



Date: 13th August, 2025

To The Dy. Gen. Manager, Corporate Relationship Dept., BSE Limited PJ Tower, Dalal Street, Mumbai-400001 Equity Scrip Code: 531845	To, National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai-400051 Equity Scrip Name: ZENITHSTL
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Sub.: Outcome of Board Meeting held on Wednesday, 13th August, 2025

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable provisions, if any, we would like to inform you that the meeting of the Board of Directors of Zenith Steel Pipes & Industries Limited held today i.e., Wednesday, 13th August, 2025, at Dalamal House, 1st Floor, Nariman Point, Mumbai- 400021 inter-alia has considered and approved the following businesses:

1. Unaudited Standalone and Consolidated Financial Results for the quarter (Q1) ended June 30, 2025 along with Limited Review Report, are enclosed herewith for information and record.
2. Appointment of M/s. Varun Kabra & Associates, Practicing Company Secretary, (COP No.: 25188) as the Secretarial Auditor of the Company for a period of five consecutive financial years, commencing from April 1, 2025, subject to approval of Shareholders of the Company in the ensuing Annual General Meeting of the Company;
3. Resignation of M/s. Anil Somani & Associates, Practicing Company Secretary (COP No.: 13379) as the Secretarial Auditor of the Company;
4. Adopted and approved the Company's 'Code of Conduct to regulate, monitor and report trading by designated persons' and 'Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information.

The details with respect of the appointment of M/s. Varun Kabra & Associates, as Secretarial Auditor under Regulation 30(6) read with Para A(7) of Part A of Schedule III of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 are provided in **Annexure A** and read with SEBI Circular No SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023 are given in **Annexure B**.

ZENITH STEEL PIPES & INDUSTRIES LIMITED

Corp. Off. : Dalamal House, 1st Floor, 206, J.B. Marg, Nariman Point, Mumbai - 400021. India.

Tel.: +91 22 6616 8400 Email: zenith@zenithsteelpipes.com, www.yashbirlagroup.com

CIN: L29220MH1960PLCO11773

Registered Office: Industry House, 5th Floor, 159, Churchgate Reclamation, Mumbai 400020

Please note that in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the trading window for dealing in the securities of the Company will open after 48 hours of the results are made public on Wednesday, 13th August, 2025.

Also please note that the Board meeting commenced at 6.00 p.m. to conclude at 09.30 p.m.

Kindly take the same on your record.

Thanking You
Yours Faithfully

For Zenith Steel Pipes & Industries Limited

Minal Umesh Pote
Whole time Director
DIN: 07163539

ANNEXURE A

Details with respect to appointment of M/s. Varun Kabra & Associates, as Secretarial Auditor under Regulation 30(6) read with Schedule III Part A Para A(7) of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024

Sr. No	Details of events that needs to be Provided	Information of such event(s)
1.	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	The Board of Directors have at their meeting held today viz. Wednesday, 13 th August, 2025, approved and recommended the appointment of M/s. Varun Kabra & Associates, (COP No.: 25188) as Secretarial Auditors of the Company, subject to approval of the shareholders of the Company at the ensuing 63 rd Annual General Meeting of the Company and for the term as mentioned in the table below
2.	Date of appointment/ re-appointment/ cessation (as applicable) and term of appointment/re-appointment	Date of appointment – 13 th August, 2025 subject to approval of the shareholders of the Company at the ensuing 63 rd Annual General Meeting of the Company. Term of appointment – 1 st term of five consecutive years commencing from the financial year 2025-26 till the financial year 2029-30.
3.	Brief Profile (in case of appointment)	M/s. Varun Kabra & Associates, is a leading firm of Practicing Company Secretaries with excellence in Corporate Governance and Compliance. M/s. Varun Kabra & Associates is widely recognized for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, FEMA Regulations, and Merger & Acquisition.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
5.	Information required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20 June 2018.	Not Applicable

ANNEXURE B

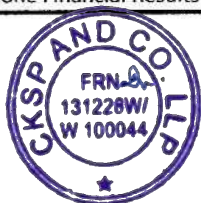
Sr. No	Details of events that needs to be Provided	Information of such event(s)
1.	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Resignation of M/s. Anil Somani & Associates, Practicing Company Secretary (COP No.: 13379)
2.	Date of appointment/re-appointment/ cessation (as applicable) and term of appointment/re-appointment	Date of cessation – 13 th August, 2025
3.	Brief Profile (in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable



THE YASH BIRLA GROUP

ZENITH STEEL PIPES & INDUSTRIES 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				
UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE 2025				
(Rs. In Lakhs except for per share data)				
Sr. No.	Particulars	Quarter Ended		Year Ended
		30.06.2025	31.03.2025	30.06.2024
		Unaudited	Audited	Unaudited
				31.03.2025
				Audited
	Income			
I	Revenue From Operations	1,891.87	2,482.45	2,850.47
II	Other Income	652.89	611.68	184.58
III	Total Income (I+II)	2,544.76	3,094.13	3,035.05
IV	Expenses			
	Consumption of raw materials and components	1,159.79	326.97	573.21
	Purchase of stock-in-trade	104.14	103.95	-
	Changes in inventories of finished goods, stock-in-trade and semi finished goods	(180.80)	553.06	740.25
	Employee benefit expenses	114.79	124.76	131.26
	Finance cost	61.65	61.95	61.04
	Depreciation and amortisation expense	48.51	49.25	48.46
	Other expenses	1,138.74	1,577.28	1,670.78
	Total Expenses (IV)	2,446.82	2,797.22	3,225.00
V	Profit/(Loss) before exceptional items and tax (III - IV)	97.94	296.91	(189.95)
VI	Exceptional Items	-	-	-
VII	Profit/(Loss) before tax (V - VI)	97.94	296.91	(189.95)
VIII	Tax expense:			
	Current tax	-	-	-
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)	97.94	296.91	(189.95)
X	Profit/(Loss) from discontinuing operations	(2.29)	(18.83)	(1.79)
XI	Tax expense of discontinuing operations	-	-	-
XII	Profit/(Loss) from discontinuing operations (after tax) (X-XI)	(2.29)	(18.83)	(1.79)
XIII	Profit/(Loss) for the period (VII - VIII)	95.65	278.08	(191.74)
XIV	Other Comprehensive Income	-	(4.63)	-
XV	Total Comprehensive Income for the Period (XIII+XIV)	95.65	273.45	(191.74)
	Paid-up equity share capital (Face value of Rs. 10/- each)	14,228.04	14,228.04	14,228.04
	Reserves excluding revaluation reserves (as per audited balance sheet)			(39,267.66)
XVI	Earnings per equity share			
	Basic and Diluted EPS for the period from Continuing and Discontinued Operations	0.07	0.20	(0.13)
	Basic and Diluted EPS for the period from Continuing Operations	0.07	0.21	(0.13)
	Basic and Diluted EPS for the period from Discontinued Operations	(0.00)	(0.01)	(0.00)

* 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

Minal Umesh Pote
Whole Time 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 7835
Email: zenith@zenithsteelpipes.com, www.yashbirlagroup.com
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Registered Office: Industrv House, 5th Floor, 159, Churchgate Reclamation, Mumbai 400 020.



Notes to the Unaudited Standalone Financial Results:

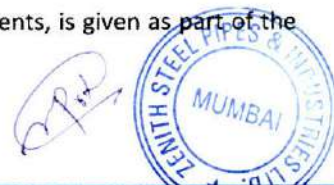
1. The above unaudited standalone financial results of Zenith Steel Pipes & Industries Limited ("The Company") for the quarter ended 30/06/2025 (the 'Statement' or 'Results') have been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standards ('Ind AS') 34 – Interim Financial Reporting and as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant accounting principles generally accepted in India and in compliance with Regulation 33 of Securities and Exchange Board of India ('SEBI') Listing Obligations and Disclosure Requirements Regulations, 2015, as amended from time to time. (the 'Listing Regulations'). These unaudited 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 13/08/2025.
2. The statutory auditors of the Company have conducted the limited review of the results for the quarter ended 30/06/2025 and have issued an qualified conclusion in their review report.
3. The Company has applied material accounting policies in the preparation of this Statement consistent with those followed in the standalone financial statements for the year ended 31/03/2025.
4. Other Income include foreign exchange gain of Rs. 30.42 Lakhs for the quarter ended 30/06/2025. (Quarter ended 30/06/2024 Rs.27.50 Lakhs).
5. 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 30/06/2025. 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 02/01/2024. 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.

6. The Company has identified certain non-operating and frozen current bank accounts that have not been in use during the reporting period. As of 30/06/2025, 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.

The segment information, pursuant to the requirement of Ind AS 108 Operating Segments, is given as part of the unaudited consolidated financial results.



ZENITH STEEL PIPES & INDUSTRIES LIMITED

8. 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 11/06/2025, the Company sought an adjournment, and the next hearing has been scheduled for 04/09/2025.

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.

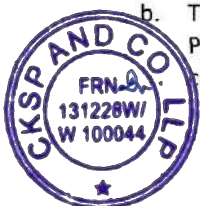
9. The Company has entered into a Memorandum of Understanding (MoU) with Tribus Real Estate Pvt. Ltd. (TREPL) for the purpose of taking over its existing bank borrowings. Pursuant to the arrangement, TREPL has taken over loans aggregating to Rs. 16,884.92 lakhs as on 30/06/2025, which are currently presented 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.

10. As at 30/06/2025, the Company has reported inventory amounting to Rs.938.16 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.

11. 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 30/06/2025. 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.



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 30/06/2025 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 30/06/2025. 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.
12. As at 30/06/2025, 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 results 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.
13. 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. In the subsequent hearing, the Court has passed the order in favour of the Company.
14. During the previous 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 has filed an appeal before the appropriate Appellate Authority within the prescribed time limits under the GST law challenging the demand raised in the notice. As on date, the company has not received any further communication in regards to the same.
15. 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. 622.17 lakhs have been reversed during the current period and have been recognised under "Other Income" in the Statement as "Provision Written Back" for the quarter ended 30/06/2025. (Quarter ended 30/06/2024 Rs. 155.75 Lakhs).



16. 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. 13,500.00 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.

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



For Zenith Steel Pipes & Industries Limited

Minal Pote
Whole Time Director
DIN: 07163539



Place: Mumbai
Date: 13/08/2025

C K S P AND CO LLP

Chartered Accountants

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

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Mumbai – 400 053, Maharashtra, India. Email: contact@cksp LLP.com Website : www.cksp LLP.com

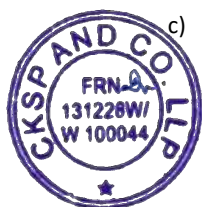
Independent Auditors' Limited Review Report on the Unaudited Standalone Financial Results of Zenith Steel Pipes & Industries Limited for the quarter ended 30/06/2025 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To

The Board of Directors of

Zenith Steel Pipes & Industries Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Zenith Steel Pipes & Industries Limited (the 'Company') for the quarter ended 30/06/2025 (the 'Statement'), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Regulations'). We have initialed the Statement for identification purpose only.
2. This Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards ('Ind AS') 34 'Interim Financial Reporting' prescribed under section 133 of the Companies Act, 2013, as amended (the 'Act') read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with the presentation and disclosure requirement of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India (the 'ICAI'). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free from material misstatement. A review is limited primarily to inquiries of the persons responsible for financial and accounting matters, and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. **Basis for Qualified Conclusion**
 - a) With reference to Note No.16 of the Statement, 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. Based on our review, these constitute a material non-compliance with the provisions of the Act and may result in regulatory implications for the Company.
 - b) With reference to Note No.11 of the Statement, 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 Statement.
 - c) With reference to Note No.6 to the Statement, the Company has made a provision of Rs. 41.07 lakhs in respect of certain current bank accounts which have been non-operating and 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 Statement for the quarter ended 30/06/2025.



CKSP AND CO LLP

Chartered Accountants

(A Member Firm of 'CKSP & AFFILIATES')

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Mumbai – 400 053, Maharashtra, India. Email: contact@cksp LLP.com Website : www.cksp LLP.com

- d) We draw attention to Note No.12 to the Statement, 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 30/06/2025. 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 Statement have been prepared on a going concern basis based on the reasons stated by the management in the said note. Based on our review, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the Statement is not adequately supported.
- e) We draw attention to Note No.10 to the Statement, which states that the Company has valued its inventories at Rs.938.16 lakhs as at 30/06/2025 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 Statement. The consequent impact, if any, on the profit/loss and financial position for the quarter ended 30/06/2025 is also not ascertainable.

5. Qualified Conclusion

Based on our review conducted and procedure performed as stated in paragraph 3 above, with the exception of the matters described in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the Ind AS prescribed under Section 133 of the Act, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Emphasis of Matter

We draw attention to the following:

- a) We draw attention to Note No.9 to the Statement, 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 30/06/2025. 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.
- b) We draw attention to Note No.5 of the Statement, 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 02/01/2024. As of the reporting date, no further communication has been received.



c) We draw attention to Note No.8 of the Statement, 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 04/09/2025.

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 C.H.S.L., Shashtri Nagar, Andheri West,
Mumbai – 400 053, Maharashtra, India. Email: contact@cksp LLP.com Website : www.cksp LLP.com

- d) We draw attention to Note No.15 of the Statement, which discloses that the Company has written back certain provision for expenses/balances totaling to Rs.622.17 lakhs during the quarter ended 30/06/2025 and has recognized under Other Income as "Provision Written Back."

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

7. Other Matter

The Statement include the figures for the quarter ended 31/03/2025, being the balancing figures between the audited figures in respect of the full financial year 2024-25 and the published unaudited year to date figures upto the third quarter of the financial year 2024-25, which were subjected to limited review. Our conclusion on the Statement is not modified in respect of this matter.

For C K S P AND CO LLP
Chartered Accountants
FRN – 131228W / W100044



Dhananajay Jaiswal
Partner
M. No. 187686
UDIN: 25187686BMJGQP7505



Place: Mumbai
Date: 13/08/2025



THE YASH BIRLA GROUP

ZENITH STEEL PIPES & INDUSTRIES 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

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE 2025

(Rs. In Lakhs except for per share data)

Sr. No.	Particulars	Quarter Ended		Year Ended	
		30.06.2025	31.03.2025	30.06.2024	31.03.2025
		Unaudited	Audited	UnAudited	Audited
	Income				
I	Revenue From Operations	1,891.87	2,482.45	2,850.47	11,909.25
II	Other Income	652.89	611.68	184.58	1,016.26
III	Total Income (I+II)	2,544.76	3,094.13	3,035.05	12,925.51
IV	Expenses				
	Consumption of raw materials and components	1,159.79	326.97	573.21	4,257.44
	Purchase of stock-in-trade	104.14	103.95	-	103.95
	Changes in inventories of finished goods, stock-in-trade and semi finished goods	(180.80)	553.06	740.25	1,085.30
	Employee benefit expenses	114.79	124.76	131.26	514.40
	Finance cost	61.65	61.95	61.04	248.02
	Depreciation and amortisation expense	48.51	49.25	48.46	195.30
	Other expenses	1,138.74	1,577.28	1,670.78	6,473.17
	Total Expenses (IV)	2,446.82	2,797.22	3,225.00	12,877.58
V	Profit/(Loss) before exceptional items and tax (III - IV)	97.94	296.91	(189.95)	47.93
VI	Exceptional Items	-	-	-	-
VII	Profit/(Loss) before tax (V - VI)	97.94	296.91	(189.95)	47.93
VIII	Tax expense:				
	Current tax	-	-	-	-
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)	97.94	296.91	(189.95)	47.93
X	Profit/(Loss) from discontinuing operations	(2.29)	(18.83)	(1.79)	(25.42)
XI	Tax expense of discontinuing operations	-	-	-	-
XII	Profit/(Loss) from discontinuing operations (after tax) (X-XI)	(2.29)	(18.83)	(1.79)	(25.42)
XIII	Profit/(Loss) for the period (VII - VIII)	95.65	278.08	(191.74)	22.51
XIV	Other Comprehensive Income	0.28	(4.32)	(0.59)	(20.97)
XV	Total Comprehensive Income for the Period (XIII+XIV)	95.93	273.76	(192.33)	1.54
	Paid-up equity share capital (Face value of Rs. 10/- each)	14,228.04	14,228.04	14,228.04	14,228.04
	Reserves excluding revaluation reserves (as per audited balance sheet)				(39,903.28)
XVI	Earnings per equity share				
	Basic and Diluted EPS for the period from Continuing and Discontinued Operations	0.07	0.20	(0.13)	0.02
	Basic and Diluted EPS for the period from Continuing Operations	0.07	0.21	(0.13)	0.03
	Basic and Diluted EPS for the period from Discontinued Operations	(0.00)	(0.01)	(0.00)	(0.01)

* 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

Date: 13th Aug, 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, Churchgate Reclamation, Mumbai 400 020.



THE YASH BIRLA GROUP

Notes to the Unaudited Consolidated Financial Results:

1. The above unaudited consolidated financial results of Zenith Steel Pipes & Industries Limited ("The Company") along with its subsidiaries (together known as Group) for the quarter ended 30/06/2025 (the 'Statement' or 'Results') have been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standards ('Ind AS') 34 – Interim Financial Reporting and as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant accounting principles generally accepted in India and in compliance with Regulation 33 of Securities and Exchange Board of India ('SEBI') Listing Obligations and Disclosure Requirements Regulations, 2015, as amended from time to time. (the 'Listing Regulations'). These unaudited 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 13/08/2025.
2. The statutory auditors of the Company have conducted the limited review of the results for the quarter ended 30/06/2025 and have issued a qualified conclusion in their review report.
3. The Group has applied material accounting policies in the preparation of this Statement consistent with those followed in the consolidated financial statements for the year ended 31/03/2025.
4. Other Income include foreign exchange gain/ (loss) of Rs.30.42 Lakhs for the quarter ended 30/06/2025. (Quarter ended 30/06/2024 Rs.27.50 Lakhs).
5. 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 30/06/2025. 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 02/01/2024. 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.



ZENITH STEEL PIPES & INDUSTRIES LIMITED

6. The Group has identified certain non-operating and frozen current bank accounts that have not been in use during the reporting period. As of 30/06/2025, 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 Group has made a provision of Rs. 43.59 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 30/06/2025, 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.

7. 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.
8. 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.622.17 lakhs have been reversed during the current period and have been recognised under "Other Income" in the Statement as "Provision Written Back" for the quarter ended 30/06/2025. (Quarter ended 30/06/2024 Rs.155.75 Lakhs).
9. The Company's standalone turnover, profit before tax, profit after tax and total comprehensive income is as under:

Particulars	Quarter Ended			Year Ended
	30/06/2025	31/03/2025	30/06/2024	31/03/2025
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Turnover	2,544.76	3,094.13	3,035.05	12,925.51
Profit before tax	95.64	278.08	(191.75)	22.51
Profit after tax	95.64	278.08	(191.75)	22.51
Total Comprehensive Income	95.64	273.45	(191.75)	17.88



10. 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
	30/06/2025	31/03/2025	30/06/2024	31/03/2025
Segment Revenue				
a) In India				
Sale of Products	509.93	900.64	1,002.02	4,805.84
Sale of Services	471.36	1,065.52	1,162.91	5,147.04
b) Outside India				
Sale of Products	910.59	516.29	685.54	1,956.37
Sale of Services	-	-	-	-
Total Income from operations	1,891.87	2,482.45	2,850.47	11,909.25
Segment Assets :- Carrying Cost of Assets by Location of Assets				
a) In India				15,514.06
b) Outside India				349.66
c) Unallocated Assets				-
Total				15,863.72
Additional to Assets and Intangible Assets				
a) In India				56.51
b) Outside India				-
Total				56.51

11. 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 11/06/2025, the Company sought an adjournment, and the next hearing has been scheduled for 04/09/2025.

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.



12. 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 30/06/2025, 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.

13. As at 30/06/2025, the Company has reported inventory amounting to Rs.938.16 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.

14. 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 30/06/2025. 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 30/06/2025 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 30/06/2025. 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.
15. As at 30/06/2025, 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 results 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 Group's operations.
16. 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. In the subsequent hearing, the Court has passed the order in favour of the Holding Company.
17. 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. As on date, the Holding Company has not received any further communication in regards to the same.



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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 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.

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



For Zenith Steel Pipes & Industries Limited



Minal Pote
Director
DIN: 07163539



Place: Mumbai
Date: 13/08/2025

CKSP AND CO LLP

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Independent Auditors' Limited Review Report on the Unaudited Consolidated Financial Results of Zenith Steel Pipes & Industries Limited for the quarter ended 30/06/2025 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To

The Board of Directors of

Zenith Steel Pipes & Industries Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Zenith Steel Pipes & Industries Limited ('the Holding Company') and its subsidiaries (the Holding and its subsidiaries together referred to as the 'Group'), for the quarter ended 30/06/2025 (the 'Statement'), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Regulations'). We have initialed the Statement for identification purpose only.
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards ('Ind AS') 34 'Interim Financial Reporting' prescribed under section 133 of the Companies Act, 2013 (the 'Act') read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with the presentation and disclosure requirement of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India (the 'ICAI'). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the SEBI Circular No. CIR/CFD/CMD1/44/2019 dated 29/03/2019 under Regulation 33(8) of the Regulations, as amended, to the extent applicable.

4. The Statement includes the results of following two subsidiaries.

- a) Zenith USA
- b) Zenith Middle East – FZ-LLP

5. **Basis for Qualified Conclusion**

- a) With reference to Note No.18 of the Statement, 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. Based on our review, these constitute a material non-compliance with the provisions of the Act and may result in regulatory implications for the Holding Company.
- b) With reference to Note No.14 of the Statement, 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 Statement.



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- c) With reference to Note No.6 to the Statement, the Group has made a provision of Rs. 43.59 lakhs in respect of certain current bank accounts which have been non-operating and frozen by regulatory authorities. In the absence of relevant bank statements and 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 Statement for the quarter ended 30/06/2025.
- d) We draw attention to Note No.15 to the Statement, 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 30/06/2025. 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 Statement have been prepared on a going concern basis based on the reasons stated by the management in the said note. Based on our review, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the Statement is not adequately supported.
- e) We draw attention to Note No.13 to the Statement, which states that the Group has valued its inventories at Rs.938.16 lakhs as at 30/06/2025 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 Statement. The consequent impact, if any, on the profit/loss and financial position for the quarter ended 30/06/2025 is also not ascertainable.

6. Qualified Conclusion

Based on our review conducted and procedure performed as stated in paragraph 3 above, with the exception of the matters described in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. Emphasis of Matter

We draw attention to the following:

- a) We draw attention to Note No.12 to the Statement, 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 30/06/2025. 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.
- b) We draw attention to Note No.5 of the Statement, 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 02/01/2024. As of the reporting date, no further communication has been received.



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- c) We draw attention to Note No.11 of the Statement, 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 04/09/2025.
- d) We draw attention to Note No.8 of the Statement, which discloses that the Holding Company has written back certain provisions for expenses/balances totaling to Rs.622.17 lakhs during the quarter ended 30/06/2025, and has recognized under Other Income as "Provision Written Back."

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

8. Other Matters:

- a) The accompanying Statements include the financial results of two subsidiaries which have neither been reviewed by us nor by their respective auditors, whose interim financial results reflect group's share of total revenues of Rs. Nil Lakhs and Rs. Nil Lakhs (before consolidation adjustment), total net profit/(loss) after tax of Rs. Nil Lakhs (before consolidation adjustment), total comprehensive income of Rs. 0.28 Lakhs (before consolidation adjustment) for the quarter ended 30/06/2025. Of the subsidiaries referred to above, in respect of subsidiaries, 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 have been presented solely based on information compiled by the Holding Company's Management and approved by the Board of Directors.
- b) The Statement 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 2024-25 and the published unaudited year to date figures upto the third quarter of the financial year 2024-25, which were subjected to limited review.

Our conclusion on the Statement is not modified in respect of these above matters.

For C K S P AND CO LLP
Chartered Accountants
FRN – 131228W / W100044


Dhanaanajay Jaiswal
Partner

M. No.187686
UDIN: 25187686BMJGQQ5797



Place: Mumbai
Dated: 13/08/2025