




THE YASH BIRLA GROUP

FORM B

1	Name of the company	ZENITH BIRLA(INDIA) LTD
2	Annual financial statements for the year ended	31 ST MARCH,2015
3	Type of Audit qualification	<ol style="list-style-type: none">1. With reference to Note no. 44 regarding the non provision by the company of the interest amounting to Rs. 32.70 crores on its working capital facilities from banks during the year. Had this amount been provided for, the loss would have been higher by Rs. 32.70 crores and Secured loans would have been higher by an amount of Rs. 32.70 crores.2. The Company has not complied with the provisions of sections 74 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules 2014 with regard to non-repayment of deposits and interest on due date, maintenance of liquid assets to the extent required as well as not fully complying with the orders passed by The Company Law Board.3. With reference to Note no.42 regarding the company not having the balance confirmations for its party balances and hence our inability to state whether these balances are recoverable / payable to the extent stated.
4	Frequency of qualification"	All three qualifications are appearing for the second time.
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report	The explanation to the auditors' remark given in the Directors' Report under item No. 17 "Auditors' Remark".
	Additional comments from the board/audit committee chair:	Nil
		

ZENITH BIRLA (INDIA) LTD.



THE YASH BIRLA GROUP

To be signed by-

5

- CEO/Managing Director

P. Natu

(Pushkar Natu)
CEO



- CFO

B. Girvanesh

(B. Girvanesh)
CFO



- Auditor of the company

(M/s Thakur, Vaidyanath
Aiyar & Co.Chartered
Accountants, Mumbai)

C.V. Parameswar

(C.V. Parameswar)
Partner



- Audit Committee Chairman

A. Saaliyan

(Ashok Saaliyan)
Chairman of Audit Committee



ZENITH BIRLA (INDIA) LTD.

Regd. Off.- Dalamal House, 1st Floor, J.B. Marg, Nariman Point, Mumbai - 400 021. Tel.: + 91 - 22 - 6616 8400, Fax : + 91 - 22 - 2204 7835

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

Works: Tarapur - Maharashtra, (India) CIN: L29220MH1960PLCO11773



THE YASH BIRLA GROUP

ZENITH BIRLA (INDIA) LIMITED



Annual Report 2014 - 2015

ZENITH BIRLA (INDIA) LIMITED

Dalamal House, 1st Floor, 206, J.B.Marg, Nariman Point, Mumbai – 400 021.

CIN : L29220MH1960PLC011773

E-mail: zenith@zenithsteelpipes.com; Website : www.zenithsteelpipes.com

Tel : 022-66168400, Fax : 022-22047835

CONTENTS

Corporate Information	2
Notice of Annual General Meeting	3
Location Route Map of AGM Venue.....	10
Directors' Report & Annexures	11
Management Discussion & Analysis Report	20
Report on Corporate Governance	22

STANDALONE FINANCIAL STATEMENTS

Auditor's Report	50
Balance Sheet	54
Statement of Profit & Loss	55
Cash Flow Statement	56
Notes to the Financial Statements	58
Statement on Financial Information of subsidiary Companies in Form AOC-I	76

CONSOLIDATED FINANCIAL STATEMENTS

Auditor's Report	78
Balance Sheet	80
Statement of Profit & Loss	81
Cash Flow Statement	82
Notes to the Financial Statements	84

ATTENDANCE SLIP AND PROXY FORM



CORPORATE INFORMATION

- Board of Directors**

Shri Ashish Mahendrakar, Non Executive & Non-Independent Director (Resigned w.e.f. 12.08.2015)
Shri Satish Jadhav, Independent Director (Resigned w.e.f. 12.08.2015)
Shri Ameya Jagushte, Independent Director (Resigned w.e.f. 02.12.2014)
Shri Ashok Saaliyan, Independent Director (appointed as additional director w.e.f 01.12.2014)
Smt. Minal Pote, Independent Director (appointed as additional director w.e.f 21.04.2015)
Shri Harish Kori, Non Executive & Non-Independent Director (appointed as additional director w.e.f 05.08.2015)
Shri Anirudha Waghmare, Non Executive & Non-Independent Director (appointed as Additional Director w.e.f. 30.09.2014)

- Chief Executive Officer**

Shri Pushkar M. Natu w.e.f. 14.08.2014

- Chief Financial Officer**

Shri B. Girvanesh

- Company Secretary & Compliance Officer**

Shri Vimal Prakash Dubey

- Auditor**

M/s Thakur, Vaidyanath Aiyer & Co., Chartered Accountants

- Bankers**

State Bank of India
Punjab National Bank
Bank of Baroda
Oriental Bank of Commerce
Bank of India
Axis Bank
Shamrao Vittal Co-operative Bank

- Works**

- Khopoli Unit**

Tal. Khopoli
Dist Raigad
Maharashtra 410203
Dist. Thane, Maharashtra

- Kanchi Puram Unit**

Survey no. 99-3A to 3J,
Padalam Sugar Mill Road,
Village: Kolambakkam,
Dist: Kanchipuram-603 308,

- Murbad Unit**

Survey (Gut) No. 440/441
Village Nhave,
Taluka Murbad,
Dist. Thane, Maharashtra

- Tarapur Unit**

G-38/39, Tarapur Industrial Area,
Village Saravali
Taluka Palghar

- Trichy Unit**

SH No. 71, Survey No. 782,
Village: Kalugar Thogainmalai
Taluka: Madhuranthagam Taluka: Kulithalai,
Tamil Nadu Dist: Karur-639 120, Tamil Nadu

- Registered Office**

Dalamal House,
1st Floor, 206, J.B. Marg,
Nariman Point, Mumbai 400 021
Tel: 022-66168400, Fax: 022-22047835
Email: zenith@zenithsteelpipes.com

- Corporate Office**

159, Industry House,
5, Floor, Churchgate Reclamation,
Mumbai-400 020,
Tel: 022-22026340, Fax: 022-22047385

- Registrars & Share Transfer Agents**

Bigshare Services Pvt. Ltd
E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (E), Mumbai 400 072
Tel: 022-28470652/ 40430200
Fax: 022-28475207
Email: investor@bigshareonline.com



NOTICE

ZENITH BIRLA (INDIA) LIMITED
DALAMAL HOUSE
1st Floor, 206, J.B.Marg,
Nariman Point, Mumbai – 400 021.
CIN : L29220MH1960PLC011773
E-mail: zenith@zenithsteelpipes.com
Website : www.zenithsteelpipes.com
Tel : 022-66168400, Fax : 022-22047835

Notice is hereby given that the Fifty Third Annual General Meeting of Zenith Birla (India) Limited will be held on Saturday, September 26, 2015 at 11 a.m. at Gopi Birla Memorial school, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006, to transact the following business:

ORDINARY BUSINESS

I. To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.

2. Appointment of Auditors

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Thakur Vaidyanath Aiyar, Chartered Accountants (Firm Registration No. 000038N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty fourth AGM of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

3. To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

Appointment of Mr. Ashok Saaliyan as an Independent Director.

“RESOLVED THAT pursuant to Sections 149, 150, 152, 161 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. Ashok Saaliyan (DIN :07031046) who was appointed as an Additional Director of the Company w.e.f 01/12/2014 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office for five consecutive years up to 25/09/2020”

4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

Appointment of Mrs. Minal Pote as an Independent Director.

“RESOLVED THAT pursuant to Sections 149, 150, 152, 161 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mrs. Minal Pote (DIN :07163539) who was appointed as an Additional Director of the Company w.e.f 21/04/2015 and who vacates her office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office for five consecutive years up to 25/09/2020”



5. To consider and if thought fit to pass the following resolution as an Ordinary Resolution

Appointment of Mr. Harish Kori as Director.

“Resolved that, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. Harish Kori (DIN :07139454) who was appointed as an Additional Director of the Company w.e.f 05/08/2015 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company”

6. To consider and if thought fit to pass the following resolution as Ordinary Resolution:

Ratification of Cost Auditors' remuneration

“ **RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the companies Act, 2013 (“Act”) and the rules made thereunder, as amended from time to time, the company hereby ratifies the remuneration of ₹ 1,00,000.00 to M/s. Y. R. Doshi & Co. Who are appointed as Cost Auditors of the company to conduct Cost Audit relating to such business of the company as may be ordered by the Central Government under the Act, and the rules thereunder, for the year ended 31st March, 2016.

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 2 to 6 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under Items No. 3, 4, and 5 of the Notice, are also annexed.

2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Transfer Books of the Company will be closed from **19 September, 2015 to 26 September, 2015**, both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Pvt. Ltd.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Pvt. Ltd. for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Bigshare Services Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.



9. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company and have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred prior to March 31, 2015.

Members who have not yet encashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2007-08 onwards for the Company are requested to make their claims without any delay to the Company. It may be noted that the unclaimed Final Dividend for the financial year 2007-08 declared by the Company on September 15, 2008 can be claimed by the shareholders by September 14, 2015. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

- 10.** To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Pvt. Ltd. / Depositories.
- 11.** In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
- 12.** M/s Ragini Chokshi & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 13.** The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- 14.** The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 15.** Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- 16.** In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to share@zenithsteelpipes.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s Ragini Chokshi & Associates, Practicing Company Secretaries at 5th Floor, Kamer Building, 38, Cawasji Patel Street Fort, Mumbai - 400 001 not later than Friday, September 25, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
- 17.** The instructions for e-voting are as under:
- (i) The voting period begins on 23/09/2015 (9.00 a.m.) and ends on 25/09/2015 (5.00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <19th September, 2015> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer sequence no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant ZENITH BIRLA (INDIA) LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.



A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- i. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ii. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - iii. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

- i. The e-voting period commences on Wednesday, September 23, 2015 (9.00 a.m. IST) and ends on Friday, September 25, 2015 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 19, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, voting through ballot form, as well as voting at the meeting through ballot.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.

- iii. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iv. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.zenithsteelpipes.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

By Order of the Board of Directors

VIMAL PRAKASH DUBEY

Company Secretary

FCS: 5062

Mumbai
14th August, 2015

Registered Office:

Dalamal House, 1st Floor, 206, J.B. Marg,
Nariman Point
Mumbai 400 021

CIN : L29220MH1960PLC011773

Tel: 91 22 66168400 Fax: 91 22 22047835

E-mail: zenith@zenithsteelpipes.com Website: www.zenithsteelpipes.com



Explanatory Statement **(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 to 6 of the accompanying Notice:

Item No: 2

This explanatory statement is provided though strictly not required as per Section 102 of the Act, M/s Thakur Vaidyanath Aiyar & Co (ICAI Firm Registration No. 000038N), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on September 27, 2014.

As per provisions of Section 139(I) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 2 of the Notice.

The Board recommends the Resolution at Item No. 2 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 2 of the accompanying Notice.

Item No: 3

In accordance with the provisions of section 149 read with schedule IV to the Companies Act, 2013, appointment of Independent Director requires approval of members.

Mr. Ashok Saaliyan (DIN:07031046) was appointed as an additional Director of the Company on 01.12.2014. As per the provisions of section 161 of the Companies Act, 2013 he holds directorship up to ensuing 53rd Annual General Meeting. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Ashok Saaliyan be appointed as an Independent Director. The appointment of Mr. Ashok Saaliyan shall be effective upon approval by members in the Meeting. As per the provisions of section 161 of the Companies Act, 2013 he holds directorship up to ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Independent Director of the company.

As per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the independent directors are not liable to retire by rotations. Therefore it is proposed to appoint Mr. Ashok Saaliyan as a Non-Executive Independent Director for a term of five consecutive years from the date of ensuing general meeting.

A brief profile of Mr. Ashok Saaliyan:

Mr. Ashok Saaliyan is B.Com. He is having experience in arranging finance for the corporate. He does not hold any shares of the Company in his name. Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Ashok Saaliyan is appointed as an Independent Director of the Company.

Copy of draft letter of appointment Mr. Ashok Saaliyan as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ashok Saaliyan, has any concern or interest, financial or otherwise, in the resolution set out at item no. 3.

Item No: 4

In accordance with the provisions of section 149 read with schedule IV to the Companies Act, 2013, appointment of Independent Director requires approval of members.



Mrs. Minal Pote (DIN:07163539) was appointed as an additional Director of the Company on 21.04.2015. As per the provisions of section 161 of the Companies Act, 2013 she holds directorship up to ensuing 53rd Annual General Meeting. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Minal Pote be appointed as an Independent Director. The appointment of Mrs. Minal Pote shall be effective upon approval by members in the Meeting. As per the provisions of section 161 of the Companies Act, 2013 she holds directorship up to ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Non-Executive Independent Director of the company.

As per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the independent directors are not liable to retire by rotations. Therefore it is proposed to appoint Mrs. Minal Pote as a Non-Executive Independent Director for a term of five consecutive years from the date of ensuing general meeting.

A brief profile of Mrs. Minal Pote:

Mrs. Minal Pote is B.Com. She is having experience of 18 years in the field of accounts & finance. She does not hold any shares of the Company in her name. Keeping in view her expertise and knowledge, it will be in the interest of the Company that Mrs. Minal Pote is appointed as an Independent Director of the Company.

Copy of draft letter of appointment Mrs. Minal Pote as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Minal Pote, has any concern or interest, financial or otherwise, in the resolution set out at item no.4

Item No: 5

In accordance with the provisions of section 149 read with schedule IV to the Companies Act, 2013, appointment of Director requires approval of members.

Mr. Harish Kori (DIN:07139454) was appointed as an additional Director of the Company on 03.08.2015. As per the provisions of section 161 of the Companies Act, 2013 he holds directorship up to ensuing 53rd Annual General Meeting. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Harish Kori be appointed as Director. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the company. He is liable to retire by rotation.

A brief profile of Mr. Harish Kori:

Mr. Harish Kori is B.Com. He is having experience in the field of marketing. He does not hold any shares of the Company in his name. Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Harish Kori is appointed as Director of the Company.

Copy of draft letter of appointment of Mr. Harish Kori as Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Harish Kori, has any concern or interest, financial or otherwise, in the resolution set out at item no.5

Item No. 6

The company is directed, under Section 148 of the Companies Act, 2013 ("Act") to have the audit of its Cost records conducted by a Cost Accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Y.R.Doshi & Co. as the cost Auditors of the Company to conduct cost audits relating to such businesses of the Company as may be ordered by Central Government under the Act and the rules made thereunder for the year ending 31st March 2016 at a remuneration of ₹1,00,000/-



M/s. Y.R.Doshi & Co. have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company and have vast experience in the field of cost audit and have conducted the audit of the Cost Records of the Company for the past several years. The Board has approved the remuneration of ₹1,00,000.00 to M/s. Y. R. Doshi & Co. as the Cost Auditors and the ratification of the shareholders is sought for the same by Special Resolution at Item No.6

The Resolution at Item No.6 is recommended for approval by the members

None of the directors and key managerial personnel of the Company or their respective relatives are concerned or interested in Resolution mentioned at item No. 6 of the notice.

By Order of the Board of Directors

VIMAL PRAKASH DUBEY

Company Secretary
FCS: 5062

Mumbai
14th August, 2015

Registered Office:

Dalamal House, 1st Floor, 206, J.B. Marg,

Nariman Point

Mumbai 400 021

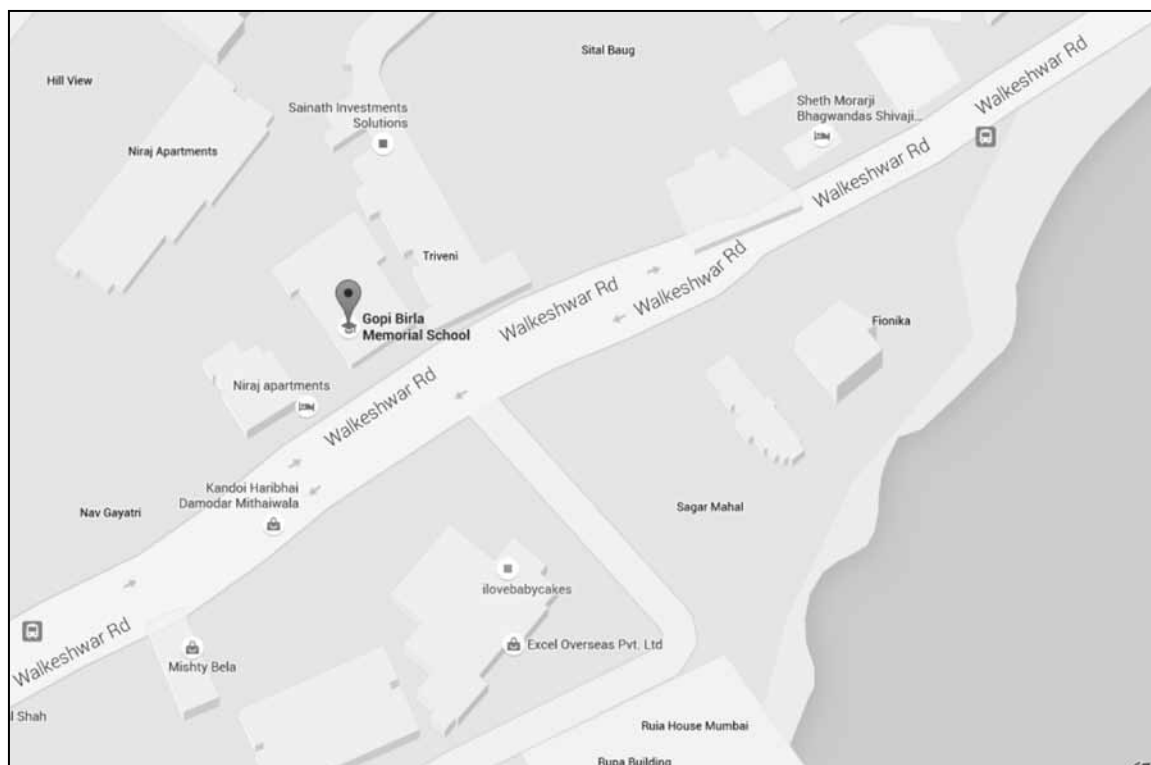
CIN : L29220MH1960PLC011773

Tel: 91 22 66168400 Fax: 91 22 22047835

E-mail: zenith@zenithsteelpipes.com Website: www.zenithsteelpipes.com

Location Route Map of AGM Venue

Gopi Birla Memorial school, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006
18°57'07.9"N 72°48'12.2"E





DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the Fifty third Annual Report and the Company's audited financial statements for the financial year ended March 31, 2015.

1. FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2015 is summarized below:

PARTICULARS	(₹ in lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Gross Income	7840.83	17196.58
Less : Excise Duty	350.86	1251.28
Net Income	7489.97	15945.30
Profit/(Loss) before Interest, Depreciation and Taxation	(5059.38)	(11652.80)
Interest and Finance Expenses	919.62	2071.01
Profit/(Loss) before Depreciation and Taxation	(5979.00)	(13723.81)
Depreciation	629.17	651.60
Profit/(Loss) for the Year before Taxation	(6608.17)	(14375.41)
Less: Provision for Taxation :		
Current Tax	-	-
Deferred Tax	-	-
Wealth Tax	-	1.17
Tax in respect of earlier years	-	-
	-	1.17
Profit for the year (PAT)	(6608.17)	(14376.57)
Exceptional Item (Advanced related to discontinued project Written off.)	659.25	5602.88
Profit transferred to reserves and surplus.	(7267.42)	(19979.45)

2. THE RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS :

The highlights of the company's performance are as follows:

During the year under review, the net income of the Company has reduced to ₹ 7489.97 lacs as compared to ₹ 15945.30 lacs of previous year due to decline in sales. Loss after Tax for the financial year stood at ₹ 7267.42 lacs as against the Loss of ₹ 19979.45 lacs of previous year. Since the net worth of the Company has been fully eroded resulting into negative net worth, the Company has become sick under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 .

3. DIVIDEND

In view of huge losses and financial crunches, your Directors have not recommended dividend for the year ended March 31, 2015.

4. EXPORT PERFORMANCE

Exports turnover reduced to ₹ 1836.46 lacs for the year ended 31st March, 2015 as compared to ₹ 5333.14 lacs of previous year.

5. LOCK - OUT AT KHOPOLI UNIT

Lock-out, declared by the management at its Khopoli unit in November, 2013 is still continuing.

6. POSSESSION OF IMMOVABLE ASSETS AT KHOPOLI UNIT UNDER SECURITISATION & RECONSTRUCTION OF FINANCIAL ASSETS AND ENFORCEMENT OF SECURITY INTEREST ACT, 2002. (SARFAESI).



Pursuant to Company's account becoming NPA, consortium of banks led by State Bank of India had moved its application to District Collector Alibaug for Physical possession of Company's immovable property at Khpoli unit. As the same was contested by the company and Hence, matter of physical possession of the above property is subjudice.

7. SHARE CAPITAL

The Paid up Equity Share capital as on 31/03/2015 was ₹ 13128.04 lacs. During the year under review, the company has not issued with differential voting rights or granted stock options or issued sweat equity.

8. VOLUNTARY DELISTING OF EQUITY SHARES FROM ONE EXCHANGE OUT OF TWO EXCHANGES

With a view to avoid unnecessary financial and administrative burden due to compliance and non compliance of various clauses of Listing Agreement from time to time and payment / non payment of listing fee, the Board has decided to delist equity shares of the company voluntarily from the National Stock Exchange of India (NSE) and continue its listing only with the Bombay Stock Exchange (BSE), Mumbai.

9. SUBSIDIARY COMPANY

The Accounts of the wholly owned subsidiary companies, M/s. Zenith (USA) Inc., and M/s. Zenith Middle East FZ LLC have been received by the Company and a statement pursuant to Section 129 of the Companies Act, 2013, forms part of this Annual Report.

10. FIXED DEPOSITS:

(i) Details of Deposits Accepted u/s. 58A of the Companies Act, 1956.

The Company has outstanding deposits accepted u/s 58A of the Companies Act, 1956 and Rules thereunder under Companies (Acceptance of Deposits) Rules, 1975 . Accordingly, the details relating to deposits covered under the Companies Act, 1956 are given below:

(₹ In Lacs.)

Deposits at the beginning of the year i.e. 01.04.2014	2981.66
Deposits accepted during the year 2014-15	Nil
Deposits remained unpaid or unclaimed as at the end of the year i.e.31.03.2015	2805.20
Whether there has been any default in repayment of deposits or payment of interest thereon during the year 2014-15 and if so, number of such cases and the total amount involved ---	
Deposits :	
(i) At the beginning of the year(as on 01.04.2014)	2981.66
(ii) Maximum during the year(2014-15)	2981.66
(iii) At the end of the year(as on 31.03.2015)	2805.20
Interest:	
(i) At the beginning of the year(as on 01.04.2014)	403.30
(ii) Maximum during the year(2014-15)	473.00
(iii) At the end of the year(as on 31.03.2015)	701.60

(ii) Details of Deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013

The Company has not accepted any deposits under Companies (Acceptance of Deposits) Rules, 2013. Accordingly, the details relating to deposits, covered under Chapter V of the Companies act,2013 are not given. Therefore, there are no deposits which are not in compliance with the requirements of Chapter V of the companies Act,2013

11. Reference to Board for Industrial and Financial Reconstruction (BIFR)

Since the net worth of the company has eroded fully and has become negative, the company is in process of making reference under section 15 of Sick Industrial Companies (Special Provisions) Act, 1985 to BIFR.



12. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report. Vide Annexure - A

13. CORPORATE GOVERNANCE

Your Company will continue to strive to incorporate best of standards for good corporate governance. As a listed Company, all required measures are taken to comply with the agreement entered with the Stock Exchanges. A separate report on Corporate Governance along with a Certificate of Compliance from the Practicing Company Secretary forms part of this report vide Annexure – B.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the 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 fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15

15. AUDITORS

a) Statutory Auditors:

M/s Thakur Vaidyanath Aiyar & Co (ICAI Firm Registration No. 000038N), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on September 27, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. It is proposed to ratify the appointment of M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants, as Statutory Auditors of the Company from the Conclusion of the ensuing AGM till the conclusion of the next Annual General Meeting.

b) Internal and Management Auditors:

The Company has appointed M/s. Chokshi & Chokshi LLP, Chartered Accountants as its Internal and Management Auditors to carry out the Internal Audit of various operational Areas of the company.

c) Cost Auditors:

The Board had appointed M/s.Y.R.Doshi & Co. Cost Accountants as the Cost Auditor for the year ended up to 31st March 2016 at a remuneration of ₹ 1, 00,000/- subject to ratification by the members in the ensuing Annual General Meeting.



16. Secretarial Auditors' report

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s. Roy Jacob & Co. Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit report is annexed herewith this report vide Annexure-C. The qualification / adverse remark in the report of Secretarial Audit have been explained by the Board in its Directors' Report.

17. AUDITOR'S REMARK

The Board of Director's explanation to auditor's remark is as follows:

(i) Explanation for Statutory Auditor's Remark

Sr. No.	Statutory Auditor's Remark	Directors' explanation
1	With reference to Note no. 44 regarding the non provision by the company of the interest amounting to ₹ 32.70 crores on its working capital facilities from banks during the year. Had this amount been provided for, the loss would have been higher by ₹ 32.70 crores and Secured loans would have been higher by an amount of ₹ 32.70 crores.	The Company is trying for One Time Settlement (OTS) with the banks. Hence, it is felt prudent for not providing for interest after the accounts became NPA.
2	The Company has not complied with the provisions of sections 74 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules 2014 with regard to non-repayment of deposits and interest on due date, maintenance of liquid assets to the extent required as well as not fully complying with the orders passed by the Company Law Board.	On account of huge losses and negative net worth, there was financial crunch. Hence, (i) as required u/s section 74 of the Companies Act, 2013, the Company could not pay its outstanding deposits as on 31.03.2014, within a period of one year i.e. by 31.03.2015. (ii) could not maintain liquid assets (iii) could not comply fully with the orders passed by the Company Law Board u/s section 58A(9) of the Companies Act, 1956.
3	With reference to Note no. 42 regarding the company not having the balance confirmations for its party balances and hence our inability to state whether these balances are recoverable / payable to the extent stated.	The Company is taking steps to obtain balance confirmation from its parties. However, it will not have any material impact on the state of affairs of the Company.
4	According to the information and explanations given to us and the records of the Company examined by us, in our opinion except for dues in respect of Dividend Distribution Tax, Tax Deducted at source, Professional Tax, Tax Collected at Source, Service Tax and Provident Fund, the Company is generally regular in depositing the undisputed statutory dues including Wealth Tax, Excise Duty Custom Duty, Cess and other material statutory dues, as applicable, with the appropriate authorities. The following balances remain in arrears as at the last day of financial year for a period exceeding six months from the date they become payable: Tax Deducted at Source ₹ 1846145 Profession Tax ₹ 20550 Tax Collected at Source ₹ 40763 Service Tax ₹ 158043 Provident Fund ₹ 579895 Dividend Distribution Tax ₹ 35908091 Interest on Dividend Distribution Tax ₹ 16158641	The Company has complied with the deposits of taxes now except the Tax deducted at source, Tax collected at source, Service tax, dividend distribution tax and interest on dividend distribution tax

**(ii) Explanation for Secretarial Auditor's Remark**

Sr. No.	Secretarial Auditor's Remark	Directors' explanation
1	<i>Company has not filed Annual Accounts for the Financial ended 31st March 2014 with the Registrar of Companies.</i>	Due to lock-out at one of our unit at Khopoli, the relevant data required for XBRL filing of Accounts could not be gathered, hence it could not be compiled. The Management is in the process of getting the required information . The accounts would be filed very soon.
2	i) <i>Annual Return filed with delay of 18 days and the same is not yet approved by MCA.</i> ii) <i>Delay in filing DIR 12 in respect of change in Directors beyond 30 days.</i> iii) <i>Delayed in Crediting the amounts to Investors (Education and protection) Fund.</i> iv) <i>Filed Form5INV with delay beyond 90 days.</i>	Due to administrative reason, the filing was delayed. Due to administrative reason, the filing was delayed. Due to Banker's (where dividend account was opened) administrative problem, there was delay. Due to Banker's (where dividend account was opened) administrative problem, there was delay.
3	<i>Has not complied with the provisions of section 149 in respect of appointment of women Director during the audit period.</i>	The management was not able to get right person to be appointed as woman Director. However, the Company has appointed woman Director on 21.04.2015
4	i) <i>The video records as produced by the management in respect of Board meeting held on 14th June 2014 is not reviewable</i> ii) <i>Not complied with the provisions of clause 38 of the listing agreement in respect of payment of Listing Fees.</i> iii) <i>Audited financial Results for the year/quarter ended 31st March 2014 was approved on 14/08/2014.</i> iv) <i>Share Holding Pattern for the quarter 30/09/2014 submitted with a delay of 13 days</i> v) <i>Certificate under clause 47© of the listing agreement and Reconciliation of Share Capital Audit Report for the quarter ended 30/09/2014 is submitted on 24/11/2014.</i> vi) <i>Has not complied with the provisions of Clause 49 III B, in respect of meeting of Audit Committee Meetings. Company held 4 meeting of Audit Committee, including the 2 meetings held on 14th August 2014 at a time gap of 1.5 hour. Further the gap between two Audit Committee meetings held during the audit period elapsed for more than 4 months</i>	The participation of director through video conference was recorded through Laptop camera. Unfortunately, due to technical reason, the harddisk of laptop got crashed. Hence, the video could not be reviewed properly. On account of huge losses and negative net worth, there was financial crunch. Hence,listing fee could not be paid. The meeting could not be held in time due to non-availability of Independent Director for convening of meeting of audit Committee. Hence Board of Directors could not consider for approval. Due to huge losses and financial crunch, Company could not pay dues of Depositories as well as RTA. The benpose was not made available. Hence there was delay . Due to huge losses and financial crunch, Company could not pay dues of Depositories as well as RTA. The benpose was not made available. Hence there was delay. The meeting could not be held in time due to non-availability of Independent Director for convening of meeting of audit Committee.

18. Directors and key managerial personnel

During the year under review, the following Directors resigned from the office of Directorship:

- (i) Shri Yashovardhan Birla, Chairman, stepped down from the Board of the Company on August 14, 2014. He was associated with the Company for over two decades The Board places on record its appreciation of the invaluable contribution and guidance provided by him.



- (ii) Shri Pushkar Natu resigned w.e.f. 14.08.2014
- (iii) Shri Rubeen Malkani resigned w.e.f. 14.08.2014
- (iv) Shri Jignesh Mehta resigned w.e.f. 14.08.2014

During the year under review, the Members approved the appointment of:

- (i) Mr Ashish Mahendrakar(DIN: 03584695)as Non-Executive Non-Independent Director (Resigned w.e.f. 12.08.2015)
- (ii) Mr Satish Jadhav(DIN: 06941520) as Non-Executive,Independent Director (Resigned w.e.f. 12.08.2015)
- (iii) Mr Ameya Jagushte (DIN: 06947645) as Non-Executive,Independent Director (Resigned w.e.f. 02.12.2014)

The following persons have been appointed as Additional Director after the last Annual general Meeting:

- (i) Mr Anirudh Waghmare (DIN: 06986239) w..e.f. 30.09.2014 who holds office upto the date of ensuing Annual General Meeting.
- (ii) Mr Ashok Saaliyan (DIN: 07031046) w.e.f. 01.12.2014. He holds office of the Additional Director up to the ensuing Annual General Meeting of the Company. He qualifies the criteria of Independent directorship The Company has received notice u/s 160 of the Companies Act,2013 from a shareholder of the company proposing his Candidature for the office of the Director as Independent Director.
- (iii) Mrs. Minal Pote(DIN: 07163539) w.e.f. 21.04.2015. She holds office of the Additional Director up to the ensuing Annual General Meeting of the Company. She qualifies the criteria of Independent directorship The Company has received notice u/s 160 of the Companies Act,2013 from a shareholder of the company proposing her Candidature for the office of the Director as Independent Director.
- (iii) Mr Harish Kori (DIN: 07139454) w.e.f. 05.08.2015. He holds office of the Additional Director up to the ensuing Annual General Meeting of the Company. The Company has received notice u/s 160 of the Companies Act,2013 from a shareholder of the company proposing his Candidature for the office of the Director .

Pursuant to the provisions of Section 203 of the Act, Mr. Pushkar Natu was appointed as Chief Executive Officer, being Key Managerial Personnel, w.e.f. 14.08.2014

19. Number of meetings of the board

Four meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

20. Board evaluation

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49"). The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

21. Declaration of Independence

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued there under as well as Clause 49 of the Listing Agreement.



22. Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act, has been disclosed in the corporate governance report, which forms part of the directors' report.

23. Internal financial control systems and their adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

24. Audit committee

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

25. Risk management

The Board of the Company has framed the risk management policy to implement and monitor the risk management plan for the Company. The Board is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

26. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

27. Transactions with related parties

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure D** in Form AOC-2 and the same forms part of this report.

28. Material Changes and Commitments occurred between the end of financial year under review and the date on this report.

No material changes and commitments have occurred between the end of the financial year under review and the date of this report.

29. Statement pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 on conservation of energy, technology absorption, foreign exchange earnings & outgoings

Statements pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 on conservation of energy, technology absorption, foreign exchange earnings & outgoings are annexed as annexure "E" and forms part of this report.

30. Vigil Mechanism/Whistle Blower Policy

The Company has adopted Vigil Mechanism/Whistle Blower Policy, which was approved by the Board of Directors of the Company. The said policy provides a formal mechanism for all employees of the Company to approach Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behavior, actual or suspected fraud and violation of the Company's Code of Conduct and Business Ethics. Under the Policy, each employee of the Company has an assured access to the Chairman of the Audit Committee.

31. Corporate social responsibility

Since the Company does not qualify any of the criteria as laid down in section 135(1) of the Companies Act, 2013 with regard to Corporate Social Responsibility, provisions of section 135 are not applicable to the Company.

32. Extract of annual return

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure F** in the prescribed Form MGT-9, which forms part of this report.



33. Material Orders Passed by the Regulators / Courts / Tribunals :

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future..

34. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

As Directors are not paid any remuneration, except the sitting fees, hence, this clause is not applicable.

(ii) The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer Company Secretary in the financial year;

Directors*, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in the remuneration in the financial year
**Shri Pushkar Natu, C.E.O. (w.e.f. 14-08-2014)	-
Shri B. Girvanesh, C.F.O.	Nil
Shri Vimal Prakash Dubey, Company Secretary	Nil

* Since Directors are not paid any remuneration except sitting fees, hence, details for them are not given.

** Since this information is part of the year, the same is not comparable.

(iii) the percentage increase in the median remuneration of employees in the financial year: (68.41%)

(iv) the number of permanent employees on the rolls of company: 367

(v) the explanation on the relationship between average increase in remuneration and company performance:

On an average, employees received an annual increase of 8%. The individual increments varied from 6% to 10%, based on individual performance.

(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2014-15 ₹ In lacs	30.37
Revenue(₹ in lacs)	7489.97
Remuneration of KMPs(as % of revenue)	0.41
Profit before Tax (PBT) (₹ In lacs)	(6608.17)
Remuneration of KMPs(as % of PBT)	Not applicable*

* Since there is loss, hence not applicable.

(vii) variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year

Particulars	March 31, 2015	March 31, 2014	% Change
Market capitalization (in ₹)	12,07,78,012	13,12,80,448	(8)
Price Earnings ratio	(4.18)	(0.06)	(6866)

(viii) percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

Particulars	March 31, 2015	October 20, 2006 (IPO)	% Change
Market Price (BSE)₹	0.92*	55	(98.32)
Market Price (NSE)₹	0.90*	55	(98.36)

* price based on number of shares including 4,24,41,904 shares issued on various ground after the IPO .



- (ix) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average annual increase was around 8%.

- (x) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;

	Shri Pushkar M. Natu, C.E.O.	Shri B. Girvanesh C.F.O.	Shri Vimal Prakash Dubey Company Secretary
Remuneration in FY 2014-15 (₹ in Lacs)	15.17	7.97	7.23
Revenue (₹ in Lacs)	7489.97	7489.97	7489.97
Remuneration as of % of revenue	0.20	0.11	0.09
Profit Before tax (PBT) (in Lacs)	(6608.17)	(6608.17)	(6608.17)
Remuneration (as % of PBT)	Not Applicable*	Not Applicable*	Not Applicable*

* Since there is loss, hence not applicable.

- (xi) the key parameters for any variable component of remuneration availed by the directors;

Since no remuneration has been paid to Directors except fee for attending Meetings, hence not applicable.

- (xii) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

Since no remuneration has been paid to Directors except fee for attending Meetings, hence not applicable.

- (xiii) affirmation that the remuneration is as per the remuneration policy of the company

The Company affirms that the remuneration is as per the remuneration policy of the Company.

- (xiv) As none of the employees is drawing remuneration not less than ₹ 60 lacs p.a. or ₹ 5 lacs p.m., if employed for the part of the year. Hence, the statement containing particulars of employees as required under Section 197(12) of the Act read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

35. Disclosure pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted Committees in the name of "Internal Complaints Committee" for the Registered Office & Units of the Company. During the Financial Year 2014-15, there were no cases filed under the said Act

36. PERSONNEL

Your Directors also wish to place on record their deep sense of appreciation to the contribution made by the employees at all levels who, through their competence, diligence, solidarity, co-operation and support, have enabled the Company to achieve the desired results during the year.

37. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institution, banks, Government authorities, customers, vendors and members during the year under review.

For and on behalf of the Board

Place: Mumbai
Date: 14.08.2015

Ashok Saaliyan
Director
(DIN: 07031046)

Harish Kori
Director
(DIN: 07139454)



ANNEXURE TO DIRECTORS' REPORT

Annexure - A

MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to the amended Clause 49 (VIII) (D) of the Listing Agreement your Directors wish to report as follows:

a) Industry Structure & Developments:

Steel Industry plays a vital role in the development of any modern and emerging economy. The per capita consumption of steel is generally accepted as a yardstick to measure the level of socioeconomic development and living standards of its countrymen. Steel industry derives its demand from other important sectors like infrastructure, aviation, engineering, construction, automobile, pipes and tubes etc. Thus, its intense integration with other important industries makes it a strategic sector for the Governments as well.

The Indian steel sector enjoys advantages of domestic availability of raw materials and cheap labour. Iron ore is also available in abundant quantities, though the continued mining restrictions have put a strain on its availability as well as price. This abundance has been providing a major cost advantage to the domestic steel industry India was the world's fourth largest Steel producer during the last year and by overtaking the US, it has become the world's third largest steel producer during January-March of the current year. Today, pipes are the most preferred mode of transport for liquids and gases globally as they are safe and economical. In comparison to rail & roads, they have lower operating cost per unit and also higher capacity. Additionally, Indian companies have acquired global accreditations and certifications which make them preferred suppliers to most of the world's top oil and gas companies in the Middle East, North America and Europe.

Although slowdown is expected in demand for Capital Goods, Automotive, Construction and Consumer Durables are expected to show marginal growth. Positive signs are expected on back of modest recovery in economic growth. Likely Increase in Government spends in the Power sector & infrastructure push will fuel segmental growth. Also with expected decline in inflation and interest rates, demand for consumer goods is expected to show positive growth.

b) Opportunities & Threats:

In India, the steel Industry is passing through a challenging phase. Domestic consumption is severely affected due to lack of activity in infrastructure, as well as in the manufacturing space. The biggest challenge facing the domestic steel industry is to have the per capita steel consumption in India at par with the average global standards. The new Government at the center has, however, rekindled hope in the industry. The ambitious infrastructure projects and the thrust in manufacturing through the "Make in India" campaign are steps in the right direction. The plan for smart cities, improved road and rail connectivity by building highways, bridges and dedicated freight and superfast rail corridors have huge potential to spur domestic steel demand. Consuming sectors - construction, automobile and engineering are expected to grow in 2015-16 fuelled by the softening of interest rates and implementation of government policies for the revival of infrastructure and investment in the country.

A better GDP forecast in 2015-16 supported by estimated industrial growth of 6.5 per cent would gradually increase steel demand in the country. Average prices for steel-making raw materials 2013-14. However, the Indian iron ore mining industry is undergoing a difficult phase given regulatory intervention in various states due to which the steel producers will continue to face inadequate availability of domestic iron ore in the short term. Demand for steel is expected to improve in 2015-16 but steel prices will remain restrained due to global weak steel pricing trend, increasing cheap imports and prevailing overcapacity with domestic producers. India also witnessed a surge in steel imports from China in 2014, particularly from July 2014 onwards. Steel imports from China almost doubled during Apr-Nov 2014 compared to consecutive period of last year. Similar trend in 2015-16 continues to be a matter of concern. The unavailability of steel plates/coils (the primary component in pipe manufacturing) is the biggest risk factor for the pipe-manufacturing industry, because majority of them are imported into India. Long gestation supplies of these materials or any subsequent delay in delivery could affect the production cycle of the business. A sharp and unprecedented increase in the cost of freight may lead to pressure on margins. Presently, the cost of freight is calculated prior to the execution of the order. However, if this cost were to rise sharply and suddenly, the pipe-manufacturing companies could be at risk if charter rates were not tied up well in advance. There could be competition from PEC Pipes manufactures in the medium to long term. The Indian pipe manufacturers are subject to foreign exchange risk due to high imports and exports. Any adverse change in government policies can affect the industry. Though the order of International Trade Commission(ITC) rejecting the Anti Dumping Duty and countervailing duty levied by US Department of Commerce on the company was in our favour, but one of the petitioners has filed against the order of ITC for final determination and asked for civil action against the decision of ITC. Hence, this could be a threat to the business of our company.

c) Segment-wise or Product-wise Performance

Since your Company operates only in one Segment, segment-wise or product-wise analysis of performance is not applicable.

**d) Outlook:**

India's steel consumption growth is likely to be the highest both in current year and the next year at 6.2% and 7.3%, respectively, while all other major consuming countries such as China, US, Japan and Korea are expected to witness a decline, says World Steel Association (WSA) in its first short range outlook for 2015. WSA (whose members contribute 85% of the global steel production), sees "increased optimism" about India and forecast India's steel consumption to go up from level of 76.3 MT in 2014-15 to more than 80 MT in 2015-16.

Considering the business model the Company had pursued in the past for exports and domestic, the future model is being adjusted to overcome the threat of Anti-dumping and CVD imposed by the USA and the loss of business due to the same in USA. As one of the petitioners has filed a case against order of ITC, USA, as stated above, many customers are shy of doing the trade with our Company till the disposal of the petition. More aggressive approach in domestic market supported by good domestic economic growth, backed by well established brand image, global reach and focused approach, the Company is hopeful that the demand for the Companies steel pipes will continue to grow in future.

Company is also aggressively pursuing the plan to move up in the value chain by diversifying/expanding into locations and additional product range. The Company is also in the process of further improving its performance by achieving organic & inorganic growth.

e) Risks and Concerns:

In accordance with clause 49 of the Listing agreement, your Company has duly adopted steps for framing, implementing and monitoring the risk management plan and accordingly your Directors have put in place critical risk management framework across the Company for identification and evaluation of all potential risks. Your Company is continuously evolving and improving systems and measures to take care of all the risk exigencies involved in the business. All inherent risks are identified, measured, monitored and regularly reported to management. The management decides measures required to overcome these risks and ensure implementation of proper risk mitigation plans. The risk report and mitigation plans are presented to the Board of Directors periodically.

f) Internal Control Systems and their adequacy:

Your Company has an effective Internal Control System to prevent fraud and misuse of Company's resources and protect shareholders' interest. Your Company has an independent Internal Audit Department to monitor and review and focus on the compliances of various business processes. The internal audit report along with audit findings and tracking of process improvements & compliances is presented for review to the Audit Committee of Board of Directors.

g) Discussion on Financial Performance with respect to Operational Performance and state of Company's affairs:

During the year under review, the net income of the Company has reduced to ₹ 7489.97 lacs as compared to ₹ 15945.30 lacs of previous year due to decline in sales on account of the various factors enumerated above and heavy constraint of working capital as the banks have withdrawn the support of extending credit facilities. The Company is working on the ways and means to regularize the overdraft with the co-operation and consensus of the bankers. Loss after Tax for the financial year stood at ₹ 7267.42 lacs as against loss of ₹ 19979.45 lacs of previous year.

h) Human Resources Development and Industrial Relations:

Your Company focuses on developing the most superior workforce so that the organization and individual employees can accomplish their work goals in service to the end users. To improve employee productivity, PMS (Performance Management System) was implemented across the organization.

Your Company has put in place suitable processes and mechanism to ensure that grievances are effectively addressed. Employee Grievance Redressal Committee and the Internal Complaints Committee are intended to facilitate open and structured discussion on work related grievances of employees and Sexual Harassment complaints respectively, to ensure that these are dealt with in a fair and just manner. Our Anti-Sexual Harassment initiatives allow employees to report sexual harassment case at the workplace.

Presently, your Company employs more than 300 employees. There is Lock-out at factory at Khopoli since December, 2013. The industrial relation continues to remain generally cordial at all locations of the Company except its factory at Khopoli.

i) Cautionary Statement:

The Management Discussion and Analysis describe Company's projections, expectations or predictions and are forward looking statements' within the meaning of applicable laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply, price conditions in domestic and international market, change in Government regulations, tax regimes, economic developments and other related and incidental factors.



Annexure – B

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is globally recognized as a fundamental component for the sustained growth of every corporate entity. Sound practices and responsible corporate behavior contribute to superior long-term performance of companies. Adoption to changing times is the key to corporate growth and long term survival. In fact, better governance practices enable corporate to introduce more effective internal controls suitable to changing and growing nature of business operations. In India, Corporates have adopted better governance practices and have demonstrated openness in their dealings with stakeholders across the board. This has been augmented by regulatory authorities introducing and improving governance practices for Indian corporate over the last decade.

1. Company's Philosophy on Code of Corporate Governance:

At Zenith Birla (India) Limited, thrust is to achieve good conduct and governance by ensuring truth, transparency, accountability and responsibility in all dealings with employees, shareholders, consumers, suppliers and community at large. The Corporate Governance is ongoing process and the Company has always focused on good corporate governance, which is key driver of sustainable corporate growth, long term value creation and trust. Even in fiercely competitive business environment, the Management and Employees of the Company are committed to uphold the core values of transparency, integrity, honesty and accountability.

Corporate Governance is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. It involves leveraging its resources and aligning its activities to consumers need, shareholder value creation and employee growth, thereby satisfying all its stakeholders while minimizing risks. The Company has adopted the Code of Conduct and Business Ethics for Employees, Board Members and Senior management Personnel and also the Whistle Blower Policy in due compliance of Clause 49 of the Listing agreement with the Stock Exchanges and in pursuit of excellence in Corporate Governance. The Company believes in timely and adequate information and protection to minority shareholders.

Above all else, we believe that Corporate Governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and sense of responsibility & justice. Achieving this balance depends upon how accountable and transparent the Company is. Accountability improves decision making. Transparency helps to explain the rationale behind decisions and thereby builds Stakeholders' confidence.

2. Board of Directors

(A) Composition of Board:

As on 31st March, 2015, the Board of Directors has 4 (four) members, out of which 2 (two) are an Independent Director, 2 (Two) are Non-Executive, Non-Independent Directors. The composition of the Board was in conformity with Clause 49 of the Listing Agreements.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the Companies in which they are Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year under review and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other companies and number of shares held by them are provided in below table:

Name of Directors	Category of Directorship	No. of shares held as on 31.03.2015	*No. of other directorships as on 31.3.2015	#No. of other Committee positions		No. of Board Meetings attended during the year	Attendance at the 52nd Annual General Meeting held on 27.09.2014
				Chairman	Member		
Shri Ashish Mahendrakar (Appointed w.e.f. 14/08/2014)	Non-Executive Non-Independent	NIL	14	-	3	3	Yes
Shri Satish V Jadhav (Appointed w.e.f. 14/08/2014)	Non-Executive, Independent	Nil	2	-	3	3	Yes



Name of Directors	Category of Directorship	No. of shares held as on 31.03.2015	*No. of other directorships as on 31.3.2015	#No. of other Committee positions		No. of Board Meetings attended during the year	Attendance at the 52nd Annual General Meeting held on 27.09.2014
				Chairman	Member		
Shri Anirudha Waghmare (Appointed w.e.f. 30/09/2014)	Non-Executive, Non Independent	Nil	1	-	-	2	No
Shri Ameya Jagushte (Resigned w.e.f.02/12/2014)	Non-Executive, Independent	Nil	N.A.	2	2	2	Yes
Shri Ashok Saaliyan (Appointed w.e.f.01/12/2014)	Non-Executive, Independent	Nil	N.A.	1	1	1	No
Shri Pushkar Natu(resigned w.e.f. 14.08.2014)	Executive, Non-Independent	Nil	-	-	-	1	No
Shri Yashovardhan Birla (resigned on 14.08.2014)	Non-Executive, Non Independent	1,05,984	1	1	-	1	No
Shri Jignesh Mehta (resigned w.e.f. 14.08.2014)	Non-Executive, Independent	Nil	2	-	-	-	No
Shri Rubin Malkani(resigned.w.e.f. 14.08.2014)	Non-Executive, Independent	Nil	7	-	-	-	No

Represents Memberships / Chairmanships of Audit Committee and Stakeholders Relationship Committee.

Shri Pushkar Natu and Shri Yashovardhan Birla, being Directors were related to each other.

b) Number of Meetings of the Board of Directors held and dates on which held

Four meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

Sr. No.	Date of Meeting
1	14.06.2014
2	14.08.2014
3	14.11.2014
4	13.02.2015

Information of the Board Meeting and Committee meetings are given well in advance and communicated to all the Directors. Normally, Board Meetings and Committee meetings are held at the registered Office of the Company. The Agenda along with explanatory notes are sent in advance to all the Directors

c. Information placed before the Board of Directors:

All such matters as are statutorily required as per Annexure to Clause 49 and also matters relating to Corporate Plans, Mobilisation of Funds, Investments/Loans, Risk Management Policy, Capital Expenditure etc. are considered by the Board. Besides, the following information is also regularly placed before the Board for its consideration:

1. Annual operating plans and budgets and updates
2. Capital Budgets and updates
3. Minutes of Meetings of committee of the Board
4. Quarterly results of the Company
5. Material Transactions which are not in the ordinary course of business.
6. Compliance with all regulatory and statutory requirements
7. Fatal Accidents, dangerous occurrences, material effluent pollution problems
8. Recruitment and remuneration of senior officers just below the Board level
9. Investments/ Disinvestments



10. Risk Assessment Analysis

The Board periodically reviews compliance report of all applicable laws to the Company. Steps are taken by the Company to rectify the instances of non-compliance, if any.

During F.Y. 2014-15, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors.

The company has adopted the code of Conduct and Business Ethics for Executive and Non- Executive Directors and Senior Management Personnel. The Company has received confirmations from all the Directors of the Company as well as Senior Management Personnel, one level below the Directors, regarding compliance of the Code during the year under review. The Code of Conduct and Business Ethics adopted by the Company is posted on the website of the Company at www.zenithsteelpipes.com. The declaration by the Chief Executive Officer of the Company confirming the same is given below.

A declaration signed by the Chief Executive Officer (CEO) of the Company is given below:

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer, employees in the Executive Vice President cadre and the Company Secretary as on March 31, 2015.

Sd/-

PUSHKAR NATU

Chief Executive Officer

Place : Mumbai

Date : 14.08.2015

Non – Executive Directors' Compensation and disclosures:

Apart from sitting fees that are paid to the Non-Executive and Independent Directors for attending Board/Committee meetings, no other fees/commission were paid during the year. During the period under review, there was no pecuniary relationship or business transaction by the Company with any Non-Executive Directors. The details of sitting fees paid to the Directors are given separately in this report.



Details of the Directors seeking appointment at the forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement):

Name of the Director	Mr. Harish Kori	Mr. Ashok Saaliyan	Mrs Minal Pote
Date of Birth	19/01/1981	21/11/1987	05/09/1975
Date of Appointment	05/08/2015	01/12/2014	21/04/2015
Qualification	B.Com	B.Com	B.com
Expertise in specific functional area	Mr. Harish Kori aged 34 Years is B.Com having 8 years of experience in the field of marketing.	Mr. Ashok Saaliyan aged 27 years is B.com having 4 years of experience in field of finance.	Mrs. Minal Pote aged 40 Years is B.Com having experience of more than 10 years in field of accounts and finance.
Directorship held in other companies	I	NIL	NIL
Committee positions held in other companies (C = Chairman; M = Member)	NIL	NIL	NIL
No. of Shares held in the Company	NIL	NIL	NIL

Note :

1. Only two committees namely, Audit Committee and Stakeholders Relationship Committee have been considered.
2. Directorships of foreign companies and section 8 companies are not considered.

Other Provisions as to Board and Committee:

The Board meets at least once a quarter to review the quarterly performance and the financial results. Meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each Director. All the items in the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes are sent in advance separately to each Director and only in exceptional cases, the same is tabled at the meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman.

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at every Board Meeting, on the overall performance of the Company, with presentations by functional heads. Senior management is invited to attend the Board Meetings so as to provide additional inputs to the items being discussed by the Board.

The Board's role, functions, responsibility and accountability are clearly defined, in addition to matters statutorily requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, compliance with statutory/regulatory requirements, major accounting provisions and write-offs are considered by the Board.

The minutes of the Board Meeting are circulated in advance to all Directors and confirmed at subsequent Meeting.

The Board also reviews the declarations made by the Chief Financial Officer / Chief Executive Officer and the Company Secretary of the Company regarding compliance of all applicable laws on quarterly basis.

3. Audit Committee

a) Composition, Meetings and attendance during the year:

The Audit Committee invites such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. Chief Executive Officer and Chief Financial Officer of the Company attend the meetings. The Statutory Auditors and Internal Auditors attend the meetings on invitation from the Company. The Company Secretary acts as the Secretary to the Audit Committee.

- i. The audit committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 177 of the Act.



ii. The terms of reference of the audit committee are broadly as under:

Reviewing Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

Recommend the appointment, remuneration and terms of appointment of auditors of the Company;

Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act

Changes, if any, in accounting policies and practices and reasons for the same

Major accounting entries involving estimates based on the exercise of judgment by Management

Significant adjustments made in the financial statements arising out of audit findings

Compliance with listing and other legal requirements relating to financial statements

Disclosure of any related party transactions

Qualifications in the draft audit report

Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

Review and monitor the auditors' independence and performance, and effectiveness of audit process;

Approval or any subsequent modification of transactions of the Company with related parties;

Scrutiny of inter-corporate loans and investments;

Valuation of undertakings or assets of the Company, wherever it is necessary;

Evaluation of internal financial controls and risk management systems;

Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

Discussion with internal auditors of any significant findings and follow up there on;

Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;



Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;

To review the functioning of whistle blower mechanism.

Approval of appointment of CFO;

The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;

Carrying out any other function as is mentioned in the terms of reference of the audit committee;

Oversee financial reporting controls and process for material subsidiaries;

To mandatorily review the following information:

Management discussion and analysis of financial condition and results of operations;

Statement of significant related party transactions (as defined by the audit committee), submitted by management;

Management letters / letters of internal control weaknesses issued by the statutory auditors;

Internal audit reports relating to internal control weaknesses; and

The appointment, removal and terms of remuneration of the internal auditor.

- iii. The composition of the audit committee and the details of meetings attended by its members are given below:

The Audit Committee consists of three members. It is composed of two members, being Independent, Non-Executive Directors and one member, being Non-Executive Director and non-independent. All the members of the Audit Committee have adequate accounting and financial knowledge.

Shri Ameya Jagushte (upto 14/11/2014) and Shri Ashok Saaliyan (from 13/02/2015), being Chairman of the Committee are Non-Executive Independent Director.

During the year ended 31st March, 2015, the Committee met 4 times on 14th August 2014 at 2.00 pm, 14 August, 2014 at 3.30 pm, 14th November 2014, and 13th February 2015.

The composition of the Audit Committee and the attendance of members during the accounting period are as under:

Name of the Member	Category	No. of Meetings Attended
Shri Ameya Jagushte (Chairman) w.e.f.14.08.2014 to 14.11.2014	Independent Non-Executive	3
Shri Ashok Saaliyan (Chairman) w.e.f 13.02.2015	Independent Non-Executive	1
Shri Ashish Mahendrakar	Non Executive & Non-Independent	4

- iv. The previous annual general meeting (AGM) of the Company was held on September 27, 2014 and was attended by Mr. Ameya Jagushte, Chairman of the audit committee.
- v. The Audit Committee Meetings are usually held at the Registered Office of the Company and are normally attended by Chief Executive Officer, Chief financial Officer of the Company, representatives of the Statutory Auditors, Internal Auditors and Cost auditors. The Company Secretary acts as the secretary to the audit committee.

4. Vigil Mechanism/Whistle Blower Policy

The Company has adopted Whistle Blower policy, which was further aligned with the requirements under the Companies Act, 2013 and the Clause 49 of the Listing agreement and approved by the Audit Committee and the Board of Directors of the Company. The said policy provides for mechanism for all the employees of the Company to approach the Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behavior, actual or suspected fraud and violation of the Company's Code of Conduct and business ethics. Under the policy, each employee of the Company has an assured access to the Chairman of the Audit Committee.



5. Nomination and remuneration committee, Remuneration Policy and payments.

- i. The Company had a nomination committee and selection committee of directors. The Company had renamed and reconstituted the said Committee as the nomination and Remuneration Committee on August 14, 2014, pursuant to the provisions of the Act and clause 49 of the Listing Agreement.

- ii. The broad terms of reference of the Nomination and Remuneration Committee are as under:

Recommend to the board the set up and composition of the board and its committees. including the *"formulation of the criteria for determining qualifications, positive attributes and independence of a director"*. The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

Recommend to the board the appointment or reappointment of directors.

Devise a policy on board diversity.

Recommend to the board appointment of key managerial personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this committee).

Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors. This shall include *"formulation of criteria for evaluation of independent directors and the board"*.

Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.

Oversee familiarization programmes for directors.

Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).

Provide guidelines for remuneration of directors on material subsidiaries.

Recommend to the board on voting pattern for appointment and remuneration of directors on the boards of its material subsidiary companies.

Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

- iii. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

Name of Members & Designation in Committee	Category in the Board	No. of Meeting held	No. of Meetings attended during the F.Y.2014-15
1. Satish jadhav	Non-Executive Independent	1	1
2. Ashish Mahendrakar	Non-Executive Non Independent	1	1
3. Ameya Jagushte	Non-Executive Independent	1	1

During the year, one meeting of the nomination and remuneration committee were held on August 14, 2014 and was attended by, members of the Nomination & Remuneration Committee.

- iv. The Company does not have any employee stock option scheme.
- v. Remuneration policy:

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and



requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations.

The Company has policy to pay remuneration by way of salary, benefits, perquisites and allowances (fixed component) to its "Key Managerial Personnel". Annual increments are decided by the nomination and remuneration committee (NRC) within the salary scale approved by the members of the Company and is effective April 1 each year.

During the year 2014-15, the Company paid sitting fees of ₹ 20,000 per meeting to its non-executive directors for attending meetings of the board and ₹ 10,000/- for attending meetings of audit committee of the Board. The Company also reimburses the out-of-pocket expenses incurred by the directors for attending the meetings.

vi. Details of sitting fees for the year ended March 31, 2015:

Name of Director	Sitting Fees paid during 1 st April, 2014 to 31 st March, 2015 (₹ In Lakhs)
Shri Ashish Mahendrakar	0.90
Shri Satish Jadhav	0.90
Shri Ameya Jagushte	0.60
Shri Anirudha Waghmare	0.40
Shri Ashok Saaliyan	0.30

vii. None of the Directors is holding equity shares of the Company as on 31.03.2015

6. Board Sub-Committees for Shareholders

Stakeholders' relationship committee

- The Company had a shareholders / investors grievance committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc. The nomenclature of the said committee was changed to stakeholders' relationship committee in the light of provisions of the Act and revised clause 49 of the Listing Agreement.
- The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of the Member	Category	Position in Committee	No. of Meetings attended
1. Shri Rubeen Malkani	Non-Executive Independent	Chairman	4
2. Shri Pushkar Natu	Whole Time Director	Member	4
3. Shri Ashish Mahendrakar	Non-Executive Non Independent	Chairman	6
4. Shri Satish jadhav	Non-Executive Independent	Member	6

The Company Secretary acts as the Secretary to the Stakeholders Relationship Committee

- The Company has always valued its customer relationships. This philosophy has been extended to Stakeholders relationship. It focuses on servicing the needs of various stakeholders viz. investors, Depositors, analysts, brokers and the general public. The Committee also monitors implementation and compliance with Company's Code of Conduct for Prohibition of Insider Trading in pursuance to SEBI (Prohibition of Insider Trading) Regulations.

iv. Name, designation and address of Compliance Officer:

Mr. Vimal Prakash Dubey
Company Secretary
Zenith Birla(India)Limited
5th Floor, Industry House
Churchgate Reclamation
Mumbai 400 020
Telephone: 91-22-22026340



- v. Details of investor complaints received and redressed during the year 2014-15 are as follows:

The total number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up is provided as under-

Type of Complaints	No. of Complaints		
	Received	Resolved	Pending
Non receipt of Certificates after transfer / after exchange	5	5	-
Non receipt of Dividend Warrants	7	7	-
Non receipt of Annual Report	6	6	-
Non receipt of Bonus Shares	1	1	-
Non receipt of Demat Credit	2	2	-
Non receipt of Demat Rejection Documents	4	4	-
Non receipt of Exchange Share Certificates	1	1	-
Stock Exchange	3	3	-
SEBI	1	1	-
Total	30	30	-

7. Subsidiary Company

The Company has two subsidiary companies. However, the Company does not have any material non-listed Indian subsidiary whose turnover or net worth (i.e. paid-up capital and free reserves) exceed 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding year.

Sr. No.	Name of the Subsidiary	Date of Incorporation	Country in which incorporated
1.	Zenith (USA) Inc.	June 18, 1970	USA
2.	Zenith Middle East FZ LLC	November 27, 2013	Dubai - UAE

Financial Statements of Subsidiary Companies are reviewed by the Audit Committee of the Company.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following

Link <http://www.zenithsteelpipes.com>

8. General Body Meetings

- (a) Details of location, time and date of last three Annual General Meetings(AGM) are given below:-

Year	AGM	Location	Day, Date & Time
2013-2014	52 nd	Gopi Birla Memorial School, Walkeshwar Road, 68, Walkeshwar, Malabar Hill Mumbai – 400 006.	Saturday, 27.09.2014 at 3.30 p.m.
2012-2013	51 st	Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018	Monday, 24.09.2013 at 3.30 p.m.
2011-2012	50 th	Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018	Monday, 17.09.2012 at 3.30 p.m.

- (b) Extra Ordinary General Meeting

There was no Extra Ordinary General Meeting held during the Financial Year 2014-15

- (c) Details of Special Resolution passed during last three years at the Annual General Meetings:

Date of AGM	Particulars of Special Resolutions Passed
2013-2014	<ol style="list-style-type: none"> To reconfirm authority to Board of Directors for Borrowings upto ₹ 600 crores To Approve Creation of Charge / Security over the assets / undertaking of the company, in respect of Borrowings. Ratification of Cost Auditor's Remuneration.

2012-13	Issue of Warrants to the Promoters & Promoter Group on preferential allotment basis.
2011-12	Reappointment of Shri M. S. Arora, Managing Director of the Company for another term of 3 years.

(d) Postal Ballot

During the year under review, there was no Special resolution proposed and/ or transacted through Postal Ballot. No Special resolution requiring postal ballot being proposed for the ensuing Annual General Meeting.

9. DISCLOSURES:

- i. **Disclosures on materially significant related party transactions i.e. the Company's transactions that are of material nature, with its promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large:**

The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and / or relatives have personal interest. There were no materially significant related party transactions i.e. transactions of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. Related Party Transactions have been included in the notes to the Annual Accounts of the Company for the year ended 31st March, 2015.

The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link http://www.zenithsteelpipes.com/investors/corp_governance/Documents/_Related_Party_Transactions_Policy.pdf

- ii. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2012-13, 2013-14 and 2014-15 respectively:

The Company has complied with requirements of the Stock Exchanges, SEBI and other authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the company by the stock exchanges, SEBI or other statutory authorities relating to the above.

- iii. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link <http://www.zenithsteelpipes.com>.
- iv. All mandatory requirements as per clause 49 of the listing agreement have been complied with by the company.
- v. All assets of the Company whether movable or immovable are sufficiently insured. All foreseeable risk whether in terms of foreign currency exposure, data and record management etc. are being managed effectively by the Company. The Risk Management Policy as approved by the Board of Directors and amended from time to time is being adhered to.

10. Reconciliation of Share Capital:

A qualified Company Secretary carried out an audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the total number of shares in physical and the total number of dematerialized shares held with NSDL and CDSL.

Pursuant to Clause 47 (c) of the Listing agreement with the Stock Exchanges, certificate, on half yearly basis, have been issued by a Company Secretary in Practice for due compliance of share transfer formalities of the Company.

11. Means of Communication:

- a. **Results:** The unaudited quarterly financial statements are announced within forty-five days of the end of each quarter and the audited annual results are announced within sixty days from the end of the last quarter. The aforesaid financial statements after being taken on record by the Audit Committee and Board of Directors are communicated to the Stock Exchanges where the shares of the Company are listed.



Quarterly and Annual Results are published in newspapers viz The Free Press Journal and Navshakti in the format prescribed under Clause 41 of the Listing agreement with the stock exchanges where the shares of the Company are listed.

b. Management Discussion & Analysis Report

The Management discussion & analysis Report forms part of the Directors' Report. All matters pertaining to industry structure and developments, opportunities and threats, out look risks and concerns, internal control and systems etc. are discussed in the said report.

c. Company's Corporate Website:

The financial results are also posted on the Company's Website www.zenithsteelpipes.com The Company's website provides information about its business and the Section on "Investor's Information" serves to inform and service the Shareholders allowing them to access information at their convenience.

d. Annual Report: Annual Report is circulated to all the members within the required time frame.

Investor Email ID of the Registrar & Share Transfer Agents: All the share related requests/ queries/ correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agents of the Company **Bigshare Services Private Limited** and/ or email them to investor@bigshareonline.com

Designated Email ID for Complaints/ Redressal: In compliance of clause 47(f) of the Listing Agreement entered with the Stock Exchanges, the Company has designated an email ID share@zenithsteelpipes.com exclusively for the purpose of registering complaints/ grievances by investors. Investors whose requests/ queries/correspondence remain unresolved can send their complaints/ grievances to the above referred e-mail ID and the same would be attended to promptly by the Company.

12. General Shareholder's Information:

The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L29220MH1960PLC011773

1. Annual General Meeting

Day, Date & Time	: Saturday, 26th September, 2015 at 11.00 a.m.
Venue	Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar Malabar Hill, Mumbai-400 006

2. Financial Calendar for the year 2015-16 (Tentative)

Accounting Year	: April 1, 2015 to March 31, 2016
First Quarter Results	: On or before 14 th August, 2015
Second Quarter Results	: On or before 14 th November, 2015
Third Quarter Results	: On or before 14 th February, 2016
Fourth Quarter and Annual Results	: On or before 30 th May, 2016
Mailing of Annual Report	: July/August, 2016
Annual General Meeting	: On or before 30th September, 2016
Book Closure Date	: From Saturday, 19th September 2015 to Saturday, 26 th September, 2015 (both days inclusive).
Registered Office	: Dalamal House, 1st Floor, 206, J. B. Marg, Nariman Point, Mumbai – 400 021.



- Listing of Equity Shares on the Stock Exchange : 1. Bombay Stock Exchange Ltd.
P. J. Towers, Dalal Street,
Mumbai 400 023.
2. National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051.

Note: Due to financial crunch, Listing Fees for the year 2014-15 have not been paid to Bombay Stock Exchange Limited and the National Stock Exchange of India Limited

- i. Stock Exchange Bombay Stock Exchange Ltd.
P. J. Towers, Dalal Street,
Mumbai 400 023
- Stock Code 531845
- ii. Stock Exchange National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex,
Bandra(East), Mumbai 400 051
- Stock Code ZENITHBIR
- iii. ISIN No. for the Company's Equity Shares in Demat form INE318D01020
- iv. Depositories connectivity NSDL and CDSL

Dividend policy:

Dividends, other than interim dividend(s), are to be declared at the annual general meetings of shareholders based on the recommendation of the board of directors. Generally, the factors that may be considered by the board of directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The board of directors may also from time to time pay interim dividend(s) to shareholders.

Stock Price Data and Comparison to broad –based indices:

- (a) Market Price Data: High, Low during each month in the financial year.

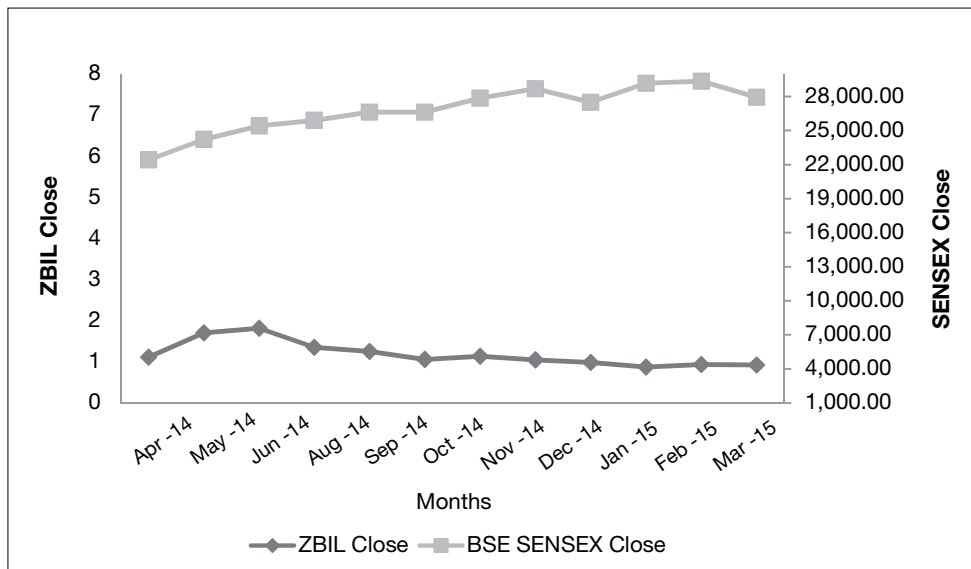
Monthly High/ Low of market price of the Company's shares traded on the Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange of India Limited (NSE) during the financial year ended 31st March, 2014 is furnished below:

Months	NSE		BSE		Months	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)		High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2014	1.30	1.00	1.38	0.95	October, 2014	1.20	0.95	1.22	0.97
May, 2014	1.95	1.00	2.05	1.01	November, 2014	1.25	1.00	1.30	1.01
June, 2014	2.20	1.60	2.22	1.55	December, 2014	1.10	0.85	1.25	0.80
July, 2014	1.90	1.30	1.92	1.21	January, 2015	1.10	0.85	1.28	0.83
August, 2014	1.45	1.20	1.49	1.21	February, 2015	1.00	0.80	1.00	0.77
September, 2014	1.40	1.00	1.50	0.96	March, 2015	1.00	0.80	1.00	0.78

Source: www.bseindia.com, www.nseindia.com



- (b) Monthly closing market price of the Company's shares traded on Bombay Stock Exchange Limited verses Sensex closing at Bombay Stock Exchange Limited is shown in below graph.



Registrar & Share Transfer Agents

For Electronic & Physical Mode : Bigshare Services Pvt. Ltd.
E/2, Ansa Industrial Estate, Saki Naka,
Saki Vihar Road, Andheri (East)
Mumbai 400072
Tel. Nos. 28470652 / 40430200
Fax No. 28475207
e.mail: investor@bigshareonline.com

Shareholders can login in to www.bigshareonline.com, the website of our Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited for assistance.

Share Transfer System

The Board has delegated the authority for approving transfer, transmission etc. of Company's securities to the Stakeholders Relationship Committee, who in turn has authorized the Company Secretary and officials of the Secretarial Department to carry this work. The share transfer formalities are completed on a weekly basis. The Shares sent for transfer in physical form are sent to Registrars and Share Transfer Agents, and returned between 15 to 30 days from the date of receipt, if Documents are in order in all respects. Shares under objections are returned within 2 weeks.

In compliance with Clause 47(c) of the Listing Agreement, the Company obtains a certificate from practicing Company Secretary on a half-yearly basis confirming that all certificates have been issued within one month from the date of lodgments for transfer, sub-division, consolidation etc.

Distribution of Shareholding as on 31st March, 2015

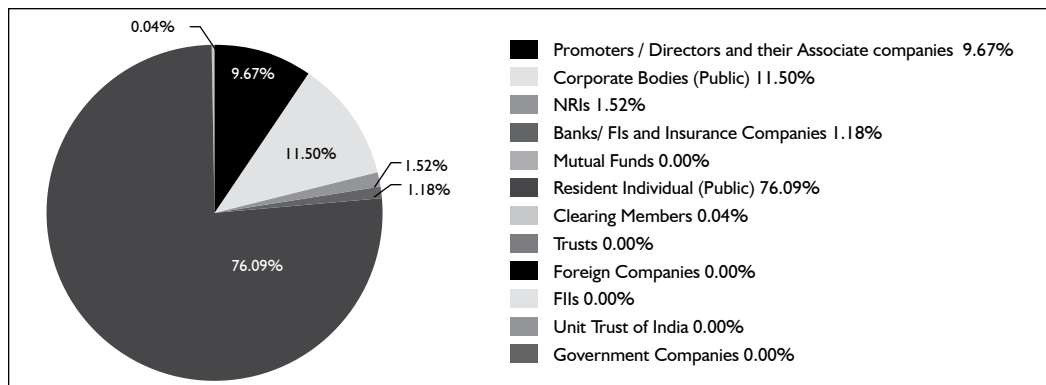
No. of Equity Shares held	Total No. of Shareholders	No. of Shares held	Percentage Shareholding In %
1 to 500	64559	4406966	3.356
501 to 1000	3967	3167258	2.412
1001 to 2000	2732	4149311	3.160
2001 to 3000	1132	2924568	2.227
3001 to 4000	567	2068900	1.575



4001 to 5000	570	2740752	2.087
5001 to 10000	1042	7935900	6.045
10001 and above	1153	103886793	79.133
Total	75722	131280448	100

Share holding Pattern of the Company as on 31st March, 2015(including Demat)

Categories	No. of Shareholders	No. of shares held	Percentage of total Shares
Promoters / Directors and their Associate companies	14	12698273	9.67
Corporate Bodies (Public)	517	15080003	11.50
NRIs	313	1999036	1.52
Banks/ FIs and Insurance Companies	48	1552517	1.18
Mutual Funds	4	650	0.00
Resident Individual (Public)	74790	99896651	76.09
Clearing Members	25	48968	0.04
Trusts	8	1318	0.00
Foreign Companies	0	0	0
FIs	-	-	-
Unit Trust of India	2	3015	0.00
Government Companies	1	17	0.00
Total	75722	131280448	100.00



Shareholding of Non executive Directors of the Company as on 31st March, 2015

Name of the Non Executive Directors	No. of shares held	Percentage of total Shares
Mr Ashish Mahendrakar	Nil	Nil
Mr Satish Jadhav	Nil	Nil
Mr Anirudha Waghmare	Nil	Nil
Mr Ashok Saaliyan	Nil	Nil
Total	Nil	Nil

Dematerialization of shares and liquidity:

98.86% of the total Equity Capital is held in dematerialized form with NSDL and CDSL as on 31.03.2015. Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by Securities and Exchange Board of India (SEBI).



Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

Plant Location

- a) Khopoli Unit
Tal Khopoli
Dist. Raigad,
Maharashtra-410203
- b) Tarapur Unit
G-38/39, M.I.D.C.
Tarapur -401506
Dist. Thane
Maharashtra- 401506
- c) Murbad Unit
Survey (Gut) No. 440/441,
Nhava, Kakadpada,
Murbad District, Thane,
Maharashtra
- d) Kancheepuram Unit
Padalam Sugar Mill road, S.No. 99/3A-3J, 4,5,6, & 103/4/5/6, Kolambakkam Village, Madhuranthakam Taluk, Kancheepuram Dist-603308
- e) Trichy Mobile Unit
SH No. 71, Survey No. 782, Village: Kalugar Thogainmala, Taluka: Kulithalai, Dist: Karur-639 120, Tamil Nadu

Address for Correspondence

For Investor Correspondence and Compliance related query
Mr. Vimal Prakash Dubey
Company Secretary & Compliance Officer
159, Industry House, 5th Floor,
Churchgate Reclamation, Mumbai-400 020
Tel No. 022-22026340
Fax No. 022-22047835
e.mail: vimald@zenithsteelpipes.com

Equity shares in the suspense account:

In accordance with the requirement of Clause 5A(I) of the Listing Agreements entered into with the stock exchanges, the Company reports the following details in respect of equity shares lying in the suspense account which were issued in dematerialized form pursuant to the public issue of the Company:

Aggregate No. of Share Holders whose shares are lying in the Suspense Account as on 01.04.2014	8
Aggregate No. of Shares are lying in the Suspense Account as on 01.04.2014	1449
Number of shareholders who approached issuer for transfer of shares from Suspense Account during the year	Nil
Number of shareholders to whom shares were transferred from Suspense Account during the year	Nil
Aggregate No. of Share Holders whose shares are lying in the Suspense Account as on 31.03.2015	8
Aggregate No. of Shares are lying in the Suspense Account as on 31.03.2015	1449

Information required under revised Clause 5A (II) of the Listing Agreement with respect to shares issued in physical form which and remains unclaimed

The Company is in the process of opening of Suspense Account in the Dematerialized account with one of the depository.



Transfer of unclaimed dividend to Investor Education and Protection Fund

Pursuant to sections 205A and 205C of the Companies Act, 1956 and other applicable provisions, if any, of the Act, all unclaimed / unpaid dividend, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2015, nor shall any payment be made in respect of such claims

The due dates for transfer to IEPF of the dividend remaining unclaimed since 2007-08 are provided hereunder:

Date of dividend declaration	For the year ended	Due for transfer to Investor Education and Protection Fund
15.09.2008 (final)	2007-08	21.10.2015
24.09.2009	2008-09	30.10.2016
02.08.2010	2009-10	07.09.2017

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar for obtaining payments thereof at least 20 days before they are due for transfer to the said fund.

Certificate by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) pursuant to Clause 49 of the Listing Agreement on the Audited Financial Statement for the year 2014-15.

We, Pushkar Natu – CEO and B. Girvanesh – CFO of the Company hereby certify that:-

- I. We have reviewed the Financial Statements and Cash Flow Statement for the year ended on 31st March, 2015 and that to the best of our knowledge and belief:
 - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. these statements together present a true & fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
2. To the best of our knowledge and belief, there were no transactions entered into by the Company during the year, which were fraudulent, illegal or which violated the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal control for the financial reporting and we have;
 - (a) Evaluated the effectiveness of internal control system of the Company pertaining to financial reporting
 - (b) Not found any deficiencies in the design or operation of the internal control.
4. We have indicated to the Company's Statutory Auditors, internal auditors and the audit committee of the Board of Directors
 - (a) Significant changes that have occurred in the internal control over financial reporting during the year;
 - (b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
 - (c) There have been no instances of significant fraud nor there was any involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting; and
 - (d) There were no deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data nor there were any material weakness in internal controls over financial reporting nor any corrective actions with regards to deficiencies, as there were none.
5. We declare that all the Board members and senior management personnel have affirmed compliance with the code of conduct for the current year.

For Zenith Birla (India) Limited

	Sd/-	Sd/-
Place: Mumbai	Pushkar Natu	B. Girvanesh
Date: 14.08.2015	Chief Executive Officer	Chief Financial Officer



CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of ZENITH BIRLA (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by Zenith Birla (India) Limited, for the year ended on 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied in all material respects with the conditions of Corporate Governance as stipulated in the clause 49 of Listing Agreement, except the following

1. has not complied with the 49 (II) (A) (I) in respect of appointment of Women Director as on 31st March 2015.
2. has not complied with the provisions of Clause 49 (III) (B), in respect of number of meeting of Audit Committee Meetings.
The gap between two Audit Committee meetings held during the audit period elapsed for more than 4 months.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 12th August, 2015

For **Roy Jacob & Co**
Company Secretaries

Sd/-
(Roy Jacob)
Proprietor

**Annexure – C****Form No. MR-3****SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Zenith Birla (India) Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s.Zenith Birla (India) Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder, except which are specifically mentioned therein and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - a) *Company has not filed Annual Accounts for the Financial ended 31st March 2014 with the Registrar of Companies.*
 - b) *The company had filed/Complied:*
 - i) *Annual Return filed with delay of 18 days and the same is not yet approved by MCA.*
 - ii) *Delay in filing DIR 12 in respect of change in Directors beyond 30 days.*
 - iii) *Delayed in Crediting the amounts to Investors (Education and protection) Fund.*
 - iv) *Filed Form 5INV with delay beyond 90 days.*
 - c) *Default under section 58A of the Companies Act, 1956 for non-payment of public deposit and interest due thereon in continuing during the period of Audit also. An application under section 74(2) of the Companies Act, 2013 to the Company Law Board for extension of period of repayment was filed on 31st March 2015.*
 - d) *Has not complied with the provisions of section 149 in respect of appointment of women Director during the audit period.*
 - e) *All members of the Board resigned on 14/08/2014 showing the disqualification under section 164(2) of Companies Act, 2013 as reason for resignation and the promoters of the Company under section 167(3) of the Act, appointed required minimum number of Directors to hold the office till the next Annual General Meeting.*
 - f) *The video records as produced by the management in respect of Board meeting held through video conferencing on 14th June 2014 is not reviewable.*
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **Not applicable to the Company during the Audit period**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the company:-



- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: **Not Applicable to the Company during the Audit Period**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: **Not Applicable to the Company during the Audit Period.**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 : **Not Applicable to the Company during the Audit Period**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: : **Not Applicable to the Company during the Audit Period**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: : **Not Applicable to the Company during the Audit Period**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(Not notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.
 - a) *Not complied with the provisions of clause 38 of the listing agreement in respect of payment of Listing Fees.*
 - b) *Audited financial Results for the year/quarter ended 31st March 2014 was approved on 14/08/2014.*
 - c) *Share Holding Pattern for the quarter 30/09/2014 submitted with a delay of 13 days.*
 - d) *Certificate under clause 47© of the listing agreement and Reconciliation of Share Capital Audit Report for the quarter ended 30/09/2014 is submitted on 24/11/2014.*
 - e) *Has not complied with the provisions of Clause 49 III B, in respect of meeting of Audit Committee Meetings. Company held 4 meeting of Audit Committee, including the 2 meetings held on 14th August 2014 at a time gap of 1.5 hour. Further the gap between two Audit Committee meetings held during the audit period elapsed for more than 4 months.*

Based on our such examination and further based on the Representation of the Management of the Company, the Company has during the period under review complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the non compliances given in respective paragraphs.

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Roy Jacob & Co**
Company Secretary

Place: Mumbai
Date: 12/08/2015

Sd/-
(Roy Jacob)
Proprietor
ACS No.18815
C P No.: 8220

**ANNEXURE-D****AOC-2****(Pursuant to 134(3) (h) of the Act and
Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at Arm's length basis : **None**
2. Details of contracts or arrangements or transactions at Arm's length basis : **None**

For and on behalf of the Board

Sd/-

Ashok Saaliyan

Director

(DIN: 07031046)

Sd/-

Harish Kori

Director

(DIN: 07139454)

Place: Mumbai

Date: 14th August, 2015.



ANNEXURE-E

Statement pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 on conservation of energy, technology absorption, foreign exchange earnings & outgoings

(A) Conservation of energy-

- (i) **the steps taken or impact on conservation of energy;**
Reorientation of power distribution to minimize losses
- (ii) **the steps taken by the company for utilising alternate sources of energy;**
NIL
- (iii) **the capital investment on energy conservation equipments;**
Nil

(B) Technology absorption-

- (i) **the efforts made towards technology absorption;**
Nil
- (ii) **the benefits derived like product improvement, cost reduction, product development or import substitution;**
Nil
- (ii) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-**
N/A
 - (a) the details of technology imported;
 - (b) the year of import;
 - (c) whether the technology been fully absorbed;
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;
- (iii) **the expenditure incurred on Research and Development.**
Nil

(C) Foreign exchange earnings and Outgo

(₹ In Lacs)

	2014-15	2013-14
Total Foreign Exchange Earnings(earned)	18.36	5333.14
Total Foreign Exchange Outgo(Used)	153.10	12.35



Annexure - F

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31/03/2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN:-**L29220MH1960PLC011773
- ii) **Registration Date :** 05/08/1960
- iii) **Name of the Company :** ZENITH BIRLA (INDIA) LIMITED.
- iv) **Category / Sub-Category of the Company:** Manufacturing
- v) **Address of the Registered office and contact details :** 1st Floor, Dalamal House, 206, J.B. Marg, Nariman Point, Mumbai – 400 021.
Email : zenith@zenithsteelpipes.com
Website : www.zenithsteelpipes.com
Phone : 022-66168400, Fax : 022-22047835
- vi) **Whether listed company:** Yes
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any :**
Bigshare Services Private Limited.
E/2, Ansa Industrial Estate, Saki Vihar Road,
Saki naka, Andheri – East, Mumbai – 400 072
Tel : 022-28470652 / 40430200 Fax : 022-28475207
Email : investor@bigshareonline.com.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
I	Steel Pipes	24106	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Zenith (USA) Inc. 4950, 34 th Street North, Arlington, VA, 22207, USA	N.A.	Subsidiary	100	2(87)(ii)
2	Zenith Middle East FZ LLC. P.O.Box, 4422, Fujairah.	N.A.	Subsidiary	100	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	106018	0	106018	0.0808	106018	0	106018	0.0808	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	12612255	0	12612255	9.6071	12592255	0	12592255	9.5919	(0.01)
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	12718273	0	12718273	9.6879	12698273	0	12698273	9.6726	(0.01)
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	12718273	0	12718273	9.6879	12698273	0	12698273	9.6726	(0.01)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	572	3093	3665	0.0028	572	3093	3665	0.0028	
b) Banks / FI	398499	27868	426367	0.3248	1524749	27768	1552517	1.1826	0.85
c) Central Govt	17	0	17	0	17	0	17	0	0
d) State Govt	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	399088	30961	430049	0.3276	1525338	30861	1556199	1.1854	0.85
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	18342036	31015	18373051	13.9953	15049033	30970	15080003	11.4869	(2.5)
ii) Overseas	4125912	0	4125912	3.1428	0	0	0	0	(3.14)
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	24898743	1433648	26332391	20.0581	24925161	1430156	26355317	20.0756	0.01
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	67407907	0	67407907	51.3465	73541334	0	73541334	56.0185	4.67
c) Others									
i) Trusts	1429	0	1429	0.0011	1318	0	1318	0.001	-
ii) Clearing Member	134055	0	134055	0.1021	48968	0	48968	0.0373	(0.06)
iii) Non Resident Indians (NRI) (specify)	1754493	2888	1757381	1.3386	1996148	2888	1999036	1.5227	0.18
Sub-total (B)(2):-	116664575	1467551	118132126	89.9845	115561962	1464014	117025976	89.142	(0.84)
Total Public Shareholding (B)=(B)(1) + (B)(2)	117063663	1498512	118562175	90.3121	117087300	1494875	118582175	90.3274	0.01
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	129781936	1498512	131280448	100	129785573	1494875	131280448	100	

(ii) **Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Godavari Corporation Pvt. Ltd.	7099241	5.4077	0.02	7079241	5.3925	-	(0.01)
2	Nirved Traders Pvt. Ltd.	4079218	3.1073	2.09	4085132	3.1118	3.11	-
3	Birla Bombay Pvt. Ltd.	1092156	0.8319	-	1092156	0.8319	-	-
4	Asian Distri butors Pvt. Ltd.	141979	0.1081	-	141979	0.1081	-	-
5	Yashovardhan Birla.	105984	0.0807	-	105984	0.0807	-	-
6	Yash Society	75169	0.0573	-	75169	0.0573	-	-
7	Birla International Pvt. Ltd.	50914	0.0388	0.03	45000	0.0342	0.03	-
8	Matri Seva Sadan Charity Trust	31851	0.0243	-	31851	0.0243	-	-
9	Shearson Investment & Trading Co. Pvt. Ltd.	23193	0.0177	-	23193	0.0177	0.02	-
10	Birla Industries Group Charity Trust	17840	0.0136	-	17840	0.0136	-	-
11	Birla Shloka Edutech Ltd.	694	0.0005	-	694	0.0005	-	-
12	Arun Kumar Gangaprasad Singhi.	34	0.0000	-	34	0.0000	-	-
	Total :-	12718273	9.6879	2.1443	12698273	9.6726	-	(0.01)

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Arunkumar G Singhi At the beginning of the year Increase/Decrease At the end of the year	34 - -	0.0000 - -	34 - 34	0.000 - 0.00 (No Change)
2	Asian Distributors Pvt. Ltd., At the beginning of the year Increase/Decrease At the end of the year	141979 - -	0.1081 - -	141979 - 141979	0.1081 - 0.1081 (No Change)
3	Birla Shloka Edutech Ltd At the beginning of the year Increase/Decrease At the end of the year	694 - -	0.0005 - -	694 - 694	0.0005 - 0.0005 (No Change)
4	Birla Bombay Pvt. Limited. At the beginning of the year Increase/Decrease At the end of the year	1092156 - -	0.8319 - -	1092156 - 1092156	0.8319 - 0.8319 (No Change)
5	Birla Industries Group Charity Trust At the beginning of the year Increase/Decrease At the end of the year	17840 - -	0.0136 - -	17840 - 17840	0.0136 - 0.0136 (No Change)
6	Godavari Corporation Pvt. Ltd. At the beginning of the year Sale of Shares on 06.06.2014 At the end of the year	7099241 (20000) -	5.4077 0.0152 -	7099241 7079241 7079241	5.4077 5.3925 5.3925
7	Birla International Pvt. Ltd. At the beginning of the year Sale of Shares on 16.01.2015 At the end of the year	50914 (5914) -	0.0388 0.0045 -	50914 45000 45000	0.0388 0.0342 0.0342
8	Matri Seva Sadan Charity Trust At the beginning of the year Increase/Decrease At the end of the year	31851 - -	0.0243 - -	31851 - 31851	0.0243 - 0.0243 (No Change)
9	Nirved Traders Pvt. Ltd. At the beginning of the year Purchase of Shares on 16.01.2015 At the end of the year	4079218 5914 -	3.1073 0.0045 -	4079218 4085132 4085132	3.1073 3.1118 3.1118
10	Shearson Invest. & Trading Co Pvt. Ltd At the beginning of the year Increase/Decrease At the end of the year	23193 - -	0.0177 - -	23193 - 23193	0.0177 - 0.0177 (No Change)
11	Yash Society At the beginning of the year Increase/Decrease At the end of the year	75169 - -	0.0573 - -	75169 - 75169	0.0573 - 0.0573 (No Change)
12	Yashovardhan Birla At the beginning of the year Increase/Decrease At the end of the year	105984 - -	0.0807 - -	105984 - 105984	0.0807 - 0.0807 (No Change)



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sanjay Puranlal Agrawal At the beginning of the year Purchase/Sale At the end of the year	5563719 - -	4.2380 - -	5563719 - 5563719	4.2380 - 4.2380
2	Suresh Shreemohan Bajoria At the beginning of the year Sale of Shares on 15.08.2014 Sale of Shares on 22.08.2014 Sale of Shares on 12.09.2014 Sale of Shares on 19.09.2014 At the end of the year	5153215 (100768) (31942) (235000) (1100)	3.9253 (0.0767) (0.0243) (0.1790) (0.0009)	5153215 5052447 5020505 4785505 4784405 4784405	3.9253 3.8486 3.8243 3.6453 3.6444 3.6444
3	Hitesh Ramji Javeri At the beginning of the year Purchase/Sale At the end of the year	4300000 - -	3.2754 - -	4300000 - 4300000	3.2754 - 3.2754
4	The Bank of New York Mellon At the beginning of the year Sale of Shares on 30.01.2015 Sale of Shares on 20.02.2015 Sale of Shares on 27.02.2015 Sale of Shares on 20.03.2015 Sale of Shares on 27.03.2015 Sale of Shares on 31.03.2015 At the end of the year	4125912 (24732) (276733) (50001) (847456) (1798375) (2365)	3.1428 (0.0188) (0.2108) (0.0381) (0.6455) (1.3699) (0.0018)	4125912 4101180 3824447 3774446 2926990 1128615 1126250 1126250	3.1428 3.1240 2.9132 2.8751 2.2296 0.8597 0.8579 0.8579
5	Endogram Leasing & Trading Co. Pvt. Ltd At the beginning of the year Purchase/Sale At the end of the year	3923846 - -	2.9889 - -	3923846 - 3923846	2.9889 - 2.9889
6	Girish Kumar Ganeriwala At the beginning of the year Purchase/Sale At the end of the year	3706440 - -	2.8233 - -	3706440 - 3706440	2.8233 - 2.8233
7	Sunil Talwar At the beginning of the year Purchase/Sale At the end of the year	2644634 - -	2.0145 - -	2644634 - 2644634	2.0145 - 2.0145
8	Wazir Financial Services Pvt. Ltd At the beginning of the year Sale of Shares on 11.07.2014 Sale of Shares on 18.07.2014 Sale of Shares on 25.07.2014 Sale of Shares on 05.09.2014 Sale of Shares on 12.09.2014 At the end of the year	2500000 (515994) (602734) (215085) (711137) (455050) -	1.9043 (0.3930) (0.4591) (0.1639) (0.5417) (0.3466) -	2500000 1984006 1381272 1166187 455050 - -	1.9043 1.5113 1.0522 0.8883 0.3466 - -
9	Agrawal Sudha Sanjay At the beginning of the year Purchase/Sale At the end of the year	2484863 - -	1.8928 - -	2484863 - 2484863	1.8928 - 1.8928
10	Harsha Hitesh Javeri At the beginning of the year Purchase/Sale At the end of the year	2200000 - -	1.6758 - -	2200000 - 2200000	1.6758 - 1.6758



Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
11	HARBHJANSINGH MALIKSINGH RAJPAL				
	At the beginning of the year	862700	0.6571	862700	0.6571
	Purchase of Shares on 04.04.2014	28305	0.0216	891005	0.6787
	Purchase of Shares on 23.01.2015	86657	0.0660	977662	0.7447
	Purchase of Shares on 30.01.2015	56921	0.0434	1034583	0.7881
	Purchase of Shares on 27.02.2015	30143	0.0229	1064726	0.8110
	Purchase of Shares on 06.03.2015	76710	0.0585	1141436	0.8695
	Purchase of Shares on 13.03.2015	391175	0.2979	1532611	1.1674
	Purchase of Shares on 20.03.2015	245000	0.1867	1777611	1.3541
	Purchase of Shares on 27.03.2015	1813000	1.3810	3590611	2.7351
	Purchase of Shares on 31.03.2015	714029	0.5439	4304640	3.2790
	At the end of the year			4304640	3.2790
12	VSS METALS PVT. LTD.				
	At the beginning of the year	1721041	1.3110	1721041	1.3110
	Purchase/Sale	-	-	-	-
	At the end of the year			1721041	1.3110

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr Yashovardhan Birla				
	At the beginning of the year	105984	0.0807	105984	0.0807
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	105984	0.0807
2	Mr Ruben Malkani				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-
3	Mr Jignesh Mehta				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-
4	Mr Pushkar Natu				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-
5	Mr Ashish Mahendrakar				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-
6	Mr Satish Jadhav				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-
7	Mr Anirudha Waghmare				
	At the beginning of the year	-	-	-	-
	Sale / Purchase	-	-	-	-
	At the end of the year	-	-	-	-
8	Mr Ashok Saaliyan				
	At the beginning of the year	-	-	-	-
	Increase/Decrease	-	-	-	-
	At the end of the year	-	-	-	-
9	Mr Ameya Jagushte				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-



Sl. No.	Key managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr Pushkar Natu (CEO)				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-
2	Mr Vimal Prakash Dubey (Company Secretary)				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-
3	Mr B. Girvanesh (CFO)				
	At the beginning of the year	-	-	-	-
	Sale/ purchase	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	23424.34	-	2981.67	26406.01
ii) Interest due but not paid	1926.81	-	403.30	2330.11
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	25351.15	-	3384.97	28736.12
Change in Indebtedness during the financial year				
Addition	-	-	298.30 (Interest)	298.30
Reduction	12.01	-	176.47 (Deposits)	188.48
Net Change	(12.01)	-	121.83	109.82
Indebtedness at the end of the financial year				
i) Principal Amount	23419.24	-	2805.20	26224.44
ii) Interest due but not paid	1919.90	-	701.60	2621.50
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	25339.14	-	3506.80	28845.94

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager : Not Applicable.

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NOT APPLICABLE	
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
	Total (A)		
	Ceiling as per the Act		



B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount (₹)
		Ashish Mahendrakar	Satish Jadhav	Ameya Jagushte	Anirudha Waghmare	Ashok Saaliyayn	
	1. Independent Directors						
	· Fee for attending board / committee meetings	0	90000	600000	0	30000	1,80,000
	· Commission	0	0	0	0	0	0
	· Others, please specify	0	0	0	0	0	0
	Total (1)	0	90000	60000	0	30000	1,80,000
	2. Other Non-Executive Directors						
	· Fee for attending board / committee meetings	90000	0	0	40000	0	1,30,000
	· Commission	0	0	0	0	0	0
	· Others, please specify	0	0	0	0	0	0
	Total (2)	90000	0	0	40000	0	1,30,000
	Total (B)=(1+2)	90000	90000	60000	40000	30000	3,10,000
	Total Managerial Remuneration (A+B)						3,10,000
	Overall Ceiling as per the Act						*N.A

Note : As the Directors are paid sitting fee only for attending Board meeting which does not form the part of Managerial Remuneration U/s. 198 of the Act, the overall ceiling is not applicable.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
		Shri Pushkar Natu	Shri Vimal Prakash Dubey	Shri B. Girvanesh	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1490734.00	723000.00	797025.00	3010759.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	26400.00	0.00	0.00	26400.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00	0.00
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total	1517134	723000	797025	3037159

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

Mumbai the 14th August, 2015.

For and behalf f Board of Directors

(Ashok Saaliyan)
Director
(DIN : 07031046)

(Harish Kori)
Director
(DIN: 07139454)



INDEPENDENT AUDITOR'S REPORT

To the Members of

ZENITH BIRLA (INDIA) LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of ZENITH BIRLA (INDIA) LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. 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; design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

6. Emphasis of Matter:

We draw attention to the following matter in Notes to the financial statements:

Note no. 49 in the financial statements which indicates that the company has accumulated losses and its net worth has been fully eroded. The company has incurred a net loss/net cash loss during the current and previous years and the Company's current liabilities exceeded its current assets as at the Balance Sheet date. These conditions, along with other matters, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the company have been prepared on a going concern basis for the reasons stated in the said Note.

Our opinion is not modified in respect of this matter.

7. Basis for Qualified Opinion

1. With reference to Note no. 44 regarding the non provision by the company of the interest amounting to ₹ 32.70 crores on its working capital facilities from banks during the year. Had this amount been provided for, the loss would have been higher by ₹ 32.70 crores and Secured loans would have been higher by an amount of ₹ 32.70 crores.



2. The Company has not complied with the provisions of sections 74 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules 2014 with regard to non-repayment of deposits and interest on due date, maintenance of liquid assets to the extent required as well as not fully complying with the orders passed by The Company Law Board.
3. With reference to Note no. 42 regarding the company not having the balance confirmations for its party balances and hence our inability to state whether these balances are recoverable / payable to the extent stated.

8. Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, subject to the effects of the matters described in the basis for Qualified Opinion paragraph the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2015.
- b) In the case of the statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

9. Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by section 143(3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
- e. on the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act
- f. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) As per the best estimates made by the management on the basis of opinion taken, the Company is of the view that the ongoing litigations as at the reporting date would not have a material impact on its financial position;
 - ii) Based upon the assessment made by the company, there are no material foreseeable losses on its long term contracts that may require any provisioning.
 - iii) In view of there being no amount(s) required to be transferred to the Investor Education and Protection Fund for the year under audit the reporting under this clause is not applicable.

**For Thakur Vaidyanath Aiyar & Co,
Chartered Accountants
Firm's Regn No. 000038N**

**C.V. Parameswar
Partner
M. No. 11541**

**Place: Mumbai,
Date: 30.05.2015**



ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 7 under the heading of "report on other legal and regulatory requirement" of our report of even date.

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets as at 31st March 2014. These details are however yet to be updated for the year. The Company has started the process of updating these.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. However during the year the Company has not adhered to the programme of physical verification in its Khopoli and Murbad Units.
- ii. (a) The Inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of inventory records, in our opinion the Company is maintaining proper records of inventory. As informed to us no material discrepancies were noticed on physical verification.
- (a) The Company has granted unsecured loans to three companies covered in the register maintained under section 189 of the Act. The maximum amount involved during the year was ₹ 10664.69 lacs and year-ended balance was ₹ 10556.42 lacs
- (b) As explained to us no amounts of principal and interest has become due during the year.
- (c) In view of our comments in (b) above, para iii(b) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanation given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) In our opinion, and according to the information and explanations given to us, in respect of compliance by the company with the directives issued by the Reserve Bank of India, the provisions of Section 74 or any other relevant provisions of the Act and the rules framed there under, with regard to the deposits accepted from the public, we have to state that these have not been complied with in respect to non repayment of deposits and interest on due date and maintenance of liquid assets to the extent required as per Rule 13 of the Companies (Acceptance of Deposit) Rules, 2014. The Company has also not fully complied with the orders passed by Company Law Board.
- (vi) We have broadly reviewed the books of accounts maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government of India the maintenance of cost records has been prescribed under subsection (1) of section 148 of the Companies Act, 2013, and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion except for dues in respect of Dividend Distribution Tax, Tax Deducted at source, Professional Tax, Tax Collected at Source, Service Tax, and Provident Fund, the Company is generally regular in depositing the undisputed statutory dues including Wealth Tax, Excise Duty Custom Duty, Cess and other material statutory dues, as applicable, with the appropriate authorities. The following balances remain in arrears as at the last day of financial year for a period exceeding six months from the date they become payable.

Nature of Dues	Amount Outstanding (in ₹)
Tax Deducted at Source	1846145
Profession Tax	20550
Tax collected at Source	40763
Service Tax	158043
Provident Fund	579895
Dividend Distribution Tax	35908091
Interest on Dividend Distribution Tax	16158641



- (b) According to the information and explanation given to us and the records of the company examined by us, there were no disputed dues in respect of Income Tax, Wealth Tax, Service Tax, and Cess. The particulars of dues of Custom Duty, Excise Duty and Sales Tax as at March 31, 2015, which have not been deposited on account of disputes, are as follows:

Name of Statute	Amount (₹ in Lacs)	Period to which amount relates	Forum where dispute is pending
Customs Act, 1962	82.00 3.45	1998-1999 1985-1986	Tribunal High Court
Central Excise Act, 1959	129.78	1995-1996	Commissioner appeal
Central Sales Tax Act and Local Sales Tax	78.88	1995-1996	Tribunal

- (c) There was a delay of 21 days in transferring the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Act.
- (viii) The Company's accumulated loss as at March 31 2015, exceeded its net worth. The Company has incurred cash losses in the current financial year as well as in the immediately preceding financial year.
- (ix) According to the records of the Company examined by us and the information and explanations given to us, there has been default in payments to the banks since August, 2012 and the Company's outstanding as at 31st March 2015, as per the notice received from the banks, is ₹ 21583.43 lacs plus interest of ₹ 5821.25 lacs for the period upto March 2015.
- (x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- (xi) The Company has not raised new term loan during the year. The term loans outstanding at the beginning of the year have been applied for the purpose for which they were raised.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

For Thakur, Vaidyanath Aiyar & Co.
Chartered Accountants
Firm Reg. No. 000038N

Place: Mumbai
Date: 30.05.2015

C V Parameswar
Partner
Mem. No. 11541



BALANCE SHEET AS AT 31ST MARCH, 2015

(₹ in Lacs)			
Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
I. EQUITY AND LIABILITIES			
I. Shareholders' Funds			
(a) Share Capital	1	13,128.04	13,128.04
(b) Reserves and Surplus	2	(14,321.90)	(7,054.49)
(c) Branch/Divisions		-	-
		(1,193.86)	6,073.55
2. Non-Current Liabilities			
(a) Long-Term borrowings	3	1,737.56	2,727.79
(b) Deferred Tax Liabilities (Net)	4	504.86	504.86
(c) Other Long-Term Liabilities	5	1,202.92	792.92
(d) Long-Term Provisions	6	831.63	1,375.42
		4,276.97	5,400.99
3. Current Liabilities			
(a) Short Term Borrowings	7	20,840.14	21,026.67
(b) Trade Payables	8	3,015.92	6,788.04
(c) Other Current Liabilities	9	9,635.23	7,766.77
(d) Short-Term Provisions	10	517.35	1,411.43
		34,008.64	36,992.51
TOTAL		37,091.75	48,467.05
II. ASSETS			
Non-Current Assets			
I. (a) Fixed Assets	11		
(i) Tangible Assets		9,714.74	10,347.41
(ii) Intangible Assets		-	12.93
(iii) Capital work-in-progress		1,704.45	2,213.53
(b) Non-Current Investments	12	260.59	260.59
(c) Long-Term Loans and Advances	13	761.84	852.49
		12,441.62	13,686.95
2. Current Assets			
(a) Inventories	14	1,317.37	1,296.09
(b) Trade receivables	15	1,383.17	2,790.60
(c) Cash and Cash Equivalents	16	97.35	349.00
(d) Short-Term Loans and Advances	17	21,852.24	30,344.41
		24,650.13	34,780.10
TOTAL		37,091.75	48,467.05

Significant Accounting Policies

Notes on Financial Statements

I to 50

As per our attached report of even date

FOR THAKUR, VAIDYANATH AIYAR & CO.

Chartered Accountants

Firm Registration No.: 000038N

C.V. Parameswar

Partner

Membership No: 11541

Place: Mumbai

Date: 30.05.2015

By Order of the Board

Ashok Saaliyan

Director

DIN: 07031046

Pushkar Natu

Chief Executive Officer

Vimal Prakash Dubey

Company Secretary

FCS: 5062

Ashish Mahendrakar

Director

DIN 03584695

B. Girvanesh

Chief Financial Officer

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

(₹ in Lacs)

Particulars	Note No.	For the year ended 31 March 2015	For the year ended 31 March 2014
I. INCOME			
Revenue From Operations (gross)	19	6,992.73	15,626.10
Less : Excise Duty		350.86	1,251.28
		6,641.87	14,374.82
II. Other Income	20	848.10	1,570.48
III. Total Revenue (I + II)		7,489.97	15,945.30
IV. EXPENSES			
Cost of Materials consumed	21	4,486.42	9,144.81
Purchase of Stock in Trade	22	89.42	3,234.73
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	9.78	7,195.64
Employee Benefits expenses	24	592.48	1,422.10
Finance Costs	25	919.62	2,070.32
Depreciation and Amortization Expenses		629.17	651.60
Other Expenses	26	7,371.25	6,600.81
Total Expenses		14,098.14	30,320.01
V. PROFIT BEFORE TAX		(6,608.17)	(14,374.71)
VI. Tax Expenses			
(a) Current Tax		-	-
(b) Deferred Tax		-	-
(c) Wealth Tax			1.17
(d) Tax in respect of earlier years		-	-
		-	1.17
VII. PROFIT FOR THE YEAR (V - VI)		(6,608.17)	(14,375.88)
VII Exceptional Items (Advances related to Discontinued Project Written off)		659.25	5,602.88
VII Profits Transferred to Reserves and Surplus		(7,267.42)	(19,978.76)

Earning per Equity Share of face value of ₹. 10 each

Basic and Diluted (in ₹)

(5.54)

(15.22)

Significant Accounting Policies**Notes on Financial Statements**

I to 50

As per our attached report of even date**FOR THAKUR, VAIDYANATH AIYAR & CO.**

Chartered Accountants

Firm Registration No.: 000038N

C.V. Parameswar

Partner

Membership No: 11541

Place: Mumbai

Date: 30.05.2015

By Order of the Board**Ashok Saaliyan**

Director

DIN: 07031046

Pushkar Natu

Chief Executive Officer

Vimal Prakash Dubey

Company Secretary

FCS: 5062

Ashish Mahendrakar

Director

DIN 03584695

B. Girvanesh

Chief Financial Officer



CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2015

	(₹. in Lacs)	
	For the year ended 31 March 2015	For the year ended 31 March 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax as per Profit and Loss Account	(6,608.17)	(14,374.71)
Add/(Deduct):		
a) Depreciation and Amortisation expense	629.17	651.60
b) (Profit)/ Loss on Sale / Discard of Assets (Net)		(130.34)
c) Finance Cost	919.62	2070.32
d) Interest Income		(469.85)
e) Dividend Income		0.00
f) Net gain on sale of Investment (Net)		
Prior period items		
	1,548.79	2,122.42
Operating Cash Profit before Working Capital Changes	(5,059.38)	(12,252.99)
Add/(Deduct):		
a) Trade and other Receivables	4,859.46	3,436.37
b) Inventories	(21.28)	9,667.26
c) Trade and Payables	(2,911.39)	(8,871.12)
	1,926.79	4,232.51
CASH GENERATED FROM OPERATIONS	(3,132.59)	(8,020.48)
Add: Tax Payments	-	50.97
NET CASH FLOW FROM OPERATING ACTIVITIES	(3,132.59)	(7,969.51)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Inflow		
a) Sale of Fixed Assets	56.56	210.23
b) Sale of Current Investments (Net)	-	3.90
c) Dividend from Current Investments	-	-
d) Net gain on sale of Investment (Net)	-	-
e) Inter Corporate Deposits and Loans (Including Interest) (Net)	5,293.48	4,708.17
	5,350.04	4,922.30
Outflow		
a) Acquisition of Fixed Assets	40.13	401.31
b) Investment in other Long Term Investments		-
c) Purchase of Current Investments (Net)		-
d) Inter Corporate Deposits and Loans (Including Interest) (Net)		-
	40.13	401.31
NET CASH FLOW FROM INVESTING ACTIVITIES	5,309.91	4,520.99



(₹. in Lacs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Inflow		
a) Increase in Share Capital after ignoring non Cash	-	0.00
b) Borrowings (Net of repayments)	(1,017.83)	3,277.18
	-1017.83	3277.18
Outflow		
a) Finance Charges (Net)	939.73	2,068.54
b) Dividend paid	-	-
c) Borrowings (Net of repayments)		
d) Share Issue Expenses		
e) Assets W.off of Discontinued Project	-350.55	-
	589.19	2,068.54
NET CASH FLOW FROM FINANCING ACTIVITIES	(1,607.02)	1,208.64
D. Exceptional Items (Advances related to Discontinued Project Written off)	(659.25)	(5602.88)
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C+D)	(88.96)	(7,842.76)
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	186.26	8,029.02
CASH AND CASH EQUIVALENTS AS AT YEAR END	97.30	186.26
<u>Reconciliation of Cash and Cash Equivalents as at year end:-</u>		
Cash and Cash Equivalents as per Note No. 17	97.35	349.00
Less: Balance in Fixed Deposit accounts kept as margin money with the bankers	-0.05	-162.74
	97.30	186.26

As per our attached report of even date
FOR THAKUR,VAIDYANATH AIYAR & CO.
Chartered Accountants
Firm Registration No.: 000038N

C.V. Parameswar
Partner
Membership No: 11541
Place: Mumbai
Date: 30.05.2015

By Order of the Board

Ashok Saaliyan
Director
DIN: 07031046

Pushkar Natu
Chief Executive Officer

Vimal Prakash Dubey
Company Secretary
FCS: 5062

Ashish Mahendrakar
Director
DIN 03584695

B. Girvanesh
Chief Financial Officer



NOTES TO THE FINANCIAL STATEMENTS

		(₹ in Lacs)	
		As at 31 March 2015	As at 31 March 2014
I. SHARE CAPITAL			
AUTHORISED:			
15,55,00,000 Equity Share of ₹. 10/- each (15,55,00,000)		15,550.00	15,550.00
ISSUED, SUBSCRIBED & FULLY PAID UP			
13,12,80,448 Equity Share of ₹. 10/- each (13,12,80,448)		13,128.04	13,128.04
TOTAL		13,128.04	13,128.04
1.1 The reconciliation of the number of shares outstanding is set out below:			
Shares outstanding at the beginning of the year	No. of Shares	131,280,448	131,280,448
Shares outstanding at the end of the year		131,280,448	131,280,448
1.2 There is no Shareholder holding more than 5% share of total share capital			
1.3 2,16,20,529 (2,16,20,529)	Equity Shares out of the Issued, Subscribed and Paid up Share capital were allotted as Bonus Share in the last five years by capitalisation of Securities Premium and Reserves.		
1.4 1,36,70,315 (1,36,70,315)	Equity Shares out of the Issued, Subscribed and Paid up Share capital were allotted during the last five years pursuant to a scheme of amalgamation without payment being received in cash.		
1.5 5,59,17,060 (5,59,17,060)	Equity Shares out of the Issued, Subscribed and Paid up Share capital were allotted in the last five years on conversion /exercise of warrants and against Global Depository Receipts.		
1.6	On 10-01-2011 the Company issued 1,08,10,000 Convertible Equity Share Warrants which were convertible into 1 Equity Share of ₹ 10 each at a price calculated in accordance with SEBI regulation. 25% of the issue price was payable at the time of allotment of warrants and the balance 75% at the time of allotment of Equity Shares. On 25-03-2011, 15,60,000 warrants were converted into Equity Shares.		
2. RESERVES AND SURPLUS			
1. Securities Premium Reserve			
Balance as per last account		14,308.30	14,308.30
2. General Reserve:			
Forfeiture of Money received against Share warrant		494.88	494.88
Balance as per last account		91.29	91.29
3. Surplus in Statement of Profit and Loss			
Balance as per last account		(21,948.95)	(1,970.20)
Add: Net Profit for the current year		(7,267.42)	(19,978.75)
Closing Balance		(29,216.37)	(21,948.95)
TOTAL		(14,321.90)	(7,054.49)



NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lacs)

	As at 31 March 2015	As at 31 March 2014
3. LONG TERM BORROWINGS		
Secured (Refer Note)		
(a) Term Loans		
From Banks	1,399.57	1,393.79
From Others	12.60	486.57
(b) Long term maturities of finance lease obligations	0.39	40.75
SUB TOTAL A	1,412.56	1,921.11

Note: Terms of Borrowing

	Nature of Security	Original amt of Borrowing Rs/Lacs	Tenor of Inception (in years)	Terms of Repayment	Month in which last instalment is due	Repayment schedule Instalments ₹/Lacs	Balance as on 31st March 2015 ₹/ Lacs	Balance as on 31st March 2014 ₹/Lacs	Prevailing Interest Per Annum
	Secured								
1	Term Loan from Bank is secured by mortgage of Thane office building against which the loan has been taken	300	10	Monthly	Dec-14	1.15	158.02	162.16	15%
2	Loan from others is secured by First charge (hypothecation) of all movable assets, including Specific Plant and Machinery purchased out of this term loan with a second charge over these assets to existing working capital bankers, and second charge (hypothecation) on overall existing movable and immovable assets including Plant and Machinery.	5,625	8.5	Quarterly	Jul-15	153	2,315.08	2,289.55	3 Month Libor + 3.25%
3	The Term loan shall be secured by First pari-passu charge on all assets funded under the proposed capex plan and second charge on all existing movable and immovable assets of the company (excluding all movable assets charged to FMO on exclusive basis.)	1,125	8.5	Quarterly	Feb-19	51.13	1,231.64	1,231.64	16.25%
4	Long Term Maturities of Finance Lease obligations are secured by hypothecation of specific vehicles against which the loan has been taken.	33.76	3-4	Monthly	Jun-16	0.97	22.90	40.75	12.25%
	Sub-Total						3,727.64	3,724.10	
	Less: Current Maturities of Long term Debt {Refer Note 9(a)}						2,315.08	1,802.99	
	Total						1,412.56	1,921.11	



NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lacs)		
	As at 31 March 2015	As at 31 March 2014
Unsecured		
(a) Deferred payment Liabilities	150.00	150.00
(b) Deposits	-	481.68
(c) Loans and Advances from related parties (Refer Note No. 35)	175.00	175.00
SUB TOTAL B	325.00	806.68
TOTAL A+B	1,737.56	2,727.79
4. DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liability		
On account of Depreciation	671.15	671.85
Deferred Tax Assets		
Disallowance under the Income Tax Act, 1961	166.29	166.99
TOTAL	504.86	504.86
5. OTHER LONG TERM LIABILITIES		
(a) Others	1,202.92	792.92
TOTAL	1,202.92	792.92
6. LONG TERM PROVISIONS		
(a) Provision for Employee Benefits (Refer Note No. 34)		
Gratuity	370.46	815.41
Leave Encashment	167.06	81.51
(b) Provision for Contingencies	294.11	478.50
TOTAL	831.63	1,375.42
7. SHORT TERM BORROWINGS		
Secured		
(a) Loans repayable on demand		
From Banks	20,840.14	21,026.27
7.1 Loans repayable on demand from Banks are secured by hypothecation of inventories and /or book debts and export incentives recoverable etc. and collaterally secured by way of first charge on the fixed assets.		
TOTAL	20,840.14	21,026.27



(₹ in Lacs)

	As at 31 March 2015	As at 31 March 2014
8. TRADE PAYABLES		
(a) Micro, Small and Medium Enterprises (*)	-	-
(b) Others (including ₹ 481.07 Lacs due to related parties. Refer Note no. 35)	3,015.92	6,788.04
TOTAL	3,015.92	6,788.04
(*) There are no Micro and Small enterprises to whom the Company owes amounts which are outstanding as at 31st March 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME) has been determined on the basis of and to the extent information is available with the Company. No interest is paid / payable during the year to any enterprise registered under the MSME.		
9. OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Debts	2,315.08	1,802.99
Current Maturities of Deposit	2,805.20	2,536.47
Interest accrued but not due on borrowings	-	20.11
Unclaimed Dividends	-	36.61
Advance from Customers	-	0.58
Interest payable on Fixed Deposit	1,290.17	740.29
Other payables *	3,224.78	2,629.72
TOTAL	9,635.23	7,766.77
* includes ₹ 1,050 lacs advances against sales of land. There is no amount due and outstanding as on 31st March, 2014, to be credited to Investors Education and Protection Fund.		
10. SHORT TERM PROVISIONS		
Provision for Employee Benefits (Refer Note No. 34)		
Gratuity	7.02	10.70
Leave Encashment	1.11	(3.18)
Salary & Reimbursements	-	-
Contribution to Provident Fund	-	0.44
Provision for Wealth Tax	1.88	2.48
Dividend Tax on Dividend	359.08	359.08
Provision for Excise Duty	-	-
Provision for Interest on Dividend Tax	-	-
Creditors for Services	-	505.43
Provision for outstanding expenses	58.14	341.23
Provision Others	90.12	188.89
TOTAL	517.35	1,411.43



NOTES TO THE FINANCIAL STATEMENTS

11. FIXED ASSETS

DESCRIPTION	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK	
	As at 01 April 2014	Additions/Adjustment	Deductions/Adjustment	Balance as at 31 March 2015	Balance as at 01 April 2014	Adjustment / Deductions	Upto 31 March 2015	Balance as at 31 March 2015
TANGIBLE ASSETS								
OWN ASSETS:								
1. Freehold Land	1,824.42			1,824.42	-			1,824.42
2. Leasehold Land.	199.23			199.23	26.40		26.40	172.83
+3. Buildings	4,991.23		0.73	4,990.50	1,462.82	0.18	1,745.92	3,244.58
4. Plant and Equipment	7,218.21			7,218.21	2,779.96		3,041.51	4,176.70
5. Furniture, Fixtures	401.30		25.15	376.15	155.95	12.76	184.86	191.29
6. Vehicles	213.10		8.95	204.15	106.27	5.46	119.79	84.36
7. Office Equipments	24.53			24.53	9.04		19.80	4.72
8. Computer	193.69			193.69	177.85		177.85	15.84
Sub Total	15,065.71	-	34.83	15,030.88	4,718.30	18.40	5,316.14	9,714.74
LEASED ASSETS:								
Improvement on Lease hold Premises	(0.00)			(0.00)	-		-	(0.00)
Sub Total	0.00	-	-	(0.00)	-	-	-	(0.00)
Total (A)	15,065.71	-	34.83	15,030.88	4,718.30	18.40	5,316.14	9,714.74
INTANGIBLE ASSETS								
Computer Software	21.55			21.55	8.62		21.55	(0.00)
Total (B)	21.55	-	-	21.55	8.62	-	21.55	(0.00)
Total (A + B)	15,087.26	-	34.83	15,052.43	4,726.92	18.40	5,337.69	9,714.74
Previous Year	14,958.94	246.42	118.20	15,087.26	4,113.96	38.31	4,726.92	10,360.33
Capital Work-in-Progress								1,704.45
								2,213.53

- + Buildings include (a) Ownership Flats, Roads, Drains and Pipelines and cost of shares in cooperative housing societies.
(b) ₹ 0.91 lac (previous year ₹ 0.91 lacs) being the cost of two flats on 30 years lease for which the Society is yet to be formed.
(c) Refer Note No. 32 is regard to pending transfer of title.

**NOTES TO THE FINANCIAL STATEMENTS**

	(₹ in Lacs)	
	As at 31 March, 2015	As at 31 March, 2014
12. NON CURRENT INVESTMENTS		
TRADE INVESTMENT		
In Equity Shares - Quoted, fully paid up		
4,35,350 Birla Transasia Carpets Limited of ₹ 10/-each	63.70	63.70
(4,35,350) Less: Provision for diminution in value	63.70	63.70
	-	-
In Equity Shares of Subsidiary Company		
Unquoted fully paid up		
1,000 Zenith (USA), Inc. New York, a wholly owned Subsidiary Company (1,000) (Nominal value of Shares in US \$ 30,000)	2.28	2.28
2 UAE Dirham 2 Million of Zenith Middle East FZE, a wholly owned Subsidiary (2) of the Company, Further UAE Dirham 0.22 Million is pending allotment.	257.31	257.31
In Equity Shares of Associate Company		
Unquoted fully paid up		
39,000 Birla Energy Infra Limited of ₹ 10/- each (39000)	-	-
OTHER INVESTMENT - Unquoted fully paid up		
236 US \$ 1,000 each of P.T. Horizon Syntex, Indonesia, continue to be held in the (236) name of erstwhile The India Tool Manufacturers Limited and the same are still in process of being transferred in the name of the Company pending receipt of the necessary approval from Reserve Bank of India	19.31	19.31
Less: Provision for diminution in value	19.31	19.31
	-	-
2,000 TIMA CETP Co-Op Society Ltd. of ₹ 10/- each (2000)	0.20	0.20
2,000 The Shamrao Vithal Co-op Bank Ltd. of ₹ 25/- each (2000)	0.50	0.50
In Government Securities - Unquoted		
National Savings Certificates	0.30	0.30
TOTAL	260.59	260.59
Aggregate amount of Quoted Investments	63.70	63.70
Market Value of Quoted Investments	104.04	305.18
Aggregate amount of Unquoted Investments	279.90	279.90
Aggregate provision for diminution in value of Investments	83.01	83.01
13. LONG TERM LOANS AND ADVANCES		
(Unsecured, Considered good)		
Capital Advances	1.08	-
Security Deposits	58.11	61.64
Advance Income Tax (Net of Provision)	206.28	197.50
Other Loans and Advances (includes deposits received and advances recoverable)	496.37	593.70
	761.84	852.49
Other Loans and Advances Considered Doubtful	160.48	160.48
Less: Provision for doubtful advances	160.48	160.48
	-	-
TOTAL	761.84	852.49



NOTES TO THE FINANCIAL STATEMENTS

	(₹ in Lacs)	
	As at 31 March, 2015	As at 31 March, 2014
14. INVENTORIES		
(at lower of Cost and Net Realisable value)		
Raw Materials	356.20	208.37
Raw Materials-in-process	-	-
Raw Material in Transit	-	-
Semi-Finished Goods	-	-
Finished Goods	450.77	306.61
Stock-in-Trade	490.97	621.46
Stores and Spare Parts	-	79.38
Others (Scrap)	19.43	80.27
TOTAL	1,317.37	1,296.09
15. TRADE RECEIVABLES		
Outstanding for a period exceeding six months from the date they become due for payment (unsecured)		
(a) Considered good	801.78	1,640.73
(b) Considered doubtful	900.00	150.00
Less: Provision for doubtful debts	-	150.00
	-	-
Other Receivables (unsecured)		
Considered good	581.39	1,149.87
TOTAL	1,383.17	2,790.60
16. CASH AND CASH EQUIVALENTS		
Balances with Banks	89.74	174.67
Unclaimed Dividend	-	-
Margin Money	0.05	162.74
Cash on hand	7.56	11.59
TOTAL	97.35	349.00
17. SHORT TERM LOANS AND ADVANCES		
(Unsecured, Considered good)		
Loans and Advances to related parties (Refer Note No. 35)	13,746.80	15,138.70
Less: Provisions for Doubtful Advances	750.00	750.00
Loans and Advances to related parties Net of advances (Refer Note No.)	12,996.80	14,388.70
Balance with Port Trust, Customs and Excise	-	398.06
Advance to Suppliers	-	6,189.80
Advance to Employees	21.52	36.90
Inter Corporate Deposit	1,595.44	6,371.53
Export Incentive Receivable	-	-
VAT recoverable	-	-
Advances Others *	7,238.48	2,959.42
TOTAL	21,852.24	30,344.41
* includes ₹ 2141.50 lacs assignment of debts.		

**NOTES TO THE FINANCIAL STATEMENTS**

			(₹ in Lacs)
		As at 31 March, 2015	As at 31 March, 2014
18. Contingent Liabilities and Commitments (to the extent not provided for)			
Guarantees given by the Bank on behalf of the Company			
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for (net of advances)			
Non provision of interest post NPA claims not acknowledged as debts		5,821.25	2,551.72
TOTAL		5,821.25	2,551.72
			(₹ in Lacs)
		For the year ended 31 March 2015	For the year ended 31 March 2014
19. REVENUE FROM OPERATIONS			
Sale of Products		6,593.65	15,137.70
Other Operating Revenues			
(a) Sale of Scrap		3.48	488.40
(b) Export Incentives		-	-
(c) Job Work Income		395.60	-
		399.08	488.40
TOTAL		6,992.73	15,626.10
Less : Excise Duty		350.86	1,251.28
TOTAL		6,641.87	14,374.82
20. OTHER INCOME			
Interest Income		16.84	469.85
Dividend Income		-	-
Surplus on Sale of Fixed Assets		-	130.34
Excess provision written back (Net)		-	124.92
Net Gain on Foreign Currency Translation and Transaction		362.93	840.30
Other Non-Operating Income		468.33	5.07
TOTAL		848.10	1,570.48
21. COST OF MATERIALS CONSUMED			
Hot Rolled Steel		4,307.86	7,440.53
G.P. Coil		-	216.46
Zinc and Zinc Alloy		-	1,037.49
Others		178.56	450.33
TOTAL		4,486.42	9,144.81
22. PURCHASE OF STOCK IN TRADE			
H.R/C.R/G.P Coil and GI Sheet		89.42	183.01
Steel Products		-	-
M.S. Pipe, Tube and Bar		-	2745.31
Other (Pig Iron, Sand Scrap and Masonry Drill Tip)		-	306.41
TOTAL		89.42	3,234.73



NOTES TO THE FINANCIAL STATEMENTS

	(₹ in Lacs)	
	For the year ended 31 March 2015	For the year ended 31 March 2014
23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN PROGRESS AND STOCK-IN-TRADE		
Inventory at the end of the year:		
Finished Goods / Stock-in-Trade	1,002.91	920.90
Semi-Finished Goods	-	-
Scrap etc.	2.44	72.19
	<u>1,005.35</u>	<u>993.09</u>
Less:		
Inventory at the beginning of the year:		
Finished Goods / Stock-in-Trade	920.90	4,062.45
Semi-Finished Goods	-	2,777.06
Scrap etc.	72.19	1,810.53
	<u>973.01</u>	<u>8,650.04</u>
	12.27	(7,656.95)
Variation in excise duty on closing and opening stock of Finished Goods	(22.05)	461.31
TOTAL	<u><u>9.78</u></u>	<u><u>7,195.64</u></u>
24. EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	564.07	1,403.05
Contribution to Provident and Other Funds	-	1.98
Staff Welfare Expenses	28.41	17.07
TOTAL	<u><u>592.48</u></u>	<u><u>1,422.10</u></u>
25. FINANCE COST		
Interest Expenses	911.06	2,022.22
Other borrowing costs	8.56	48.10
TOTAL	<u><u>919.62</u></u>	<u><u>2,070.32</u></u>
26. OTHER EXPENSES		
Manufacturing Expenses		
Consumption of Stores and Spares	277.19	126.31
Power, Fuel and Water	315.81	190.37
Repairs to: (Excludes Stores and Spares issued)		
(a) Buildings	5.04	12.31
(b) Machinery	10.50	30.45
Conversion, Octroi and other manufacturing expenses	250.21	211.51
	<u>858.75</u>	<u>570.95</u>
Selling and Distribution Expenses		
Freight, Forwarding and Handling Expenses	282.16	428.84
Commission	-	3.97
	<u>282.16</u>	<u>432.81</u>



NOTES TO THE FINANCIAL STATEMENTS

	(₹ in Lacs)	
	For the year ended 31 March 2015	For the year ended 31 March 2014
Establishment Expenses		
Rent (Net)	26.35	85.83
Insurance	2.52	4.06
Rates and Taxes	15.79	16.31
Miscellaneous Expenditure	1,363.31	706.62
Payment to Auditors'	-	-
(A) Statutory Auditors: (excluding service tax)	-	-
(a) Audit Fees	9.00	9.00
(b) Limited Review Fees,	1.50	1.50
(c) Other Services,	-	2.11
(d) for reimbursement of Expenses	-	0.28
(B) Cost Audit Fees	-	1.50
Other repairs	4.27	-
Loss on Fixed Assets sold/discarded	1.94	-
Bad debts, irrecoverable advances and claims written off	4,805.66	4,769.84
TOTAL	7,371.25	6,600.81

	For The Year Ended March 2015		For The Year Ended March 2014	
	₹ In Lacs	%	₹ In Lacs	%
27. IMPORTED AND INDIGENOUS CONSUMPTION				
(i) Raw Material (including components)				
Imported				
Indigenous	4,486.42	100.00	9,144.81	100.00
TOTAL	4,486.42	100.00	9,144.81	100.00
(ii) Spares				
Imported				
Indigenous	277.19	100.00	126.31	100.00
TOTAL	277.19	100.00	126.31	100.00

28. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF		For the year ended 31 March 2015	For the year ended 31 March 2014
(i) Raw Material (including Canalised items)		-	-
(ii) Spare Parts		-	-
TOTAL		-	-

29. EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF			
(i) Commission		1.53	3.04
(ii) Interest and Bank Charges		-	3.22
(iii) Others		122.05	6.09
		123.58	12.35

30. EARNINGS IN FOREIGN CURRENCY			
F.O.B. Value of exports		1,836.46	5,333.14
TOTAL		1,836.46	5,333.14



NOTES TO THE FINANCIAL STATEMENTS

31. ACCOUNTING POLICIES

(a) Basis of Accounting

The Financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles, the applicable mandatory Accounting Standards and the relevant provisions of the Companies Act, 2013

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known.

(c) Fixed Assets:

(i) Gross Block:

All Fixed Assets are stated at cost less accumulated depreciation except free hold land. However, Fixed Assets, which are revalued by the Company, are stated at their revalued book values.

(ii) Depreciation/Amortisation:

- a) The company has ascertained the useful life of its various assets and charged depreciation in accordance with Schedule II of the Companies Act, 2013.

(d) Borrowing cost:

Interest and other borrowing costs attributable to acquisition of qualifying assets are capitalized. Other interest and borrowing cost share charged to revenue.

(e) Investments:

Investments are stated at cost of acquisition or at book value in case of diminution in value. Current investments are stated at lower of cost and net realisable value.

(f) Inventories:

- (i) Raw Material, Raw Material in Process, Semi-Finished Goods, Finished Goods, Goods for Trade and Stores, Spares etc. are valued at cost or net realisable value, whichever is lower.
- (ii) Goods in Transit are valued at cost to date.
- (iii) Industrial scrap is valued at estimated realisable value.
- (iv) 'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost formulae used is weighted average cost.
- (v) Due allowances are made for obsolete inventory based on technical estimates made by the Company.

(g) Recognition of Income and Expenditure:

- (i) Revenues/incomes and cost/expenditure are generally accounted on accrual basis as they are earned or incurred except in case of significant uncertainties.
- (ii) Sale of goods is recognised on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods. Export sales are accounted for on the basis of the dates of 'On Board Bill of Lading'.
- (iii) Export Benefits are recognised in the year of export.

(h) Research and Development Expenditure:

Expenditure on Research and Development is charged to revenue through the natural heads of expenses in the year in which it is incurred. Such expenditure is charged to Capital if it results in the creation of capital assets.

(i) Employee Benefits:

- (i) Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

(ii) Retirement Benefits:

- (a) Retirement benefits in the form of Provident Fund/ Family Pension Fund and Superannuation Fund, which are Defined Contribution Plans, are accounted on accrual basis and charged to the Statement of profit and loss of the year.



NOTES TO THE FINANCIAL STATEMENTS

- (b) Retirement benefits in the form of Gratuity, which is Defined Benefit Plan and the long term employee benefit in the form of Leave Encashment are determined and accrued on the basis of an independent actuarial valuation applying the Projected Unit Credit Method.

- (c) Actuarial gains/losses arising during the year are recognized in the Statement of Profit and Loss of the year.

(j) **Foreign Currency Transactions:**

Foreign Currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Monetary foreign currency assets and liabilities outstanding at the close of financial year are revalued at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognized in the Statement of Profit and Loss, except to the extent it relates to long term monetary items for acquisition of depreciable capital assets, which is adjusted to the acquisition cost of such assets and depreciated over remaining useful life.

(k) **Expenses on New Projects:**

Expenses incurred on new projects are carried in the Accounts under the head Loans and Advances, until such expenses are capitalized or written off or in the year in which decision is taken to either capitalize it or abandon the project.

(l) **Taxes on Income:**

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognised on timing differences between taxable and accounting income that originates in one period and are capable of reversal in one or more subsequent period(s). Deferred Tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognised if and only if there is a virtual certainty backed by convincing evidence of its realisation. Deferred tax assets on account of other timing differences are recognised on the basis of reasonable certainty about its realisation. At each Balance Sheet date the carrying amount of deferred tax assets are reviewed to reassure realization.

(m) **Impairment of Assets:**

The carrying amount of assets, other than inventories is reviewed at each balance sheet date to assess whether there is any indication of impairment in respect of such assets or group of assets (cash generating unit). If such indication exists, the recoverable amount of such asset or group of assets is estimated. If such recoverable amount of the assets or the group of assets is less than its carrying amount, an impairment loss is reckoned by reducing the carrying amount to its recoverable amount. If there is an indication at the balance sheet date that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount, subject to a maximum of depreciable historical cost.

(n) **Provisions, Contingent Liabilities and Contingent Assets:**

The Company recognizes a provision when there is a present obligation as a result of a past event on which it is probable that there will be outflow of resources to settle the obligation in respect of which reliable estimates can be made. Contingent liabilities are disclosed by way of note to the Financial Statement after careful evaluation by the management of the facts and legal aspects of the matter involved. Contingent Assets are neither recognized nor disclosed.

32. The title deeds for land (freehold and leasehold), building, residential flats, licenses, agreements, loan documents, and some of the bank accounts etc. are in the process of being transferred in the name of the Company on amalgamation of Tungabhadra Holdings Private Limited. Stamp duty and other levies arising out of the Scheme of Amalgamation, if any, shall be accounted on determination and completion of transfer formalities.

33. The outflow of the resources in respect of pending disputed matters in respect of Sales Tax and Excise Duty would depend on the ultimate outcome of the disputes lying before various authorities amounting to ₹ 294.11 lacs (previous year ₹ 294.11 lacs) however company has made the provision to the full extent. The Company has taken legal and other steps necessary to protect its position in respect of these claims.

34. **Disclosure pursuant to Accounting Standard AS-15 "Employee Benefits"**

- A. The Company has recognized ₹ 134.94 lacs (Previous Year ₹ 105.16 lacs) in the statement of Profit and Loss for the year ended 31st March, 2015 under Defined Contribution Plan.

- B. Defined Benefit Plans:

Contribution to Gratuity:

Provision for Gratuity has been made in the accounts based on an actuarial valuation carried out at the close of the year. The



NOTES TO THE FINANCIAL STATEMENTS

Company does not have any funding arrangement and the liability is discharged to the employees in the year of retirement/cessation of employment.

Details under AS-15, to the extent applicable are furnished below:

(₹ in lacs)

S No.	Particulars	2014-15	2013-14
(a)	Changes in the Present Value of the Defined Benefits Obligation		
(i)	Present value of Defined Benefit Obligation at the beginning of the year	372.74	406.07
(ii)	Interest Cost	33.56	33.50
(iii)	Current Service cost	17.16	16.88
(iv)	Benefits paid	(87.19)	(111.23)
(v)	Actuarial (Gain)/Loss	31.94	28.49
(vi)	Present Value of Defined Benefit Obligation at the End of the year.	368.21	373.71
(b)	Balance Sheet Reconciliation		
(i)	Net Liability at the beginning of the year	484.94	406.07
(ii)	Expense recognized	82.66	78.87
(iii)	Net Liability at the end of the year.	567.60	484.94
(c)	Amounts recognized in the Profit & Loss account		
(i)	Current Service Cost	17.16	16.88
(ii)	Interest Cost	33.56	33.50
(iii)	Net Actuarial (Gain)/Loss	31.94	28.49
(iv)	Expenses Recognised in the Statement of Profit and Loss A/c	82.66	78.87
(d)	Actuarial Assumption		
(i)	Discount rate	N.A.	N.A.
(ii)	Expected rate of return on Plan Assets	7.75%	8.25%
(iii)	The estimate of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion, and other relevant factors such as supply and demand factors in the employment market.	5.5%	5.5%



NOTES TO THE FINANCIAL STATEMENTS

35. Related Party Disclosures:

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

(a) **List of related parties where control exists and related parties with whom transactions have taken place and relationships:**

Sr. No.	Name of the Related Party	Relationship
1	Zenith (USA) Inc.(Wholly owned)	Subsidiary
2	Zenith Middle East FZE (Wholly owned)	
3	Birla Bombay Pvt.Ltd.	Enterprises Owned or significantly influenced by key management personnel or their relatives where transactions have taken place
4	Shearson Investment & Trading Co.Pvt.Ltd.	
5	Lakshmi Properties Ltd..	
6	Birla Art Lifestyle Pvt. Ltd.	
7	Birla Wellness & Healthcare Pvt. Ltd.	
8	Asian Distributors Pvt. Ltd.	
9	Birla Surya Ltd.	
10	Birla Precision Technologies Ltd	
11	Ashok Birla Apollo Hospitals Pvt Ltd	
12	Birla Cotsyn (India) Ltd	
13	Birla Concepts(India) Ltd	
14	Godavari Corporation Pvt Ltd	
15	Birla Viking Travels Ltd	
16	Birla ShlokaEdutech Ltd	
17	Birla Electricals Pvt Ltd	
18	Birla Energy Infra Ltd	
19	Birla Global Corporate Pvt Ltd	
20	Birla Infrastructure Ltd	
21	Khopoli Investments Ltd	
22	Nirved Traders Pvt Ltd	
23	Birla International Pvt Ltd	
24	Birla Integrated Textile Park Ltd	
25	Birla Brothers Pvt Ltd	
26	Melstar Information Technologies Ltd	
27	Birla Kerala VaidhshalaPvt Ltd	
28	Birla Life Styles Pvt Ltd	
29	Birla Research & Life Sciences Ltd	
30	Birla Retail & Distributors Pvt Ltd	
31	Birla TerrajoulePvt Ltd	
32	Birla Transasia Carpets Ltd	
33	Vedant Consultancy Pvt Ltd	
34	Zenith Dyeintermediates Ltd	
35	Birla Aircon Infrastructure Pvt Ltd	
36	Birla Capital & Financial Services Ltd	



NOTES TO THE FINANCIAL STATEMENTS

37	ShriYashowardhan Birla -Chairman	Key Management Personnel
38	ShriPushkarNatu- CEO	
39	Shri Ashish Mahendrakar- Director	
40	ShriSatishVasantJadhav- Director	
41	ShriAmeyaJagushte- Director	
42	ShriAnirudhaWaghmare- Director	
43	Shri Ashok Saaliyan- Director	
44	Shri B. Girvanesh-CFO	
45	ShriVimalPrakashDubey-Co. Secretary	

Net Balance of Receivable, Payable, Deposits, Loan etc.			Balance Carried to Balance Sheet (Net)		Balance Carried to Balance Sheet (Net)	
			as at 31-03-2015		as at 31-03-2014	
			Receivable	Payable	Receivable	Payable
i) Subsidiary	a)	Zenith (USA) Inc.(Wholly owned)	562.96	-	834.54	-
	b)	Zenith Middle East FZE (Wholly owned)	9,763.22	-	8,717.47	-
ii) Key Management Personnel		ShriYashowardhan Birla -Chairman	-	-	-	-
		Shri M.S. Arora -Managing Director	-	-	-	41.56
iii) Enterprises Owned or significantly influenced by key management personnel or their relatives.	1	Birla Precision Technologies Ltd.	-	560.20	-	299.98
	2	Birla Bombay Pvt.Ltd.	-	-	-	47.50
	3	Birla Cotsyn (India) Ltd.	201.84	-	273.63	-
	4	Shearson Investment & Trading Co.	501.87	-	582.36	-
	5	Godavari Corporation Pvt.Ltd.	538.06	-	886.04	-
	6	Birla Viking Travels Ltd.	17.51	-	17.51	-
	7	Birla ShlokaEdutech Ltd.	-	94.81	-	-
	8	Asian Distributors Pvt. Ltd.	93.45	-	92.74	-
	9	Melstar Information Technologies Ltd.	2.56	-	2.56	-
	10	Zenith Dyeintermediates Ltd	7.91	-	41.59	-
	11	Birla Retails & distributors Pvt Ltd	-	1.06	-	1.06
	12	Birla Global Corporation Pvt.Ltd.	115.93	-	99.11	-
	13	Birla Infrastructure Pvt.Ltd.	141.90	-	380.52	-
	14	Birla International Pvt.Ltd.	291.35	-	286.97	-
	15	Nirved Traders Pvt Ltd	614.83	-	1119.44	-
	16	Vedant Consultancy Pvt Ltd.	125.00	-	125.00	-
	17	Khopoli Investments Ltd.	18.17	-	-	-
	18	Birla Electricals Pvt Ltd.	0.24	-	-	-
	19	Mounthill Investment Advisors P Ltd	-	-	2.12	-
	20	Birla Surya Ltd.	750.00	-	750.00	-

Note: Related Party relationship is as identified by the Company based on available information and relied upon by the auditors.



NOTES TO THE FINANCIAL STATEMENTS

(b) Transaction with related parties

(₹ In lacs)

	Subsidiaries		Key Management Personnel		Enterprise owned and significantly influenced by Key Management personnel or their relatives	
	31/03/2015	31/03/2014	31/03/2015	31/03/2014	31/03/2015	31/03/2014
Sale of Goods	168.25	2,506.78	-	-	-	-
Purchase of Goods	-	-	-	-	2.82	-
Commission paid	-	-	-	-	-	-
Travel Agency	-	-	-	-	-	-
Service charges paid	-	-	-	-	15.59	-
Service charges received	-	-	-	-	0.58	-
Rent Paid	-	-	-	-	-	-
Inter Corporate Deposit - Paid	-	-	-	-	-	-
Interest received	-	-	-	-	-	-
Inter Corporate Deposit – Recd.	-	-	-	-	-	-
Inter Corporate Deposit - Refund Received	-	-	-	-	-	-
Inter Corporate Deposit/ Loan – Re Paid	-	-	-	-	-	-
Advance Paid	-	-	-	-	-	-
Other	-	-	-	-	-	-
Remuneration	-	-	-	41.56	-	-
Write off	-	-	-	-	1,070.51	-

c) Disclosure in respect of material transactions with related parties during the year included in (b) above.

SI No.	Particulars	(₹ in Lacs)	
		2014-15	2013-14
1	Sale of Goods		
	Zenith (USA) Inc.	168.25	2506.78
	Birla Precision Technologies Ltd.		
2	Purchase of Goods		
	Birla Precision Technologies Ltd.	2.82	3.02
	Abhiram Steel P Ltd.		
3	Inter Corporate Deposit – Received		
	Birla Precision Technologies Ltd.		50.00
	Birla Cotsyn India Ltd.		-
	Asian Distributors Pvt. Ltd.		-
	Shearson Investment & Trading Company		-
4	Inter Corporate Deposit – GIVEN		
	Birla Surya Ltd.		
	Birla Cotsyn		
	Shearson Investment & Trading Company		
	Asian Distributors Pvt. Ltd.		
5	Interest Received / Receivable		
	Godavari Corporation Pvt. Ltd.		
	Shearson Investment & Trading Company		66.99
	Birla Precision Technologies Ltd		83.26
	Birla Cotsyn India Ltd. (new)		
	Asian Distributors Pvt Ltd.		11.18



NOTES TO THE FINANCIAL STATEMENTS

SI No.	Particulars	(₹ in Lacs)	
		2014-15	2013-14
6	Other Services		
	Birla Viking Travels Pvt Ltd.		
	Birla Global Corporate Pvt Ltd	15.59	110.20
	Birla Precision Technologies Ltd.		
7	ICD Refund Received		
	Birla Cotsyn India Ltd.		
	Shearson Investment & Trading Company		
8	Loan/ICD -RE PAID		
9	Advance - PAID		
	Abhiram Steels Pvt. Ltd.		
	Zenith Middle East		9150.8
10	Remuneration Paid		
11	Loans and Advances W/Off		
	Birla Cotsyn	20.52	
	Birla Infrastructure Pvt. Ltd.	110.00	
	Nirved Traders	242.00	
	Birla Viking Travels Ltd.	17.52	
	Godavri Corporation	348.00	
	Shearson Investments	80.48	
	Birla Precision Technologies	252.00	

36. (i) Assignment of Debts under Short Term loans and Advances represents debts for which the Company has entered into deeds of assignment for transfer of debts outstanding and receivable by the Company, to the purchaser of the debts.

(ii) In the opinion of the Board, Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

37. During the year 2006-07 the Company made a Follow on Public Issue and consequently raised an amount of ₹ 13100 Lacs.

The shareholders of the company at the Annual General Meeting held on 17th September, 2012 approved variation in utilisation of follow on public offer proceeds, so that the company can also utilize the proceeds for: Manufacturing of SAW & ERW pipes at Chennai or at such other locations may be decided by the Board. Out of ₹ 13500 lacs, ₹ 8036 lacs will be utilized from the unutilized proceeds of public issue and balance ₹ 5464 lacs will be from unutilized proceeds of GDR issue. The detail of utilization of proceeds of ₹ 13500 lakh is given hereunder:

(₹ in lakh)

Particulars	Projected Amt	Amount to be spent
Land and Building	1,000.00	1,000.00
Plant and Machinery (Imported & Indigenous)	8,532.00	8,321.00
Miscellaneous Fixed assets	3,696.00	3,696.00
Contingency	272.00	272.00
Balance amount to be spent	13,500.00	13,289.00

Pending full utilization, the balance amount is held in Current/Fixed deposit /loan accounts.

38. **Disclosures in respect of Derivatives Instruments:**

i) Derivative Instruments Outstanding as on 31st March, 2015 ₹ Nil

ii) Foreign Currency Exposure that are not hedged by forward contracts as at 31st March, 2015.

		Amount (USD) 2014-15	Amount (USD) 2013-14
1	Term Loan	4028017.70	3872490.00
2	Debtors	1453730.00	1499504.77
3	Other Payables	500.52	560244.00
4	Other Receivables	15765488.29	16054283.59



NOTES TO THE FINANCIAL STATEMENTS

39. Computation for Earning Per Share

(₹ in Lacs)

	2014-15	2013-14
Profit for the Year	(7267.42)	(19979.45)
Weighted average Number of Equity Share	13,12,80,448	13,12,80,448
TOTAL	13,12,80,448	13,12,80,448
Earnings per share	(5.54)	(15.22)

40. The Company has recognised exchange differences arising on long term foreign currency monetary items in line with para 46 of Accounting Standard 11, inserted vide notification No. 43R 22E dated 31st March, 2009 as per Companies (Accounting Standard) Amendment Rules, 2009 and further notification dated 29th December, 2011.

Pursuant to the above, effect of exchange difference on long term foreign currency monetary items, so far as they relate to acquisition of depreciable capital assets, have been adjusted to the cost of such assets and depreciated over their remaining useful lives. Accordingly, net exchange loss relating to the financial year 2014-15 amounting to ₹ 55.03 lacs, has been adjusted to the cost of fixed assets.

There are no long term foreign currency monetary items which require exchange differences to be amortised.

41. In accordance with Accounting Standard – 17 “Segment Reporting”, segment information has been given in the consolidated financial statement of the Company and therefore, no separate disclosure on segment information is given in these financial statements.
42. Balances of sundry Creditors, Debtors, Loans and advances, deposits etc. are as per books of accounts in absence of confirmation and reconciliation thereon.
43. The company has declared a lockout at its Khopoli Unit since November. 2013
44. The company has not provided interest to the extent of ₹ 58.22 crores on certain bank outstanding which were classified as non-performing assets during the previous year.
45. Consortium of banks led by State Bank of India has taken action under Securitisation and reconstruction of financial assets and enforcement of Security interest Act 2002 in February, 2014 and called upon the company to repay the amount of Rs 193.19 Crores towards the dues as on 31.01.2014 within sixty days. Thereafter the consortium of banks have taken symbolic possession on 29.05.2014 of the immovable assets at the Khopoli unit.
46. Interest amounting to ₹ 7.06 crores on ICD's given by the company is not considered as income due to realisability not being certain.
47. Debit balances aggregating ₹ 56.19 crores considered unrealizable have been written off as a prudent measure
48. Exceptional item of Rs 6.52 Crores relate to writeoff of advance for discontinued project.
49. The accumulated losses till 31st March, 2015, has exceeded the share capital value including other reserves, thereby the net worth of the company has been completely eroded. However on account of strategic understanding with suppliers/customers the company is on the revival mode and is operating some of the units. In view of the same the going concern concept holds good.
50. Corresponding previous figures have been regrouped/recast and reclassified to make them comparable.

As per our attached report of even date

FOR THAKUR, VAIDYANATH AIYAR & CO.

Chartered Accountants

Firm Registration No.: 000038N

C.V. Parameswar

Partner

Membership No: 11541

Place: Mumbai

Date: 30.05.2015

By Order of the Board

Ashok Saaliyan

Director

DIN: 07031046

Pushkar Natu

Chief Executive Officer

Vimal Prakash Dubey

Company Secretary

FCS: 5062

Ashish Mahendrakar

Director

DIN 03584695

B. Girvanesh

Chief Financial Officer



FORM AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

PART “A”: Subsidiaries

(Information in respect of each subsidiary presented with amounts ₹ in Lacs)

Sl. No. 1	Name of the Subsidiary:	Zenith Middle East FZ-LLC
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st March' 2015
	Reporting currency and Exchange rate as on the date of the relevant Financial year in the case of foreign subsidiaries	1 AED=₹ 17.05
	Share Capital ₹ in Lacs	257.30
	Reserves & surplus ₹ in Lacs	(221.25)
	Total assets ₹ in Lacs	9356.59
	Total Liabilities ₹ in Lacs	9320.83
	Investments	-
	Turnover ₹ in Lacs	-
	Profit before taxation ₹ in Lacs	-
	Provision for taxation ₹ in Lacs	-
	Profit after taxation ₹ in Lacs	-
	Proposed Dividend ₹ in Lacs	-
	% of shareholding	100%

Sl. No. 2	Name of the Subsidiary:	Zenith (USA) Inc.
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st December' 2014
	Reporting currency and Exchange rate as on the date of the relevant Financial year in the case of foreign subsidiaries	1 USD =Rs 63.16
	Share Capital ₹ in Lacs	18.95
	Reserves & surplus ₹ in Lacs	(1356.15)
	Total assets ₹ in Lacs	270.56
	Total Liabilities ₹ in Lacs	1607.76
	Investments	-
	Turnover ₹ in Lacs	1375.74
	Profit before taxation ₹ in Lacs	43.98
	Provision for taxation ₹ in Lacs	-
	Profit after taxation ₹ in Lacs	-
	Proposed Dividend ₹ in Lacs	-
	% of shareholding	100%

Notes:

1. There is no subsidiary which is yet to commence operations.
2. There is no subsidiary which has been liquidated or sold during the year.



PART “B”: Associates and Joint Ventures

Statement Pursuant To Section 129(3) Of The Companies Act, 2013 Related To Associate Companies And Joint Ventures.

The Company does not have Associate Companies and Joint Ventures

By Order of the Board

Ashok Saaliyan

Director

DIN: 07031046

Ashish Mahendrakar

Director

DIN 03584695

Pushkar Natu

Chief Executive Officer

B. Girvanesh

Chief Financial Officer

Vimal Prakash Dubey

Company Secretary

FCS: 5062

Place : Mumbai

Date : 30.05.2015



INDEPENDENT AUDITOR'S REPORT

To the Members of Zenith Birla (India) Limited.

Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated financial statements of Zenith Birla (India) Limited ("the Company"), and its subsidiaries collectively referred to as the group which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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; design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

6. Emphasis of Matter:

We draw attention to the following matter in Notes to the financial statements:

Note no. 49 in the financial statements which indicates that the company has accumulated losses and its net worth has been fully eroded. The company has incurred a net loss/net cash loss during the current and previous years and the Company's current liabilities exceeded its current assets as at the Balance Sheet date. These conditions, along with other matters, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the company have been prepared on a going concern basis for the reasons stated in the said Note.

Our opinion is not modified in respect of this matter.

Basis for Qualified Opinion

7. With reference to Note No. 44 regarding the non provision by the Company of the interest amounting to ₹ 32.70 crores on its working capital facilities from Banks during the year.

Had this amount been provided for, the loss would have been higher by ₹ 32.70 crores and Secured Loans would have been higher by ₹ 32.70 crores.



8. With reference to Note No. 42 regarding the Company not having the balance confirmations for its party balances and hence our inability to state whether these balances are recoverable/payable to the extent stated.

Qualified Opinion

9. In our opinion and to the best of our information and according to the explanations given to us, subject to the effects of the matters described in the basis of qualified opinion paragraph. The aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2015, and its consolidated loss and its consolidated cash flows for the year ended on that date.

Other Matters

10. We did not audit the Financial Statements of two wholly owned foreign subsidiaries included in the Consolidated financial statements, which constitute total assets of ₹ 9595.22 Lacs and net assets of ₹ (749.96) Lacs as at 31st March, 2015, total revenues of ₹ 2027.47 Lacs, net Profit of ₹ 160.11 Lacs and net cash flows amounting to ₹ 38.17 Lacs for the year then ended.

These financial statements and other financial information have been certified by the management and furnished to us and our opinion on the consolidated financial statements is based solely on the certified financial statements.

Since the financial statements of the foreign subsidiaries which were compiled by the Management for the financial year ended 31st March 2015 were not audited as at 31st March 2015, any adjustments to their balances could have consequential effect on the attached consolidated financial statements.

**For Thakur Vaidyanath Aiyar & Co,
Chartered Accountants
Firm's Regn No. 000038N**

**C.V. Parameswar
Partner
M. No. 11541**

Place: Mumbai,

Date: 30.05.2015



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

		(₹ in Lacs)	
Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
I. EQUITY AND LIABILITIES			
I. Shareholders' Funds			
(a) Share Capital	1	13128.05	13,128.04
(b) Reserves and Surplus	2	-15331.44	(8,224.14)
		<u>(2,203.39)</u>	<u>4,903.90</u>
2. Non-Current Liabilities			
(a) Long-Term borrowings	3	1737.56	2,727.79
(b) Deferred Tax Liabilities (Net)	4	504.86	504.86
(c) Other Long-Term Liabilities	5	1202.92	792.92
(d) Long-Term Provisions	6	831.63	1,375.42
		<u>4,276.97</u>	<u>5,400.99</u>
3. Current Liabilities			
(a) Short Term Borrowings	7	20840.14	21,026.27
(b) Trade Payables	8	2915.15	7,059.63
(c) Other Current Liabilities	9	10208.65	8,265.01
(d) Short-Term Provisions	10	517.35	1,411.43
		<u>34,481.29</u>	<u>37,762.34</u>
TOTAL		<u><u>36,554.87</u></u>	<u><u>48,067.23</u></u>
II. ASSETS			
Non-Current Assets			
I. (a) Fixed Assets	11		
(i) Tangible Assets		9714.74	10,347.41
(ii) Intangible Assets		0.00	12.93
(iii) Capital work-in-progress		1704.45	2,213.53
(b) Non-Current Investments	12	1.00	1.00
(c) Long-Term Loans and Advances	13	761.84	852.48
		<u>12,182.03</u>	<u>13,427.35</u>
2. Current Assets			
(a) Inventories	14	1317.37	1,320.21
(b) Trade receivables	15	10326.31	11,514.41
(c) Cash and Cash Equivalents	16	184.67	398.16
(d) Short-Term Loans and Advances	17	12544.49	21,407.10
		<u>24,372.84</u>	<u>34,639.88</u>
TOTAL		<u><u>36,554.87</u></u>	<u><u>48,067.23</u></u>
Significant Accounting Policies		-	-
Notes on Financial Statements	1 to 50		

As per our attached report of even date

FOR THAKUR,VAIDYANATH AIYAR & CO.

Chartered Accountants

Firm Registration No.: 000038N

C.V. Parameswar

Partner

Membership No: 11541

Place: Mumbai

Date: 30.05.2015

By Order of the Board

Ashok Saaliyan

Director

DIN: 07031046

Pushkar Natu

Chief Executive Officer

Vimal Prakash Dubey

Company Secretary

FCS: 5062

Ashish Mahendrakar

Director

DIN 03584695

B. Girvanesh

Chief Financial Officer

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Note No.	For the year ended 31 March 2015	For the year ended 31 March 2014
I. INCOME			
Revenue From Operations (gross)	19	8,671.04	24,186.63
Less : Excise Duty		350.86	1,251.28
		8,320.18	22,935.35
II. Other Income	20	910.56	1,485.42
III. Total Revenue (I + II)		9,230.74	24,420.77
IV. EXPENSES			
Cost of Materials consumed	21	5,966.25	9,144.81
Purchase of Stock in Trade	22	90.56	11,531.72
Changes in Inventories of Finished Goods,		0.00	
Work-in-Progress and Stock-in-Trade	23	9.78	7,171.52
Employee Benefits expenses	24	685.80	1,514.17
Finance Costs	25	939.03	2,104.46
Depreciation and Amortization Expenses		629.17	651.91
Other Expenses	26	7,349.15	7,043.64
Total Expenses		15,669.74	39,162.23
V. PROFIT BEFORE TAX		(6,439.00)	(14,741.46)
VI. Tax Expenses			
(a) Current Tax		9.05	-
(b) Deferred Tax			-
(c) Wealth Tax			1.17
(d) Tax in respect of earlier years		-	-
		9.05	1.17
VII. PROFIT FOR THE YEAR (V -VI)		(6,448.05)	(14,742.63)
VII Exceptional Items (Advances related to Discontinued Project Written off)			
		659.25	5,602.88
VII Profits Transferred to Reserves and Surplus		(7,107.30)	(20,345.51)
Earning per Equity Share of face value of ₹. 10 each			
Basic and Diluted (in ₹)			(6.76)

Significant Accounting Policies**Notes on Financial Statements**

I to 50

As per our attached report of even date**FOR THAKUR,VAIDYANATH AIYAR & CO.**

Chartered Accountants

Firm Registration No.: 000038N

C.V. Parameswar

Partner

Membership No: 11541

Place: Mumbai

Date: 30.05.2015

By Order of the Board**Ashok Saaliyan**

Director

DIN: 07031046

Pushkar Natu

Chief Executive Officer

Vimal Prakash Dubey

Company Secretary

FCS: 5062

Ashish Mahendrakar

Director

DIN 03584695

B. Girvanesh

Chief Financial Officer



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹. in Lacs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax as per Profit and Loss Account	(6439.00)	(14150.82)
Add/(Deduct):		
a) Depreciation and Amortisation expense	629.17	651.91
b) Loss on Sale / Discard of Assets (Net)		(130.34)
c) Finance Cost	939.03	2105.14
e) Interest Income		(469.85)
f) Dividend Income		0.00
g) Net gain on sale of Investment (Net)		0.00
Prior period items		
	1,568.20	2,156.86
Operating Cash Profit before Working Capital Changes	(4,870.80)	(11,993.96)
Add/(Deduct):		
a) Trade and other Receivables	5,010.57	2,964.28
b) Inventories	2.85	9,990.66
c) Trade and Payables	(3,213.20)	(8,927.58)
	1,800.22	4,027.37
CASH GENERATED FROM OPERATIONS	(3,070.58)	(7,966.59)
Add: Tax Payments	(9.05)	50.97
NET CASH FLOW FROM OPERATING ACTIVITIES	(3,079.63)	(7,915.62)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Inflow		
a) Sale of Fixed Assets	56.56	210.23
b) Sale of Current Investments (Net)	-	3.89
c) Dividend from Current Investments		-
d) Net gain on sale of Investment (Net)		-
e) Inter Corporate Deposits and Loans (Including Interest) (Net)	5,293.48	4,711.17
	5,350.04	4,925.30
Outflow		
a) Acquisition of Fixed Assets	40.13	401.31
b) Investment in other Long Term Investments	-	-
c) Purchase of Current Investments (Net)	-	-
d) Inter Corporate Deposits and Loans (Including Interest) (Net)	-	-
	40.13	401.31
NET CASH FLOW FROM INVESTING ACTIVITIES	5,309.91	4,523.98
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Inflow		
a) Increase in Share Capital after ignoring non Cash	-	0.00
b) Borrowings (Net of repayments)	(1,017.83)	3,277.18
	(1017.83)	3277.18



	(₹. in Lacs)	
	For the year ended 31 March 2015	For the year ended 31 March 2014
Outflow		
a) Finance Charges (Net)	959.15	2,102.67
b) Dividend paid	-	-
c) Borrowings (Net of repayments)		
d) Share Issue Expenses		
e) Assets W.off of Discontinued Project	-350.55	
	608.60	2,102.67
NET CASH FLOW FROM FINANCING ACTIVITIES	(1,626.43)	1,174.51
D. Exceptional Items (Advances related to Discontinued Project Written off)	(659.25)	(5,602.88)
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C+D)	(55.46)	(7,820.00)
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	240.19	8,060.19
CASH AND CASH EQUIVALENTS AS AT YEAR END	184.73	240.19
<u>Reconciliation of Cash and Cash Equivalents as at year end:-</u>		
Cash and Cash Equivalents as per Note No. 17	184.68	398.16
Less: Balance in Fixed Deposit accounts kept as margin money with the bankers	0.05	(162.74)
	184.73	235.41
	-	4.78

As per our attached report of even date

FOR THAKUR,VAIDYANATH AIYAR & CO.

Chartered Accountants

Firm Registration No.: 000038N

C.V. Parameswar

Partner

Membership No: 11541

Place: Mumbai

Date: 30.05.2015

By Order of the Board

Ashok Saaliyan

Director

DIN: 07031046

Pushkar Natu

Chief Executive Officer

Vimal Prakash Dubey

Company Secretary

FCS: 5062

Ashish Mahendrakar

Director

DIN 03584695

B. Girvanesh

Chief Financial Officer



CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

		(₹ in Lacs)	
		As at 31 March, 2015	As at 31 March, 2014
I. SHARE CAPITAL			
AUTHORISED:			
15,55,00,000 Equity Share of ₹. 10/- each (15,55,00,000)		15550.00	15,550.00
ISSUED, SUBSCRIBED & FULLY PAID UP			
13,12,80,448 Equity Share of ₹. 10/- each (13,12,80,448)		13128.04	13,128.04
TOTAL		13,128.04	13,128.04
I.1 The reconciliation of the number of shares outstanding is set out below:			No. of Shares
Shares outstanding at the beginning of the year			131,280,448
Shares outstanding at the end of the year			131,280,448
I.2 The details of Shareholders holding more than 5% share			No. of Share % held
Bank of New York Mellon			4125912 3.14
Focus Shares & Securities Pvt Ltd.			
Shearson Investment Trading Company Pvt. Ltd.			
Godavari Corporation Pvt.Ltd.			
I.3 2,16,20,529 Equity Shares out of the Issued, Subscribed and Paid up Share (2,16,20,529) capital were allotted as Bonus Share in the last five years by capitalisation of Securities Premium and Reserves.			
I.4 1,36,70,315 Equity Shares out of the Issued, Subscribed and Paid up Share (1,36,70,315) capital were allotted during the last five years pursuant to a scheme of amalgamation without payment being received in cash.			
I.5 5,59,17,060 Equity Shares out of the Issued, Subscribed and Paid up Share (5,59,17,060) capital were allotted in the last five years on conversion/exercise of warrants and against Global Depository Receipts.			
I.6 On 10-01-2011 the Company issued 1,08,10,000 Convertible Equity Share Warrants which were convertible into 1 Equity Share of ₹ 10 each at a price calculated in accordance with SEBI regulation. 25% of the issue price was payable at the time of allotment of warrants and the balance 75% at the time of allotment of Equity Shares. On 25-03-2011, 15,60,000 warrants were converted into Equity Shares. The remaining 92,50,000 warrants were convertible into Equity Share before 09-07-2012. The company is taking steps to seek extension for conversion of warrants.			



CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lacs)

	As at 31 March, 2015	As at 31 March, 2014
2. RESERVES AND SURPLUS		
1. Securities Premium Reserve		
Balance as per last account	14,308.30	14,308.30
2. General Reserve:		-
Forfeiture of money received against share warrants	494.88	494.88
Balance as per last account	91.29	91.29
3. Surplus in Statement of Profit and Loss		-
Balance as per last account	(23,118.61)	(3,364.51)
Add: Previous Year write Back		591.41
Add: Net Profit for the current year	(7,107.30)	(20,345.51)
		-
Closing Balance	(30,225.91)	(23,118.61)
TOTAL	(15,331.44)	(8,224.14)
3. LONG TERM BORROWINGS		
Secured (Refer Note)		
(a) Term Loans		
From Banks	1,399.57	1,393.79
From Others	12.60	486.57
	0.00	
(b) Long term maturities of finance lease obligations	0.39	40.75
SUB TOTAL A	1,412.56	1,921.11

Note: Terms of Borrowing

	Nature of Security	Original amt of Borrowing Rs/Lacs	Tenor of Inception (in years)	Terms of Repayment	Month in which last instalment is due	Repayment schedule Instalments ₹/Lacs	Balance as on 31st March 2015 ₹/ Lacs	Balance as on 31st March 2014 ₹/Lacs	Prevailing Interest Per Annum
	Secured								
1	Term Loan from Bank is secured by mortgage of Thane office building against which the loan has been taken	300	10	Monthly	Dec-14	1.15	158.02	162.16	15%
2	Loan from others is secured by First charge (hypothecation) of all movable assets, including Specific Plant and Machinery purchased out of this term loan with a second charge over these assets to existing working capital bankers, and second charge (hypothecation) on overall existing movable and immovable assets including Plant and Machinery.	5625	8.5	Quarterly	Jul-15	153	2,315.08	2289.55	3 Month Libor + 3.25%



CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

	Nature of Security	Original amt of Borrowing Rs/Lacs	Tenor of Inception (in years)	Terms of Repayment	Month in which last instalment is due	Repayment schedule Instalments ₹/Lacs	Balance as on 31st March 2015 ₹/Lacs	Balance as on 31st March 2014 ₹/Lacs	Prevailing Interest Per Annum
3	The Term loan shall be secured by First pari-passu charge on all assets funded under the proposed capex plan and second charge on all existing movable and immovable assets of the company (excluding all movable assets charged to FMO on exclusive basis.)	1125	8.5	Quarterly	Feb-19	51.13	1231.64	1231.64	16.25%
4	Long Term Maturities of Finance Lease obligations are secured by hypothecation of specific vehicles against which the loan has been taken.	33.76	3-4	Monthly	Jun-16	0.97	22.90	40.75	12.25%
	Sub-Total						3727.64	3,724.10	
	Less: Current Maturities of Long term Debt {Refer Note 9(a)}						2,315.08	1,802.99	
	Total						1,412.56	1,921.11	

As at
31 March, 2015 As at
31 March, 2014

Unsecured

(a) Deferred payment Liabilities	150.00	150.00
(b) Deposits	0.00	481.68
(c) Loans and Advances from related parties (Refer Note No. 35)	175.00	175.00
	<u>325.00</u>	<u>806.68</u>
SUB TOTAL B	<u>325.00</u>	<u>806.68</u>
TOTAL A+B	<u>1,737.56</u>	<u>2,727.79</u>

4. DEFERRED TAX LIABILITY (NET)

Deferred Tax Liability

On account of Depreciation 671.15 671.85

Deferred Tax Assets

Disallowance under the Income Tax Act, 1961 0.00 166.99

TOTAL **504.86** **504.86**

5. OTHER LONG TERM LIABILITIES

(a) Others 1,202.92 792.92

TOTAL **1,202.92** **792.92**

**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lacs)

	As at 31 March, 2015	As at 31 March, 2014
6. LONG TERM PROVISIONS		
(a) Provision for Employee Benefits (Refer Note No. 34)		
Gratuity	370.46	815.41
Leave Encashment	167.06	81.51
(b) Provision for Contingencies	294.11	478.50
TOTAL	831.63	1,375.42
7. SHORT TERM BORROWINGS		
Secured		
(a) Loans repayable on demand		
From Banks	20840.14	21,026.27
7.1 Loans repayable on demand from Banks are secured by hypothecation of inventories and /or book debts and export incentives recoverable etc. and collaterally secured by way of first charge on the fixed assets.		
TOTAL	20,840.14	21,026.27
8. TRADE PAYABLES		
(a) Micro, Small and Medium Enterprises (*)		-
(b) Others (including ₹ 481.07 Lacs due to related parties. Refer Note no. 35)	2,915.16	7,059.63
TOTAL	2,915.16	7,059.63
(*) There are no Micro and Small enterprises to whom the Company owes amounts which are outstanding as at 31st March 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME) has been determined on the basis of and to the extent information is available with the Company. No interest is paid / payable during the year to any enterprise registered under the MSME.		
9. OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Debts	2,315.08	1,802.99
Current Maturities of Deposit	2,805.20	2,536.47
Interest accrued but not due on borrowings	0.00	20.11
Unclaimed Dividends	0.00	36.61
Advance from Customers	0.92	0.58
Interest payable on Fixed Deposit	1290.17	740.29
Other payables *	3797.28	3,127.96
TOTAL	10,208.65	8,265.01

* includes ₹ 1,050 lacs advances against sales of land.

There is no amount due and outstanding as on 31st March, 2015, to be credited to Investors Education and Protection Fund.



(₹ in Lacs)

	As at 31 March, 2015	As at 31 March, 2014
10. SHORT TERM PROVISIONS		
Provision for Employee Benefits (Refer Note No. 34)		
Gratuity	7.02	10.70
Leave Encashment	1.11	3.18
Salary & Reimbursements	0.00	-
Contribution to Provident Fund	0.00	0.44
Provision for Wealth Tax	1.88	2.48
Dividend Tax on Dividend	359.08	359.08
Provision for Excise Duty	0.00	-
Provision for Interest on Dividend Tax	0.00	-
Creditors for Services	0.00	505.43
Provision for outstanding expenses	58.14	341.23
Provision Others	90.12	188.89
TOTAL	517.35	1,411.43



CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

11. FIXED ASSETS

DESCRIPTION	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK	
	As at 01 April 2014	Additions/ Adjustment	Deductions/ Adjustment	Balance as at 31 March 2015	Balance as at 01 April 2014	Adjustment / Deductions	Upto 31 March 2015	Balance as at 31 March 2015
TANGIBLE ASSETS								
OWN ASSETS:								
1. Freehold Land	1,824.42			1,824.42	-			1,824.42
2. Leasehold Land.	199.23			199.23	26.40		26.40	172.83
+3. Buildings	4,991.23		0.73	4,990.50	1,462.82	0.18	1,745.92	3,244.58
4. Plant and Equipment	7,218.21			7,218.21	2,779.96		3,041.51	4,176.70
5. Furniture, Fixtures	401.30		25.15	376.15	155.95	12.76	184.86	191.29
6. Vehicles	213.10		8.95	204.15	106.27	5.46	119.79	84.36
7. Office Equipments	24.53			24.53	9.04		19.80	4.72
8. Computer	193.69			193.69	177.85		177.85	15.84
Sub Total	15,065.71	-	34.83	15,030.88	4,718.30	18.40	5,316.14	9,714.74
LEASED ASSETS:								
Improvement on Lease hold Premises	(0.00)			(0.00)	-		-	-
Sub Total	0.00	-	-	(0.00)	-	-	-	(0.00)
Total (A)	15,065.71	-	34.83	15,030.88	4,718.30	18.40	5,316.14	9,714.74
INTANGIBLE ASSETS								
Computer Software	21.55			21.55	8.62		21.55	(0.00)
Total (B)	21.55	-	-	21.55	8.62	-	21.55	(0.00)
Total (A + B)	15,087.26	-	34.83	15,052.43	4,726.92	18.40	5,337.69	9,714.74
Previous Year	14,958.94	246.42	118.20	15,087.26	4,113.96	38.31	4,726.92	10,360.33
Capital Work-in-Progress								1,704.45
								2,213.53

- + Buildings include (a) Ownership Flats, Roads, Drains and Pipelines and cost of shares in cooperative housing societies.
(b) ₹ 0.91 lac (previous year ₹ 0.91 lacs) being the cost of two flats on 30 years lease for which the Society is yet to be formed.
(c) Refer Note No. 32 is regard to pending transfer of title.



CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

		(₹ in Lacs)	
		As at 31 March, 2015	As at 31 March, 2014
12. NON CURRENT INVESTMENTS			
TRADE INVESTMENT			
In Equity Shares - Quoted, fully paid up			
4,35,350 Birla Transasia Carpets Limited of ₹ 10/-each	63.70	63.70	
(4,35,350) Less: Provision for diminution in value	63.70	63.70	
	-	-	
In Equity Shares of Subsidiary Company			
Unquoted fully paid up			
1,000 Zenith (USA), Inc. New York, a wholly owned Subsidiary Company (1,000) (Nominal value of Shares in US \$ 30,000)	0.00		
2 UAE Dirham 2 Million of Zenith Middle East FZE, a wholly owned Subsidiary (2) of the Company, Further UAE Dirham 0.22 Million is pending allotment.	0.00		
In Equity Shares of Associate Company			
Unquoted fully paid up			
39,000 Birla Energy Infra Limited of ₹ 10/- each (39000)			
OTHER INVESTMENT - Unquoted fully paid up			
236 US \$ 1,000 each of P.T. Horizon Syntex, Indonesia, continue to be held in the (236) name of erstwhile The India Tool Manufacturers Limited and the same are still in process of being transferred in the name of the Company pending receipt of the necessary approval from Reserve Bank of India	19.31	19.31	
Less: Provision for diminution in value	19.31	19.31	
2,000 TIMA CETP Co-Op Society Ltd. of ₹ 10/- each (2000)	0.20	0.20	
2,000 The Shamrao Vithal Co-op Bank Ltd. of ₹ 25/- each (2000)	0.50	0.50	
	0.00		
In Government Securities - Unquoted	0.00		
National Savings Certificates	0.30	0.30	
TOTAL	1.00	1.00	
Aggregate amount of Quoted Investments	63.70	63.70	
Market Value of Quoted Investments	104.04	305.18	
Aggregate amount of Unquoted Investments	196.89	196.89	
Aggregate provision for diminution in value of Investments	83.00	83.00	
13. LONG TERM LOANS AND ADVANCES			
(Unsecured, Considered good)			
Capital Advances	1.08		
Security Deposits	58.11	61.64	
Advance Income Tax (Net of Provision)	206.28	197.15	
Other Loans and Advances (includes deposits received and advances recoverable)	496.37	593.69	
	761.84	852.48	
 Other Loans and Advances Considered Doubtful	160.48	160.48	
Less: Provision for doubtful advances	160.48	160.48	
	-	-	
TOTAL	761.84	852.48	



CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

			(₹ in Lacs)
			As at
			31 March, 2015
			As at
			31 March, 2014
14. INVENTORIES			
(at lower of Cost and Net Realisable value)			
Raw Materials	356.20	208.37	
Raw Materials-in-process	0.00	-	
Raw Material in Transit	0.00	-	
Semi-Finished Goods	0.00	-	
Finished Goods	450.77	330.73	
Stock-in-Trade	490.97	621.46	
Stores and Spare Parts	0.00	79.38	
Others (Scrap)	19.43	80.27	
TOTAL	1,317.37	1,320.21	
15. TRADE RECEIVABLES			
Outstanding for a period exceeding six months from the date they become due for payment (unsecured)			
(a) Considered good	9,744.92	1,640.73	
(b) Considered doubtful	900.00	150.00	
Less: Provision for doubtful debts	900.00	150.00	
	-	-	
Other Receivables (unsecured)			
Considered good	581.39	9,873.68	
* (including ₹ 2,327.41 Lacs due to related parties. Refer Note no. 35)			
TOTAL	10,326.31	11,514.41	
16. CASH AND CASH EQUIVALENTS			
Balances with Banks	177.07	218.02	
Unclaimed Dividend	0.00	-	
Margin Money *	0.05	162.74	
Cheques, Drafts on hand	0.00	5.81	
Cash on hand	7.55	11.59	
TOTAL	184.67	398.16	
* Includes FDR of ₹ 178.85 lacs with maturity of more than 12 months. Margin money is against Bank LCs, Public FD.			
17. SHORT TERM LOANS AND ADVANCES			
(Unsecured, Considered good)			
Loans and Advances to related parties (Refer Note No. 35)	5648.24	6,199.64	
Less Provision for Doubtful Advances	750.00	750.00	
Loans and Advances to related parties Net of Provisions(Refer Note No. 35)	4,898.24	5,449.64	
Balance with Port Trust, Customs and Excise	0.00	398.06	
Advance to Suppliers	0.00	6,189.80	
Advance to Employees	21.52	38.64	
Inter Corporate Deposit	1595.44	6,371.53	
Assignment of Debts	0.00	-	
Export Incentive Receivable	0.00	-	
VAT recoverable	0.00	-	
Advances Others *	7240.79	2,959.43	
TOTAL	13,755.49	21,407.10	
* includes ₹ 2141.50 lacs assignment of debts.			
18. Contingent Liabilities and Commitments (to the extend not provided for)			
Guarantees given by the Bank on behalf of the Company			
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for (net of advances)			
Non Provision of Interest Post NPA	5821.25	2,551.72	
TOTAL	5821.25	2,551.72	



CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

	(₹ in Lacs)	
	For the year ended 31 March 2015	For the year ended 31 March 2014
19. REVENUE FROM OPERATIONS		
Sale of Products	8,271.96	23,698.23
Other Operating Revenues		
(a) Sale of Scrap	3.48	488.40
(b) Export Incentives		-
(c) Job Work Income	395.60	488.40
	<u>399.08</u>	<u>-</u>
TOTAL	<u>8,671.04</u>	<u>24,186.63</u>
Less : Excise Duty	350.86	1,251.28
TOTAL	<u>8,320.18</u>	<u>22,935.35</u>
20. OTHER INCOME		
Interest Income	16.84	469.85
Dividend Income	0.00	-
Net gain on sale of Investments	0.00	-
Surplus on Sale of Fixed Assets	0.00	130.34
Excess provision written back (Net)	0.00	158.71
Net Gain on Foreign Currency Translation and Transaction	362.93	721.45
Other Non-Operating Income	530.79	5.07
TOTAL	<u>910.56</u>	<u>1,485.42</u>
21. COST OF MATERIALS CONSUMED		
Hot Rolled Steel	4307.86	7,440.54
G.P. Coil	0.00	216.46
Zinc and Zinc Alloy	0.00	1,037.49
Others	1,658.39	450.32
TOTAL	<u>5,966.25</u>	<u>9,144.81</u>
22. PURCHASE OF STOCK IN TRADE		
H.R/C.R/G.P Coil and GI Sheet	89.42	183.01
Pipes	1.14	8,296.99
M.S. Pipe, Tube and Bar	0.00	2,745.31
Other (Pig Iron, Sand Scrap and Masonry Drill Tip)	0.00	306.41
TOTAL	<u>90.56</u>	<u>11,531.72</u>
23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Inventory at the end of the year:		
Finished Goods / Stock-in-Trade	1002.91	920.90
Semi-Finished Goods	0.00	-
Scrap etc.	2.45	72.19
	<u>1,005.36</u>	<u>993.09</u>
Less:		
Inventory at the beginning of the year:		
Finished Goods / Stock-in-Trade	920.90	4,408.98
Semi-Finished Goods	0.00	2,777.06
Scrap etc.	72.19	1,810.54
	<u>993.09</u>	<u>8,996.58</u>
	<u>12.27</u>	<u>(8,003.49)</u>
Variation in excise duty on closing and opening stock of Finished Goods	(22.05)	831.97
TOTAL	<u>9.78</u>	<u>7,171.52</u>

**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS**

	(₹ in Lacs)	
	For the year ended 31 March 2015	For the year ended 31 March 2014
24. EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	657.39	1,495.12
Contribution to Provident and Other Funds	0.00	1.98
Staff Welfare Expenses	28.40	17.07
TOTAL	685.79	1,514.17
25. FINANCE COST		
Interest Expenses	930.47	2,052.86
Other borrowing costs	8.56	51.60
TOTAL	939.03	2,104.46
26. OTHER EXPENSES		
Manufacturing Expenses		
Consumption of Stores and Spares	277.19	126.31
Power, Fuel and Water	315.81	190.37
Repairs to: (Excludes Stores and Spares issued)		
(a) Buildings	5.04	12.31
(b) Machinery	10.50	30.45
Conversion, Octroi and other manufacturing expenses	250.21	211.51
	858.75	570.95
Selling and Distribution Expenses		
Freight, Forwarding and Handling Expenses	322.34	428.84
Commission	0.00	24.56
	322.34	453.40
Establishment Expenses		
Rent (Net)	26.35	90.20
Insurance	2.52	5.65
Rates and Taxes	15.79	20.25
Miscellaneous Expenditure	1,289.99	1,115.92
Payment to Auditors'		
(A) Statutory Auditors: (excluding service tax)		
(a) Audit Fees	20.05	12.04
(b) Limited Review Fees,	1.50	1.50
(c) Other Services,	0.00	2.11
(d) for reimbursement of Expenses	-	0.28
(B) Cost Audit Fees	0.00	1.50
Other repairs	4.27	-
Loss on Fixed Assets sold/discarded	1.94	-
Bad debts, irrecoverable advances and claims written off	4,805.66	4,769.84
TOTAL	7,349.15	7,043.64



		For The Year Ended March 2015		For The Year Ended March 2014	
		₹ in Lacs	%	₹ in Lacs	%
27. IMPORTED AND INDIGENOUS CONSUMPTION					
(i) Raw Material (including components)					
Imported					
Indigenous		4,486.42	100.00	9,144.81	100.00
TOTAL		4,486.42	100.00	9,144.81	100.00
(ii) Spares					
Imported					
Indigenous		277.19	100.00	126.31	100.00
TOTAL		277.19	100.00	126.31	100.00
28. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF				For the year ended 31 March 2015	For the year ended 31 March 2014
(i) Raw Material (including Canalised items)				-	-
(ii) Spare Parts				-	-
TOTAL				-	-
29. EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF					
(i) Commission				1.53	3.04
(ii) Interest and Bank Charges				-	3.22
(iii) Others				122.05	6.09
				123.58	12.35
30. EARNINGS IN FOREIGN CURRENCY					
F.O.B. Value of exports				1,836.46	5,333.14
TOTAL				1,836.46	5,333.14



CONSOLIDATED NOTES FORMING PART OF THE ACCOUNTS

31. ACCOUNTING POLICIES

(a) **Basis of preparation of Financial Statements:**

- i) The financial statements of the subsidiaries used in the consolidation are drawn upto the same reporting date as that of the Parent Company, i.e. for the period ended 31st March. The foreign subsidiary in USA follows January to December as its financial year. In case of the foreign subsidiary, the Company has redrawn its financial statement for the period ended 31st March.
- ii) The Financial Statement have been prepared under the historical cost convention and on the accrual basis of accounting. The accounts of Parent Company and other Indian Subsidiaries have been prepared in accordance with the Accounting Standards prescribed by Companies Accounting Standard Rules 2006, and those of foreign subsidiary have been prepared in accordance with the local laws and the applicable Accounting Standards / Generally Accepted Accounting Principles.

(b) **Principles of Consolidation:**

- i) The financial statements of the Parent Company and its subsidiaries have been consolidated on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balance, intra group transactions and the unrealized profits.
- ii) Financial Statement of Parent Company and its subsidiaries have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances.
- iii) Financial statements of foreign subsidiary is translated into Indian Rupees as under:
 - (a) Assets and Liabilities at the rate prevailing at the end of the period.
 - (b) Revenue and Expenditure at the yearly average exchange rates prevailing during the period.

(C) **Fixed Assets:**

(i) **Gross Block:**

All Fixed Assets are stated at cost less accumulated depreciation except free hold land. However, Fixed Assets, which are revalued by the Company, are stated at their revalued book values.

(ii) **Depreciation/Amortisation:**

- a) The company has ascertained the useful life of its various assets and charged depreciation in accordance with Schedule II of the Companies Act, 2013.

(a) **Borrowing cost:**

Interest and other borrowing costs attributable to acquisition of qualifying assets are capitalized. Other interest and borrowing cost share charged to revenue.

(b) **Investments:**

Investments are stated at cost of acquisition or at book value in case of diminution in value. Current investments are stated at lower of cost and net realisable value.

(c) **Inventories:**

- (i) Raw Material, Raw Material in Process, Semi-Finished Goods, Finished Goods, Goods for Trade and Stores, Spares etc. are valued at cost or net realisable value, whichever is lower.
- (ii) Goods in Transit are valued at cost to date.
- (iii) Industrial scrap is valued at estimated realisable value.
- (iv) 'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost formulae used is weighted average cost.
- (v) Due allowances are made for obsolete inventory based on technical estimates made by the Company.

(d) **Recognition of Income and Expenditure:**

- (i) Revenues/incomes and cost/expenditure are generally accounted on accrual basis as they are earned or incurred except in case of significant uncertainties.
- (ii) Sale of goods is recognised on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods. Export sales are accounted for on the basis of the dates of 'On Board Bill of Lading'.
- (iii) Export Benefits are recognised in the year of export.



(e) Research and Development Expenditure:

Expenditure on Research and Development is charged to revenue through the natural heads of expenses in the year in which it is incurred. Such expenditure is charged to Capital if it results in the creation of capital assets.

(f) Employee Benefits:

(i) Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

(ii) Retirement Benefits:

(a) Retirement benefits in the form of Provident Fund/ Family Pension Fund and Superannuation Fund, which are Defined Contribution Plans, are accounted on accrual basis and charged to the Statement of profit and loss of the year.

(b) Retirement benefits in the form of Gratuity, which is Defined Benefit Plan and the long term employee benefit in the form of Leave Encashment are determined and accrued on the basis of an independent actuarial valuation applying the Projected Unit Credit Method.

(c) Actuarial gains/losses arising during the year are recognized in the Statement of Profit and Loss of the year.

(g) Foreign Currency Transactions:

Foreign Currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Monetary foreign currency assets and liabilities outstanding at the close of financial year are revalored at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognized in the Statement of Profit and Loss, except to the extent it relates to long term monetary items for acquisition of depreciable capital assets, which is adjusted to the acquisition cost of such assets and depreciated over remaining useful life.

(h) Expenses on New Projects:

Expenses incurred on new projects are carried in the Accounts under the head Loans and Advances, until such expenses are capitalized or written off or in the year in which decision is taken to either capitalize it or abandon the project.

(i) Taxes on Income:

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognised on timing differences between taxable and accounting income that originates in one period and are capable of reversal in one or more subsequent period(s). Deferred Tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognised if and only if there is a virtual certainty backed by convincing evidence of its realisation. Deferred tax assets on account of other timing differences are recognised on the basis of reasonable certainty about its realisation. At each Balance Sheet date the carrying amount of deferred tax assets are reviewed to reassure realization.

(j) Impairment of Assets:

The carrying amount of assets, other than inventories is reviewed at each balance sheet date to assess whether there is any indication of impairment in respect of such assets or group of assets (cash generating unit). If such indication exists, the recoverable amount of such asset or group of assets is estimated. If such recoverable amount of the assets or the group of assets is less than its carrying amount, an impairment loss is reckoned by reducing the carrying amount to its recoverable amount. If there is an indication at the balance sheet date that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount, subject to a maximum of depreciable historical cost.

(k) Provisions, Contingent Liabilities and Contingent Assets:

The Company recognizes a provision when there is a present obligation as a result of a past event on which it is probable that there will be outflow of resources to settle the obligation in respect of which reliable estimates can be made. Contingent liabilities are disclosed by way of note to the Financial Statement after careful evaluation by the management of the facts and legal aspects of the matter involved. Contingent Assets are neither recognized nor disclosed.

32. a) Subsidiaries

The consolidated Financial Statements presents the consolidated accounts of **ZENITH BIRLA (INDIA) LIMITED** with its following Subsidiaries:

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest
Foreign Subsidiary:		
Zenith USA inc.	United States of America	100%
Zenith Middle East FZE	United Arab Emirates	100%

b) Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated position of the Companies. Recognizing this purpose, the Company has disclosed only such Policies and Notes from the individual financial statements, which fairly present the needed disclosures.



33. The title deeds for land (freehold and leasehold), building, residential flats, licenses, agreements, loan documents, and some of the bank accounts etc. are in the process of being transferred in the name of the Company on amalgamation of Tungabhadra Holdings Private Limited. Stamp duty and other levies arising out of the Scheme of Amalgamation, if any, shall be accounted on determination and completion of transfer formalities.
34. The outflow of the resources in respect of pending disputed matters in respect of Sales Tax and Excise Duty would depend on the ultimate outcome of the disputes lying before various authorities amounting to ₹ 294.11 lacs (previous year ₹ 294.11 lacs) however company has made the provision to the full extent. The Company has taken legal and other steps necessary to protect its position in respect of these claims.
35. **Related Party Disclosures:**

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

- (a) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Birla Bombay Pvt. Ltd.	Enterprises Owned or significantly influenced by key management personnel or their relatives where transactions have taken place
2	Shearson Investment & Trading Co. Pvt. Ltd.	
3	Lakshmi Properties Ltd.	
4	Birla Art Lifestyle Pvt. Ltd.	
5	Birla Wellness & Healthcare Pvt. Ltd.	
6	Asian Distributors Pvt. Ltd.	
7	Birla Surya Ltd.	
8	Birla Precision Technologies Ltd.	
9	Ashok Birla Apollo Hospitals Pvt. Ltd.	
10	Birla Cotsyn (India) Ltd.	
11	Birla Concepts (India) Ltd.	
12	Godavari Corporation Pvt. Ltd.	
13	Birla Viking Travels Ltd.	
14	Birla Shloka Edutech Ltd.	
15	Birla Electricals Pvt. Ltd.	
16	Birla Energy Infra Ltd.	
17	Birla Global Corporate Pvt. Ltd.	
18	Birla Infrastructure Ltd.	
19	Khopoli Investments Ltd.	
20	Nirved Traders Pvt. Ltd.	
21	Birla International Pvt. Ltd.	
22	Birla Integrated Textile Park Ltd.	
23	Birla Brothers Pvt. Ltd.	
24	Melstar Information Technologies Ltd.	
25	Birla Kerala Vaidhshala Pvt. Ltd.	
26	Birla Life Styles Pvt. Ltd.	
27	Birla Research & Life Sciences Ltd.	
28	Birla Retail & Distributors Pvt. Ltd.	
29	Birla Terrajoule Pvt. Ltd.	
30	Birla Transasia Carpets Ltd.	
31	Vedant Consultancy Pvt. Ltd.	
32	Zenith Dyeintermediates Ltd.	
33	Birla Aircon Infrastructure Pvt. Ltd.	
34	Birla Capital & Financial Services Ltd.	



Sr. No.	Name of the Related Party	Relationship
35	Shri Yashowardhan Birla - Chairman	Key Management Personnel
36	Shri Pushkar Natu - CEO	
37	Shri Ashish Mahendrakar - Director	
38	Shri Satish Vasant Jadhav - Director	
39	Shri Ameyajagushte - Director	
40	Shri Anirudha Waghmare - Director	
41	Shri Ashok Saaliyan- Director	
42	Shri B. Girvanesh-CFO	
43	Shri Vimal Prakash Dubey - Co. Secretary	

Net Balance of Receivable, Payable, Deposits, Loan etc.			Balance Carried to Balance Sheet (Net)		Balance Carried to Balance Sheet (Net)	
			as at 31-03-2015		as at 31-03-2014	
			Receivable	Payable	Receivable	Payable
i) Key Management Personnel		Shri Yashowardhan Birla - Chairman	-	-	-	-
		Shri M.S. Arora - Managing Director	-	-	-	41.66
ii) Enterprises Owned or significantly influenced by key management personnel or their relatives.	1	Birla Precision Technologies Ltd.	-	560.20	-	299.98
	2	Birla Bombay Pvt. Ltd.	-	-	-	47.50
	3	Birla Cotsyn (India) Ltd.	201.84	-	273.63	-
	4	Shearson Investment & Trading Co.	501.87	-	582.36	-
	5	Godavari Corporation Pvt.Ltd.	538.06	-	886.04	-
	6	Birla Viking Travels Ltd.	17.51	-	17.51	-
	7	Birla Shloka Edutech Ltd.	-	94.81	-	-
	8	Asian Distributors Pvt. Ltd.	93.45	-	92.74	-
	9	Melstar Information Technologies Ltd.	2.56	-	2.56	-
	10	Zenith Dyeintermediates Ltd.	7.91	-	41.59	-
	11	Birla Retails & distributors Pvt. Ltd.	-	1.06	-	1.06
	12	Birla Global Corporation Pvt. Ltd.	115.93	-	99.11	-
	13	Birla Infrastructure Pvt. Ltd.	141.90	-	380.52	-
	14	Birla International Pvt. Ltd.	291.35	-	286.97	-
	15	Nirved Traders Pvt. Ltd.	614.83	-	1119.44	-
	16	Vedant Consultancy Pvt. Ltd.	125.00	-	125.00	-
	17	Khopoli Investments Ltd.	18.17	-	-	-
	18	Birla Electricals Pvt. Ltd.	0.24	-	-	-
	19	Mounthill Investment Advisors P Ltd.	-	-	2.12	-
	20	Birla Surya Ltd.	750.00	-	750.00	-

Note: Related Party relationship is as identified by the Company based on available information and relied upon by the auditors.



(b) Transaction with related parties

(₹ in Lacs)

	Subsidiaries		Key Management Personnel		Enterprise owned and significantly influenced by Key Management personnel or their relatives	
	31/03/2015	31/03/2014	31/03/2015	31/03/2014	31/03/2015	31/03/2014
Sale of Goods	168.25	2,506.78	-	-	-	-
Purchase of Goods	-	-	-	-	2.82	-
Commission paid	-	-	-	-	-	-
Travel Agency	-	-	-	-	-	-
Service charges paid	-	-	-	-	15.59	-
Service charges received	-	-	-	-	0.58	-
Rent Paid	-	-	-	-	-	-
Inter Corporate Deposit - Paid	-	-	-	-	-	-
Interest received	-	-	-	-	-	-
Inter Corporate Deposit – Recd.	-	-	-	-	-	-
Inter Corporate Deposit - Refund Received	-	-	-	-	-	-
Inter Corporate Deposit/ Loan – Re Paid	-	-	-	-	-	-
Advance Paid	-	-	-	-	-	-
Other	-	-	-	-	-	-
Remuneration	-	-	-	41.56	-	-
Write Off	-	-	-	-	1,070.51	-

c) Disclosure in respect of material transactions with related parties during the year included in (b) above.

(₹ in Lacs)

SI No.	Particulars	2014-15	2013-14
1	Sale of Goods		
	Zenith (USA) Inc.	168.25	2506.78
	Birla Precision Technologies Ltd.		
2	Purchase of Goods		
	Birla Precision Technologies Ltd.	2.82	3.02
	Abhiram Steel P Ltd.		
3	Inter Corporate Deposit – Received		
	Birla Precision Technologies Ltd.		50.00
	Birla Cotsyn India Ltd.		-
	Asian Distributors Pvt. Ltd.		-
	Shearson Investment & Trading Company		-
4	Inter Corporate Deposit – GIVEN		
	Birla Surya Ltd.		
	Birla Cotsyn		
	Shearson Investment & Trading Company		
	Asian Distributors Pvt. Ltd.		
5	Interest Received / Receivable		
	Godavari Corporation Pvt. Ltd.		
	Shearson Investment & Trading Company		66.99
	Birla Precision Technologies Ltd.		83.26
	Birla Cotsyn India Ltd. (new)		
	Asian Distributors Pvt. Ltd.		11.18



SI No.	Particulars	2014-15	2013-14
6	Other Services		
	Birla Viking Travels Pvt. Ltd.		
	Birla Global Corporate Pvt. Ltd	15.59	110.20
	Birla Precision Technologies Ltd.		
7	ICD Refund Received		
	Birla Cotsyn India Ltd.		
	Shearson Investment & Trading Company		
8	Loan/ICD -RE PAID		
9	Advance - PAID		
	Abhiram Steels Pvt. Ltd.		
	Zenith Middle East		9150.8
10	Remuneration Paid		
11	Loans and Advances W/Off		
	Birla Cotsyn	20.52	
	Birla Infrastructure Pvt. Ltd.	110.00	
	Nirved Traders	242.00	
	Birla Viking Travels Ltd.	17.52	
	Godavri Corporation	348.00	
	Shearson Investments	80.48	
	Birla Precision Technologies	252.00	

36. (i) Assignment of Debts under Short Term loans and Advances represents debts for which the Company has entered into deeds of assignment for transfer of debts outstanding and receivable by the Company, to the purchaser of the debts.

(ii) In the opinion of the Board, Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

37. During the year 2006-07 the Company made a Follow on Public Issue and consequently raised an amount of ₹ 13,100 Lacs.

The shareholders of the company at the Annual General Meeting held on 17th September, 2012 approved variation in utilisation of follow on public offer proceeds, so that the company can also utilize the proceeds for manufacturing of SAW & ERW pipes at Chennai or at such other locations may be decided by the Board. Out of ₹ 13,500 lacs, ₹ 8,036 lacs will be utilized from the unutilized proceeds of public issue and balance ₹ 5,464 lacs will be from unutilized proceeds of GDR issue. The detail of utilization of proceeds of ₹ 13,500 lakh is given hereunder:

(₹ in Lacs)

Particulars	Projected Amt	Amount to be spent
Land and Building	1,000.00	1,000.00
Plant and Machinery (Imported & Indigenous)	8,532.00	8,321.00
Miscellaneous Fixed assets	3,696.00	3,696.00
Contingency	272.00	272.00
Balance amount to be spent	13,500.00	13,289.00

Pending full utilization, the balance amount is held in Current/Fixed deposit /loan accounts.

38. **Computation for Earning Per Share**

(₹ in Lacs)

	2014-15	2013-14
Profit for the Year	(7,267.42)	(19,979.45)
Weighted average Number of Equity Share	13,12,80,448	13,12,80,448
TOTAL	13,12,80,448	13,12,80,448
Earnings per share	(5.54)	(15.20)

39. Segment Information

A. PRIMARY BUSINESS SEGMENT

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

B. SECONDARY SEGMENT – Geographical by Customers

		Year to date figures for Current year 31.03.2015	Year to date figures for Current year 31.03.2014
1	Segment Revenue		
	a) In India	5,156.27	9,073.13
	b) Outside India	3,514.76	14,311.34
	Total	8,671.03	23,384.47
2	Carrying Cost of Assets by Location of Assets		
	a) In India	29399.59	46351.13
	b) Outside India	9927.80	9782.10
		39,327.39	56,133.23
	Unallocated	(2772.53)	(8066.01)
	Total	36,554.86	48,067.22
3	Addition to Assets and Intangible Assets		
	a) In India	40.13	401.31
	b) Outside India	-	-
		40.13	401.31

40. The Company has recognised exchange differences arising on long term foreign currency monetary items in line with para 46 of Accounting Standard 11, inserted vide notification No. 43R 22E dated 31st March, 2009 as per Companies (Accounting Standard) Amendment Rules, 2009 and further notification dated 29th December, 2011.

Pursuant to the above, effect of exchange difference on long term foreign currency monetary items, so far as they relate to acquisition of depreciable capital assets, have been adjusted to the cost of such assets and depreciated over their remaining useful lives. Accordingly, net exchange loss relating to the financial year 2014-15 amounting to ₹ 55.03 lacs, has been adjusted to the cost of fixed assets.

There are no long term foreign currency monetary items which require exchange differences to be amortised.

41. The details of subsidiaries in terms of General circular No. 2/2011 Dated 8th February' 2011 issued by Government of India, Ministry of Corporate Affairs under Section 212 (8) of the Companies Act, 1956, are disclosed in Annexure I to these financial statements.
42. Balances of sundry Creditors, Debtors, Loans and advances, deposits etc. are as per books of accounts in absence of confirmation and reconciliation thereon.
43. The company has declared a lockout at its Khopoli Unit since November. 2013
44. The company has not provided interest to the extent of ₹ 58.22 crores on certain bank outstanding which were classified as non-performing assets during the previous year.
45. Consortium of banks led by State Bank of India has taken action under Securitisation and reconstruction of financial assets and enforcement of Security interest Act 2002 in February,2014 and called upon the company to repay the amount of Rs 193.19 Crores towards the dues as on 31.01.2014 within sixty days. Thereafter the consortium of banks have taken symbolic possession on 29.05.2014 of the immovable assets at the Khopoli unit.
46. Interest amounting to ₹ 7.06 crores on ICD's given by the company is not considered as income due to realisability not being certain.
47. Debit balances aggregating ₹ 56.19 crores considered unrealizable have been written off as a prudent measure
48. Exceptional item of Rs 6.52 Crores relate to writeoff of advance for discontinued project.



49. The accumulated losses till 31st March, 2015 ,has exceeded the share capital value including other reserves, thereby the net worth of the company has been completely eroded. However on account of strategic understanding with suppliers/customers the company is on the revival mode and is operating some of the units. In view of the same the going concern concept hold good.

50. Corresponding previous figures have been regrouped/recast and reclassified to make them comparable.

As per our attached report of even date**FOR THAKUR,VAIDYANATH AIYAR & CO.**

Chartered Accountants

Firm Registration No.: 000038N

C.V. Parameswar

Partner

Membership No: 11541

Place: Mumbai

Date: 30.05.2015

By Order of the Board**Ashok Saaliyan**

Director

DIN: 07031046

Pushkar Natu

Chief Executive Officer

Vimal Prakash Dubey

Company Secretary

FCS: 5062

Ashish Mahendrakar

Director

DIN 03584695

B. Girvanesh

Chief Financial Officer

E-Communication Registration Form

To,
Big Share Services Pvt. Ltd.,
E/2,Ansa Industrial Estate,
Saki Vihar Road,Saki Naka.
Andheri (East),Mumbai-400 072

Re : Green Initiative in Corporate Governance

UNIT : Zenith Birla (India) Limited.

I agree to receive all communication from the company in electronic mode. Please register my email ID in your records for sending communication through email.

Folio No. : _____
DP ID : _____
Client ID : _____
PAN : _____
Name of First Registered Holder : _____
Name of Joint Holder(S) : _____
Registered Address : _____

Email ID : _____
Date : _____ Signature of the first Holder _____

Important Notes:

- 1) On registration, all communication will be sent to the email ID registered in the Folio/DP ID & Client ID.
The form is also available on the website of the company www.zenithsteelpipes.com
- 2) Shareholders are requested to keep company informed as and when there is any change in the e-mail address. Unless the e-mail id is given above is changed by you by sending another communication in writing, the company will continue to send the notices/ documents to you on the above mentioned e-mail id.

ZENITH BIRLA (INDIA) LTD

CIN: L29220MH1960PLC011773

Regd. Office: Dalamal House, 1st Floor, 206, Jamanalal Bajaj Marg, Nariman Point, Mumbai-400021
Tel:022-66168400, Fax:022-220478351 Email :zenith@zenithsteelpipes.com Website:www.zenithsteelpipes.com

ATTENDANCE SLIP

Client ID*

Folio No.

DP ID*

No. of Shares

I/We hereby record my/our presence at the FIFTY THIRD ANNUAL GENERAL MEETING of the Company on Saturday, the 26th September, 2015 at 11.00 a.m. at Gopi Birla Memorial School 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai – 400 006

Full Name of the Shareholder/Proxy.

Signature.

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance Slip and hand it over at the entrance of the meeting hall.

*Applicable for investors holding Shares in electronic form.

ZENITH BIRLA (INDIA) LTD

CIN: L29220MH1960PLC011773

Regd. Office: Dalamal House, 1st Floor, 206, Jamanalal Bajaj Marg, Nariman Point, Mumbai-400021
Tel:022-66168400, Fax:022-220478351 Email :zenith@zenithsteelpipes.com Website: www.zenithsteelpipes.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act,2013 and rule 19(3) of the Companies (Management and Administration) Rules ,2014)

Name of the Member(s)

Registered Address :

Email Address:

Folio No./Client Id

Dp Id

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name : _____ of _____

E-mail Id : _____ Signature : _____ Or failing him/her,

2. Name : _____ of _____

E-mail Id : _____ : Signature : _____ Or failing him/her,

3. Name : _____ of _____

E-mail Id : _____ Signature : _____ Or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the FIFTY THIRD Annual General Meeting of the company, to be held on Saturday, the 26th September, 2015 at 11.00 a.m. at Gopi Birla Memorial School 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai – 400 006 and at any adjournment thereof, in respect of such resolutions are:

Resolution Number	Resolution	Vote (Optional see note 2) (Please mention no. of Shares)		
		For	Against	Abstain
Ordinary Business:				
1.	<div>I. To receive, consider and adopt:<div>a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and</div><div>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2015, together with the Report of the Auditors thereon.</div></div>			
2.	Appointment M/s.Thakur, Vaidyanath Aiyer & co., Chartered Accountants as Statutory Auditors and fixing their remuneration.			
Special Business:				
3.	Appointment of Mr. Ashok Saaliyan (DIN 07031046) as an Independent Director.			
4.	Appointment of Mrs. Minal Pote (DIN 07163539) as an Independent Director			
5.	Appointment of Mr. Harish Kori (DIN 07139454) as Non – Executive Non Independent Director.			
6.	Ratification of Cost Auditors remuneration:			

Signed this day of, September 2015

Signature of Shareholder:

Affix
Re. I
Reveue
Stamp

Note

- 1 This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
- 2 It is optional indicate your preference. If you leave the For, Against or Abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.



ZENITH BIRLA (INDIA) LTD

CIN: L29220MH1960PLC011773

Regd. Office: Dalamal House, 1st Floor, 206, Jamanalal Bajaj Marg, Nariman Point, Mumbai-400021

Tel:022-66168400, Fax:022-220478351 Email :zenith@zenithsteelpipes.com Website:www.zenithsteelpipes.com



THE YASH BIRLA GROUP

Dear Shareholder,

Re: Green Initiative in Corporate Governance

We wish to inform you that the Ministry of Corporate Affairs, New Delhi ("MCA") (vide its Circulars dated April 21, 2011 and April 29, 2011) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. This move by the MCA is welcome since it will benefit the society at large through reduction in paper consumption and contribute towards greener environment. Also you will be able to receive the Communication promptly and without loss in transit.

Keeping in view the underlying theme and the circulars issued by MCA, we propose to send henceforth all communications /documents including the Notice calling the General Meeting/ Notice of Postal Ballot, Audited Financial Statements, Directors' Report, Auditors' Report etc. via electronic mode **on the Email ID registered by shareholders with their Depository Participant (DP).**

Shareholders holding shares in demat mode and who have not yet registered their Email ID are requested to kindly register/update their e-mail ID with their concerned Depository Participant, on which they desire to receive all future communications/ documents as specified above. **In case of change in your Email Address in future**, please update same with your DP.

Please note that the email address indicated in your respective DP accounts periodically downloaded from the depositories viz. NSDL/ CDSL will be deemed to be your registered email address.

Shareholders holding shares in physical mode are requested to register their email address with the Company by sending a written request signed by the First Shareholder mentioning your folio no. to the Registrar & Share Transfer Agents – Big Share Services Private Limited.

Please note that, upon receipt of a requisition from you, the Company shall send all these documents on the address registered with the Company free of cost.

Please note that the Annual Report of your Company along with all future notice/ communication/ documents will be displayed on the Company's website www.zenithsteelpipes.com

It is clarified that shareholders holding shares in physical form and have not registered their email address with the Registrar/ Company and those Demat Shareholders who have not registered email ID with their DP, will continue to receive physical copies of these documents.

We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and co-operate with the Company to make it a success.

Thanking You,

Yours faithfully,

For Zenith Birla (India) Limited.

Sd/-

Vimal Prakash Dubey
Company Secretary
FCS 5062

COURIER / REGISTERED POST / SPEED POST

If undelivered, please return to:

ZENITH BIRLA (INDIA) LIMITED

159, Industry House,
5, Floor, Churchgate Reclamation,
Mumbai-400 020,
Tel: 022-22026340, Fax: 022-22047385