



Date: September 07, 2026

To, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code: 531845	To, National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai-400051 Symbol: ZENITHSTL
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Subject: Notice convening 64th Annual General Meeting along with the Annual Report for the financial year 2025-26.

Dear Sir/Madam,

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 64th Annual General Meeting of the Company scheduled to be held on Wednesday, 30th September, 2026 at 03.00 p.m. at through VC/other Audio Visual Means; and
2. The Annual Report of the Company for the financial year 2025-26.

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

Thanking You.

Yours faithfully,

**For and behalf of Board of Director of
Zenith Steel Pipes & Industries Ltd**

MINAL
UMESH
POTE

Digitally signed
by MINAL
UMESH POTE

**Minal Umesh Pote
Whole time Director
DIN: 07163539**

ZENITH STEEL PIPES & INDUSTRIES LIMITED

Corp. Off.: Dalamat 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



Zenith Steel Pipes & Industries Limited

(Formerly known as Zenith Birla (India) Limited)

Annual Report 2025-26



ABOUT ZSPIL

OVER 63 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 B52 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 HOLLOW SECTIONS
- ◆ HSAW PIPES

STANDARDS

AMERICAN	ASTM A 53 (Sch40 to Sch 40), A500, A135, A795, A513 etc. In Gr A & B
EUROPEAN	EN10255, EN39, EN10217 & EN10219
GERMAN	DIN 2449, 2440, 2441(Galvanizing to 2444), 2393, 2394 etc.
BRITISH	BS 1387, BS Extra Light (ISO Light)etc.
AUSTRALIAN	AS1163 & AS1074
JAPANESE	JIS G3442, G3444, G3466, G3472
INDIAN	IS1239, 1161, 3589, 3601 & 9295



ZENITH STEEL PIPES & INDUSTRIES LIMITED

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

CONTENTS

Corporate Information	2
Notice of Annual General Meeting	4
Directors' Report & Annexure.....	19
Management Discussion & Analysis Report	31
Report on Corporate Governance.....	36
STANDALONE FINANCIAL STATEMENTS	
Auditor's Report.....	64
Balance Sheet.....	83
Statement of Profit & Loss.....	84
Cash Flow Statement.....	85
Notes to the Financial Statements	87
CONSOLIDATED FINANCIAL STATEMENTS	
Auditor's Report.....	114
Balance Sheet	128
Statement of Profit & Loss	129
Cash Flow Statement.....	130
Notes to the Financial Statements	132



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Minal Pote	~	Whole-time director
Mrs. Sadhana Patil	~	Non-Executive Independent Director
Mr. Purushottam Sonavane	~	Non-Executive Non Independent Director
Mr. Pramod Bhosale	~	Non-Executive Non Independent Director
Ms. Bhavika Sharma	~	Non-Executive Independent Director (upto 24 th August, 2026)
Mr. Ganesh Ramesh Mahendrakar	~	Non-Executive Independent Director
Mrs. Aradhana Nayak	~	Non-Executive Independent Director (w.e.f. 24 th August, 2026)

CHIEF FINANCIAL OFFICER

Mr. Girvanesh Balasubramanan

COMPANY SECRETARY

Mr. Prakhar Agarwal (Resigned w.e.f. 06th Feb. 2026)
Mr. Uday Anant Sawant (Appointed w.e.f. 10th Feb. 2026)

AUDIT COMMITTEE

Mrs. Sadhana Avinash Patil	~	Chairperson
Mr. Ganesh Ramesh Mahendrakar	~	Member
Mr. Purushottam D Sonavane	~	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ganesh Ramesh Mahendrakar	~	Chairman
Mrs. Sadhana Avinash Patil	~	Member
Mr. Purushottam D Sonavane	~	Member

STAKEHOLDERS RELATIONSHIP & GRIEVANCE COMMITTEE

Mr. Purushottam D Sonavane	~	Chairman
Mrs. Sadhana Avinash Patil	~	Member
Mr. Ganesh Ramesh Mahendrakar	~	Member

AUDITORS

M/S. D E V A M & ASSOCIATES LLP
Chartered Accountants



BANKERS

State Bank of India

(Loan assigned to Invent Assets Securitization And Reconstruction Private Limited After that Assigned to India SME Asset Reconstruction Company Limited)

Axis Bank

WORKS

- Khopoli Unit, Tal. Khopoli-410203, Dist. Raigad, Maharashtra
- Murbad Unit, Survey (Gut) No. 440/441 Village Nhave, Taluka Murbad, Dist. Thane,
- Tarapur Unit, G-38/39, Tarapur Industrial Area, Tarapur-401506, Dist.-Palghar
- Trichy Unit, SH No.71, Survey No. 782, Village: Kalugar, Thogainmalai, Taluka: Kulithalai-639120, Dist. Karur-, 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

REGISTRAR AND SHARE TRANSFER AGENTS

BIGSHARE SERVICES PVT. LTD

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol,

Andheri (E), Mumbai-400059, Maharashtra

P: +9102262638204, Fax: 022-28475207

Email: vinod@bigshareonline.com



NOTICE

Zenith Steel Pipes & Industries Limited

5th Floor, 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 64TH ANNUAL GENERAL MEETING OF ZENITH STEEL PIPES & INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 03:00 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'), 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, 2026, 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, 2026, together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Purushottam Digambar Sonavane (DIN: 08405653), Director who retire by rotation and being eligible offers herself 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, 2026.

4. Appointment of M/s. Pimple & Associates (CP No. 21773) as a Secretarial Auditor for 5 years from Financial Year 2026-27 to 2030-31.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 including any amendments thereto for the time being in force, M/s. Pimple & Associates, Practicing Company Secretaries (CP No. 21773) be and is hereby appointed as the Secretarial Auditor of the Company to conduct auditing of the secretarial and related records of the company and to furnish Secretarial Audit Report for five consecutive years from the Financial year 2026-27



to 2030-31 at a remuneration as may be mutually agreed between the Secretarial Auditor and the Board of Directors of the Company.”

“RESOLVED FURTHER THAT anyone Director or Company Secretary of the Company, be and is hereby authorised to provide necessary assistance for conducting the aforesaid audit.”

“RESOLVED FURTHER THAT anyone Director or Company Secretary of the Company of the Company, be and is hereby severally authorised to do all acts, deeds and matters and such other things as may be necessary or expedient to implement this resolution.”

5. Regularization of Additional Director (Non-Executive & Independent) Mrs. Aradhana Nayak (DIN: 08536989) as a Director of the company

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Board be and is hereby accorded, to appoint Mrs. Aradhana Nayak as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 24th August, 2026 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, to regularize as an Independent Director to hold office for a term upto 5 consecutive years from conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required”.

6. To approve for Material Related Party Transaction:

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

“RESOLVED THAT pursuant to Regulations 2(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee, approval of the Members, be and is hereby accorded to confirm and ratify any existing transaction(s), and/ or to enter into fresh material related party transaction(s) for giving or availing Loans, by way of contract(s)/ arrangement(s) entered into or proposed to be entered into between the Related Parties as mentioned in the below appended table, whether as an individual transaction or series of transactions, during the period commencing from ensuing 64th Annual General Meeting upto the 65th Annual General Meeting to be held in the calendar year 2027, on such terms and conditions as are/ may be agreed between the parties as per details set out in the explanatory statement, provided that such transactions, contracts or arrangements are carried out at arm’s length basis and in the ordinary course of business:



Sr. No	Name of the Parties	Relationship	Max Amount (in Crore)	Nature of the proposed Transaction	Nature of Business
1.	ZENITH USA INC	Wholly Owned Subsidiary	30	Sale of goods or services	Ordinary Course of Business
2.	BIRLA PRECISION TECHNOLOGIES LIMITED	Group Company	60	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
3.	BIRLA BOMBAY PRIVATE LIMITED	Group Company	50	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business

RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

SD/-

MINAL UMESH POTE

Wholetime Director

Place: Mumbai

Date: September 07, 2026

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



NOTES:

1. If Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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.
4. 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.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the EGM/AGM will be provided by NSDL.
6. 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.bseindia.com and 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.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

The remote e-voting period begins on **27th, September, 2026, at 09:00 A.M. and ends on 29th, September, 2026 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, 2026** 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, 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 3. 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. 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	5. 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. 6. 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. 7. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 8. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.



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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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

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.
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.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***
5. Password details for shareholders other than Individual shareholders are given below: a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote. b) 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. c) How to retrieve your 'initial password'? (i) 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'. (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered. 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) 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. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. 8. Now, you will have to click on "Login" button. 9. 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 csrohinipimple@gmail.com with a copy marked to evoting@nsdl.com. 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.: 022 - 4886 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

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 (Company email id).
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 (Company email id). 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.com 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 MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at share@zenithsteelpipes.com. The same will be replied by the company suitably.



6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at share@zenithsteelpipes.com from Wednesday, September 09, 2026 (9:00 a.m. IST) to Wednesday, September 16, 2026 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

SD/-

MINAL UMESH POTE

Wholetime Director

Mumbai, September 07, 2026

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, 2026 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. Appointment of M/S. Pimple & Associates & Associates as a Secretarial Auditor (CP No: 21773) for Five Years from the Fy 2026-27 To 2030-31:

The Board of Directors of has proposed the appointment of M/s. Pimple & Associates, (CP No: 21773) Practicing Company Secretaries, as Secretarial Auditors of the Company for a period of five years, commencing from Financial Year 2026-27 to Financial Year 2030-31.

M/s. Pimple & Associates have given their consent to act as Secretarial Auditors and have confirmed that they meet the eligibility criteria specified under the Companies Act, 2013 and rules made thereunder.

The Board believes that M/s. Pimple & Associates possess the necessary expertise and experience to conduct the secretarial audit of the Company, and their appointment will ensure compliance with applicable laws and regulations.

The Board recommends the resolution for the appointment of M/s. Pimple & Associates as Secretarial Auditors for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No. 5. Regularization of Additional Director (Non-Executive Independent Director), Mrs. Aradhana Nayak (DIN: 08536989) (Non-Executive Independent Director) as Director of the company.

Mrs. Aradhana Nayak (DIN: 08536989), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 24th August, 2026, with effect from such Board meeting. In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013,



Mrs. Aradhana Nayak shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be regularized as an Independent Director for a term up to five years. A brief profile of Mrs. Aradhana Nayak, including nature of her expertise, is provided as Annexure-I of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mrs. Aradhana Nayak (DIN: 08536989) from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this AGM. The Company has also received a declaration from Mrs. Aradhana Nayak declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Mrs. Aradhana Nayak, are concerned or interested, financially or otherwise, in the resolution.

Item No. 6. To approve for Material Related Party Transaction:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into agreement within the thresholds and conditions mentioned in the resolution.

The transaction amount involved in the Related Party Transaction as mention in the resolution exceeds the threshold of 10% of the annual turnover, as per the last audited financial statements of the listed entity. Accordingly, the matter is placed before the shareholders of the Company for approval through Resolution No. 06.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 07th September, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting



that such transaction shall be on arms' length basis.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 06.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 06 as set out in this Notice.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 06 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item Nos. 06 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/ PoD2/CIR/P/0155 dated 11th November, 2024

ANNEXURE-I

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT OF A NEW DIRECTOR OR RE-APPOINTMENT AT THE 64TH ANNUAL GENERAL MEETING

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

Name of the Director	Purushottam Digambar Sonavane	Aradhana Nayak
DIN	08405653	08536989
Date of Birth	08.04.1966	06.04.1994
Date of first Appointment On the Board	29.03.2019	24.08.2026
Other Directorships (Listed/Public Companies)	Nil	Nil
Membership/Chairmanship in the committees of other Listed Companies	Nil	Nil
Education Qualification	Diploma in electronic engineering	Diploma in Electronics and Telecommunication Engineering
Brief Resume of the Director including nature of expertise in specific function areas and their experience etc.	Mr. Purushottam D Sonavane is having 15 years' experience in Design new ways to use electrical power to develop or improve products, perform detailed calculations to develop	Mrs. Aradhana Nayak has experience in technical and analytical fields, with expertise in electronics and telecommunication systems. Her academic background and



	manufacturing, construction, and installation standards and specifications, work with project managers on production efforts to ensure that projects. Also having experience in electrical drawings, planning of projects, erection & maintenance	technical expertise provide her with strong analytical and problem-solving capabilities relevant to the operations and business environment of the Company. Her professional experience and technical knowledge are expected to contribute meaningfully to the deliberations of the Board and the overall governance and growth of the Company.
Number of Shares held in the Company:	Nil	Nil
Relationships between Directors inter-se	No other Directors are related to her	No other Directors are related to her
Details of remuneration sought to be paid	Nil	Nil

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

SD/-

MINAL UMESH POTE
Wholetime Director
Mumbai, September 07, 2026

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



DIRECTORS' REPORT

To the Members,

Our directors have pleasure in presenting the 64th Annual Report and the Company's audited financial statements for the financial year ended March 31, 2026.

1. FINANCIAL RESULTS:

(in Lakhs)

PARTICULARS	CONSOLIDATED		STANDALONE	
	YEAR ENDED	YEAR ENDED	YEAR ENDED	YEAR ENDED
	31-03-2026	31-03-2025	31-03-2026	31-03-2025
Revenue from operation	5337.61	11,909.25	4997.31	11,909.25
Other Income	2379.28	1,016.26	2379.28	1,016.26
Total Income	7761.89	12,925.51	7376.59	12,925.51
PBDIT	754.43	491.25	627.22	491.25
Less : Interest & Finance Expenses	248.02	248.02	248.02	248.02
PBDT	506.41	243.23	379.20	243.23
Depreciation	192.19	195.30	192.19	195.30
PBT	314.22	47.93	187.01	47.93
Exceptional items	131.07	-	131.07	-
Less: Current tax	-	-	-	-
Earlier Year's Tax	-	-	-	-
Deferred Tax Liability	-	-	-	-
Profit/(Loss) after tax (PAT) From continuing operations	445.29	47.93	318.08	47.93
Profit/(Loss) from discontinuing Operations	(6.99)	(25.42)	(6.99)	(25.42)
Tax expense of discontinuing operations	-	-	-	-
Profit/(loss) after tax (PAT) from Discontinuing operations	438.30	22.51	311.09	(25.42)
Other Comprehensive Income	(10.74)	(20.97)	(0.75)	(4.63)
Net Profit/Loss for the year	427.56	1.54	310.34	17.88
Profit/Loss transferred to Reserve	427.56	1.54	310.34	17.88

2. OPERATING AND FINANCIAL PERFORMANCE:

The revenue from operations for the year has been Rs. 4997.31 Lakh as against Rs. 11,909.25 Lakh in the previous year. The Net Profit of our Company, for the year amounted to Rs. 310.34 lakhs as against profit of Rs. 17.88 lakhs during the previous financial year.

3. DIVIDEND:

Our directors have not recommended dividend for the year ended March 31, 2026.



4. EXPORT PERFORMANCE:

Exports turnover increased to Rs. 2138.26 Lakh for the year ended 31st March, 2026 as compared to Rs. 1956.37 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. Meanwhile 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, 2026.

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, 2026 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, 2026, 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. 73 of the Companies Act, 2013

The Company has outstanding deposits accepted u/s 73 of the Companies Act, 2013 and Rules made thereunder under Companies (Acceptance of Deposits) Rules, 2014. Accordingly, the details relating to deposits covered under the Companies Act, 2013 are given below:

1.	Deposits Accepted during the year	NIL	
2.	Deposits remained unpaid or unclaimed as at end of the year	2152.61	
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	2154.96	4605.01
	ii. Maximum during the year	2154.96	4844.62
	III. At the end of the year	2152.61	4844.62
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, 2026 and the Loss of the Company for the financial year ended 31st March, 2026.

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

M/s. D E V A M & Associates LLP, Chartered Accountants, Mumbai, (FRN: 139355W/W100925) will be appointed as Statutory Auditors of the Company in this Annual General Meeting (AGM) for five consecutive years until the conclusion of the 68th AGM of the Company They fulfill the eligibility criteria and their appointment will be in pursuance with the provisions of the companies act, 2013 and rules made thereunder.

b) Internal Auditors:

The Company has appointed M/s. Bookkeeping 360 as its Internal Auditor 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. 2026-27 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 Pimple & Associates, Practicing Company Secretary (CP No. 21773) is attached here with as an '**Annexure C**' to this Report.

Appointment of M/s. Pimple & Associates, Practicing Company Secretary, (CP No.: 21773) as the Secretarial Auditor of the Company for a period of five consecutive financial years, commencing from April 1, 2026, subject to approval of Shareholders of the Company in the ensuing Annual General Meeting.

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	With reference to Note No.35 of the Standalone Financial Statement, the Company has not complied with the provisions of Section 74 and other applicable provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 with respect to the, (a) Non-repayment of public deposits and the interest thereon on the respective due dates, (b) Non-maintenance of prescribed liquid assets to the extent required under the said Rules, and (c) Non-compliance with the orders passed by the Company Law Board (CLB) in connection with the above matters. our opinion, these constitute a material non-compliance with the provisions of the Act and may result in regulatory implications for the Company. Had the Company complied with the aforesaid provisions, the reported liabilities, interest obligations, and disclosures in the Standalone Financial Statements would have been different.	The company has taken action on priority to clear the dues of deposit holders who are 'incapacitated and to comply with the orders of existing authorities. For the rest, the company has already started the process of settling their dues through sale proceeds of the assets sold by MPID court of the other Company who has given NOC for using the amount towards repayment of the Fixed Deposits of the Zenith Birla (India) Limited and during the year the Company has paid Rs.4.25 lakhs to deposit holder with interest and balance will try to complete it in subsequent financial years
2	With reference to Note No. 43 of the Standalone Financial Statement, balances relating to Trade Payables, Trade Receivables, Loans, Advances, Deposits, Intergroup balances, Current Liabilities, Borrowings from others, etc., are subject to reconciliation and confirmation. The management has not sent direct balance confirmations to the respective parties, citing pending reconciliations. In the absence of such confirmations and reconciliations, we are unable to obtain sufficient appropriate audit evidence to verify the accuracy, completeness, and recoverability/payability of these balances as at the reporting date. Consequently, we are unable to determine whether any adjustments are required in respect of the stated balances in the accompanying Standalone Financial Statements.	Reconciliation of balances of Trade Payables, Trade Receivables, Loans & Advances, Deposits, Borrowings to Others and other parties are an ongoing basis and the figures would be ascertained only when the reconciliations are finalised. Hence at this stage, impact of the same is not ascertainable. Company ensures to pay all MSME's within the stipulated credit period except in case of parties where there are certain claims/legal issues. Company is of the view that interest on such outstanding being disputed is not payable and hence not determined on such outstanding.
3	With reference to Note No.50 to the Standalone Financial Statement, the Company has made a provision of Rs. 41.07 lakhs in respect of certain current bank accounts which are non-operating and have been frozen by regulatory authorities. In the absence of relevant bank statements and year-end balance confirmations for these accounts, we were unable to obtain sufficient appropriate audit evidence to verify the completeness and accuracy of the balances reported in respect of these accounts. Accordingly, we are unable to determine whether any adjustments may be required to the carrying amount of these balances and the related impact, if any, on the	The Company has made full provision to the extent it is on knowledge of the same and do not except any further provision to be made and will ensure to make provision if it comes to its knowledge



	Standalone Financial Statement for the year ended 31 March 2026.	
4.	We draw attention to Note No.47 to the Standalone Financial Statement, which states that the Company has incurred significant accumulated losses exceeding its share capital and reserves, and its net worth has been fully eroded as at 31 March 2026. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the Standalone Financial Statement have been prepared on a going concern basis based on the reasons stated by the management in the said note. In our opinion, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the Standalone Financial Statements is not adequately supported.	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	We draw attention to Note No.49 to the Standalone Financial Statement, which states that the Company has valued its inventories at Rs.594.51 lakhs as at 31 March 2026 using the weighted average cost method. However, we were not provided with adequate information and necessary supporting documentation to verify the basis of valuation, including evidence supporting the quantities, condition, and cost allocation of inventories. Accordingly, we are unable to determine whether any adjustments are necessary in respect of the carrying amount of inventories stated in the Standalone Financial Statements. The consequent impact, if any, on the profit/loss and financial position for the year ended 31 March 2026 is also not ascertainable. We conducted our audit in accordance with the Standards on Auditing (SA's) specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Our responsibilities under those SA's are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements for the year ended 31 March 2026 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical	Currently the Company is calculating the inventory value based on variable cost incurred for the quarter and work in progress is based on work completed. Accordingly, valuation of inventories has been arrived and according to the management they represent a fair value.



	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 qualified opinion on the Standalone Financial Statements.	
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(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 not complied with the provision of section 74 of the Companies Act, 2013 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.	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 during the year the Company has paid Rs.4.25 lakhs and will complete it before the end of Financial Year 2026-27.
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



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 Hon'ble 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 delayed filed scrutinizer report and voting result of AGM for FY 2024-25 with the stock exchanges as per Regulation 44(3) of SEBI (LODR), 2015.	The Company will take all the necessary steps to comply.
6.	The company has delayed filed with the stock exchanges advertisement in newspaper for financial results for the quarter ended 30.09.2024 as per Regulation 47 of SEBI (LODR), 2015.	The Company will take all the necessary steps to comply.

19. NUMBER OF MEETINGS OF THE BOARD:

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

20. BOARD 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

a. 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.

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

The Company had 6 (Six) times Board Meetings during the financial year on, 29/05/2025, 13/08/2025, 08/09/2025, 14/11/2025, 10/02/2026 and 27/03/2026 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 endeavoring 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 2025-26 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.	NIL
Prakhar Agarwal (Resigned W.E.F. 06.02.2026)	Company Secretary	NIL
Uday Anant Sawant (Appointed W.E.F. 10.02.2026)	Company Secretary	NIL

c. The percentage increase in the median remuneration of employees in the financial year: NIL

d. The number of permanent employees on the rolls of company: 111

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 more than Rs. 35 Lakhs p.a. or Rs. 2.92 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, 2026 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 of
Zenith Steel Pipes & Industries Limited

SD/-

MINAL UMESH POTE
Wholetime Director
Mumbai, September 07, 2026

Registered Office:
5thFloor, Industry House, 159,
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CIN: L29220MH1960PLC011773
E-mail: zenith@zenithsteelpipes.com;
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Annexure-A

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:

The Indian economy demonstrated resilience during FY 2025-26 despite a complex global environment marked by geopolitical tensions, trade-related uncertainties and volatility in commodity prices. As per the provisional estimates available after the close of FY 2025-26, real GDP growth for the year was placed at around 7.7%, reflecting continued strength in domestic economic activity. Growth was supported by domestic consumption, services activity and continued public investment, while the external environment remained comparatively challenging.

The construction and infrastructure sectors continued to be important contributors to economic activity. During FY 2025-26, construction activity witnessed a relatively moderate pace in certain segments owing to slower awarding and execution of road projects and the impact of an early and extended monsoon. Nevertheless, the sector continued to benefit from government infrastructure spending and a healthy order-book position. The construction sector is expected to recover progressively during FY 2026-27, supported by improved execution and budgetary allocations. The manufacturing and industrial sectors continued to benefit from domestic demand, infrastructure investment and the Government's focus on strengthening domestic manufacturing capabilities. At the same time, businesses remained exposed to fluctuations in input costs, global trade flows and imported competition. These factors continue to require disciplined cost management and efficient working-capital management.

For the Company, the broader economic environment presents opportunities arising from infrastructure development, urbanization, transportation, oil and gas, construction and other steel-consuming sectors. The Company remains focused on improving operational efficiency and responding to market opportunities while maintaining prudent financial and working-capital management.

(b) Industry Structure & Developments:

Structural steel and steel pipes are important components of modern infrastructure and industrial development. Steel pipes find applications across construction, infrastructure, oil and gas, water transmission, engineering, automotive, mining and other industrial activities. Demand is closely linked with infrastructure spending, industrial production, replacement of ageing pipelines and development of urban and industrial projects.

During FY 2025-26, the domestic steel industry experienced healthy underlying demand, although operating conditions remained challenging due to fluctuations in steel prices, elevated raw-material costs, excess global supply and competitive pressure from imports. Industry estimates indicate that domestic steel demand growth remained around 7.5%–7.6% during FY 2025-26. Domestic steel prices were volatile during the year, with prices declining during parts of the year amid supply overhang before recovering towards the end of FY 2025-26.

The steel pipe industry continues to benefit from the long-term requirement for durable and reliable pipeline infrastructure. Demand from oil and gas, water infrastructure, construction and industrial applications remains an important growth driver. Government spending on roads, railways, ports, urban infrastructure and other capital-intensive projects is expected to support



steel consumption over the medium term.

However, the industry remains exposed to raw-material price volatility, imported steel, global oversupply, foreign exchange movements and changes in trade policy. The Company continues to monitor these developments and evaluate its production, sourcing and pricing strategies accordingly.

(c) Opportunities & Threats:

The Company's principal opportunities arise from the continued development of infrastructure, construction, oil and gas, transportation, water supply and industrial projects in India. Growing requirements for pipelines and structural steel, replacement of ageing infrastructure and public investment in infrastructure are expected to support long-term demand for steel products.

The Company also sees opportunities in improving capacity utilisation, strengthening customer relationships, optimizing product mix, improving operational efficiencies and exercising greater discipline over working capital. The expected improvement in construction and infrastructure activity during FY 2026-27 may provide a supportive environment for steel-consuming industries.

The principal threats include volatility in steel and other raw-material prices, competition from domestic and imported products, global steel oversupply, fluctuations in demand, higher logistics costs, foreign exchange movements, changes in government policies and trade measures, and geopolitical developments. Substitution by alternative materials in certain applications may also affect demand. The Company seeks to mitigate these risks through cost control, efficient sourcing, customer diversification and continuous monitoring of market conditions.

d) Segment-wise or Product-wise Performance:

The Company operates in a single reportable segment, namely Pipes. Accordingly, separate segment-wise performance analysis is not applicable for the standalone financial statements.

e) Outlook:

The outlook for FY 2026-27 remains cautiously optimistic. India's economic growth is expected to remain resilient, supported by domestic demand, infrastructure spending and continued investment in productive capacity. The construction sector is expected to witness a gradual recovery, with industry estimates indicating revenue growth of approximately 6%–8% in FY 2026-27.

Steel demand is also expected to strengthen, with industry estimates indicating growth of approximately 9%–10% in FY 2026-27, supported by higher government capital expenditure in roads, railways and other infrastructure-intensive sectors. At the same time, elevated coking coal and iron ore costs and volatility in steel prices remain key monitorable factors.

Against this backdrop, the Company will continue to focus on improving capacity utilisation, enhancing operational efficiency, strengthening working-capital management, controlling costs and improving profitability. Management remains committed to pursuing sustainable business opportunities while maintaining appropriate risk management and financial discipline.

f) Risks & Concerns:

The Company's operations are exposed to various business, financial, operational and external risks. The major risks and the broad approach towards their mitigation are set out below:



- **Raw Material and Steel Price Risk:** Volatility in steel, scrap and other input prices can affect margins. The Company monitors market prices and seeks to optimise procurement and pricing decisions.
- **Demand Risk:** Demand for steel pipes is influenced by infrastructure, construction, oil and gas and industrial activity. Any slowdown in these sectors may affect sales and capacity utilisation.
- **Import and Competition Risk:** Increased imports and competitive pricing may put pressure on domestic realisations. The Company monitors domestic and international market developments and adapts its commercial strategy accordingly.
- **Working Capital and Liquidity Risk:** The Company's financial performance is sensitive to the availability and efficient deployment of working capital. Management continues to focus on receivable collection, inventory management and optimisation of cash flows.
- **Geopolitical and Supply Chain Risk:** Global conflicts, trade restrictions, shipping disruptions and changes in commodity flows may affect availability and cost of materials. Alternate sourcing and continuous monitoring of supply conditions form part of the Company's risk-mitigation approach.
- **Regulatory Risk:** Changes in taxation, environmental requirements, trade policies, tariffs and other government regulations may affect operations and costs. The Company monitors applicable regulatory developments and takes necessary compliance measures.

g) Internal Control Systems and their adequacy:

The Company has an appropriate internal control framework designed to safeguard its assets, prevent and detect fraud and errors, ensure accuracy and completeness of accounting records, and support compliance with applicable laws and regulations. Internal controls are periodically reviewed for their adequacy and effectiveness.

The Company's internal audit and control processes focus on business operations, financial reporting, statutory compliances, asset protection and risk management. Significant observations and recommendations arising from internal audit and control reviews are placed before the Audit Committee / Board, as applicable, for review and appropriate action.

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

The standalone financial performance of the Company for FY 2025-26 reflects a significant reduction in revenue from operations, accompanied by a substantial improvement in profitability. Revenue from operations stood at Rs. 4,997.31 Lakhs as against Rs. 11,909.25 Lakhs in FY 2024-25, representing a decline of approximately 58.04%. Total income decreased from Rs. 12,925.51 Lakhs in FY 2024-25 to Rs. 7,376.59 Lakhs in FY 2025-26.

Other income increased substantially to Rs. 2,379.28 Lakhs in FY 2025-26 from Rs. 1,016.26 Lakhs in the previous year. Profit before exceptional items and tax increased to Rs. 187.01 Lakhs from Rs. 47.93 Lakhs in FY 2024-25. After considering exceptional items of Rs. 131.07 Lakhs, profit before tax stood at Rs. 318.07 Lakhs.

Profit for the year increased to Rs. 311.09 Lakhs as compared with Rs. 22.51 Lakhs in FY 2024-25. Total comprehensive income for the year stood at Rs. 310.34 Lakhs compared with Rs. 17.88 Lakhs in the previous year. Basic and diluted EPS for the period from continuing and discontinued



operations improved to Rs. 0.2186 per share from Rs. 0.0158 per share in FY 2024-25.

The Company's financial performance during FY 2025-26 should be viewed in the context of lower operating revenue and the corresponding changes in the scale of business, together with higher other income and improved profitability. Management continues to focus on improving the operating performance of the Company, strengthening liquidity and working-capital management, controlling costs and improving the sustainable contribution from core operations.

Key Financial Ratio

Particulars	2025-26	2024-25	Remarks / Reason for Variance
Current Ratio (In Times)	0.22	0.22	Decrease in the volume of business
Debt Equity Ratio (In Times)	(0.87)	(0.84)	Increase in debt position
Debt Coverage Ratio (In Times)	3.48	1.92	Increase in earnings available for debt service
Return on Equity Ratio (In %)	(1.25%)	(0.09%)	Improvement in profitability
Inventory Turnover Ratio (In Times)	1.64	1.76	Change in business volume and inventory movement
Trade Receivables Turnover Ratio (In Times)	0.24	2.19	Change in revenue and receivables position
Trade Payable Turnover Ratio (In Times)	0.18	1.27	Change in operating activity and trade payables
Net Capital Turnover Ratio (In Times)	(0.18)	(0.41)	Improvement in working-capital utilisation
Net Profit Ratio (In %)	6.21%	0.15%	Improvement in profitability, including contribution from other income
Return on Capital Employed (In %)	(1.45%)	(0.10%)	Change in profitability and capital employed

Detailed Explanation of Ratios:

Current Ratio: The Current Ratio measures the Company's ability to meet its short-term obligations. It is calculated by dividing current assets by current liabilities.

Debt Equity Ratio: The Debt Equity Ratio indicates the extent to which the Company's operations are financed through debt in relation to shareholders' equity. The negative ratio reflects the Company's negative net equity position.

Debt Coverage Ratio: The Debt Coverage Ratio measures the Company's ability to service its debt obligations from earnings available for debt service.

Return on Equity Ratio: Return on Equity measures the profitability generated in relation to shareholders' equity and is calculated using profit or loss after tax against average shareholders' equity.

Inventory Turnover Ratio: Inventory Turnover measures how efficiently inventory is utilised and replaced during the year. It is generally calculated with reference to cost of goods sold and average inventory.

Trade Receivables Turnover Ratio: Trade Receivables Turnover measures the efficiency with



which receivables are collected and converted into cash and is calculated with reference to revenue from operations and average trade receivables.

Trade Payable Turnover Ratio: Trade Payable Turnover indicates the rate at which amounts payable to suppliers and other trade creditors are settled in relation to the relevant operating expenditure.

Net Capital Turnover Ratio: Net Capital Turnover measures the efficiency of utilisation of working capital in generating revenue from operations.

Net Profit Ratio: Net Profit Ratio measures the percentage of profit generated from revenue from operations and is calculated by dividing net profit by revenue from operations.

Return on Capital Employed: Return on Capital Employed measures the profitability and efficiency with which the capital employed in the business is utilised.

i) Human Resources Development and Industrial Relations:

The Company recognises its employees as an important component of its business operations and remains focused on developing a capable and productive workforce. Appropriate processes are maintained for employee performance, productivity, training and grievance redressal.

The Company has mechanisms for addressing employee grievances and workplace concerns, including processes relating to prevention of sexual harassment at the workplace. The Company endeavours to maintain a fair, safe and professional working environment and to foster constructive industrial relations.

The Company had approximately 178 employees, including employees engaged on contract basis, as stated in the previous year's Management Discussion and Analysis. The factory at Khopoli has remained under lock-out since December 2013 and industrial relations have generally remained cordial at other locations. The current status should be read together with the Company's statutory and financial disclosures.

j) Cautionary Statement:

The Management Discussion and Analysis contains statements describing the Company's objectives, expectations, projections and forward-looking business plans. Such statements are based on management's current expectations and assumptions and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied in such forward-looking statements due to various factors, including economic conditions, demand and supply conditions, changes in steel and raw-material prices, competition, government policies and regulations, taxation, interest rates, geopolitical developments, availability of finance, changes in technology and other factors affecting the Company's operations.

The Company assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of future events, new information or otherwise, except as may be required under applicable laws and regulations.

**Annexure-B****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, 2026, the Board of Directors has 6 (six) members, out of which 3 (Three) 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 63 rd AGM
					Chairman	Members		
Sadhana Avinash Patil	Non-Executive - Independent Director	Nil	1	1	1	1	6	Yes



Purushottam D Sonavane	Non-Executive - Non Independent Director	Nil	1	0	1	1	6	Yes
Minal Umesh Pote	Executive Director	Nil	2	1	0	0	6	Yes
Pramod Shivaji Bhosale	Non-Executive - Non-Independent Director	Nil	1	1	0	1	6	Yes
Bhavika Sharma (upto 24.08.2026)	Non-Executive - Independent Director	Nil	2	2	0	0	6	Yes
Ganesh Mahendrakar	Non-Executive - Independent Director	Nil	1	1	2	0	6	Yes

The details of Directors for directorship in other listed companies as on March 31, 2026 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.	Bhavika Sharma (upto 24.08.2026)	OK Play India Ltd.	Independent Director

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

6 (Six) 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	29/05/2025
2	13/08/2025
3	08/09/2025
4	14/11/2025
5	10/02/2026
6	27/03/2026

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

**c) Information placed before the Board of Directors:**

All such matters as are statutorily required as per schedule - II & Regulation 17(7) of SEBI (LODR) Regulations, 2015 and also matters relating to Corporate Plans, Mobilization 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. 2025-26, 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 analyses 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.
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 funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the 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, 2026; the Committee 4 (Four) times on 29th May, 2025, 13th August, 2025, 14th November, 2025 and 10th February, 2026.

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. 2025-26
Mrs. Sadhana Patil (Chairperson)	Non-Executive-Independent Director	4
Mr. Purushottam Sonavane	Non-Executive-Non Independent Director	4



Mr. Ganesh Ramesh Mahendrakar	Non-Executive-Independent Director	4
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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 behavior, actual or suspected fraud and violation of the Company's Code of Conduct and business ethics. Under the policy, each employee of the Company has an assured access to the Chairman of the Audit Committee.

5. NOMINATION AND REMUNERATION COMMITTEE:

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. 2025-26
Mr. Ganesh Ramesh Mahendrakar	Non-Executive-Independent Director	1
Mrs. Sadhna Avinash Patil	Non-Executive-Independent Director	1
Mr. Purushottam Sonavane	Non-Executive-Non 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, One meeting of the nomination and remuneration committee were held 10th February, 2026 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 bench marks.
 - 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, 2026:

During the year 2025-26, 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 31.03.2026.

g. Details of Remuneration Paid to Auditors during the FY-2025-26

Type Of Audit	Fees Amount (In Rs.)
Statutory Audit Fees including reimbursement of Expenses	10,38,000
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. 2025-26
Mr. Purushottam Sonavane (Chairman)	Non-Executive –Non Independent Director	1
Mrs. Sadhana Patil	Non-Executive-Independent Director	1
Mr. Ganesh Ramesh Mahendrakar	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: Mr. Uday Anant Sawant, 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 2025-26 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	-	-	-
Others	-	-	-
Total	-	-	-

f. Meetings of Stakeholders Relationship Committee

One Stakeholders Relationship Committee Meeting was held during the year 2025-26 on 10th February, 2026.

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
2024-25	63 rd	through Video Conferencing ('VC') / Other Audio Visual Means('OAVM	Tuesday, 30.09.2024 at 04.00 p.m.
2023-2024	62 nd	through Video Conferencing ('VC') / Other Audio Visual Means('OAVM	Monday, 30.09.2024 at 03.00 p.m.
2022-2023	61 st	through Video Conferencing ('VC') / Other Audio Visual Means('OAVM')	Friday, 30.09.2023 at 01.00 p.m.

(b) Extra Ordinary General Meeting

There was no Extra Ordinary General Meeting held during the Financial Year 2025-26.

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

Date of AGM	Particulars of Special Resolutions Passed
2024-25	Re- appointment of Mrs. Minal Pote (DIN 07163539) as a whole time director of the company & fixation of remuneration
2023-2024	Issue of equity shares and/or warrants on preferential basis:
2022-2023	Re- appointment of Mrs. Bhavika Sharma (DIN: 08846865) as an Independent Director of the Company for a second term of three consecutive years

(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, 2026.



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.

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link <http://www.zenithsteelpipes.com>.

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 foreseeable 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 2025-26.

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 : Wednesday, 30th September, 2026 at 04:00 PM.



Book Closure Date : From Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive).

2. Financial Calendar for the year 2026-27 (Tentative)

Accounting Year	:	April 1, 2026 to March 31, 2027
First Quarter Results	:	On or before 14 th August, 2026
Second Quarter Results	:	On or before 14 th November, 2026
Third Quarter Results	:	On or before 14 th February, 2027
Fourth Quarter & Annual Results	:	On or before 30 th May, 2027
Mailing of Annual Report	:	September, 2027
Annual General Meeting	:	On or before 30 th September, 2027

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, 2025 is furnished below:

Months	NSE		BSE		Months	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)		High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2025	7.90	5.65	7.92	5.71	October, 2025	10.33	6.92	10.27	6.70
May, 2025	7.95	6.30	7.94	6.15	November, 2025	9.37	7.52	9.00	7.47



June, 2025	9.75	6.86	9.82	6.86	December, 2025	7.95	6.90	8.18	6.99
July, 2025	9.14	7.56	9.16	7.57	January, 2026	7.59	4.41	7.99	4.39
August, 2025	8.71	7.31	8.59	7.39	February, 2026	5.68	4.88	5.74	4.91
September, 2025	7.95	6.73	8.00	6.80	March, 2026	5.92	4.54	5.86	4.53

Registrar & Share Transfer Agents	
For Electronic & Physical Mode:	Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059 Tel. Nos.: 02262638204 Mobile No.: 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 lodgments for transfer, sub-division, consolidation etc.

Distribution of Shareholding as on 31st March, 2026

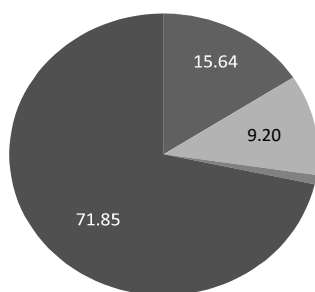
No. of Equity Shares held	Total No. of Shareholders	No. of Shares held	Shareholding In %
1 to 5000	67749	52112470	3.66
5001 to 10000	5037	41548120	2.92
10001 to 20000	3228	49356650	3.47
20001 to 30000	1336	34589350	2.43
30001 to 40000	619	22299750	1.58
40001 to 50000	670	32228410	2.27
50001 to 100000	1080	81706500	5.74
100001 to 9999999999999999	1159	1108963230	77.94
Total	80878	142280448	100

Shareholding Pattern of the Company as on 31st March, 2026 (including Demat)

Categories	No. of Shareholders	No. of shares held	Percentage of total Shares
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Promoters/Directors and their Associate companies	12	22257157	15.64
Corporate Bodies (Public)	199	11572334	8.13
NRIs	406	1702632	1.20
Banks/FIs and Insurance Companies	20	25733	0.02
Mutual Funds	4	650	0
Resident Individual (Public)	77936	36701403	25.80
Resident Individual (Public) holding nominal share capital in excess of Rs. 2 Lakhs	511	65513497	46.05
Clearing Members	27	117400	0.08
Trusts	6	1400	0
Foreign Companies	-	-	-
HUF	625	3707405	2.61
FIIIs	-	-	-
Unit Trust of India	-	-	-
Government Companies	2	55	0
IEPF	1	680652	0.48
Total	79750	142280448	100.00



- Resident Individual (Public)
- Promoters/Directors and their Associate companies
- Corporate Bodies (Public) NRIs
- (Public) NRIs

Shareholding of Non-executive Directors of the Company as on 31st March, 2026

Name of the Non-Executive Directors	No. of shares held	% of total Shares
Mr. Purushottam Sonavane	Nil	Nil
Mr. Pramod Bhosale	Nil	Nil
Mrs. Sadhana Patil	Nil	Nil
Mrs. Bhavika Sharma	Nil	Nil
Mr. Ganesh Ramesh Mahendrakar	Nil	Nil
Total	Nil	Nil

Dematerialization of shares and liquidity

99.36% of the total Equity Capital is held in dematerialized form with NSDL and CDSL as on March 31st, 2026. 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, Tamil Nadu

For Investor Correspondence and Compliance related query

Address for Correspondence

Mr. Uday Anant Sawant
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, Big 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
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1.	Board of Directors	17	Yes	➤ 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	➤ 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	➤ 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	➤ Maximum Directorship and tenure ➤ Meeting of Independent Directors ➤ Familiarizations of Independent Directors
5	Obligation with respect to Directors and Senior Managements	26	Yes	➤ Memberships/Chairpersonship in Committees ➤ Affirmation on Compliance of Code of Conduct by Directors and Senior Management ➤ Discloser of shareholding by Non-Executive Directors ➤ Discloser by Senior Management about potential Conflicts of interest
6.	Other Corporate Governance requirements	27	Yes	➤ Compliance with discretionary requirements ➤ Filing of quarterly compliance report on Corporate Governance
7.	Website	46(2)(b) to(i)	Yes	➤ 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 familiarization programmes imparted to Independent Directors
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**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, 2025 to 31st March, 2026.

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, 2026



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 2025-26.

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, 2026 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

Sd/-
Minal Pote
Wholetime Director

Sd/-
B. Girvanesh
Chief Financial Officer

Place: Mumbai

Date: September 07, 2026



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
The Members
ZENITH STEEL PIPES & INDUSTRIES 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-400020, Maharashtra, India (herein after 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, 2026 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. Ganesh Ramesh Mahendrakar	10240514	15/07/2023
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 (upto 24.08.2026)	08846865	24/08/2020
7.	Mrs. Aradhana Nayak (w.e.f. 24.08.2026)	08536989	24/08/2026

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 Pimple & Associates
Practising Company Secretaries

SD/-

CS Rohini Pimple
ACS: 51452
COP: 21773
UDIN: A051452H001364381

Place: Mumbai
Date: September 07, 2026



CERTIFICATE ON CORPORATE GOVERNANCE

To,
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 2026 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 Pimple & Associates
Practising Company Secretaries

SD/-

CS Rohini Pimple
ACS: 51452
COP: 21773

Place: Mumbai
Date: September 07, 2026



Annexure-C

PIMPLE & ASSOCIATES

702, 7th Floor, Hubtown Solaris, Telli Galli, Andheri (East), Mumbai-400069
Email Id: csrohinipimple@yahoo.com, (M) 09082964721

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[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
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, 2026** 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:

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, 2026** according to the provisions of:



- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made 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, 2015;
 - 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 (Buyback 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;

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 not complied with the provision of section 74 of the Companies Act, 2013 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.
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 (penalty amount is not paid by the company) and reduced debarment period to the penalty undergone. The penalty against chairman and managing director and his debarment from the capital market for one year is confirmed.

The Securities and exchange Board of India has filed a civil appeal with the Supreme Court against SAT Order and the same is pending.

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.
5. The listed entity has delayed filed scrutinizer report and voting result of AGM for FY 2024-25 with the stock exchanges as per Regulation 44(3) of SEBI (LODR), 2015.
6. The listed entity has delayed filed with the stock exchanges advertisement in newspaper for financial results for the quarter ended 30.09.2024 as per Regulation 47 of SEBI (LODR), 2015

We further report that

1. As confirmed by the management, 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. We have not received any documents in this regards.
2. As confirmed by the management, 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.

Disclosures:

1. The statutory auditor of the company has issued qualified audit report for the year ended on 31st March, 2026 and mentioned some observations in their audit report.
2. The Company has accumulated losses exceeding the share capital & reserve and its net worth has been fully eroded as on 31st March, 2026. These condition indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern.

For Pimple & Associates

Practising Company Secretaries

SD/-

CS Rohini Pimple

ACS: 51452

COP: 21773

UDIN: A051452H001364511

Place: Mumbai

Date: September 07, 2026



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.

ANNEXURE – A

To,
The Members,
ZENITH STEEL PIPES & INDUSTRIES 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 events etc.
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.

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.

For Pimple & Associates
Practising Company Secretaries

SD/-

CS Rohini Pimple
ACS: 51452
COP: 21773
UDIN: A051452H001364511

Place: Mumbai
Date: September 07, 2026



Annexure-D

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 arm's 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 arm's 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

Sd/-

Minal Pote
Wholetime Director

Sd/-

B. Girvanesh
Chief Financial Officer

Place: Mumbai
Date: September 07, 2026



INDEPENDENT AUDITORS' REPORT

To the Members of
Zenith Steel Pipes & Industries 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 (the 'Company'), which comprise the Standalone Balance Sheet as at 31 March 2026, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date, and notes to the Standalone Financial Statements, including a summary of material accounting policy information and other explanatory information (hereinafter 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 a 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 31 March 2026, the Profit and Other Comprehensive Loss, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Qualified Opinion

1. With reference to Note No. 35 of the Standalone Financial Statement, the Company has not complied with the provisions of Section 74 and other applicable provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 with respect to the, (a) Non-repayment of public deposits and the interest thereon on the respective due dates, (b) Non-maintenance of prescribed liquid assets to the extent required under the said Rules, and (c) Non-compliance with the orders passed by the Company Law Board (CLB) in connection with the above matters.

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

2. With reference to Note No. 43 of the Standalone Financial Statement, balances relating to Trade Payables, Trade Receivables, Loans, Advances, Deposits, Intergroup balances, Current Liabilities, Borrowings from others, etc., are subject to reconciliation and confirmation. The management has not sent direct balance confirmations to the respective parties, citing pending reconciliations. In the absence of such confirmations and reconciliations, we are unable to obtain sufficient appropriate audit evidence to verify the accuracy, completeness, and recoverability/payability of these balances as at the reporting date. Consequently, we are unable to determine whether any adjustments are required in respect of the stated balances in the accompanying standalone financial statements.
3. With reference to Note No. 50 to the Standalone Financial Statement, the Company has made a provision of Rs. 41.07 lakhs in respect of certain current bank accounts which are non-operative



and have been frozen by regulatory authorities. In the absence of relevant bank statements and year-end balance confirmations for these accounts, we were unable to obtain sufficient appropriate audit evidence to verify the completeness and accuracy of the balances reported in respect of these accounts. Accordingly, we are unable to determine whether any adjustments may be required to the carrying amount of these balances and the related impact, if any, on the standalone financial statements for the year ended 31 March 2026.

4. We draw attention to Note No. 47 to the Standalone Financial Statement, which states that the Company has incurred significant accumulated losses exceeding its share capital and reserves, and its net worth has been fully eroded as at 31 March 2026. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the Standalone Financial Statements have been prepared on a going concern basis based on the reasons stated by the management in the said note. In our opinion, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the Standalone Financial Statements is not adequately supported.
5. We draw attention to Note No. 49 to the Standalone Financial Statement, which states that the Company has valued its inventories at Rs. 594.51 lakhs as at 31 March 2026 using the weighted average cost method. However, we were not provided with adequate information and necessary supporting documentation to verify the basis of valuation, including evidence supporting the quantities, condition, and cost allocation of inventories. Accordingly, we are unable to determine whether any adjustments are necessary in respect of the carrying amount of inventories stated in the Standalone Financial Statements. The consequent impact, if any, on the profit/loss and financial position for the year ended 31 March 2026 is also not ascertainable.

We conducted our audit in accordance with the Standards on Auditing (SA's) specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Our responsibilities under those SA's are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 Standalone Financial Statements under the provisions of the Act 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 qualified opinion on the Standalone Financial Statements.

Emphasis of Matter

2. We draw attention to the following matters forming part of the notes to the Standalone Financial Statements:
 1. We draw attention to Note No. 45 to the Standalone Financial Statement, which describes that the Company has entered into a Memorandum of Understanding (MOU) with Tribus Real Estate Pvt. Ltd. (TREPL) for taking over the Company's secured bank loans amounting to Rs. 15,894.92 lakhs. The note further describes the transfer of assignment of debt by Invent Assets Securitization & Reconstruction Private Limited to India SME Asset Reconstruction Company Limited. The Company has represented that Rs. 9,295.00 lakhs, being the principal amount outstanding, is payable towards full and final settlement of the assigned debt and that the proposed development arrangement relating to the Khopoli land & building is under discussion with the developer, from which sufficient funds are expected to be realized for settlement of the aforesaid obligations.



2. We draw attention to Note No. 48 of the Standalone Financial Statement, which describes that the Company was prohibited from accessing the securities market for a period of three years by an order issued by the Securities and Exchange Board of India (SEBI) dated 31.03.2021, for violations of certain provisions of the SEBI Act, 1992 and SEBI Regulations relating to the issue of Global Depositary Receipts (GDR). Subsequently, the Company had filed an appeal against the said order, and vide order dated 21.02.2023, the appellate authority modified the original SEBI order by reducing the penalty and limiting the debarment period to the time already served. SEBI has further filed a civil appeal before the Hon'ble Supreme Court on 07.08.2023, which has been admitted as on 02.01.2024. As of the reporting date, no further communication has been received.
3. We draw attention to Note No. 46 of the Standalone Financial Statement, which describes that the Consortium of Banks has initiated action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, for recovery of outstanding dues amounting to Rs. 19,319.00 lakhs as on 31.01.2014. The Banks have taken symbolic possession of certain immovable properties of the Company located at its Khopoli unit on 29.05.2014 and have filed an application for taking physical possession of the said assets. The loan has since been assigned to Invent Assets Securitization and Reconstruction Private Limited as on 31.03.2018. During the year, the Invent Assets Securitization & Reconstruction Private Limited assigned debt to India SME Asset Reconstruction Company Limited. The matter is currently pending before the Debt Recovery Tribunal (DRT), Pune, and the next hearing has been adjourned to 30.06.2026.
4. We draw attention to Note No.51 of the Standalone Financial Statement, which discloses that the Company has written back certain provision for expenses/balances totaling to Rs. 2034.15 lakhs during the FY 2025-26 and has recognized under Other Income as "Provision Written Back."
5. We draw attention to Note No.65 of the Standalone Financial Statement, regarding the suspected fraud identified by the Company during Q3 of FY 2025-26 involving unauthorized access to bank payment process by a consultant engaged by the Company, wherein the estimated amount involved based on preliminary investigation and available records is approximately Rs.758 Lakhs relating to various prior periods. The note further states that the Company has recovered certain land and residential properties aggregating to Rs.131.07 lakhs towards compensation against the aforesaid loss, which has been accounted for under "Exceptional Item" with corresponding recognition under "Other Receivables".

Since the investigation and internal review are ongoing, the final financial impact, if any, is yet to be determined.

Our opinion is not modified in respect of these matters.

Key Audit Matters

3. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year ended. These matters were addressed in the context of our audit of the Standalone 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 KAM to be communicated in our report.

Key Audit Matter	Auditors' Response
Evaluation of income tax provision The Company is required to estimate its income tax liabilities in accordance with	In view of significance of matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit



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. 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. Refer Note No. 34 to the Standalone Financial Statements.	evidence: • 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 31st March 2026 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 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.
<u>Net realizable value (NRV) of Inventory</u> The total inventory of the Company amounting to Rs. 594.51 lakhs (as on 31 March 2026) forms about 4.08% of the total assets of the Company. 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. Such judgment includes Company's expectations for future sale, inventory liquidation plans and future selling prices less cost to sell & modification cost.	In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient audit evidence: • 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.



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. Refer Note No. 49 to the Standalone Financial Statements.	
<u>Allowance for credit losses</u> 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. 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 Note No. 60 to the Standalone financial statements.	Our audit procedures related to the allowance for credit losses for trade receivables included the following, among others: 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.
<u>Investment impairment assessment</u> 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. Determination of triggers for impairment in value of these investments and	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. <u>Our audit procedures included:</u> • 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



recoverable amount involves significant estimates and judgements.	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. Assessed the appropriateness of the related disclosures in the standalone financial statements.
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Other Information

4. The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual report but does not include the Standalone Financial Statements and our Auditors' Report thereon. The Other Information is expected to be made available to us after the date of this Auditor's Report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

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 and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance 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 conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. 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 software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; 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, the Management of the Company and the 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.



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 year 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.

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.

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 except for matters stated in paragraph 10(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d. In our opinion and to the best of our information and explanation given to us, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder;
 - e. On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 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 Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses a Qualified Opinion on the internal financial controls over Standalone Financial Statements of the Company for the year.



- g. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under 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 (as amended), 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 31 March 2026 on its financial position in its Standalone Financial Statements. Refer Note No. 34 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 has been no amount required to be transferred as on 31 March 2026, to the Investor Education and Protection Fund by the Company;
 - iv.
 - a. The Management has represented that to the best of their knowledge and belief, as disclosed in Note No.68(viii) to the Standalone Financial Statement, 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(s) or entity(ies), 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 their knowledge and belief, as disclosed in Note No.68 (ix) to the Standalone Financial Statement, no funds have been received by the Company from any person(s) or entity(ies), 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, performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause 10(h)(iv)(a) and 10(h)(iv)(b) contain any material misstatement.
 - v. The company has not declared or paid any Dividend during the year.
 - vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of accounts for the year ended 31st March, 2026, which has a feature of recording audit trail (edit log) facility except in respect of three units, where the accounting software did not have the audit trail feature. The audit trail (edit log) facility has been operated throughout the year for relevant transactions in the accounting software for the aforementioned unit. . Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with for the unit for which audit trail feature had been enabled and operating.

Additionally, the audit trail for prior years has been preserved by the Company as per the statutory requirements for record retention for the one unit throughout the entire financial year to the extent it was enabled and recorded in the respective years.



For D E V A M & Associates LLP
Chartered Accountants
FRN – 139355W / W100925

Amit Surana
Partner
M. No. 515851
UDIN: 26515851UCYPSB7332

Place: Mumbai

Dated: 26th May, 2026



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** ("the Company"), on the Standalone Financial Statements for the year ended 31 March 2026.)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a) The Company has not maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ('PPE').
The Company has not maintained proper records showing full particulars of intangible assets.
 - b) The Company has a regular programme of physical verification of its PPE by which all the PPE are verified once in a year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. In our opinion and according to the information and explanation given to us, no material discrepancies were noticed by the management on such physical 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, 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 2.1) as at the balance sheet date except as under:

Description of property	Gross carrying value (Rupees in Lakhs)	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) In our opinion and according to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or Intangible assets or both during the year.
- e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 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) In our opinion and 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 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. In our opinion and 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 investments in, provided guarantee and granted loans, secured or unsecured, to its related parties during the year. Hence, the provisions of sub-clause (a) to (f) are not applicable to the Company.
- iv. In our opinion and 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 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. In our opinion and 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 are not complied with and the Company has also not fully complied with the orders passed by the Company Law Board.
- vi. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of the company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- vii. (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us 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 any other statutory dues. 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 (Rs.in lakhs)
1.	Income Tax Deducted at Source	30.24
2.	Provident Fund	28.19
3.	Professional Tax	1.19



4.	Maharashtra Labour Welfare Fund	0.01
5.	Dividend Distribution Tax	359.08
6.	Interest on Dividend Distribution Tax	549.39

b) In our opinion and 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 31 March 2026, 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 (Rs 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	439.30
		2007-08	Joint Commissioner Appeal	2,577.63
		2011-12	Tribunal	50.98
		2012-13	Joint Commissioner Appeal	330.80
Income Tax Act, 1961	Income Tax	2013-14	CIT (Appeal)	21.02
		2017-18	CIT (Appeal)	35.43

viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has been defaulting 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 years.

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 or any other lender.

c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of loans during the year for the purpose for which they were obtained.



- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that no funds are raised on short-term basis by the Company, Accordingly, reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company.
- 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. The Company does not have an associate or a Joint Venture. Accordingly, reporting under paragraph 3(ix)(e) of the Order is not applicable to the Company.
- 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. The Company does not have an associate or a Joint Venture. Accordingly, reporting under paragraph 3(ix)(f) of the Order is not applicable to the Company.
- x. a) In our opinion and 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 to the Company.
- 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/private placement of shares/fully/ partly/ optionally convertible debentures during the year. Accordingly, provisions stated under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a) In our opinion and according to the information and explanations given to us, considering the principles of materiality outlined in SA's, an instance of suspected fraud on the Company was identified by the company amounting approximately to Rs.758 lakhs relating to various prior periods. (Refer Note No. 65 to the Standalone Financial Statement)
- b) In our opinion and 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. In our opinion and 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 to the Company.
- xiii. According to information and explanations given to us and based on our examination of the records of the Company, 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) In our opinion and based on our examination, 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) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Company (Reserve Bank) Directions, 2016) and accordingly reporting under paragraph 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. Based on the overall review of Standalone Financial Statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the provisions stated under paragraph 3(xvii) of the Order is not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable to the Company. The predecessor statutory auditors completed their term and post our appointment as the statutory auditors of the Company for the financial year 2025-26 in the Annual General Meeting of the Company held on 30th September, 2025, we had sought no-objection certificates from the predecessor statutory auditors, which were duly received by us.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, (also refer note no. 67 to the Standalone Financial Statement) 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 provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the Company.
- xxi. The reporting under paragraph 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said paragraph has been included in the report.



For D E V A M & Associates LLP
Chartered Accountants
FRN - 139355W / W100925

Amit Surana
Partner
M. No. 515851
UDIN: 26515851UCYPSB7332

Place: Mumbai
Dated: 26th May, 2026



Annexure B to the Independent Auditors' Report

(Referred to in paragraph 10 (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 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** ('the Company') as of 31 March 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's responsibilities for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over 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 Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing ('SA') prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those SAs 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 Standalone Financial Statements was established and maintained and whether 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 Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone 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 Standalone 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 with reference to Standalone Financial Statements

A company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone 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 Standalone 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 Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone 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 the Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at 31 March, 2026:

- a) The Company does not have an approved delegation of authority matrix, which leads to uncertainties regarding decision-making authority and responsibility within the organization. This deficiency may result in unauthorized transactions, inefficient processes, and increased risk of errors or fraud, as there are no clearly defined parameters for approving and executing financial transactions and other significant actions.
- b) The Company does not have a Risk Control Matrix (RCM). Without a comprehensive assessment of the RCM, the company may not effectively identify, assess, or mitigate risks associated with its financial and operational processes. This oversight can impair the ability to implement appropriate controls, increasing the risk of financial misstatements, operational inefficiencies, and non-compliance with regulatory requirements.
- c) The Company has certain control lapses in regards to secretarial compliance.
- d) The Company does not have an appropriate internal control system for identification and allocation of overheads to inventory. This could potentially result in material misstatements in the Company's consumption, inventory and expense account balances
- e) The Company does not have a system to obtain balance confirmation from all parties. Without periodic balance confirmations, there is an increased risk of inaccuracies in the



Company's Standalone Financial Statements. This deficiency may lead to discrepancies between the company's records and those of its external parties, potentially resulting in unidentified errors

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

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 Standalone Financial Statements and such internal financial controls with reference to the Standalone Financial Statements were operating effectively as at 31 March 2026 based on the internal financial control with reference to Standalone 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 possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting were operating effectively as of 31 March 2026.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Standalone Financial Statements for the year ended 31 March 2026 of the Company, and these material weaknesses do not affect our qualified opinion on the Standalone Financial Statements of the Company.

For D E V A M & Associates LLP
Chartered Accountants
FRN – 139355W / W100925

Amit Surana
Partner
M. No. 515851
UDIN: 26515851UCYPSB7332

Place: Mumbai
Dated: 26th May, 2026



ZENITH STEEL PIPES AND INDUSTRIES LIMITED				
Standalone Balance sheet as at 31st March, 2026				
(Rs in Lakhs)				
Sr. No.	Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
I.	ASSETS			
	NON-CURRENT ASSETS			
	Property, Plant & Equipment and Intangible Asset			
(a)	Property, Plant & Equipment	2	3,989.88	4,179.66
(b)	Capital work in progress	3	128.97	120.01
(c)	Intangible Assets	4	12.67	0.71
(d)	Financial Assets			
	(i) Investments	5	2.48	2.48
	(ii) Other Financial Assets	6	203.73	205.53
(e)	Other Non-Current Assets	7	2,690.46	2,591.51
	Total Non - Current Assets		7,028.20	7,099.90
	CURRENT ASSETS			
(a)	Inventories	8	594.51	779.36
(b)	Financial Assets			
	(i) Trade Receivables	9	4,927.37	5,313.07
	(ii) Cash and Cash Equivalents	10	72.38	295.61
	(III) Bank Balances other than (II) above	11	44.76	37.74
	(iv) Loans	12	1,389.34	1,519.34
(c)	Other Current Assets	13	425.23	366.04
(d)	Current tax assets	14	94.45	94.45
	Total - Current Assets		7,548.04	8,405.61
	Total Assets		14,576.24	15,505.51
II.	EQUITY AND LIABILITIES			
	EQUITY			
(a)	Equity share capital	15	14,228.04	14,228.04
(b)	Other equity	16	(38,957.34)	(39,267.66)
	Total - Equity		(24,729.30)	(25,039.62)
	LIABILITIES			
A	Non-Current Liabilities			
(a)	Financial liabilities			
	(i) Borrowings	17	3,264.16	1,814.16
(b)	Provisions	18	448.05	544.20
(c)	Deferred tax liabilities (Net)	19	504.86	504.86
	Total Non - Current Liabilities		4,217.07	2,863.22
B	Current Liabilities			
(a)	Financial liabilities			
	(i) Borrowings	17	18,282.42	19,726.89
	(ii) Trade payables	20		
	- MSME Payable		113.71	385.88
	- Other Than MSME Payable		7,658.03	8,190.20
	(iii) Other financial liabilities	21	4,844.62	4,605.01
(b)	Other current liabilities	22	3,197.81	3,830.10
(c)	Provisions	18	83.41	35.35
(d)	Current tax liabilities	23	908.47	908.47
	Total - Current Liabilities		35,088.47	37,681.91
	Total Equity and Liabilities		14,576.24	15,505.51

The accompanying notes are an integral part of the standalone financial statements

As Per Our Attached Report of Even Date
For D E V A M & Associates LLP
Chartered Accountants
Firm Registration No.: 139355W/W100925

Amit Surana
Partner
Membership No: 515851

Place: Mumbai
Date: 26th May 2026

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

Uday Sawant
Company Secretary



ZENITH STEEL PIPES AND INDUSTRIES LIMITED				
Standalone Statement of Profit and Loss for the Year ended 31st March 2026				
(Rs in Lakhs)				
Sr. No.	Particulars	Note No.	For the Year ended 31st March, 2026	For the year ended 31st March, 2025
I.	INCOME			
	Revenue from operations	24	4,997.31	11,909.25
	Other income	25	2,379.28	1,016.26
	Total Income		7,376.59	12,925.51
II.	EXPENSES			
	Cost of Raw Materials and Components Consumed	26	2,672.55	4,257.44
	Purchases of Stock-in-Trade	27	119.84	103.95
	Changes in Inventories of Finished Goods, Semi-Finished Goods and Stock-in-Trade	28	199.04	1,085.30
	Employee benefits expense	29	513.81	514.40
	Finance costs	30	248.02	248.02
	Depreciation and amortization expense	31	192.19	195.30
	Other expenses	32	3,244.13	6,473.17
	Total Expenses		7,189.58	12,877.58
III.	Profit / (Loss) before exception items and tax (I-II)		187.01	47.93
IV.	Exceptional items		131.07	-
V.	Profit / (Loss) before tax (III - IV)		318.08	47.93
VI.	Tax expense:			
	(1) Current tax			
	(1) Earlier Year's Tax		-	-
	(3) Deferred tax			
VII.	Profit (Loss) for the period from continuing operations (V-VI)		318.08	47.93
VIII.	Profit (Loss) from discontinuing operations		(6.99)	(25.42)
IX.	Tax expense of discontinuing operations			
X.	Profit/(loss) from Discontinuing operations (after tax) (VIII-IX)		(6.99)	(25.42)
XI.	Profit/(Loss) for the period (VII+X)		311.09	22.51
XII.	OTHER COMPREHENSIVE INCOME			
	(i) Items that will not be reclassified to profit or loss			
	Related to employee benefits		(0.75)	(4.63)
	Foreign Translation Difference		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total Other Comprehensive Income (net of tax)		(0.75)	(4.63)
	Total Comprehensive income for the year, net of tax (XI+XII)		310.34	17.88
	Earnings per equity share:	32		
	Basic and Diluted EPS for the period from Continuing and Discontinued Operations		0.22	0.02
	Basic and Diluted EPS for the period from Continuing Operations		0.22	0.03
	Basic and Diluted EPS for the period from Discontinued Operations		(0.00)	(0.01)

The accompanying notes are an integral part of the Standalone financial statements

As Per Our Attached Report of Even Date		For and on behalf of Board of Directors of Zenith Steel Pipes & Industries Limited	
For D E V A M & Associates LLP		CIN - L29220MH1960PLC011773	
Chartered Accountants			
Firm Registration No.: 139355W/W100925			
Amit Surana Partner Membership No: 515851		Purushottam Sonavane Director DIN. 08405653	Minal Pote Whole time Director DIN. 07163539
Place: Mumbai Date: 26th May 2026		B. Girvanesh Chief Financial Officer	Uday Sawant Company Secretary



Standalone Statement of Cash Flows for the Year Ended 31st March,2026

(Rs in Lakhs)

Sr. No.	Particulars	For the year ended 31st March,2026		For the year ended 31st March,2025	
A.	CASH FLOW FROM OPERATING ACTIVITIES:				
	Net profit before exceptional item, taxation and prior period adjustments (Including discontinued operation)		311.09		22.51
	Adjustments for:				
	Depreciation and Amortization	192.19		195.30	
	Finance Costs	9.13		17.42	
	Interest Income	(9.09)		(3.53)	
	Sub-total		192.23		209.19
	Operating Profit Before Working Capital Changes		503.32		231.70
	Adjustments for changes in working capital :				
	Inventories	184.85		1,207.11	
	Trade Receivables	385.70		261.15	
	Loans	130.00		53.84	
	Other Current Assets	(53.82)		987.26	
	Trade Payables	(804.34)		58.25	
	Provisions	47.01		(32.15)	
	Other Financial Liabilities	239.60		230.58	
	Other Non-current Financial Assets	1.80		29.93	
	Other Current Liabilities	(632.00)		(2,589.41)	
	Provisions In Non -Current Liabilities	(96.15)		(33.03)	
	Sub-total		(597.35)		173.53
	Cash Flow From Operating Activities After Exceptional Item		(94.03)		405.23
	Income tax paid (net of refund)				
	Direct Taxes Paid/reversal (Net of Refund)	-	-	-	-
	Net Cash Flow From Operating Activities After Exceptional Item.....(A)		(94.03)		405.23
B.	CASH FLOW FROM INVESTING ACTIVITIES:				
	Payments made for Property, Plant and Equipment and Capital Work in Progress	(23.34)		(52.38)	
	Other Non-Current Assets	(104.33)		(107.20)	
	Interest Received	9.09		3.53	
	Sub-total		(118.58)		(156.05)
	Net Cash used for Investing Activities.....(B)		(118.58)		(156.05)
C.	CASH FLOW FROM FINANCING ACTIVITIES:				
	Proceed / Repayment of Borrowings (Net)	5.53		(7.42)	
	Interest Paid	(9.13)		(17.42)	
	Sub-total		(3.60)		(24.84)
	Net Cash used for Financing Activities.....(C)		(3.60)		(24.84)
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		(216.21)		224.34
	Cash and Cash Equivalents at the beginning of the period	295.61		43.07	
	Add: (Increase) / Decrease in Fixed Deposit accounts kept as margin money with banks	(7.02)		28.20	
	Cash and Cash Equivalents at the end of period	288.59		71.27	
		72.38		295.61	
			72.38		295.61
	Reconciliation of Cash and Bank Balances				
	Cash and Bank Balances		117.14		333.34
	Less:				
	Balance in Fixed Deposit accounts with banks having a maturity period of more than three months		44.76		37.74
	Cash and Cash Equivalents at the end of period		72.38		295.61

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 as set out in the Ind AS 7 "Statement of Cash Flow" as specified in the companies (Indian Accounting Standards) Rules, 2015

The accompanying notes are an integral part of the standalone financial statements

As Per Our Attached Report of Even Date

For D E V A M & Associates LLP

Chartered Accountants

Firm Registration No.: 139355W/W100925

Amit Surana

Partner

Membership No: 515851

Place: Mumbai

Date:26th May 2026

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

CIN - L29220MH1960PLC011773

Purushottam Sonavane

Director

DIN. 08405653

Minal Pote

Whole time Director

DIN. 07163539

B.Girvanesh

Chief Financial Officer

Uday Sawant

Company Secretary



STATEMENT OF CHANGES IN EQUITY
EQUITY SHARE CAPITAL

A

(i) FOR THE YEAR ENDED 31ST MARCH 2026

(Rs in lakhs)				
Balance at the beginning of current reporting period	Changes in Equity Share Capital due to prior period changes	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
14,228.04	-	14,228.04	-	14,228.04

ii) FOR THE YEAR ENDED 31ST MARCH 2025

(Rs in lakhs)				
Balance at the beginning of previous reporting period	Changes in Equity Share Capital due to prior period changes	Restated balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
14,228.04	-	14,228.04	-	14,228.04

B OTHER EQUITY

(i) FOR THE YEAR ENDED 31ST MARCH 2026

(Rs in lakhs)					
Particulars	Securities Premium	General Reserves	Retained Earnings	Other items of Other Comprehensive Income (specify nature)	Total Other Equity
Balance as on 01.04.2025	14,308.30	2,440.36	(56,849.23)	832.91	(39,267.66)
Change in Accounting policy or prior period errors					-
Restated balance as on 01.04.2025					-
Profit For The Year			311.09		311.09
Total Comprehensive Income for the current year				(0.75)	(0.75)
Transferred to Retained Earnings					-
Any other Change (to be specified)					-
Balance as on 31.03.2026	14,308.30	2,440.36	(56,538.14)	832.16	(38,957.34)

(i) FOR THE YEAR ENDED 31ST MARCH 2025

(Rs in lakhs)					
Particulars	Securities Premium	General Reserves	Retained Earnings	Other items of Other Comprehensive Income (specify nature)	Total Other Equity
Balance as on 01.04.2024	14,308.30	2,440.36	(56,871.74)	828.28	(39,294.80)
Change in Accounting policy or prior period errors					-
Restated balance as on 01.04.2024					-
Profit For The Year			22.51		22.51
Total Comprehensive Income for the current year				4.63	4.63
Transferred to Retained Earnings					-
Any other Change (to be specified)					-
Balance as on 31.03.2025	14,308.30	2,440.36	(56,849.23)	832.91	(39,267.66)



Notes on Standalone financial statements for the year ended 31st March, 2026

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.

These standalone financial statements have been approved and adopted by the Board of Directors of the Company in their meeting held on 26th May, 2026.

1. Material 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 are 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.

(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
Vehicles	8 Years
Office Equipments	5 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 is 3 years.



(G) Impairment of Assets:

Impairment of non-financial 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 -

The Company recognise loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

(H) 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.

(I) 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.

(J) 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 benefits 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.



(K) 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.

(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.

(L) 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.



(M) 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.

(N) 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 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.

(O) 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.



(P) 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.

(Q) 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.

(R) 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.

(S) 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.

(T) 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.

(U) 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.

(V) RECENT PRONOUNCEMENTS

A. Amendments applicable for FY 2025-26

The Ministry of Corporate Affairs (MCA) has notified certain amendments to Ind AS which became applicable from April 1, 2025. These include:

Ind AS 107 – Supplier Finance Arrangements

Amendment to Ind AS 1 – Classification of Liabilities as Current or Non Current and Non-current Liabilities with Covenants

Amendment to Ind AS 21 –Lack of Exchangeability

The said amendments have been considered wherever necessary and hence no additional impact is required in the financial statement for the year ended March 31, 2026.



ZENITH STEEL PIPES AND INDUSTRIES LIMITED

Standalone Notes forming part of the Financial Statements for the Year ended 31st March, 2026

Amount in lakhs

2 Property, Plant & Equipment and Intangible Asset

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, 2025	1,696.59	129.23	5,146.67	7,687.56	398.35	64.33	33.20	214.64	15,370.57
Addition	-	-	-	11.02	-	-	2.36	0.94	14.31
Deduction / Adjustments	-	-	-	-	-	-	-	11.64	11.64
Balance as at 31 March, 2026	1,696.59	129.23	5,146.67	7,698.58	398.35	64.33	35.56	203.94	15,373.25
Accumulated Depreciation									
Balance as at 31 March, 2025	-	92.05	4,339.25	6,106.10	391.22	44.62	28.46	189.20	11,190.90
Depreciation for the year	-	6.39	26.87	150.71	0.05	6.14	2.59	(0.28)	192.48
Deduction / Adjustments	-	-	-	-	-	-	-	-	-
Balance as at 31 March, 2026	-	98.44	4,366.12	6,256.81	391.27	50.76	31.05	188.92	11,383.39
Net Block									
As at 31 March, 2025	1,696.59	37.18	807.42	1,581.46	7.13	19.71	4.74	25.44	4,179.66
As at 31 March, 2026	1,696.59	30.79	780.55	1,441.77	7.08	13.57	4.51	15.02	3,989.88

Note

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

2.1.

3 Capital Work in progress

Particular	Plant & Machinery
Gross Carrying Value	
Balance as at 31 March, 2025	120.01
Addition	8.97
Deduction / Adjustments	-
Balance as at 31 March, 2026	128.97
Accumulated Depreciation	
Balance as at 31 March, 2025	-
Depreciation for the year	-
Deduction / Adjustments	-
Balance as at 31 March, 2026	-
Net Block	
As at 31 March, 2025	120.01
As at 31 March, 2026	128.97

4

b Intangible Assets

Particular	Computer Software
Gross Carrying Value	
Balance as at 31 March, 2025	34.22
Addition	-
Deduction / Adjustments	11.64
Balance as at 31 March, 2026	45.86
Accumulated Depreciation	
Balance as at 31 March, 2025	33.51
Depreciation for the year	0.09
Deduction / Adjustments	0.41
Balance as at 31 March, 2026	33.19
Net Block	
As at 31 March, 2025	0.71
As at 31 March, 2026	12.67



5 INVESTMENT		(Rs in lakhs)	
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
A)	Other Investment-at Cost Quoted 4,35,350 (31st March 2025 4,35,350) Fully paid up equity share of Rs. 10 each in Birla Transasia Carpets Limited Less: Provision for diminution in value	63.70 (63.70) -	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 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 Less provision for diminution in value 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.	2.28 257.30 (257.30) 2.28	2.28 257.30 (257.30) 2.28
D)	Other Investment -Unquoted Fully Paid up necessary approval from Reserve Bank of India less provision for diminution in value (2000)	19.31 (19.31) - 0.20 0.20	19.31 (19.31) - 0.20 0.20
E)	In Government securities - Unquoted 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)
6 OTHER FINANCIAL ASSETS			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Non-Current Unsecured; considered good : Deposits with Others	203.73	205.53
	Total Non - Current	203.73	205.53
7 OTHER NON-CURRENT ASSETS			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Non-Current Unsecured; considered good : Other Receivable Deposits with Government Authorities TDS Receivable Prepaid Expense Value Added Tax Receivable	107.16 302.72 416.39 12.46 1,851.74	- 345.59 437.46 7.59 1,800.87
	Total Non - Current	2,690.46	2,591.51
8 INVENTORIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Raw Materials and Components	181.22	156.16
	Semi-Finished Goods	78.90	97.22
	Finished Goods	192.74	371.54
	Stores and Spare Parts	128.21	139.09
	Other (Scrap)	13.44	15.35
	Total	594.51	779.36



9 TRADE RECEIVABLES (Rs in lakhs)			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Unsecured, considered good unless otherwise mentioned		
	Considered Good	4,927.37	5,313.07
	Considered doubtful	387.28	7.98
	Less: Considered doubtful	(387.28)	(7.98)
	Total	4,927.37	5,313.07
	Total	4,927.37	5,313.07
10 CASH AND CASH EQUIVALENTS			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
A)	Balances with Banks in Current Accounts	107.49	180.42
B)	Cash on Hand	1.96	6.26
C)	Bank Deposit Having Maturity Less Than Three Months	4.00	150.00
	Less : Provision for Dimishing Value in Bank Balance	(41.07)	(41.07)
	Total	72.38	295.61
11 OTHER BANK BALANCES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
A)	Balances in Margin Money Account	44.76	37.74
	Total	44.76	37.74
12 Loan			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	<u>Non-Current</u>		
	Unsecured; considered good :		
	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	-	-
	<u>Current</u>		
	Unsecured; considered good :		
	Loans and advances to Related Parties	-	-
	Loan & Advance to Employees (Unsecured; Considered		
	Less :- Provision for Doubtful Advances	-	-
	Total - Loan & Advance to Employees (Unsecured; Considered doubtful)	-	-
	Loan & Advance to Inter Corporate Deposits (Unsecured Considered good)	-	-
	Loan & Advance to Others (Unsecured Considered good)	1,389.34	1,519.34
	Other Loans and Advance (Unsecured Considered Doubtful)	12,108.91	12,108.91
	Less :- Provision for Doubtful Advances	(12,108.91)	(12,108.91)
	Total - Current	1,389.34	1,519.34
13 OTHER CURRENT ASSETS			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Capital Advances	-	-
	Total Current	-	-
A)	Unsecured; considered good :		
	Advances Paid to Suppliers/Services	72.20	109.46
B)	Balances with Government Authorities :		
	Export incentive receivable	0.95	2.97
	Goods & Service Tax	314.70	164.82
	Sub Total (B)	315.65	167.80
C)	Others :		
	Pre-paid Expenses	8.93	24.56
	Advance to Employees (Unsecured; Considered good)	25.64	50.41
	Interest accrued on fixed deposits and others	2.82	13.81
	Sub Total (C)	37.39	88.77
	Total (A+B+C)	425.23	366.04



Zenith Steel Pipes & Industries Limited

Notes to the the Standalone financial statements

Note 9.1. Trade Receivables

Ageing of Trade Receivable as on March 31, 2026

(Rs in Lakhs)

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	609.16	58.65	6.28	3,684.68	559.78	8.81	4927.36
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	379.30	-	7.98	387.28
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	-	-	-	-	-	-	-
	609.16	58.65	6.28	4,063.98	559.78	16.79	5,314.64
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-379.30	-	-7.98	(387.28)
Total Trade Receivables							4927.37
Trade Receivables unbilled	-	-	-	-	-	-	-

Ageing of Trade Receivable as on March 31, 2025

Particulars	6 Months						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	353.73	361.05	61.64	4,527.84	8.81	-	5313.07
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	-	-	-	-	-	-	-
	353.73	361.05	61.64	4,527.84	8.81	7.98	5,321.05
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-	-	-7.98	-7.98
Total Trade Receivables							5,313.07
Trade Receivables unbilled	-	-	-	-	-	-	-

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



14 CURRENT TAX ASSETS				(Rs in lakhs)
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
	Advance Income Tax	94.45	94.45	
	Total	94.45	94.45	
15 EQUITY SHARE CAPITAL				
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
A)	AUTHORISED SHARE CAPITAL 15,55,00,000 (15,55,00,000) Equity Shares of Rs. 10/- each	15,550.00	15,550.00	
	Total	15,550.00	15,550.00	
B)	ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL			
	Total	14,228.04	14,228.04	
16 OTHER EQUITY				
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
A)	Securities Premium	14,308.30	14,308.30	
B)	General Reserves	2,440.36	2,440.36	
C)	Retained Earnings Balance As per last Account	(56,849.23)	(56,871.74)	
	Add: Profit / (Loss) for the current year	311.09	22.51	
	Add: Amount Transferred to Other Units	-	-	
	Closing Balance	(56,538.14)	(56,849.23)	
D)	Other Comprehensive Income Opening Balance	832.91	828.28	
	Add: Other Comprehensive Income	(0.75)	4.63	
	Closing Balance	832.16	832.91	
	Total (A to D)	(38,957.34)	(39,267.66)	
17 BORROWINGS				
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
A)	Non-Current Secured Loans 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)			
B)	Non-Current Unsecured Loans From Banks_Car Loan From Others Total Non - Current			
A)	Current Secured Loans From Banks From Others (Refer note (a)) Subtotal (A)			
B)	Unsecured Loans From Banks_Car Loan Deferred Payment Liabilities Current maturities of Fixed Deposits From Others Subtotal (B) Total - Current			
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.				



18 PROVISIONS		(Rs in lakhs)	
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Non-Current		
	Provision for Employee Benefits		
	Gratuity	119.57	204.60
	Leave Encashment benefits	9.36	20.48
	Provision for Contingencies	319.12	319.12
	Total Non - Current	448.05	544.20
A)	Current		
	Provision for Employee Benefits		
	Contribution to Provident Fund		
	Gratuity	70.97	24.62
	Leave Encashment benefits	4.85	5.95
	Sub Total	75.82	30.58
B)	Provision for expenses	7.59	4.78
	Total - Current	83.41	35.35
19 DEFERRED TAX LIABILITIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Deferred Tax Liability		
	Related to fixed assets	504.86	504.86
	Total	504.86	504.86
20 TRADE PAYABLES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Current		
	Due Micro, Small and Medium Enterprises	113.71	385.88
	Due to Others	7,658.03	8,190.20
	Total - Current	7,771.74	8,576.08
21 OTHER FINANCIAL LIABILITIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Current		
	Interest payable on Fixed Deposit	4,844.62	4,605.01
	Security Deposits from Others	-	-
	Total - Current	4,844.62	4,605.01
22 OTHER CURRENT LIABILITIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Current		
	Advances from Customers	400.04	53.75
	Payable to employees	80.36	62.48
	Statutory Liabilities	168.95	115.24
	Other Payable	2,548.46	3,598.63
	Total - Current	3,197.81	3,830.10
23 CURRENT TAX LIABILITIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Dividend Tax on Dividend	359.08	359.08
	Provision for Interest on Dividend Tax	549.39	549.39
	Total	908.47	908.47
24 REVENUE FROM OPERATIONS			
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025
	Sale of Products (Including excise duty)	3,902.71	6,583.61
	Sale of Services (Job-Work)	858.73	5,147.04
	Other operating revenue	235.86	178.60
	Revenue from operations	4,997.31	11,909.25



Zenith Steel Pipes & Industries Limited

Notes to the the Standalone financial statements

Note 20.1. Trade Payables

Ageing of Trade Payables as on March 31, 2026

(Rs in Lakhs)

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	113.71	-	-	-	-	113.71
(ii) Others	5.37	2,677.01	1,141.46	3,830.46	3.72	7,658.03
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
	119.08	2,677.01	1,141.46	3,830.46	3.72	7,771.74

Ageing of Trade Payables as on March 31, 2025

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	385.88	-	-	-	-	385.88
(ii) Others	228.44	668.89	15.38	5,119.12	2,158.37	8,190.20
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
	614.32	668.89	15.38	5119.12	2158.37	8576.08

Note 20.2

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

Note 20.3

Ageing Done From the Date of Transactions.

Note 20.4

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

(Rs in Lakhs)

	As at 31 March, 2026	As at 31 March, 2025
(i) Principal amount remaining unpaid	113.71	385.88
(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



25 OTHER INCOME				(Rs in lakhs)
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025	
	Interest Income From Others	9.09	3.53	
	Provision For Expenses Written back	1,771.45	259.63	
	Sundry Balance Written back	262.70	522.28	
	Net Gain on Foreign Currency Traslation & Transaction	336.04	230.81	
	Profit/(Loss) on Sale of Assests	-	0.01	
	Total	2,379.28	1,016.26	
26 CONSUMED				
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025	
	Opening Stock	156.16	270.36	
	Add : Purchase	2,697.61	4,143.23	
	Less : Sales			
	Less : Closing Stock	181.22	156.16	
	Cost of Raw Materials and Components Consumed	2,672.55	4,257.44	
27 PURCHASES OF STOCK-IN-TRADE				
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025	
	Purchase of Traded Goods (Pipe)	119.84	103.95	
	TOTAL	119.84	103.95	
28 FINISHED GOODS AND STOCK-IN-TRADE				
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025	
	Inventories at the beginning of the year			
	Finished Goods/Stock -in -Trade	371.54	1,390.18	
	Semi-Finished Goods	97.22	131.35	
	Scrap etc.	15.36	47.89	
		484.12	1,569.42	
	Inventories at the end of the year			
	Finished Goods/Stock -in -Trade	192.74	371.54	
	Semi-Finished Goods	78.90	97.22	
	Scrap etc.	13.44	15.36	
		285.07	484.11	
	Change in Inventories			
	Finished Goods/Stock -in -Trade	178.80	1,018.66	
	Semi-Finished Goods	18.33	34.12	
	Scrap etc.	1.91	32.54	
		199.04	1,085.30	
	TOTAL	199.04	1,085.30	
29 EMPLOYEE BENEFITS EXPENSE				
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025	
	Salaries, Wages and Bonus	464.41	472.65	
	Contribution to Provident and Other Funds	29.17	20.16	
	Staff Welfare Expenses	20.24	21.60	
	Total	513.81	514.40	
30 FINANCE COSTS				
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025	
	Interest Expenses	242.17	245.97	
	Bank Charges	5.85	2.05	
	Total	248.02	248.02	



31 DEPRECIATION AND AMORTIZATION EXPENSES		(Rs in lakhs)	
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025
	Depreciation on Tangible Assets	192.19	195.30
	Amortisation of Intangible Assets	-	-
	Total	192.19	195.30
32 OTHER EXPENSES			
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025
A)	Manufacturing Expenses		
	Consumption of Stores and Spares	437.24	830.20
	Power, fuel and water	221.51	372.17
	<u>Repairs and maintenance:</u>		
	Buildings	0.05	-
	Plant and machinery	10.60	1.84
	Conversion, Octroi and Other manufacturing expenses	855.98	3,104.69
	Sub Total (A)	1,525.38	4,308.91
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025
B)	Selling and Distribution Expenses		
	Freight, Forwarding, Handling Expenses & Others	823.88	802.77
	Commission	34.01	100.01
	Sub Total (B)	857.89	902.78
Sr. No.	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025
c)	Establishment Expenses		
	Rent	7.19	5.83
	Electricity Charges	14.98	13.56
	Insurance	12.51	6.45
	Rates and taxes	1.39	6.93
	Miscellaneous expenses	429.08	973.40
	Payment to Auditor		
	Auditors' remuneration (excluding service tax)		
	As Auditor	7.00	7.00
	For Limited Review	2.00	2.00
	For Reimbursement of Expenses	1.38	0.97
	Interest on TDS	0.38	0.49
	Interest Expenses (Others)	0.04	215.90
	Other Repairs	3.20	4.32
	Vehicle Expenses	2.42	5.96
	Provision for diminution of Assets/Bad Debts, irrecoverable advances and claims written off		
		379.30	18.68
	Sub Total (B)	860.86	1,261.48
	Total (A+B)	3,244.13	6,473.17



Shares held by Promoters at the end of the year						
Sl.no.	Promoter Name	Shareholding for the FY 24-25		Shareholding for the FY 25-26		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	141,979	0.10	141,979	0.10	-
2	BIRLA PRECISION TECHNOLOGIES LIMITED	7,000,000	4.92	7,000,000	4.92	-
3	BIRLA BOMBAY PRIVATE LIMITED	8,171,397	5.74	8,171,397	5.74	-
4	BIRLA INTERNATIONAL PRIVATE LIMITED	45,000	0.03	45,000	0.03	-
5	NIRVED TRADERS PVT LIMITED	2,750,000	1.93	2,750,000	1.93	-
6	BIRLA SHLOKA EDUTECH LIMITED	694	0.00	694	0.00	-
7	BIRLA INDUSTRIES GROUP CHARITY TRUST	17,840	0.01	17,840	0.01	-
8	MATRI SEVA SADAN CHARITY TRUST	31,851	0.02	31,851	0.02	-
9	YASH SOCIETY	75,169	0.05	75,169	0.05	-
10	SHEARSON INVESTMENT TRADING COMPANY PRIVATE LIMITED	23,193	0.02	23,193	0.02	-
11	BIRLA EDUTECH LIMITED	4,000,000	2.81	4,000,000	2.81	-
12	ARUN KUMAR GANGAPRASAD SINGHI	34	0.00	34	0.00	-
	TOTAL	22,257,157	15.64	22,257,157	15.64	-



33. Earnings Per Share (EPS)			
	(Rs.in Lakhs)		
Particulars	31st March, 2026	31st March, 2025	
Profit/(Loss) for the period from continuing operations	318.08	47.93	
Profit/(loss) from Discontinuing operations	(6.99)	(25.42)	
Net Profit / (Loss) after tax attributable to Equity Shareholders (A)	311.09	22.51	
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	0.22	0.02	
Basic and Diluted EPS for the period from Continuing Operations	0.22	0.03	
Basic and Diluted EPS for the period from Discontinued Operations	(0.00)	(0.01)	
34. 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			
Particulars	31st March, 2026	31st March, 2025	
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) Maharsahtra VAT	3398.71	3398.71	
e) Income Tax	56.45	2.18	
Total	3749.27	3695.00	
(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. 3749.27 Lakhs (previous year Rs. . 3695.00 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.			
35. Utilization of proceeds of public/ right issue as on 31st March, 2026 is as under:			
(Rs.in Lakhs)			
Description	Total Estimated Cost	To Be Deployed as on 31st March, 2026	To Be Deployed as on 31st March, 2025
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
Pending full utilization, the balance amount is held in Current/Fixed deposit /loan/advances accounts. There is Provision for doubtful advances to the tune of Rs.10,925 Lakhs. Pending recovery of that advance, the amount available for deployment will be at lesser to that extent.			
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 17/09/2012 approved variation in utilization of public offer proceeds, so that Company can also utilize the proceeds for manufacturing of SAW and ERW pipes at Chennai or at such other location as may be decided by the Board. Out of the total amount Rs.13,500.00 Lakhs, amount of Rs.8,036 Lakhs was to be utilized from the proceeds of public issue and balance Rs.5,464.00 Lakhs was to be utilized from proceeds of GDR issue. The details of utilization of proceeds of Rs.13,500.00 Lakhs here above.			
36. The title deeds for land (freehold), building, licenses, with respect to one location ie Murbad 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 same , if any, shall be accounted on determination and completion of transfer formalities.			
37. Auditor Remuneration And Reimbursement			
(Rs.in Lakhs)			
	For the year ended March 31, 2026	For the year ended March 31, 2025	
Statutory audit fees	7.00	7.00	
Fees for other audit related services	2.00	2.00	
Reimbursement of out of pocket expenses	1.38	0.97	



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	31st March, 2026	31st March, 2025
Contribution to Employees Provident Fund and Other Funds	29.17	20.16
Total	29.17	20.16

(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 Details under Ind AS-19, to the extent applicable is furnished below:

(Rs.in Lakhs)

Particulars	31st March, 2026	31st March, 2025
Amount recognised in Balance Sheet		
Present value of defined benefit obligation	299.41	289.74
Fair value of plan assets	-	-
Funded Status		
Expense recognised in the Statement of Profit and Loss		
Current service cost	4.13	5.46
Past service cost and loss/(gain) on curtailments and settlement	23.07	-
Net Interest	3.38	3.33
Total expense charged to Profit and Loss Account	30.58	8.79
Amount recorded as Other Comprehensive Income		
Actuarial (Gain)/Loss recognised for the period	0.75	(4.63)
Return on Plan Assets excluding net interest	-	-
Total Actuarial (Gain)/Loss recognised in OCI	0.75	(4.63)
Reconciliation of net liability/(Asset)		
Opening net liability	289.74	292.97
Provision no longer required/additional provision required	-	-
Adjustment to opening balance	-	-
Expenses charged to the Statement of Profit and Loss	30.58	8.79
Contribution paid	(21.65)	(7.40)
Other Comprehensive Income (OCI)	0.75	(4.63)
Closing net defined benefit liability/(asset)	299.41	289.73
Movement in benefit obligation		
Opening defined benefit obligation	289.73	292.97
Interest on defined benefit obligation	3.38	3.33
Current service cost	4.13	5.46
Past service cost and loss/(gain) on curtailments and settlement	23.07	-
Benefits paid	(21.65)	(7.40)
Actuarial (Gain)/Loss on obligation	0.75	(4.63)
Closing of defined benefit obligation	299.40	289.73
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.)

7.14%

6.67%

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 31 March 2025 is as shown below

Impact on defined benefit obligation

Discount Rate

1% Increase

1% Decrease

Employee's Gratuity Fund

	(18.40)	(19.50)
	21.80	23.20
Rate of Increase in Salary		
1% Increase	22.00	23.20
1% Decrease	(18.70)	(19.80)

Rate of Increase in Salary

1% Increase

1% Decrease

Maturity Profile of defined benefit obligation

Year

1st following Year

2nd following Year

3rd following Year

4th following Year

5th following Year

Sum of 6 to 10 Years

From The Fund

	24.35	24.62
	0.52	0.95
	3.30	0.41
	0.56	2.09
	0.60	0.45
	16.50	13.19



II. Leave Encashment:

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

	(Rs.in Lakhs)	
Particulars	31st March, 2026	31st March, 2025
Amount recognised in Balance Sheet		
Present value of defined benefit obligation	9.62	14.19
Fair value of plan assets	-	-
Funded Status		
Expense recognised in the Statement of Profit and Loss		
Current service cost	1.34	1.60
Net Interest	0.94	0.97
Total expense charged to Profit and Loss Account	2.29	2.59
Actuarial (Gain)/Loss		
Actuarial (Gain)/Loss recognised for the period	0.63	(0.08)
Return on Plan Assets excluding net interest	-	-
Total Actuarial (Gain)/Loss	0.63	(0.08)
Reconciliation of net liability/(Asset)		
Opening net liability	30.12	31.39
Provision no longer required/additional provision required	-	-
Adjustment to opening balance	-	-
Expenses charged to the Statement of Profit and Loss	2.29	2.59
Contribution paid	(7.48)	(3.78)
Other Comprehensive Income (OCI)	0.63	(0.08)
Closing net defined benefit liability/(asset)	25.56	30.12
Movement in benefit obligation		
Opening defined benefit obligation	30.12	31.39
Interest on defined benefit obligation	0.94	0.97
Current service cost	1.34	1.60
Benefits paid	(7.48)	(3.78)
Actuarial (Gain)/Loss on obligation	0.63	(0.08)
Closing of defined benefit obligation	25.55	30.10
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	7.14% p.a.	6.67% p.a.
Salary growth	5.50% to 7.00% p.a.	5.50% to 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.		
Impact on defined benefit obligation		
Discount Rate		
1% Increase	(22.68)	(23.57)
1% Decrease	27.31	28.36
Rate of Increase in Salary		
1% Increase	27.33	27.87
1% Decrease	(23.08)	(23.87)
Maturity Profile of defined benefit obligation		
Year	From	The Fund
1st following Year	3.73	5.95
2nd following Year	0.09	0.23
3rd following Year	0.27	0.13
4th following Year	0.10	0.29
5th following Year	0.11	0.15
Sum of 6 to 10 Years	3.27	3.90



39. Related party disclosures:

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

As per Ind AS 24, 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 Subsidiaries
2. Zenith Middle East FZE (Wholly owned)	
3. Birla Capital And Financial Services limited	
4. Birla Electricals Limited	Companies with Common Director
5. Birla Integrated Textile Park Limited	
6. Birla Viking Travels Limited	
7. Birladp Carpets Private Limited	
8. Erene Microorganic Chemicals Privatelimited	
9. Khopoli Investments Limited	
10. Palsana Textile Park Private Limited	
11. Secur Staffing Services Private Limited	
12. Shricon Industries Limited	
13. Birla Precision Technologies Limited	
14. Asian Distributors Pvt Limited	Promoters
15. Birla Bombay Private Limited	
16. Birla International Pvt Ltd	
17. Birla Shloka Edutech Limited	
18. Birla Edutech Limited	
19. Girvanesh Balasubramanan	Key Management Personnel (Chief Financial Officer)
20. Mr Prakhar Agarwal (Resigned W.E.F. 06.02.2026)	Key Management Personnel (Company Secretary)
21. Mr Uday Anant Sawant (W.E.F. 10.02.2026)	Key Management Personnel (Company Secretary)
22. Minal Umesh Pote	Key Management Personnel (Whole time Director)
23. Purushottam Digambar Sonavane	Independent Directors
24. Sadhana Avinash Patil	
25. Pramod Shivaji Bhosale	
26. Bhavika Sharma	
27. Ganesh Ramesh Mahendrakar	

		(Rs.in Lakhs)			
Net Balance of Receivable, Payable, Deposits, Loan etc. where Transaction have Taken Place		Balance Carried to Balance Sheet as at 31-03-2026		Balance Carried to Balance Sheet (Net) as at 31-03-2025	
		Receivable	Payable	Receivable	Payable
(i) Key Management Personnel	Girvanesh Balasubramanan	-	1.39	-	1.39
	Prakhar Agarwal	-	-	-	0.30
	Uday Anant Sawant	-	0.30	-	-
	Minal Umesh Pote	-	0.25	-	0.25
(ii) Enterprises Owned or significantly influenced by key management personnel or their relatives.	1. Birla Precision Technologies Limited	-	3,011.55	-	1,561.55
	3. Birla Bombay Private Limited	-	87.32	200.38	-
	2. Zenith (USA) Inc. (Wholly owned) (Net of provisions)	98.86	-	41.21	-
	3. Zenith Middle East FZE (Wholly owned)	-	-	-	-

(B) Transactions during the year ended 31st March, 2026 with related parties :

		(Rs.in Lakhs)			
Particulars		Key Management Personnel		Enterprise owned and significantly influenced	
		31/03/2026	31/03/2025	31/03/2026	31/03/2025
Exchange Gain /Loss		-	-	0.11	28.80
Advance Given/Payment		-	-	-	-
Loan/Advance Received		-	-	1,737.70	-
Services Received:		-	-	-	-
Loans & Advances - Write Off		-	-	-	-
Sale of Goods		-	-	352.31	-
Remuneration		23.23	23.23	-	-

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

		(Rs.in Lakhs)	
Particulars		2025-26	2024-25
1. Sale of Goods			
Zenith (USA) Inc.		352.31	-
2. Loans & Advances			
1. Birla Precision Technologies Limited		1,450.00	-
2. Birla Bombay Private Limited		287.70	-
3. Zenith (USA) Inc.		-	-
3. Remuneration Paid		23.23	23.23



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

41. Disclosures in respect of Derivatives Instruments:

Derivative instruments outstandings as at 31st March 2026 Rs. NIL. (Previous Year NIL)

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

43. Balance Confirmations-

a. The balances of Trade Payables, Trade Receivables, Loans and Advances, Deposits, Current Liabilities, Borrowings, and other similar accounts are presented as per the books of account as at 31.03.2026. Reconciliation procedures are pending for certain accounts, and the management has not issued direct balance confirmation requests to all parties. However, based on the management's assessment, the amounts reported as receivable or payable are considered fully recoverable/payable, and no material discrepancies are expected at the time of settlement that would require further accounting adjustments as of the reporting date.

b. The Company is currently in the process of settling the amounts of trade payable to Ess Jay Global Ventures Private Limited and trade receivable from Mango Capital LLC on a net basis, as per applicable law as applicable and after that necessary confirmation will be obtained from the parties after the same.

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

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

c. The Company has not obtained confirmations from all vendors regarding MSME status, hence without the relevant details, provision is not made for interest liability towards the same in the books as of 31/03/2026 as well as disclosures related to MSME is not appropriate in absence of identification of MSME parties. The Company has not obtained MSME status confirmations from all vendors as of 31/03/2026. In the absence of adequate vendor classification, the Company has not made provision for interest liability (if any) under the provisions of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Consequently, the disclosure required under the Act is not considered complete, and management is taking steps to identify and obtain confirmations from vendors to ensure compliance in future reporting periods.

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 has entered into a Memorandum of Understanding ("MoU") with Tribus Real Estate Private Limited ("TREPL") for takeover and settlement of its existing bank borrowings by TREPL, aggregating to Rs.15,894.92 lakhs as on 31/03/2026. Pursuant to the MOU, TREPL is authorized to negotiate and settle dues with the lenders/Asset Reconstruction Companies ("ARCs") through One-Time Settlement ("OTS") or other mutually acceptable terms, which are agreed in writing. Out of the aforesaid total bank borrowings, TREPL has repaid Rs.6,599.92 lakhs to the lenders/ARCs by 24/03/2026 and the balance amount of Rs.9,295.00 lakhs remains unpaid as on that date.

During the quarter ended 31/03/2026, the Company received a notice from India SME Asset Reconstruction Company Limited ("Assignee") regarding assignment of debt by Invent Assets Securitisation & Reconstruction Private Limited ("Assignor"), whereby total dues including interest as on 25/03/2026 were stated at Rs.1,189.41 crores excluding further accruals and charges. The Company vide email dated 17/04/2026 has replied to the Assignee stating that Rs.9,295.00 lakhs, being the principal amount outstanding, is payable towards full and final settlement of the assigned debt with assignor vide agreement dated 21/01/2019 together with amendments there to. Further, the proposed development arrangement relating to the Khopoli land & building is presently under discussion with the developer and is expected to be concluded in the near future, upon which sufficient funds are expected to be realized for settlement of the aforesaid obligations.

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

Pursuant to the assignment of the loan by the consortium banks to Invent Assets Securitization and Reconstruction Private Limited on 31/03/2018, the enforcement proceedings are now being pursued by Invent Assets. During the year 2025-26, the Invent Assets Securitisation & Reconstruction Private Limited assigned debt to India SME Asset Reconstruction Company Limited. The matter is currently being heard before the Debt Recovery Tribunal (DRT), Pune. At the latest hearing held on 19/12/2025, the Company sought an adjournment, and the next hearing has been scheduled for 30/06/2026.

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

47. As at 31/03/2026, the net worth of the Company continues to be negative, primarily on account of accumulated losses incurred in prior periods. Despite the financial position, the Company continues to operate certain manufacturing units and is in the process of revival. The management has initiated strategic measures including engagement with key suppliers and customers, and is taking steps to improve operational efficiency and enhance revenue generation. Further, the Board of Directors is actively evaluating various business options to augment income from operations and ensure long-term financial sustainability. Based on these ongoing efforts and the projected future cash flows and revenue streams, the Board of Directors believes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, the standalone financial results have been prepared on a going concern basis. This assessment is contingent upon the successful implementation of the proposed plans and the absence of any unforeseen circumstances that could adversely impact the Company's operations.



48. The Company was prohibited from accessing the securities market for a period of three years pursuant to a SEBI order dated 31/03/2021, in relation to alleged violations of certain provisions of the SEBI Act, 1992 and the SEBI (Issue of Global Depository Receipts) Regulations. The Company filed an appeal against the said order before the Securities Appellate Tribunal (SAT) on 16/07/2021.

Following the completion of final hearings on 03/01/2023, SAT issued its order dated 21/02/2023, wherein the Company's appeal was partially allowed. The period of debarment was restricted to the duration already undergone, and the monetary penalty was reduced from Rs.1000.00 lakhs to Rs.25.00 lakhs. The Company has recognized the reduced penalty as a provision in the financial statements for the year ended 31/03/2023. However, the amount remains unpaid as of 31/03/2026. Subsequently, SEBI has filed a Civil Appeal before the Hon'ble Supreme Court of India against the SAT ruling, which was admitted vide order dated 02/01/2024. As on the date of reporting, no further directions or communications have been received from the Hon'ble Court.

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

49. As at 31/03/2026, the Company has reported inventory amounting to Rs.594.51 lakhs, comprising raw materials, work-in-progress, finished goods, store and spares and scrap. Inventories are valued using the weighted average cost method, as per the accounting policy of the Company and in accordance with the principles of Ind AS 2 – Inventories. Due to the presence of variable manufacturing costs such as labour, overheads, and utilities, the valuation of finished goods, work-in-progress, and scrap has been carried out manually, based on cost sheets and estimates maintained by management. The valuation was not derived through system-generated reports. The management is in the process of strengthening the internal controls and system-based tracking for inventory valuation to enhance reliability and auditability in future periods.

50. The Company has identified certain non-operating and frozen current bank accounts that have not been in use during the reporting period. As of 31/03/2026, the bank statements and balance confirmations for these accounts could not be obtained despite follow-ups. In the absence of confirmations and pending reconciliation, the Company has made a provision of Rs.41.07 lakhs, being the aggregate amount lying in such bank accounts, as a prudent measure. The management is in the process of initiating formal closure of these dormant accounts and will take necessary corrective action based on confirmation and reconciliation received in due course.

51. The management carried out a comprehensive review and reassessment of provisions made in prior periods towards claims payable, balance payable and general administrative expenses. Based on such evaluation, it was determined that certain provisions/balances were no longer required, considering the resolution of related obligations or expiry of limitation periods. Accordingly, these provisions/balances amounting to Rs.2034.15 Lakhs have been reversed during the current period and have been recognised under "Other Income" in the Statement as "Provision Written Back" for the year ended 31/03/2026 (year ended 31/03/2025 Rs.781.91 Lakhs).

52. Other Income include foreign exchange gain of Rs.336.04 Lakhs for the year ended 31/03/2026. (year ended 31/03/2025 Rs.230.81 Lakhs).

53. Other Expenses includes legal and professional charges of Rs.197.37 lakhs during the year, these primarily pertain to expenses incurred towards ongoing legal proceedings, regulatory and departmental matters, and professional advisory services obtained by the Company in the ordinary course of business.

54. The Company has received a demand notice in FY 2024-25 amounting to Rs.1,836.95 lakhs in Form DRC-08 from the Office of the Commercial Tax Officer, Tamil Nadu, pursuant to an audit conducted by the GST Department for the financial year 2018-19. In response, the Company filed a writ petition before the Hon'ble Madras High Court on 27/08/2024, challenging the demand and seeking an interim stay. The Hon'ble Court granted an interim stay on 04/10/2024, which remains effective until further orders. The next hearing, initially scheduled for 18/11/2024, has been adjourned, and a revised date is yet to be notified by the Court. Based on legal advice and management's evaluation, the Company believes it has a meritorious case and expects a favorable outcome. Accordingly, no provision has been made in the standalone financial for the year ended 31/03/2026, in respect of the said demand.

55. The Company had received a GST demand notice in FY 2024-25 for Rs. 28.76 lakhs from the Tamil Nadu Commercial Tax Officer in Form DRC-08, pursuant to an audit conducted by the GST Department for the financial year 2020-21. The demand primarily relates to certain disallowances and observations raised during the audit proceedings. The Company has filed an appeal before the appropriate Appellate Authority within the prescribed time limits under the GST law challenging the demand raised in the notice. As on date, the company has not received any further communication in regards to the same.

56. During the year, the Company has received two demand notice amounting to Rs.27.78 lakhs and Rs.25.28 lakhs from the Tamil Nadu Commercial Tax Officer in Form DRC-07, pursuant to an audit conducted by the GST Department for the financial year 2021-22 and 2019-20 respectively. The demand primarily relates to certain disallowances and observations raised during the audit proceedings. The Company has filed an appeal before the appropriate Appellate Authority within the prescribed time limits under the GST law challenging the demand raised in the notice. As on date, the Company has not received any further communication in regards to the same.

57. The Government of India, vide notification dated November 21, 2025, has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the "New Labour Codes"), which consolidate and replace twenty-nine existing central labour laws into a unified framework governing employee benefits during employment and post-employment. The New Labour Codes, amongst other things introduced changes, including a uniform definition of wages for statutory purposes.

Further, on December 30, 2025, the Ministry of Labour & Employment, issued draft Central Rules and FAQs to facilitate assessment of the financial impact arising from the New Labour Codes. In accordance with the requirements of Ind AS 19 - Employee Benefits, changes to employee benefit plans arising from legislative amendments constitute a plan amendment, requiring immediate recognition of the resultant impact as past service cost in the period in which the amendment is notified.

The management is undergoing the process of assessment and will disclose the additional impact of the New Labour Codes on the Company's employee benefit obligations, in a manner consistent with the guidance issued by the Institute of Chartered Accountants of India (ICAI). The Company has provided the additional impact amounting to Rs.23.07 lakhs under "Employee Benefit Expenses" in the standalone financial results for the year ended 31/03/2026, which primarily arises from the change in the definition of wages.

The Company will continue to monitor further developments including the finalization of the central and state rules under the New Labour Codes, which are yet to be notified and shall evaluate and give effect to any consequential accounting adjustments, if any arising therefrom in future periods, as and when required.



58. 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	-	-	Purpose
	-	-	

59. 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:

(Rs.in Lakhs)

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	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	4,927.37		5,313.07	-
Cash and cash equivalents	72.38		295.61	-
Bank balances other than cash and cash equivalent	44.76		37.74	-
Loans and advances	1,389.34		1,519.34	-
Other financial assets	-		-	-
At FVTPL	-	-	-	-
At FVTOCI	-	-	-	-
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.				
Financial liabilities				
At Amortised Cost				
Borrowings	21,546.58		21,541.05	-
Trade Payables	7,771.74		8,576.08	-
Other financial liabilities	4,844.62		4,605.01	-
Other current liabilities	3,197.81		3,829.81	-
At FVTPL	-	-	-	-
At FVTOCI	-	-	-	-
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.				



60. 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, 2026.

Particulars	Amount (USD) 2025-26	Amount (USD) 2024-25
1. Term Loan		-
2. Debtors	6,193,899.90	6,655,293.15
3. Other Payables	6,193,899.90	852,533.69
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.

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, 2026	Less than 1 year	1-2 years	2-5 years	Above 5 years
Borrowings	21,546.58	1,450.00	-	1,576.66	18,519.92
Trade Payables	7,771.74	2,796.10	1,141.46	3,834.18	-
Other financial liabilities	4,844.62	239.60	230.58	694.53	3,679.90
Particulars	As at 31st March, 2025	Less than 1 year	1-2 years	2-5 years	Above 5 years
Borrowings	21,541.05	-	1,552.12	26.66	19,962.27
Trade Payables	8,576.08	1,283.22	15.38	7,277.48	-
Other financial liabilities	4,605.01	235.58	446.18	3,055.47	867.78

61. 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	31st March, 2026	31st March, 2025
(i) Total equity	(24,729.28)	(25,039.62)
(ii) Total debt	21,546.58	21,541.05
(iii) Overall financing (i+ii)	(3,182.70)	(3,498.57)
(iv) Gearing ratio (ii/iii)	(6.77)	(6.16)

**62. Corporate social responsibility:**

(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.

63. 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)		
	As at 31st March, 2026	As at 31st March 2025
(i) Principal amount due to any supplier as at the year end	113.71	385.88
(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	-	-
(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	-	-

64. COMPLIANCE WITH AUDIT TRAIL FOR ACCOUNTING SOFTWARE.

The company has used an accounting software for maintaining its books of account during the year ended 31 March 2026, which has a feature of recording audit trail (edit log) facility except in respect of three units, where the accounting software did not have the audit trail feature. The audit trail (edit log) facility has been operated throughout the year for relevant transactions in the accounting software for the aforementioned unit. The company did not come across any instance of the audit trail being tampered with, in respect of the accounting software for the period for which the audit trail feature was enabled and operating. Additionally, the audit trail for prior years has been preserved by the company as per statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

Exceptional items

65. During The Year, the Company identified an instance of suspected offence involving fraud relating to unauthorized access to bank payment processes by a consultant engaged by the Company. Thereafter the Company discontinued the said consultant access, initiated an internal investigation, and lodged an FIR with the police authorities on 01/12/2025. Based on preliminary investigation and available bank records, the amount involved is estimated at Rs.758 lakhs (approx.), which pertains to various prior periods. Further, the Company has recovered certain land and residential properties aggregating to a sum of Rs.131.07 lakhs towards compensation against the aforesaid loss, which has been accounted under "Exceptional item" with a corresponding debit under "Other Receivables". The Company intends to sell these properties in the open market in the next year and adjust the realisable value against the amount receivables.

As the investigation is ongoing, the final financial impact on the current year's accounts is yet to be determined. Also, the Company is internally reviewing the relevant records and shall account for the impact, if any, upon completion of internal review and investigation in the next year. In the meanwhile, the management has initiated necessary steps to strengthen internal controls relating to procurement, vendor verification, payment authorization and related aspects. Based on the information currently available with the Company, the management does not expect any other material impact on the financial results or operations of the Company for the current year.

66. 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 the standalone financial statements

As Per Our Attached Report of Even Date
For **D E V A M & Associates LLP**
Chartered Accountants
Firm Registration No.: 139355W/W100925

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

Amit Surana
Partner
Membership No: 515851

Purushottam Sonavane
Director
DIN. 08405653

Minal Pote
Whole time Director
DIN. 07163539

Place: Mumbai
Date: 26th May 2026

B. Girvanesh
Chief Financial Officer

Uday Sawant
Company Secretary



67. Ratio Analysis							
Sr No	Ratios	Numerator	Denominator	31-Mar-26	31-Mar-25	% Variance	Reasons For Variance
1	Current Ratio (In Times)	Current Assets	Current Liabilities	0.22	0.22	-3.57%	Decreased volume of business
2	Debt Equity Ratio (In Times)	Debt	Equity	(0.87)	(0.84)	3.73%	Increase in Debt
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	3.48	1.92	81.40%	Increased earnings for debt service
4	Return on Equity Ratio (In %)	Net Profit & Loss After Tax	Average Shareholder Equity	(1.25%)	(0.09%)	1288.89%	Better profit due to increased Volume of business
5	Inventory Turnover Ratio (In Times)	Cost of Goods Sold	Average Inventory	1.64	1.76	-6.60%	Increased Revenue due to increased volume of business
6	Trade Receivables Turnover Ratio (In Times)	Revenue From Operation	Average Trade Receivables	0.24	2.19	-88.85%	increased volume of business
7	Trade Payable Turnover Ratio (In Times)	Operating Expenses & Other -	Average Trade Payables	0.18	1.27	-85.44%	increased volume of business
8	Net Capital Turnover Ratio (In Times)	Revenue From Operation	Working Capital	(0.18)	(0.41)	-55.39%	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	6.21%	0.15%	4035.87%	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	(1.45%)	-0.10%	1395.95%	Better profit due to increased Volume of business



68

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.

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 has not entered into any scheme of arrangement

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

viii. 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

ix. 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,

x. 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)

xi. 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"



INDEPENDENT AUDITORS' REPORT

To the Members of
Zenith Steel Pipes & Industries Limited

Report on the Audit of the Consolidated Financial Statements

1. Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of Zenith Steel Pipes & Industries 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 31 March 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of the material accounting policy information 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 management certified 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 a 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 consolidated state of affairs of the Group as at 31 March 2026, and its Consolidated Profit and Consolidated Other Comprehensive Loss, Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

2. Basis for Qualified Opinion

1. With reference to Note No. 35 of the Consolidated Financial Statement, the Holding Company has not complied with the provisions of Section 74 and other applicable provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 with respect to the, (a) Non-repayment of public deposits and the interest thereon on the respective due dates, (b) Non-maintenance of prescribed liquid assets to the extent required under the said Rules, and (c) Non-compliance with the orders passed by the Company Law Board (CLB) in connection with the above matters.

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

2. With reference to Note No. 44 of the Consolidated Financial Statement, balances relating to Trade Payables, Trade Receivables, Loans, Advances, Deposits, Intergroup balances, Current Liabilities, Borrowings from others, etc., are subject to reconciliation and confirmation. The management has not sent direct balance confirmations to the respective parties, citing pending reconciliations. In the absence of such confirmations and reconciliations, we are unable to obtain sufficient appropriate audit evidence to verify the accuracy, completeness, and recoverability/payability of these balances as at the reporting date. Consequently, we are unable to determine whether any adjustments are required in respect of the stated balances in the accompanying Consolidated



Financial Statements.

3. With reference to Note No. 51 to the Consolidated Financial Statement, the Group has made a provision of Rs.41.07 lakhs in respect of certain current bank accounts which are non-operating and have been frozen by regulatory authorities. In the absence of relevant bank statements and year-end balance confirmations for these accounts, we were unable to obtain sufficient appropriate audit evidence to verify the completeness and accuracy of the balances reported in respect of these accounts. Accordingly, we are unable to determine whether any adjustments may be required to the carrying amount of these balances and the related impact, if any, on the Consolidated Financial Statement for the year ended 31 March 2026.
4. We draw attention to Note No. 48 to the Consolidated Financial Statement, which states that the Group has incurred significant accumulated losses exceeding its share capital and reserves, and its net worth has been fully eroded as at 31 March 2026. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the Consolidated Financial Statements have been prepared on a going concern basis based on the reasons stated by the management in the said note. In our opinion, the material uncertainty exists, and accordingly, the use of the going concern basis of accounting in the preparation of the Consolidated Financial Statement is not adequately supported.
5. We draw attention to Note No. 50 to the Consolidated Financial Statement, which states that the Group has valued its inventories at Rs.594.51 lakhs as at 31 March 2026 using the weighted average cost method. However, we were not provided with adequate information and necessary supporting documentation to verify the basis of valuation, including evidence supporting the quantities, condition, and cost allocation of inventories. Accordingly, we are unable to determine whether any adjustments are necessary in respect of the carrying amount of inventories stated in the Consolidated Financial Statement. The consequent impact, if any, on the profit/loss and financial position for the year ended 31 March 2026 is also not ascertainable.

We have conducted our audit in accordance with the Standards on Auditing (SAs) notified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statement' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statement for the year ended 31 March 2026 under the provisions of the Act, 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 obtained by us is sufficient and appropriate to provide a basis for our qualified opinion on the Consolidated Financial Statements.

3. Emphasis of Matter

We draw attention to the following matters forming part of the notes to the Consolidated Financial Statements:

1. We draw attention to Note No.46 to the Consolidated Financial Statement, which describes that the Holding Company has entered into a Memorandum of Understanding (MOU) with Tribus Real Estate Pvt. Ltd. (TREPL) for takeover and settlement of existing bank borrowings of the Holding Company aggregating to Rs.15,894.92 lakhs. The note further describes the transfer of assignment of debt by Invent Assets Securitisation & Reconstruction Private Limited to India SME Asset Reconstruction Company Limited. The Holding Company has represented that Rs.9,295.00 lakhs, being the principal amount outstanding, is payable towards full and final settlement of the assigned debt and that the proposed development arrangement relating to the



Khopoli land & building is under discussion with the developer, from which sufficient funds are expected to be realized for settlement of the aforesaid obligations.

2. We draw attention to Note No.49 of the Consolidated Financial Statement, which describes that the Holding Company was prohibited from accessing the securities market for a period of three years by an order issued by the Securities and Exchange Board of India (SEBI) dated 31.03.2021, for violations of certain provisions of the SEBI Act, 1992 and SEBI Regulations relating to the issue of Global Depositary Receipts (GDR). Subsequently, the Holding Company had filed an appeal against the said order, and vide order dated 21.02.2023, the appellate authority modified the original SEBI order by reducing the penalty and limiting the debarment period to the time already served. SEBI has further filed a civil appeal before the Hon'ble Supreme Court on 07.08.2023, which has been admitted as on 02.01.2024. As of the reporting date, no further communication has been received.
3. We draw attention to Note No.47 of the Consolidated Financial Statement, which describes that the Consortium of Banks has initiated action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, for recovery of outstanding dues amounting to Rs.19,319.00 lakhs as on 31.01.2014. The Banks have taken symbolic possession of certain immovable properties of the Holding Company located at its Khopoli unit on 29.05.2014 and have filed an application for taking physical possession of the said assets. The loan has since been assigned to Invent Assets Securitization and Reconstruction Private Limited as on 31.03.2018. During the year, the Invent Assets Securitization and Reconstruction Private Limited assigned debt to India SME Asset Reconstruction Company Limited. The matter is currently pending before the Debt Recovery Tribunal (DRT), Pune, and the next hearing has been adjourned to 30.06.2026.
4. We draw attention to Note No. 52 of the Consolidated Financial Statement, which discloses that the Holding Company has written back certain provisions for expenses/balances totalling to Rs.2,034.15 lakhs during the FY 2025-26 and has recognized under Other Income as "Provision Written Back." Further, the management of the subsidiary company has written back certain balances amounting to Rs.338.14 lakhs pertaining to earlier years adjusted against the Opening Retained Earnings.
5. We draw attention to Note No. 65 of the Consolidated Financial Statement, regarding the suspected fraud identified by the Holding Company during Q3 of FY 2025-26 involving unauthorized access to bank payment process by a consultant engaged by the Holding Company, wherein the estimated amount involved based on preliminary investigation and available records is approximately Rs.758 Lakhs relating to various prior periods. The note further states that the Holding Company has recovered certain land and residential properties aggregating to Rs.131.07 lakhs towards compensation against the aforesaid loss, which has been accounted for under "Exceptional Item" with corresponding recognition under "Other Receivables".
6. We draw attention to Note No.43 of the Consolidated Financial Statement, which describe the extent of coverage of consolidated revenue, assets and profits pursuant to the requirement of Regulation 33(3)(h) of Listing Regulations.

Our opinion on the Consolidated Financial Statement is not modified in respect of these matters.

4. Key Audit Matters

Key Audit Matters ("KAM") are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current audit 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.



In addition to the matter described in the Basis for Qualified Opinion Section, we have determined the matters described below to be the KAM to be communicated in our report.

Key Audit Matter	Auditors' Response
<u>Evaluation of income tax provision</u> The Holding 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. The Holding 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. Refer Note No. 34 to the Consolidated Financial Statements.	In view of significance of matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: • testing the design and operating effectiveness of the Holding 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 2026 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 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. • We verified that the income tax provisions recognised till date in the books of account and assessed that the related disclosures are given in the Consolidated Financial Statements.
<u>Allowance for credit losses</u> The Group determines the allowance for credit losses 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.	Our audit procedures related to the allowance for credit losses for trade receivables included the following, among others: 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



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 Note No.61 to the Consolidated Financial Statements.	• 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.
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Other Information

5. The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the Consolidated Financial Statements and our auditors' report thereon. The other information is expected to be made available to us after the date of this Auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance, conclusion thereon.

6. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as applicable under the relevant laws and regulations.

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

7. 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 and presentation of these Consolidated Financial Statements that give a true and fair view of the Consolidated Financial position, Consolidated Financial Performance (including consolidated other comprehensive income), Consolidated Statement of Changes in Equity and Consolidated Cash Flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

8. 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 the 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 respective Companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements.

9. 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

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.972.81 lakhs as at 31st March 2026, Group's share of total revenue of Rs.576.10 lakhs and Rs.692.96 lakhs, Group's share of total Net Profit after Tax of Rs.102.47 lakhs and Rs.127.22 lakhs, total comprehensive income of Rs.96.14 lakhs and Rs.117.23 lakhs for the quarter and year ended 31 March, 2026 respectively and Group's share of net cash inflows of Rs.35.39 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These unaudited financial statements / financial information have neither been audited by us nor by their auditors and have been approved and furnished to us by the Holding Company's Management and our opinion on the Consolidated Financial Statement, in so far it relates to the amounts and disclosures included in respect of these subsidiaries is solely based on such unaudited financial statements / 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 not material to the Group.



Our opinion on the Consolidated Financial Statements is not modified in respect of the above matters, inter-alia with respect to our reliance on work done and the unaudited financial statements / financial information approved and certified by the Board of Directors.

Report on Other Legal and Regulatory Requirements

10. 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 of 'Other Matters' paragraph, we report, to the extent applicable, 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 of accounts of the Holding Company except for the matters stated in paragraph 10(h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- 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 Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder;
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2026 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, 2026 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, subsidiary companies incorporated outside India and 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 a qualified opinion on the existence and operating effectiveness of the Group's internal financial control with reference to Consolidated 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. The remuneration paid to any director is not in excess of the limit laid down under 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 Consolidated financial statement disclose the impact of pending litigations as at 31 March 2026 on its financial position in its Consolidated Financial Statements (Refer Note



No. 34 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, as disclosed in Note No. 68 (viii) to the Consolidated Financial Statement, 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 indirectly 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 respective 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, as disclosed in Note No. 68 (ix) to the Consolidated Financial Statement, no funds have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), 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 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) No Dividend has been declared or paid during the year by the group.
- vi) Based on our examination which included test checks, the Holding Company has used an accounting software for maintaining its books of account for the year ended 31 March 2026, which has a feature of recording audit trail (edit log) facility except in respect of three units, where the accounting software did not have the audit trail feature. The audit trail (edit log) facility has been operated throughout the year for relevant transactions in the accounting software for the aforementioned unit. Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with for the unit for which audit trail feature had been enabled and operating.

Additionally, the audit trail for prior years has been preserved by the Holding Company as per the statutory requirements for record retention for the one unit throughout the



entire financial year to the extent it was enabled and recorded in the respective years.

11. 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 Holding Company, 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 D E V A M & Associates LLP
Chartered Accountants
FRN – 139355W / W100925

Amit Surana
Partner
M. No. 515851
UDIN: 26515851ZBMZBU8360

Place: Mumbai
Dated: 26 May 2026



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.

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 KAM. 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.

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.



ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 10(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')

In conjunction with our audit of the Consolidated Financial Statements of Zenith Steel Pipes and Industries Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March, 2026, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Management and Board of Directors of the Holding Company, are responsible for establishing and maintaining internal financial controls based on the internal control over Financial Reporting with reference to Consolidated 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial statements of the Holding Company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by ICAI and the SA's, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those SAs 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 the Consolidated Financial Statements were 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 the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated 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 Consolidated 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 Consolidated Financial Statements of the Group.

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 Consolidated 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 Holding Company;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the holding company are being made only in accordance with authorizations of management and directors of the holding 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 Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Consolidated 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.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at 31 March, 2026:

- a) The Holding Company does not have an approved delegation of authority matrix, which leads to uncertainties regarding decision-making authority and responsibility within the organization. This deficiency may result in unauthorized transactions, inefficient processes, and increased risk of errors or fraud, as there are no clearly defined parameters for approving and executing financial transactions and other significant actions.
- b) The Holding Company does not have a Risk Control Matrix (RCM). Without a comprehensive assessment of the RCM, the holding company may not effectively identify, assess, or mitigate risks associated with its financial and operational processes. This oversight can impair the ability to implement appropriate controls, increasing the risk of financial misstatements, operational inefficiencies, and non-compliance with regulatory requirements.
- c) The Holding Company has certain control lapses in regards to secretarial compliance.



- d) The Holding Company does not have an appropriate internal control system for identification and allocation of overheads to inventory. This could potentially result in material misstatements in the Company's consumption, inventory and expense account balances.
- e) The Holding Company does not have a system to obtain balance confirmations from all parties. Without periodic balance confirmations, there is an increased risk of inaccuracies in the company's financial statements. This deficiency may lead to discrepancies between the company's records and those of its external parties, potentially resulting in unidentified errors.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the holding company's annual or interim financial statements will not be prevented or detected on a timely basis.

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 financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2026 based on the internal financial control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Holding Company's internal financial controls over financial reporting were operating effectively as of 31 March, 2026.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the 31 March 2026 financial statements of the Company, and these material weaknesses do not affect our qualified opinion on the Consolidated Financial Statements of the Company.

For D E V A M & Associates LLP
Chartered Accountants
FRN – 139355W / W100925

Amit Surana
Partner
M. No. 515851
UDIN: 26515851ZBMZBU8360

Place: Mumbai
Dated: 26 May 2026



ZENITH STEEL PIPES AND INDUSTRIES LIMITED				
Consolidated Balance sheet as at 31st March, 2026				
(Rs. in Lakhs)				
Sr. No.	Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
I.	ASSETS			
	NON-CURRENT ASSETS			
	Property, Plant & Equipment and Intangible Asset			
(a)	Property, Plant & Equipment	2	3,989.89	4,179.66
(b)	Capital work in progress	3	128.97	120.01
(c)	Intangible Assets	4	12.67	0.71
(d)	Financial Assets			
	(i) Investments	5	0.20	0.20
	(ii) Other Financial Assets	6	203.73	205.53
(e)	Other Non-Current Assets	7	2,690.47	2,591.51
	Total Non - Current Assets		7,025.93	7,097.62
	CURRENT ASSETS			
(a)	Inventories	8	594.51	779.36
(b)	Financial Assets			
	(i) Trade Receivables	9	5,711.95	5,656.46
	(ii) Cash and Cash Equivalents	10	107.77	295.61
	(iii) Bank Balances other than (II) above	11	44.76	37.74
	(iv) Loans	12	1,389.34	1,519.34
(c)	Other Current Assets	13	425.24	366.04
(d)	Current tax assets	14	94.55	103.00
	Total - Current Assets		8,368.13	8,757.54
	Total Assets		15,394.05	15,855.16
II.	EQUITY AND LIABILITIES			
	EQUITY			
(a)	Equity share capital	15	14,228.04	14,228.04
(b)	Other equity	16	(39,121.23)	(39,903.26)
	Total - Equity		(24,893.19)	(25,675.22)
	LIABILITIES			
	A Non-Current Liabilities			
(a)	Financial liabilities			
	(i) Borrowings	17	3,737.43	2,242.07
(b)	Provisions	18	448.06	544.20
(c)	Deferred tax liabilities	19	504.86	504.86
	Total Non - Current Liabilities		4,690.35	3,291.13
	B Current Liabilities			
(a)	Financial liabilities			
	(i) Borrowings	17	18,282.42	19,726.89
	(ii) Trade payables	20		
	- MSME Payable		113.71	385.88
	- Other Than MSME Payable		7,731.50	8,623.39
	(iii) Other financial liabilities	21	4,844.62	4,605.01
(b)	Other current liabilities	22	3,632.76	3,954.26
(c)	Provisions	18	83.41	35.33
(d)	Current tax liabilities	23	908.47	908.47
	Total - Current Liabilities		35,596.89	38,239.25
	Total Equity and Liabilities		15,394.05	15,855.16

The accompanying notes are an integral part of the consolidated financial statements

As Per Our Attached Report of Even Date
For **D E V A M & Associates LLP**
Chartered Accountants
Firm Registration No.: 139355W/W100925

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

Amit Surana
Partner
Membership No: 515851

Purushottam Sonavane
Director
DIN. 08405653

Minal Pote
Whole time Director
DIN. 07163539

Place: Mumbai
Date: 26th May 2026

B. Girvanesh
Chief Financial Officer

Uday Sawant
Company Secretary



ZENITH STEEL PIPES AND INDUSTRIES LIMITED				
Consolidated Statement of Profit and Loss for the Year ended 31st March 2026				
Sr. No.	Particulars	Note No.	(Rs. in Lakhs)	
			For the year ended 31st March, 2026	For the year ended 31st March, 2025
I.	INCOME			
	Revenue from operations	24	5,337.61	11,909.25
	Other income	25	2,379.28	1,016.26
	Total Income		7,716.89	12,925.51
II.	EXPENSES			
	Cost of Raw Materials and Components Consumed	26	2,672.55	4,257.44
	Purchases of Stock-in-Trade	27	119.84	103.95
	Changes in Inventories of Finished Goods, Semi-Finished Goods and Stock-in-Trade	28	199.04	1,085.30
	Employee benefits expense	29	513.81	514.40
	Finance costs	30	248.02	248.02
	Depreciation and amortization expense	31	192.19	195.30
	Other expenses	32	3,457.21	6,473.17
	Total Expenses		7,402.67	12,877.58
III.	Profit / (Loss) before exception items and tax (I-II)		314.22	47.93
IV.	Exceptional items (Refer Note 65)		131.07	-
V.	Profit / (Loss) before tax (III - IV)		445.29	47.93
VI.	Tax expense:			
	(1) Earlier Year's Tax		-	-
VII.	Profit (Loss) for the period from continuing operations (V-VI)		445.29	47.93
VIII.	Profit (Loss) from discontinuing operations		(6.99)	(25.42)
IX.	Tax expense of discontinuing operations		-	-
X.	Profit/(loss) from Discontinuing operations (after tax) (VIII-IX)		(6.99)	(25.42)
XI.	Profit/(Loss) for the period (VII+X)		438.30	22.51
XII.	OTHER COMPREHENSIVE INCOME			
	(i) Items that will not be reclassified to profit or loss			
	Related to employee benefits		(0.75)	(4.63)
	Foreign Translation Difference		(9.99)	(16.34)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total Other Comprehensive Income (net of tax)		(10.74)	(20.97)
	Total Comprehensive income for the year, net of tax (XI+XII)		427.56	1.54
	Earnings per equity share:	32		
	Basic and Diluted EPS for the period from Continuing and Discontinued Operations		0.31	0.02
	Basic and Diluted EPS for the period from Continuing Operations		0.31	0.03
	Basic and Diluted EPS for the period from Discontinued Operations		(0.00)	(0.01)
The accompanying notes are an integral part of the consolidated financial statements				
As Per Our Attached Report of Even Date For D E V A M & Associates LLP Chartered Accountants Firm Registration No.: 139355W/W100925			For and on behalf of Board of Directors of Zenith Steel Pipes & Industries Limited CIN - L29220MH1960PLC011773	
Amit Surana Partner Membership No: 515851		Purushottam Sonavane Director DIN. 08405653		Minal Pote Whole time Director DIN. 07163539
Place: Mumbai Date: 26th May 2026		B. Girvanesh Chief Financial Officer		Uday Sawant Company Secretary



Consolidated Statement of Cash Flows for the Year Ended 31 March 2026

(Rs in Lakhs)

Sr. No.	Particulars	For the year ended 31st March, 2026		For the year ended 31st March, 2025	
A.	CASH FLOW FROM OPERATING ACTIVITIES:				
	Net profit before exceptional item, taxation and prior period adjustments (Including discontinued operation)		438.30		22.51
	Adjustments for:				
	Depreciation and Amortization	192.19		195.30	
	Sundry Balance Written Back Adjusted Against Returned Earnings	338.14		-	
	Finance Costs	9.13		17.42	
	Interest Income	(9.09)		(3.53)	
	Sub-total		530.38		209.18
	Operating Profit Before Working Capital Changes		968.68		231.69
	Adjustments for changes in working capital :				
	Inventories	184.85		1,207.11	
	Trade Receivables	(55.49)		251.98	
	Loans	130.00		53.84	
	Other Current Assets	(59.19)		987.26	
	Trade Payables	(1,164.06)		69.74	
	Provisions	56.95		(48.47)	
	Other Financial Liabilities	239.60		230.58	
	Other Non-current Financial Assets	(1.80)		29.93	
	Other Current Liabilities	(321.21)		(2,586.21)	
	Provisions In Non -Current Liabilities	(96.14)		(33.03)	
	Sub-total		(1,086.49)		162.73
	Cash Flow From Operating Activities After Exceptional Item		(117.81)		394.42
	Income tax paid (net of refund)				
	Direct Taxes (Paid)/reversal (Net of Refund)	8.45		(0.24)	
			8.45		(0.24)
	Net Cash Flow From Operating Activities After Exceptional Item.....(A)		(109.36)		394.18
B.	CASH FLOW FROM INVESTING ACTIVITIES:				
	Payments made for Property, Plant and Equipment and Capital Work in Progress	(23.35)		(52.38)	
	Other Non-Current Assets	(98.96)		(107.20)	
	Interest Received	9.09		3.53	
	Sub-total		(113.22)		(156.05)
	Net Cash used for Investing Activities.....(B)		(113.22)		(156.05)
C.	CASH FLOW FROM FINANCING ACTIVITIES:				
	Proceed / Repayment of Borrowings (Net)	50.89		3.62	
	Interest Paid	(9.13)		(17.42)	
	Sub-total		41.76		(13.80)
	Net Cash used for Financing Activities.....(C)		41.76		(13.80)
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		(180.82)		224.33
	Cash and Cash Equivalents at the beginning of the period	295.61		43.07	
	Add: (Increase) / Decrease in Fixed Deposit accounts kept as margin money with banks	(7.02)		28.20	
	Cash and Cash Equivalents at the end of period	288.59		71.27	
		107.77		295.61	
			107.77		295.61
	Reconciliation of Cash and Bank Balances				
	Cash and Bank Balances		152.53		333.35
	Less:				
	Balance in Fixed Deposit accounts with banks having a maturity period of more than three months		44.76		37.74
	Cash and Cash Equivalents at the end of period		107.77		295.61

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 as set out in the Ind AS 7 "Statement of Cash Flow" as specified in the companies (Indian Accounting Standards) Rules, 2015

The accompanying notes are an integral part of the consolidated financial statements

As Per Our Attached Report of Even Date

For **DEVAM & Associates LLP**

Chartered Accountants

Firm Registration No.: 139355W/W100925

Amit Surana

Partner

Membership No: 515851

Place: Mumbai

Date: 28th May 2026

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

CIN - L29220MH1980PLC011773

Purushottam Sonavane

Director

DIN. 08405653

B. Girvanesh

Chief Financial Officer

Minal Pote

Whole time Director

DIN. 07163539

Uday Sawant

Company Secretary



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
EQUITY SHARE CAPITAL

A
(i) FOR THE YEAR ENDED 31ST MARCH 2026

(Rs in lakhs)				
Balance at the beginning of current reporting period	Changes in Equity Share Capital due to prior period changes	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
14,228.04	-	14,228.04	-	14,228.04

ii) FOR THE YEAR ENDED 31ST MARCH 2025

(Rs in lakhs)				
Balance at the beginning of previous reporting period	Changes in Equity Share Capital due to prior period changes	Restated balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
14,228.04	-	14,228.04	-	14,228.04

B OTHER EQUITY

(i) FOR THE YEAR ENDED 31ST MARCH 2026

(Rs in lakhs)					
Particulars	Securities Premium	General Reserves	Retained Earnings	Other items of Other Comprehensive Income (specify nature)	Total Other Equity
Balance as on 01.04.2025	14,308.30	2,440.36	(56,795.13)	497.68	(39,548.79)
Adjustments					-
Restated balance as on 01.04.2025					-
Profit For The Year			438.30		438.30
Total Comprehensive Income for the current year				(10.74)	(10.74)
Transferred to Retained Earnings					-
Any other Change (to be specified)					-
Balance as on 31.03.2026	14,308.30	2,440.36	(56,356.83)	486.94	(39,121.23)

(i) FOR THE YEAR ENDED 31ST MARCH 2025

(Rs in lakhs)					
Particulars	Securities Premium	General Reserves	Retained Earnings	Other items of Other Comprehensive Income (specify nature)	Total Other Equity
Balance as on 01.04.2024	14,308.30	2,440.36	(56,817.64)	154.92	(39,914.06)
Change in Accounting policy or prior period errors					-
Restated balance as on 01.04.2024					-
Profit For The Year			22.51		22.51
Total Comprehensive Income for the current year				(11.71)	(11.71)
Transferred to Retained Earnings					-
Any other Change (to be specified)					-
Balance as on 31.03.2025	14,308.30	2,440.36	(56,795.13)	143.21	(39,903.26)



Notes on consolidated statements for the year ended 31st March, 2026

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.

These consolidated financial statements have been approved and adopted by the Board of Directors of the Company in their meeting held on 26th May, 2026.

1. Material accounting policies

(A) Statement of Compliance

(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 are 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.



(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
Vehicles	8 Years
Office Equipments	5 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 is 3 years.

(G) Impairment of Assets:

Impairment of non-financial 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 -

The Company recognise loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

(H) 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.

(I) 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.



(J) 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 benefits 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.

(K) 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.

(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.



(L) 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.

(M) 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.

(N) 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 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.

(O) 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.

(P) 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.



(Q) 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.

(R) 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.

(S) 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.

(T) 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.

(U) 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.

(V) RECENT PRONOUNCEMENTS

A. Amendments applicable for FY 2025-26

The Ministry of Corporate Affairs (MCA) has notified certain amendments to Ind AS which became applicable from April 1, 2025. These include:

Ind AS 107 – Supplier Finance Arrangements

Amendment to Ind AS 1 – Classification of Liabilities as Current or Non Current and Non-current Liabilities with Covenants

Amendment to Ind AS 21 –Lack of Exchangeability

The said amendments have been considered wherever necessary and hence no additional impact is required in the financial statement for the year ended March 31, 2026.



ZENITH STEEL PIPES AND INDUSTRIES LIMITED

Consolidated Notes forming part of the Financial Statements for the Year ended 31st March, 2026

Amount in lakhs

2 Property, Plant & Equipment and Intangible Asset

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, 2025	1,696.59	129.23	5,146.67	7,687.56	398.35	64.33	33.20	214.64	15,370.57
Addition	-	-	-	11.02	-	-	2.36	0.94	14.31
Deduction / Adjustments	-	-	-	-	-	-	-	11.64	11.64
Balance as at 31 March, 2026	1,696.59	129.23	5,146.67	7,698.58	398.35	64.33	35.56	203.94	15,373.25
Accumulated Depreciation									
Balance as at 31 March, 2025	-	92.05	4,339.25	6,106.10	391.22	44.62	28.46	189.20	11,190.91
Depreciation for the year	-	6.39	26.87	150.71	0.05	6.14	2.59	(0.28)	192.48
Deduction / Adjustments	-	-	-	-	-	-	-	-	-
Balance as at 31 March, 2026	-	98.44	4,366.12	6,256.81	391.27	50.76	31.05	188.92	11,383.39
Net Block									
As at 31 March, 2025	1,696.59	37.18	807.42	1,581.46	7.13	19.71	4.74	25.44	4,179.65
As at 31 March, 2026	1,696.59	30.79	780.55	1,441.77	7.08	13.57	4.51	15.02	3,989.88

Note

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

3 Capital Work in progress

Particular	Plant & Machinery
Gross Carrying Value	
Balance as at 31 March, 2025	120.01
Addition	8.97
Deduction / Adjustments	-
Balance as at 31 March, 2026	128.97
Accumulated Depreciation	
Balance as at 31 March, 2025	-
Depreciation for the year	-
Deduction / Adjustments	-
Balance as at 31 March, 2026	-
Net Block	
As at 31 March, 2025	120.01
As at 31 March, 2026	128.97

4

b Intangible Assets

Particular	Computer Software
Gross Carrying Value	
Balance as at 31 March, 2025	34.22
Addition	-
Deduction / Adjustments	11.64
Balance as at 31 March, 2026	45.86
Accumulated Depreciation	
Balance as at 31 March, 2025	33.51
Depreciation for the year	0.09
Deduction / Adjustments	0.41
Balance as at 31 March, 2026	33.19
Net Block	
As at 31 March, 2025	0.71
As at 31 March, 2026	12.67



ZENITH STEEL PIPES AND INDUSTRIES LIMITED			
Consolidated Notes forming part of the Financial Statements for the Year ended 31st March 2026			
5 INVESTMENT		(Rs. In Lakhs)	
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
A)	Other Investment-at Cost Quoted 4,35,350 (31st March 2025 4,35,350) Fully paid up equity share of Rs. 10 each in Birla Transasia Carpets Limited Less: Provision for diminution in value	63.70 (63.70) -	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 UAE Dirham 2 Million of Zenith Middle East FZE, A wholly owned Susidiary of the Company, Further UAE Dirham 0.22 million is pending Allotment Less provision for diminution in value 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.	- -	- -
D)	Other Investment -Unquoted Fully Paid up the necessary approval from Reserve Bank of India less provision for diminution in value (2000)	19.31 19.31 0.20 0.20	19.31 19.31 0.20 0.20
E)	In Government securities - Unquoted National Saving Certificate	- -	- -
	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	20.31	20.31
	Aggregate provision for diminution in value of investments	(340.31)	(340.31)
6 OTHER FINANCIAL ASSETS			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Non-Current Unsecured; considered good : Deposits with Others	203.73	205.53
	Total Non - Current	203.73	205.53
7 OTHER NON-CURRENT ASSETS			
Sr. No.	Particulars	-	-
	Non-Current Unsecured; considered good : Other Receivable Deposits with Government Authorities TDS Receivable Prepaid Expense Value Added Tax Receivable	107.16 302.72 416.39 12.46 1,851.74	- 345.59 437.46 7.59 1,800.87
	Total Non - Current	2,690.47	2,591.51
8 INVENTORIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Raw Materials and Components	181.22	156.16
	Semi-Finished Goods	78.90	97.22
	Finished Goods	192.74	371.54
	Stores and Spare Parts	128.21	139.09
	Other (Scrap)	13.43	15.35
	Total	594.51	779.36



9 TRADE RECEIVABLES (Rs. In Lakhs)			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Unsecured, considered good unless otherwise mentioned		
	Considered Good	5,711.95	5,656.46
	Considered doubtful	387.28	7.98
	Less: Considered Doubtfull	(387.28)	(7.98)
	Total	5,711.95	5,656.46
10 CASH AND CASH EQUIVALENTS			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
A)	Balances with Banks in Current Accounts	142.87	182.93
B)	Cash on Hand	1.96	6.26
C)	Bank Deposit Having Maturity Less Than Three Months	4.00	150.00
	Less : Provision for Dimishing Value in Bank Balance	(41.07)	(43.59)
	Total	107.77	295.61
11 OTHER BANK BALANCES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
A)	Balances in Margin Money Account	44.76	37.74
	Total	44.76	37.74
12 Loan			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Non-Current		
	Unsecured; considered good :		
	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	-	-
	Current		
	Unsecured; considered good :		
	Loans and advances to Related Parties	-	-
	Loan & Advance to Employees (Unsecured; Considered		
	Less :- Provision for Doubtful Advances		
	Total - Loan & Advance to Employees (Unsecured; Considered doubtful)		
	Loan & Advance to Inter Corporate Deposits (Unsecured Considered good)	-	-
	Loan & Advance to Others (Unsecured Considered good)	1,389.34	1,519.34
	Other Loans and Advance (Unsecured Considered Doubtful)	12,108.91	12,108.91
	Less :- Provision for Doubtful Advances	(12,108.91)	(12,108.91)
	Total - Current	1,389.34	1,519.34
13 OTHER CURRENT ASSETS			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Capital Advances	-	-
	Total Current	-	-
A)	Unsecured; considered good :		
	Advances Paid to Suppliers/Services	72.20	109.46
B)	Balances with Government Authorities :		
	Export incentive receivable	0.95	2.97
	Goods & Service Tax	314.70	164.82
	Sub Total (B)	315.65	167.80
C)	Others :		
	Pre-paid Expenses	8.93	24.56
	Advance to Employees (Unsecured; Considered good)	25.64	50.41
	Interest accrued on fixed deposits and others	2.82	13.81
	Sub Total (C)	37.39	88.78
	Total (A+B+C)	425.23	366.04



Zenith Steel Pipes & Industries Limited

Notes to The Consolidated financial statements

Note 9.1. Trade Receivables

Ageing of Trade Receivable as on March 31, 2026

(Rs in Lakhs)

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	609.16	228.30	6.28	3,684.68	559.78	623.75	5711.95
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	379.30	-	7.98	387.28
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	-	-	-	-	-	-	-
	609.16	228.30	6.28	4,063.98	559.78	631.73	6,099.23
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-379.30	-	-7.98	(387.28)
Total Trade Receivables							5711.95
Trade Receivables unbilled	-	-	-	-	-	-	-

Ageing of Trade Receivable as on March 31, 2025

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	353.73	361.05	61.64	4,527.84	352.19	-	5656.46
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	-	-	-	-	-	-	-
	353.73	361.05	61.64	4,527.84	352.19	7.98	5,664.44
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-	-	-7.98	-7.98
Total Trade Receivables							5,656.46
Trade Receivables unbilled	-	-	-	-	-	-	-

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



14 CURRENT TAX ASSETS				(Rs. In Lakhs)
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
	Advance Income Tax	94.55	103.00	
	Total	94.55	103.00	
15 EQUITY SHARE CAPITAL				
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
A)	AUTHORISED SHARE CAPITAL			
	15,55,00,000 (15,55,00,000) Equity Shares of Rs. 10/- each	15,550.00	15,550.00	
	Total	15,550.00	15,550.00	
B)	ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL			
	Total	14,228.04	14,228.04	
16 OTHER EQUITY				
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
A)	Securities Premium	14,308.30	14,308.30	
B)	General Reserves	2,440.36	2,440.36	
C)	Retained Earnings			
	Balance As per last Account	(56,795.13)	(56,817.64)	
	Add: Profit / (Loss) for the current year	438.30	22.51	
	Add: Amount Transferred to Other Units	-	-	
	Closing Balance	(56,356.83)	(56,795.13)	
D)	Other Comprehensive Income			
	Opening Balance	497.68	154.92	
	Add: Adjustments	-	-	
	Add: Other Comprehensive Income	(10.74)	(11.71)	
	Closing Balance	486.94	143.21	
	Total (A to D)	(39,121.23)	(39,903.26)	
17 BORROWINGS				
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
A)	Non-Current			
	Secured Loans			
	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)	-	-	
B)	Non-Current			
	Unsecured Loans			
	From Banks_Car Loan	-	-	
	From Others	3,737.43	2,242.07	
	Total Non - Current	3,737.43	2,242.07	
A)	Current			
	Secured Loans			
	From Banks			
	From Others (Refer note (a))	15,894.92	17,334.92	
	Subtotal (A)	15,894.92	17,334.92	
B)	Unsecured Loans			
	From Banks_Car Loan	-	2.12	
	Deferred Payment Liabilities	150.00	150.00	
	Current maturities of Fixed Deposits	2,152.61	2,154.96	
	From Others	84.89	84.89	
	Subtotal (B)	2,387.50	2,391.97	
	Total - Current	18,282.42	19,726.89	
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.				
18 PROVISIONS				
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
	Non-Current			
	Provision for Employee Benefits			
	Gratuity	119.57	204.60	
	Leave Encashment benefits	9.36	20.48	
	Provision for Contingencies	319.12	319.12	
	Total Non - Current	448.06	544.20	
A)	Current			
	Provision for Employee Benefits			
	Contribution to Provident Fund	-	-	
	Gratuity	70.97	24.62	
	Leave Encashment benefits	4.85	5.95	
	Sub Total	75.82	30.58	
B)	Provision for expenses			
		7.59	4.75	
	Total - Current	83.41	35.33	
19 DEFERRED TAX LIABILITIES				
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	
	Deferred Tax Liability			
	Related to fixed assets	504.86	504.86	
	Total	504.86	504.86	



20 TRADE PAYABLES		(Rs. In Lakhs)	
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Current		
	Due Micro, Small and Medium Enterprises	113.71	385.88
	Due to Others	7,731.50	8,623.39
	Total - Current	7,845.21	9,009.27
21 OTHER FINANCIAL LIABILITIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Current		
	Interest payable on Fixed Deposit	4,844.62	4,605.01
	Security Deposits from Others	-	-
	Total - Current	4,844.62	4,605.01
22 OTHER CURRENT LIABILITIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Current		
	Advances from Customers	651.38	80.80
	Payable to employees	89.56	70.80
	Unclaimed Dividend	-	-
	Statutory Liabilities	245.16	115.24
	Other Payable	2,646.66	3,687.42
	Total - Current	3,632.76	3,954.26
23 CURRENT TAX LIABILITIES			
Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Dividend Tax on Dividend	359.08	359.08
	Provision for Interest on Dividend Tax	549.39	549.39
	Total	908.47	908.47
24 REVENUE FROM OPERATIONS			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Sale of Products (Including excise duty)	4,243.02	6,583.61
	Sale of Services (Job-Work)	858.73	5,147.04
	Other operating revenue	235.86	178.60
	Revenue from operations	5,337.61	11,909.25
25 OTHER INCOME			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Interest Income From Others	9.09	3.53
	Provision For Expenses Written back	2,022.04	259.63
	Sundry Balance Written back	12.11	522.28
	Net Gain on Foreign Currency Translation & Transaction	336.04	230.81
	Total	2,379.28	1,016.26
26 CONSUMED			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Opening Stock	156.16	270.36
	Add : Purchase	2,697.61	4,143.23
	Less : Sales	-	-
	Less : Closing Stock	181.22	156.16
	Cost of Raw Materials and Components Consumed	2,672.55	4,257.44
27 PURCHASES OF STOCK-IN-TRADE			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Purchase of Traded Goods (Pipe)	119.84	103.95
	TOTAL	119.84	103.95
28 FINISHED GOODS AND STOCK-IN-TRADE			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Inventories at the beginning of the year		
	Finished Goods/Stock -in -Trade	371.54	1,390.18
	Semi-Finished Goods	97.22	131.35
	Scrap etc.	15.36	47.69
		484.12	1,569.42
	Inventories at the end of the year		
	Finished Goods/Stock -in -Trade	192.74	371.54
	Semi-Finished Goods	78.90	97.22
	Scrap etc.	13.43	15.36
		285.07	484.12
	Change in Inventories		
	Finished Goods/Stock -in -Trade	178.79	1,018.66
	Semi-Finished Goods	18.32	34.12
	Scrap etc.	1.93	32.54
		199.04	1,085.30
	TOTAL	199.04	1,085.30



29 EMPLOYEE BENEFITS EXPENSE (Rs. In Lakhs)			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Salaries, Wages and Bonus	464.41	472.65
	Contribution to Provident and Other Funds	29.16	20.16
	Staff Welfare Expenses	20.24	21.60
	Total	513.81	514.40
30 FINANCE COSTS			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Interest Expenses	242.17	245.97
	Bank Charges	5.85	2.05
	Total	248.02	248.02
31 DEPRECIATION AND AMORTIZATION EXPENSES			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Depreciation on Tangible Assets	192.19	195.30
	Amortisation of Intangible Assets	-	-
	Total	192.19	195.30
32 OTHER EXPENSES			
Sr. No.	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
A)	Manufacturing Expenses		
	Consumption of Stores and Spares	437.24	830.20
	Power, fuel and water	221.51	372.17
	<u>Repairs and maintenance:</u>		
	Buildings	0.05	-
	Plant and machinery	10.60	1.84
	Conversion, Octroi and Other manufacturing expenses	855.98	3,104.69
	Sub Total (A)	1,525.38	4,308.91
B)	Selling and Distribution Expenses		
	Freight, Forwarding, Handling Expenses & Others	1,031.07	802.77
	Commission	34.01	100.01
	Sub Total (B)	1,065.07	902.78
c)	Establishment Expenses		
	Rent	7.19	5.83
	Electricity Charges	14.98	13.56
	Insurance	12.51	6.45
	Rates and taxes	1.39	6.93
	Miscellaneous expenses	434.97	973.40
	Payment to Auditor		
	Auditors' remuneration (excluding service tax)		
	As Auditor	7.00	7.00
	For Limited Review	2.00	2.00
	For Reimbursement of Expenses	1.38	0.97
	For Certifications	-	-
	Cost Audit fees	-	-
	Interest on TDS	0.38	0.49
	Interest Expenses (Others)	0.04	215.90
	Other Repairs	3.20	4.32
	Vehicle Expenses	2.42	5.96
	Provision for diminution of Assets/Bad Debts, irrecoverable advances and claims written off	379.30	18.68
	Sub Total (B)	866.76	1,261.48
	Total (A+B)	3,457.21	6,473.17



Zenith Steel Pipes & Industries Limited

Notes to The Consolidated financial statements

Note 20.1. Trade Payables

Ageing of Trade Payables as on March 31, 2026

(Rs in Lakhs)

Ageing of Trade Payables as on March 31, 2020							(Rs in Lakhs)
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	113.71	-	-	-	-	113.71	
(ii) Others	5.37	2,748.72	1,141.46	3,830.46	5.48	7,731.50	
(iii) Disputed Dues - MSME	-	-	-	-	-	-	
(iii) Disputed Dues - Others	-	-	-	-	-	-	
	119.08	2,748.72	1,141.46	3,830.46	5.48	7,845.21	

Ageing of Trade Payables as on March 31, 2025

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	385.88	-	-	-	-	385.88
(ii) Others	228.44	668.89	15.38	5,552.31	2,158.37	8,623.39
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
	614.32	668.89	15.38	5552.31	2158.37	9009.27

Note 20.2

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

Note 20.3

Ageing Done From the Date of Transactions.

Note 20.4

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

(Rs in Lakhs)

	As at 31 March, 2026	As at 31 March, 2025
(i) Principal amount remaining unpaid	113.71	385.88
(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



33. Earnings Per Share (EPS)		(Rs.in Lakhs)	
Particulars	31st March, 2026	31st March, 2025	
Profit/(Loss) for the period from continuing operations	445.29	47.93	
Profit/(loss) from Discontinuing operations	(6.99)	(25.42)	
Net Profit / (Loss) after tax attributable to Equity Shareholders (A)	438.30	22.51	
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	0.31	0.02	
Basic and Diluted EPS for the period from Continuing Operations	0.31	0.03	
Basic and Diluted EPS for the period from Discontinued Operations	(0.00)	(0.01)	
34. 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			
Particulars	31st March, 2026	31st March, 2025	
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) Maharsahtra VAT	3398.71	3398.71	
e) Income Tax	56.45	2.18	
Total	3749.27	3695.00	
(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. 3749.27 Lakhs (previous year Rs. . 3695.00 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.			
35. Utilization of proceeds of public/ right issue as on 31st March, 2026 is as under:		(Rs.in Lakhs)	
Description	Total Estimated Cost	To Be Deployed as on 31st March, 2026	To Be Deployed as on 31st March, 2025
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
Pending full utilization, the balance amount is held in Current/Fixed deposit /loan/advances accounts. There is Provision for doubtful advances to the tune of Rs.10,925 Lakhs. Pending recovery of that advance, the amount available for deployment will be at lesser to that extent.			
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 17/09/2012 approved variation in utilization of public offer proceeds, so that Company can also utilize the proceeds for manufacturing of SAW and ERW pipes at Chennai or at such other location as may be decided by the Board. Out of the total amount Rs.13,500.00 Lakhs, amount of Rs.8,036 Lakhs was to be utilized from the proceeds of public issue and balance Rs.5,464.00 Lakhs was to be utilized from proceeds of GDR issue. The details of utilization of proceeds of Rs.13,500.00 Lakhs here above.			
36. The title deeds for land (freehold), building, licenses, with respect to one location ie Murbad 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 same , if any, shall be accounted on determination and completion of transfer formalities.			
37. Auditor Remuneration And Reimbursement		(Rs in Lakhs)	
		For the year ended March 31, 2026	For the year ended March 31, 2025
Statutory audit fees		7.00	7.00
Fees for other audit related services		2.00	2.00
Reimbursement of out of pocket expenses		1.38	0.97



38 Subsidiaries

(a) The consolidated financial statements presents the consolidated accounts of Zenith Steel Pipes & Industries 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

(Rs.in lakhs)

Particular	Zenith USA INC		Zenith Middle East FZE	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Non-current assets	-	-	-	-
Current assets	972.81	364.36	-	-
Total Assets (A)	972.81	364.36	-	-
Non-current liabilities	473.27	427.91	-	-
Current liabilities	661.15	569.77	-	-
Total Liabilities (B)	1,134.42	997.68	-	-
Net Assets(A-B)	161.61	633.32	-	-
The Company's Share of net assets	100%	100%	100%	100%
(carrying amount of interest in joint venture)	-	-	-	-
Contingent liability	-	-	-	-
Commitments	-	-	-	-

(d) Summarised Financial Performance of subsidiaries

(Rs.in lakhs)

Particular	Zenith USA INC		Zenith Middle East FZE	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Total revenue	692.96	-	-	-
Total expenses	565.74	-	-	-
Profit/Loss before tax	127.22	-	-	-
Tax expenses	-	-	-	-
Profit/Loss for the year	127.22	-	-	-
Other comprehensive income(OCI)	(9.99)	(16.34)	-	-
total comprehensive income for the year	117.23	(16.34)	-	-
Company's share in profit/loss	100%	100%	100%	100%
company's share in OCI	100%	100%	100%	100%
Company's 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 31.03.2026	AS % of consolidated profit or loss	As at 31.03.2026	AS % of consolidated OCI	As at 31.03.2026	AS % of total comprehensive income	As at 31.03.2026
Parent	99.34	(24,729.30)	70.97	311.08	6.99	(0.75)	72.58	310.33
Zenith USA INC	0.65	(161.61)	29.03	127.22	93.01	(9.99)	27.42	117.23
Zenith Middle East FZE	-	-	-	-	-	-	-	-
Adjustment on account of consolidation	0.01	(2.28)	-	-	-	-	-	-
Total	100.00	(24,893.19)	100.00	438.30	100.00	(10.74)	100.00	427.56

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 31.03.2025	AS % of consolidated profit or loss	As at 31.03.2025	AS % of consolidated OCI	As at 31.03.2025	AS % of total comprehensive income	As at 31.03.2025
Parent	97.52	(25,039.62)	100.00	22.51	22.08	(4.63)	1,161.04	17.88
Zenith USA INC	2.47	(633.32)	-	-	77.92	(16.34)	(1,061.04)	(16.34)
Zenith Middle East FZE	-	-	-	-	-	-	-	-
Adjustment on account of consolidation	0.01	(2.28)	-	-	-	-	-	-
Total	100.00	(25,675.22)	100.00	22.51	100.00	(20.97)	100.00	1.54



39. 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	31st March, 2026	31st March, 2025
Contribution to Employees Provident Fund and Other Funds	29.17	20.16
Total	29.17	20.16

(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 Details under Ind AS-19, to the extent applicable is furnished below:

(Rs.in Lakhs)

Particulars	31st March, 2026	31st March, 2025
Amount recognised in Balance Sheet		
Present value of defined benefit obligation	299.41	289.74
Fair value of plan assets	-	-
Funded Status		
Expense recognised in the Statement of Profit and Loss		
Current service cost	4.13	5.46
Past service cost and loss/(gain) on curtailments and settlement	23.07	-
Net Interest	3.38	3.33
Total expense charged to Profit and Loss Account	30.58	8.79
Amount recorded as Other Comprehensive Income		
Actuarial (Gain)/Loss recognised for the period	0.75	(4.63)
Return on Plan Assets excluding net interest	-	-
Total Actuarial (Gain)/Loss recognised in OCI	0.75	(4.63)
Reconciliation of net liability/(Asset)		
Opening net liability	289.74	292.97
Provision no longer required/additional provision required	-	-
Adjustment to opening balance	-	-
Expenses charged to the Statement of Profit and Loss	30.58	8.79
Contribution paid	(21.65)	(7.40)
Other Comprehensive Income (OCI)	0.75	(4.63)
Closing net defined benefit liability/(asset)	299.41	289.73
Movement in benefit obligation		
Opening defined benefit obligation	289.73	292.97
Interest on defined benefit obligation	3.38	3.33
Current service cost	4.13	5.46
Past service cost and loss/(gain) on curtailments and settlement	23.07	-
Benefits paid	(21.65)	(7.40)
Actuarial (Gain)/Loss on obligation	0.75	(4.63)
Closing of defined benefit obligation	299.40	289.73
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.)	7.14%	6.67%
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 31 March 2025 is as shown below

	Employee's Gratuity Fund	
Impact on defined benefit obligation		
Discount Rate		
1% Increase	(18.40)	(19.50)
1% Decrease	21.80	23.20
Rate of Increase in Salary		
1% Increase	22.00	23.20
1% Decrease	(18.70)	(19.80)
Maturity Profile of defined benefit obligation		
Year		
1st following Year	24.35	24.62
2nd following Year	0.52	0.95
3rd following Year	3.30	0.41
4th following Year	0.56	2.09
5th following Year	0.60	0.45
Sum of 6 to 10 Years	16.50	13.19



II. Leave Encashment:		
The Company has recognized the following amounts in statement of profit and loss for the year:		
	(Rs.in Lakhs)	
Particulars	31st March, 2026	31st March, 2025
Amount recognised in Balance Sheet		
Present value of defined benefit obligation	9.82	14.19
Fair value of plan assets	-	-
Funded Status		
Expense recognised in the Statement of Profit and Loss		
Current service cost	1.34	1.60
Net Interest	0.94	0.97
Total expense charged to Profit and Loss Account	2.29	2.57
Actuarial (Gain)/Loss		
Actuarial (Gain)/Loss recognised for the period	0.63	(0.08)
Return on Plan Assets excluding net interest	-	-
Total Actuarial (Gain)/Loss	0.63	(0.08)
Reconciliation of net liability/(Asset)		
Opening net liability	30.12	31.39
Provision no longer required/additional provision required	-	-
Adjustment to opening balance	-	-
Expenses charged to the Statement of Profit and Loss	2.29	2.59
Contribution paid	(7.48)	(3.78)
Other Comprehensive Income (OCI)	0.63	(0.08)
Closing net defined benefit liability/(asset)	25.56	30.12
Movement in benefit obligation		
Opening defined benefit obligation	30.12	31.39
Interest on defined benefit obligation	0.94	0.97
Current service cost	1.34	1.60
Benefits paid	(7.48)	(3.78)
Actuarial (Gain)/Loss on obligation	0.63	(0.08)
Closing of defined benefit obligation	25.55	30.10
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	7.14% p.a.	6.67% p.a.
Salary growth	5.50% to 7.00% p.a.	5.50% to 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.		
Impact on defined benefit obligation		
Discount Rate		
1% Increase	(22.68)	(23.57)
1% Decrease	27.31	28.36
Rate of Increase in Salary		
1% Increase	27.33	27.87
1% Decrease	(23.08)	(23.87)
Maturity Profile of defined benefit obligation		
Year	From The Fund	
1st following Year	3.73	5.95
2nd following Year	0.09	0.23
3rd following Year	0.27	0.13
4th following Year	0.10	0.29
5th following Year	0.11	0.15
Sum of 6 to 10 Years	3.27	3.90



40. Related party disclosures:

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

As per Ind AS 24, the disclosures of transactions with the related parties are given below.

Name of the Related Party	Relationship
1. Birla Capital And Financial Services limited	Companies with Common Director
2. Birla Electricals Limited	
3. Birla Integrated Textile Park Limited	
4. Birla Viking Travels Limited	
5. Birladp Carpets Private Limited	
6. Erene Microorganic Chemicals Privatelimited	
7. Khopoli Investments Limited	
8. Palsana Textile Park Private Limited	
9. Secur Staffing Services Private Limited	
10. Shricon Industries Limited	
11. Birla Precision Technologies Limited	
12. Asian Distributors Pvt Limited	
13. Birla Bombay Private Limited	
14. Birla International Pvt Ltd	
15. Birla Shloka Edutech Limited	
16. Birla Edutech Limited	
17. Girvanesh Balasubramanan	Key Management Personnel (Chief Financial Officer)
18. Mr Prakhar Agarwal (Resigned W.E.F. 06.02.2026)	Key Management Personnel (Company Secretary)
19. Mr Uday Anant Sawant (W.E.F. 10.02.2026)	Key Management Personnel (Whole time Director)
20. Minal Umesh Pote	Independent Directors
21. Purushottam Digambar Sonavane	
22. Sadhana Avinash Patil	
23. Pramod Shivaji Bhosale	
24. Bhavika Sharma	
25. Ganesh Ramesh Mahendrakar	

(Rs.in Lakhs)

Net Balance of Receivable, Payable, Deposits, Loan etc. where Transaction have Taken Place		Balance Carried to Balance Sheet as at 31-03-2026		Balance Carried to Balance Sheet (Net) as at 31-03-2025	
		Receivable	Payable	Receivable	Payable
(i) Key Management Personnel	Girvanesh Balasubramanan	-	1.39	-	1.39
	Prakhar Agarwal	-	-	-	0.30
	Uday Anant Sawant	-	0.30	-	-
	Minal Umesh Pote	-	0.25	-	0.25
(ii) Enterprises Owned or significantly influenced by key management personnel or their relatives.	1. Birla Precision Technologies Limited	-	3,011.55	-	1,561.55
	2. Birla Bombay Private Limited	-	87.32	200.38	-

(B) Transactions during the year ended 31st March, 2026 with related parties :

(Rs.in Lakhs)

Particulars	Key Management Personnel		Enterprise owned and significantly	
	31/03/2026	31/03/2025	31/03/2026	31/03/2025
Advance Given/Payment	-	-	-	-
Loan/Advance Received	-	-	1,737.70	-
Services Received:	-	-	-	-
Loans & Advances - Write Off	-	-	-	-
Sale of Goods	-	-	-	-
Remuneration	23.23	23.23	-	-

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

(Rs.in Lakhs)

Particulars	2025-26	2024-25
1. Sale of Goods	-	-
2. Loans & Advances		
1. Birla Precision Technologies Limited	1,450.00	-
2. Birla Bombay Private Limited	287.70	-
3. Remuneration Paid	23.23	23.23

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

42. Disclosures in respect of Derivatives Instruments:

Derivative instruments outstandings as at 31st March 2026 Rs. NIL. (Previous Year NIL)



43. Segment Reporting:
(a) Primary Business Segments:

		(Rs. In Lakhs)	
Particulars	2025-26	2024-25	
Segment Revenue			
a) In India			
(i) Sale of Products	1,999.60	4,805.84	
(ii) Sale of Services	858.73	5,147.04	
b) Outside India			
(i) Sale of Products	2,479.27	1,956.37	
(ii) Sale of Services	-	-	
Total Revenue from Operations	5,337.61	11,909.25	
Segment Assets			
a) In India	14,576.24	15,514.06	
b) Outside India	817.80	349.66	
c) Unallocated Assets	-	-	
Total	15,394.04	15,863.72	
Additions to Assets and Intangible Assets			
a) In India	23.35	56.51	
b) Outside India	-	-	
Total	23.35	56.51	

44. Balance Confirmations-

a. The balances of Trade Payables, Trade Receivables, Loans and Advances, Deposits, Current Liabilities, Borrowings, and other similar accounts are presented as per the books of account as at 31.03.2026. Reconciliation procedures are pending for certain accounts, and the management has not issued direct balance confirmation requests to all parties. However, based on the management's assessment, the amounts reported as receivable or payable are considered fully recoverable/payable, and no material discrepancies are expected at the time of settlement that would require further accounting adjustments as of the reporting date.

b. The Holding Company is currently in the process of settling the amounts of trade payable to Ess Jay Global Ventures Private Limited and trade receivable from Mango Capital LLC on a net basis, as per applicable law as applicable and after that necessary confirmation will be obtained from the parties after the same.

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

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

c. The Holding Company has not obtained confirmations from all vendors regarding MSME status, hence without the relevant details, provision is not made for interest liability towards the same in the books as of 31/03/2026 as well as disclosures related to MSME is not appropriate in absence of identification of MSME parties. The Holding Company has not obtained MSME status confirmations from all vendors as of 31/03/2026. In the absence of adequate vendor classification, the Holding Company has not made provision for interest liability (if any) under the provisions of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Consequently, the disclosure required under the Act is not considered complete, and management is taking steps to identify and obtain confirmations from vendors to ensure compliance in future reporting periods.

45. The Holding 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 Holding Company has entered into a Memorandum of Understanding ("MoU") with Tribus Real Estate Private Limited ("TREPL") for takeover and settlement of its existing bank borrowings by TREPL, aggregating to Rs.15,894.92 lakhs as on 31/03/2026. Pursuant to the MOU, TREPL is authorized to negotiate and settle dues with the lenders/Asset Reconstruction Companies ("ARCs") through One-Time Settlement ("OTS") or other mutually acceptable terms, which are agreed in writing. Out of the aforesaid total bank borrowings, TREPL has repaid Rs.6,599.92 lakhs to the lenders/ARCs by 24/03/2026 and the balance amount of Rs.9,295.00 lakhs remains unpaid as on that date. During the quarter ended 31/03/2026, the holding Company received a notice from India SME Asset Reconstruction Company Limited ("Assignee") regarding assignment of debt by Invent Assets Securitisation & Reconstruction Private Limited ("Assignor"), whereby total dues including interest as on 25/03/2026 were stated at Rs.1,189.41 crores excluding further accruals and charges. The Holding Company vide email dated 17/04/2026 has replied to the Assignee stating that Rs.9,295.00 lakhs, being the principal amount outstanding, is payable towards full and final settlement of the assigned debt with assignor vide agreement dated 21/01/2019 together with amendments there to. Further, the proposed development arrangement relating to the Khopoli land & building is presently under discussion with the developer and is expected to be concluded in the near future, upon which sufficient funds are expected to be realized for settlement of the aforesaid obligations.



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

Pursuant to the assignment of the loan by the consortium banks to Invent Assets Securitization and Reconstruction Private Limited on 31/03/2018, the enforcement proceedings are now being pursued by Invent Assets. During the year 2025-26, the Invent Assets Securitisation & Reconstruction Private Limited assigned debt to India SME Asset Reconstruction Company Limited. The matter is currently being heard before the Debt Recovery Tribunal (DRT), Pune. At the latest hearing held on 19/12/2025, the Holding Company sought an adjournment, and the next hearing has been scheduled for 30/06/2026.

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

48. As at 31/03/2026, the net worth of the Group continues to be negative, primarily on account of accumulated losses incurred in prior periods. Despite the financial position, the Group continues to operate certain manufacturing units and is in the process of revival. The management has initiated strategic measures including engagement with key suppliers and customers, and is taking steps to improve operational efficiency and enhance revenue generation. Further, the Board of Directors is actively evaluating various business options to augment income from operations and ensure long-term financial sustainability. Based on these ongoing efforts and the projected future cash flows and revenue streams, the Board of Directors believes that the Group will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, the standalone financial results have been prepared on a going concern basis. This assessment is contingent upon the successful implementation of the proposed plans and the absence of any unforeseen circumstances that could adversely impact the Group's operations.

49. The Holding Company was prohibited from accessing the securities market for a period of three years pursuant to a SEBI order dated 31/03/2021, in relation to alleged violations of certain provisions of the SEBI Act, 1992 and the SEBI (Issue of Global Depository Receipts) Regulations. The Company filed an appeal against the said order before the Securities Appellate Tribunal (SAT) on 16/07/2021.

Following the completion of final hearings on 03/01/2023, SAT issued its order dated 21/02/2023, wherein the Holding Company's appeal was partially allowed. The period of debarment was restricted to the duration already undergone, and the monetary penalty was reduced from Rs.1000.00 lakhs to Rs.25.00 lakhs. The Holding Company has recognized the reduced penalty as a provision in the financial statements for the year ended 31/03/2023. However, the amount remains unpaid as of 31/03/2026. Subsequently, SEBI has filed a Civil Appeal before the Hon'ble Supreme Court of India against the SAT ruling, which was admitted vide order dated 02/01/2024. As on the date of reporting, no further directions or communications have been received from the Hon'ble Court.

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

50. As at 31/03/2026, the Holding Company has reported inventory amounting to Rs.594.51 lakhs, comprising raw materials, work-in-progress, finished goods, store and spares and scrap. Inventories are valued using the weighted average cost method, as per the accounting policy of the Holding Company and in accordance with the principles of Ind AS 2 – Inventories. Due to the presence of variable manufacturing costs such as labour, overheads, and utilities, the valuation of finished goods, work-in-progress, and scrap has been carried out manually, based on cost sheets and estimates maintained by management. The valuation was not derived through system-generated reports. The management is in the process of strengthening the internal controls and system-based tracking for inventory valuation to enhance reliability and auditability in future periods.

51. The Group has identified certain non-operating and frozen current bank accounts that have not been in use during the reporting period. As of 31/03/2026, the bank statements and balance confirmations for these accounts could not be obtained despite follow-ups. In the absence of confirmations and pending reconciliation, the Group has made a provision of Rs.41.07 lakhs, being the aggregate amount lying in such bank accounts, as a prudent measure. The management is in the process of initiating formal closure of these dormant accounts and will take necessary corrective action based on confirmation and reconciliation received in due course.

52. The Holding Company management carried out a comprehensive review and reassessment of provisions made in prior periods towards claims payable, balance payable and general administrative expenses. Based on such evaluation, it was determined that certain provisions/balances were no longer required, considering the resolution of related obligations or expiry of limitation periods. Accordingly, these provisions/balances amounting to Rs. 2034.15 Lakhs have been reversed during the current period and have been recognized under "Other Income" in the Statement as "Provision Written Back" for the year ended 31/03/2026. (year ended 31/03/2025 Rs.781.91 Lakhs). Further the management of the subsidiary company has written back certain balances amounts to Rs. 338.14 Lakhs pertaining to earlier years in its unaudited financial statements and the same has been adjusted against retained earning by the management of the subsidiary company.

53. Other Income include foreign exchange gain of Rs.336.04 Lakhs for the year ended 31/03/2026. (year ended 31/03/2025 Rs.230.81 Lakhs).

54. Other Expenses includes legal and professional charges of Rs.197.37 lakhs during the year, these primarily pertain to expenses incurred towards ongoing legal proceedings, regulatory and departmental matters, and professional advisory services obtained by the Holding Company in the ordinary course of business.

55. The Holding Company has received a demand notice in FY 2024-25 amounting to RS.1,836.95 lakhs in Form DRC-08 from the Office of the Commercial Tax Officer, Tamil Nadu, pursuant to an audit conducted by the GST Department for the financial year 2018-19. In response, the Holding Company filed a writ petition before the Hon'ble Madras High Court on 27/08/2024, challenging the demand and seeking an interim stay. The Hon'ble Court granted an interim stay on 04/10/2024, which remains effective until further orders. The next hearing, initially scheduled for 18/11/2024, has been adjourned, and a revised date is yet to be notified by the Court. Based on legal advice and management's evaluation, the Holding Company believes it has a meritorious case and expects a favorable outcome. Accordingly, no provision has been made in the standalone financial for the year ended 31/03/2026, in respect of the said demand.



56. The Holding Company had received a GST demand notice in FY 2024-25 for Rs. 28.76 lakhs from the Tamil Nadu Commercial Tax Officer in Form DRC-08, pursuant to an audit conducted by the GST Department for the financial year 2020-21. The demand primarily relates to certain disallowances and observations raised during the audit proceedings. The Holding Company has filed an appeal before the appropriate Appellate Authority within the prescribed time limits under the GST law challenging the demand raised in the notice. As on date, the company has not received any further communication in regards to the same.

57. During the year, the Holding Company has received two demand notice amounting to Rs.27.78 lakhs and Rs.25.28 lakhs from the Tamil Nadu Commercial Tax Officer in Form DRC-07, pursuant to an audit conducted by the GST Department for the financial year 2021-22 and 2019-20 respectively. The demand primarily relates to certain disallowances and observations raised during the audit proceedings. The Holding Company has filed an appeal before the appropriate Appellate Authority within the prescribed time limits under the GST law challenging the demand raised in the notice. As on date, the Holding Company has not received any further communication in regards to the same.

58. The Government of India, vide notification dated November 21, 2025, has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the "New Labour Codes"), which consolidate and replace twenty-nine existing central labour laws into an unified framework governing employee benefits during employment and post-employment. The New Labour codes, amongst other things introduced changes, including a uniform definition of wages for statutory purposes.

Further, on December 30, 2025, the Ministry of Labour & Employment, issued draft Central Rules and FAQs to facilitate assessment of the financial impact arising from the New Labour Codes. In accordance with the requirements of Ind AS 19 - Employee Benefits, changes to employee benefit plans arising from legislative amendments constitute a plan amendment, requiring immediate recognition of the resultant impact as past service cost in the period in which the amendment is notified.

The management is undergoing the process of assessment and will disclose the additional impact of the New Labour Codes on the Company's employee benefit obligations, in a manner consistent with the guidance issued by the Institute of Chartered Accountants of India (ICAI). The Company has provided the additional impact amounting to Rs 23.07 lakhs under "Employee Benefit Expenses" in the standalone financial results for the year ended 31/03/2026, which primarily arises from the change in the definition of wages.

The Company will continue to monitor further developments including the finalization of the central and state rules under the New Labour Codes, which are yet to be notified and shall evaluate and give effect to any consequential accounting adjustments, if any arising therefrom in future periods, as and when required.

59. 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	-	-	Purpose
	-	-	

60. 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:

(Rs.in Lakhs)

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	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	5,711.95		5,656.46	-
Cash and cash equivalents	107.77		295.61	-
Bank balances other than cash and cash equivalent	44.76		37.74	-
Loans and advances	1,389.34		1,519.34	-
Other financial assets	-		-	-
At FVTPL	-	-	-	-
At FVTOCI	-	-	-	-
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.				
Financial liabilities				
At Amortised Cost				
Borrowings	22,019.85		21,968.96	-
Trade Payables	7,845.21		9,009.27	-
Other financial liabilities	4,844.62		4,605.01	-
Other current liabilities	3,632.76		3,953.97	-
At FVTPL	-	-	-	-
At FVTOCI	-	-	-	-
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.				
61. 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, 2026.				
Particulars	Amount (USD) 2025-26		Amount (USD) 2024-25	
1. Term Loan				-
2. Debtors		6,193,899.90		6,655,293.15
3. Other Payables		6,193,899.90		852,533.69
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.

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: (Rs. In Lakhs)

Particulars	As at 31st March, 2026	Less than 1 year	1-2 years	2-5 years	Above 5 years
Borrowings	22,019.85	1,450.00	-	1,576.66	18,993.19
Trade Payables	7,845.21	2,867.80	1,141.46	3,835.95	-
Other financial liabilities	4,844.62	239.60	230.58	694.53	3,679.90

Particulars	As at 31st March, 2025	Less than 1 year	1-2 years	2-5 years	Above 5 years
Borrowings	21,968.96	-	1,552.12	26.66	20,390.18
Trade Payables	9,009.27	1,283.22	15.38	5,552.31	2,158.37
Other financial liabilities	4,605.01	235.58	446.18	3,055.47	867.78

62. 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)	
	31st March, 2026	31st March, 2025
(i) Total equity	(24,893.19)	(25,675.22)
(ii) Total debt	22,019.85	21,968.96
(iii) Overall financing (i+ii)	(2,873.34)	(3,706.26)
(iv) Gearing ratio (ii/iii)	(7.66)	(5.93)

63. Corporate social responsibility:

(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.

**64. 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.

(Rs. In Lakhs)		
	As at 31st March, 2026	As at 31st March 2025
(i) Principal amount due to any supplier as at the year end	113.71	385.88
(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.	-	-

Exceptional items

65. During The Year, the Holding Company identified an instance of suspected offence involving fraud relating to unauthorized access to bank payment processes by a consultant engaged by the Company. Thereafter the Holding Company discontinued the said consultant access, initiated an internal investigation, and lodged an FIR with the police authorities on 01/12/2025. Based on preliminary investigation and available bank records, the amount involved is estimated at Rs.758 lakhs (approx.), which pertains to various prior periods. Further, the Holding Company has recovered certain land and residential properties aggregating to a sum of Rs.131.07 lakhs towards compensation against the aforesaid loss, which has been accounted under "Exceptional item" with a corresponding debit under "Other Receivables". The Holding Company intends to sell these properties in the open market in the next year and adjust the realisable value against the amount receivables.

As the investigation is ongoing, the final financial impact on the current year's accounts is yet to be determined. Also, the Holding Company is internally reviewing the relevant records and shall account for the impact, if any, upon completion of internal review and investigation in the next year. In the meanwhile, the management has initiated necessary steps to strengthen internal controls relating to procurement, vendor verification, payment authorization and related aspects. Based on the information currently available with the Holding Company, the management does not expect any other material impact on the financial results or operations of the Holding Company for the current year.

66. As required under Regulation 33(3)(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, at least 80% of each of the consolidated revenue, assets and profits of the group are required to be subjected to audit quarterly. While the said requirement has been complied with in respect of consolidated assets, the coverage in respect of consolidated results and consolidated profit is 68.11% and 26.38%, respectively.

67. 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 the consolidated financial statements.

As Per Our Attached Report of Even Date
For **D E V A M & Associates LLP**
Chartered Accountants
Firm Registration No.: 139355W/W100925

Amit Surana
Partner
Membership No: 515851

Place: Mumbai
Date: 26th May 2026

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

Uday Sawant
Company Secretary



68

i. Disclosure of Transactions with struck off Companies -

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

iii. The Group has not been declared as a willful defaulter in current year but in earlier years the Holding 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 Holding 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 Holding Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

vi. The Holding Company has not entered into any scheme of arrangement

vii. The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year

viii. The Group 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

ix. The Group 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 Group shall:

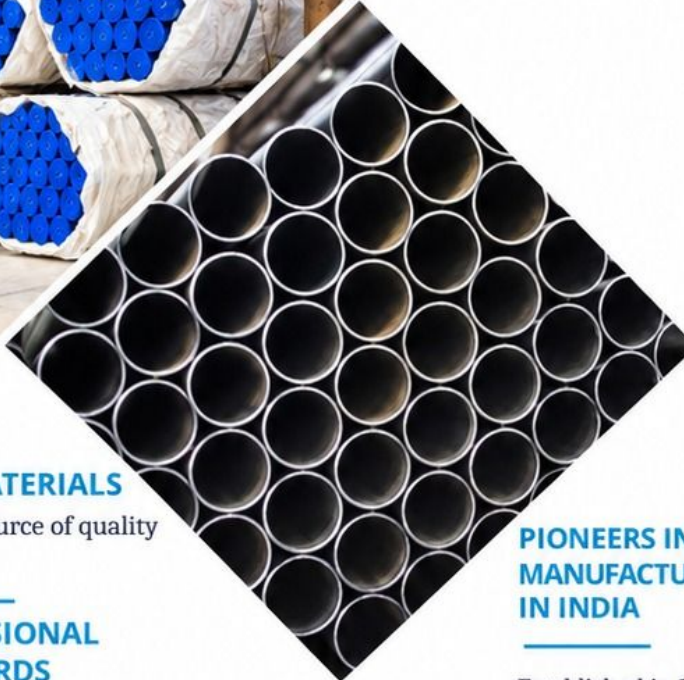
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

x. The Holding 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)

xi. The Holding 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"

WHY ZSPIL

- ◆ Capability to plan & execute large sized orders for client specific
- ◆ Pioneers in the manufacture of ERW pipes in India
- ◆ 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
- ◆ 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

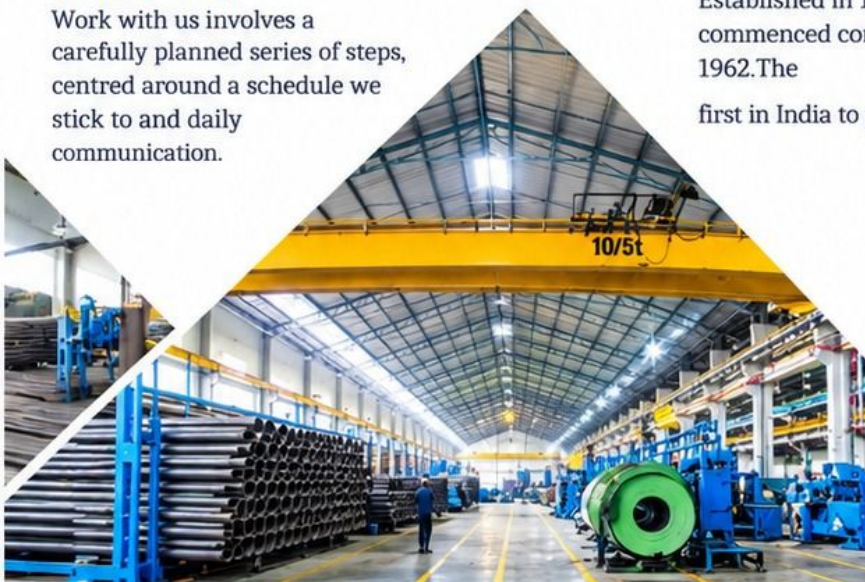
Reliable Source of quality Pipes.

PROFESSIONAL STANDARDS

Work with us involves a carefully planned series of steps, centred around a schedule we stick to and daily communication.

PIONEERS IN THE MANUFACTURE OF ERW PIPES IN INDIA

Established in 1960, Co commenced commercial production in 1962. The first in India to produce ERW pipes.



COURIER / REGISTERED POST / SPEED POST



D.Y. Patil Stadium



Dubai Airport Expo



Emirates Aviation College



Irrigation & Agriculture



Kuwait - Iraq Border Fencing



Magarpatta, Pune

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



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(formerly known as Zenith Birla (India) Limited)

Industry House, 5th Floor, 159, Churchgate Reclamation Mumbai -400 020,
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