs from the Tamil Nadu Commercial Tax Officer in Form DRC-08, pursuant to an audit conducted by the GST Department for the financial year 2020-21. The demand primarily relates to certain disallowances and observations raised during the audit proceedings. The Holding Company is in the process of filing an appeal before the appropriate Appellate Authority within the prescribed time limits under the GST law, challenging the demand raised in the notice. Based on legal advice and internal assessment, the management believes that the demand is not tenable, and accordingly, no provision has been made in the financial statements for the same as of 31/03/2025.
20. The Shareholders of the Holding Company, at the Annual General Meeting held on 17/09/2012 approved variation in utilization of public offer proceeds, so that Company can also utilize the proceeds for manufacturing of SAW and ERW pipes at Chennai or at such other location as may be decided by Board. Out of the total amount Rs. 13,500.00 Lakhs, amount of Rs. 8,036 Lakhs was to be utilized from the proceeds of public issue and balance Rs. 5,464.00 Lakhs was to be utilized from proceeds of GDR issue. The details of utilization of proceeds of Rs. 13,500.00 Lakhs is given hereunder:

(Rs. in Lakhs)

| Particulars | Projected Amount | Amount to be Spent |
|--|------------------|--------------------|
| Land and Building | 1000 | 1000 |
| Plant and Machinery(Imported & Indigenous) | 8532 | 8321 |
| Miscellaneous Fixed assets | 3696 | 3696 |
| Contingency | 272 | 272 |
| Balance amount to be spent | 13500 | 13289 |

Pending full utilization, the balance amount is held in Current/Fixed deposit /loan/advances accounts. There is Provision for doubtful advances to the tune of Rs. 10,925 Lakhs. Pending recovery of that advance, the amount available for deployment will be at lesser to that extent.

The Holding Company has not fully complied with the provisions of Section 74 and other applicable sections of the Companies Act, 2013, along with the Companies (Acceptance of Deposits) Rules, 2014, in respect of (a) Repayment of deposits and interest due thereon, (b) Maintenance of liquid assets as prescribed under the



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ZENITH STEEL PIPES & INDUSTRIES LIMITED



rules, and (c) Compliance with the directives/orders issued by the Company Law Board related to the above matters. The Holding Company is in the process of assessing the total impact and initiating corrective steps, including correspondence with depositors and regulatory authorities. The management is taking necessary legal advice in this regard.

21. The figures for the quarter ended 31/03/2025 & 31/03/2024 are the balancing figures between the audited figures in respect of the full financial year 2024-25 and 2023-24 and the published unaudited year to date figures up to the third quarter ended on 31/12/2024 & 31/12/2023 respectively.
22. The figures for the earlier periods have been regrouped / reclassified / restated wherever necessary to make them comparable with those for the current period.

Place: Mumbai
Date: 29/05/2025



For Zenith Steel Pipes & Industries Limited


Minal Pote
Director
DIN: 07163539



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THE YASH BIRLA GROUP

Statement on impact of Audit Qualifications (for audit report with modified opinion) submitted along-
with Annual Audited Financial Results (Consolidated)

| Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025 [See regulation 33 of the SEBI(LODR)(Amendment) Regulations,2016] | | | | |
|--|------------|--|--|--|
| | SR. No. | Particulars | Audited Figures Rs in Lakhs (as reported before adjusting for qualifications) | Adjusted Figures Rs in Lakhs (audited figures after adjusting for qualifications) |
| I | 1. | Turnover/ Total Income | 12,925.51 | 12,925.51 |
| | 2. | Total Expenditure | 12,877.58 | 12,877.58 |
| | 3. | Net Profit/(Loss) | 22.51 | 22.51 |
| | 4. | Earnings Per Share | 0.02 | 0.02 |
| | 5. | Total Assets | 15,863.72 | 15,863.72 |
| | 6. | Total Liabilities | 41,538.96 | 41,538.96 |
| | 7. | Net Worth | (25,675.24) | (25,675.24) |
| | 8. | Any other financial item(s)(as felt appropriate by the management) | - | - |
| II Audit Qualification (each audit qualification Separately): | | | | |
| a. Details of Audit Qualification: | | | | |
| 1. With reference to Note No. 20 of the consolidated financial results, The Holding Company has not complied with the provisions of Section 74 and other applicable provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 with respect to the, (a) Non-repayment of public deposits and the interest thereon on the respective due dates, (b) Non-maintenance of prescribed liquid assets to the extent required under the said Rules, and (c) Non-compliance with the orders passed by the Company Law Board (CLB) in connection with the above matters. | | | | |
| In our opinion, these constitute a material non-compliance with the provisions of the Act and may result in regulatory implications for the Holding Company. Had the Company complied with the aforesaid provisions, the reported liabilities, interest obligations, and disclosures in the financial statements would have been different. | | | | |
| 2. With reference to Note No. 16 of the consolidated financial results, balances relating to Trade Payables, Trade Receivables, Loans, Advances, Deposits, intergroup balances, Current Liabilities, Borrowings from others, etc., are subject | | | | |



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to reconciliation and confirmation. The management has not sent direct balance confirmations to the respective parties, citing pending reconciliations. In the absence of such confirmations and reconciliations, we are unable to obtain sufficient appropriate audit evidence to verify the accuracy, completeness, and recoverability/payability of these balances as at the reporting date. Consequently, we are unable to determine whether any adjustments are required in respect of the stated balances in the accompanying financial results.

3. With reference to Note No. 7 to the consolidated financial results, the Group has made a provision in respect of certain current bank accounts which have been frozen by regulatory authorities. In the absence of relevant bank statements and year-end balance confirmations for these accounts, we were unable to obtain sufficient appropriate audit evidence to verify the completeness and accuracy of the balances reported in respect of these accounts. Accordingly, we are unable to determine whether any adjustments may be required to the carrying amount of these balances and the related impact, if any, on the financial results for the year ended 31/03/2025.
4. We draw attention to Note No. 17 to the consolidated financial results, which states that the Group has incurred significant accumulated losses exceeding its share capital and reserves, and its net worth has been fully eroded as at 31/03/2025. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the financial results have been prepared on a going concern basis based on the reasons stated by the management in the said note. In our opinion, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the financial results is not adequately supported.
5. We draw attention to Note No. 15 to the consolidated financial results, which states that the Group has valued its inventories at Rs.779.36 lakhs as at 31/03/2025 using the weighted average cost method. However, we were not provided with adequate information and necessary supporting documentation to verify the basis of valuation, including evidence supporting the quantities, condition, and cost allocation of inventories. Accordingly, we are unable to determine whether any adjustments are necessary in respect of the carrying amount of inventories stated in the consolidated financial results. The consequent impact, if any, on the profit/loss and financial position for the year ended 31/03/2025 is also not ascertainable

b. Type of Audit Qualification: ~~Qualified/Disclaimer of Opinion/Adverse Opinion~~

c. Frequency of Qualification

Qualification no. 1 to 5 is repetitive.



ZENITH STEEL PIPES & INDUSTRIES LIMITED

**d. For Audit Qualification(s) where the impact is not quantified by the auditor:****(i) Management's estimation on the impact of audit qualification****(ii) If management is unable to estimate the impact, reasons for the same:****For qualification on non-compliance of section 74(2) of the Companies Act, 2013:**

The Holding company has taken 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 during the year the company has paid Rs.3.76 lakhs to deposit holder with interest and balance will try to complete it in subsequent financial years.

For qualification on balances of Trade Payables, Trade Receivables, Loans & Advances, Deposits, Borrowings to Others etc:

Reconciliation of balances of Trade Payables, Trade Receivables, Loans & Advances, Deposits, Borrowings to Others and other parties are an ongoing basis and the figures would be ascertained only when the reconciliations are finalised. Hence at this stage, impact of the same is not ascertainable. Company ensures to pay all MSME's within the stipulated credit period except in case of parties where there are certain claims/legal issues. Company is of the view that interest on such outstanding being disputed is not payable and hence not determined on such outstanding.

For qualification on accounting on going concern basis:

On account of strategic understanding with suppliers/ customers, which is continuing, the Company is on revival mode and is operating some of its units. In view of the same going concern concept holds good.

For qualification on Interest payable to Micro, Small and Medium Enterprise:

Company ensures to pay all MSME's within the stipulated credit period except in case of parties where there are certain claims/legal issues. Company is of the view that Interest on such outstanding being disputed is not payable and hence not determined on such out standings.

For qualification on current Bank accounts:

The Company has made full provision to the extent it is on knowledge of the same and do not except any further provision to be made and will ensure to make provision if it comes to its knowledge.

For qualification on valuation of Inventory:

Currently the Company is calculating the inventory value based on variable cost incurred for the quarter and work in progress is based on work completed. Accordingly, valuation of inventories has been arrived and according to the management they represent a fair value.

(iii) Auditors' Comments on (I) or (II) above

No further comments

**ZENITH STEEL PIPES & INDUSTRIES LIMITED**



THE YASH BIRLA GROUP

III Signatories:

- Whole Time Director

: (Minal Pote)

- Chief Financial officer

: (B. Girvanesh)

- Other Director

: (Ganesh Mahendrakar)

- Statutory Auditor
CKSP & AND CO LLP
Chartered Accountants
FRN – 131228W/W100044

: Dhananajay Jaiswal
Partner
M. No 187686

Place: Mumbai
Date: 29.05.2025

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