



Date: 08th September, 2023

To The Dy. Gen. Manager, Corporate Relationship Dept., BSE Limited PJ Tower, Dalal Street, Mumbai-400001 Equity Scrip Code: 531845	To, National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai-400051 Equity Scrip Name: ZENITHSTL
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Sub.: Notice convening 61st Annual General Meeting along with the Annual Report for the financial year 2022-23.

Ref: Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 and Regulation 34(1) of the Securities and Exchange Board of India Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the following documents, which are being sent to the shareholders of the Company through electronic mode.

1. Notice of the 61st Annual General Meeting of the Company scheduled to be held on Saturday, 30th September, 2023 at 01.00 p.m. through VC/other Audio Visual Means; and
2. The Annual Report of the Company for the financial year 2022-23.

The AGM Notice and Annual Report for the financial year 2022-23 are also available on the website of the Company at www.zenithsteelpipes.com.

Kindly take the same on your record and acknowledge receipt of the same.

Thanking You

Yours Faithfully

For Zenith Steel Pipes & Industries Limited

Minal Umesh Pote
Whole time Director
DIN: 07163539

ZENITH STEEL PIPES & INDUSTRIES LIMITED

Corp. Off.: Dalamal House, 1st Floor, 206, J.B. Marg, Nariman Point, Mumbai - 400021. India.
Tel.: +91 22 6616 8400, Email: zenith@zenithsteelpipes.com, www.yashbirlagroup.com
CIN: L29220MH1960PLCO11773

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

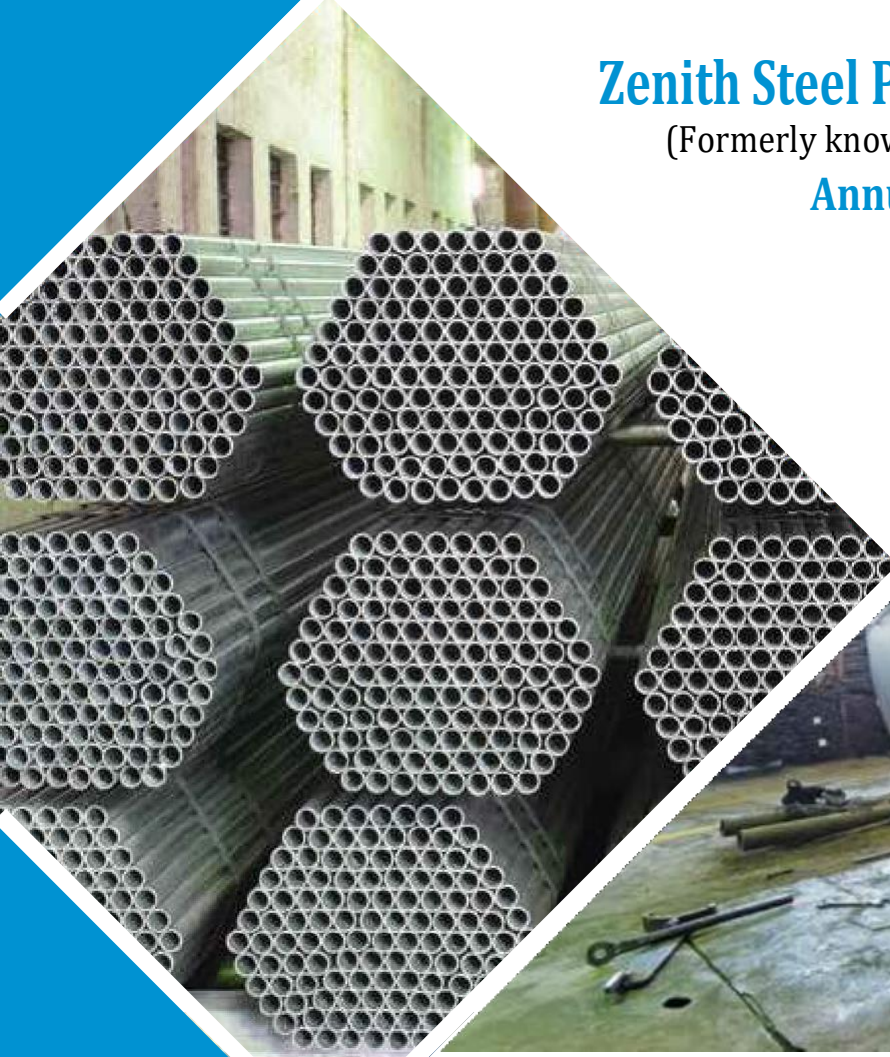
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Zenith Steel Pipes & Industries Limited

(Formerly known as Zenith Birla (India) Limited)

Annual Report 2022-23



ABOUT ZSPIL

OVER 59 YEARS EXPERIENCE

The Company has been pioneers in the export of steel pipes & Tubes from India.

Zenith Steel Pipes & Industries Limited (formerly known as Zenith Birla (India) Limited) is the pioneers in the field of manufacturing of ERW & HOT DIP GALVANIZED pipes in India. Incorporated 1960, our commercial production commenced in the year 1962. We are one of the largest suppliers of ERW Black & Galvanized pipes of Diameters from ½ inch to 20 inch to the U.S.A market from India.

We are certified for ISO 9001:2008, 14001:2001, OHSAS 18001:2007, UL 852 for Fire Sprinklers and CE certified. We also Manufacture Spirally Welded Pipes (HSAW) from 18 inch to 100inch OD (457 mm to 2540 mm OD) which is used in the bulk transportation of water.

QUALITY POLICY

Our commitment to continuously improve process, services and product by application of skill, knowledge, innovation, adaptation & creativity to design, produce & deliver on time to the customer's needs & requirements.

OUR PRODUCTS

- ◆ ERW BLACK PIPES
- ◆ ERW GI PIPES
- ◆ SQUARE & RECTANGULAR ROLL SECTIONS
- ◆ HSAW PIPES

STANDARDS

AMERICAN	ASTMA53 (Sch10toSch40),A500,A135,A795,A513etc. inGrA&B
EUROPEAN	EN10255,EN39,EN10217&EN10219
GERMAN	DIN2439,2440,2441(Galvanizingto2444),2393,2394 etc.
BRITISH	BS1387,BSExtraLight(ISOLight)etc.
AUSTRALIAN	AS1163&AS1074
JAPANESE	G 3442,G3444,G3466,G3472
INDIAN	IS1239,1161,3589,3601&9295



ZENITH STEEL PIPES & INDUSTRIES LIMITED
(Formerly known as Zenith Birla (India) Limited)

5thFloor, Industry House, 159, Churchgate Reclamation, Mumbai-400020.
CIN: L29220MH1960PLC011773
E-mail: zenith@zenithsteelpipes.com; Website: www.zenithsteelpipes.com
[Tel:022-66168400](tel:022-66168400), Fax:022-22047835

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**CORPORATE INFORMATION**

- Board of Directors

Minal Pote	Whole time Director
Sadhana Patil	Non Executive Independent Director
Purushottam Sonavane	Non Executive Non Independent Director
Pramod Bhosale	Non Executive Non Independent Director
Bhavika Sharma	Non Executive Independent Director
Pushkar Madhav Natu	Manager
Ganesh Ramesh Mahendrakar	Additional Director (Appointed on 15/07/2023)
B. Girvanesh	Chief Financial Officer

- Company Secretary & Compliance Officer

Ms. Sonal Solanki (Appointed on 01st September, 2022)

- Auditor

M/s CKSP and CO LLP,
Chartered Accountants

- Bankers

State Bank of India
(Loan assigned to Invent Assets Securitization
And Reconstruction Private Limited)
Axis Bank

- Works

Khopoli Unit
Tal. Khopoli
Dist Raigad
Maharashtra-410203

Murbad Unit
Survey (Gut) No.
440/441VillageNhawe,
Taluka Murbad,
Dist. Thane, Maharashtra

- Tarapur Unit
G-38/39, Tarapur Industrial Area,
Tarapur
Taluka Palghar-401506(MH)

Trichy Unit
SH No.71, Survey No. 782, Village: Kalugar
Thogainmalai
Taluka: Madhuranthagam Taluka: Kulithalai,
TamilNadu Dist: Karur-639120, TamilNadu

- Registered Office

Industry House, 5th Floor, 159,
Churchgate Reclamation
Mumbai-400020,
Tel: 022-66168400
Email:zenith@zenithsteelpipes.com

Corporate Office

Dalamal House,
1st Floor, 206, J.B. Marg, Nariman
Point, Mumbai 400021
Tel: 022-66168400

- Bigshare Services Pvt. Ltd (RTA)

1st Floor, Bharat Tin Works Building, Opp.
Vasant Oasis, Makwana Road, Marol, Andheri (E) Mumbai-400059.
P:+9102262638204, Fax:022-28475207
Email: vinod@bigshareonline.com
P :+9102262638204 M:+917045454394
Fax: 022-28475207 vinod.y@bigshareonline.com



NOTICE

Zenith Steel Pipes & Industries Limited
(Formerly known as Zenith Birla (India) Limited)
5thFloor, Industry House,
159, Churchgate Reclamation,
Mumbai-400020
CIN: L29220MH1960PLC011773
E-mail: zenith@zenithsteelpipes.com
Website: www.zenithsteelpipes.com
Tel: 022-66168400,

Notice is hereby given that the 61st Annual General Meeting of Zenith Steel Pipes & Industries Limited will be held on Saturday, 30th September, 2023 at 01:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with the Report of the Auditors thereon.
2. To appoint a director in place of Pramod Shivaji Bhosale (DIN: 08669615), Director who retire by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. To ratify remuneration of Cost Auditor and in this regard, pass the following resolution as an Ordinary Resolution:
"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 Rs. 75,000/- p.a. 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 made thereunder, for the year ended 31st March, 2024.
4. **To approve the re-appointment of Mrs. Bhavika Sharma (DIN: 08846865) as an Independent Director of the Company for a second term of three consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**



“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and as per applicable clause of the existing Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Bhavika Sharma (DIN: 08846865), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of three consecutive years commencing from this AGM to 63rd Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Regularization of Additional Director Mr. Ganesh Ramesh Mahendrakar (DIN :10240514) as a director (Independent Category) of the company

To consider and if thought fit with or without modification pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and provisions of the Article of Association of the Company, the members be and hereby accorded their consent to the appointment of Mr. Ganesh Ramesh Mahendrakard (DIN : 10240514) who in terms of section 161 of the Companies Act, 2013 holds office until the date of this Annual General Meeting and is being eligible for appointment and has consented to act as a Director (Independent Category) of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, as a Non-Executive (Non Independent) Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT any member of the Board be and is hereby authorised to file e-Form DIR 12 or any other forms with MCA or any other Statutory and Local authorities and do such acts and deeds as deem necessary and proper.



Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to the Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive).
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.zenithsteelpipes.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.



THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The remote e-voting period begins on 26th, September, 2023 at 9:00 A.M. and ends on 29th, September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 23rd September, 2023 may cast their vote electronically; The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="613 940 1422 1360">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="613 1371 1422 1514">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="613 1524 1422 1793">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful



	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below :

<p>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</p>	<p>Your User ID is:</p>
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to corporatesolutions14@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.zenithsteelpipes.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to share@zenithsteelpipes.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.



4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Shareholders will be able to attend the AGM through VC / OAVM through web link -

<https://purvashare.invc.vc/broadcast/64f335d26fac1ce3f6971574>

- a. by entering their remote e-voting login credentials and selecting the EVSN for Company's AGM.
- b. Shareholders having any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com.
- c. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- d. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- e. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@lemeriteexports.com.
- g. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN -L29220MH1960PLC011773

MINAL UMESH POTE
Wholetime Director
Mumbai, September 07, 2023

Registered Office:
5thFloor, Industry House, 159,
Churchgate Reclamation, Mumbai-400020
CIN: L29220MH1960PLC011773
E-mail: zenith@zenithsteelpipes.com;
Website: www.zenithsteelpipes.com
Tel: 022-66168400, Fax: 022-22047835



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. 3 and 4 of the accompanying Notice:

Item No. 3 - To Ratify Remuneration of Cost Auditor

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 our 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, 2024 at a remuneration of Rs. 75,000/- p.a. 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 Rs. 75,000/- p.a. to M/s. Y. R. Doshi & Co. as the Cost Auditors.

The Resolution at Item No. 3 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. 3 of the notice.

Item No. 4 – Reappointment of Independent Director:

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

As per applicable clause of the existing Articles of Association of the Company on ‘Composition of Directors’, the Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mrs. Bhavika Sharma to act as a Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during his first term of three years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mrs. Bhavika Sharma, during her tenure as an Independent Director since her appointment, the Nomination and Remuneration Committee at its meeting held on 11th August, 2023 has considered, approved and recommended the re-appointment of Mrs. Bhavika Sharma as an Independent Directors for a second term of three years with effect from this Annual General Meeting.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Except Mrs. Bhavika Sharma, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

**Item No. 5****Regularization of Additional Director, Mr. Ganesh Ramesh Mahendrakar (DIN: 10240514) as a Director of the company.**

Mr. Ganesh Ramesh Mahendrakar (DIN: 10240514) was first inducted to the Board at the Board Meeting held on 15th July, 2023 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013. Mr. Ganesh Ramesh Mahendrakar can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Further, in the same meeting i.e., meeting held on 30th September, 2023, the Board appointed Mr. Ganesh Ramesh Mahendrakar as a Director of the Company, with immediate effect subject to the approval of the shareholders. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Ganesh Ramesh Mahendrakar by the Company. The Board is of the opinion that the appointment and presence of Mr. Ganesh Ramesh Mahendrakar on the Board as the Managing will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. Ganesh Ramesh Mahendrakar, Director will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company. None of the Directors of the Company except Mr. Ganesh Ramesh Mahendrakar, is concerned or interested in the proposed resolution

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT OF A NEW DIRECTOR OR RE-APPOINTMENT AT THE 61ST ANNUAL GENERAL MEETING

(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Name of the Director	Pramod Shivaji Bhosale	Bhavika Sharma	Ganesh Ramesh Mahendrakar
DIN	08669615	08846865	10240514
Date of Birth	21.01.1968	25.10.1990	20.10.1980
Date of first Appointment On the Board	13.03.2020	24.08.2020	15.07.2023
Other Directorships (Listed/Public Companies)	2	0	0
Membership/Chairmanship in the committees of other Listed Companies	Nil	Nil	NIL
Education Qualification	Bachlelor of Arts	Company Secretary	B.Com



Brief Resume of the Director including nature of expertise in specific function areas and their experience etc.	Mr. Pramod Bhosale is having an experience of 19 years in the Industry he has enriched experience in the field of Marketing and General Operations / Administration of the Company which is immensely beneficial for the overall growth and performance of the Company.	Ms Bhavika Sharma Qualified Company Secretary & Member of ICSI having Seven years experience in secretarial & legal including governance structures and mechanisms, , board, shareholder and trustee meetings, compliance with legal, regulatory and listing requirements.	Mr. Ganesh Mahendrakar holds B.Com from Mumbai University. He is having 5 years of rich experience in the field of financial market and various Industries.
Number of Shares held in the Company:	NIL	NIL	NIL
Relationships between Directors inter-se	No other Directors are related to her	No other Directors are related to her	No other Directors are related to her
Details of remuneration sought to be paid	Nil	Nil	Nil



DIRECTORS' REPORT

To the Members,

Our directors have pleasure in presenting the 61st Annual Report and the Company's audited financial statements for the financial year ended March 31, 2023.

1. FINANCIAL RESULTS

(in Lakhs)

PARTICULARS	CONSOLIDATED		STANDALONE	
	YEAR ENDED	YEAR ENDED	YEAR ENDED	YEAR ENDED
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
Revenue from operation	16,492.31	16312.00	16,405.59	14,616.77
Other Income	706.76	85.00	706.76	41.65
Total Income	17,199.07	16,397.00	17112.35	14,658.42
PBDIT	(517.11)	2378.35	924.08	1,165.60
Interest & Finance Exp.	348.36	698.60	317.87	658.12
PBDT	(865.46)	1679.74	606.20	507.48
Depreciation	245.17	266.69	245.17	266.69
PBT	(1,110.63)	1413.05	361.03	240.79
Less: Current tax	-	-	-	-
Earlier Year's Tax	-	165.14	-	165.14
Deferred Tax Liability	-	-	-	-
Profit/(Loss) after tax (PAT) From continuing operations	(1,110.63)	1,247.91	361.03	75.65
Profit/(Loss) from discontinuing Operations	(327.73)	(85.14)	(327.73)	(85.14)
Tax expense of discontinuing operations	-	-	-	-
Profit/(loss) after tax (PAT) from Discontinuing operations	(327.73)	(85.14)	(327.73)	(85.14)
Other Comprehensive Income	9.60	17.26	9.6	7.62
Exceptional Expenses				
Net Profit/Loss for the year	(1,428.75)	1,180.03	42.90	(1.87)
Profit/Loss transferred to Reserve	(1,428.75)	1,180.03	42.90	(1.87)

2. OPERATING AND FINANCIAL PERFORMANCE

The revenue from operations for the year has been Rs. 16,405.59 Lakh as against Rs. 14,616.77 Lakh in the previous year. The Net Profit of our Company, for the year amounted to Rs. 42.90 lakhs as against Rs. (1.87) lakhs during the previous financial year 2021-22.



3. DIVIDEND

In view of huge losses and financial crunches, our directors have not recommended dividend for the year ended March 31, 2023.

4. EXPORT PERFORMANCE

Exports turnover increased to Rs. 12,428.33 Lakh for the year ended 31st March, 2023 as compared to Rs. 12,305.76 Lakh in previous year.

5. LOCK-OUT AT KHOPOLI UNIT

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

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

Pursuant to Companies 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 Khopoli unit. As the same was contested by the company and matter is subjudice in DRT court. Mean while State Bank of India sold their loan Account to Asset Reconstruction Company.

7. SHARE CAPITAL

During the year under review the Company has not allotted any shares to promoters and non-promoters.

8. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company during the year.

9. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF THE FINANCIAL YEAR.

There have been no material changes and commitments, which effect the financial position of the company which have occurred between the end of financial year to which the financial statement relate and the date of this report.

10. EMPLOYEE STOCK OPTIONS PLAN

No shares have been allotted under the ESOP till date. The Company has not granted any stock options during the financial year ended 31st March, 2023.

11. SUBSIDIARY COMPANY

The Company has two wholly owned subsidiaries at UAE and USA which has been setup to develop the overseas market for the Company.

The Accounts of the wholly owned Subsidiaries, namely Zenith (USA) Inc. and Zenith Middle East FZ LLC for the year ended 31st March, 2023 have been received by the Company and a statement pursuant to section 129 of the Companies Act, 2013, forms part of this Annual Report. Our directors have pleasure in enclosing the consolidated financial statements of the Company in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting standards issued by the Institute of Chartered Accountants of India.

In compliance with the general circular issued by Ministry of Corporate Affairs (MCA), Government of India, the Balance Sheet, Statement of Profit & Loss and other documents of the subsidiary are not attached hereto. As



per the general exemption, a statement containing brief financial details of the Company's subsidiary for the year ended 31st March, 2023, is included in this Annual Report. The Annual Accounts of the subsidiary and the related detailed information will be made available to any Member of the Company/its subsidiary seeking such information at any point of time and are also available for inspection by any Member of the Company/its subsidiary at the Registered Office of the Company/its subsidiary.

12. 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 made thereunder under Companies (Acceptance of Deposits) Rules, 1975. Accordingly, the details relating to deposits covered under the Companies Act, 1956 are given below:

(in Lakhs)

1.	Deposits Accepted during the year	NIL	
2.	Deposits remained unpaid or unclaimed as at end of the year	2161.51	
3.	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:	Principal	Interest
	I. At the beginning of the year	2,198.54	3,928.26
	ii. Maximum during the year	2,198.54	4133.06
	III. At the end of the year	2,161.51	4133.06
4.	The details of deposits which are not in compliance with the requirements of Chapter V of the Act	Not Applicable	

(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.

13. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

In compliance with Regulation 34 (2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Management Discussion and Analysis Report which also includes further details on the state of affairs of the Company, as approved by the Board of Directors is attached herewith **Annexure 'A'** of this report.

14. CORPORATE GOVERNANCE

A report on Corporate Governance along with the Compliance Certificate from the Practicing Company Secretary is annexed here to and forms part of this report as **Annexure 'B'**.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of the Company state as under that:

1. In the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;



2. The selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the financial year ended 31st March, 2023 and the Loss of the Company for the financial year ended 31st March, 2023.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a 'going concern' basis;
5. Internal financial controls had been laid down to be followed by the company and that such internal financial Controls are adequate and were operating effectively; and
6. Proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. AUDITORS

a) Statutory Auditors

Based on the recommendation of the Audit Committee, the Board of Directors proposes the ratification for re-appointment of M/s. CKSP and CO LLP, Chartered Accountants, Mumbai (Firm Registration Number: 131228W /W100044) as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting for the Financial Year 2024-25 (Original appointment already made in the 58th AGM for five years).

b) Internal and Management Auditors:

The Company has appointed M/s. D Baghmar and Associates, Chartered Accounts 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 F.Y. 2022-23 at remuneration of Rs. 75,000/- p.a. subject to ratification by the members in the ensuing Annual General Meeting.

17. SECRETARIAL AUDITORS' REPORT

Secretarial Audit by Anil Somani & Associates, Practicing Company Secretary (CP No.13379) is attached here with as an 'Annexure C' to this Report.

18. 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	The Company has not complied with the provisions of section 74 of the companies Act, 2013 read with Rules made thereunder with regard to repayment of deposits and interest on due date, maintenance of liquid assets to the extent required and also not fully complied with the orders passed by the Company Law Board.	The company has taken action on priority to clear the dues of deposit holders who are incapacitated and to comply with the orders of existing authorities. For the rest, the company has already started the process of settling their dues through sale proceeds of the assets sold by MPID court of the other Company who has given NOC for using the amount towards repayment of the Fixed Deposits of the Zenith Birla (India) Limited currently known as Zenith Steel Pipes & Industries Limited and will complete it before the end of Financial Year 2023-24.
2	The balance confirmations in respect of Trade Payables, Trade Receivables, Loans, Advances and Deposits etc. have not been received from the parties and hence we are unable to state whether these balances are recoverable /payable to the extent stated.	Reconciliation of balances of sundry creditors, debtors and other parties are an ongoing basis and the figures would be ascertained only when the reconciliation is finalised. Hence at this stage, impact of the same is not ascertainable.
3	The Company has made provision of Rs. 48.08 lakhs in respect of certain current accounts maintained with banks, which have been frozen by regulatory authorities. In the absence of bank statements and year-end balance confirmations, we are unable to comment on impact of shortfall in provisions, if any, which is made for frozen bank balances of certain banks accounts against which confirmation and statements are not available	The company is pursuing with the banks to get the Account unfrozen and is of the view that the provision made is sufficient and no further loss is expected.
4.	The Company has accumulated losses exceeding the share capital and reserves and its net worth has been fully eroded. These conditions 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 standalone financial statements have been prepared on a going concern basis considering management assessment of the current situation and future prospects.	On account of strategic understanding with suppliers/customers, which is continuing, the Company is on revival mode and is operating some of its units. In view of the same going concern concept holds good.
5	The Company has considered inventory value of Rs.2094.49 Lakhs as on 31.03.2023 in the standalone financial statements by adopting weighted average cost method as informed to us. Since adequate information and necessary supporting evidences for the valuation were not made available to us, as a result the impact of shortage/ excess of inventory, if any, could not be ascertained and adjusted in the books. (Refer Note no 50)	Currently the company is calculating the inventory based on variable cost incurred for the quarter and Work in Progress is based on work completed. Accordingly, valuation of inventories has been arrived and according to the management they represent a fair value.



6	We draw attention to Note No. 51 which states that the company has provided for provision for quality claim amounting to Rs.76.20 Lakhs as on 31/03/2023 in standalone financial statements in relations to quality defect and late delivery of goods to one of its customer, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.	The management is negotiating with vendors and customers on these matters. Once it is finalized with team and any further impact of the same will be considered in subsequent financials.
7	We draw attention to Note No. 52 which states that the company has provided for provisions for ocean freight of Rs.494.18 Lakhs in the current financial year, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.	The management is negotiating with vendors and customers on these matters. Once it is finalized with team and any further impact of the same will be considered in subsequent financials.

(ii) Explanation for Secretarial Auditor's Remark

Sr. No.	Secretarial Auditor's Remark	Directors' explanation
1.	Prosecution has been filed against the company by Registrar of Companies, Mumbai for Non Compliance of order of Hon'ble Company Law Board, Mumbai dated 18.08.2014 with regard to defaulted in payment to depositors.	The company has taken action on priority to clear the dues of deposit holders who are incapacitated and to comply with the orders of existing authorities. For the rest, the company has already started the process of settling their dues through sale proceeds of the assets sold by MPID court of the other Company who has given NOC for using the amount towards repayment of the Fixed Deposits of the Zenith Birla (India) Limited currently known as Zenith Steel Pipes & Industries Limited.
2.	The company has defaulted in payment of principal amount as well as interest to depositors. The Registrar of Companies, Mumbai has issued show cause notice to company and officer in default under Section 74(3) of the Companies Act, 2013	The company has taken action on priority to clear the dues of deposit holders who are incapacitated and to comply with the orders of existing authorities. For the rest, the company has already started the process of settling their dues through sale proceeds of the assets sold by MPID court of the other Company who has given NOC for using the amount towards repayment of the Fixed Deposits of the Zenith Birla (India) Limited currently known as Zenith Steel Pipes & Industries Limited and will complete it before the end of Financial Year 2023-24.
3.	The company has violated provision of SEBI Act, 1992 and SEBI Regulations for issue of GDR. The SEBI vide order dated 31.03.2021 banned the Company from the capital market for three years. As informed to us the Company has filed appeal against the order. The Securities Appellate Tribunal (SAT) Mumbai has partly allowed the appeal filed by the Company and reduced penalty from Rs. 10.00 cr. to Rs. 25.00 Lakh	The Company has already submitted the reply in respect of GDR related notices to SEBI and also filed an appeal in respect of said order to SAT. The Securities Appellate Tribunal (SAT) Mumbai has partly allowed the appeal filed by the Company and reduced penalty from Rs. 10.00 cr. to Rs. 25.00 Lakh and reduced debarment period to the penalty undergone. The penalty against chairman and managing director and his debarment from the



	and reduced debarment period to the penalty undergone. The penalty against chairman and managing director and his debarment from the capital market for one years is confirmed.	capital market for one years is confirmed.
4.	The Regional Director, Western Region, Mumbai has filed a petition before Hon'ble National Company Law Tribunal, Mumbai against the Company, its directors/KMPs under Section 221/222/241/242/246 r.w. 339 of the Companies Act, 2013 on 08.04.2022 and Serious Fraud Investigation Office (SFIO) is also investigating the affairs of the company.	The Company has filed a writ petition before the Honable High Court challenging the SFIO Investigation and also filed a reply and an interim application for the maintainability of the petition filed by the Regional Director, Western Region, Mumbai.
5.	The Company has not filed disclosure as per SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 regarding Fund raising by issuance of Debt Securities by Large Corporate for March, 2023	The Company has already taken the cognizance of the non filing of Disclosure of Large Corporate. Accordingly, all the necessary steps were taken to comply with the same.
6.	The Company has delayed filed Annual Secretarial Compliance Certificate for 31.03.2023 as per Regulation 24A of SEBI (LODR), 2015 with the stock exchanges.	The Company has delayed by two days for file the Annual Secretarial Compliance Certificate for 31.03.2023. The Company has paid penalty for two days delayed. Therefore, the Company will take all the necessary measures to not getting delayed again.
7.	The Company has delayed filed Related Party Transaction Report for the half year ended 31.03.2022 and 30.09.2022 as per Regulation 23(9) of SEBI (LODR), 2015 with the stock exchanges.	The Company was making all the efforts to file the related party transaction report for the half year ended on time but due to persistent glitches on the BSE/NSE site, the above filing could not made within the prescribed timeline.
8.	The Company has delayed filed financial results in XBRL for the quarter and year ended 31.03.2022 on 10.06.2022 which was approved on 29.05.2022 as per Regulation 33 of SEBI (LODR), 2015 with the stock exchanges.	The Company was making all the efforts to file the financial results in XBRL for the quarter and year ended 31.03.2022 pursuant to the Regulation 33 of SEBI (LODR), 2015 but due to persistent glitches on the BSE/NSE site, the above filing could not made within the prescribed timeline.
9	The Company has delayed filed annual report of FY 2021-22 (in pdf) on 11.09.2022 and also annual report of FY 2021-22 is not filed in XBRL mode with the stock exchanges.	The Company was making all the efforts to file the Annual Report of FY 2021-22 within due time, but due to some technical issues we are not able to upload within the prescribed timeline.
10	The Company has delayed submitted Scrutinizer report on 04.10.2022 for AGM held on 30.09.2022 and also delayed filed voting results (In XBRL) on 04.10.2022 for the AGM	The Company was making all the efforts to file the Scrutinizer report and voting results (in XBRL) within due time, but due to some technical issues we are not able to upload within the prescribed timeline.
11	The Company has given notice of AGM to the stock exchanges on 07.09.2022 but delayed given advertisement in newspaper for notice of AGM on 14.09.2022 as per Regulation 47 of SEBI (LODR), 2015	The Company has got delayed for giving Newspaper advertisement inadvertently.



12	The Company has delayed filed statement of investor complaints (In XBRL) for the quarter ended 30.06.2022 as per Regulation 13(3) of SEBI (LODR), 2015	The Company was making all the efforts to file the investor complaints (In XBRL) as per Regulation 13(3) of SEBI (LODR), 2015 for the quarter ended 30.06.2022 within due time, but due to persistent glitches on the BSE/NSE site, the above filing could not made within the prescribed timeline.
13	The Company has not filed with the stock exchanges advertisement in newspaper for financial results for the 31.03.2022, 30.06.2022 and 30.09.2022 as per Regulation 47 of SEBI (LODR), 2015	The Company has got delayed for giving Newspaper advertisement inadvertently.
14	The Company has not appointed Company Secretary as compliance officer during 25.03.2022 to 31.08.2022 as per Regulation 6 of SEBI (LODR), 2015	The company has searching good candidate for the post of the Company Secretary, that's the only reason for got delayed for appointment of Company Secretary.
15	The Company has not maintained updated website as per Regulation 46 of SEBI (LODR) Regulation, 2015	The Company has maintained website of the company properly, but few of the points are getting delayed to uploaded on the website, , The Company will take all the necessary measures to not getting delayed again.
16	As per Regulation 19 of SEBI (LODR) Regulation, 2015, Chairman of Board shall not chair Nomination and remuneration committee, Ms. Sadhana Avinash Patil, Chairman of Board is also appointed chairman of Nomination and remuneration committee	The Company will take all the necessary steps to comply Regulation 19 of SEBI (LODR) Regulation, 2015.
17	The Company has not adopted all applicable policies prescribed under SEBI LODR Regulations, 2015.	The Company has already taken the cognizance of the not adopting all applicable policies prescribed under SEBI LODR Regulations, 2015. Accordingly, The Company will take all the necessary steps to comply.
18	The Company has not upload all documents/ information as required under Regulation 46 of SEBI (LODR) Regulations, 2015	The Company has already taken the cognizance of the not uploading all documents/ information as required under Regulation 46 of SEBI (LODR) Regulations, 2015. Accordingly, The Company will take all the necessary steps to comply.
19	The Company has not complied disclosure requirement of material as well as other subsidiaries.	The Company has already taken the cognizance of the not complied disclosure requirement of material as well as other subsidiaries. Accordingly, The Company will take all the necessary steps to comply.
20	The Company has not adopted Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	The Company has already taken the cognizance of the not adopting Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. Accordingly, The Company will take all the necessary steps to comply.
21	The Company has not filed Annual Return on Foreign Liabilities and Assets and Annual Performance Report (APR) to RBI for foreign subsidiaries of the Company (Zenith USA and Zenith Middle East).	The Company is under process for filing of FLA return to RBI for foreign subsidiaries of the Company (Zenith USA and Zenith Middle East).



22	The Company has not filed Form MGT-14 for approval of financial statements and directors report for the FY 2021-22 and appointment of company Secretary and Internal auditor of the Company.	The Company has passed the Board Resolution for approval of financial statements and directors report for the FY 2021-22, but inadvertently forgot to file the Form on portal. The company will take effort to file the form as soon as possible.
23	The Company has not filed half yearly return in Form MSME for March and September.	The company will take effort to file the form as soon as possible.

19. NUMBER OF MEETINGS OF THE BOARD

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

20. BOARD OF DIRECTORS, EVALUATION ETC

Company's Policy on Directors Appointment and Remuneration etc.

The Company has prepared a policy on Director's appointment and remuneration pursuant to Section 178 of the Act. The Company has also laid down criteria for determining qualifications, positive attributes and independence of Director.

Formal Annual Evaluation

1. The Formal Annual Evaluation has been made as follows

- a. The Company has laid down evaluation criteria separately for Board, Independent Directors, Directors other than Independent Directors and various committees of the Board. The criteria for evaluation of Directors included parameters such as willingness and commitment to fulfil duties, high level of professional ethics, and contribution during meetings and timely disclosure of all the notice/details required under various provisions of laws. Based on such criteria, the evaluation was done in a structured manner through peer consultation & discussion.
- b. Evaluation of the Board was made by a separate Meeting of Independent Directors.
- c. The performance evaluations of all committees were done by the Board of Directors namely:
 - i. Audit Committee
 - ii. Nomination and Remuneration Committee
 - iii. Stakeholders Relationship Committee.
- d. Performance evaluation of non-Independent Directors was done by Separate meeting of Independent Directors.
- e. Evaluation of Independent Directors was done (excluding the Director who was evaluated) by the Board of Directors of the Company.
- f. In addition, the Nomination and Remuneration Committee has carried out evaluation of every Director's performance as required under Section 178(2) of Companies Act, 2013.
- g. The Directors expressed their satisfaction with the evaluation process.



2. Number of Board Meetings conducted during the year under review:

The Company had 5 (Five) times Board Meetings during the financial year on 28-05-2022, 12-08-2022, 26-08-2022, 14-11-2022 and 14-02-2023 the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

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.

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. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Risk is an integral part of any business and therefore, Risk Management is an important function that the business management has to perform to ensure sustainable business growth.

The Board of the Company has framed the Risk Management Policy. The details of the policy are as updated on website of the company www.zenithsteelpipes.com. The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. At present the company has not identified any element of risk which may threaten the existence of the company.

The Company does not fall under the ambit of top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

26. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, the Company has not given loans, guarantees or investments under Section 186 of the Companies Act, 2013. The details of the investments made by the Company are provided in the accompanying financial statements.

28. TRANSACTIONS WITH RELATED PARTIES

In accordance with the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, all related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business, the details of which are included in the notes forming part of the



financial statements. There were no materially significant related party transactions which may have a potential conflict with the interests of the Company at large. Accordingly, information in Form AOC-2 is not required. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.zenithsteelpipes.com.

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 a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mis-management.

31. EMPLOYEES' SAFETY

The Company is continuously endeavouring to ensure safe working conditions for all its employees.

32. 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.

33. EXTRACT OF ANNUAL RETURN

As required under Section 134(3) (a) & Section 92(3) of the Act, the Annual Return is put up on the Company's website and can be accessed at www.zenithsteelpipes.com. & Extracts of the Annual return in form MGT 9 for the Financial Year 2022-23 is uploaded on the website of the Company and can be accessed at www.zenithsteelpipes.com.

34. 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.

The listed entity banned from the capital market for three years by Securities and Exchange Board of India under Section 11, 11B (1) & 11(4) of the SEBI Act 1992 vide order dated 30.03.2021 in the matter of GDR issue.

35. 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:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; NA
- b. 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
Minal Pote	Whole Time Director	NIL
B. Girvanesh	C.F.O.	25%
Sonal Solanki	Company Secretary	NIL

- c. The percentage increase in the median remuneration of employees in the financial year: 5.5%
- d. The number of permanent employees on the rolls of company: 178



- e. Average percentile increases 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; - Nil
- f. 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.
- g. As none of the employees is drawing remuneration not less than Rs. 102 Lakhs p.a. or Rs. 8.5 Lakhs p.m., if employed for the part of the year. Hence, the statement containing particulars of the name of top ten 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.
- h. The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard

to the provisions of Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the registered office of the Company during its working hours up to the date of ensuing Annual General Meeting. Further, any Member interested in obtaining such information may obtain it by writing to the Company Secretary share@zenithsteelpipes.com.

36. DISCLOSURE PURSUANT THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place a Policy for Prevention Prohibition and Redressal of Sexual Harassment at workplace which is in line with the requirements of the Sexual Harassment of women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has constituted an Internal Complaint Committee for its Head Office and branch/sales offices under Section 4 of the captioned Act.

No complaint has been filed before the said committee during the year.

37. CEO/CFO COMPLIANCE CERTIFICATE

Certificate by the Whole time Director and Chief Financial Officer (CFO) pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March, 2023 is provided under Corporate Governance Report.

38. PERSONNEL

Our 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.

39. ACKNOWLEDGEMENTS

Our 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 Board of Directors
Zenith Steel Pipes & Industries Limited
CIN- L29220MH1960PLC011773

Place: Mumbai
Date: September 07, 2023

Purushottm Sonavane Minal Pote
Director Whole time Director
DIN: 08405653 DIN: 07163539

**MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to the amended Regulation 34 read with the Schedule V of the SEBI (listing Obligations and Disclosure Requirements) Regulation, 2015 our directors wish to report as follows:

(a) Indian Economy:

Amidst the challenges brought by the COVID-19 pandemic leading to disruptions in supply chain and surging inflation rate, the Indian Government introduced various policies to cushion the impact on the domestic economy and in specific vulnerable sections of society and the business sector. Through its policies, the Government significantly increased capital expenditure on infrastructure projects to build back medium-term demand and aggressively implemented supply-side measures to prepare the economy for a sustained long-term expansion. With the vaccination programme having covered the majority of the population, recovering economic momentum and the likely long-term benefits of supply-side reforms in the pipeline, the Indian economy is in a good position to witness GDP growth of around 8.0%-8.5% in 2022-23.

(b) Industry Structure & Developments:

Steel is a champion industry with growing domestic demand and an opportunity to leverage the space vacated by Russia and Ukraine in the global market through exports. India remained a net importer of steel for several years. However, starting 2017, fuelled by large-scale capex projects and the National Steel Policy, the country started contributing to the global steel markets more than ever, with nearly 6.7 MnT steel exported in FY 2022-23. India is now racing to build steel capacities that meet the domestic demand and at the same time can supply to the global markets. India is thus, on its path to becoming an integral part of the global supply chain. In response to PLI Scheme announced by Government of India for speciality steel products, the steel industry is geared up to create capacity in this space.

The Indian steel industry recorded crude steel production of 160.30 MnT in FY 2022-23, despite pandemic-induced disruptions in Q1 FY 2022-23. Led by a sharp recovery in demand in developed markets and production cuts in China, steel prices rose sharply in H1 FY 2022-23 in domestic as well as global markets. Prices moderated in Q3 FY 2022-23 and have remained volatile following the start of the Russia-Ukraine crisis.

Steel production showed a solid recovery and domestic finished steel consumption continued to grow. Finished steel consumption surpassed pre-pandemic levels and was supported by the government's improved infrastructure investments. Demand from the auto sector was temporarily weak, due to the semi-conductor shortage. However, the industry closed the year on a positive note and recorded 11% growth in finished steel consumption. Domestic finished steel production rose 18.1% y-o-y to touch 113.6 MnT. Finished steel consumption stood at 105.8 MnT, up 11.4% y-o-y, driven by the government's infrastructure spending and the resumption of projects stalled due to the pandemic.

(c) Opportunities & Threats

In the new environment, the industry has to be steered with appropriate policy support to ensure that production of steel matches the anticipated pace of growth in consumption. Special emphasis is needed to ensure that the industry follows a sustainable path of development in respect of environmental friendliness, mineral conservation, quality of steel products, use of technology and indigenous R&D efforts to ensure that the country can, overtime, reach global efficiency benchmarks to become a world leader in steel production technology, as well as in production of high end steel.

As the oil and gas industry is growing rapidly, the demand for steel pipes is also increasing. Features such as reliability and durability are some of the prominent factors driving the global demand for steel pipes. Steel pipes have a wide range of us ability; they are used in the automotive, mining and construction industries which drive the manufacturing steel pipe industry. The available range of steel pipes becomes one of the reasons surpassing the demand of residential and non-residential sector of steel pipes. The replacement of ageing pipelines also increases the global demand of steel pipes.



However, substitutes such as iron and plastic pipes, which create diversions for the manufacturer towards other material pipes, are estimated to restrain the market growth. The corrosive behaviour of carbon steel pipes is one of the restraining factors, and the high cost of stainless steel also hinders the growth of the global steel pipe market.

The Indian steel sector is disadvantaged due to limited availability of essential raw material such as high grade Manganese ore & Chromites, cooking coal, steel grade limestone, refractory raw material, Nickel, Ferrous Scrap etc. Due to shortage of domestic coking coal, both in terms of quantity and quality, pig iron producers/BF operators in India have to significantly depend on import of coking coal. In the recent past, multiple issues have also adversely impacted the steel sector, viz. cancellations of iron ore and coal mine allocations, delays in land acquisition, environmental clearances, which led to many of the projects facing significant cost and time over runs. Additionally, companies also faced substantially increased operating costs on account of increased logistics & raw material costs and other charges.

d) Segment-wise or Product-wise Performance

Since our Company operates only in one Segment, segment-wise or product-wise analysis of performance is not applicable. But company has geographical segments; please refer Note No 42 of The Consolidated Financial Statement.

e) Outlook

India has consistently witnessed steel imports declining, and exports and consumption increasing, and steel capacities being created. The industry is getting increasingly competitive and catering to an ever-evolving global user industry. The future looks bright for India steel industry, with incremental growth expected across the core sectors and multiplier impact likely to be triggered across subsidiary industries. Domestic consumption will continue to be robust, and apparent consumption of steel will continue to grow. With the governments increased investments on public infrastructure, the real demand is also expected to be steady. Sectors such as appliances, housing and government projects are expected to contribute towards 7-8% growth in steel demand in FY 2022-23

f) Risks & Concerns

Though Regulation 21 the SEBI (listing Obligations and Disclosure Requirements) Regulation, 2015 is not applicable our Company has duly adopted steps for framing, implementing and monitoring the risk management plan and accordingly of our directors has put in place critical risk management frame work across the Company for identification and evaluation of all potential risks. Our 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.

g) Internal Control Systems and their adequacy

Our Company has an effective Internal Control System to prevent fraud and misuse of Company's resources and protect shareholders' interest. Our 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.

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

The revenue from operations for the year has been Rs 16405.59 Lakh as against Rs. 14,616.77 Lakh in the previous year. Revenue from operations affected due to the Company operated at lower capacity utilization due to shortage of working capital which has also impacted the profitability of the Company for the year. Production cost also pushed up due to exorbitant increase in input cost. Our Company has taken several remedial steps to meet the challenges viz. measures in saving cost at all front of operations; optimize use of available resources etc.



Key Financial Ratio

Particulars	2022-23	2021-22
Return on NetWorth (%)	(0.13)	(0.04)
Return on Capital Employed (%)	0.00	(1.00)
Basic EPS (after exceptional items) (%)	0.02	(0.01)
Debtors Turnover	4.46	8.21
Trade Payable Turnover	1.85	1.64
Inventory Turnover	1.33	1.31
Debt coverage ratio	(1.21)	0.19
Current ratio	0.29	0.30
Net Capital Turnover Ratio (In Times)	(0.58)	(0.52)
Return on Investment	0	12%
Debt Equity ratio	(0.86)	(0.89)
Operating profit margin (%)	3.99	(0.77)
Net profit margin (%)	0.26	(0.01)

Detailed explanation of Ratios

Return on Net Worth

Return on Net worth (RONW) is a measure of profitability of a Company expressed in percentage. It is calculated by dividing total comprehensive income for the year by average Net Worth during the year.

Return on Capital Employed

Return on Capital Employed (ROCE) is a financial ratio that measures a Company's profitability and the efficiency with which its capital is used. In other words, the ratio measures how well a Company is generating profits from its capital. It is calculated by dividing profit before exceptional items and tax by average capital employed during the year.

Basic EPS

Earnings per Share (EPS) are the portion of a Company's profit allocated to each share. It serves as an indicator of a Company's profitability. It is calculated by dividing Profit for the year by weighted average number of shares outstanding during the year.

Debtors Turnover

The above ratio is used to quantify a Company's effectiveness in collecting its receivables or money owed by customers. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivable.

Trade payable Turnover

Trade payables are any expenses incurred from vendors, suppliers or other third parties for goods or services provided in bringing their products to the customer. Trade payables are a combination of the creditor/s and the bills payable for goods purchased or services rendered.



Inventory Turnover

Inventory Turnover is the number of times a Company sells and replaces its inventory during a period. It is calculated by dividing turnover by inventory.

Interest Coverage Ratio

The Interest Coverage Ratio measures how many times a Company can cover its current interest payment with its available earnings. It is calculated by dividing PBIT by finance cost.

Current Ratio

The Current Ratio is a liquidity ratio that measures a Company's ability to pay short-term obligations or those due within one year. It is calculated by dividing the current assets by current liabilities.

Debt Equity Ratio

The ratio is used to evaluate a Company's financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly owned funds. It is calculated by dividing a Company's total liabilities by its shareholder's equity.

Net Capital Turnover Ratio

Capital turnover is the measure that indicates an organization's efficiency about the utilization of capital employed in the business, and it is calculated as a ratio of total annual turnover divided by the total amount of stockholder's equity (also known as net worth) and the higher the ratio, the better is the utilization of capital employed.

Return on Investment

Return on investment (ROI) is a performance measure used to evaluate the efficiency or profitability of an investment or compare the efficiency of a number of different investments. ROI tries to directly measure the amount of return on a particular investment, relative to the investment's cost.

Operating Profit Margin (%)

Operating Profit Margin is profitability or performance ratio used to calculate the percentage of profit a Company produces from its operations. It is calculated by dividing the EBIT by turnover.

Net Profit Margin (%)

The net profit margin is equal to how much net income or profit is generated as a percentage of revenue. It is calculated by dividing the profit for the year by turnover.

i) Human Resources Development and Industrial Relations:

Our 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.

Our 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, our Company employs around 178 employees including employees on contract basis. 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.



(j) 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.



REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is based on the principal of truth, transparency, accountability, equity and responsibility in all our dealings with our employees, shareholders, customers, suppliers, government, lenders and community at large. The Company believes that better corporate governance can be achieved through increased transparency in its operations and has taken and will continue to take various measures towards achievement of good corporate governance. It is a tool to judge and evaluate the standards and ethics of Corporate Management.

A report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India ("SEBI") in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as "SEBI Regulations") is given below:

2. BOARD OF DIRECTORS

a) Composition of Board:

As on 31st March, 2023, the Board of Directors has 5 (Five) members, out of which 2 (Two) are Independent Director, 2 (Two) are Non-Executive, Non-Independent Director and one is Whole Time Director, the company has complied with the provision of appointing at least one women director. The composition of the Board was in conformity with Regulation 17(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 Regulation 17(1)), 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 companies including this company and number of shares held by them are provided in below table:

Name of Director	Category of Directorship	No of share held	No. of Directorship in listed entities	No. of Independent Directorship in listed entity	No. of other Committees position		No. of Board meetings attended during the year	Attendance At the 60 th AGM
					Chairman	Members		
Sadhana Aavinash Patil	Non-Executive - Independent Director	Nil	1	1	1	1	5	Yes
Purushottam D Sonavane	Non-Executive - Non Independent Director	Nil	1	0	1	1	5	Yes
Minal Umesh Pote	Executive Director	Nil	2	1	0	0	5	Yes
Pramod Shivaji Bhosale	Non-Executive - Independent Director	Nil	2	1	1	1	5	Yes



Name of Director	Category of Directorship	No of share held	No. of Directorship in listed entities	No. of Independent Directorship in listed entity	No. of other Committees position		No. of Board meetings attended during the year	Attendance At the 60 th AGM
					Chairman	Members		
Bhavika sharma	Non-Executive - Independent Director	Nil	1	1	0	0	5	Yes
Sandeep Kumar Sahu (Resigned on 14 th February, 2023)	Non-Executive - Independent Director	Nil	3	3	4	0	4	Yes

The details of Directors for directorship in other listed companies as on March 31, 2023 are as follows:

Sr. No	Name of the Director	Name of the other listed Company.	Category of Directorship
1.	Minal Umesh Pote	Birla Capital And Financial Services Limited	Independent Director
2.	Pramod Shivaji Bhosale	Melstar Information Technologies Limited	Independent Director

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

5 (Five) meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates on which the said meetings were held are as follows:

Sr. No.	Date of Meeting
1	28-05-2022
2	12-08-2022
3	26-08-2022
4	14-11-2022
5	14-02-2023

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 alongwith 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 schedule - II & Regulation 17(7) of SEBI (LODR) Regulations, 2015 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. 2022-23, the Company did not have any material pecuniary 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 Whole time Director & Chief Financial Officer of the Company confirmed the same.

d) Non-Executive Directors' Compensation and disclosures:

During the period under review, there was no pecuniary relationship or business transaction by the Company with any Non-Executive Directors.

MATRIX OF SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD

In order to effectively discharge its duties, it is necessary that collectively the Board holds the appropriate balance of skills and experience. The Board seeks a complementary diversity of skills and experience across its members. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating a person to serve on the Board

Skills / Expertise / Competencies	Detail for such Skills/Expertise/Competencies
Knowledge	Understanding of the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
Strategic Leadership	Significant leadership experience to think strategically and develop effective strategies to drive change and growth in context of the Company's overall objectives.
Financial expertise	Qualification and / or experience in accounting and/or finance coupled with ability to analyse the key financial statements; critically assess financial viability and performance; contribute to financial planning; assess financial controls and oversee capital management and funding arrangements.
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective.



Skills / Expertise / Competencies	Detail for such Skills/Expertise/Competencies
Corporate Governance, risk and Compliance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing take holders' interests and company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates including establishing risk and compliance frameworks, identifying and monitoring key risks.
Behavioral Skills	Attributes and the competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders;

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein

e) 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.

3. AUDIT COMMITTEE

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 Financial Officer of the Company attends 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 Regulation 18 of the SEBI, LODR entered into with the stock exchanges read with Section 177 of the Companies 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 being 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 off unds 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 utilization 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 thereon;
- 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 employee store port genuine concerns in such manner as may be prescribed;
- To review the functioning of whistle blower mechanism;
- 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 – Non-Independent Director. All the members of the Audit Committee have adequate accounting and financial knowledge.

Mrs. Sadhana Patil, Non-Executive Independent Director is the Chairperson of the Committee During the year ended 31st March, 2023; the Committee 4 (Four) times on 28th May, 2022, 12th August, 2022, 14th November, 2022 and 14th February, 2023

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 during the F.Y. 2022-23
Mrs. Sadhana Patil (Chairperson)	Non Executive-Independent Director	4
Mr. Purushottam Sonavane	Non Executive-Non Independent Director	4
Mr. Sandeep Kumar Sahu (Resigned on 14 th Feb. 2023)	Non Executive-Independent Director	3
Mrs. Bhavika Sharma	Non Executive-Independent Director	1

iv. The Audit Committee Meetings are usually held at the Corporate Office of the Company and are normally attended by 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 Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 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 behaviour, 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.

In accordance with the provisions of Section 178 (3) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee is vested with all the necessary powers and authorities to recommend and ensure appropriate disclosure on the remuneration of Managing Director, Whole-time Director and other Directors. The remuneration policy of the Company is



based on several criterions which include responsibility, performance, potentials of the director and growth of the Company.

- a. 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 Meetings attended during the F.Y. 2022-23
Mrs. Sadhana Patil	Non Executive-Independent Director	4
Mr. Purushottam Sonavane	Non Executive-NonIndependent Director	4
Mr. Sandeep Kumar Sahu (Resigned on 14 th Feb. 2023)	Non Executive-Independent Director	3
Ms. Bhavika Sharma	Non Executive-Independent Director	1

The Quorum of the Committee is of two members.

The Company Secretary acts as secretary of the Committee.

- b. Meetings of Nomination & Remuneration Committee

During the year, Four meetings of the nomination and remuneration committee were held on 28th May, 2022, 12th August, 2022, 14th November, 2022 and 14th February, 2023 and were attended by members of the Nomination & Remuneration Committee.

- c. Terms of Reference

The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Regulation 19 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of Nomination and Remuneration Committee shall include, but shall not be restricted, to the following:

1. Identify Individual qualified to be become Director and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
2. Carry out evaluation of every director's performance
3. Formulate criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees
4. While formulating the policy shall ensure that
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate director of the quality required to run the company successfully.
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - c) Remuneration to directors, key managerial personnel and senior managerial management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal.
5. Formulation of the criteria for evaluation of Performance of Independent Directors and the Board
6. Devising a Policy on Board Diversity
7. Review key corporate governance processes not specifically assigned to other committees, and



recommend changes needed to ensure that the company is at best practice;

Examine the impact of significant regulatory and statutory changes applicable to the governance practices of the Company, and to recommend measures to implement the same;

8. Examine all major aspects of the Company's organizational health, and recommend changes as necessary, including
 - Organization design;
 - Management and employee hiring, training, development, deployment and motivation; &
 - Internal communication and culture building.
9. The Company does not have any employee stock option scheme

d. Remuneration policy:

1. attract, recruit, and retain good and exceptional talent;
2. list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
3. ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognizes their merits and achievements and promotes excellence in their performance;
4. motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
5. ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
6. Fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

e. Details of sitting fees for the year ended March 31, 2023:

During the year 2022-23, the Company has paid sitting fees to its non-executive directors for attending meetings of the board and meetings of audit committee of the Board.

f. None of the Directors is holding equity shares of the Company as on 31.03.2023.

g. Details of Remuneration Paid to Auditors during the FY-2022-23

Type Of Audit	Fees Amount (In Rs.)
Statutory Audit Fees	7,00,000
Audit of Subsidiaries Company fees	-
Cost Audit Fees	75,000

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- a. 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 Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.



- b. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of the Member	Category	No. of Meetings Attended During the F.Y.2022-23
Mrs. Sadhana Patil	Non Executive-Independent Director	4
Mr. Purushottam Sonavane (Chairman)	Non Executive -Non Independent Director	4
Mr. Sandeep Kumar Sahu (Resigned on 14 th Feb. 2023)	Non Executive-Independent Director	3
Mrs. Bhavika Sharma	Non Executive-Independent Director	1

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

- c. 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.
- d. Name, designation and address of Compliance Officer: Ms. Sonal Solanki, Company Secretary, Zenith Steel Pipes & Industries Limited 5th Floor, Industry House 159, Churchgate Reclamation, Mumbai 400020. Telephone: 022-66168400.
- e. Details of investor complaints received and redressed during the year 2022-23 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
Legal Cases/Court Cases	-	-	-
Non receipt of Certificates after transfer/after exchange	-	-	-
Non receipt of Dividend Warrants	-	-	-
Non receipt of Annual Report	-	-	-
Non receipt of Bonus Shares	-	-	-
Non receipt of Demat Credit	-	-	-
Non receipt of Demat Rejection Documents	-	-	-
SEBI	1	1	-
Total	1	1	-

- f. Meetings of Stakeholders Relationship Committee

Four (4) Stakeholders Relationship Committee Meetings were held during the year 2022-23 on 28th May, 2022, 12th August, 2022, 14th November, 2022 and 14th February, 2023

- g. Terms of Reference

The terms of reference of the Stakeholders Relationship Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of the Stakeholders Relationship Committee shall include, but shall not be restricted, to the following:



1. Efficient transfer of shares, including review of cases for refusal of transfer/transmission of shares and debentures.
2. Redressal of shareholder and investors complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc.;
3. Issue of duplicate/Split/Consolidated Share Certificates;
4. Allotment and listing of Shares;
5. Review of cases for refusal of transfer/transmission of Shares and Debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances;
7. To ensure proper and timely attendance and Redressal of investor queries and grievance.

7. SUBSIDIARY COMPANY

The Company has two foreign 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 FZLLC	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 MEETINGS

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

Year	AGM	Location	Day, Date&Time
2021-2022	60th	through Video Conferencing ('VC') / Other Audio Visual Means('OAVM')	Friday, 30.09.2022 at 01.00 p.m
2020-2021	59th	through Video Conferencing ('VC') / Other Audio Visual Means('OAVM')	Wednesday, 29.09.2021 at 03:00 p.m.
2019-2020	58th	through Video Conferencing ('VC') / Other Audio Visual Means('OAVM')	Tuesday, 29.09.2020 at 05:00 p.m.
2018-2019	57th	2nd Floor, Library Hall, IMC Building, IMC Marg, Churchgate, Mumbai-400020.	Friday, 27.09.2019 at 11:30 a.m.

(b) Extra Ordinary General Meeting

There was no Extra Ordinary General Meeting held during the Financial Year 2022-23.

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

Date of AGM	Particulars of Special Resolutions Passed
2021-2022	Re-appointment of Mrs. Bhavika Sharma, (DIN: 08846865) as an Independent Director for a term of 3 Consecutive years.



2020-2021	Re-appointment of Mrs. Minal Pote as a Whole time Director & fixation of remuneration
2019-2020	Issue of Shares on Preferential Basis

(d) Postal Ballot

During the year under review, No resolutions transacted through Postal Ballot.

9. DISCLOSURES:

a. Related Party Transaction:

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, 2023.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web as required under Listing Regulations is as under: www.zenithsteelpipes.com.

b. Details of non-compliance

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 except the appointment of Minimum Directors on the Board of the Company during the period 01st April, 2021 to 24th August, 2022.

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. 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>.

c. All mandatory requirements as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with by the company.

d. All assets of the Company whether movable or immovable are sufficiently insured. All fore seeable risk whether in terms of foreign currency exposure, data and record management etc. are being managed effectively by the Company.

e. Policies adopted during the year:

There is no policy adopted during the Financial Year 2022-23

f. Disclosures regarding commodity risks by listed entities:

Our export contracts generally match and align with local procurement / imported contracts so as to mitigate the risk. Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

g. Disclosure Pursuant the Sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013.

The Company has in place a Policy for Prevention Prohibition and Redressal of Sexual Harassment at work



place which is in line with the requirements of the Sexual Harassment of women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has constituted an Internal Complaint Committee for its Head Office and branch/sales offices under Section 4 of the captioned Act.

No complaint has been filed before the said committee during the year.

- h.** The Company does not fall under the ambit of top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

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 Regulation 40(9) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 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 or such a time as notified by the Statutory Authority. 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 Financial Express and lakshdweep in the format prescribed under Regulation 33 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 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, outlook 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.
- e.** 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 Big share Services Private Limited and/or email them to investor@bigshareonline.com
- f.** Designated Email ID for Complaints/ Redressal: 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, 30th September, 2023 at 1:00 PM.

Book Closure Date: From Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive).

2. Financial Calendar for the year 2023-24 (Tentative)

Accounting Year : April 1, 2023 to March 31, 2024

First Quarter Results : On or before 14th August, 2023

Second Quarter Results : On or before 14th November, 2023

Third Quarter Results : On or before 14th February, 2024

Fourth Quarter & Annual Results : On or before 30th May, 2024

Mailing of Annual Report : July/August, 2024

Annual General Meeting : On or before 30th September, 2024

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

Stock Exchange

Bombay Stock Exchange Ltd - P. J. Towers, Dalal Street, Mumbai 400023

Stock Code: 531845

National Stock Exchange of India Ltd. - Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai
400 051

Stock Code : ZENITHSTL

ISIN No. for the Company: INE318D01020

Depository's 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:

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, 2023 is furnished below:

Months	NSE		BSE		Months	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)		High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2022	1.75	3.45	5.75	2.47	October, 2022	5.05	6.05	6.09	4.75
May, 2022	3.60	8.70	9.63	4.86	November, 2022	4.20	5.30	5.29	4.25
June, 2022	6.45	12.70	14.19	6.97	December, 2022	4.60	6.10	6.2	4.58
July, 2022	5.25	8.45	8.84	5.42	January, 2023	4.60	5.85	5.9	4.88
August, 2022	5.60	7.25	7.24	5.51	February, 2023	4.00	5.70	5.72	4.25
September, 2022	5.00	6.35	6.34	4.96	March, 2023	3.20	4.55	4.55	3.25

Registrar & Share Transfer Agents	
For Electronic & Physical Mode:	Bigshare Services Pvt.Ltd. 1 st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai-59 Tel. Nos.:02262638204 MobileNo.:7045454394 Email: vinod@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 Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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 lodgements for transfer, sub-division, consolidation etc.

Distribution of Shareholding as on 31st March, 2023

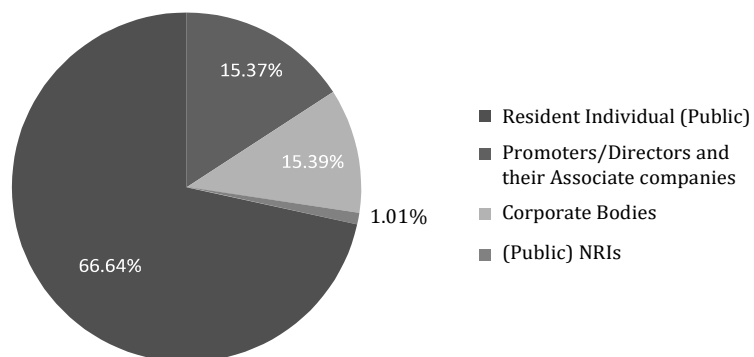
No. of Equity Shares held	Total No. of Shareholders	No. of Shares held	Shareholding %
1 to 5000	61991	5541661	3.89
5001 to 10000	5965	4918077	3.46
10001 to 20000	3765	5800681	4.08
20001 to 30000	1531	3939509	2.77



No. of Equity Shares held	Total No. of Shareholders	No. of Shares held	Shareholding %
30001 to 40000	693	2517718	1.77
40001 to 50000	752	3611654	2.54
50001 to 100000	1107	8295755	5.83
100001 to 999999999999999	1126	107655393	75.66
Total	76930	142280448	100

Shareholding Pattern of the Company as on 31st March, 2023 (including Demat)

Categories	No. of Shareholders	No. of shares held	Percentage of total Shares
Promoters/Directors and their Associate companies	12	22257157	15.64
Corporate Bodies (Public)	878	3935768	12.79
NRIs	358	1245530	0.88
Banks/FIs and Insurance Companies	24	407700	0.29
Mutual Funds	4	650	0
Resident Individual (Public)	74619	99373203	69.84
Clearing Members	34	114833	0.08
Trusts	6	1400	0
Foreign Companies	-	-	-
FIIIs	-	-	-
Unit Trust of India	-	-	-
Government Companies	2	55	0
IEPF	1	680652	0.48
Total	75938	142280448	100.00



Note: Figure will not match with shareholding pattern for the quarter ended March 31, 2023 as Pan No. Of Shareholders not merged.

Shareholding of Non executive Directors of the Company as on 31st March, 2023

Name of the Non Executive Directors	No. of shares held	Percentage of total Shares
Mr. Purushottam Sonavane	Nil	Nil
Mr. Pramod Bhosale	Nil	Nil
Mrs. Sadhana Patil	Nil	Nil
Mrs. Bhavika Sharma	Nil	Nil
Mr. Sandeep Kumar Sahu (Resigned on February 14, 2023)	Nil	Nil
Total	Nil	Nil

Dematerialization of shares and liquidity

99.33% of the total Equity Capital is held in dematerialized form with NSDL and CDSL as on March 31, 2023. 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, Dist.Palghar Maharashtra- 401506
- c) Murbad Unit
Survey (Gut) No.440/441, Nhave, Kakadpada, Murbad District, Thane, Maharashtra
- d) Trichy Mobile Unit
SH No.71, Survey No. 782, Village: Kalugar Thogainmala, Taluka: Kulithalai, Dist: Karur-639120, TamilNadu

For Investor Correspondence and Compliance related query

Address for Correspondence Mrs. Sonal Solanki
Company Secretary & Compliance Officer
159, Industry House, 5th Floor, Churchgate Reclamation, Mumbai-20
Tel No.: 022-66168400; Fax No.: 022-22047835
E-mail: share@zenithsteelpipes.com

Equity shares in the suspense account:

In term of Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company has received the confirmation from Registrar & Share Transfer Agents, Biig share Services Private Limited that there are no any unclaimed shares/suspense account in the Company.

Transfer of unclaimed dividend to Investor Education and Protection Fund

Pursuant to sections 124 of the Companies Act, 2013 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.



46(2) (B) To (I) of compliance of Corporate Governance Requirements Specified In Regulation 17 to 27 and Listing Regulation.

Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A.	Compliance observed for the following
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Meetings ➤ Review of compliance report ➤ Plans for orderly succession for appointments ➤ Code of Conduct ➤ Fees/compensation to Non-Executive Directors ➤ Minimum information to be placed before the Board ➤ Compliance Certificate ➤ Risk assessment and management ➤ Performance evolution of Independent Directors
2.	Related Party Transaction	23	Yes	<ul style="list-style-type: none"> ➤ Policy on Materiality of Related party Transactions and dealing with Related Party Transactions ➤ Approval including omnibus approval of Audit Committee ➤ Review of related Party Transactions ➤ There were no Material RPT
3.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> ➤ There was no material subsidiary of the Company and as a result the other compliance in respect of material subsidiary were not applicable ➤ Review of financial statements of unlisted Subsidiary by the Audit Committee ➤ Significant transactions and arrangement of Unlisted subsidiary
4.	Obligation with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> ➤ Maximum Directorship and tenure ➤ Meeting of Independent Directors ➤ Familiarizations of Independent Directors
5	Obligation with respect to Directors and Senior Managements	26	Yes	<ul style="list-style-type: none"> ➤ Memberships/Chairpersonship in Committees ➤ Affirmation on Compliance of Code of Conduct by Directors and Senior Management ➤ Disclosure of shareholding by Non-Executive Directors ➤ Disclosure by Senior Management about potential Conflicts of interest
6.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> ➤ Compliance with discretionary requirements ➤ Filing of quarterly compliance report on Corporate Governance



Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A	Compliance observed for the following
7.	Website	46(2)(b) to(i)	Yes	<ul style="list-style-type: none">➤ Terms and conditions for appointment of Independent Directors➤ Composition of various Committees of the Board of Directors➤ Code of Conduct of Board of Directors and Senior Management personnel➤ Details of establishment of Vigil Mechanism/Whistle Blower policy➤ Policy on dealing with Related Party Transactions➤ Policy for determining material subsidiaries➤ Details off amiliarization programmes imparted to Independent Directors

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTOR
AND SENIOR MANAGEMENT PERSONNEL**

To
The Member of
M/S. Zenith Steel Pipes & Industries Limited,

I, Purushottam Sonavane, Director, declare that all the Board Members and senior management personnel of the Company have complied with the Code of Conduct of the Company for the period from 1st April, 2022 to 31st March, 2023.

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited

CIN -L29220MH1960PLC011773

Sd/-
Purshottam Sonavane
Director

Place: Mumbai
Date: September 07, 2023



DIRECTOR & CFO CERTIFICATION

The Whole time Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the board in terms of Regulation 17(8) of the Listing Regulations. Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Director and the Chief Financial Officer is published in this Report.

Certificate by the Whole time Director and Chief Financial Officer (CFO) pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on the Audited Financial Statement for the year 2022-23.

We, Minal Pote Whole time Director and B. Girvanesh–CFO of the Company here by certify that:-

1. We have reviewed the Financial Statements and Cash Flow Statement for the year ended on 31st March, 2023 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 was any material weakness in internal controls over financial reporting nor any corrective actions with regards to deficiencies, as there none.

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited

CIN - L29220MH1960PLC011773

Place: Mumbai
Date: September 07, 2023

Sd/-
Minal Pote
Whole time Director

Sd/-
B. Girvanesh
Chief Financial Officer

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To

TheMembers

ZENITH STEEL PIPES & INDUSTRIES LIMITED

(formerly known as Zenith Birla (India) Limited)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ZENITH STEEL PIPES & INDUSTRIES LIMITED having CIN: L29220MH1960PLC011773 and having registered office at 5th Floor, Industry House, 159, Churchgate Reclamation, Mumbai City (MH) 400020, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Subclause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR.No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Sandeep Kumar Sahu (Resigned on 14 th Feb. 2023)	06396817	05/03/2021
2.	Mrs. Sadhana Avinash Patil	06565115	20/03/2019
3.	Mrs. Minal Umesh Pote	07163539	14/08/2019
4.	Mr. Purushottam Digambar Sonavane	08405653	29/03/2019
5.	Mr. Pramod Shivaji Bhosale	08669615	13/03/2020
6.	Mrs. Bhavika Sharma	08846865	24/08/2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Anil Somani & Associates
Company Secretaries

Place: Bhilwara
Date: September 07, 2023

SD/-
CS Anil Kumar Somani
ACS: 36055
COP: 13379



To, **CERTIFICATE ON CORPORATE GOVERNANCE**

THE MEMBERS OF
ZENITH STEEL PIPES & INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by ZENITH STEEL PIPES & INDUSTRIES LIMITED for the year ended on 31st March 2023 as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 the compliance of the conditions of Corporate Governance. 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 complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations except observations mentioned in secretarial audit report.

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.

For Anil Somani & Associates
Company Secretaries

Place: Bhilwara
Date: September 07, 2023

CS Anil Kumar Somani
ACS: 36055
COP: 13379



Form AOC-2

Pursuant to clause (h) of sub-section (3) of section 134 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 arms length transactions under third proviso there to

(Pursuant to clause (h) of sub-section (3) of section 134 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 arms length transactions under third proviso there to

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

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN - L29220MH1960PLC011773

Place: Mumbai

Date: September 07, 2023

Sd/-
Minal Pote
Wholetime Director

Sd/-
Purushottam Sonavane
Director



ANIL SOMANI & ASSOCIATES

B-5, Ganpati Complex, Pur Road, Bhilwara, Rajasthan-311001

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

Form No. MR-3 SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023
[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 STEEL PIPES & INDUSTRIES LIMITED
(Formerly known as Zenith Birla (India) Limited)
5th Floor, Industry House,
159, Church gate Reclamation,
Mumbai-400020.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ZENITH STEEL PIPES & INDUSTRIES LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance's and expressing our opinion thereon.

Management's Responsibility for Secretarial Compliance's

The company's Management is responsible for preparation and maintenance of secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

Auditor's Responsibility

My responsibility is to express an opinion on the Secretarial records, Standards, Procedures followed by the company with respect to Secretarial Compliance's.

I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.

Opinion

Based on our verification of the Company's 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed here-under 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:



ANIL SOMANI & ASSOCIATES

B-5, Ganpati Complex, Pur Road, Bhilwara, Rajasthan-311001

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

We 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, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; N.A.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; N.A.
 - (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; and
 - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; N.A.
- (vi) The Environment (Protection) Act, 1986
- (vii) The EPF & Misc. Provisions Act, 1952;
- (viii) Employees' state Insurance Act, 1948;
- (ix) The Payment of Bonus Act, 1965;
- (x) The payment of Gratuity Act, 1972

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;



ANIL SOMANI & ASSOCIATES

D-94, 1st Floor, Indra Market, Bhilwara, Rajasthan-311001

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

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except:

1. *Prosecution has been filed against the company by Registrar of Companies, Mumbai for Non Compliance of order of Hon'ble Company Law Board, Mumbai dated 18.08.2014 with regard to defaulted in payment to depositors.*
2. *The company has defaulted in payment of principal amount as well as interest to depositors. The Registrar of Companies, Mumbai has issued show cause notice to company and officer in default under Section 74(3) of the Companies Act, 2013.*
3. *The company has violated provision of SEBI Act, 1992 and SEBI Regulations for issue of GDR. The SEBI vide order dated 31.03.2021 banned the Company from the capital market for three years. As informed to us the Company has filed appeal against the order.*
4. *The Regional Director, Western Region, Mumbai has filed a petition before Hon'ble National Company Law Tribunal, Mumbai against the Company, its directors/KMPs under Section 221/222/241/242/246 r.w. 339 of the Companies Act, 2013 on 08.04.2022*
5. *The Company has not filed disclosure as per SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 regarding Fund raising by issuance of Debt Securities by Large Corporate for March, 2022.*
6. *The Company has delayed filed Annual Secretarial Compliance Certificate for 31.03.2022 as per Regulation 24A of SEBI (LODR), 2015 with the stock exchanges.*
7. *The Company has delayed filed Related Party Transaction Report for the half year ended 31.03.2022 and 30.09.2022 as per Regulation 23(9) of SEBI (LODR), 2015 with the stock exchanges.*
8. *The Company has delayed filed financial results in XBRL for the quarter and year ended 31.03.2022 on 10.06.2022 which was approved on 29.05.2022 as per Regulation 33 of SEBI (LODR), 2015 with the stock exchanges.*
9. *The Company has delayed filed annual report of FY 2021-22 (in pdf) on 11.09.2022 and also annual report of FY 2021-22 is not filed in XBRL mode with the stock exchanges.*
10. *The Company has delayed submitted Scrutinizer report on 04.10.2022 for AGM held on 30.09.2022 and also delayed filed voting results (In XBRL) on 04.10.2022 for the AGM*
11. *The Company has given notice of AGM to the stock exchanges on 07.09.2022 but delayed given advertisement in newspaper for notice of AGM on 14.09.2022 as per Regulation 47 of SEBI (LODR), 2015*
12. *The Company has delayed filed statement of investor complaints (In XBRL) for the quarter ended 30.06.2022 as per Regulation 13(3) of SEBI (LODR), 2015*
13. *The Company has not filed with the stock exchanges advertisement in newspaper for financial results for the 31.03.2022, 30.06.2022 and 30.09.2022 as per Regulation 47 of SEBI (LODR), 2015*
14. *The Company has not appointed Company Secretary as compliance officer during 25.03.2022 to 31.08.2022 as per Regulation 6 of SEBI (LODR), 2015*
15. *The Company has not maintained updated website as per Regulation 46 of SEBI (LODR) Regulation, 2015*



16. As per Regulation 19 of SEBI (LODR) Regulation, 2015, Chairman of Board shall not chair Nomination and remuneration committee, Ms. Sadhana Avinash Patil, Chairman of Board is also appointed chairman of Nomination and remuneration committee

17. The Company has not adopted all applicable policies prescribed under SEBI LODR Regulations, 2015.

18. The Company has not upload all documents/ information as required under Regulation 46 of SEBI (LODR) Regulations, 2015

19. The Company has not complied disclosure requirement of material as well as other subsidiaries.

20. The Company has not adopted Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.

21. The Company has not filed Annual Return on Foreign Liabilities and Assets and Annual Performance Report (APR) of march 2022 to RBI for foreign subsidiaries of the Company (Zenith USA and Zenith Middle East).

22. The Company has not filed Form MGT-14 for approval of financial statements and directors report for the FY 2021-22 and appointment of company Secretary and Internal auditor of the Company.

23. The Company has not filed half yearly return in Form MSME for March and September.

Statutory Auditors observation:

The statutory auditor of the company has issued qualified audit report for the year ended on 31st March, 2023 and mentioned some observations in their audit report.

We further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. 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.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

Place: Bhilwara

Date: 07th September, 2023

For Anil Somani & Associates

Company Secretaries

PR 1869/2022

Anil Kumar Somani

ACS: 36055

COP: 13379

UDIN:

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.



ANIL SOMANI & ASSOCIATES

D-94, 1st Floor, Indra Market, Bhilwara, Rajasthan-311001
Email Id: corporatesolutions14@gmail.com, (M) 09166611876

ANNEXURE - A

To,
The Members,
ZENITH STEEL PIPES & INDUSTRIES LIMITED
(Formerly known as Zenith Birla (India) Limited)
5th Floor, Industry House,
159, Church gate Reclamation,
Mumbai -400020.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of event setc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Bhilwara
Date: 07th September, 2023

For Anil Somani & Associates
Company Secretaries

Anil Kumar Somani
ACS: 36055
COP: 13379



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 utilizing 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, are as where absorption has not taken place, and there as ons thereof;
- (iii) The expenditure incurred on Research and Development. - Nil

(C) Foreign exchange earnings and Outgo

(Rs. In Lacs)

Particular	2022-23	2021-22
Total Foreign Exchange Earnings (earned)	12,428.33	12,305.76
Total Foreign Exchange Outgo (expenses)	00.00	0.00



INDEPENDENT AUDITORS' REPORT

To the Members of
Zenith Steel Pipes & Industries Limited
(Formerly known as Zenith Birla (India) Limited)

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

1) We have audited the accompanying standalone financial statements of **Zenith Steel Pipes & Industries Limited** (formerly known as Zenith Birla (India) Limited) ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, subject to the effect of the matters described in the Basis for Qualified opinion paragraph below the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, the profit and the total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. The Company has not complied with the provision of section 74 or any other relevant provision 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.
2. With reference to Note No 43 regarding the balance of Trade Payables, Trade Receivables, Loans, Advances, Deposits, intergroup, current liabilities, borrowing from others etc. being not confirmed by the parties due to pending reconciliation the management has not sent direct confirmations to parties and hence our inability to state whether these balances are recoverable /payable to the extent stated.
3. The Company has made a provision of Rs. 48.08 lakhs in respect of certain current bank accounts maintained with various banks, which have been frozen by regulatory authorities. In the absence of bank statements and year-end balance confirmations, we are unable to comment on impact, if any, on the books of accounts. (Refer note 54).
4. The Company has accumulated losses exceeding the share capital and reserves and its net worth has been fully eroded. These conditions 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 standalone financial statements have been prepared on a going concern basis considering management assessment of the current situation and future prospects. (Refer note 47).
5. The Company has considered inventory value of Rs.2094.49 Lakhs as on 31.03.2023 in the standalone financial statements by adopting weighted average cost method as informed to us. Since adequate information and necessary supporting evidences for the valuation were not made available to us, as a result the impact of shortage/ excess of inventory, if any, could not be ascertained and adjusted in the books. (Refer Note no 50).



6. We draw attention to Note No. 51 which states that the company has provided for provision for quality claim amounting to Rs.76.20 Lakhs as on 31/03/2023 in standalone financial statements in relations to quality defect and late delivery of goods to one of its customer, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.

7. We draw attention to Note No. 52 which states that the company has provided for provisions for ocean freight of Rs.494.18 Lakhs in the current financial year, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.

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

Emphasis of Matter

2) We draw attention to the following matters forming part of the notes to the financial statements:

1. Note no. 45 regarding MOU entered into by the Company with Tribus Real Estate Pvt. Ltd (TREPL) for taking over the Company's secured bank loan, which is pending completion.

2. Note no. 48 regarding to the order issued by SEBI for violations of provisions of SEBI Act 1992 and SEBI regulations regarding issue of GDR.

3. Note no. 46 regarding Securitization & Reconstruction of Financial Assets initiated by Consortium Banks for repayment of dues Rs. 19,319.00 Lakhs as on 31.01.2014 and have taken symbolic possession of immovable assets and filed case for physical possession. The case is pending in DRT Pune.

Our opinion is not modified in respect of these matters.

Key Audit Matters

3) Key Audit Matters ("KAM") are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters ("KAM") to be communicated in our report.

Key Audit Matter	Auditors' Response
<p><u>Evaluation of income tax provision</u></p> <p>The Company is required to estimate its income tax liabilities in accordance with the tax laws applicable in India. Further, there are matters of interpretation in terms of application of tax laws and related rules to determine current tax provision and deferred taxed.</p>	<p>In view of significance of matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> • testing the design and operating effectiveness of the company's key controls over identifying uncertain tax position and matters involving litigations/disputes. • obtaining details of tax positions and tax litigations for



<p>The Company has material tax positions and litigations on a range of tax matters. This requires management to make significant judgements to determine the possible outcome of uncertain tax provisions and litigations and their consequent impact on related accounting and disclosures in the standalone financial statements.</p> <p>Refer Note 33 to the Standalone Financial Statements.</p>	<p>the year and as at 31st March 2023 and holding discussions with designated management personnel.</p> <ul style="list-style-type: none"> • assessing and analysing select key correspondences with tax authorities and inspecting external legal opinions obtained by management for key uncertain tax positions and tax litigations. • evaluating underlying evidence and documentation to determine whether the information provides a basis for amounts reserved / not reserved in the books of account. • Involving our tax specialists and evaluating managements underlying key assumptions in estimating the tax provisions and estimate the possible outcome of tax litigations; and in respect of tax positions and litigation, assessing the computation of provisions and consequent impact on related accounting and disclosures in the standalone financial statements.
<p><u>Net realisable value (NRV) of Inventory</u></p> <p>The total inventory of the Company amounting to Rs. 2,094.49 lakhs (as on March 31, 2023) forms about 12.65 % of the total assets of the Company.</p> <p>This includes materials such as HR Coil, fuel, iron ore etc, which are susceptible to handling loss, moisture loss/gain, spillage etc. and determination of the same requires estimation based on experience and technical expertise.</p> <p>Such judgment includes Company's expectations for future sale, inventory liquidation plans and future selling prices less cost to sell & modification cost.</p> <p>In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of inventories has been identified as a key audit matter.</p> <p>Refer Note 8 to the Standalone Financial Statements.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient audit evidence:</p> <ul style="list-style-type: none"> • Assessed the appropriateness of the accounting policy for inventories as per relevant Indian accounting standards. • Verified inventory ageing report by testing samples, selected using statistical sampling method. • Tested the moving weighted average rate computation of inventory samples, selected using statistical sampling method. • The company has procedure of physical verification of inventories at regular intervals.
<p><u>Allowance for credit losses</u></p> <p>The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the geographical location where it operates.</p> <p>In calculating expected credit loss, the Company has also considered credit reports and other related credit</p>	<p>Our audit procedures related to the allowance for credit losses for trade receivables included the following, among others:</p> <p>We tested the effectiveness of controls over the</p> <ul style="list-style-type: none"> • development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions • completeness and accuracy of information used in the estimation of probability of default and • Computation of the allowance for credit losses.



<p>information for its customers to estimate the probability of default in future.</p> <p>We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses.</p> <p>Refer Note 56 to the Standalone financial statements.</p>	<p>For a sample of customers: We tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information.</p> <p>We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.</p>
<p><u>Investment impairment assessment</u></p> <p>The Company has investments in subsidiaries. These investments are accounted for at cost less impairment. If an impairment exists, the recoverable amounts of the above investment are estimated in order to determine the extent of the impairment loss, if any.</p> <p>Determination of triggers for impairment in value of these investments and recoverable amount involves significant estimates and judgements.</p>	<p>Evaluation of impairment risk and assessing whether triggers exist for any investment based on consideration of external and internal factors affecting the value and performance of the investment.</p> <p><u>Our audit procedures included:</u></p> <ul style="list-style-type: none"> • Obtained management assessment of recoverable amount for investments where impairment risk is identified. • Evaluated the mathematical accuracy of the cash flow projection and assessed the underlying key assumptions in management’s valuation models used to determine recoverable amount considering external data, including assumptions of projected EBITDA, revenue growth rate, terminal growth rates, discount rates, and assessed the sensitivity of the assumptions on the impairment assessment and assessed the forecasts against the historical performance. <p>Assessed the appropriateness of the related disclosures in the standalone financial statements.</p>

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

4) The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Director’s Report including annexures to Director’s Report, Corporate Governance Report and Shareholder’s Information, but does not include the Standalone Financial Statements and our Auditors’ Report thereon, which we obtained prior to the date of this Auditor’s Report, and the Annual Report, which is expected to be made available to us after that date.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance, conclusion thereon.

(5) In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to date of this audit report, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibilities for the Standalone Financial Statements.

6) The Company's management and Board of Directors are responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone financial statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

9) As required by the Companies (Auditor's Report) Order, 2020 ("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**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

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 purposes 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 (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;



e. On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses an unmodified opinion on the existence of internal financial control with reference to financial statements and its operating effectiveness on the company.

g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to the other matters to be included in the Auditors' 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. The Company has disclosed the impact of pending litigations as at 31st March 2023 on its financial position in its standalone financial statements. (Refer Note 33 to the standalone financial statements);

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

iv.

a. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c. Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.



v. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023

vi. No Dividend has been declared or paid during the year by the company.

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

Debmalya Maitra
Partner
M. No. 053897
UDIN: 23053897BGVHAF1572

Place: Mumbai
Dated: 29/05/2023



Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date, to the members of Zenith Steel Pipes & Industries Limited (formerly known as Zenith Birla (India) Limited) ("the Company"), on the standalone financial statements for the year ended 31st March 2023.)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

i. In respect off the Company's Property, Plant and Equipment and Intangible Assets:

a) (A) The Company has not maintained records showing full particulars including quantitative details and situation of fixed assets.

(B) The Company has not maintained proper records showing full particulars of intangible assets.

b) As explained to us, the Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner to cover all the items, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) In our opinion and according to information and explanations given to us, and on based on our examination of records of the company provided to us, we report that, the title deeds in respect of buildings and factory buildings disclosed in the standalone financial statements included under Property, Plant and Equipment are held in the name of the Company (Refer Note no 2) as at the balance sheet date except as under:

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - Since	Reason for not being held in the name of company
Free Hold Property	329.50	Tungabhadra Holdings Pvt Ltd	No	2010	Disputed under land regulatory authorities records

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or Intangible assets or both during the year.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.



ii. (a) The inventories, except goods-in-transit and stocks lying with third parties, were physically verified during the year by the Management at reasonable intervals. In our opinion the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies were noticed on verification between the physical stocks and book record that were 10% or more in the aggregate for each class of inventories.

(b) As per the information and explanations given to us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii) (b) of the Order is not applicable.

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in, provided guarantee and granted loans, secured or unsecured, to its related parties during the year, in respect of which necessary details are given as under:

a) The Company has provided loans and given guarantee during the year and details of which are given below:

Particular	Loan	Guarantee	Security	Advances in nature of loans
A Aggregate amount granted / provided during the year				
- Subsidiary	-	-	-	-
- Joint Venture	-	-	-	-
- Associates	-	-	-	-
- Others	26.70	-	-	-
B Balance Outstanding as at balance sheet date in respect of above cases				
- Subsidiary	-	-	-	-
- Joint Venture	-	-	-	-
- Associates	-	-	-	-
- Others	271.33	-	-	1401

b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the same are repayable on demand. The interest on such loans is added to the principal and the repayments or receipts of the same have been regular.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to companies. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the company.



iv. According to the information and explanations given to us, the Company has not made any investments, nor granted any loans or provided any guarantees or securities to parties covered under Section 185 of the Companies Act, 2013 and the company has not provided any loan, guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of investments made.

v. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of compliance by the Company with the directive issued by the Reserve Bank of India, the provisions of section 73 to 76 of the companies Act, 2013 read with Rules made thereunder with regard to repayment of deposits and interest on due date, maintenance of liquid assets to the extent required and also not fully complied with the orders passed by the Company Law Board.

vi. According to the information and explanations given to us by management, the books of accounts maintained by the Company in respect of products where, pursuant to the rules made by Central Government of India, the maintenance of cost records has been prescribed under sub section (i) 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, Profession tax, Tax Collected at Source, Provident Fund, Labour Welfare Fund and Excise Duty the Company is generally regular in depositing the undisputed statutory dues including Custom Duty, Cess and other material statutory dues, as applicable. The following balances remained in arrears as at the last day of the financial year for a period exceeding six months from the date they become payable:

S. No.	Nature of Due	Amount Outstanding (in lakhs)
1.	Income Tax Deducted at Source	24.68
2.	Provident Fund	29.04
3.	Maharashtra Labour Welfare Fund	0.0096
4.	Dividend Distribution Tax	359.08
5.	Interest on Dividend Distribution Tax	484.76

(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 Service Tax. The particulars of Dues of Customs Duty, Excise Duty, Sales Tax, and Value added tax and Income Tax as at March 31, 2023, which have not been deposited on account of disputes are as follows:

Name of the Statute	Nature of Dues	Period to which the matter pertains to	Forum where dispute is pending	Amount (in lakhs)
Custom Act, 1962	Custom Duty	1985-86	High Court	3.45
		1998-99	Tribunal	82.00
Central Excise Act, 1959	Excise Duty	1995-96	Commissioner Appeal	129.78
Central Sales Tax Act, 1956	Central Sales Tax	1995-96	Tribunal	78.88
Maharashtra Value Added Tax, 2002	Value added Tax	2006-07	Joint Commissioner Appeal	1,739.30
		2007-08	Joint Commissioner Appeal	2,577.63
		2011-12	Tribunal	50.98
		2012-13	Joint Commissioner Appeal	330.30
Income Tax Act, 1961	Income Tax	2013-14	CIT(Appeal)	2.18
		2014-15	CIT(Appeal)	215.16
		2018-19	CIT(Appeal)	35.44



viii. According to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix. (a) 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. The company has entered into an agreement with Tribus Real Estate Pvt. Ltd. for taking over the company's dues to the banks as reflected earlier in the company books on terms agreed to between the Company and Tribus Real Estate Pvt. Ltd. Consequently, there are no Bank loan/outstanding in the Books of the Company as this has been transferred to Tribus Real Estate Pvt. Ltd during earlier year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not availed loan during the year. The same were applied by the Company for the purposes for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis by the Company, Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable

x. (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Accordingly, Clause (x)(a) of Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, the Company has not received any whistle blower complaints during the year.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii. According to information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.



xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv. According to information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Company does not have any CIC. Accordingly, the requirements of clause 3(xvi) (d) are not applicable.

xvii. The Company has not incurred cash losses in the current but has incurred cash losses in the immediately preceding financial year of

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

Debmalya Maitra
Partner
M. No. 053897
UDIN: 23053897BGVHAF1572

Place: Mumbai
Dated: 29/05/2023



Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Zenith Steel Pipes & Industries Limited (formerly known as Zenith Birla (India) Limited) of even date.)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013('the Act').

We have audited the internal financial controls with reference to standalone financial statements of Zenith Steel Pipes & industries Limited (formerly known as Zenith Birla (India) Limited) ('the Company') as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's and Board of Director's Responsibilities for Internal Financial Controls.

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls over Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Statements

Because of the inherent limitations of internal, financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has maintained, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2023, based on internal financial control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI. *Except for the facts the Company maintains Stock records pertaining to production on a consolidated basis with other companies in the Group using the same manufacturing facilities on job work basis.*

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

Debmalya Maitra
Partner
M. No. 053897
UDIN: 23053897BGVHAF1572

Place: Mumbai
Dated: 29/05/2023



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

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023 [See regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]

I	SR. No.	Particulars	Audited Figures in Lakhs (as reported before adjusting for qualifications)	Adjusted Figures in Lakhs (audited figures after adjusting for qualifications)
	1.	Turnover /Total Income	17,112.35	14,658.42
	2.	Total Expenditure	16,751.32	15,203.57
	3.	Net Profit/(Loss)	33.30	(9.49)
	4.	Earnings Per Share (Rupees)	0.02	(0.01)
	5.	Total Assets	16,552.08	16,425.33
	6.	Total Liabilities	41,556.11	41,472.28
	7.	Net Worth	(25,004.03)	(25,046.94)
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification:

- The Company has not complied with the provisions of section 74 of the companies Act, 2013 read with Rules made thereunder with regard to repayment of deposits and interest on due date, maintenance of liquid assets to the extent required and also not fully complied with the orders passed by the Company Law Board.
- The balance confirmations in respect of Trade Payables, Trade Receivables, Loans, Advances, Deposits etc. have not been received from the parties and hence we are unable to state whether these balances are recoverable /payable to the extent stated. (Refer note 43)
- The Company has made provision of Rs.48.08 lakhs in respect of certain current accounts maintained with banks, which have been frozen by regulatory authorities. In the absence of bank statements and year-end balance confirmations, we are unable to comment on impact of shortfall in provisions, if any, which is made for frozen bank balances of certain banks accounts against which confirmation and statements are not available (Refer note 54).
- The Company has accumulated losses exceeding the share capital and reserves and its net worth has been fully eroded. These conditions 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 standalone financial statements have been prepared on a going concern basis considering management assessment of the current situation and future prospects. (Refer note 47)
- The Company has considered inventory value of Rs.2094.49 Lakhs as on 31.03.2023 in the standalone financial statements by adopting weighted average cost method as informed to us. Since adequate information and necessary supporting evidences for the valuation were not made available to us, as a result the impact of shortage/ excess of inventory, if any, could not be ascertained and adjusted in the



books. (Refer Note no 50)

6. We draw attention to Note No. 51 which states that the company has provided for provision for quality claim amounting to Rs.76.20 Lakhs as on 31/03/2023 in standalone financial statements in relations to quality defect and late delivery of goods to one of its customer, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.
7. We draw attention to Note No. 52 which states that the company has provided for provisions for ocean freight of Rs.494.18 Lakhs in the current financial year, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.

b Type of Audit Qualification: Qualified/ ~~Disclai~~mes of opinion /~~Adverse opinion~~

c. Frequency of Qualification Qualification no. 1, 2, 3,4 is repetitive and 5,6,7 Qualification is first time.

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

- (i) Management's estimation on the impact to audit qualification:
- (ii) If management is unable to estimate the impact, reasons for the same:

For qualification on balances of sundry creditors, debtors, etc:

Reconciliation of balances of sundry creditors, debtors and other parties are an ongoing basis and the figures would be ascertained only when the reconciliation is finalised. Hence at this stage, impact of the same is not ascertainable.

For qualification on noncompliance of section 74 (2) of the Companies Act, 2013:

The company has taken action on priority to clear the dues of deposit holders who are incapacitated and to comply with the orders of existing authorities. Further, the company has already started the process of settling their dues through sale proceeds of the assets sold by MPID court of the other Company who has given NOC for using the amount towards repayment of the Fixed Deposits of the Zenith Birla (India) Limited and will complete it before the end of Financial Year 2023-24.

For qualification on balances of bank accounts which are frozen:

The company is pursuing with the banks to get the account unfrozen and is of the view that the Provision made is sufficient and no further loss is expected.

For qualification on accounting ongoing concern basis:

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

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

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

For qualification on Valuation of Inventory

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



For qualification of Quality claim and claim on Freight Charges

The management is negotiating with vendors and customers on these matters. Once it is finalized with team and any further impact of the same will be considered in subsequent financials.

(iii) Auditors' Commentson (I) and (II) above

No further comments

III Signatories:

- Director : (Minal Pote)
- Chief Financial officer : (B. Girvanesh)
- Director : (Purshottam Sonawane)
- Company Secretary : (Sonal Solanki)
- Statutory Auditor : (Debmalya Maitra)
- : (M/s CKSP & Co LLP.Chartered Accountants, Mumbai) Partner

Place: Mumbai

Date: 29th May, 2023



STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

(in Lakhs)

	Note No.	As at 31 st March, 2023	As at 31 st March 2022
I. ASSETS			
NON-CURRENT ASSETS			
Property, Plant & Equipment and Intangible Asset			
(a) Property, Plant & Equipment	2	4,451.01	4,426.42
(b) Intangible Assets	4	12.67	11.51
(c) Capital work in progress	3	99.23	-
(d) Financial Assets			
(e) (i) Investments	5	2.48	2.48
(ii) Other financial assets	7	256.27	212.12
(f) Other Non-Current Assets	6	17.36	15.49
Total Non-Current Assets		4,839.02	4,668.02
CURRENT ASSETS			
(a) Inventories	8	2,094.49	2,799.25
(b) Financial Assets			
(i) Trade Receivables	9	4,378.71	2,980.33
(ii) Cash and Cash Equivalents	10	524.56	151.25
(III) Bank Balances other than (II) above	11	60.94	165.19
(iv) Loans	7	1,777.90	1,934.08
(v) Other Financial Assets	6	-	-
(c) Other Current Assets	12	2,684.94	3,447.49
(d) Current tax assets (Net)	13	191.52	279.73
Total-Current Assets		11,713.06	11,757.31
Total Assets		16,552.08	16,425.33
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	14	14,228.04	14,228.04
(b) Other equity	15	(39,232.07)	(39,274.98)
Total - Equity		(25,004.03)	(25,046.94)
LIABILITIES			
A. Non-Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	16	317.26	702.48
(b) Provisions	17	543.23	621.67
(c) Deferred tax liabilities (Net)	18	504.86	504.86
Total Non-Current Liabilities		1,365.35	1,829.01
B. Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	16	21,231.87	21,663.50
(ii) Trade payables	19	-	-
- MSME Payable		-	-
- Other Than MSME Payable		8,728.43	7,522.21
(iii) Other financial liabilities	20	4,133.06	3,928.26
(b) Other current liabilities	21	5,156.38	5,698.26
(c) Provisions	17	75.64	8.74
(d) Current tax liabilities (Net)	22	865.38	822.30
Total-Current Liabilities		40,190.76	39,643.26
Total Equity and Liabilities		16,552.08	16,425.33

The accompanying notes are an integral part of these financial Statements.

As Per Our Attached Report of Even Date
For CKSP AND CO LLP
Chartered Accountants

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN - L29220MH1960PLC011773

Firm Registration No.: 131228W/W100044
Debmalya Maitra
Partner
Membership No: 053897
Place: Mumbai Date 29th May 2023

Purushottam Sonavane
Director
DIN.08405653
B.Girvanesh
Chief Financial Officer

Minal Pote
Whole time Director
DIN.07163539
Sonal Solanki
Company Secretary


STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(in Lakhs)

Sr. No.	Particulars	Note No.	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
I.	INCOME			
	Revenue from operations	23	16,405.59	14,616.77
	Other income	24	706.76	41.65
	Total Income		17,112.35	14,658.42
II.	EXPENSES			
	Cost of Raw Materials and Components Consumed	25	10,823.98	8,237.60
	Purchases of Stock-in-Trade	26	401.48	2154.05
	Changes in Inventories of Finished Goods, Semi-Finished Goods and stock in Trade	27	307.59	(1,254.04)
	Employee benefits expense	28	812.93	706.88
	Finance costs	29	317.87	658.12
	Depreciation and amortization expense	30	245.17	266.69
	Other expenses	31	3,842.30	4,434.27
	Total Expenses		16,751.32	15,203.57
III.	Profit / (Loss) before exception items and tax (I-II)		361.03	(545.15)
IV.	Exceptional items			(785.94)
V.	Profit / (Loss) before tax (III - IV)		361.03	240.79
VI.	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax charge			
	(3) Earlier Year's Tax Deferred tax charge		-	165.14
VII.	Profit (Loss) for the period from continuing operations (V-VI)		361.03	75.65
VIII.	Profit(Loss)from discontinuing operations		(327.73)	(85.14)
IX.	Tax expense of discontinuing operations			
X.	Profit/(loss)from Discontinuing operations (after tax)(VIII-IX)		(327.73)	(85.14)
XI.	Profit/(Loss) for the period (VII+X)		33.30	(9.49)
XII.	OTHER COMPREHENSIVE INCOME			
	(i) Items that will not be reclassified to profit or loss			
	Related to employee benefits		9.60	7.62
	Foreign Transalation Difference			
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	Total Other Comprehensive Income (net of tax)		9.60	7.62
	Total Comprehensive income for the year, net of tax (XI+XII)		42.90	(1.87)
	Earnings per equity share:	32		
	Basic and Diluted EPS for the period from Continuing and Discontinued Operations		0.02	(0.01)
	Basic and Diluted EPS for the period from Continuing Operations		0.24	0.05
	Basic and Diluted EPS for the period from Discontinued Operations		(0.21)	(0.06)

The accompanying notes are an integral part of these financial statements.

 As Per Our Attached Report of Even Date
 For CKSP AND CO LLP
 Chartered Accountants

 For and on behalf of Board of Directors of
 Zenith Steel Pipes & Industries Limited
 CIN - L29220MH1960PLC011773

Firm Registration No.: 131228W/W100044

 Debmalya Maitra
 Partner
 Membership No: 053897
 Place: Mumbai

 Purushottam Sonavane
 Director
 DIN.08405653
 B. Girvanesh
 Chief Financial Officer

 Minal Pote
 Whole time Director
 DIN.07163539
 Sonal Solanki
 Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2023

(A) EQUITY SHARE CAPITAL			
Sr. No.	Particulars	Nos.	Amount in Lakhs
	Equity shares of 10/-each Issued, Subscribed and Fully Paid up		
	As at March 31, 2022	142,280,448.00	14,228.04
	Change in Equity Share Capital during the year 2021-22	142,280,448.00	14,228.04
	As at March 31, 2023	142,280,448.00	14,228.04
	Change in Equity Share Capital during the year 2022-23	-	-
	As at March 31, 2023	142,280,448.00	14,228.04

(B) OTHER EQUITY

For the year ended March 31, 2023

Sr. No.	Particulars	Securitie Premium Reserve	General Reserves	Retained Earnings	Other Comprehensive Income	Total Other Equity
	As at April 1, 2022	14,308.30	2,440.36	(56,837.83)	814.19	(39,274.98)
Add:	Profit for the year	-	-	33.30	-	33.30
Add:	FDR Adjustments	-	-	-	-	-
Add:	Other Comprehensive Income	-	-	-	9.60	9.60
	Total Comprehensive Income	14,308.30	2,440.36	(56,804.53)	823.79	(39,232.07)
Less:	Transfer to general reserves	-	-	-	-	-
	As at March 31, 2023	14,308.30	2,440.36	(56,804.53)	823.79	(39,232.07)

Sr. No.	Particulars	Securities Premium Reserve	General Reserves	Retained Earnings	Other Comprehensive Income	Total Other Equity
	As at April 1, 2021	14,308.30	2,440.36	(56,828.32)	806.57	(39,273.09)
Add:	Profit for the year	-	-	(9.51)	-	(9.51)
Add:	FDRA djustments	-	-	-	-	-
Add:	Other Comprehensive Income	-	-	-	7.62	7.62
	Total Comprehensive Income	14,308.30	2,440.36	(56,837.83)	814.19	(39,274.98)
Less:	Transfer to general reserves	-	-	-	-	-
	As at March 31, 2022	14,308.30	2,440.36	(56,837.83)	814.19	(39,274.98)



As Per Our Attached Report of Even Date
For CKSP AND CO LLP
Chartered Accountants
Firm Registration No.: 131228W/W100044

Debmalya Maitra
Partner
Membership No.: 053897

Place: Mumbai
Date: 29th May, 2023

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN - L29220MH1960PLC011773

Purushottam Sonavane
Director
DIN.08405653

B.Girvanesh
Chief Financial Officer

Minal Pote
Wholetime Director
DIN.07163539

Sonal Solanki
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(in Lakhs)

Sr. No.	Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES:			
	Net profit before exceptional item, taxation and prior period adjustments (Including discontinued operation)	33.30	155.63
	Adjustments for:		
	Depreciation and Amortization	245.17	266.69
	Finance Costs	317.87	658.12
	Interest Income	-	(6.21)
	Profit on sale of asset	(2.24)	(785.94)
	Sub-total	560.80	132.67
	Operating Profit Before Working Capital Changes	594.10	288.30
	Adjustments for changes in working capital:		
	Inventories	(704.76)	(1,718.65)
	Trade Receivables	(1,398.37)	(2,416.63)
	Loans	(156.18)	(432.40)
	Other Current Assets	762.54	270.41
	Trade Payables	1,206.22	4,422.39
	Provisions	76.50	(59.95)
	Other Financial Liabilities	204.80	247.61
	Loans In Financial Assets	(44.16)	(36.95)
	Other Current Liabilities	(541.88)	(313.11)
	Provisions In Non-Current Liabilities	78.45	65.98
	Direct Taxes Paid (Net of Refund)	131.31	(483.01)
	Other Financial Assets	-	-
	Sub-total	1,048.14	28.70
	Cash Flow From Operating Activities After Exceptional Item	1,642.24	317.00
	Income tax paid (net of refund)		
	Direct Taxes Paid/reversal (Net of Refund)	131.31	(483.01)
	Net Cash Flow From Operating Activities After Exceptional Item.....(A)	1,773.55	(166.01)
B. CASH FLOW FROM INVESTING ACTIVITIES:			
	Payments made for Property, Plant and Equipment	(369.75)	(43.77)
	Payments made for Intangible Assets	(1.16)	(7.34)
	Proceeds from sale of Property, Plant and Equipment	3.00	935.00
	Other Non-Current Assets	(1.87)	(15.49)
	Interest Received	-	6.21
	Sub-total	(369.78)	874.61
	Net Cash used for Investing Activities.....(B)	(369.78)	874.61



(in Lakhs)

Sr. No.	Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Repayment of Borrowings	(816.31)	(61.31)
	Interest Paid	(317.87)	(658.12)
	Sub-total	(1134.71)	(719.43)
	Net Cash used for Financing Activities.....(C)	(1134.71)	(719.43)
	Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	269.06	(10.83)
	Cash and Cash Equivalents as at beginning of reporting period	151.25	265.63
	Add:(Increase)/Decrease in Fixed Deposit accounts kept as margin money with banks	104.25	(103.55)
		255.5	162.08
	Cash and Cash Equivalents as at End of reporting period	524.56	151.25
	Reconciliation of Cash and Bank Balances given in Note No.12 of balance Sheet is as follows		
	Cash and Bank Balances	585.50	316.44
	Less:		
	Balance in Fixed Deposit accounts with banks having a maturity period of more than three months of more than three months	60.94	165.19
	Cash and Cash Equivalents at the end of period	524.56	151.25

Notes:

- Cash and cash equivalents include cash and bank balances including fixed deposit with original maturity less than 3 months.
- Statement of cash flow has been prepared under the indirect method asset out in the IndAS7 "Statement of Cash Flow" as specified in the companies (Indian Accounting Standards)Rules, 2015

The accompanying notes are an integral part of these financial Statements.

As Per Our Attached Report of Even Date
For CKS P AND CO LLP
Chartered Accountants

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN-L29220MH1960PLC011773

Firm Registration No.: 131228W/W100044
Debmalya Maitra
Partner
Membership No: 053897

Purushottam Sonavane
Director
DIN.08405653

Minal Pote
Whole Time Director
DIN.07163539

Place: Mumbai
Date: 29th May 2023

B.Girvanesh
Chief Financial Officer

Sonal Solanki
Company Secretary



Notes on Standalone financial statements for the year ended 31st March, 2023

Background:

Zenith Steel Pipes & Industries Limited (the Company) is a Public Limited Company incorporated in India having its registered office at Industry House, 5th Floor, 159, Churchgate Reclamation Mumbai-400 020, India. The Company is engaged in the manufacturing and selling of ERW And SAW Pipes.

1. Significant accounting policies

(A) Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other provisions of the Act to the extent notified and applicable.

(B) Basis of preparation of financial statements

These financial statements have been prepared on the historical cost basis, except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The statement of financial position (including statement of changes in equity) and the statement of profit and loss are prepared and presented in the format prescribed in Division II of Schedule III to the Companies Act, 2013. The cash flow statement has been prepared and presented as per the requirements of Ind AS 7 "Cash Flow Statements". The disclosure requirements with respect to items in the balance sheet and statement of profit and loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to the Act. Based on the nature of the services and their realisation in Cash and Cash Equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency. All amounts have been rounded off to the nearest lakhs unless otherwise indicated. Per share data are presented in Indian Rupees.

(C) Key Accounting Estimate and Judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at date of financial statements and reported statement of income and expense for the period presented. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Estimates & underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Detailed information about each of these estimates and judgements is included in relevant notes together with the information about the basis of calculation for each affected line item in the financial statements.



The areas involving critical estimates or judgements pertaining to revenue recognition, investments, useful life of property, plant and equipment including intangible asset, current tax expense and tax provisions, recognition of deferred tax assets and Provisions and contingent liabilities. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Impairment of Investments: The Company reviews its carrying value of investments in subsidiaries and other entities at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful life of Property, Plant and Equipment including intangible asset: Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Taxes: The Company provides for tax considering the applicable tax regulations and based on probable estimates.

The recognition of deferred tax assets is based on estimate of sufficient taxable profits in the Company against which such assets can be utilized.

Provisions and contingent liabilities: Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Fair Value Measurements: When the fair value of the financial assets or financial liabilities recorded or disclosed in the Financial Statements cannot be measured at quoted price in the active markets, their fair value is measured using the valuation techniques. The input to these valuation techniques is taken from observable markets, where possible, but where these is not feasible, a degree of judgment is required in establishing fair values.

Leases: The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

(D) Revenue Recognition

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, rebates, outgoing taxes on sales of goods or services.

Revenue is measured at the fair value of consideration received or receivable for the goods supplied and services rendered, net of returns, discounts and incentives to customers. Revenue excludes amount collected on behalf of third parties viz. Goods and Service Tax (GST).

Revenue from contract with customer are recognised when goods are dispatched and the control over the goods sold are transferred to customers.

Revenue from turnkey contracts having performance obligation to be fulfilled over the time are recognised measuring the progress towards complete satisfaction of that performance obligation. The Company measures the progress using the Output method. Costs to fulfill a contract which is directly related to a contract or to an anticipated contract, generates or enhance resources of the Company that will be used in satisfying performance obligations in the future and expected to be recovered are recognised as an Asset.



Variable consideration includes discounts and incentives provided to the customers. It is estimated at contract inception considering the terms of contract with customers and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at end of each reporting period

Export sales are accounted based on the dates of Bill of Lading.

Interest Income is accrued on time proportion basis over the period of loan / deposit / investment except in case of significant uncertainties.

Interest Income is accrued on time proportion basis over the period of loan / deposit / investment except in case of significant uncertainties.

(E) Property, Plant and Equipment:

All items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure that is directly attributable to the acquisition of the assets and cost incurred for bringing the assets to its present location and condition for its intended use.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress" and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

Types of Assets	Life of Assets
Buildings	30 Years
Plant & Machinery	15 Years
Furniture & Fixtures	10 Years
Computer	3 Years
Leasehold Land	Amortized over the period of lease

The useful lives have been determined based on technical evaluation done by the management's expert in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively, if appropriate.

(F) Intangible Assets:

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straight line basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. The estimated useful lives of the Computer Software for the current



and comparative periods is 3 years.

(G) Impairment of Assets:

(i) Raw Materials and components, semi-finished goods, finished goods, stores and spares, goods for trade are valued at cost or net realizable value whichever is lower. Cost formula used is weighted average cost. Cost comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventory to its present location and condition.

(ii) Goods / Materials in Transit are valued at cost to date.

(iii) Scrap is valued at its estimated realizable value.

(iv) Adequate provisions are made for obsolete inventory based on technical estimates made by the Company.

(H) Foreign Currency Transactions:

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year is recognized in the Statement of Profit and Loss.

Monetary assets and liabilities in foreign currency which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss in the year in which they arise.

Non-monetary foreign currency items are carried at cost.

(I) Employee Benefits:

(i) Short-term obligations:

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefit includes salaries and wages, bonus and ex- gratia. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

(ii) Other long-term employee benefit obligations:

The liabilities for earned leave are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

(iii) Post-employment obligations:

Defined contribution plans: A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

Defined benefit plans:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the



fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Company, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling (if any, excluding interest) are recognised in OCI. Plan Assets of Defined Benefit Plans have been measured at fair value.

(J) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

(i) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at FVTPL unless they are measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

(iv) Investment in subsidiaries, associates and joint venture

Investments in Subsidiaries, Associates and Joint Venture are carried at cost less accumulated impairment losses,



if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

OR

The Company assesses investments in subsidiaries for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the investment in subsidiary. The recoverable amount of such investment is the higher of its fair value less cost of disposal ("FVLCD") and its value-in-use ("VIU"). The VIU of the investment is calculated using projected future cash flows. If the recoverable amount of the investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss.

(v) Financial liabilities

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost. Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(vi) Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

(vii) Derecognition of financial instruments

The Company derecognizes a financial liability (or a part of a financial liability) from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(K) Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(L) Taxation:

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity. Foreign branches recognize current tax and deferred tax liabilities and assets in accordance with the applicable local laws.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable Income.

A deferred tax Assets/ liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

The Company uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.

(M) Leases:

The Company as a lessee

The Company has adopted Ind AS 116-Leases effective 1st April, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application (1st April, 2019). Accordingly, previous period information has not been restated.

The Company's lease asset classes primarily consist of leases for Land and Buildings and Plant & Machinery. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.
- (iv) the Company has the right to operate the asset; or
- (v) the Company designed the assets in a way that predetermined how and for what purpose it will be used.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying



asset or the site on which it is located less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases under which the Company is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

For leases under which the Company is an intermediate lessor, the Company accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

(N) Government Grant/Loan:

Capital grants for project capital subsidy are credited to capital reserve.

The Company has availed mandatory exemption under Ind AS 101 and accordingly, there is no change in accounting treatment on the amount carried forward on the date of transition for sales tax deferral loan / incentive.

(O) Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as " held for sale " when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

(P) Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

(Q) Earnings per share (EPS)

In determining Earnings per Share, the Company considers net profit after tax attributable to equity shareholders and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any, except when result will



be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

(R) Provisions, Contingent Liabilities and Contingent Assets:

The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

(S) Cash and cash equivalents

Cash and cash equivalents comprise cash and deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

(T) Measurement of Fair value of financial instruments

The Company's accounting policies and disclosures require measurement of fair values for the financial instruments. The Company has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified. When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If inputs used to measure fair value of an asset or a liability fall into different levels of fair value hierarchy, then fair value measurement is categorised in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of fair value hierarchy at the end of the reporting period during which the change has occurred.

(U) Inventories:

(i) Raw Materials and components, semi-finished goods, finished goods, stores and spares, goods for trade are valued at cost or net realizable value whichever is lower. Cost formula used is weighted average cost. Cost comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventory to its present location and condition.

(ii) Goods / Materials in Transit are valued at cost to date.

(iii) Scrap is valued at its estimated realizable value.

(iv) Adequate provisions are made for obsolete inventory based on technical estimates made by the Company.

**(V) RECENT PRONOUNCEMENTS**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (India Accounting Standards) Amendment Rules, 2022, applicable from April 1st 2022, as below

(i) Proceeds before intended use (Ind As 16, Property, Plant and Equipment) .

The amendment mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sale proceeds and related cost in profit or loss. The company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

(ii) Reference to Conceptual Framework (ii) Reference to Conceptual Framework (Ind AS 103, Business Combination) Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the

amendment to have any significant impact in its financial statements.

(iii) Onerous Contracts- Costs of Fulfilling a contract (Ind As 37, Provisions, Contingent Liability and Contingent Assets)

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract.' Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the company does not expect the amendment to have any significant impact in its financial statements.

(iv) Annual Improvements to Inds AS (2021)-(Ind AS 109, Financial Instruments)

The amendment clarifies which fees and entity includes when it applies the '10 per cent' test of Ind AS 109 in assessing whether to derecognise a financial liability

The Company does not expect the amendment to have any significant impact in its financial statements.



2 Property, Plant and Equipment and Intangible Asset

(a) Property, Plant and Equipment

(`Rs. in Lakhs)

Particular	Freehold Land	Leasehold Land	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Computer	Total
Gross Carrying Value									
Balance as at 31 March, 2021	1,696.59	199.23	5,282.49	7264.91	398.35	33.80	26.95	206.11	15108.44
Addition	-	-	22.94	25.36	-	-	0.80	1.85	50.95
Deduction/Adjustments	-	70.00	158.76	-	-	-	-	-	228.76
Balance as at 31 March, 2022	1,696.59	129.23	5146.67	7290.27	398.35	33.80	27.75	207.96	14930.63
Addition	-	-	-	230.73	-	31.29	3.51	4.99	270.52
Deduction/Adjustments	-	-	-	-	-	0.76	-	-	0.76
Balance as at 31 March, 2023	1,696.59	129.23	5146.67	7521.00	398.35	64.33	31.26	212.95	15200.39
Accumulated Depreciation									
Balance as at 31 March, 2021	-	60.76	4,612.15	5,042.11	354.10	26.78	26.19	187.94	10,310.02
Depreciation for the year	-	11.11	24.61	217.94	0.08	7.15	0.71	2.83	264.42
Deduction/Adjustments	-	20.13	59.56	-	-	-	-	(9.45)	70.24
Balance as at 31 March, 2022	-	51.74	4,577.2	5,260.05	354.18	33.93	26.89	200.21	10,504.20
Depreciation for the year	-	8.89	27.21	201.44	0.04	2.63	1.08	3.88	245.17
Deduction/Adjustments	-	-	-	-	-	-	-	-	-
Balance as at 31 March, 2023	-	60.63	4,604.41	5,461.49	354.22	36.56	27.97	204.09	10,749.37
Net Block									
As at 31 March, 2022	1,696.59	77.49	569.47	2030.22	44.17	(0.13)	0.86	7.75	4426.42
As at 31 March, 2023	1,696.59	68.60	542.26	2059.51	44.13	27.78	3.29	8.86	4451.01

2.1 "Free Hold Land Includes Rs 329.5 lacs for which the title deed is not in the name of the company "



Particular	Computer Software
4.	
(b) Intangible Assets	
Gross Carrying Value	
Balance as at 31 March, 2021	32.92
Addition	0.14
Deduction/Adjustments	-
Balance as at 31 March, 2022	33.06
Addition	1.16
Deduction/Adjustments	-
Balance as at 31 March, 2023	34.22
Accumulated Amortisation	
Balance as at 31 March, 2021	26.49
Depreciation for the year	2.26
Deduction/Adjustments	7.2
Balance as at 31 March, 2022	21.55
Depreciation for the year	-
Deduction/Adjustments	-
Balance as at 31 March, 2023	21.55
Net Block	
As at 31 March, 2022	11.51
As at 31 March, 2023	12.67

Particular	Plant & Machinery
3. Gross Carrying Value	
Balance as at 31 March, 2022	
Addition	296.85
Less: Deduction / Adjustments	197.62
Balance as at 31 March, 2023	99.23
Accumulated Depreciation	-
Balance as at 31 March, 2022	-
Depreciation for the year	-
Deduction / Adjustments	-
Balance as at 31 March, 2023	-
Net Block	-
As at 31 March, 2022	-
As at 31 March, 2023	99.23



5 INVESTMENT		Rs. in Lakhs	
Note No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
A)	Other Investment-at cost		
	Quoted -		
	4,35,350(31 st March 2022 4,35,350)Fully paid up equity share of 10/each in Birla Trans asia Carpets Limited	63.70	63.70
	Less:Provision for diminution in value	(63.70)	(63.70)
B)	Equity instruments in subsidiary companies carried at cost (unquoted and fully paid up)		
	1000 Zenith (USA), Inc. New York, A wholly owned Subsidiary Company		
	(1000)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 of the Company, Further UAE Dirham 0.22 million is pending Allotment	257.30	257.30
	Less: provision for diminution in value	(257.30)	(257.30)
	Investment in Zenith Middle east FZE- Due to absence of future business prospective and negative net worth of entity, considered its investment as impaired and fully provided for.		
		2.28	2.28
	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 Manufactures 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)
		-	-
	2000(31 st March 2022: 2000) Fully paid up equity share of `10/ each in Tima CETP Co-op Society Ltd.	0.20	0.20
	NIL(31 st March 2022:2000) Fully paid up equity share of `25/ each inThe Shamrao Vithal Co-Op Bank Ltd.	-	-
		0.20	0.20
	Investment in Government securities		
	National Saving Certificate	-	-
		-	-
	Total	2.48	2.48
	Aggregate amount of quoted investments	63.70	63.70
	Market value of quoted Investments	32.65	32.65
	Aggregate amount of unquoted investments	279.09	279.09
	Aggregate provision for diminution in value of investments	(340.31)	(340.31)

`in Lakhs



Sr. No.	Particulars	As at 31st March, 2023	As at 31st March 2022
6	OTHER NON-CURRENT ASSETS		
	Non-Current		
	Unsecured; considered good :		
	Other Loans and Advance (Capital Advance)	17.36	-
	Other Loans and Advance (Considered Doubtful)	486.57	486.57
	Less : - Provision for Doubtful Advances	(486.57)	(486.57)
	Loans and Advance which have significant increase in Credit Risk		
	Loans and Advance - credit impaired		
	Total Non-Current	17.36	15.49
7	Loans		
	Current		
	Unsecured; considered good :		
	Loans and advances to Related Parties	-	-
	Loan & Advance to Employees (Unsecured; Considered good)	47.2	14.17
	Loan & Advance to Employees (Unsecured; Considered doubtful)	-	-
	Less:- Provision for Doubtful Advances		(2.66)
	Total - Loan & Advance to Employees (Unsecured; Considered doubtful)	(0.06)	-
	Loan & Advance to Inter Corporate Deposits (Unsecured Considered good)	-	-
	Loan & Advance to Others (Unsecured Considered good)	1,730.75	1,922.57
	Other Loans and Advance (Unsecured Considered Doubtful)	11,655.19	11,655.19
	Less:- Provision for Doubtful Advances	(11,655.19)	(11,655.19)
	Total-Current	1777.90	1934.08
7	Other Financial Assests		
	Non-Current		
	Unsecured; Considerd good:		
	Deposits with Others	256.27	212.12
	Current	256.27	212.12
	Unsecured; Considerd good:		
	Deposits with Others	-	-
	Total Non-Current	-	-



Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
12	Other Current Assets		
	Capital Advances	-	-
	Total Current	-	-
	Other Current Assets		
	Unsecured; considered good:		
A)	Advances Paid to Suppliers/Services	69.96	174.87
B)	Balances with Government Authorities:		
	Deposits with Government Authorities	190.19	42.87
	TDS Receivable	238.75	199.23
	Cenvat Credit and export incentive receivable	8.12	41.64
	Value Added Tax Receivable	1,790.87	1,396.50
	Other Receivable	-	-
	Goods & Service Tax	329.96	1,045.08
	Sub Total (B)	<u>2,557.89</u>	<u>3422.47</u>
C)	Others :		
	Pre-paid Expenses	39.00	19.46
	Interest accrued on fixed deposits and others	18.1	5.56
	Sub Total (C)	<u>57.1</u>	<u>25.02</u>
	Total (A+B+C)	<u>2684.94</u>	<u>3447.49</u>
13	CURRENT TAX ASSETS (NET)		
	Advance Income Tax	191.52	279.73
	Total	<u>191.52</u>	<u>279.73</u>
8	INVENTORIES		
	Raw Materials and Components	2,772.61	2,772.61
	Semi-Finished Goods	-	-
	Finished Goods	-	-
	Stores and Spare Parts	22.07	22.07
	Other (Scrap)	4.57	4.57
	Total	<u>2094.49</u>	<u>2799.25</u>
9	TRADE RECEIVABLES		
	Unsecured and Considered good unless otherwise mentioned		
	Considered Good	4386.69	2980.33
	Considered doubtful	-	1,346.23
	Less: Provision for doubtful debts	7.98	1,346.23



	4378.71	2980.33
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Note 9.1. Trade Receivables
Ageing of Trade Receivable as on
March 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade Receivables - Considered good	62.53	3069.61	1231.24	15.33	-	0	4378.71
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	7.98	7.98
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	62.53	3069.61	1231.24	15.33	0.00	7.98	4386.69
Less : Allowance for doubtful trade receivable – Billed	-	-	-	-	-	(7.98)	(7.98)
Total Trade Receivables							4378.71
Trade Receivables unbilled	-	-	-	-	-	-	-

Ageing of Trade Receivable as on
March 31, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade Receivables - Considered good	2961.19	0.46	-	18.68	-	-	2980.33
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	1388.25	1388.25
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-



Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	<u>2961.19</u>	<u>0.46</u>	<u>0</u>	<u>18.68</u>	<u>0</u>	<u>1388.25</u>	<u>4368.58</u>
Less : Allowance for doubtful trade receivable – Billed	-	-	-	-	-	(1388.25)	(1388.25)
Total Trade Receivables							<u>2980.33</u>
Trade Receivables unbilled	-	-	-	-	-	-	-

Note: 9.2. Ageing Done From the Date of Transactions.

Sr. No.	Particulars	Rs. in Lakhs	
		As at 31 st March, 2023	As at 31 st March 2022
10	CASH AND CASH EQUIVALENTS		
A)	Balances with Banks in Current Accounts	210.83	128.65
B)	Cash on Hand	2.00	1.74
C)	Bank Deposit Having Maturity Less Than Three Months	350.00	50
D)	Less: Provision for Dinishing Value in BankBalance	(38.27)	(29.14)
	Total	<u>524.56</u>	<u>151.25</u>
11	OTHER BANK BALANCES		
A)	Balances in Margin Money Account	60.94	165.19
	Total	<u>60.94</u>	<u>165.19</u>
14	EQUITY SHARE CAPITAL		
A)	AUTHORISED SHARE CAPITAL		
	15,55,00,000(15,55,00,000) Equity Shares of 10/- each	15,550.00	15,550.00
	Total	<u>15,550.00</u>	<u>15,550.00</u>
B)	ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
	14,22,80,448 (31 st March, 2022 14,22,80,448)Equity Shares of Rs 10/- each, fully paid up	14,228.04	14,228.04
	Total	<u>14,228.04</u>	<u>14,228.04</u>
14.1	The reconciliation of the number of shares outstanding is set out below:	No of Shares	No of Shares



Shares outstanding at the beginning of the year	14,22,80,448	14,22,80,448
Issue during the year	-	-
Shares outstanding at the end of the year	14,22,80,448	14,22,80,448

14.2 The Details of Shareholders Holding More Than 5%	No Of Share	% Held	No Of Share	% Held
Birla Bombay Pvt. Ltd.	81,71,397	5.74	81,71,397	5.74
Harhbhajansingh Maliksingh Rajpal			7494874	5.27
Hitesh Ramji Javeri	75,00,000	5.27		
Amarjeetsingh Harbhajan Rajpal	73,56,422	5.17	74,16,422	5.21

14.3 On 10-01-2011 the Company issued 1,08,10,000 Convertible Equity Share Warrants which convertible into 1 Equity Share of Rs. 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.

15 OTHER EQUITY

Rs. in Lakhs

Sr. No.	Particulars	As at	
		31 st March, 2023	31 st March 2022
A)	Securities Premium		
	Opening Balance	14,308.30	14,308.30
	Addition during the year	-	-
	Closing Balance	14,308.30	14,308.30
B)	General Reserves		
	Opening Balance	2,440.36	2,440.36
	Addition during the year	-	-
	Closing Balance	2,440.36	2,440.36
C)	Retained Earnings		
	Opening Balance	(56,837.83)	(56,828.32)
	Add: Profit/(Loss) for the current year	(33.30)	(9.51)
	Closing Balance	(56,804.53)	(56,837.83)
D)	Other Comprehensive Income		
	Opening Balance	814.19	806.57
	Addition during the year	9.60	7.62



Closing Balance	823.79	814.19
Total(A toD)	<u>(39,232.07)</u>	<u>(39,274.98)</u>

Rs. in Lakhs

Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
16	BORROWINGS		
	Term Loans :		
	Rupee Term Loan from bank (Refer note (a) below)		
	Foreign Currency Term Loan from financial institution (Refer note (b) below)		
	Term Loans :		
	From Banks		
	Sub Total (A)		
	Non-Current		
A)	Unsecured Loans	3.10	
	From Banks_Car Loan		
	From Others	314.16	702.48
	Total Non-Current	<u>317.26</u>	<u>702.48</u>
	Current		
A)	Secured Loans		
	From Banks		
	From Others (Refer note (a))	18,855.92	19,254.92
	Subtotal (A)	<u>18,855.92</u>	<u>19,254.92</u>
B)	Unsecured Loans		
	From Banks _ Car Loan	3.8	
	Deferred Payment Liabilities	150.00	150.00
	Current maturities of Fixed Deposits	2161.51	2198.54
	From Others	60.64	60.04
	Subtotal (B)	<u>2375.95</u>	<u>2408.58</u>
	Total-Current	<u>21,231.87</u>	<u>21,663.50</u>

Security and Salient Terms: (a) 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.


19 TRADE PAYABLES

Current

-Due to Micro, Small and Medium Enterprises	-	-
-Due to Others	8728.43	7,522.21
Total-Current	8728.43	<u>7,522.21</u>

**Note 19.1. Trade Payables Ageing of
Trade Payables as on
March 31, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) Others	1633.60	4690.3	247	20.48	2136.94	8728.43
(iii) Disputed Dues – MSME	-	-	-	-	-	-
(iii) Disputed Dues – Others	-	-	-	-	-	-
	1633.60	4690.3	247	20.48	2136.94	8728.43

**Ageing of Trade Payables as on March
31, 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) Others	4860.05	490.85	50.94	79.74	2040.63	7522.21
(iii) Disputed Dues – MSME	-	-	-	-	-	-
(iii) Disputed Dues – Others	-	-	-	-	-	-
	4860.05	490.85	50.94	79.74	2040.63	7522.21

Note 19.1

Trade payables are non interest bearing and are normally settled on 30 days to 365 days credit term.

Note 19.2

Ageing Done From the Date of Transactions.



Note 19.3

Disclosure under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (as amended)

	As at 31 March, 2023	As at 31 March, 2022
(i) Principal amount remaining unpaid	-	-
(ii) Interest amount remaining unpaid	-	-
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(v) Interest accrued and remaining unpaid	-	-
(vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Note: Identification of micro and small enterprises is basis intimation received from vendors

20 OTHER FINANCIAL LIABILITIES

Current

Interest payable on Fixed Deposit

4133.06

3,928.26

Security Deposits from Others

-

-

Total-Current

4133.06

3,928.26



Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
21	OTHER CURRENT LIABILITIES		
	Current		
	Advances from Customers (Including `487.60 Lakh due to related parties and previous year Amount `487.60 Lakh)	33.12	445.92
	Payable to employees	64.31	117.63
	Unclaimed Dividend	-	-
	Statutory Liabilities	110	140.58
	Other Payable	4947.96	4994.13
	Total-Current	5156.38	5698.26
17	PROVISIONS		
	Non-Current		
A)	Provision for Employee Benefits		
	-Gratuity	227.16	297.05
	-Leave encashment benefits	21.95	30.51
	Provision for Contingencies	294.12	294.12
	Total Non-Current	543.23	621.67
	Current		
A)	Provision for Employee Benefits		
	-Contribution to Provident Fund	0.31	0.22
	-Gratuity	63.06	6.13
	-Leave encashment benefits	8.43	2.39
	-Others	-	-
	Sub Total	71.80	8.74
B)	Provision for Excise Duty	3.84	-
	Total-Current	75.64	8.74
18	DEFERRED TAX LIABILITIES NET		
	Deferred Tax Liability		
	Related to Fixed Assets	504.86	504.86
	Total	504.86	504.86

`in Lakhs



Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
22	CURRENT TAX LIABILITIES (NET)		
	Dividend Tax on Dividend	359.08	359.08
	Provision for Interest on Dividend Tax	506.30	463.21
	Total	<u>865.38</u>	<u>822.30</u>
			`in Lakhs
Sr. No.	Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
23	REVENUE FROM OPERATIONS		
	Sale of Products (Including excise duty)	14701.69	13,301.96
	Other Operating Revenue	1703.90	1,314.80
	Revenue from operations	<u>16,405.59</u>	<u>14,616.77</u>
24	OTHER INCOME		
	Interest Income from Others	-	6.21
	Provision For Expenses Written back	33.69	3.69
	Net Gain on Foreign Currency Traslation & Transaction	649.51	27.28
	Profit / (Loss) on sale of assets	2.25	-
	Other Non Operating Income	21.32	4.47
	Total	<u>706.76</u>	<u>41.65</u>
25	COST OF RAW MATERIALS AND COMPONENTS CONSUMED		
	Opening Stock	730.76	315.31
	Add: Purchase	10405.56	8,653.04
	Less: Closing Stock	312.33	730.76
	Total	<u>10823.98</u>	<u>8,237.60</u>
26	PURCHASES OF STOCK-IN-TRADE		
	Cost of Purchases		
	Purchase of Traded Goods (Pipe)	401.48	2154.05
	Total	<u>401.48</u>	<u>2154.05</u>



`in Lakhs

Sr. No.	Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
27	CHANGES IN INVENTORIES OF FINISHED GOODS, SEMI-FINISHED GOODS AND STOCK IN TRADE		
	Inventories at the beginning of the year		
	Finished Goods/Stock-in-Trade	633.20	660.81
	Semi-Finished Goods	1257.80	
	Scrap	28.43	4.57
		1919.44	665.38
	Inventories at the end of the year		
	Finished Goods/Stock-in-Trade	(615.68)	(1,914.86)
	Semi-Finished Goods	(957.98)	
	Scrap	(29.05)	4.57
		(1602.71)	(1,910.29)
	Change in Inventories		
	Finished Goods/Stock-in-Trade	17.53	(1,254.04)
	Semi-Finished Goods	299.82	-
	Scrap	(9.76)	-
	TOTAL	(307.60)	(1,254.04)
28	EMPLOYEE BENEFITS EXPENSE		
	Salaries, Wages and Bonus	786.38	681.57
	Contribution to Provident and Other Funds	8.52	17.71
	Staff Welfare Expenses	18.02	7.59
	Total	812.93	706.88
29	FINANCE COSTS		
	Interest Expenses	315.39	643.29
	Bank Charges	2.49	14.83
	Total	317.88	658.12
30	DEPRECIATION AND AMORTIZATION EXPENSES		
	Depreciation on Tangible Assets	245.17	266.69
	Amortisation of Intangible Assets	-	-
	Total	245.17	266.69



Sr. No.	Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
31	OTHER EXPENSES		
	<u>Manufacturing Expenses</u>		
	-Consumption of Stores and Spares	923.16	488.52
	-Power, fuel and water	410.14	304.48
	-Repairs and maintenance:		
	-Buildings	37.53	3.45
	-Plant and machinery	23.68	10.93
	-Conversion, Octroi and Other manufacturing expenses	68.89	234.67
	<u>Selling and Distribution Expenses</u>		
	-Freight, Forwarding, Handling Expenses & Others	1,108.03	2618.97
	-Commission	1.14	24.47
	<u>Establishment Expenses</u>		
	-Rent	6.77	7.34
	-Electricity Charges	13.88	12.34
	-Insurance	12.01	6.04
	-Rates and taxes	11.02	0.11
	<u>Payment to Auditor</u>		
	Auditors' remuneration (Refer Note 36)		
	-As Auditor	7.00	7.00
	-For Limited Review	2.00	2.00
	-For Reimbursement of Expenses	0.32	0.75
	-For Certifications	-	-
	<u>Other Expenses</u>		
	-Miscellaneous expenses	1101.58	630.81
	-Other Repairs	40.44	15.68
	- Vehicle Expenses	4.54	3.01
	-Provision for diminution of Assets	18.89	16.44
	-Impairment Loss of Assets	-	-
	-Bad Debts, irrecoverable advances and claims written off (allowance for credit loss)	51.28	47.25
	Total	3842.30	4434.27



32. Earnings per share (EPS):

(Rs. In Lakhs)

Particulars	31st March, 2023	31st March, 2022
Profit/(Loss) for the period from continuing operations	361.03	75.65
Profit/(loss) from Discontinuing operations	(327.73)	(85.14)
Net Profit / (Loss) after tax attributable to Equity Shareholders (A)	33.30	(9.49)
Weighted average number of equity shares	142,280,448	142,280,448
No. of Equity Shares outstanding during the year for calculating Basic EPS (B)	142,280,448	142,280,448
No. of Equity Shares outstanding during the year for calculating Diluted EPS (C)	142,280,448	142,280,448
Nominal Value of Equity Shares (Rs)	10/-	10/-
Basic and Diluted EPS for the period from Continuing and Discontinued Operations	0.02	(0.01)
Basic and Diluted EPS for the period from Continuing Operations	0.24	0.05
Basic and Diluted EPS for the period from Discontinued Operations	(0.21)	(0.06)

33. Contingent liabilities and Commitments (to the extent not provided for)

(a) Estimated amount of contracts remaining to be executed on capital account (net of advances), not provided for:

(b) Contingent liabilities not provided for

Particulars	31st March, 2023	31st March, 2022
1. Disputed Demands on account of		
a) Custom Duty	85.45	85.45
b) Excise Duty	129.78	129.78
c) Central Sales Tax	78.88	78.88
d) Maharsashtra VAT	4698.71	4698.71
e) Income Tax	252.78	3947.95
Total	5245.60	8940.77

(c) The Company is a party to various legal proceedings in the normal course of business and does not expect the outcome of the proceedings to have any adverse effect on its financial conditions, results of operations or cash flows.

(d) The outflow of the resources in respect of pending disputed matters in respect of Sales Tax, Income Tax, VAT and Excise Duty would depend on the ultimate outcome of the disputes lying before various authorities amounting to Rs. 5245.60 Lakhs (previous year Rs. 8940.77 Lakhs) However company has made the provisions of Rs. 294.12 Lakhs. The Company has taken legal and other steps necessary to protect its position in respect of these claims.



34. Utilization of proceeds of public/ right issue as on 31st March, 2023 is as under:

Description	Total Estimated Cost	To be Deployed as on 31st March, 2023	To be Deployed as on 31st March, 2022
Land and Building	1000.00	1000.00	1000.00
Plant and Machinery(Imported&Indigenous)	8532.00	8321.00	8321.00
Miscellaneous Fixed Assets	3696.00	3696.00	3696.00
Contingencies	272.00	272.00	272.00
Balance amount to be spent	13500.00	13289.00	13289.00

There is Provision for doubtful advances to the tune of Rs 10925 lakhs. Pending recovery of that advance, the amount available for deployment will be at lesser amount to that extent.

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

The shareholders of the company at the Annual General Meeting held on 17th September, 2012 approved variation in utilization 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 as may be decided by the Board. Out of Rs. 13500 Lakhs, Rs. 8036 Lakhs will be utilized from the unutilized proceeds of public issue and balance Rs.5464 Lakhs will be from unutilized proceeds of GDR issue. The detail of utilization of proceeds of Rs. 13500 lakhs is given here above.

35. The title deeds for land (freehold and leasehold), building, residential flats, licenses, agreements and loan documents 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.

36. Auditor Remuneration and Reimbursement

	For the year ended March 31, 2023	For the year ended March 31, 2022
Statutory audit fees	7.00	7.00
Fees for other audit related services	6.50	2.00
Reimbursement of out of pocket expenses	0.75	0.25

37. Employee Benefits:

(A) Defined Contribution Plans:

The Company has recognized the following amounts in statement of profit and loss for the year:

Particulars	(Rs. in Lakhs)	
	31 st March, 2023	31 st March, 2022
Contribution to Employees Provident Fund and Other Funds	22.79	32.41
Total	<u>22.79</u>	<u>32.41</u>

(B) Defined Benefit Plans:

I. (a) 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 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 IndAS-19, to the extent applicable are furnished below:

Particulars	(Rs. in Lakhs)	
	31 st March, 2023	31 st March, 2022
Amount recognized in Balance Sheet		
Present value of defined benefit obligation	236.43	249.38
Fair value of plan assets	-	-
Funded Status		
Expense recognized in the Statement of Profit and Loss		
Current service cost	13.13	12.53
Net Interest	15.67	15.74
Total expense charged to Profit and Loss Account	28.80	28.27
Amount recorded as Other Comprehensive Income		
Actuarial (Gain)/Loss recognised for the period	9.60	7.62
Return on Plan Assets excluding net interest		
Total Actuarial(Gain)/Loss recognized in OCI	9.60	7.62
Reconciliation of net liability/(Asset)		
Opening net liability	249.38	248.29
Provision no longer required/additional provision required		
Adjustment to opening balance		
Expenses charged to the Statement of Profit and Loss	28.80	28.27
Contribution paid	(33.68)	(20.20)
Other Comprehensive Income (OCI)	9.60	7.62
Closing net defined benefit liability/(asset)	254.10	263.98
Movement in benefit obligation		
Opening defined benefit obligation	249.38	248.29
Interest on defined benefit obligation	15.67	15.74
Current service cost	13.13	12.53
Benefits paid	(33.68)	(20.20)
Actuarial(Gain)/Loss on obligation	9.60	7.62
Closing of defined benefit obligation	254.10	263.98



Particulars	(Rs.inLakhs)	
	31 st March, 2023	31 st March, 2022
Movement in Plan Assets		
Opening fair value of plan assets	-	-
Adjustment to opening fair value of plan assets	-	-
Return on plan assets excluding interest income	-	-
Interest Income	-	-
Contribution by employer	-	-
Benefits paid	-	-
Closing fair value of plan assets	-	-
Asset Information		
Insurer managed funds	-	-
Others	-	-
Grand Total	-	-
Principal actuarial assumptions		
Discount rate(p.a.)	7.35%	6.50%
Salary escalation rate(p.a.)	5.50% to 7%	5.50% to 7%
Expected contribution to the fund in the next year		
Gratuity		
A quantitative sensitivity analysis for significant assumption as at March 31 March 2023 is as shown below	Employee's Gratuity Fund	
Impact on defined benefit obligation		
Discount Rate		
1% Increase	(17.70)	(12.41)
1% Decrease	20.80	11.16
Rate of Increase inSalary		
1% Increase	20.90	12.29
1% Decrease	(18.10)	(11.24)
Maturity Profile of defined benefit obligation	From The Fund	
Year		
1st following Year	81.93	82.43
2nd following Year	22.48	20.91
3rd following Year	20.48	23.20
4th following Year	12.53	18.40
5th following Year	23.83	12.51
Sum of 6 to10 Years	108.83	122.53


II. Leave Encashment:

The leave encashment provision for the year ended 31st March, 2022, based on actuarial valuation carried out using projected unit credit method amounting to Rs. 2.14 Lakhs (Previous Year Rs. 3.65 Lakhs) has been recognized in statement of profit and loss.

Particulars	(Rs. in Lakhs)	
	31 st March, 2023	31 st March, 2022
Amount recognized in Balance Sheet		
Present value of defined benefit obligation	30.38	32.91
Fair value of plan assets	-	-
Funded Status		
Expense recognized in the Statement of Profit and Loss		
Current service cost	3.98	0.07
Net Interest	2.01	2.09
Total expense charged to Profit and Loss Account	5.99	2.16
Amount recorded as Other Comprehensive Income		
Actuarial (Gain)/Loss recognised for the period	-	-
Return on Plan Assets excluding net interest		
Total Actuarial(Gain)/Loss recognized in OCI	-	-
Reconciliation of net liability/(Asset)		
Opening net liability	32.91	33.89
Provision no longer required/additional provision required		
Adjustment to opening balance		
Expenses charged to the Statement of Profit and Loss	5.99	2.16
Contribution paid	(5.50)	(2.66)
Other Comprehensive Income (OCI)	-	-
Closing net defined benefit liability/(asset)	33.40	33.40
Movement in benefit obligation		
Opening defined benefit obligation	32.91	33.89
Interest on defined benefit obligation	2.01	2.09
Current service cost	3.98	0.07
Benefits paid	(5.5)	(2.66)
Actuarial(Gain)/Loss on obligation	-	-
Closing of defined benefit obligation	33.40	33.40



(Rs.in Lakhs)

Particulars	31 st March, 2023	31 st March, 2022
Movement in Plan Assets		
Opening fair value of plan assets	-	-
Adjustment to opening fair value of plan assets	-	-
Return on plan assets excluding interest income	-	-
Interest Income	-	-
Contribution by employer	-	-
Benefits paid	-	-
Closing fair value of plan assets	-	-
Asset Information		
Insurer managed funds	-	-
Others	-	-
Grand Total	-	-

Principal actuarial assumptions

Rate of Interest for discounting	7.35% p.a.	6.50% p.a.
Salary growth	7.00% p.a.	7.00% p.a.
Withdrawal rate	1.00% at all ages	1.00% at all ages

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.



38. Related party disclosures:

(A) Name of related parties and nature of relationships:

As per IndAS24, the disclosures of transactions with the related parties are given below.

Name of the Related Party	Relationship	
1. Zenith(USA)Inc.(Wholly owned)	Wholly Owned Subsidiary	
2. Zenith Middle East FZE (Wholly owned)		
3. Bella Jewelry Private Limited	Enterprise Owned or significantly influenced by Key Managerial personnel or their relatives where transactions have taken place.	
4. Birla Capital And Financial Services limited		
5. Birla Electricals Limited		
6. Birla Integrated Textile Park Limited		
7. Birla Shloka Edutech Limited		
8. Birla Viking Travels Limited		
9. Birla dp Carpets Private Limited		
10. Dhairya MercantilePrivate Limite		
11. Enso Realtors Private Limited.		
12. Erene Micro organic Chemicals Private limited		
13. Eteo Health Private Limited		
14. Godavari Corporation Private Limited		
15. Insunt Trading Private Limited		
16. Khopoli Investments Limited		
17. Melstar Information Technologies Limited		
18. Nirmat Mercantile Private Limited		
19. Sanurag Trading Private Limited		
20. Shakti Bio Science Limited		
21. Shearson Investments And Trading Company Private Limited		
22. Skywood Trading Private Limited		
23. Sparion Infrastructure Private Limited		
24. Subhang Trading Private Limited		
25. Zenal Construction Private Limited		
26. Girvanesh Balasubramanan		Key Management Personnel (Chief Financial Officer)
27. Sonal Solanki (WEF 01.09.2022)		Key Management Personnel(Company Secretary)
28. Minal Umesh Pote	Key Management Personnel (Whole time Director)	
29. Purushottam Digambar Sonavane	Director	
30. Sadhana Avinash Patil		
31. Pramod Shivaji Bhosale		
32. Bhavika Sharma		
33. Sandeep Kumar Sahu (upto 17.01.2023)		



Net Balance of Receivable, Payable, Deposits, Loan etc. where Transaction have Taken Place		Balance Carried to Balance Sheet(Net)		Balance Carried to Balance Sheet (Net)	
		As at 31-03-2023		As at 31-03-2022	
		Receivable	Payable	Receivable	Payable
(i) Key Management Personnel	Girvanesh Balasubramanan	-	1.27	-	0.84
	Sonal Solanki		0.30		
	Suneel Sullere (Resigned W.e.f. 21.03.2022)				0.41
	Minal Umesh Pote		0.25		0.50
(ii) Enterprises Owned or significantly influenced by key management personnel or their relatives.	1. Melstar Information Technologies Ltd	-		-	-
	2. Zenith (USA) Inc. (Wholly owned) (Net. of provisions)	11.74		1394.90	-
	3. Zenith Middle East FZE (Wholly owned)				-

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

*1. Full provision for doubtful advance has been made against this amount

(B) Transactions with related parties: (Rs. in Lakhs)

Particulars	Key Management Personnel		Enterprise owned and significantly influenced by Key Management personnel Or their relatives	
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
Advance Given/Payment			-	-
Advance Received	-	-	-	-
Services Received:	-	-	-	-
Loans & Advances - Write Off	-	-	(11.74)	4010.69
Sale of Goods	-			
Remuneration	19.51	22.11	-	-

(C) Disclosure in respect of material transaction with related parties during year included in (B) above:

Particulars	(Rs. in Lakhs)	
	2021-22	2020-21
1. Sale of Goods		
Zenith(USA) Inc.	(11.74)	4010.69
2. Loans & Advances-Write Off		
Melstar Information Technologies Ltd.	-	-
3. Remuneration Paid	19.51	22.11

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


40. Disclosures in respect of Derivatives Instruments:

Derivative instruments outstandings as at 31st March 2023 `NIL. (Previous Year NIL)

41. Earning and Expenditure in Foreign Currency

(Rs.In Lakh)

Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
(a) Expenditure in Foreign Currency	-	-
(b) Earnings in Foreign Currency		
Revenue from Operations	12,428.33	12,305.76

42. In accordance with IND-AS 108 “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.

43. Balance Confirmations-

- a. The balance of Trade Payables, Trade Receivables, Loans and Advances, Deposits, Current Liabilities, Interunit, etc. are considered as per books of account, pending confirmations and reconciliation. In the opinion of the management, since the amount due to/ from these parties are fully payable/recoverable, no material difference is expected to arise at the time of settlement, requiring accounting effect in as on 31-03-2023.
- b. The Company is currently in the process of settling the amounts of trade payable to Ess Jay Global Ventures Private Limited and trade receivable from Mango Capital LLC on a net basis, as per applicable law as applicable and after that necessary confirmation will be obtained from the parties.
- c. The Company is currently working with the vendors to get MSME confirmation, but without that, the amount of outstanding MSME as of 31/03/2023, was not revealed, and no provision for interest liability was made.

44. The company has declared a lockout of its Khopoli unit in November, 2013 and the same has been treated as a discontinued unit/ operation from the quarter ended 30-09-2020 and the disposal unit/operation have also been considered as discontinued operations in accordance with Ind AS 105 – ‘Non-Current Assets Held for Sale and Discontinued Operations’.

45. The Company had entered into a MOU with Tribus Real Estate Pvt. Ltd. (TREPL) for taking over the company’s bank loans as reflected earlier in the company’s books based on terms agreed to between the Company and TREPL. TREPL will negotiate with the lending Banks/ARCs to settle their dues amicably either through One Time Settlement or otherwise on acceptable terms and take over all secured loans of the Company from banks together with securities offered to the banks by the Company. As per MOU, TREPL will enjoy absolute right on those securities till the Company repays the amount stated in MOU. The amount to the extent paid by TREPL has been shown in the accounts as Secured Loan from Others. Bank/ARC is holding mortgaged securities which are not yet assigned in favor of the TREPL.



46. Consortium of banks 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 `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 and filed a case for taking physical possession, which will be reviewed afresh by Invent Assets Securitisation and Reconstruction Private Limited since the loan has been assigned to them by bank on 31-03-2018.
47. The net worth of the Company as per the definition given in the Companies Act, 2013 continues to be negative as on 31-03-2023 due to accumulated losses. Considering strategic understanding with suppliers/customers, the company is on the revival mode and is operating some of the units. Also, the Company's Board of Directors ('the Board') are examining available options to further increase sales/income from operations. Barring unforeseen circumstances beyond the control of the Company, the Board is confident about the Company's ability to continue as a going concern. Based thereupon and considering the projected revenues / cash flows, the Company has prepared accounts on a going concern basis.
48. The company has been prohibited from accessing the securities market for three years by a SEBI order dated 31/03/2021 for violating certain sections of the SEBI Act 1992 and the SEBI Regulation for Issue of Global Depositary Receipts ("GDR"). On 16/07/2021, the Company appealed the aforementioned order. The final hearing was finished on 03/01/2023, and SEBI issued the final ruling on 21/02/2023. According to the ruling, the Company's appeal is largely upheld, the debarment is shortened to the time already served, and the penalty is decreased from Rs. 10 crore to Rs. 25 lakhs and the same has been provided in the books of accounts of the Company. In the same case, the appeal against the company's chairman and whole-time member are dismissed.
49. The Company has been asked by the National Stock Exchange (NSE) to provide specific business information related to financial statements of the Company for F.Y. 2013-14 to 2021-22 on 31/03/2023. The management has provided responses on 03/05/2023 in this regard. Following that, NSE raised certain observations regarding specific matters on 18/05/2023. The company is currently putting together those responses, which it will submit to the NSE on 31/05/2023. As a result, the Company has no expectation of a contingent liability at this time.
50. For the purpose of valuing its inventories, the company used the weighted average cost technique and reported an inventory value of Rs.2094.49 Lakhs as of 31/03/2023. Due to the added variable costs connected with manufacturing the goods, the value of finished goods, work in progress, and scrap items is done manually rather than being produced by a system.
51. One of the clients is claiming for financial damages due to late delivery and poor quality of the goods. As of 31/03/2023, the Company has provided for provision of quality claim amounting to Rs. 76.20 Lakhs to that effect. The claim may alter in the subsequent financial year as the matter is currently under negotiation with the party.
52. Due to ongoing negotiations with the vendor for claiming higher amount in relation to freight price, the company has made provisions for ocean freight of Rs. 494.18 Lakhs in the current year. However, the requisite confirmation in this regard is pending as on date.
53. Disclosure as per section 186 of the companies act, 2013
The details of loans, guarantees and investments under section 186 of the companies act, 2013 read with the companies rules, 2014 are as follows



1) Details of investment made are given in note no. 5

2) Details of loans given by company are as follows:

	For the year ended 31 st March 2023	For the year ended 31 st March 2022	Purpose
	NIL	NIL	

54. There are certain Current bank accounts, which have become non operative and since bank statements and balance confirmations as on 31-03-2023 for these accounts could not be obtained, the company has made full provision of on the closing balance in these accounts.

55. Fair values of financial assets and financial liabilities:

(i) Valuation All financial instruments are initially recognized and subsequently re-measured at fair value as described below: The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale. The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV. The fair value of the remaining financial instruments is determined using discounted cash flow analysis. The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. The carrying values of the financial instruments by categories were as follows:

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

*Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

*Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

No financial assets/liabilities have been valued using level 1 fair value measurements.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:



Particulars	(Rs. in Lakhs)			
	As at 31 st March, 2023		As at 31 st March, 2022	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
Financial Assets				
At Amortised Cost				
Trade receivables	-	4378.71	2980.33	-
Cash and cash equivalents	-	524.56	151.25	-
Bank balances other than cash and cash equivalent	-	60.94	165.19	-
Loans and advances	-	1777.90	1934.08	-
Other financial assets	-	-	-	-
At FVTPL	-	-	-	-

The carrying amounts of trade receivables, cash and cash equivalents and other bank balances, loans and advances, other financial assets are considered to approximate their fair values due to their short term nature.

	(Rs. in Lakhs)			
	As at 31 st March, 2023		As at 31 st March, 2022	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
Financial liabilities				
At Amortised Cost				
Borrowings	-	21,549.13	22,365.98	-
Trade Payables	-	8,728.43	7,522.21	-
Other financial liabilities	-	4133.06	3,928.26	-
Other current liabilities	-	5156.38	5,698.26	-
At FVTPL	-	-	-	-

The carrying amounts of borrowings, trade payables, other financial liabilities and other current liabilities are considered to approximate their fair values due to their short term nature.

56. Financial risk management objectives and policies:

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

a. Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.


i. Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

ii. Foreign currency risk:

The Company is exposed to foreign currency risk arising mainly on borrowing, export of finished goods and import of raw material. Foreign currency exposures are managed with in approved policy parameters utilizing forward contracts.

Foreign currency exposure that are not hedged by forward contracts as at 31st March, 2023.

Particulars	Amount (USD) 2022-23	Amount (USD) 2021-22
1.Term Loan	-	-
2.Debtors	60,41,779.62	37,18,183.06
3.Other Payables	8,44,817.57	5,57,704.68
4.Other Receivables	1,57,65,488.29*	1,57,65,488.29*

*Full provision for doubtful advance has been made against this amount

b. Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counter party credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counter parties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does not foresee any credit risks on deposits with regulatory authorities.

c. Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below analyse the company's financial liabilities into relevant maturities based on their contractual maturities for:

Particulars	As at 31st March, 2023	Less than 1 year	1-2 years	2-5 years	Above 5 years
Borrowings	21549.13	6.90	314.16	44.64	21183.43
Trade Payables	8728.43	6323.97	247.02	2157.43	-
Other financial liabilities	4133.06	204.79	939.77	2115.71	872.79



Particulars	As at 31 st March, 2022	Less then 1 Year	1-2years	2-5years	Above5 Years
Borrowings	22365.98	459.02	-	2198.53	19708.43
Trade Payables	7522.21	5350.90	50.94	2120.37	-
Other financial liabilities	3928.26	495.38	2152.16	407.93	872.79

57. Capital management:

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt mainly comprises of borrowings from banks, financial institutions and Unsecured Loans. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars	31 st March, 2023	31 st March, 2022
(i) Total equity	(25,004.03)	(25,046.94)
(ii) Total debt	21549.13	22,365.98
(iii) Overall financing (i+ii)	(3454.90)	(2,680.96)
(iv) Gearing ratio (ii/iii)	(6.24)	(8.34)

58. Corporate social responsibility:

- The provisions stipulated under section 135 of the Companies Act 2013 are not applicable to the company for the year as there has been no profits for the last three years, negative net worth, and the turnover is below the limit specified
- No expenditure has been paid to a related party, in relation to CSR expenditure as per Ind-AS24, Related Party Disclosures.

59. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 02, 2006, certain disclosure are required to be made relating to MSME. On the basis of the information and records available with the company, the following disclosures are made for the amount due to Micro and Small Enterprises.

	As at 31 st March, 2023	As at 31 st March 2022
(i) Principal amount due to any supplier as at the year end	-	-
(ii) Interest due on the principal amount unpaid at the year end to any supplier	-	-
(iii) Amount of Interest paid by the company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-



(iv) Payment made to the enterprises beyond appointed date under section 16 of MSMED	-	-
(v) Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED.	-	-
(vi) Amount of Interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as deductible expenditure under Section 23 of the MSMED.	-	-

60. Previous year figures have been regrouped/ reclassified to conform presentation as per Ind AS as required by Schedule III of the Act.

61. Ratio Analysis:

Sr No	Ratios	Numerator	Denominator	31-Mar-23	31-Mar-22	% Variance	Reasons For Variance
1	Current Ratio (In Times)	Current Assets	Current Liabilities	0.29	0.30	-1.76%	increased volume of business
2	Debt Equity Ratio (In Times)	Debt	Equity	(0.86)	(0.89)	-3.52%	
3	Debt Coverage Ratio (In Times)	Earnings For Debt Service = Net Profit After Tax+Non Cash Operating Expenses (Depreciation & Amortisation)+ Finance Cost+Exceptional Loss	Debt Service= Interest & Lease Payments+Principal Repayments of Long Term Borrowings	(1.21)	0.19	-737.76%	Increased earnings for debt service
4	Return on Equity Ratio (In %)	Net Profit & Loss After Tax	Average Shareholder Equity	-0.13%	-0.04%	250.41%	Better profit due to increased Volume of business



5	Inventory Turnover Ratio (In Times)	Cost of Goods Sold	Average Inventory	1.33	1.31	1.29%	Increased Revenue due to increased volume of business
6	Trade Receivables Turnover Ratio (In Times)	Revenue From Operation	Average Trade Receivables	4.46	8.21	-45.70%	increased volume of business
7	Trade Payable Turnover Ratio (In Times)	Operating Expenses & Other Expenses	Average Trade Payables	1.85	1.64	12.96%	increased volume of business
8	Net Capital Turnover Ratio (In Times)	Revenue From Operation	Working Capital	(0.58)	(0.52)	9.87%	Better profit due to increased Volume of business and faster movement of inventory
9	Net Profit Ratio (In %)	Net Profit / (Loss) After Tax	Revenue From Operation	0.26	-0.01	-2147.61%	Better profit due to increased Volume of business
10	Return On Capital Employed (In %)	Earning Before Interest and Tax	Capital Employed = Net Worth +Long Term Borrowings-Deferred Tax	0	-1	-78.91	Better profit due to increased Volume of business
11	Return on Investement (In %)	Interest Income On Bank Deposit	Bank Fixed Deposit	0	12%	-100.00	Not relevant as no funds lying idle for keeping in unattractive

Bank Fixed
Deposits**62. i Disclosure of Transactions with struck off Companies –**

The Company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

ii The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

iii The Company has not been declared as a willful defaulter in current year but in earlier years the company has been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.

iv The Company do not have any cases where quarterly returns or statements of current assets filed by the Company with banks or financial institutions are not in agreement with the books of accounts.

v The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

vi The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year

vii The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
- b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

viii The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

ix The Company does not have transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

x The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017".



The accompanying notes are an integral part of these financial statements.

As Per Our Attached Report of Even Date
For CKS P AND CO LLP
Chartered Accountants

Firm Registration No.: 131228W/W100044

Debmalya Maitra
Partner

Membership No: 053897

Place: Mumbai

Date: 29th May, 2023

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN -L29220MH1960PLC011773

Purushottam Sonavane
Director
DIN.08405653

B.Girvanesh
Chief Financial Officer

Minal Pote
Whole time Director
DIN.07163539

Sonal Solanki
Company Secretary



INDEPENDENT AUDITORS' REPORT

To the Members of
Zenith Steel Pipes & Industries Limited
(Formerly known as Zenith Birla (India) Limited)

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **Zenith Steel Pipes & Industries Limited** (formerly known as Zenith Birla (India) Limited) (“the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together to be referred to as ‘the Group’), which comprise the consolidated Balance Sheet as at 31st March, 2023, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as “the Consolidated financial statements”)

In our opinion and to the best of our information and according to the explanations given to us, subject to the effect of the matters described in the Basis for Qualified opinion paragraph below and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, the consolidated profit and the consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

1. The Company has not complied with the provisions of section 74 of the companies Act, 2013 read with Rules made thereunder with regard to repayment of deposits and interest on due date, maintenance of liquid assets to the extent required and also not fully complied with the orders passed by the Company Law Board.
2. The balance confirmations of Trade Payables, Trade Receivables, Loans, Advances, Deposits, Intergroup, Current liabilities, Borrowings from others etc. being not confirmed by the parties as reconciliations by the management is pending and therefore direct confirmations were not sent to the parties and hence we are unable to state whether these balances are recoverable /payable to the extent stated. (Refer Note No. 44)
3. The Company has made provision of Rs. 48.08 Lakhs in respect of certain current accounts maintained with banks, which have been frozen by regulatory authorities for which bank statements is not provided to us. We are unable to comment on its impact, if any, on the books of accounts. (Refer note 56)
4. The Company has accumulated losses exceeding the share capital and reserves and its net worth has been fully eroded. These conditions 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 consolidated financial statements have been prepared on a going concern basis considering management assessment of the current situation and future prospects. (Refer note 48)
5. As informed to us, the Company has considered inventory value of Rs. 2,094.49 Lakhs as on 31.03.2023 in the consolidated financial statements by adopting weighted average cost method. Since adequate information and necessary supporting evidences for the valuation were not made available to us, the impact of shortage/ excess in inventory, if any, could not be ascertained and adjusted in the books. (Refer Note No.51)



6. We draw attention to Note No. 52 which states that the company has made a provision for quality claim amounting to Rs.76.20 Lakhs as on 31/03/2023 in consolidated financial statements in relations to quality defect and late delivery of goods to one of its customer. In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.

7. We draw attention to Note No. 53 which states that the company has provided for additional ocean freight to the extent of Rs.494.18 Lakhs in the current financial year, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.

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

Emphasis of Matter

We draw attention to the following matters forming part of the notes to the consolidated financial statements:

- 1) Note no. 46 regarding MOU entered into by the Company with Tribus Real Estate Pvt Ltd (TREPL) for taking over the Company's secured bank loan, pending completion of the process.
- 2) As referred to in Note No. 49 regarding to the order issued by SEBI for violations of provisions of SEBI Act 1992 and SEBI regulations regarding issue of GDR.
- 3) Note No. 47 of the consolidated financial statements, regarding action taken by Consortium of Banks under Securitization & Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 for repayment of dues amounting Rs. 19,319.00 lakhs as on 31.01.2014 and have taken symbolic possession of immovable assets and filed case for physical possession of discontinued unit at Khopoli and the case is pending in DRT, Pune.
- 4) As referred to in Note No. 54 of the consolidated financial statements, which describe the extent of coverage of consolidated revenue, assets and profits pursuant to the requirement of Regulation 33(3)(h) of Listing Regulations. In current year this regulation has not been complied in pursuant to consolidated financial statements of material subsidiary.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.



Key Audit Matter	Auditors' Response
<p><u>Evaluation of income tax provision</u></p> <p>The Company is required to estimate its income tax liabilities in accordance with the tax laws applicable in India. Further, there are matters of interpretation in terms of application of tax laws and related rules to determine current tax provision and deferred taxed.</p> <p>The Company has material tax positions and litigations on a range of tax matters. This requires management to make significant judgements to determine the possible outcome of uncertain tax provisions and litigations and their consequent impact on related accounting and disclosures in the consolidated financial statements.</p> <p>Refer Note 33 to the consolidated Financial Statements.</p>	<p>In view of significance of matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> • testing the design and operating effectiveness of the company's key controls over identifying uncertain tax position and matters involving litigations/disputes. • obtaining details of tax positions and tax litigations for the year and as at 31 March 2023 and holding discussions with designated management personnel. • assessing and analysing select key correspondences with tax authorities and inspecting external legal opinions obtained by management for key uncertain tax positions and tax litigations. • evaluating underlying evidence and documentation to determine whether the information provides a basis for amounts reserved / not reserved in the books of account. • Involving our tax specialists and evaluating managements underlying key assumptions in estimating the tax provisions and estimate the possible outcome of tax litigations; and <p>in respect of tax positions and litigation, assessing the computation of provisions and consequent impact on related accounting and disclosures in the consolidated financial statements.</p>
<p><u>Net realisable value (NRV) of Inventory</u></p> <p>The total inventory of the Company amounting to Rs. 2,094.49 Lakhs (as on March 31, 2023) forms about 12.40 % of the total assets of the Group</p> <p>This includes materials such as HR Coil, fuel, iron ore etc, which are susceptible to handling loss, moisture loss/gain, spillage etc. and determination of the same requires estimation based on experience and technical expertise.</p> <p>Such judgment includes Company's expectations for future sale, inventory liquidation plans and future selling prices less cost to sell & modification cost.</p> <p>In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of inventories has been identified as a key audit matter.</p> <p>Refer Note 8 to the consolidated Financial Statements.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient audit evidence:</p> <ul style="list-style-type: none"> • Assessed the appropriateness of the accounting policy for inventories as per relevant Indian accounting standards. • Verified inventory ageing report by testing samples, selected using statistical sampling method. • Tested the moving weighted average rate computation of inventory samples, selected using statistical sampling method. • The company has procedure of physical verification of inventories at regular intervals.
<p><u>Allowance for credit losses</u></p> <p>The Group determines the allowance for credit losses</p>	<p>Our audit procedures related to the allowance for credit losses for trade receivables included the following, among others:</p>



based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the group deals with and the geographical location where it operates.

In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses.

Refer Notes 58 to the consolidated financial statements.

We tested the effectiveness of controls over the

- development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions
- completeness and accuracy of information used in the estimation of probability of default and
- Computation of the allowance for credit losses.

For a sample of customers:

We tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information.

We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.

Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Holding Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Director’s Report including annexures to Director’s Report, and Corporate Governance Report, but does not include the consolidated financial statements and our auditors’ report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance, conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to date of this audit report, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibilities for the Consolidated Financial Statements.

The Holding Company’s management and Board of Directors are responsible for the matters stated in Section 134 (5) of 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, including consolidated other comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective management and Board of Directors of the Companies included in the Group are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group, for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for



ensuring the accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparation of the consolidated financial statements by management and directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management and Board of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the consolidated financial statements

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

The description of the auditor's responsibilities for the audit of the consolidated financial statements is given in "Appendix I" to this report.

Other Matters

a. The consolidated financial statements include the unaudited financial statements of two wholly owned subsidiaries (Zenith USA and Zenith Middle East), whose financial statements / financial information reflect Group's share of total assets of Rs. 352.45 lakhs as at 31st March 2023, Group's share of total revenue of Rs. 1,053.05 lakhs, Group's share of total net profit after tax of Rs. (1,471.67) lakhs and Group's share of net cash inflows of Rs. 41.59 lakhs for the year ended on that date, as considered in the consolidated financial statements. These unaudited financial statements / financial information have been prepared by the management based on the financial statements as approved by the respective Board of Directors of these subsidiaries companies which have been furnished to us by the management and Board of Directors and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements/financial results/financial information.

Of the aforesaid subsidiaries, their financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries of incorporation. The Holding Company's management has converted the financial statements of these subsidiaries entities, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These financial statements are prepared from Ind AS converted financial statements certified by management. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements / financial results / financial information are material to the Group.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on work done, and the financial statements / financial information approved by the Board referred as above

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on consideration of reports of other auditors on separate financial statements and the other financial information of subsidiaries as noted in sub-paragraph (a) of 'Other Matters' paragraph, 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 purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of group company incorporated in India, are disqualified as on 31st March, 2023 from being appointed as a director of that company in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, the operating effectiveness of such controls, refer to our separate Report in 'Annexure A' which is based on the auditors' report on the Holding Company and its subsidiary companies. Based on these reports, our report expresses an unmodified opinion on the existence and operating effectiveness of the Group's internal financial control with reference to financial statements;
- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the holding company, to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditors' 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 and based on the consideration of the reports of the other auditors on separate financial statement of the subsidiaries as notes in the "Other Matter" paragraph:
 - i. The Holding Company and its subsidiary companies included in the consolidation has disclosed the impact of pending litigations as at 31st March 2023 on its financial position in its consolidated financial statements (Refer Note 33 to the consolidated financial statements)
 - ii. The Holding Company and its subsidiary companies included in the consolidation, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. No amounts are required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies included in the consolidation;
 - iv. a. The respective Management of the Company and its subsidiaries which are incorporated in India whose financial statement have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or in directly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The Management of the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented, that, to the best of its knowledge and belief, no funds have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities("FundingParties"),with the understanding, whether recorded in writing or otherwise, that the Company or



any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of spca the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

vi. No Dividend has been declared or paid during the year by the group.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor’s report, according to the information and explanations given to us, and based on the CARO reports issued by us and in respect of companies included in the consolidated financial statements provided to us by the Management of the Parent, we report that in respect of those companies which are not incorporated in India reporting under section 143 of the Act is not applicable.

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

Debmalya Maitra
Partner
M. No. 053897
UDIN: 23053897BGVHAG5756

Place: Mumbai
Dated: 29.05.2023



APPENDIX – I: THE FURTHER DESCRIPTION OF THE AUDITOR’S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company, have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors’ report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled ‘Other Matters’ in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditors referred to in para (a) of the section titled ‘Other Matters’ in this audit report, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.



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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements section of our report to the members of Zenith Steel Pipes & Industries Limited of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to consolidated financial statements of Zenith Steel Pipes & Industries Limited ("the Holding Company"), as of and for the year ended 31st March 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether existence of internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the existence of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to financial statements of the Holding Company.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that-

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company, has maintained, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2023 "except for the facts the Company maintains Stock records pertaining to production on a consolidated basis with other companies in the Group using the same manufacturing facilities on job work basis," based on internal financial control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Debmalya Maitra
Partner
M. No. 053897
UDIN: 23053897BGVHAG5756

Place: Mumbai
Dated: 29.05.2023



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

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023 [See regulation 33 of the SEBI (LODR)(Amendment)Regulations, 2016]

SR. No.	Particulars	Audited Figures in Lakhs (as reported before adjusting for qualifications)	Adjusted Figures in Lakhs (audited figures after adjusting for qualifications)
1.	Turnover/Total Income	17,199.07	16,397.00
2.	Total Expenditure	18,309.70	15,769.89
3.	Net Profit/(Loss)	(1,438.35)	1,162.77
4.	Earnings Per Share	(1.01)	0.82
5.	Total Assets	16,890.51	19,242.14
6.	Total Liabilities	42,502.83	43,434.54
7.	Net Worth	(25,612.31)	(24,192.40)
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification:

- a. The Company has not complied with the provisions of section 74 of the companies Act, 2013 read with Rules made thereunder with regard to repayment of deposits and interest on due date, maintenance of liquid assets to the extent required and also not fully complied with the orders passed by the Company Law Board.
- b. The balance confirmations in respect of Trade Payables, Trade Receivables, Loans, Advances, Deposits etc. have not been received from the parties and hence we are unable to state whether these balances are recoverable /payable to the extent stated. (Refer note 44)
- c. The Company has made provision of Rs. 48.08 lakhs in respect of certain current accounts maintained with banks, which have been frozen by regulatory authorities. In the absence of bank statements and year-end balance confirmations, we are unable to comment on impact of shortfall in provision, if any, which is made for frozen bank balances of certain bank accounts against which confirmations and statements are not available. (Refer note 56).
- d. The Company has accumulated losses exceeding the share capital and reserves and its net worth has been fully eroded. These conditions 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 consolidated financial statements have been prepared on a going concern basis considering management assessment of the current situation and future prospects. (Refer note 48)
- e. The Company has considered inventory value of Rs. 2,094.49 Lakhs as on 31.03.2023 in the consolidated financial results by adopting weighted average cost method as informed to us. Since adequate information and necessary supporting evidences for the valuation were not made available to us, as a result the impact of shortage/ excess of inventory, if any, could not be ascertained and adjusted in the books. (Refer Note no. 51)



- f. With reference to Note No. 52 which states that the company has provided for provision for quality claim amounting to Rs. 76.20 Lakhs as on 31/03/2023 in consolidated financial results in relations to quality defect and late delivery of goods to one of its customer, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.
- g. With reference to Note No. 53 which states that the company has provided for provisions for ocean freight of Rs. 494.18 Lakhs in the current financial year, In the absence of supporting evidence, we are unable to comment on its impact, if any, on the books of account.

b. Type of Audit Qualification: Qualified/ ~~Disclai~~mes of opinion /Adverse opinion

c. Frequency of Qualification

Qualification no. 1 to 4 repetitive.

Qualification no. 5 to 7 first time.

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

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

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

qualification on balances of sundry creditors, debtors, etc:

Reconciliation of balances of sundry creditors, debtors and other parties are an on going basis and the figures would be ascertained only when the reconciliation is finalised. Hence at this stage, impact of the same is not ascertainable.

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

The company has taken on priority to clear the dues of deposit holders who are in capacitated and to comply with the orders of existing authorities. For the rest the company has already started the process of settling their dues through sale proceeds of the assets sold by MPID court of the other Company who has given NOC for using the amount towards repayment of the Fixed Deposits of the Zenith Birla (India) Limited and will complete it before the end of Financial Year 2022-23

For qualification on balances of bank accounts which are frozen:

The company is pursuing with the banks to get the account unfrozen and is of the view that the provision made is sufficient and no further loss is expected.

For qualification on accounting on going concern basis:

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

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

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

For qualification on Valuation of Inventory

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



For qualification of Quality claim and claim on Freight Charges

The management is negotiating with vendors and customers on these matters. Once it is finalized with team and any further impact of the same will be considered in subsequent financials.

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

No further comments

III Signatories:

- Director : (Minal Pote)
- Chief Financial officer : (B.Girvanesh)
- Director : (Purshottam Sonavane)
- Company Secretary : (Sonal Solanki)
- Statutory Auditor : (Debmalya Maitra)
(M/s CKS P&Co LLP. Chartered Accountants, Mumbai) Partner

Place: Mumbai
Date: 29.05.2023


CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023

Rs. in lakhs

Sr. No.	Particulars	Note No.	As at 31 st March, 2023	As at 31 st March 2022
I.	ASSETS			
	NON-CURRENT ASSETS			
	Property, Plant & Equipment and Intangible Asset			
(a)	Property, Plant & Equipment	2	4,451.01	4,426.42
(b)	Capital work in progress	3	99.23	-
(c)	Intangible Assets	4	12.67	11.51
(d)	Financial Assets			
(e)	(i)Investments	5	0.20	0.20
	(ii)Other Financial Assets	6	256.27	212.12
(f)	Other Non-Current Assets	7	17.36	15.49
	Total Non-Current Assets		4,836.74	4,665.74
	CURRENT ASSETS			
(a)	Inventories	8	2,094.49	2,799.25
(b)	Financial Assets			
	(i)Trade Receivables	9	4,708.77	5,010.64
	(ii)Cash and Cash Equivalents	10	526.98	195.26
	(III) Bank Balances other than(II) above	11	60.94	165.19
	(iv)Loans	7	1,777.90	2,678.84
	(v)Other Financial Assets	6	-	-
(c)	Other Current Assets	12	2,684.94	3,447.49
(d)	Current tax assets (Net)	13	199.75	279.73
	Total-Current Assets		12,053.77	14,576.40
	Total Assets		16,890.51	19,242.14
II.	EQUITY AND LIABILITIES			
	EQUITY			
(a)	Equity share capital	14	14,228.04	14,228.04
(b)	Other equity	15	(39,840.36)	(38,420.44)
	Total – Equity		(25,612.31)	(24,192.40)
	LIABILITIES			
A	Non-Current Liabilities			
(a)	Financial liabilities			
	(i)Borrowings	16	728.34	1,082.13
(b)	Provisions	17	543.24	621.67
(c)	Deferred tax liabilities(Net)	18	504.86	504.86
	Total Non-Current Liabilities		1,776.45	2,208.66
B	Current Liabilities			
(a)	Financial liabilities			
	(i) Borrowings	16	21,231.87	21,663.50
	(ii)Trade payables	19	-	-
	-MSME Payable		0	-
	-Other Than MSME Payable		9,144.78	8,984.90
	(iii)Other financial liabilities	20	4,133.06	3,928.26
(b)	Other current liabilities	21	5,275.66	5,818.18
(c)	Provisions	17	75.64	8.74
(d)	Current tax liabilities(Net)	22	865.37	822.30
	Total-Current Liabilities		40,726.38	41,225.88
	Total Equity and Liabilities		16,890.51	19,242.14

The accompanying notes are an integral part of these financial statement.

 As Per Our Attached Report of Even Date
 For CKS P AND CO LLP
 Chartered Accountants

 For and on behalf of Board of Directors of
 Zenith Steel Pipes & Industries Limited
 CIN-L29220MH1960PLC011773

 Firm Registration No.: 131228W/W100044
 Debmalya Maitra
 Partner
 Membership No: 053897

 Purushottam Sonavane
 Director
 DIN.08405653

 Minal Pote
 Whole time Director
 DIN.07163539

 Place: Mumbai
 Date: 29th May, 2023

 B.Girvanesh
 Chief Financial Officer

 Sonal Solanki
 Company Secretary



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

		Rs. in lakhs		
Sr. No.	Particulars	Note No.	For the year ended 31 st March, 2023	For the year ended 31 st March 2022
I.	INCOME			
	Revenue from operations	23	16,492.31	16,312.00
	Other income	24	<u>706.76</u>	<u>85.00</u>
	Total Income		<u>17,199.07</u>	<u>16,397.00</u>
II.	EXPENSES			
	Cost of Raw Materials	25	10,823.98	8,237.60
	Purchases of Stock-in-Trade	26	1,121.51	2,483.09
	Changes in Inventories of Finished Goods, Semi-Finished Goods	27	307.59	(1,254.04)
	Employee benefits expense	28	826.62	801.78
	Finance costs	29	348.36	698.60
	Depreciation and amortization expense	30	245.17	266.69
	Other expenses	31	<u>4,636.48</u>	<u>4,536.18</u>
	Total Expenses		<u>18,309.70</u>	<u>15,769.89</u>
III.	Profit/(Loss)before exception items and tax		(1,110.63)	627.11
IV.	Exceptional items		-	(785.94)
V.	Profit / (Loss) before tax (III - IV)		(1,110.63)	1,413.05
VI.	Tax expense:			
	(1) Current tax		-	-
	(2) Earlier Year's Tax		-	165.14
	(2)Deferred tax		-	-
VII.	Profit/(Loss) for the period from continuing operations(V-VI)		(1,110.63)	1,247.91
VIII.	Profit(Loss)from discontinuing operations		(327.73)	(85.14)
IX.	Tax expense of discontinuing operations			
X.	Profit/(loss) from Discontinuing operations(after tax)(VIII-IX)		(327.73)	(85.14)
XI.	Profit/(Loss) for the period (VII-X)		(1,438.35)	1,162.77
XII.	OTHER COMPREHENSIVE INCOME			
	(i)Items that will not be reclassified to profit or loss			
	Remeasurement gain/(loss)on post-employment defined benefit plans		9.60	7.62
	ForeignTransalationDifference		-	9.64
	Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total Other Comprehensive Income net of tax		9.60	17.26
	Total Comprehensive income for the year,net of tax(XI+XII)		<u>(1,428.75)</u>	<u>1,180.03</u>
	Earnings per equity share:	32		
	Basic and Diluted EPS for the period from Continuing and Discontinued Operations		(1.01)	0.82
	Basic and Diluted EPS for the period from Continuing Operations		(0.80)	0.88
	Basic and Diluted EPS for the period from Discontinued Operations		(0.21)	(0.06)

The accompanying notes are an integral part of these financial statements.

As Per Our Attached Report of Even Date
For CKS P AND CO LLP
Chartered Accountants

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN-L29220MH1960PLC011773

Firm Registration No.: 131228W/W100044

Debmalya Maitra
Partner
Membership No: 053897
Place: Mumbai
Date: 29th May, 2023

Purushottam Sonavane
Director
DIN.08405653
B.Girvanesh
Chief Financial Officer

Minal Pote
Whole time Director
DIN.07163539
Sonal Solanki
Company Secretary


 Statement of Changes in Equity For the period ended 31st March, 2023

(A) EQUITY SHARE CAPITAL			
Sr. No.	Particulars	Nos.	Amount in Lakhs
	Equity shares of 10/-each Issued, Subscribed and Fully Paid up		
	As at March 31, 2021	142,280,448.00	14,228.04
	Change in Equity Share Capital during the year 2021-22	-	-
	As at March 31, 2022	142,280,448.00	14,228.04
	Change in Equity Share Capital during the year 2022-23	-	-
	As at March 31, 2023	142,280,448.00	14,228.04

(B) OTHER EQUITY

Sr. No.	Particulars	Securities Premium Reserve	General Reserve	Retained earning	Other Comprehensive Income	Total Other Equity
	As at April 1, 2022	14,308.30	2,440.36	(56,012.52)	843.43	(38,420.44)
	Add: Profit for the year	-	-	(1,438.35)		(1,438.35)
	Add: FDR Adjustments	-	-	-	-	-
	Add: Other Comprehensive Income	-	-	-	18.43	18.43
	Total Comprehensive Income	14,308.30	2,440.36	(57,450.87)	861.86	(39,840.36)
	Less: Transfer to general reserves	-	-	-	-	-
	As at March 31, 2023	14,308.30	2,440.36	(57,450.87)	861.86	(39,840.36)

Sr. No.	Particulars	Securities Premium Reserve	General Reserve	Retained earning	Other Comprehensive Income	Total Other Equity
	As at April 1, 2021	14,308.30	2,440.36	(57,175.29)	826.17	(39,600.46)
	Add: Profit for the year	-	-	1,162.77		1,162.77
	Add: FDR Adjustments	-	-	-	-	-
	Add: Other Comprehensive Income	-	-	-	17.26	17.26
	Total Comprehensive Income	14,308.30	2,440.36	(56,012.52)	843.43	(38,420.44)
	Less: Transfer to general reserves	-	-	-	-	-
	As at March 31, 2022	14,308.30	2,440.36	(56,012.54)	843.43	(38,420.44)

As Per Our Attached Report of Even Date
For CKSP AND CO LLP
Chartered Accountants
Firm Registration No.: 131228W/W100044

Debmalya Maitra
Partner
Membership No.: 053897

Place: Mumbai
Date: 29th May, 2023

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN - L29220MH1960PLC011773

Purushottam Sonavane
Director
DIN.08405653

B.Girvanesh
Chief Financial Officer

Minal Pote
Wholtime Director
DIN.07163539

Sonal Solanki
Company Secretary



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

Sr. No.	Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2021
A.	CASHFLOW FROM OPERATING ACTIVITIES:		
	Net profit before taxation and prior period adjustments (Including discontinued Operations)	(1,438.34)	1,327.91
	Adjustments for:		
	Depreciation and Amortization	245.17	266.69
	Finance Costs	348.36	698.60
	Interest Income	-	(6.21)
	Adj. in Gen. Res. Of old liab.	-	17.26
	Profit on sale of assets	(2.24)	(785.94)
	Sub-total	591.29	190.41
	Operating Profit Before Working Capital Changes	(847.05)	1,518.32
	Adjustments for changes in working capital:		
	Inventories	704.76	(1,718.65)
	Trade Receivables	301.87	(3,805.40)
	Loans	900.94	(131.83)
	Other Current Assets	762.54	270.41
	Trade Payables	159.88	4,946.67
	Provisions	76.50	(67.57)
	Other Financial Liabilities	204.80	247.61
	Loans In Financial Assets	(44.61)	(36.95)
	Other Current Liabilities	542.53	(922.92)
	Provisions In Non-Current Liabilities	78.44	65.98
	Sub-total	2,446.16	(1,152.65)
	Net Cash Flow From Operating Activities After Exceptional Item.....(A)	1,599.11	365.67
	Income tax paid (net of refund)	131.91	(483.01)
	Direct Taxes Paid/reversal (Net of Refund)	131.91	(483.01)
	Net Cash Flow From Operating Activities After Exceptional Item.....(A)	1,731.02	(117.34)
B.	CASHFLOW FROM INVESTING ACTIVITIES:		
	Payments made for Property,Plant and Equipment	(369.75)	(43.77)
	Payments made for Intangible Assets	(1.16)	(7.34)
	Proceeds from sale of Property,Plant and Equipment	3.00	935.00
	Other Non-Current Assets	(1.87)	(15.49)
	Interest Received	-	6.21
	Sub-total	(369.78)	874.61
	Net Cash used for Investing Activities.....(B)	(369.78)	874.61



(Rs. In Lakhs)

Sr. No.	Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2021
C.	CASHFLOW FROM FINANCING ACTIVITIES:		
	Proceeds from Borrowings		- -
	Repayment of Borrowings	(785.41)	(47.21)
	Interest Paid	(348.36)	(698.60)
	Sub-total	<u>(1,133.77)</u>	<u>(745.81)</u>
	Net Cash used for Financing Activities.....(C)	<u>(1,133.77)</u>	<u>(745.81)</u>
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	227.47	11.46
	Cash and Cash Equivalents as at beginning of period	195.26	287.35
	Add : (Increase)/Decrease in Fixed Deposit accounts kept as margin money with banks	104.25	(103.55)
		<u>299.51</u>	<u>183.80</u>
	Cash and Cash Equivalents as at End of reporting period	<u>526.98</u>	<u>195.26</u>
		<u>526.98</u>	<u>195.26</u>
	Reconciliation of Cash and Bank Balances given in Note No.12 of balance Sheet is as follows		
	Cash and Bank Balances	587.92	360.45
	Less:		
	Balance in Fixed Deposit accounts with banks having a Maturity period of more than three months	60.94	165.19
	Cash and Cash Equivalents as at End of reporting period	<u>526.98</u>	<u>195.26</u>

Notes:

- Cash and cash equivalents include cash and bank balances including fixed deposit with original maturity less than 3 months.
- Statement of cash flow has been prepared under the indirect method asset out in the IndAS7 "Statement of Cash Flow" as specified in the companies (Indian Accounting Standards) Rules, 2015

The accompanying notes are an integral part of this financial statement.

As Per Our Attached Report of Even Date
For CKS P AND CO LLP
Chartered Accountants

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN-L29220MH1960PLC011773

Firm Registration No.: 131228W/W100044

Debmalya Maitra
Partner
Membership No: 053897

Place: Mumbai
Date: 29th May, 2023

Purushottam Sonavane
Director
DIN.08405653

B.Girvanesh
Chief Financial Officer

Minal Pote
Whole time Director
DIN.07163539

Sonal Solanki
Company Secretary



Notes on Consolidated financial statements for the year ended 31st March, 2023

Background:

Zenith Steel Pipes & Industries Limited (the Company) is a Public Limited Company incorporated in India having its registered office at Industry House, 5th Floor, 159, Churchgate Reclamation Mumbai-400 020, India. The Company is engaged in the manufacturing and selling of ERW and SAW Pipes.

1. Significant accounting policies

(A) Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other provisions of the Act to the extent notified and applicable.

(B) Basis of preparation of financial statements

These financial statements have been prepared on the historical cost basis, except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The statement of financial position (including statement of changes in equity) and the statement of profit and loss are prepared and presented in the format prescribed in Division II of Schedule III to the Companies Act, 2013. The cash flow statement has been prepared and presented as per the requirements of Ind AS 7 "Cash Flow Statements". The disclosure requirements with respect to items in the balance sheet and statement of profit and loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to the Act. Based on the nature of the services and their realisation in Cash and Cash Equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency. All amounts have been rounded off to the nearest lakhs unless otherwise indicated. Per share data are presented in Indian Rupees.

(C) Key Accounting Estimate and Judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at date of financial statements and reported statement of income and expense for the period presented. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Estimates & underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Detailed information about each of these estimates and judgements is included in relevant notes together with the information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements pertaining to revenue recognition, investments, useful life of property, plant and equipment including intangible asset, current tax expense and tax provisions, recognition of deferred tax assets and Provisions and contingent liabilities. Estimates and judgements are continually evaluated.



They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Impairment of Investments: Impairment of Investments: The Company reviews its carrying value of investments in subsidiaries and other entities at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful life of Property, Plant and Equipment including intangible asset: Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Taxes: The Company provides for tax considering the applicable tax regulations and based on probable estimates.

The recognition of deferred tax assets is based on estimate of sufficient taxable profits in the Company against which such assets can be utilized.

Provisions and contingent liabilities: Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Fair Value Measurements: When the fair value of the financial assets or financial liabilities recorded or disclosed in the Financial Statements cannot be measured at quoted price in the active markets, their fair value is measured using the valuation techniques. The input to these valuation techniques is taken from observable markets, where possible, but where these are not feasible, a degree of judgment is required in establishing fair values.

Leases: The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.”

(D) Revenue Recognition

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, rebates, outgoing taxes on sales of goods or services.

Revenue is measured at the fair value of consideration received or receivable for the goods supplied and services rendered, net of returns, discounts and incentives to customers. Revenue excludes amount collected on behalf of third parties viz. Goods and Service Tax (GST).

Revenue from contract with customer is recognised when goods are dispatched and the control over the goods sold are transferred to customers.

Revenue from turnkey contracts having performance obligation to be fulfilled over the time are recognised measuring the progress towards complete satisfaction of that performance obligation. The Company measures the progress using the Output method. Costs to fulfill a contract which is directly related to a contract or to an anticipated contract, generates or enhance resources of the Company that will be used in satisfying performance obligations in the future and expected to be recovered are recognised as an Asset.

Variable consideration includes discounts and incentives provided to the customers. It is estimated at contract inception considering the terms of contract with customers and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at end of each reporting period.



Interest Income is accrued on time proportion basis over the period of loan / deposit / investment except in case of significant uncertainties.

(E) Property, Plant and Equipment:

All items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure that is directly attributable to the acquisition of the assets and cost incurred for bringing the assets to its present location and condition for its intended use.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as “Capital work-in-progress” and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

Types of Assets	Life of Assets
Buildings	30 Years
Plant & Machinery	15 Years
Furniture & Fixtures	10 Years
Computer	3 Years
Lease hold Land	Amortized over the period of lease

The useful lives have been determined based on technical evaluation done by the management’s expert in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively, if appropriate.

(F) Intangible Assets:

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straight line basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. The estimated useful lives of the Computer Software for the current and comparative periods is 3 years.

(G) Impairment of Assets:

Non-financial assets are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets’ net selling price and value in use.

Impairment of financial assets –

- (i) Raw Materials and components, semi-finished goods, finished goods, stores and spares, goods for trade are valued at cost or net realizable value whichever is lower. Cost formula used is weighted average cost. Cost comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventory to its



present location and condition.

- (ii) Goods / Materials in Transit are valued at cost to date.
- (iii) Scrap is valued at its estimated realizable value.
- (iv) Adequate provisions are made for obsolete inventory based on technical estimates made by the Company.

(H) Foreign Currency Transactions:

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year is recognized in the Statement of Profit and Loss.

Monetary assets and liabilities in foreign currency which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss in the year in which they arise.

Non-monetary foreign currency items are carried at cost.

(I) Employee Benefits:**(i) Short-term obligations:**

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefit includes salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

(ii) Other long-term employee benefit obligations:

The liabilities for earned leave are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

(iii) Post-employment obligations:

Defined contribution plans: A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

Defined benefit plans:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on



Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Company, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling (if any, excluding interest) are recognised in OCI. Plan Assets of Defined Benefit Plans have been measured at fair value.

(J) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

(i) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at FVTPL unless they are measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

(iv) Investment in subsidiaries, associates and joint venture

Investments in Subsidiaries, Associates and Joint Venture are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

OR

The Company assesses investments in subsidiaries for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the investment in subsidiary. The recoverable amount



of such investment is the higher of its fair value less cost of disposal (“FVLCD”) and its value-in-use (“VIU”). The VIU of the investment is calculated using projected future cash flows. If the recoverable amount of the investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss.

(v) Financial liabilities

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost. Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(K) Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(L) Taxation:

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity. Foreign branches recognize current tax and deferred tax liabilities and assets in accordance with the applicable local laws.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable Income.

A deferred tax Assets/ liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

The Company uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.



(M) Leases:

The Company as a lessee

The Company has adopted Ind AS 116-Leases effective 1st April, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application (1st April, 2019). Accordingly, previous period information has not been restated.

The Company's lease asset classes primarily consist of leases for Land and Buildings and Plant & Machinery. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.
- (iv) the Company has the right to operate the asset; or
- (v) the Company designed the assets in a way that predetermined how and for what purpose it will be used.

The Company as a lessor

Leases under which the Company is a lessor is classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

For leases under which the Company is an intermediate lessor, the Company accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

(N) Government Grant/Loan:

Capital grants for project capital subsidy are credited to capital reserve.

The Company has availed mandatory exemption under Ind AS 101 and accordingly, there is no change in accounting treatment on the amount carried forward on the date of transition for sales tax deferral loan / incentive.

(O) Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as " " when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

(P) Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale.



Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

(Q) Earnings per share (EPS)

In determining Earnings per Share, the Company considers net profit after tax attributable to equity shareholders and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any, except when result will be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

(R) Provisions, Contingent Liabilities and Contingent Assets:

The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

(S) Cash and cash equivalents

Cash and cash equivalents comprise cash and deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents

(T) Measurement of Fair value of financial instruments

The Company's accounting policies and disclosures require measurement of fair values for the financial instruments. The Company has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified. When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(U) Inventories:

- (i) Raw Materials and components, semi-finished goods, finished goods, stores and spares, goods for trade are valued at cost or net realizable value whichever is lower. Cost formula used is weighted average cost. Cost comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventory to its present location and condition.
- (ii) Goods / Materials in Transit are valued at cost to date.
- (iii) Scrap is valued at its estimated realizable value.
- (iv) Adequate provisions are made for obsolete inventory based on technical estimates made by the Company.



(W) RECENT PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (India Accounting Standards) Amendment Rules, 2022, applicable from April 1st 2022, as below (i) Proceeds before intended use (Ind As 16, Property, Plant and Equipment).

The amendment mainly prohibits an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognize such sale proceeds and related cost in profit or loss. The company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

(ii) Reference to Conceptual Framework (ii) Reference to Conceptual Framework (Ind AS 103, Business combination)

Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date.

These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

(iii) Onerous Contracts- Costs of Fulfilling a contract (Ind AS 37, Provisions, Contingent Liability and Contingent Assets)

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract.' Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be

direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the company does not expect the amendment to have any significant impact in its financial statements.

(iv) Annual Improvements to Inds AS (2021)-(Ind AS 109, Financial Instruments)

The amendment clarifies which fees and entity includes when it applies the '10 per cent' test of Ind AS 109 in assessing whether to derecognise a financial liability

The Company does not expect the amendment to have any significant impact in its financial statements.

2 Property, Plant and Equipment and Intangible Asset

Rs. in Lakhs

(a) Property, Plant and Equipment

Particular	Freehold Land	Leasehold Land	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Computer	Total
Gross Carrying Value									
Balance as at 31 March, 2021	1,696.59	199.23	5,282.49	7,264.91	398.35	33.80	26.95	206.11	15,108.44
Addition	-	-	22.94	25.36	-	-	0.80	1.85	50.95
Deduction/Adjustments	-	70.00	158.76	-	-	-	-	-	228.76
Balance as at 31 March, 2022	1,696.59	129.23	5,146.67	7,290.27	398.35	33.80	27.75	207.96	14,930.63
Addition				230.73		31.29	3.51	4.99	270.52
Deduction/Adjustments				-		0.76			0.76
Balance as at 31 March, 2023	1,696.59	129.23	5,146.67	7,521.00	398.35	64.33	31.26	212.95	15,200.39
Accumulated Depreciation									
Balance as at 31 March, 2021	-	60.76	4,612.15	5,042.11	354.10	26.78	26.19	187.94	10,310.02
Depreciation for the year	-	11.11	24.61	217.94	0.08	7.15	0.71	2.83	264.42
Deduction/Adjustments	-	20.13	59.56	-	-	-	-	(9.45)	70.24
Balance as at 31 March, 2022	-	51.74	4,577.20	5,260.05	354.18	33.93	26.89	200.21	10,504.20
Depreciation for the year	-	8.89	27.21	201.44	0.04	2.63	1.08	3.88	245.17
Deduction/Adjustments	-	-	-	-	-	-	-	-	-
Balance as at 31 March, 2023	-	60.63	4,604.41	5,461.49	354.22	36.56	27.97	204.09	10,749.37
Net Block									
As at 31 March, 2022	1,696.59	77.49	569.47	2,030.22	44.17	(0.13)	0.86	7.75	4,426.42
As at 31 March, 2023	1,696.59	68.60	542.26	2,059.52	44.13	27.77	3.29	8.86	4,451.01

2.1 "Free Hold Land Includes Rs 329.5 lacs for which the title deed is not in the name of the company "





Rs. in Lakhs

Particular	Computer Software
4 Intangible Assets	
Gross Carrying Value	
Balance as at 31 March, 2021	32.92
Addition	0.14
Deduction/Adjustments	-
Balance as at 31 March, 2022	33.06
Addition	1.16
Deduction/Adjustments	-
Balance as at 31 March, 2023	34.22
Accumulated Depreciation	
Balance as at 31 March, 2021	26.49
Depreciation for the year	2.26
Deduction/Adjustments	7.20
Balance as at 31 March, 2022	21.55
Depreciation for the year	-
Deduction/Adjustments	-
Balance as at 31 March, 2023	21.55
Net Block	
As at 31 March, 2022	11.51
As at 31 March, 2023	12.67

Particular	Plant & Machinery
3 Gross Carrying Value	
Balance as at 31 March, 2022	
Addition	296.85
Less: Deduction / Adjustments	197.62
Balance as at 31 March, 2023	99.23
Accumulated Depreciation	-
Balance as at 31 March, 2022	-
Depreciation for the year	-
Deduction / Adjustments	-
Balance as at 31 March, 2023	-
Net Block	-
As at 31 March, 2022	-
As at 31 March, 2023	99.23



5. INVESTMENT		Rs. in Lakhs	
Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
A)	Other Investment -		
	Quoted-		
	4,35,350(31 st March 2022: 4,35,350) Fully paid up equity Share of 10/each in Birla Transasia Carpets Limited	63.70	63.70
	Less: Provision for diminution in value	(63.70)	(63.70)
		-	-
	Unquoted-		
	236 (31 st March 2022: 236) Fully paid up equity share of US \$1,000/each in P.T.Horizon Syntex, Indonesia	19.31	19.31
	Less : provision for diminution in value	(19.31)	(19.31)
		-	-
	2000(31 st March 2020: 2000) Fully paid up equity share of ` 10/each in Tima CETP Co-op Society Ltd.	0.20	0.20
	0 (31 st March 2020: 2000) Fully paid up equity share of 25/each in Thed Shamrao Vithal Co-Op Bank Ltd.	-	-
		0.20	0.20
	Investment in Government securities		
	National Saving Certificate	-	-
		0.20	0.20
	Total	0.20	0.20
	Aggregate amount of quoted investments	63.70	63.70
	Market value of quoted Investments	32.65	32.65
	Aggregate amount of unquoted investments	19.51	19.51
	Aggregate provision for diminution in value of investments	(83.01)	(83.01)

7 OTHER NON-CURRENT ASSETS		Rs. in Lakhs	
Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
	Non-Current		
	Other Loans and Advance(Unsecured; considered good)	17.36	15.49
	Other Loans and Advance (Unsecured Considered Doubtful)	-	-
	Less : - Provision for Doubtful Advances	-	-
	Loans and Advance which have significant increase in Credit Risk	-	-



Rs. in Lakhs

Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
	Loans and Advance-credit impaired	-	-
	Total Non-Current	<u>17.36</u>	<u>15.49</u>
	Current		
	Unsecured;considerdgood:		
	Loans and advances to Related Parties	-	379.65
	Loan & Advance to Employees (Unsecured;Considered good)	47.2	14.17
	Loan & Advance to Employees (Unsecured; Considered doubtful)	-	-
	Less:- Provision for Doubtful Advances	-	(2.66)
	Total - Loan & Advanceto Employees (Unsecured; Considered doubtful)	(0.06)	-
	Loan & Advance to Inter Corporate Deposits (Unsecured Considered good)	-	-
	Loan & Advance to Others(Unsecured Considered good)	1730.75	2,287.68
	Other Loans and Advance(Unsecured Considered Doubtful)	-	-
	Less:- Provision for Doubtful Advances	-	-
	Total-Current	<u>1777.90</u>	<u>2,678.84</u>
6	LOANS		
	Non-Current		
	Unsecured; considerd good:		
	Deposits with Others	256.27	212.12
	Total Non- Current	<u>256.27</u>	<u>212.12</u>
12	Other Current Assets		
	Unsecured; considerd good:		
A)	Advances Paid to Suppliers/Services	69.96	174.87
B)	Balances with Government Authorities:		
	Deposits with Government Authorities	190.19	42.87
	TDS Receivable	238.75	199.23
	Cenvat Credit and export incentive receivable	8.12	41.64
	Value Added Tax Receivable	1790.87	1918.78
	Other Receivalbe	-	-
	Goods & Service Tax	329.96	1,045.08
	Sub Total (B)	<u>2557.89</u>	<u>3247.60</u>



Rs. in Lakhs

Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March, 2022
C)	Others :		
	Pre-paid Expenses	39.00	19.46
	Interest accrued on fixed deposits and others	18.10	5.56
	Sub Total (C)	57.10	25.02
	Total-Current	<u>2,684.94</u>	<u>3,447.49</u>
13	CURRENT TAX ASSETS (NET)		
	Advance Income Tax	199.75	279.73
	Total	<u>199.75</u>	<u>279.73</u>
8	INVENTORIES		
	Raw Materials and Components	312.33	2,772.61
	Semi-Finished Goods	957.98	-
	Finished Goods	615.68	-
	Stores and Spare Parts	170.32	22.07
	Other (Scrap)	38.19	4.57
	Total	<u>2,094.49</u>	<u>2,799.25</u>
9	TRADE RECEIVABLES		
	Unsecured and considered good unless otherwise mentioned		
	Considered Good	4716.75	5,010.64
	Considered doubtful	-	1,338.25
	Less: Provision for doubtful debts	(7.98)	(1,338.25)
	Total	4708.77	5,010.64
	Other Considered Good		
	Total	<u>4708.77</u>	<u>5,010.64</u>



Rs. in Lakhs

Note 9.1 Trade Receivables

Ageing of Trade Receivable
as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	< 6 Months	6 Months	1 to 2	2 to 3	> 3 Years	
			to 1 Year	Years	Years		
Undisputed Trade Receivables - Considered good	62.53	3399.67	1231.24	15.33	-	0	4708.77
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	7.98	7.98
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	<u>62.53</u>	<u>3399.67</u>	<u>1231.24</u>	<u>15.33</u>	<u>0.00</u>	<u>7.98</u>	<u>4716.75</u>
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-	-	(7.98)	<u>(7.98)</u>
Total Trade Receivables							<u>4708.77</u>
Trade Receivables unbilled	-	-	-	-	-	-	-

Ageing of Trade Receivable
as on March 31, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	< 6 Months	6 Months	1 to 2	2 to 3	> 3 Years	
			to 1 Year	Years	Years		
Undisputed Trade Receivables - Considered good	4,991.50	0.46	-	18.68	-	-	5010.64
Undisputed Trade Receivables - Which have	-	-	-	-	-	1388.25	1388.25



significant increase in credit risk

Undisputed Trade Receivables - Credit Impaired

Disputed Trade Receivables - Considered good

Disputed Trade Receivables - Which have significant increase in credit risk

Disputed Trade Receivables - Credit Impaired

	4,991.50	0.46	0.00	18.68	0.00	1388.25	6398.89
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Less : Allowance for doubtful trade receivable - Billed

Total Trade Receivables

Trade Receivables unbilled

	-	-	-	-	-	(1388.25)	(1388.25)
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							5,010.64
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	-	-	-	-	-	-	-
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10 CASH AND CASH EQUIVALENTS

Balances with Banks in Current Accounts

Cash on Hand

Bank Deposit Having Maturity Less Than Three Months

Less: Provision for Diminishing Value in Bank Balance

Total

213.25 172.66

2 1.74

350 50

(38.27) (29.14)

526.98 195.26

11 OTHER BANK BALANCES

Bank Fixed Deposit (held as margin money)

Total

60.94 165.19

60.94 165.19



Rs. in Lakhs

Sr. No.	Particulars	As at 31 st March, 2023	As at 31st March 2022
14	EQUITY SHARE CAPITAL		
A)	AUTHORISED SHARE CAPITAL		
	15,55,00,000 (15,55,00,000) Equity Shares of 10/- each	15,552.28	15,552.28
	Total	15,552.28	15,552.28
B)	ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
	14,22,80,448 (14,22,80,448) Equity Shares of 10/- each, fully paid up	14,228.04	14,228.04
	Total	14,228.04	14,228.04

14.1 The reconciliation of the number of shares outstanding is set out below:

	No of Shares	No of Shares
Shares outstanding at the beginning of the year	14,22,80,448	14,22,80,448
Issue during the year	-	-
Shares outstanding at the end of the year	14,22,80,448	14,22,80,448

14.2 The details of Shareholders holding more than 5% share

	No of Shares	%Held	No of Shares	%Held
Birla Bombay Pvt.Ltd.	81,71,397	5.74	81,71,397	5.74
Harhbhajansingh Maliksingh Rajpal			74,94,874	5.27
Hitesh Ramji Javeri	7500000	5.27		
Amarjeetsingh Harbhajan Rajpal	7356422	5.17	7416422	5.21

14.3 Shares held by Promoters at the end of the year

Sl.no.	Promoter Name	Shareholding at The Beginning of The Year 01.04.2022		Shareholding at The End of The Year 01.04.2023		Percentage of change during the year
		No. of Shares (Equity Shares)	% of Total shares	No. of Shares (Equity Shares)	% of Total shares	
1	ASIAN DISTRIBUTORS PRIVATE LIMITED	141979	0.10	141979	0.10	-
2	BIRLA PRECISION TECHNOLOGIES LIMITED	7000000	4.92	7000000	4.92	-
3	BIRLA BOMBAY PRIVATE LIMITED	8171397	5.74	8171397	5.74	-



4	BIRLA INTERNATIONAL PRIVATE LIMITED	45000	0.03	45000	0.03	-
5	NIRVED TRADERS PVT LIMITED	2750000	1.93	2750000	1.93	-
6	BIRLA SHLOKA EDUTECH LIMITED	694	0.00	694	0.00	-
7	BIRLA INDUSTRIES GROUP CHARITY TRUST	17840	0.01	17840	0.01	-
8	METRI SEVA SADAN CHARITY TRUST	31851	0.02	31851	0.02	-
9	YASH SOCIETY	75169	0.05	75169	0.05	-
10	SHEARSON INVESTMENT TRADING COMPANY PRIVATE LIMITED	23193	0.02	23193	0.02	-
11	BIRLA EDUTECH LIMITED	4000000	2.81	4000000	2.81	-
12	ARUN KUMAR GANGAPRASAD SINGHI	34	-	34	-	-
	TOTAL	22257157	15.64	22257157	15.64	-

14.4 On 10-01-2011 the Company issued 1,08,10,000 Convertible Equity Share Warrants which convertible into 1 Equity Share of Rs. 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.

15 OTHER EQUITY		`in Lakhs	
Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
A)	Securities Premium		
	Opening Balance	14,308.30	14,308.30
	Addition during the year	-	-
	Closing Balance	14,308.30	14,308.30



15 OTHER EQUITY		Rs. in Lakhs	
Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
B)	General Reserves		
	Opening Balance	2,440.36	2,440.36
	Addition during the year	-	-
	Closing Balance	2,440.36	2,440.36
C)	Retained Earnings		
	Opening Balance	(55012.52)	(57,175.29)
	Add: Profit/(Loss) for the current year	(1438.35)	1,162.77
	Closing Balance	(57,450.87)	(56,012.52)
D)	Other Comprehensive Income		
	Opening Balance	843.43	826.17
	Addition during the year	18.43	17.26
	Closing Balance	861.86	843.43
	Total (A to D)	<u>(39,840.36)</u>	<u>(38,420.44)</u>
Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
16	BORROWINGS		
	Non-Current		
A)	Unsecured Loans		
	From Banks_Car	414.18	1,082.13
	From Others	314.16	
	Total Non-Current	<u>728.34</u>	<u>1,082.13</u>
	Current Secured		
A)	Loans From		
	Banks		
	From Others (Refer note (a))	18,855.92	19,254.92
	Sub total (A)	<u>18,855.92</u>	<u>19,254.92</u>
B)	Unsecured Loans		
	From Banks_Car Loan	3.80	-
	Deferred Payment Liabilities	150.00	150.00
	Current maturities of Fixed Deposits	2,161.51	2,198.54



From Others	60.04	60.04
Sub total (B)	<u>2,375.95</u>	<u>2,408.58</u>
Total-Current	<u>21,231.87</u>	<u>21,663.50</u>

Security and Salient Terms:(Refer note no 46 & 47)

(a) 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.

19 TRADE PAYABLES

Current

- Due to Micro, Small and Medium Enterprises

-Due to Others

Total-Current

-	-
9144.78	8,984.90
<u>9144.78</u>	<u>8,984.90</u>

'Note* There are no Micro and Small enterprises to whom the Company owes amounts which are outstanding as at 31st March 2023. 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.

Note 19.1. Trade Payables

Ageing of Trade Payables as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) Others	1633.61	5106.7	247.0	20.481	2136.95	9144.78
(iii) Disputed Dues – MSME	-	-	-	-	-	-
(iii) Disputed Dues – Others	-	-	-	-	-	-
	<u>1633.61</u>	<u>5106.7</u>	<u>247.0</u>	<u>20.481</u>	<u>2136.95</u>	<u>9144.78</u>



Rs. in Lakhs

Ageing of Trade Payables as on March
31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) Others	6322.74	490.85	50.94	79.74	2040.63	8984.90
(iii) Disputed Dues – MSME	-	-	-	-	-	-
(iii) Disputed Dues – Others	-	-	-	-	-	-
	6322.74	490.85	50.94	79.74	2040.63	8984.90

Note 19.1

Trade payables are non interest bearing and are normally settled on 30 days to 365 days credit term.

Note 19.2

Ageing Done From the Date of Transactions.

Note 19.3

Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Disclosure under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (as amended)

	As at 31 March, 2023	As at 31 March, 2022
(i) Principal amount remaining unpaid	-	-
(ii) Interest amount remaining unpaid	-	-
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(v) Interest accrued and remaining unpaid	-	-
(vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-



Note: Identification of micro and small enterprises is basis intimation received from vendors

20 OTHER FINANCIAL LIABILITIES

Current

Interest payable on Fixed Deposit	4133.06	3,928.26
Security Deposits from Others	-	-
Total-Current	<u>4133.06</u>	<u>3,928.26</u>

Rs. in Lakhs

Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
21	OTHER CURRENT LIABILITIES		
	Current		
	Advances from Customers	59.11	1702.08
	Payable to employees	64.31	117.63
	Unclaimed Dividend		
	Statutory Liabilities	110.99	499.67
	Other Payable	5041.26	3,498.80
	Total-Current	<u>5275.66</u>	<u>5,818.18</u>
17	PROVISIONS		
	Non-Current		
A)	Provision for Employee Benefits		
	-Gratuity	227.16	297.05
	-Leave encashment benefits	21.96	30.51
	Provision for Contingencies	294.12	294.11
	Total Non-Current	<u>543.24</u>	<u>621.67</u>
	Current		
A)	Provision for Employee Benefits		
	-Contribution to Provident Fund	0.31	0.22
	-Gratuity	63.06	6.13
	-Leave encashment benefits	8.43	2.39
	-Others	-	-



Sub Total	71.80	8.74
		Rs. in Lakhs
B) Provision for expenses	3.84	-
Provision for Excise Duty	-	-
Total-Current	<u>75.64</u>	<u>8.74</u>



Sr. No.	Particulars	As at 31 st March, 2023	As at 31 st March 2022
18	DEFERRED TAX LIABILITIES NET		
	Deferred Tax Liability		
	Related to Property, Plant and Equipment	504.86	504.86
	Total	<u>504.86</u>	<u>504.86</u>
22	CURRENT TAX LIABILITIES (NET)		
	Dividend Tax on Dividend	359.08	359.08
	Provision for Interest on Dividend Tax	506.29	463.22
	Total	<u>865.37</u>	<u>822.30</u>
			Rs. in Lakhs
Sr. No.	Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
23	REVENUE FROM OPERATIONS		
	Sale of Products	14,788.39	14,997.20
	Other operating revenue	1703.91	1,314.80
	Revenue from operations	<u>16429.31</u>	<u>16,312.00</u>
24	OTHER INCOME		
	Interest Income from Others	-	6.21
	Provision For Expenses Written back	33.69	3.69
	Net Gain on Foreign Currency Traslation & Transaction	649.51	27.27
	Profit on sale of asset	2.24	
	Other Non Operating Income	21.32	47.83
	Total	<u>706.76</u>	<u>85.00</u>
25	COST OF RAW MATERIALS		
	Opening Stock	730.76	315.31
	Add:Purchase	10405.55	8,653.04
	Less : Sales	-	-
	Less:Closing Stock	312.33	730.76
	Cost of Raw Materials	<u>10823.98</u>	<u>8,237.60</u>



Rs. in Lakhs`

Sr. No.	Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
26	PURCHASES OF STOCK-IN-TRADE		
	Cost of Purchases		
	Purchase of Traded Goods(Pipe)	1121.51	2,483.09
	TOTAL	<u>1121.51</u>	<u>2,483.09</u>
27	CHANGES IN INVENTORIES OF FINISHED GOODS, SEMI-FINISHED GOODS		
	Opening Inventory		
	Finished Goods/Stock-in-Trade	633.20	660.81
	Scrap	28.43	4.57
	Semi-Finished Goods	1257.79	-
		<u>1919.43</u>	<u>665.38</u>
	Closing Inventory		
	Finished Goods/Stock-in-Trade	(615.68)	(1,914.86)
	Semi-Finished Goods	(957.98)	-
	Scrap	(29.06)	4.57
		<u>(1602.71)</u>	<u>(1,910.29)</u>
	Change in Inventories		
	Finished Goods	17.52	(1,254.05)
	Semi-Finished Goods	299.82	-
	Stock in trade	(9.76)	0.01
		<u>307.59</u>	<u>(1,254.04)</u>
	TOTAL	<u>307.59</u>	<u>(1,254.04)</u>
28	EMPLOYEE BENEFITS EXPENSE		
	Salaries, Wages and Bonus	800.07	776.47
	Contribution to Provident and Other Funds	8.52	17.71
	Staff Welfare Expenses	18.02	7.59
	Sub Total(A)	<u>826.61</u>	<u>801.78</u>
29	FINANCE COSTS		
	Interest Expenses	344.97	680.55
	Bank Charges	3.39	18.60
	Total	<u>348.36</u>	<u>698.60</u>



Sr. No.	Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
30	DEPRECIATION AND AMORTIZATION EXPENSES		
	Depreciation on Tangible Assets	245.17	266.69
	Amortisation of Intangible Assets	-	-
	Total	<u>245.17</u>	<u>266.69</u>
31	OTHER EXPENSES		
	Manufacturing Expenses		
	-Consumption of Stores and Spares	923.16	488.52
	-Power, fuel and water	410.14	304.48
	-Repairs and maintenance:		
	-Buildings	37.53	3.45
	-Plant and machinery	23.68	10.93
	-Conversion, Octroi and Other manufacturing expenses	68.89	234.67
	Selling and Distribution Expenses		
	-Freight, Forwarding, Handling Expenses & Others	1108.03	2,618.97
	-Commission	1.14	24.47
	Establishment Expenses		
	-Rent	6.77	7.34
	-Electricity Charges	13.88	12.34
	-Insurance	12.00	6.04
	-Rates and taxes	11.02	0.11
	Payment to Auditor		
	Auditors' remuneration (Refer Note 37)		
	-As Auditor	7.00	7.00
	-For Limited Review	2.00	2.00
	-For Reimbursement of Expenses	0.32	0.75
	-For Certifications	-	-
	Other Expenses		
	-Miscellaneous expenses	-	-
	-Foreign Exchange Loss	-	-
	-Other Repairs	40.44	15.68
	-Vehicle Expenses	4.54	-
	-Provision for diminution of Assets	18.89	16.44
	-Impairment Loss of Assets	-	-
	-Bad Debts, irrecoverable advances and claims written off (Allowance for credit loss)	51.28	47.25
	Total	<u>4636.48</u>	<u>4536.18</u>



32. Earnings per share (EPS):

Rs. in Lakhs

Particulars	31 st March, 2023	31 st March, 2022
Profit/(Loss) for the period from continuing operations	(1110.63)	1,247.91
Profit/(loss) from Discontinuing operations	(327.73)	(85.14)
Net Profit / (Loss) after tax attributable to Equity Shareholders(A)	(1438.35)	1,162.77
Weighted average number of equity shares	14,22,80,448	14,22,80,448
No.of Equity Shares outstanding during the year for calculating Basic EPS (B)	14,22,80,448	14,22,80,448
No. of Equity Shares outstanding during the year for calculating Diluted EPS(C)	14,22,80,448	14,22,80,448
Nominal Value of Equity Shares (₹)	10/-	10/-
Basic and Diluted EPS for the period from Continuing and Discontinued Operations	(1.01)	0.82
Basic and Diluted EPS for the period from Continuing Operations	(0.80)	0.88
Basic and Diluted EPS for the period from Discontinued Operations	(0.21)	(0.06)

33. Contingent liabilities and Commitments(to the extent not provided for)

(Rs. in Lakhs)

(a)Estimated amount of contracts remaining to be executed On capital account (net of advances),not provided for:	NIL	NIL
(b)Contingent liabilities not provided for		
1.Disputed Demands on account of		
a)Custom Duty	85.45	85.45
b)Excise Duty	129.78	129.78
c)Central Sales Tax	78.88	78.88
d)Maharsashtra VAT	4,698.71	4698.71
e)IncomeTax	252.78	3,947.95
Total	5245.60	8,940.77
(c)The Company is a party to various legal proceedings in the normal course of business and does not expect the outcome of the proceedings to have any adverse effect on its financial conditions, results of operations or cash flows.		
(d) The outflow of the resources in respect of pending disputed matters in respect of Sales Tax, Income Tax, VAT and Excise Duty would depend on the ultimate outcome of the disputes lying before various authorities amounting to ` 5245.60 Lakhs (previous year ` 8940.77 Lakhs) However company hasmade the provisions of 294.12 Lakhs. The Company has taken legal and other steps necessary to protect its position in respect of these claims.		



34. Utilization of proceeds of public/right issue as on 31st March, 2023 is as under:

Description	Total Estimated Cost	(Rs. in Lakhs)	
		To be Deployed As on 31 st March, 2022	To be Deployed As on 31 st March, 2021
Land and Building	1,000	1,000	1,000
Plant and Machinery (Imported & Indigenous)	8,532	8,321	8,321
Miscellaneous Fixed Assets	3,696	3,696	3,696
Contingencies	272	272	272
Balance amount to be spent	13,500	13,289	13,289

There is Provision for doubtful advances to the tune of Rs 10925 lakhs. Pending recovery of that advance, the amount available for deployment will be lesser amount to that extent.

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

The shareholders of the company at the Annual General Meeting held on 17th September, 2012 approved variation in utilization 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 as may be decided by the Board. Out of Rs 13500 Lakhs, Rs 8036 Lakhs will be utilized from the unutilized proceeds of public issue and balance Rs 5464 Lakhs will be from unutilized proceeds of GDR issue. The detail of utilization of proceeds of Rs 13500 lakhs is given here above.

35 Subsidiaries

- (a) The consolidated financial statements presents the consolidated accounts of Zenith Birla (India) Limited with Its following foreign subsidiary

Name of the subsidiary	Country of Incorporation	Proportion of Ownership Interest
Zenith USA	United States Of America	100%
Zenith Middle East FZE	United Arab of 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 company. Recognising this purpose, the company has disclosed only such policies and notes from the individual financial statements, which fairly present the needed disclosures.

- (c) Summarised Financial Position of the subsidiaries

Particular	(Rs. in lakhs)			
	Zenith USA INC		Zenith Middle East FZE	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Non-current assets	-	-	-	-
Current assets	352.45	4,213.99	-	-
Total Assets (A)	352.45	4,213.99	-	-
Non-current liabilities	411.08	379.65	-	-
Current liabilities	547.37	2,977.52	-	-
Total Liabilities (B)	958.46	3,357.17	-	-



(Rs. in lakhs)

Particular	Zenith USA INC		Zenith Middle East FZE	
	As at	As at	As at	As at
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
Net Assets(A-B)	606.01	(856.82)	-	-
The Company's Share of net assets (carrying amount of interest in joint venture)	100%	100%	100%	100%
Contigent liability	-	-	-	-
Commitments	-	-	-	-

(d) Summarised Financial Performance of subsidiaries

(Rs. in lakhs)

Particular	Zenith USA INC		Zenith Middle East FZE	
	As	at	As	at
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
Total revenue	1053.05	5,781.59	-	-
Total expenses	2524.72	4,609.32	-	-
Profit/Loss before tax	(1471.67)	1,172.27	-	-
Tax expenses	-	-	-	-
Profit/Loss for the year	(1471.67)	1,172.27	-	-
Other comprehensive income(OCI)	18.49	9.64	-	-
Total comprehensive income for the year	(1453.18)	1,181.91	-	-
Company's share in profit/loss	100%	100%	100%	100%
company's share in OCI	100%	100%	100%	100%
Companys shares in total comprehensive income	100%	100%	100%	100%

(e) Additional information of Consolidated Entities, as required under schedule III to the Companies Act, 2013.

(Rs. in lakhs)

Particular	Net Assets		Share in Profit or loss		Share in other Comprehensive income		Share in total Comprehensive income	
	AS % of consolidated net assets	As at 31.03.2023	AS % of consolidated profit or loss	As at 31.03.2023	AS % of consolidated OCI	As at 31.03.2023	AS % of total comprehensive Income	As at 31.03.2023
Parent	97.63	(25013.62)	(29.72)	337.17	100	9.60	(30.83)	346.77
Zenith USA INC	2.37	(606.01)	129.72	(1471.67)	-	-	130.83	(1471.67)
Zenith Middle East FZE	-	-	-	-	-	-	-	-
Adjustment on account of consolidation	0.01	(2.28)	-	-	-	-	-	-
Total	100.00	(25621.91)	100.00	(1134.50)	100.00	9.60	100.00	(1124.91)



(Rs. in lakhs)

Particular	Net Assets		Share in Profit or loss		Share in other Comprehensive income		Share in total Comprehensive income	
	AS % of consolidated net assets	As at 31.03.2022	AS % of consolidated profit or loss	As at 31.03.2022	AS % of consolidated OCI	As at 31.03.2022	AS % of total comprehensive Income	As at 31.03.2022
Parent	98.73	(25,046.94)	129.67	(9.51)	(95.03)	7.62	131.08	(1.89)
Zenith USA INC	1.28	856.82	(29.67)	1172.27	195.03	9.64	(31.08)	1181.91
Zenith Middle East FZE	-	-	-	-	-	-	-	-
Adjustment on account of consolidation	(0.01)	2.28	-	-	-	-	-	-
Total	100.00	(24192.40)	100.00	1162.76	100.00	17.26	100.00	1180.02

36. The title deeds for land (freehold and leasehold), building, residential flats, licenses, agreements and loan documents 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.

37. Auditor Remuneration and Reimbursement

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Statutory audit fees	7.00	7.00
Fees for other audit related services	6.50	2.00
Reimbursement of out of pocket expenses	0.75	0.25

38. Employee Benefits:

(A) Defined Contribution Plans:

The Company has recognized the following amounts in statement of profit and loss for the year:

(Rs. in Lakhs)

Particulars	31 st March, 2023	31 st March, 2022
Contribution to Employees Provident Fund and Other Funds	22.79	32.41
Total	22.79	32.41

(B) Defined Benefit Plans:

I. (a) 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 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 Ind-AS-19, to the extent applicable are furnished below:

(Rs. in Lakhs)

Particulars	31 st March, 2023	31 st March, 2022
Amount recognized in Balance Sheet		
Present value of defined benefit obligation	236.43	249.38
Fair value of plan assets	-	-



Particulars	(Rs. in Lakhs)	
	31 st March, 2023	31 st March, 2022
Funded Status		
Expense recognized in the Statement of Profit and Loss		
Current service cost	13.13	12.53
Net Interest	15.67	15.74
Total expense charged to Profit and Loss Account	28.80	28.27
Amount recorded as Other Comprehensive Income		
Actuarial (Gain)/Loss recognised for the period	9.6	7.62
Return on Plan Assets excluding net interest		
Total Actuarial(Gain)/Loss recognized in OCI	9.6	7.62
Reconciliation of net liability/(Asset)		
Opening net liability	249.38	248.29
Provision no longer required/additional provision required		
Adjustment to opening balance		
Expenses charged to the Statement of Profit and Loss	28.80	28.27
Contribution paid	(33.68)	(20.20)
Other Comprehensive Income(OCI)	9.6	7.62
Closing net defined benefit liability/(asset)	254.10	263.98
Movement in benefit obligation		
Opening defined benefit obligation	249.38	248.29
Interest on defined benefit obligation	15.67	15.74
Current service cost	13.13	12.53
Benefits paid	(33.68)	(20.20)
Actuarial(Gain)/Loss on obligation	9.6	7.62
Closing of defined benefit obligation	254.10	263.98
Movement in Plan Assets Opening		
fair value of plan assets	-	-
Adjustment to opening fair value of plan assets	-	-
Return on plan assets excluding interest income	-	-
Interest Income	-	-
Contribution by employer	-	-
Benefits paid	-	-
Closing fair value of plan assets	-	-



(Rs. in Lakhs)

Particulars	31 st March, 2022	31 st March, 2021
Asset Information		
Insurer managed funds	-	-
Others	-	-
Grand Total	-	-

Principal actuarial assumptions

Discount rate(p.a.)	7.35%	6.50%
Salary escalation rate(p.a.)	5.50% to 7%	5.50% to 7%

Expected contribution to the fund in the next year

Gratuity

A quantitative sensitivity analysis for significant assumption as at 31st March,2023 is as shown below

Employee's Gratuity Fund

Impact on defined benefit obligation

Discount Rate

1%Increase	(17.70)	(12.41)
1%Decrease	20.80	11.16

Rate of Increase in Salary

1% Increase	20.90	12.29
1% Decrease	(18.10)	(11.24)

Maturity Profile of defined benefit obligation

From The Fund

Year

1st following Year	81.93	82.43
2nd following Year	22.48	20.91
3rd following Year	20.48	23.20
4th following Year	12.53	18.40
5th following Year	23.83	12.51
Sum of 6 to10 Years	108.83	122.53

II. Leave Encashment:

The leave encashment provision for the year ended 31st March, 2023, based on actuarial valuation carried out using projected unit credit method amounting to Rs. 2.14 Lakhs (Previous YearRs. 3.65 Lakhs) has been recognized in statement of profit and loss.



Particulars	(Rs. in Lakhs)	
	31 st March, 2023	31 st March, 2022
Amount recognized in Balance Sheet		
Present value of defined benefit obligation	30.38	32.91
Fair value of plan assets	-	-
Funded Status		
Expense recognized in the Statement of Profit and Loss		
Current service cost	3.98	0.07
Net Interest	2.01	2.09
Total expense charged to Profit and Loss Account	5.98	2.16
Amount recorded as Other Comprehensive Income		
Actuarial (Gain)/Loss recognised for the period	-	-
Return on Plan Assets excluding net interest		
Total Actuarial(Gain)/Loss recognized in OCI	-	-
Reconciliation of net liability/(Asset)		
Opening net liability	32.91	33.89
Provision no longer required/additional provision required		
Adjustment to opening balance		
Expenses charged to the Statement of Profit and Loss	5.98	2.16
Contribution paid	(5.50)	(2.66)
Other Comprehensive Income (OCI)	-	-
Closing net defined benefit liability/(asset)	33.39	33.40
Movement in benefit obligation		
Opening defined benefit obligation	32.91	33.89
Interest on defined benefit obligation	2.01	2.09
Current service cost	3.98	0.07
Benefits paid	(5.50)	(2.66)
Actuarial (Gain)/Loss on obligation	-	-
Closing of defined benefit obligation	33.39	33.40
Movement in Plan Assets		
Opening fair value of plan assets	-	-
Adjustment to opening fair value of plan assets	-	-
Return on plan assets excluding interest income	-	-



(Rs. in Lakhs)

Particulars	31 st March, 2023	31 st March, 2022
Interest Income	-	-
Contribution by employer	-	-
Benefits paid	-	-
Closing fair value of plan assets	-	-
Asset Information		
Insurer managed funds	-	-
Others	-	-
Grand Total	-	-

Principal actuarial assumptions

Rate of Interest for discounting	7.35% p.a.	6.50%p.a.
Salary growth	7.00%p.a.	7.00%p.a.
Withdrawl rate	1.00% at all ages	1.00% at all ages

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

39. Related party disclosures:

(A) Name of related parties and nature of relationships:

As per IndAS 24, the disclosures of transactions with the related parties are given below.

Name of the Related Party	Relationship
1.Bella Jewelry Private Limited	Enterprise Owned or significantly influenced by Key Managerial personnel or their relatives where transactions have taken place.
2.Birla Capital And Financial Services limited	
3.Birla Electricals Limited	
4.Birla Integrated Textile Park Limited	
5.Birla Shloka Edutech Limited	
6. Birla Viking Travels Limited	
7.Birladp Carpets Private Limited	
8.Dhairya Mercantile Private Limited	
9. Enso Realtors Private Limited.	
10.Erene Microorganic Chemicals Private limited	
11.EtcoHealth Private Limited	
12.Godavari Corporation Private Limited	
13.Insunt Trading Private Limited	
14.Khopoli Investments Limited	



15. Melstar Information Technologies Limited	Enterprise Owned or significantly influenced by Key Managerial personnel or their relatives where transactions have taken place.
16. Nirmal Mercantile Private Limited	
17. Sanurag Trading Private Limited	
18. Shakti Bio Science Limited	
19. Shearson Investments And Trading Company Private Limited	
20. Skywood Trading Private Limited	
21. Sparion Infrastructure Private Limited	
22. Subhang Trading Private Limited	
23. Zenal Construction Private Limited	
24. Girvanesh Balasubramanan	Key Management Personnel(Chief Financial Officer)
25. Sonal Solanki (WEF 01.09.2022)	Key Management Personnel(Company Secretary)
26. Minal Umesh Pote	Key Management Personnel(Whole time Director)
27. Purushottam Digambar Sonavane	Director
28. Sadhana Avinash Patil	
29. Pramod Shivaji Bhosale	
30. Bhavika Sharma	
32. Sandeep Kumar Sahu (upto 17.01.2023)	

Net Balance of Receivable, Payable, Deposits, Loan etc.where Transction have Taken Place		Balance Carried to Balance Sheet(Net)		Balance Carried to Balance Sheet (Net)	
		As at 31-03-2023		As at 31-03-2022	
		Receivable	Payable	Receivable	Payable
(i)Key Management Personnel	Girvanesh Balasubramanan		1.27	-	0.84
	Sonal Solanki		0.30		
	Suneel Sullere (Resigned W.e.f. 21.03.2022)				0.41
	Minal Umesh Pote		0.25		0.50
(ii)Enterprises Owned or significantly influenced by key management personnel or their relatives.		-	-	-	-

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

(B) Transactions during the year ended 31st March, 2023 with related parties: (Rs. in Lakhs)

Particulars	Key Management Personnel		Enterprise owned and significantly influenced by Key Management Personnel or their relatives	
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
	Advance Given/Payment	-	-	-
Advance Received	-	-	-	-
Services Received:	-	-	-	-
Loans & Advances-Write Off	-	-	-	-
Sale of Goods	-	-	-	-
Remuneration	19.51	22.11	-	-



(C) Disclosure in respect of material transaction with related parties during year included in (B) above:

Particulars	(Rs. in Lakhs)	
	2022-23	2021-22
1. Sale of Goods		
Zenith (USA) Inc.		
2. Loans & Advances - Write Off		
Melstar Information Technologies Ltd.	-	-
3. Remuneration Paid	19.51	22.11

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

41. Segment Reporting:

(a) Primary Business Segments:

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

Particulars	(Rs. in Lakhs)	
	2021-22	2021-22
Segment Revenue		
a)In India	16,405.60	14,616.77
b)Outside India	86.71	1,695.23
Total Income from operations	16,492.31	16,312.00
Segment Assets:-Carrying Cost of Assets by Location of Assets		
a)In India	16,552.09	16,425.35
b)Outside India	338.43	2816.80
c)Unallocated Assets	-	-
Total	16,890.52	19,242.15
Additional to Assets and Intangible Assets		
a)InIndia	370.14	19.10
b)Outside India	-	-
Total	370.14	19.10

42. Disclosures in respect of Derivatives Instruments:

Derivative instruments outstandings as at 31st March 2023 `NIL. (Previous year`NIL)

43. In accordance with IND-AS 108 "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.

**44. Balance Confirmations-**

- a. The balance of Trade Payables, Trade Receivables, Loans and Advances, Deposits, Current Liabilities, Inter unit, etc. are considered as per books of account, pending confirmations and reconciliation. In the opinion of the management, since the amount due to/ from these parties are fully payable/recoverable, no material difference is expected to arise at the time of settlement, requiring accounting effect in as on 31-03-2023.
 - b. The Company is currently in the process of settling the amounts of trade payable to Ess Jay Global Ventures Private Limited and trade receivable from Mango Capital LLC on a net basis, as per applicable law as applicable and after that necessary confirmation will be obtained from the parties.
 - c. The Company is currently working with the vendors to get MSME confirmation, but without that, the amount of outstanding MSME as of 31/03/2023, was not revealed, and no provision for interest liability was made.
45. The company has declared a lockout of its Khopoli unit in November, 2013 and the same has been treated as a discontinued unit/ operation from the quarter ended 30-09-2020 and the disposal unit/operation have also been considered as discontinued operations in accordance with Ind AS 105 – ‘Non-Current Assets Held for Sale and Discontinued Operations’.
46. The Company had entered into a MOU with Tribus Real Estate Pvt. Ltd. (TREPL) for taking over the company's bank loans as reflected earlier in the company's books based on terms agreed to between the Company and TREPL. TREPL will negotiate with the lending Banks/ARCs to settle their dues amicably either through One Time Settlement or otherwise on acceptable terms and takeover all secured loans of the Company from banks together with securities offered to the banks by the Company. As per MOU, TREPL will enjoy absolute right on those securities till the Company repays the amount stated in MOU. The amount to the extent paid by TREPL has been shown in the accounts as Secured Loan from Others. Bank/ARC is holding mortgaged securities which are not yet assigned in favor of the TREPL.
47. Consortium of banks 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 `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 and filed a case for taking physical possession ,which will be reviewed afresh by Invent Assets Securitisation and Reconstruction Private Limited since the loan has been assigned to them by bank on 31-03-2018,
48. The net worth of the Company as per the definition given in the Companies Act, 2013 continues to be negative as on 31-03-2023 due to accumulated losses. Considering strategic understanding with suppliers/customers, the company is on the revival mode and is operating some of the units. Also, the Company's Board of Directors ('the Board') are examining available options to further increase sales/income from operations. Barring unforeseen circumstances beyond the control of the Company, the Board is confident about the Company's ability to continue as a going concern. Based thereupon and considering the projected revenues / cash flows, the Company has prepared accounts on a going concern basis.
49. The company has been prohibited from accessing the securities market for three years by a SEBI order dated 31/03/2021 for violating certain sections of the SEBI Act 1992 and the SEBI Regulation for Issue of Global Depository Receipts ("GDR"). On 16/07/2021, the Company appealed the aforementioned order. The final hearing was finished on 03/01/2023, and SEBI issued the final ruling on 21/02/2023. According to the ruling, the Company's appeal is largely upheld, the debarment is shortened to the time already served, and the penalty is decreased from Rs. 10 crore to Rs. 25 lakhs and the same has been provided in the books of accounts of the Company. In the same case, the appeal against the company's chairman and whole-time member are dismissed.



50. The Company has been asked by the National Stock Exchange (NSE) to provide specific business information related to financial statements of the Company for F.Y. 2013-14 to 2021-22 on 31/03/2023. The management has provided responses on 03/05/2023 in this regard. Following that, NSE raised certain observations regarding specific matters on 18/05/2023. The company is currently putting together those responses, which it will submit to the NSE on 31/05/2023. As a result, the Company has no expectation of a contingent liability at this time.
51. For the purpose of valuing its inventories, the company used the weighted average cost technique and reported an inventory value of Rs.2094.49 Lakhs as of 31/03/2023. Due to the added variable costs connected with manufacturing the goods, the value of finished goods, work in progress, and scrap items is done manually rather than being produced by a system.
52. One of the clients is claiming for financial damages due to late delivery and poor quality of the goods. As of 31/03/2023, the Company has provided for provision of quality claim amounting to Rs. 76.20 Lakhs to that effect. The claim may alter in the subsequent financial year as the matter is currently under negotiation with the party.
53. Due to ongoing negotiations with the vendor for claiming higher amount in relation to freight price, the company has made provisions for ocean freight of Rs. 494.18 Lakhs in the current year. However, the requisite confirmation in this regard is pending as on date.
54. As per Regulation 33(3)(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, eighty percent of each of the consolidated revenue, assets and profits, respectively, needs to be covered under limited review. In order to comply with this requirement, subsidiaries are required to be covered as part of the limited review. Currently, the Management is in process to comply with the above regulation.
55. Disclosure as per section 186 of the companies act, 2013
The details of loans, guarantees and investments under section 186 of the companies act, 2013 read with the companies rules, 2014 are as follows:
1. Details of investment made are given in note no.5 -
 2. Details of loans given by company are as follows – Nil
56. There are certain Current bank accounts, which have become non operative and since bank statements and balance confirmations as on 31-03-2023 for these accounts could not be obtained, the company has made full provision on the closing balance in these accounts.T
57. Fairvalues of financial assets and financial liabilities:
- (i) Valuation All financial instruments are initially recognized and subsequently re-measured at fair value as described below: The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale. The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV. The fair value of the remaining financial instruments is determined using discounted cash flow analysis. The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. The carrying values of the financial instruments by categories were as follows



*Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

*Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

*Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

No financial assets/liabilities have been valued using level 1 fair value measurements.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

	(Rs. in Lakhs)			
	As at 31 st March, 2023		As at 31 st March, 2022	
	Carrying Amount	Level of input used in Level 1, 2, 3	Carrying Amount	Level of input used in Level 1, 2, 3
Financial Assets				
At Amortised Cost				
Trade receivables	-	4708.77	5,010.64	-
Cash and cash equivalents	-	526.98	195.26	-
Bank balances other than cash and cash equivalent	-	60.94	165.19	-
Loans and advances	-	1777.90	2678.84	-
Other financial assets	-	-	-	-
At FVTPL	-	-	-	-

The carrying amounts of trade receivables, cash and cash equivalents and other bank balances, loans and advances, other financial assets and other current assets are considered to approximate their fair values due to their short term nature.



(Rs. in Lakhs)

	As at 31 st March, 2023		As at 31 st March, 2022	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
Financial liabilities				
At Amortised Cost				
Borrowings	-	21,960.22	22,745.63	-
Trade Payables	-	9144.78	8,984.90	-
Other financial liabilities	-	4133.06	3,928.26	-
Other current liabilities	-	5275.66	5,818.18	-
At FVTPL	-	-	-	-

The carrying amounts of borrowings, trade payables, other financial liabilities and other current liabilities are considered to approximate their fair values due to their short term nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

58. Financial risk management objectives and policies:

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

(ii) Foreign currency risk:

The Company is exposed to foreign currency risk arising mainly on borrowing, export of finished goods and import of raw material. Foreign currency exposures are managed within approved policy parameters utilising forward contracts.

Foreign currency exposure that are not hedged by forward contracts as at 31st March, 2023.

Particulars	Amount (USD) 2022-23	Amount (USD) 2021-22
1. Term Loan	-	-
2. Debtors	60,41,779.62	37,18,183.06
3. Other Payables	844817.57	557,704.68
4. Other Receivables	15765488.29*	15765488.29*

*Full provision for doubtful advance has been made against this amount


(B) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

(C) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.:

The table below analyse the company's financial liabilities into relevant maturities based on their contractual maturities for:

Particulars	Rs. In Lakhs				
	As at 31st March, 2023	Less than 1 year	1-2years	2-5years	Above 5 Years
Borrowings	21960.22	6.90	314.16	455.73	21183.43
Trade Payables	9144.78	6740.32	247.02	2157.43	-
Other financial liabilities	4133.06	204.79	939.77	2115.71	872.79

Particulars	Rs. In Lakhs				
	As at 31st March, 2022	Less than 1 year	1-2years	2-5years	Above 5 Years
Borrowings	22,745.63	459.01	-	2,578.19	19708.43
Trade Payables	8,984.90	6,813.59	50.94	2,120.37	-
Other financial liabilities	3,928.26	495.39	2,152.16	407.93	872.79

59. Capital Management:

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt mainly comprises of borrowings from banks, financial institutions and Unsecured Loans. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars	Rs. In Lakhs	
	31 st March, 2023	31 st March, 2022
(i) Total equity	(25,612.31)	(24,192.40)
(ii) Total debt	21,960.22	22,745.63
(iii) Overall financing (i+ii)	(3,652.09)	(1,446.77)
(iv) Gearing ratio (ii/iii)	(6.01)	(15.72)



60. Corporate social responsibility:

- (A) (A) The provisions stipulated under section 135 of the Companies Act 2013 are not applicable to the company for the year as there has been no profits for the last three years, negative net worth, and the turnover is below the limit specified
- (B) No expenditure has been paid to a related party, in relation to CSR expenditure as per Ind-AS 24, Related Party Disclosures.

61. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 02, 2006, certain disclosures are required to be made relating to MSME. On the basis of the information and records available with the company, the following disclosures are made for the amount due to Micro and Small Enterprises.

Rs. In Lakhs

	Asat 31 st March, 2023	Asat 31 st March 2022
(i) Principal amount due to any supplier as at the year end	-	-
(ii) Interest due on the principal amount unpaid at the year end to any supplier	-	-
(iii) Amount of Interest paid by the company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
(iv) Payment made to the enterprises beyond appointed date under section 16 of MSMED	-	-
(v) Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED.	-	-
(vi) Amount of Interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	-	-

62. i Disclosure of Transactions with struck off Companies –

The Company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

ii The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

iii The Company has not been declared as a willful defaulter in current year but in earlier years the company has been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.

iv The Company do not have any cases where quarterly returns or statements of current assets filed by the Company with banks or financial institutions are not in agreement with the books of accounts.

v The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

vi The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year



vii The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
- b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

viii The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

ix The Company does not have transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

x The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017"

63. Previous year figures have been regrouped/ reclassified to conform presentation as per Ind AS as required by Schedule III of the Act.

The accompanying notes are an integral part of these financial statements.

As Per Our Attached Report of Even Date
For CKS P AND CO LLP
Chartered Accountants

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN-L29220MH1960PLC011773

Firm Registration No.: 131228W/W100044

Debmalya Maitra
Partner
Membership No: 053897

Purushottam Sonavane
Director
DIN.08405653

Minal Pote
Whole time Director
DIN.07163539

Place: Mumbai
Date: 29th May, 2023

B. Girvanesh
Chief Financial Officer

Sonal Solanki
Company Secretary



Form AOC-1

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

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

PART "A" :

Subsidiaries (Information in respect of each subsidiary to be presented with amounts in `)

Sl. No.	Name of the Subsidiary:	Zenith Middle East FZ-LLC
1	Reporting period for the subsidiary concerned, if deferent from the holding company's reporting period	31 st March 2023
	Reporting currency and Exchange rate as on the date of the relevent Financial year in the case of foreign subsidiaries	AED
	Share Capital	AED2216670
	Reserves & Surplus	AED(2216670)
	Total Assets	-
	Total Liabilities	-
	Investments	-
	Turnover	-
	Profit /(Loss) beforeTaxation	-
	Provision forTaxation	-
	Profit /(Loss) afterTaxation	-
	Proposed Dividend	-
	% of shareholding	100%

Sl. No.	Name of the Subsidiary:	Zenith (USA) Inc.
2	Reporting period for the subsidiary concerned, if deferent from the holding company's reporting period	31 st December 2022
	Reporting currency and Exchange rate as on the date of the relevent Financial year in the case of foreign subsidiaries	USD
	Share Capital	USD30000
	Reserves & Surplus	USD (7,67,082.83)
	Total Assets	USD 4,28,682.37
	Total Liabilities	USD 4,28,682.37
	Investments	-
	Turnover	USD 13,34,853.87
	Profit before Taxation	USD (18,65,512.12)
	Provision forTaxation	-
	Profit after Taxation	USD (18,65,512.12)
	Proposed Dividend	-
	% of shareholding	100%



Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations.
2. Names of subsidiaries which have been liquidated or sold during the year.

Part B Associates and Joint Ventures

Statement Pursuant to section 129(3) of the Company 2013 related to associate and joint ventures. The Company does not have any associates and joint ventures.

The accompanying notes are an integral part of these financial statements.

As Per Our Attached Report of Even Date
For CKS P AND CO LLP
Chartered Accountants

For and on behalf of Board of Directors of
Zenith Steel Pipes & Industries Limited
CIN-L29220MH1960PLC011773

Firm Registration No.: 131228W/W100044

Debmalya Maitra
Partner
Membership No: 053897

Place: Mumbai
Date: 29th May, 2023

Purushottam Sonavane
Director
DIN.08405653

B.Girvanesh
Chief Financial Officer

Minal Pote
Whole time Director
DIN.07163539

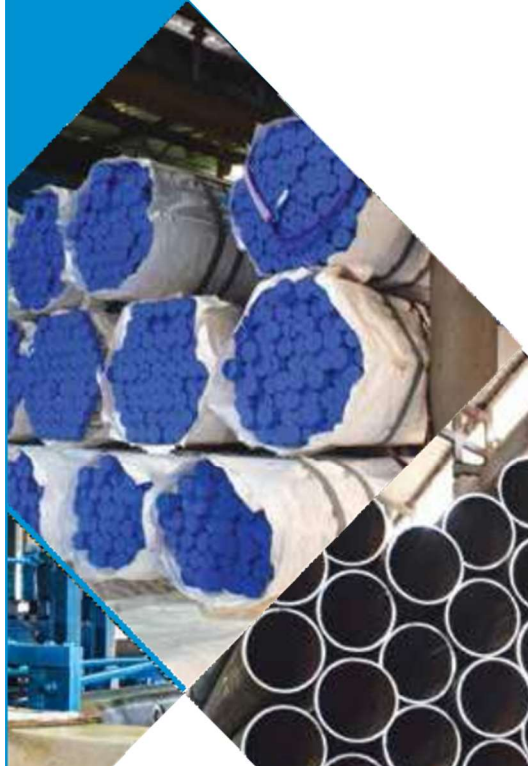
Sonal Solanki
Company Secretary



WHY

ZSPIL

- ◆ Imported machinery from M/S Mannesmann A.G. Germany
- ◆ Producer of a wide range of quality products: ERW Black & G.I. pipes and Spiral Pipes along with types of coatings for various kinds of critical & non critical applications
- ◆ Awarded with various Export Excellency Awards (awards)
- ◆ Single Largest exporter of galvanized pipes to US from India
- ▣ Capability to plan & execute large sized orders for client specific Requirements (e.g. executed the single largest order to supply 16,000 MTERW pipes for Saudi-Iraq Border)
- ◆ Global supplier of ERW pipes to more than 83 countries for various prestigious projects
- ◆ Extensive dealer network across India
- ◆ Provides value for money
- ◆ Reliable source of quality pipes
- ◆ Trusted brand for more than 50 years in the global market



BEST MATERIALS

Reliable Source of quality Pipes.

PROFESSIONAL STANDARDS

Work with us involves a carefully planned series of steps, centered around a schedule to stick to and daily communication.

PIONEERS IN THE MANUFACTURE OF ERW PIPES IN INDIA

Established in 1960, commenced commercial production in 1962. The first in India to produce ERW pipes.





WE HAVE EXECUTED SEVERAL DOMESTIC & INTERNATIONAL PRESTIGIOUS PROJECTS, TO NAME A FEW:

1. Barricade Fencing Project at White House, Washington, USA.
2. Saudi-Iraq Border Fencing Project 16100 Metric tons
3. Kuwait-Iraq Border Fencing Project 2500 MT
4. Burj Dubai Development – The Resident Phase – I,II & III
5. World Trade Centre, Dubai
6. Emirates Aviation College Extension Deira, Dubai.
7. Supplied Black & Galvanized Pipes for Burj Khalifa Tower Project, Dubai.
8. D.Y. Patil Stadium, Nerul, Mumbai, India.
9. Magarpatta, Pune, India.
10. Irrigation & Public Health Department, Himachal Pradesh, India 12650 Metric Tons.
11. L&T for Transmission of water in Tamilnadu, India TWAD 26000 M Tons.

EXPORT EXCELLENCE AWARDS



If Undelivered, Please return to
ZENITH STEEL PIPES & INDUSTRIES LIMITED
(formerly known as Zenith Birla (India) Limited)

Industry House, 5th Floor, 159, Churchgate Reclamation Mumbai -400 020,
CIN : L29220MH1960PLC011773 Tel.: 022 22026340 ♦ Fax: +91 22 2204 7385
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