

31<sup>st</sup> August, 2024

*National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G,  
Bandra - Kurla Complex  
Bandra (E) - Mumbai - 400051*  
**Symbol - TEXRAIL**

*BSE Limited  
P. J. Towers,  
Dalal Street,  
Mumbai - 400001*  
**Scrip Code - 533326**

Dear Sirs,

In continuation to our letter dated 28<sup>th</sup> August, 2024 informing that the Annual General Meeting ('AGM') of the Company will be held on **Wednesday, 25<sup>th</sup> September, 2024 at 2:00 p.m. (IST)** through Video Conferencing / Other Audio Visual Means, we are now enclosing herewith a copy of the Notice of the AGM and the Annual Report for your reference.

The Notice of the AGM and the Annual Report are also available on the website ([www.texmaco.in](http://www.texmaco.in)) of the Company.

Thanking you,

Yours faithfully,  
For **Texmaco Rail & Engineering Limited**

K. K. Rajgaria  
Company Secretary &  
Compliance Officer

**An adventz group company**

📍 Registered Office:  
Belgharia, Kolkata - 700 056, India  
☎ +91 33 2569 1500

✉ [texmail@texmaco.in](mailto:texmail@texmaco.in)  
🌐 [www.texmaco.in](http://www.texmaco.in)

CIN: L29261WB1998PLC087404

# TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata - 700056

Phone No.: (033) 2569 1500; Fax No.: (033) 2541 2448;

Website: [www.texmaco.in](http://www.texmaco.in), Email: [texrail\\_cs@texmaco.in](mailto:texrail_cs@texmaco.in)

## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Sixth Annual General Meeting of **TEXMACO RAIL & ENGINEERING LIMITED** will be held on **Wednesday, 25<sup>th</sup> September 2024 at 2:00 p.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata - 700056.

### ORDINARY BUSINESS

#### Item No. 1

To consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Reports of the Board of Directors and the Auditors thereon.

#### Item No. 2

To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2024.

#### Item No. 3

To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686), who retires by rotation and being eligible, offers himself for re-appointment.

#### Item No. 4

To appoint a Director in place of Mr. Ashok Kumar Vijay (DIN: 01103278), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### Item No. 5

**To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:-**

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March 2025, be paid a remuneration of ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus applicable taxes."

Belgharia  
Kolkata - 700056  
Dated: 16<sup>th</sup> May 2024

By the order of the Board  
**K. K. Rajgaria**  
Company Secretary

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 09/2023, ('MCA Circular') and the Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 ('SEBI Circular') read with other relevant circulars have permitted the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Accordingly, the AGM of the Company is being conducted through VC / OAVM facility.

**As allowed by the MCA Circulars, participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.**

The Company has availed the services of M/s. KFin Technologies Limited, who is also the Registrar & Share Transfer Agent ('RTA') of the Company ('KFin'), for providing remote e-voting facility & e-voting facility during the AGM ('Instapoll') and to conduct the AGM through VC.

**Members may note that VC / OAVM facility provided by KFin allows participation of 2000 Members on first-come-first-served basis.**

**Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction for attending the AGM.**

The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary (Membership No. F7040) as the Scrutinizer to conduct the process of the AGM in a fair and transparent manner ('Scrutinizer').

The instructions for participation by Members are given in the subsequent paragraphs.

2. In compliance with the above provisions and the circulars as stated in sl. no. 1, the Notice of the AGM and the Annual Report for the financial year 2023-24 are being sent to all the Shareholders of the Company through electronic mode whose email addresses are registered with the Depository Participant(s)/RTA/the Company.

The Notice and the Annual Report will also be available on the website of the Company at [www.texmaco.in](http://www.texmaco.in), the Stock Exchanges, where the equity shares of the Company are

listed, i.e., BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx>

- Those Shareholders who are holding shares in physical mode and who have not yet updated their e-mail address, mobile no., bank details, postal address with PIN etc., are requested to update the same by submitting duly filled in Form ISR-1 with supporting documents to the RTA. Form ISR-1 can be downloaded at the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
- Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email address / mobile no. with their Depository Participant(s), are requested to register / update their email address with the relevant Depository Participant(s).

3. **The Explanatory Statement pursuant to Section 102 of the Act and the Listing Regulations setting out the material facts relating to the business at Item no. 5 of the Notice as set out above is annexed hereto.**

The Board of Directors of the Company has considered and decided to include the above mentioned Item as Special business, as it is unavoidable in nature.

4. In terms of Section 152 of the Act, Messrs Akshay Poddar (DIN: 00008686) and Ashok Kumar Vijay (DIN: 01103278) retire by rotation and being eligible, seek re-appointments at the ensuing AGM.

The Board of Directors recommends their re-appointments. Additional information in respect of their re-appointments, pursuant to the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India forms a part of this Notice.

5. **A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM pursuant to circulars issued by the MCA and the SEBI, the requirement of appointing proxies is not applicable. THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE SINCE THE AGM IS BEING HELD THROUGH VC / OAVM.**

6. Corporate / Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend and vote at the AGM. They are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG format) etc., authorising their representative(s) to attend and vote at the AGM, to the Scrutinizer through e-mail at [geetaroychowdhury@gmail.com](mailto:geetaroychowdhury@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Corporate / Institutional Shareholders are encouraged to attend and vote at the AGM.

7. **The Register of Members of the Company will remain closed from Friday, 20<sup>th</sup> September 2024 to Wednesday, 25<sup>th</sup> September 2024 (both days inclusive).**
8. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Thursday, 19<sup>th</sup> September 2024** ('cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or Instapoll.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of the AGM, will be available only through electronic mode for inspection by the Members during the AGM. The Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors thereon with all other documents of the Company annexed or attached, are also available for inspection through electronic mode by the Members of the Company from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents are requested to send an email at [evoting\\_texrail@texmaco.in](mailto:evoting_texrail@texmaco.in).
11. To support the 'Green Initiative', Members are encouraged to register / update their e-mail address with the Company / Depository Participant(s) / RTA, as the case may be, so that they can receive all future communication(s) / Notices from the Company through electronic mode.
12. The SEBI has mandated the submission of PAN by every participant in the securities market. In line with the SEBI mandate and the Listing Regulations, Members are also requested to update / provide their Bank account details to the Depository Participant(s) or, as the case may be, to RTA in order to avail the electronic payment facility. Also, Member(s) holding equity shares in physical form are requested to notify about any change in their address / PAN / Bank Mandate, to the RTA by submitting duly filled-in Form ISR-1 along with supporting documents.
13. Members may note that it is mandatory for those who are holding equity shares in physical form to update their PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature with the RTA, in case they have not updated the same. The RTA will attend to service requests of the Members only after the aforesaid details are furnished. Further, payment of dividend in respect of such Members shall be made only through electronic mode with effect from 1<sup>st</sup> April 2024 upon furnishing of all the aforesaid details. Members may refer to the FAQs provided by SEBI in this regard, for investor awareness, on its website at [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf).
14. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members are requested to submit the said form to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
15. In accordance with the Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. Further, in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022, the Company shall issue shares in demat form while processing service requests for transmission, issue of duplicate certificates, transposition, renewal, splitting, consolidation of share certificate, etc. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised.
16. Members whose dividend(s) have remain unclaimed, are requested to claim the same by writing to the Company's RTA, i.e. KFin. Members are requested to note that the dividends remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ('IEPF'). In addition, all equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to the demat account of the IEPF. Individual communication are being sent to all concerned Members whose equity shares are due for transfer to the IEPF, informing them to claim their unpaid/unclaimed dividend before the due date to avoid transfer to the IEPF Authority.
17. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at prescribed rates under



the Income-tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to provide and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and for getting the Tax Exemption on the Dividend Amount, shareholders are requested to visit the RTA's website at <https://ris.kfintech.com/form15/> or may send an email to RTA with the complete set of Tax Exemption Documents at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

18. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through ECS or any other means are requested to send the following documents to our RTA - KFin: Form No. ISR-1 duly filled and signed by the holders and details relating to the bank account viz. Name of the Bank, Bank Account Number, IFSC code, Copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly, Self-attested copy of the PAN Card, Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, to enable the Company to make the payment of dividend through electronic mode. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. The Members

holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective Depository Participant(s)

#### 19. Remote e-voting

- A. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing its Members the facility of remote e-voting to exercise votes electronically on the Resolutions proposed to be passed at the AGM. The Company is also providing the facility of Instapoll.
- B. The instructions for remote e-voting are as under:

#### **Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on "e-voting facility provided by Listed entities", Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective Depository Participants in order to access the e-voting facility

### NSDL

#### A. NSDL IDeAS facility

##### 1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below:

- (i) Visit the website of NSDL at <https://eservices.nsdl.com>.
- (ii) Click on the "Beneficial Owner" icon under 'IDeAS' section.
- (iii) On the new page, enter your user ID and Password.
- (iv) Post successful authentication, click on "Access to e-Voting".
- (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.

##### 2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below:

- (i) Visit the website of NSDL at: <https://eservices.nsdl.com>.
- (ii) Select "Register Online for IDeAS".
- (iii) Proceed with completing the required fields.
- (iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

### CDSL

#### A. CDSL Easi / Easiest facility

##### 1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below:

- (i) Visit the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
- (ii) Navigate to "Login" option and click on "New System Myeasi". Alternatively, shareholders may visit at <https://web.cdslindia.com/myeasitoken/Home/Login>.
- (iii) Login with user ID and password.
- (iv) Shareholders will reach the e-voting page without any further authentication.
- (v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period.

##### 2. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below:

- (i) To register for Easi facility visit: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>. Alternatively, to register for Easiest facility visit: <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>.
- (ii) Proceed with completing the required fields.
- (iii) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

NSDL	CDSL
<p><b>B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the e-voting website of NSDL at: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>(ii) Click on the icon "Login" available under 'Shareholder/Member' section.</li> <li>(iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen.</li> <li>(iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page.</li> <li>(v) Click on Company name ("Texmaco Rail &amp; Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.</li> </ul>	<p><b>B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the website of CDSL at: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>(ii) Navigate to e-voting section.</li> <li>(iii) Provide sixteen digit demat account number and PAN.</li> <li>(iv) The Shareholder will receive OTP on his registered Mobile &amp; Email address as recorded in the demat Account.</li> <li>(v) Post successful authentication, Shareholder will be provided link for the e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.</li> </ul>

#### Access of e-voting to Individual Shareholders (holding shares in demat mode) through their depository participants.

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting option. Click on e-voting option it will redirect to NSDL / CDSL Depository website after successful authentication.

Click on Company name ('Texmaco Rail & Engineering Limited') or e-voting service provider name ('KFin') and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

#### Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details.

NSDL	CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

#### Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.

- i. Open your web browser during the remote e-voting period and navigate to <https://emeetings.kfintech.com>
- ii. Enter the login credentials (i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses). Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. Enter User ID and password as initial password / PIN in the window opened in step i. above. Click Login.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0- 9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail address, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. Texmaco Rail & Engineering Limited.
- vii. On the voting page, the Resolution description along with the number of equity shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the Resolutions.
- ix. Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Thursday, 19<sup>th</sup> September 2024** may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means by the following procedure:
  - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<SPACE>E-voting Event number + Folio No. or DP ID Client ID to 9212993399.  
  
Example for NSDL:  
MYEPWDIN<SPACE>12345612345678  
  
Example for CDSL:  
MYEPWD<SPACE>1402345612345678  
  
Example for Physical: Event No.  
XXXXMYEPWD<SPACE>XXXX1234567
  - b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c) Member may call KFin helpdesk at the toll free number 1800 309 4001.
  - d) Member may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
20. The remote e-voting period commences **at 9:00 a.m. on Saturday, 21<sup>st</sup> September 2024** and ends at **5.00 p.m. on Tuesday, 24<sup>th</sup> September 2024**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialised form, as on the cut-off date i.e. **Thursday, 19<sup>th</sup> September 2024** may cast their vote electronically.  
  
The e-voting module shall be blocked for voting thereafter. Once, the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.
21. Members who have already casted their vote through remote e-voting cannot vote again at the e-voting during the AGM. However, such Member shall be entitled to attend the AGM.
22. **Instructions for attending the AGM through Video Conference:**
  - A. Members will be provided with a facility to attend the AGM through VC platform provided by KFin. Members are required to login at <https://emeetings.kfintech.com>, by using the remote e-voting credentials. The link for AGM will be available in Shareholder/Members login where the 'EVENT' and the name of the Company can be selected.
  - B. The facility for joining the AGM shall be kept open from 1:45 p.m. i.e. 15 minutes before the scheduled time for commencement of the AGM, and may be closed at 2:15 p.m., i.e. upon the expiry of 15 minutes after such scheduled time.
  - C. 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 this Notice.  
  
Those Shareholder who are holding equity shares in physical form may send an email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the User ID and Password, or by following the procedure as mentioned in this Notice.
  - D. Members can participate in the AGM through their desktops / mobile phones / laptops etc. Members will also have the option to turn on their camera during the AGM. However, for better experience and smooth participation, it is advisable to join the AGM meeting through desktops / laptops with high-speed internet connectivity. Members are encouraged to join the Meeting through laptops / desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. It is recommended to use Stable Wi-Fi or LAN connection to mitigate issues relating to internet connectivity.

- E. **Speaker registration:** Shareholders who would like to express their views/ask questions during the AGM, may log into <https://emeetings.kfintech.com>, click on "Post your Queries" and post their queries/views/questions in the window provided by mentioning the name, DP ID Client ID/ Folio No, email address and mobile number. Please note that, questions of only those Shareholders who continue to hold the shares as on the cut-off date, will be answered. The window period for posting the questions shall commence at **9:00 a.m. on Saturday, 21<sup>st</sup> September 2024** and close at **5:00 p.m. on Monday, 23<sup>rd</sup> September 2024**. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views or ask questions during the AGM. Due to limitations of transmission and coordination during the Q&A session, the Company may restrict the number of speakers.
- F. In case of any query regarding e-voting or technical assistance for VC participation, members may contact KFin Helpdesk at the toll free No. 1800 309 4001 or write at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- 23. Instructions for Members for e-voting during the AGM:**
- A. Participation of members through VC will be reckoned for the purpose of Quorum for the AGM as per section 103 of the Act.
- B. Only those Shareholders, who are present at the AGM 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 i.e. "Instapoll," available during the AGM.
- C. The e-voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
- D. Members need to click on the "Instapoll" icon to reach the Resolution page and follow the instructions to vote on the Resolutions.
24. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx> or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or may be addressed to the Company at the e-mail ID [evoting\\_texrail@texmaco.in](mailto:evoting_texrail@texmaco.in).
25. The Results of the e-voting will be declared on or after the date of the AGM i.e. **25<sup>th</sup> September 2024**. The declared Results, along with the scrutinizer Report will be available on the website of the Company at [www.texmaco.in](http://www.texmaco.in) and on the website of KFin <https://evoting.kfintech.com/>. Such Results will also be forwarded to the Stock Exchange(s), where the equity shares of the Company are listed.
26. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Event Dates	
Day, Date & Time of AGM	Wednesday, 25 <sup>th</sup> September 2024 at 2:00 p.m. (IST)
Cut-off date for E-voting	Thursday, 19 <sup>th</sup> September 2024
E-voting Opening and Closing Date & Time	Saturday, 21 <sup>st</sup> September 2024 at 9:00 a.m. & Tuesday, 24 <sup>th</sup> September 2024 at 5:00 p.m.
Speaker Registration window Opening and Closing Date & Time	Saturday, 21 <sup>st</sup> September 2024 at 9:00 a.m. & Monday, 23 <sup>rd</sup> September 2024 at 5:00 p.m.
Link to attend the AGM	<a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a>

## Explanatory Statement

### SPECIAL BUSINESS

#### Item No. 5

The Board of Directors on the recommendation of the Audit Committee, at its Meeting held on 16<sup>th</sup> May 2024 has approved the appointment of Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March 2025 at a remuneration of ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm confirming their eligibility for appointment as Cost Auditors is available for electronic inspection from the date hereof up to the date of the AGM.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

**The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 5 by way of an Ordinary Resolution.**

## Related Information of Directors seeking re-appointment at the forthcoming Annual General Meeting for item nos. 3 and 4.

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name of the Directors	Mr. Akshay Poddar (DIN: 00008686) Non-Executive & Non-Independent Director	Mr. Ashok Kumar Vijay (DIN: 01103278) Executive Director
Age (in years)	47	70
Qualification	Honours in Accounting & Finance from London School of Economics and Political Science, University of London	CA, CS
Date of first Appointment on the Board	2 <sup>nd</sup> September 2011	1 <sup>st</sup> January 2015
Experience / Expertise in specific functional areas	Managing large business set ups.	Qualified Chartered Accountant and Company Secretary with an experience of 47 years.
Remuneration last drawn (₹ in crore)	0.07*	0.88
Number of meetings of the Board attended during the financial year (FY 2024-25)	2 of 2 Board Meeting held till 16 <sup>th</sup> May 2024	2 of 2 Board Meeting held till 16 <sup>th</sup> May 2024
Shareholding in the Company	2,64,820	52,530
Relationship with other Director / KMP in the Company	Son of Mr. S. K. Poddar	Nil
Directorship held in other Companies	<ul style="list-style-type: none"> <li>· Forte Furniture Products India Private Limited</li> <li>· HEPO India Private Limited</li> <li>· Hettich India Private Limited</li> <li>· Lionel Edwards Limited</li> <li>· Zuari Farmhub Limited</li> <li>· Zuari Agro Chemicals Limited</li> <li>· Abhishek Holdings Private Limited</li> <li>· Simon India Limited</li> <li>· Adventz Homecare Private Limited</li> <li>· Touax Texmaco Railcar Leasing Private Limited</li> <li>· Adventz Finance Private Limited</li> <li>· Lionel India Limited</li> <li>· The Fertiliser Association of India.</li> <li>· Indian Chamber of Commerce Calcutta</li> <li>· Texmaco Infrastructure &amp; Holdings Limited</li> <li>· Adventz Securities Enterprises Limited</li> <li>· Mangalore Chemicals &amp; Fertilisers Limited</li> </ul>	<ul style="list-style-type: none"> <li>· Magnacon Electricals India Ltd</li> <li>· Panihati Engineering Udyog Private Limited</li> <li>· Texmaco Rail Electrification Limited</li> <li>· Touax Texmaco Railcar Leasing Private Limited</li> <li>· Belur Engineering Private Limited</li> <li>· Texmaco Transtrak Private Limited</li> </ul>



Name of the Directors	Mr. Akshay Poddar (DIN: 00008686) Non-Executive & Non-Independent Director	Mr. Ashok Kumar Vijay (DIN: 01103278) Executive Director
Chairmanship / Membership of Committees in Companies including those in the Company	<p><b>Texmaco Rail &amp; Engineering Limited</b></p> <ul style="list-style-type: none"> <li>Member of Nomination and Remuneration Committee</li> <li>Chairman of Stakeholders Relationship Committee</li> </ul> <p><b>Texmaco Infrastructure &amp; Holdings Limited</b></p> <ul style="list-style-type: none"> <li>Member of Nomination and Remuneration Committee &amp; Stakeholders Relationship Committee</li> </ul> <p><b>Zuari Agro Chemicals Limited</b></p> <ul style="list-style-type: none"> <li>Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee &amp; Risk Management Committee</li> </ul> <p><b>Adventz Securities Enterprises Limited</b></p> <ul style="list-style-type: none"> <li>Chairman of Corporate Social Responsibility Committee</li> </ul> <p><b>Mangalore Chemicals and Fertilisers Limited</b></p> <ul style="list-style-type: none"> <li>Member of Nomination and Remuneration Committee</li> </ul> <p><b>Adventz Finance Private Limited</b></p> <ul style="list-style-type: none"> <li>Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee &amp; Corporate Social Responsibility Committee</li> </ul>	<p><b>Texmaco Rail &amp; Engineering Limited</b></p> <ul style="list-style-type: none"> <li>Member of Stakeholders Relationship Committee &amp; Corporate Social Responsibility Committee</li> </ul>
Listed entities from which the Director has resigned in the past three years	Nil	1

\*Remuneration means sitting fees and commission paid

# Notice

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# TEXMACO RAIL & ENGINEERING LIMITED

Annual Report 2023-24

Along The Transformation Track



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**Forward - looking statements** Some information in this report may contain forward - looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward - looking words such as "believe", "plan", "anticipated", "continue", "estimate", "expect", "may", "will" or other similar words. Forward - looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward - looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.



# Corporate Information

## DIRECTORS

Mr S. K. Poddar  
Executive Chairman

Mr Indrajit Mookerjee  
Executive Director & Vice Chairman

Mr Sudipta Mukherjee  
Managing Director#

Mr D. R. Kaarthikeyan

Mr P. S. Bhattacharyya

Mr Utsav Parekh

Ms Rusha Mitra

Mr Virendra Sinha

Mr Amitabha Guha

Mr Hemant Bangur §

Mr Akshay Poddar

Mr D. H. Kela, Executive Director \*

Mr A. K. Vijay, Executive Director

Mr. U. V. Kamath, Executive Director @

# Re-designated w.e.f. 1st January 2024

§ Appointed w.e.f. 16th May 2024

\*Resigned w.e.f. 1st February 2024

@ Appointed w.e.f. 1st February 2024

## CHIEF FINANCIAL OFFICER

Mr Hemant Bhunia

## COMPANY SECRETARY

Mr K. K. Rajgaria

## AUDITORS

Messrs L. B. Jha & Co., Kolkata

## REGISTERED & CORPORATE OFFICE

Belgharia, Kolkata 700 056  
Phone: (033) 2569 1500  
Fax: (033) 2541 2448  
Email: texrail\_cs@texmaco.in  
Website: www.texmaco.in

## KOLKATA OFFICE

Birla Building,  
9/1, R.N. Mukherjee Road  
Kolkata 700 001  
Phone: (033) 3057 3700  
Fax: (033) 2242 5833

## REGIONAL OFFICES

New Delhi, Mumbai, Jaipur, Bengaluru

## JOINT VENTURES

Touax Texmaco Railcar Leasing Private Limited  
Wabtec Texmaco Rail Private Limited

## ASSOCIATE

Texmaco Defence Systems Private Limited

## REGISTRAR & SHARE TRANSFER AGENT

Messrs. KFin Technologies Limited  
Selenium Tower B, Plot No. 31 & 32,  
Gachibowli Financial District,  
Nanakramguda, Hyderabad: 500032  
Toll Free No.: 1800 309 4001  
E-mail: einward.ris@kfintech.com.

## CIN

L29261WB1998PLC087404

\* A JV Company of Texmaco & Nymwag

## WORKS

### FREIGHT CAR

Agarpara, Sodepur, Panihati, Belgharia

### STEEL FOUNDRY

Belgharia, Urla (Raipur)

## SUBSIDIARIES

Belur Engineering Private Limited \*  
Texmaco Rail Electrification Limited  
Panihati Engineering Udyog Private Limited  
Texmaco Transtrak Private Limited  
Texmaco Rail Systems Private Limited  
Belgharia Engineering Udyog Private Limited

## BANKERS

State Bank of India | HDFC Bank | Axis Bank | SBM Bank | ICICI Bank | IDFC First Bank | Doha Bank | DBS Bank  
YES Bank | IndusInd Bank | Bandhan Bank | IDBI Bank | UCO Bank



A high-speed train is shown in motion, blurred to indicate speed, traveling along a railway track. The scene is set at sunset, with the sun low on the horizon, casting a warm, golden glow over the tracks and the train. The sky is a mix of orange, yellow, and blue. The train is white with blue and red accents. The tracks lead towards the horizon, where the sun is setting. The overall mood is one of speed and modern transportation.

# Along the TRANSFO



# TRANSFORMATION Track

**As a symbol of manufacturing excellence,  
Texmaco believes in seizing the future by  
embracing transformation, continuing to  
forge new tracks on the path to  
sustained development**



## FROM THE CHAIRMAN'S DESK

# ALONG THE TRANSFORMATION TRACK

### DEAR SHAREHOLDERS,

Your company, Texmaco Rail & Engineering Limited, is powering ahead Along The Transformation Track and it gives me great pleasure in introducing the 2023-24 Annual Report, themed on Transformation.

I take this opportunity to reacquaint you with this enterprise of National Pride founded by the late Dr K. K. Birla, with a singular vision of - building to last. Now driven by cutting-edge innovation, Texmaco has created value for its customers, investors, and the nation for decades, with a transformed ideology defined by its current executive management - that of moving from good to great.

We have done this by consistently investing in cutting-edge research, adopting state-of-the-art technology, keeping abreast of global design developments, and forging strategic partnerships that spur growth. Today, Texmaco is in serious expansion mode, and a significant transformation of the Company into a future-ready enterprise is underway.

### BENEFITS OF AN ENABLING ENVIRONMENT

As we speed along the Transformation Track, I must emphasise that our successful expansion efforts have come on the back of India's rapid march towards becoming the third largest economy in the world, and its renewed thrust on boosting infrastructure. To promote infrastructure building, the government has allotted INR 11,11,111 crore in the 2024-25 Union Budget, a figure that significantly represents 3.4% of our GDP. The National Infrastructure Pipeline (NIP) - a group of socioeconomic projects to enhance citizens quality of life - and the Make in India initiative, are strengthening

indigenous manufacturing and attracting substantial investments to the sector.

To keep pace with the economic thrust, a pressing need to scale up transport and freight has appeared, since these systems provide a crucial framework to support business activity. The Gati Shakti masterplan for multimodal connectivity is pushing the pedal on solutions for the movement of people, goods and services in a cost-effective, energy-efficient and sustainable manner. The Indian Railways National Rail Plan for 2030 has blueprinted the design of a railway system to increase the modal share of railways in freight to 45%. Already, a record rail freight volume of 1,591 million tonnes was reached in full fiscal ending March 2024. In the passenger mobility segment, the Vande Bharat trains have blended sleek design and space management with high velocity.

This year's INR 2.52 lakh crore budget for Railways is evidence of the government's commitment to enhancing safety and upgrading tracks, building terminal facilities, resolving connectivity issues and identifying dedicated freight corridors for cargo movement efficiency. The able and energetic leadership of the Honourable Minister of Railways, Shri Ashwini Vaishnaw, will steer the Indian Railways towards the Olympic motto of Citius (faster), Altius (higher), Fortius (stronger).

### TEXMACO TRANSFORMING

As a premier multi-discipline, multi-unit engineering and infrastructure company with a proven track record in manufacturing excellence, Texmaco is well-positioned to avail opportunities presented by these macroeconomic conditions and be a major contributor to the cause of building a Viksit Bharat. The Company has tided over the headwinds of the pandemic and unstable geopolitical conditions and is poised

for the next horizon of growth. These ambitions are aided by surging railway capex and focused fund flows from global investors.

One is happy to share that we recently raised INR 1,000 crore through the qualified institutional placement of equity shares, garnering a strong response from investors around the world.

As the demand for wagons and components accelerates in a bustling business landscape, our carefully planned joint ventures are unlocking synergies founded on the specialised strengths of each partner. Collaborations with global partners like Touax, Wabtec, Nymwag and others have allowed us to place a special thrust on our components business and to ramp up our capacity to manufacture components, wagons and coaches and secure high levels of operating efficiencies. They also put Texmaco in a strong vantage point to explore fresh geopolitical opportunities.

Recently, we entered into definitive agreements to acquire a 100% stake in Jindal Rail Infrastructure Limited in a move to scale up our rolling stock manufacturing capacity. We also acquired a majority stake in Saira Asia Interiors Private Limited, enabling us to become a mechanical partner in the commuter mobility segment in the future.

These partnerships will augment Texmaco's productivity and profitability, thereby elevating our participation and increasing our supply volume in domestic and foreign markets. Asia, the European Union, Africa and Australia.

Also on the anvil are plans for the expansion of our greenfield steel foundry at Paradeep to address the domestic and export requirements of steel castings that cater to both the mining and railway segments. This foundry will also focus on

crafting mining components and enable the Company to diversify its product mix.

#### **FOR A CLEANER TOMORROW**

As a responsible corporate citizen, we not only pledge to create economic value for our stakeholders, but also to go beyond profit to find purpose and do our bit in creating a more equitable world. One of our top sustainability goals is to safeguard environmental health.

Our future growth plans take into account the imperative to preserve environmental resources, and we are already taking steps to increase our use of clean energy. In a momentous step, the Texmaco steel foundries have tied up with Ampin Energy Transition Pvt. Ltd. to establish a 10 MW open-access solar power plant in Chhattisgarh, marking the beginning of an era of switching to green energy practices.

We also acknowledge our responsibility to give back to the disadvantaged communities living in our catchments. Our corporate social responsibility (CSR) projects have mechanisms in place to extend the necessary support to local families for healthcare and childrens education. In support of national priorities and in line with the Honourable Prime Minister Shri Narendra Modis drive of skill development among Indian youth, we are conceptualising a project to set up skill development centres in Odisha and West Bengal.

To our employees, our most valuable asset, we strive to offer career growth opportunities, skilling and training, a compassionate, positive work environment, and absolute safety in the workplace.

#### **HOPES FOR THE FUTURE**

Texmacos time-tested corporate governance model consists of processes and structures that guides its

management and secures maximum value for all stakeholders. Our elected Board of Directors set strategic goals designed to bolster business growth and inculcate accountability for achieving them.

The Texmaco vision of always putting the customer first, delivering excellence and manufacturing world-class railway products for a worldwide client base is coming alive every day. All thanks to you, the Texmaco family.

Mahatma Gandhi had famously said, The future depends on what you do today. Inspired by the words of the Father of the Nation who also had a significant role in the idea called Texmaco being born let us pledge to do today what will benefit our planet and our people in the future.

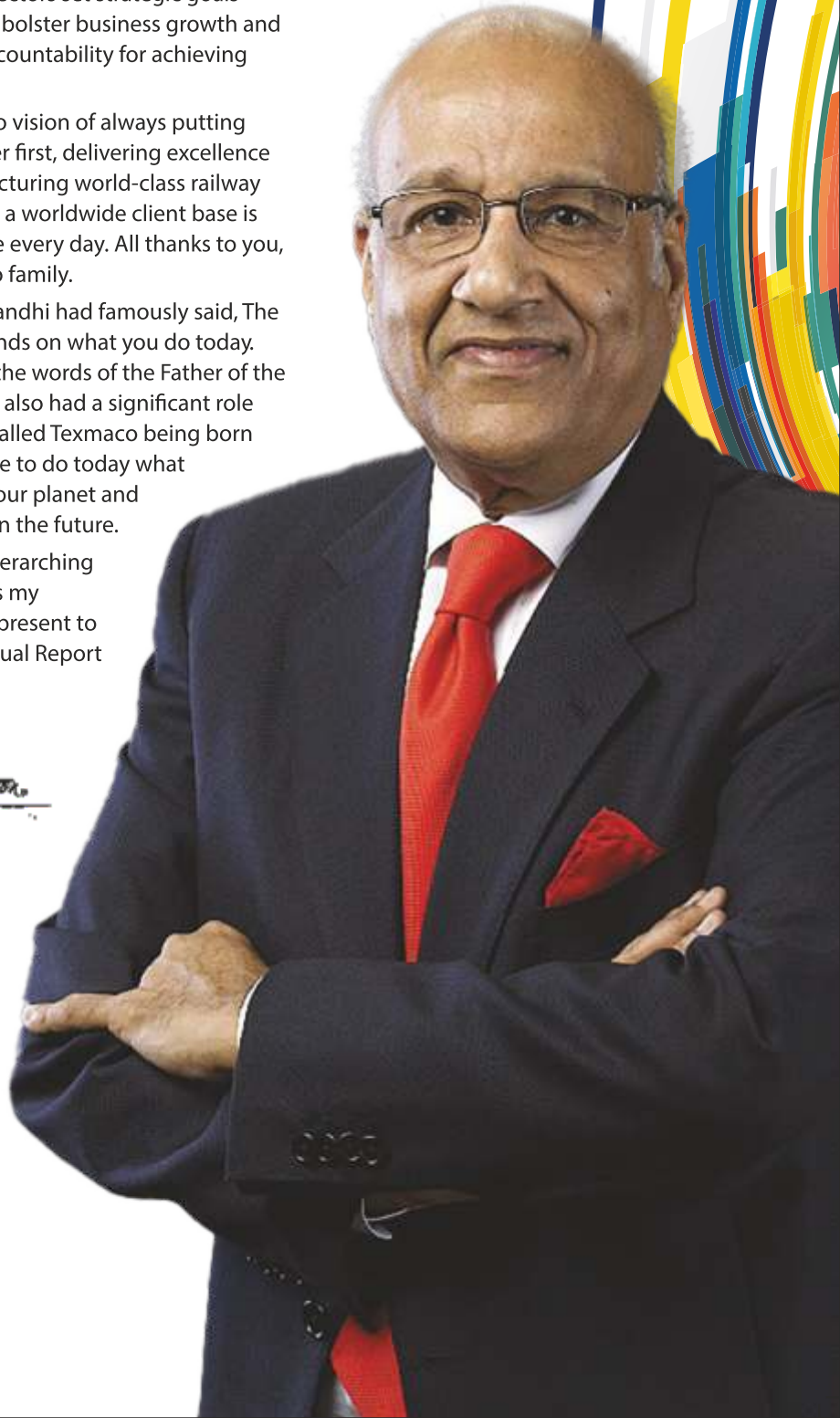
With that overarching thought, it is my privilege to present to you the Annual Report for 2023-24.

Sincerely,



**S.K. Poddar**

Chairman



# COMPANY LEADERS



“ The Adventz Group has always been committed to Indias development and the cause of building national infrastructure. We are deeply focused on continuing our work as an agent of nation building, and creating large-scale economic value for India. ”

**Mr S.K. Poddar**  
Chairman



“ As an indigenous manufacturing and infrastructure company, we are pledged to deliver excellence every time, to put the customer first, and to usher in a new era of Indias economic growth. We will do this by investing in research and development, forming strategic alliances to boost our capabilities, and nurturing our talent pool. ”

**Mr Indrajit Mookerjee**  
Vice Chairman



“ Our biggest aim is to establish Texmaco as a house of indisputable manufacturing excellence, and the preferred one-stop-shop for railway solutions in India, and eventually around the world. ”

**Mr Sudipta Mukherjee**  
Managing Director



# OUR PRODUCTS



BCNA wagon for carrying Cement, Food grains etc.



BTPN wagon for carrying petroleum



Texmaco designed and manufactured Gondola Wagon for African markets



BTAP wagon for carrying, alumina and flyash



BOXNHL wagon



BLCM wagon for carrying container



# OUR BUSINESS UNITS



## Freight Car

- High Payload Stainless/High Tensile Steel Freight Wagons
- Commodity Specific Wagons for Bulk Transport
- Special Purpose New Design Freight Wagons
- Bottom Discharge Coal Hopper Wagons
- Container Flat Wagons
- Tank Wagons (SS, MS, Pressure Vessel)
- Defence Equipment Wagons
- Car carrying wagon
- High capacity Parcel vans
- Brake Vans (type BVCM)

## Rail Infra

- Railway Track
- Railway and Metro Signalling & Telecommunication
- Railway Overhead Electrification & General Electrification
- Railway Civil Work - Bridges & Culverts
- Metro Track - Viaduct, Underground & Depot
- Metro Automatic Fare Collection System
- Metro Overhead Electrification
- Other Power Supply Installation
- Railway Buildings, Platforms & Foot Over Bridges
- Private Siding - Civil Work, Track Work, Signalling & Overhead Electrification
- Rail Connectivity
- Feeder separation





## Components

- Fabricated Bogie
- Front end
- Fuel Tank
- Loco Components
- Car Body Shell (CBS)
- Platform Sub-Assemblies
- Bogie Frame
- End Assembly
- Side Sill Assembly
- Bolster Assembly
- APU Base Frame
- Snow Plow
- Brake Lever
- Retention Tank
- Floor Assembly
- Ballast Assembly

## Steel Foundry

### Steel Foundry Domestic

- High Speed Bogies
- Concor Bogies
- NLB Bogies
- LWLH Bogies
- WD 70 BD 10 Coupler Sets (U.H.T.E)
- Miner Draft Gears
- Mark 325 Draft Gear Housing
- Follower Blocks
- Draw Bars
- Weldable CMS Crossings  
(Under Development)

### Industrial Casting for

- Earth Moving Equipment
- Hydro Power Projects
- Defence
- Steel Plant



### Exports

- High Axle Load Bogies Castings up to 31.23
- Ton axle load
- High Wear resistance Shroud & Pointer Castings
- Centre Plate
- AAR Yokes & Follower
- AAR Couplers & Knuckles
- End of Car Cushion Yokes
- Articulated Couplers (under Development)
- Mark -390 Locomotive Yokes (under Development)

# ACQUISITIONS



## Texmaco forays into passenger mobility

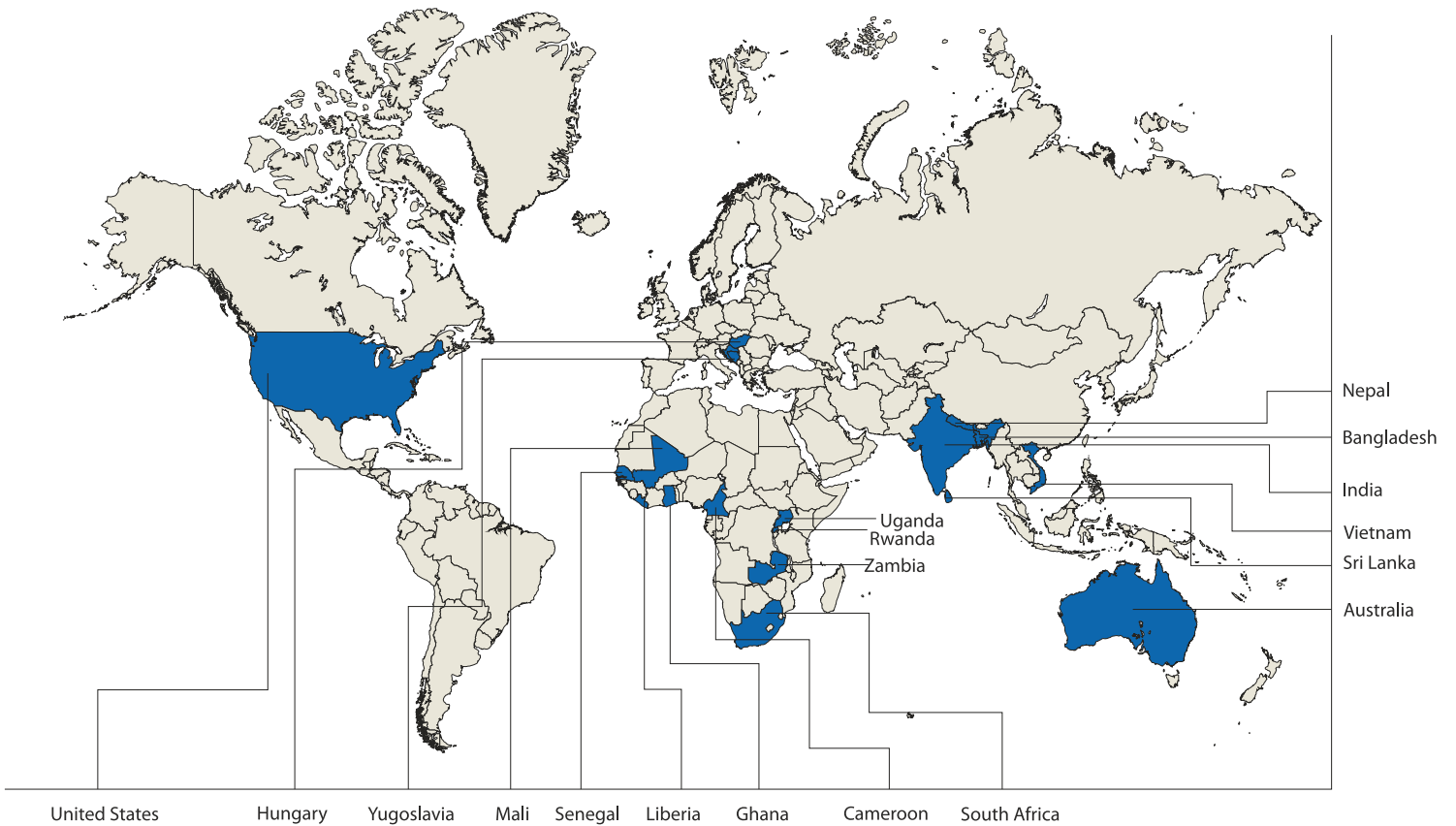
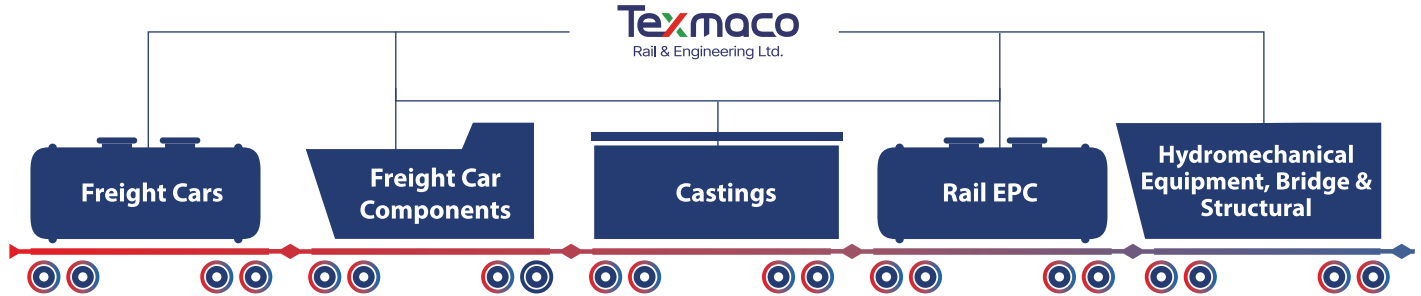
Texmaco Rail & Engineering has acquired 51% of railway interiors company Saira Asia Interiors, signalling a foray into passenger mobility. In the coming years, this acquisition will let Texmaco craft solutions to address the evolving demands of the railway sector, and to emerge as a competitive partner in this niche.



## Texmaco enters into agreement to acquire Jindal Rail Infrastructure in biggest deal of the sector

Texmaco recently enters into agreement to acquire Jindal Rail Infrastructure in a bid to expand its rolling stock business. The deal is the largest in the history of India's rolling stock sector and significantly ramps up Texmaco's manufacturing capacity. It also enhances competitiveness in domestic and foreign markets, boosting export capacity.

# GLOBAL PRESENCE



Asia-Pacific	India	Nepal	Sri Lanka	Bangladesh	Vietnam	Australia
Africa	Cameroon	Liberia	Ghana	Senegal	Zambia	Mali
Africa/Others	Uganda	South Africa	Rwanda	Hungary	Yugoslavia	United States



# EXPORTS



Gondola Wagon  
(Liberia) for  
Iron Ore



Tank Wagon  
(Sri Lanka)



Mineral Wagon  
(Ghana)



Tank Car for  
Phosphoric Acid  
(Senegal)



Brake Van  
(Bangladesh)



Sliding Doors  
covered Car  
for Zambia



Oil Tank Wagon  
(Bangladesh)



MG Container  
Flat Wagon for Mali



Open High-Sided  
side Discharge Cars  
for Vietnam



Covered Cars  
With Sliding Doors  
For Uganda Railways

# EMPLOYEE ENGAGEMENT

## Independence Day

Texmaco celebrated Independence Day with an event highlighting national pride, our diversity and collective spirit and the commitment to building the India of tomorrow.



## Yoga Day

On Yoga Day, Texmaco employees participated in an event that encouraged them to stay well physically and mentally by engaging in mindful practices. The event also focused on the importance of fostering a healthy, balanced work environment.

## World Environment Day

Team Texmaco came together on World Environment Day to raise awareness on environmental responsibility and green living. The event was also a chance to underscore the Company's commitment to eco-friendly practices and social responsibility.



## Adventz Day

Texmaco marked Adventz Day, with the theme Transform-Nurture-Achieve, celebrating our Vision, Mission, Values and Culture. The event emphasised unity and innovation, reflecting Adventz Groups impact and commitment to driving synergy across diverse sectors.

## Women's Day

Texmaco observed Women's Day with an event celebrating the achievements and contributions of women in our workforce. The day featured inspiring talks and activities that highlighted gender equality and promoted an inclusive and supportive work environment.

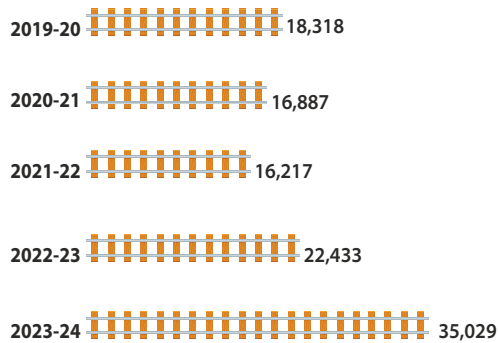




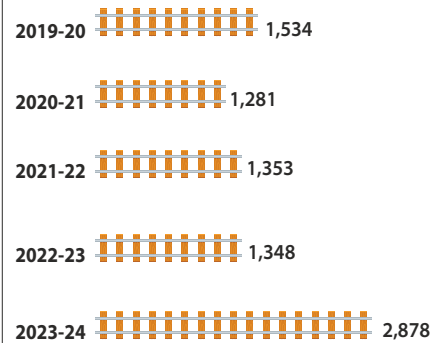
# Financial Performance

## Main Indicators

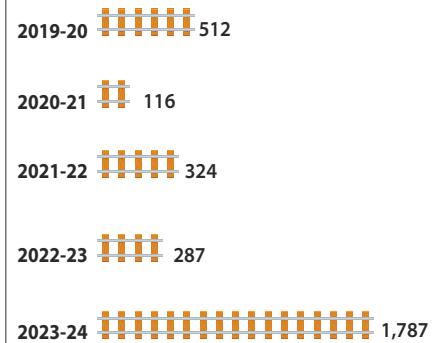
### Revenue from Operation (₹ in mn)



### EBIDTA (₹ in mn)



### PBT (₹ in mn)

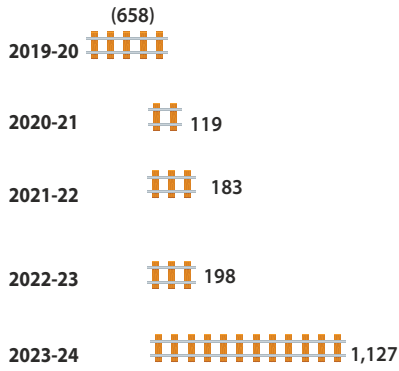
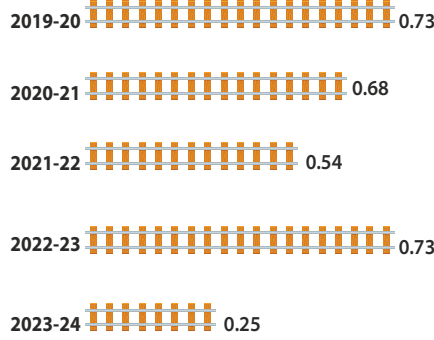


## Financial Highlights of The Last Ten Years

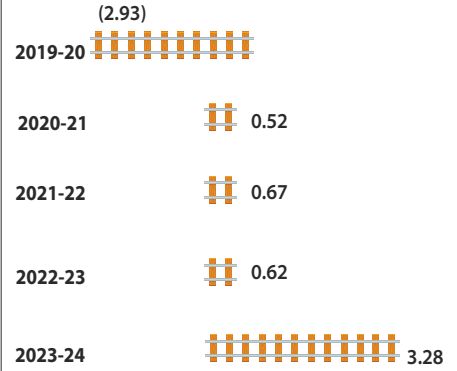
Indicator	FY 2014-15	FY 2015-16
Revenue from Operation	42,781.76	72,450.99
Other income	3,184.43	4,492.58
Gross profit (PBDT)	3,499.17	4,869.00
Profit before tax & Exceptional items	1,825.25	3,414.27
Exceptional items	-	-
Profit/(loss) before tax	1,825.25	3,414.27
Tax for the year	-196.27	693.81
Profit after tax	400.47	2,720.46
Equity	2,100.64	2,192.95
Free reserves	97,232.94	87,476.34
Equity share book value (Rs)	42.29	40.89
Rate of dividend	25%	25%

**PAT**

(₹ in mn)

**Debt-equity ratio****EPS**

(₹)



(₹ in lakhs)

	FY 2016-17	FY 2017-18	FY 2018-19	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24
	1,18,777.78	1,13,920.36	1,85,816.98	1,83,179.98	1,68,873.80	1,62,173.59	2,24,327.74	3,50,287.01
	4,730.61	5,064.08	2,112.96	2,725.68	3,177.53	3,148.77	3,777.19	8,443.65
	5,817.36	5,036.84	11,716.72	8,711.71	4,885.14	6,822.66	6,374.57	21,388.90
	4,201.46	2,555.25	8,820.76	5,120.86	1,159.47	3,241.91	2,871.66	17,870.17
	-	-	-	14,991.97	-	-	-	-
	4,201.46	2,555.25	8,820.76	-9,871.11	1,159.47	3,241.91	2,871.66	17,870.17
	844.16	1,216.62	1,292.78	-3,287.08	-27.16	1,412.46	888.00	6,601.16
	3,357.30	1,338.63	7,527.98	-6,584.03	1,186.63	1,829.45	1,983.66	11,269.01
	2,194.15	2,246.13	2,248.35	2,248.59	2,503.43	3,218.70	3,218.70	3,994.67
	91,204.94	1,01,055.93	1,07,825.68	98,915.78	1,09,836.29	1,27,814.74	1,29,687.92	2,42,938.16
	42.57	43.47	51.43	44.99	44.87	40.71	41.29	61.82
	25%	25%	35%	10%	10%	10%	15%	50%

# Report of the Board of Directors

## Dear Shareholders,

Your Directors have the pleasure in presenting the 14<sup>th</sup> Operational Annual Report of the Company along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2024.

## FINANCIAL HIGHLIGHTS

(₹ in lakhs)

	2023-24	2022-23
<b>Operating Profit (PBIDT)</b>	28,783.78	13,481.87
Less: Interest (Net)	7,394.88	7,107.30
<b>Gross Profit (PBDT)</b>	<b>21,388.90</b>	<b>6,374.57</b>
Less: Depreciation	3,518.73	3,502.91
<b>Profit before Taxation</b>	<b>17,870.17</b>	<b>2,871.66</b>
Less: Tax Expenses		
- Current Tax including tax related to earlier years	2815.05	-
- MAT Credit entitlement	(1,357.00)	(46.08)
- Deferred Tax Liability/(Asset)	5143.11	934.08
<b>Profit after Taxation</b>	<b>11,269.01</b>	<b>1,983.66</b>
Add: Balance brought forward from previous year	17,489.05	16,043.57
	<b>28,758.06</b>	<b>18,027.23</b>
<b>Appropriations</b>		
Dividend paid	482.81	321.87
General Reserve	200.00	200.00
Other Appropriations	(7.37)	16.31
<b>Balance Carried Forward</b>	<b>28,082.62</b>	<b>17,489.05</b>

Note: the above figures are extract of the Audited Financial Statements prepared for the Financial Year ended 31<sup>st</sup> March 2023 & 31<sup>st</sup> March 2024.

## Dividend

Your Directors recommend payment of dividend of 50% i.e. ₹ 0.50 per equity share of face value of ₹ 1 each for financial year ended 31<sup>st</sup> March 2024.

The Turnover for the year was ₹348864 lakhs. The Profit before Depreciation and Tax (PBDT) and Profit before Tax (PBT) for the year were ₹21388 lakhs and ₹17870 lakhs respectively. The Net Profit was ₹11269 lakhs, after providing net tax liability of ₹6601 lakhs for the year as per the Profit and Loss Account drawn up in accordance with the Indian Accounting Standards as specified under the Companies Act, 2013 ('Act'). The Company has transferred ₹200 lakhs to Free Reserves during the year.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overview of the Industry

Among the major nations of the world, India achieved the highest GDP growth for FY'24, further strengthening its position as the fastest growing major economy. According to the IMF's report World Economic Outlook (January 2024), India is projected to remain the fastest growing major economy in

both CY'24 and CY'25. Additionally, consumer price inflation (CPI) has moderated significantly and the current account deficit (CAD) has also decreased. These reaffirm that the Indian economy is in a favorable position and is by far the fastest growing major economy in the world. Given this encouraging macroeconomic scenario, it is not surprising that consumer sentiment has strengthened. Consequently, your Company has achieved its best performance to date.

Indian Railways achieved an all-time high freight loading of 1588 MT in FY' 24, up from 1095 MT in FY' 15, with a target of reaching 3000 MT by 2030. Total receipts for FY' 24 were ₹256093 crore, generating a net revenue of ₹3260 crore to support capital expenditure. The budget allocated ₹252200 crore for capital expenditure, maintaining the previous year's focus on infrastructure development. An additional ₹10000 crore was sourced from extra-budgetary resources with continued focus on infrastructure development.

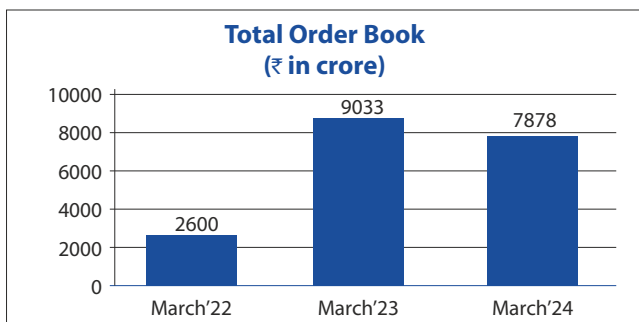
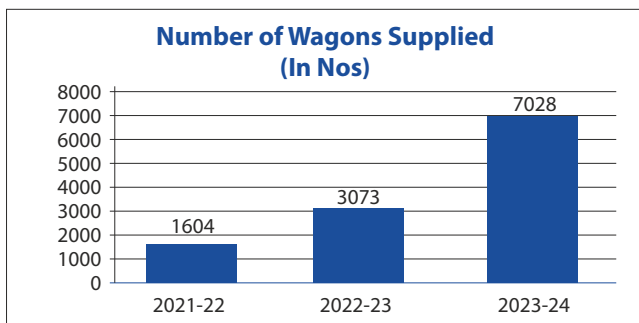
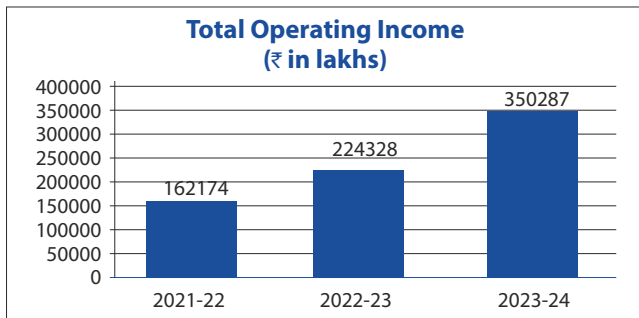
The Government of India's strong emphasis on increasing the modal share of rail in freight has opened a multi-year opportunity for wagon manufacturers, particularly for your Company. With its diverse range of offerings, long-standing track record, advanced infrastructure, and technical

collaborations with global partners, your Company is well-positioned to capitalize on these emerging opportunities.

**Texmaco Business – An Overview**

After a challenging few years, your Company is undergoing a significant rejuvenation, driven by: i) surging railway capex ii) robust wagon ordering; and iii) net cash balance sheet, which has improved execution, margins and working capital trajectory. With a legacy dating back to 1939, your Company is one of India's most experienced and a proven leader in the manufacturing and supply of Freight Cars and Rail Components to the nation's core sectors with a view to serving both domestic and export market. During the current year, your Company also supplied for two prestigious export orders for Africa.

In today's dynamic business landscape, staying ahead requires constant vigilance and strategic foresight. At your Company, we prioritize identifying risks, seizing opportunities, and continuously adapting our strategies to not only keep pace but also thrive to be best performing. Our commitment to evaluating and responding to our environment ensures sustained growth and a strong competitive edge.



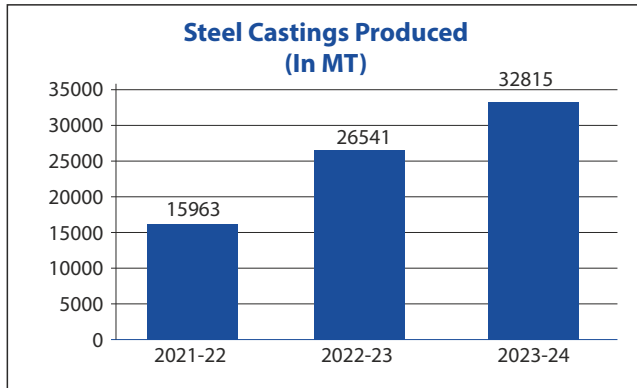
We are truly grateful for the support and loyalty our customers have shown on us. Your continued trust and patronage are the foundation of our success and we thank you for being an integral part of our journey. We appreciated your choice in us and for opportunity given to serve you. Your satisfaction and support are of utmost importance to us.

During the year, your Company also successfully raised equity of ₹1050 crore, of which ₹1000 crore were raised through QIP in two tranches of ₹750 crore and ₹250 crore, wherein equity shares were issued and allotted to few of the largest financial investors in the world and the balance ₹50 crore through Preferential allotment to the Promoter and Promoter group. Consequent to the above allotments, the Paid-up Share Capital of the Company has increased from 32,18,69,895 Equity Shares of ₹1 each to 39,94,67,302 Equity Shares of ₹1 each. Allotment of 77,72,020 Convertible Warrants (Warrants convertible into Equity Shares of the Company) at a price of ₹193 each was also approved by the Capital Issue Committee. 25% consideration of the above allotments were received by the Company during Q1 of the current financial year. Balance 75% is expected within 18 months.

The Government of India's ambitious plan to increase the share of environment-friendly rail transport in overall freight movement and reduce the industry's logistics costs has created long-term opportunities for your Company. In 2022, your Company secured its single largest wagon order for 20067 wagons valued at ~₹645354 lakhs. However, following the decision not to deliver the 2nd tranche (resulting in a one-time provision of ₹3800 lakhs during Q1FY'24 based on a Recovery Notice from IR) the order was revised to 16722 wagons valued at ~₹538527 lakhs. Additionally, in December 2023, your Company further received an order of 3400 wagons valued at ₹116484 lakhs.

Your Company anticipates government's focus on modernization of railway infrastructure and the announcement of three major economic railway corridor programs with a strategic focus on increasing freight movement and connectivity on rail, will increase the demand for wagons providing long-term growth visibility. The expansion of the global wagon market will lead to a rise in exports as well, which your Company is fully prepared to capitalize.

The Steel Foundry unit of your Company continues to perform well, operating full capacity across both the facilities at Belgharia and Urla. The unit has shown strong performance in both domestic and export markets. With a total foundry capacity of 48000 MT, your Company holds the largest Indian Railway casting foundry capacity in India and is also one of the largest exporter of railway castings in India.



A new SBU is formed to address to Railway component business keeping our vision to supply both domestic and global markets. The component business is gaining momentum now, supplying bogies, and parts of passenger rolling stock and metro rail to many global customers. The Division has now planned to enter into long-term contracts with domestic and international customers for the supply of bogie frames, under frames, fuel tanks and other rolling stock components, positioning itself as a global sourcing partner for many multinational corporations.

To safeguard its core manufacturing business from the volatility and substantial working capital requirements of EPC business, the Company had announced demerger of its Infra - Rail & Green Energy Division (w.e.f. 1<sup>st</sup> April 2024), with completion expected on receipt of all regulatory clearances. The Company has ceased taking long-term contracts for this division and is nearing the finishing of its existing contracts, primarily, with Bangladesh Railways, Bengaluru Metro and Mumbai Metro. Moving forward, the Company plans to focus on short-cycle projects rather than traditional railway EPC projects with extended execution cycle. One such significant opportunity lies in the deployment of the anti-collision system (KAVACH) that Indian Railways plans to deploy on its network.

The Infra-electrical division continues to diversify its business and is focusing on specialized solutions. This Division has experienced strong order in recent years, with its order book growing ~4 times over FY'23. This is expected to lead to robust revenue growth, moving forward. This division offers a comprehensive package in the field of design, supply, construction and installation for railway electrification as well

as the installation of transformers and substations. The division is also poised to execute projects outside of the rail segment.

Additionally, the Company's credit rating has been upgraded from 'CARE BBB+' to 'CARE A-' by CARE Ratings.

**TALENT MANAGEMENT**

Talent Management is a very important element in our journey of transformation from good to great. In your Company, Human Relations group has reaffirmed focus on building Human Capital by various steps including training of employees, addressing their needs, empowerment and fostering a harmonious workplace culture. The key task is on maintaining positive work environment, retention of employees and encouraging productivity.

As a Company, we have implemented a talent management strategy designed to achieve optimal results. This ongoing process involves attracting and retaining high-quality employees, developing their skills, and continuously motivating them to improve their performance as human resources are the most important asset of the organization. We are also a learning organization which is created by relentless knowledge management and examples on past mistakes.

Your Company also aims at achieving a Performance driven culture that has well-defined measures and demonstrated values for achieving the Company's business results and overall success. With a commitment towards building a Performing Organization, your Company thrives upon clear objective settings with measurable goals, and targets for improved performance. In the said approach, employees are recognized and rewarded for their performance in intrinsic or extrinsic ways. Employee retention is the organizational goal of keeping productive and talented associates and reducing turnover by fostering a positive work atmosphere to promote engagement. This includes showing appreciation to employees, providing competitive pay and benefits, and encouraging a healthy work-life balance. We promote diversity, with equitable representation of an equitable ratio of men and women. The human resources strategy endeavours on succession planning to pass leadership roles down to next level employees.

## SIGNIFICANT FINANCIAL RATIOS

As required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the significant financial ratios are given below:

Particulars		2023-24	2022-23	2021-22
Net Profit Margin *	%	3.22	0.88	1.13
Operating Profit Margin *	%	5.77	3.51	4.95
Debtors Turnover **	Times	4.20	3.31	2.75
Inventory Turnover	Times	5.00	4.33	4.84
Debt Equity Ratio ***	Times	0.25	0.73	0.54
Current Ratio #	Times	2.63	1.59	1.83
Interest Coverage Ratio ##	Times	2.43	1.30	1.48
Return on Net Worth ##	%	4.56	1.49	1.38

\* Increase in profit margin is due to highervolume & cost reduction measures.

\*\* Improvement is due to better realisation from customers.

\*\*\* Improvement is due to repayment of debt through raising of equity.

# Improvement is due to reduction in borrowings & increase of liquid assets.

## Improvement due to higher profits.

## SIGNIFICANT DEVELOPMENT

### Qualified Institutions Placement

During the year, pursuant to the approval from members of the Company by way of Postal Ballot, your Company raised capital of approx. ₹1000 crore through Qualified Institutions Placement (QIP) by issuing 5,80,90,000 Equity Shares and 1,61,29,032 Equity Shares, having face value of ₹1 each, at a price of ₹129.11 per Equity Share (including a premium of ₹128.11) and ₹155 per Equity Share (including a premium of ₹154) respectively to Qualified Institutional Buyers.

The QIP was oversubscribed by more than two times demonstrating strong interest from foreign investors, domestic institutional investors and funds. The overwhelming response from Qualified Institutional Buyers stands testament of their unwavering faith in Company's vision and potential. The funds received pursuant to QIP is being utilised in retiring high cost debt, funding for capital expenditure, working capital and general corporate purpose.

### Preferential Allotment

During the year, pursuant to the approval from Members of the Company by way of Postal Ballot, your Company has allotted 27,02,700 & 6,75,675 Equity Shares of face value of ₹1 each at a price of ₹145 each to Adventz Finance Private Limited and Mr Saroj Kumar Poddar (as an individual) respectively by way of preferential issue aggregating to approx. ₹50 crore.

Consequent to aforesaid allotment of Equity Shares by way of QIP and Preferential issue, the paid-up share capital of the Company has increased from 32,18,69,895 equity shares of face value of ₹1 each as at 31<sup>st</sup> March 2023 to 39,94,67,302 equity shares of face value of ₹1 each as at 31<sup>st</sup> March 2024.

### Raising of funds by issuance of Convertible Warrants

During the year, the Board of Directors of the Company has approved preferential issue of upto 83,40,000 Convertible Warrants, each carrying a right to subscribe to 1 fully paid-up equity share of the Company of face value of ₹1 each, to Messrs Samena Green Limited and Adventz Finance Private Limited, aggregating and not exceeding ₹150 crore. The same was approved by the Members of the Company by way of Postal Ballot. In terms of the approval and upon receipt of 25% of consideration, on 12<sup>th</sup> April 2024, your Company has allotted 77,72,020 Convertible Warrants i.e 38,86,010 Convertible Warrants each to Samena Green Ltd & Adventz Finance Pvt Ltd, by way of preferential issue at a price of ₹193 per warrant. The remaining 75% of the consideration will be paid at the time of conversion of warrants into equity shares anytime within eighteen months from the date of allotment.

## FREIGHT CAR DIVISION

Your Company is pleased to inform you that, as of 1<sup>st</sup> April 2024, Freight Car Division holds an order book of ₹544967 lakhs. During the FY'24, your Company successfully delivered a total of 7028 wagons, including 4,969 units for Indian Railways (IR) and 2,059 units for private sector/export clients. The aggregate value of these deliveries was approximately ₹253408 lakhs, with ₹168855 lakhs attributable to IR and ₹84552 lakhs to private/export clients. Steel Foundry have delivered more than 12000 bogies and couplers to facilitate the highest ever wagon builds in a year by your Company. The turnover for the division amounts to ₹274999 lakhs.

In the Interim Budget for FY'25, an allocation of ₹255 billion has been made to Indian Railways. The Railways continue to emphasize increasing their freight market share to 45% and have introduced the "Mission 3000 MT" plan, targeting implementation by FY'30. This initiative includes enhancing wagon designs and inviting manufacturers to contribute innovative designs that improve wagon capacity and longevity. Moreover, there is a focus on integrating the latest technologies for maintenance within Railway Workshops. Your Company is actively collaborating with several international companies in the railway sector to meet these evolving requirements.

Furthermore, your Company has entered into a 51:49 Joint Venture Agreement with M/s NYMWAG CS a.s. – AZC Group, a prominent European conglomerate known for its



manufacturing of wagons and wagon components. Initially, the joint venture will focus on producing wagons and components for the domestic market, with plans to expand into European markets, thereby establishing a significant presence in these high-demand markets.

Your Company has successfully completed the first and third tranches of a substantial order of BCNA & BOBRN wagons from Indian Railways. Additionally, the Company has been awarded a new contract for 3,400 BOXNS wagons and option clause quantity of 519 BOBRN wagons. The prototype for this new order is currently under development, with series production scheduled to begin thereafter.

In addition, your Company has exported 25 tank wagons to Cameroon and 50 gondola wagons to Liberia. These exports are part of repeat orders totalling 300 wagons received from Arceler Mittal, following the earlier supplies of 100 wagons, which had been commended for their quality.

#### **New Business:**

As a part of its forward-looking vision, your Steel Foundry has initiated the upgradation of its current Railway Crossing business to complete Railway Turnout System.

In this context, we are happy to inform that your Foundry has signed a technical collaboration with Sampyo Rail, South Korea, the leading designer, manufacturer, and supplier of Railway Turnouts in South Korea.

The Texmaco – Sampyo association is poised to become a significant Company in the sector, which is presently dominated by only a limited number of suppliers.

Furthermore, your Foundry has successfully shipped the first consignment of GET castings meant for mining machinery to new export customer Bradken, Australia.

Your Company is planning to expand steel foundry at Paradeep, Odisha to meet the domestic and export requirements of steel castings to cater both the mining and railway segments. This will also focus on crafting mining components and enable the Company to diversify its product mix.

#### **New Initiatives**

In line with your Company's commitment towards environment and societal responsibility, your Company have initiated many ESG initiatives.

As a major step toward adopting clean energy, your Steel Foundry have signed a groundbreaking equity partnership with Ampin Energy Transition Pvt. Ltd. to establish a 10 MW open access group captive solar power project in Chhattisgarh. This project will enable the Urla unit in reduction of cost of electricity by ~₹2.32 per unit of electricity and predominantly reducing carbon footprints. This signifies

a momentous step in your Company's ongoing commitment to sustainable energy practices.

#### **INFRA RAIL & GREEN ENERGY**

During the year FY'24, we have adopted a more focused and cautious approach on the government's core growth areas of Rail Infrastructure and Green Energy. The Company reclassified its Rail EPC Division establishing the Rail EPC Kalindee Division and HME/BSD Division under a new nomenclated division 'Infra – Rail & Green Energy'. This reclassification will enable the division to contribute effectively to these key segments, particularly following the demerger of the division into a separate Company as approved by the Board.

During the year, Kalindee unit reported a gross revenue of ₹44703 lakhs, compared to ₹54028 lakhs during previous year. We have maintained a focus on efficiently executing contracts currently in hand and making concerted efforts towards the commercial closure of ongoing projects. We are submitting bids selectively in areas of our strengths namely in S&T (Signaling & Telecommunications) and Ballast-less track work contracts, with shorter execution cycle.

The unit is pleased to be a key contractor for laying ballast less track in East West Metro Corridor Project, Kolkata. This project will connect Howrah & Sealdah Railway Stations and which would pass through under the bed of Hooghly River through a tunnel 32 meters below water level. The work under Hooghly River has already been completed and commercial services between Howrah Maidan and Esplanade have commenced. The remaining work on the final stretch between Esplanade to Sealdah is ongoing and is expected to be completed during the year. The Kolkata Metro Rail Corporation (KMRC) plans to inaugurate full run of E-W Metro's entire 16Km corridor by December 2024.

The outstanding order book as on 1<sup>st</sup> April 2024 is ₹69392 lakhs.

The HME/ BSD unit has achieved a turnover of ₹8738 lakhs during FY'24.

The unit has completed all long pending contract of HME and BSD except the largest Subansiri Project of HME and Mizoram Bridge Project of BSD. The progress on 2000 MW Subansiri project which was held up for long due to local issues, site floods etc. have now substantially been completed to the extent of 90% and it is expected that by March/April'25 this project would be commissioned in entirety. Mizoram Bridge Project is 98% completed and a portion of the railway line from Bhairabi in Assam to Hartoki in Mizoram is commissioned. It is expected that the entire project would be commissioned by December'24. Farakka Barrage Gate rehabilitation work is completed, and a small new site work

has been awarded by the authority in 2023 and the same is under execution.

The outstanding order book as on 1<sup>st</sup> April 2024 is ₹7381 lakhs.

### INFRA-ELECTRICAL

During the FY'24, the division successfully advanced its diversification plans into Transmission and Distribution by securing orders from state utilities of Maharashtra and Madhya Pradesh. They are strengthening their position from maintenance to construction in electricals in railways.

During the year, your Company have secured orders in 2 x 25 UV traction both for Overhead Electrification (OHE) and Substations. Part of the order was completed and commissioned within the same financial year.

Your Company is well positioned and prepared to pursue more orders in 2 x 25 traction, particularly for new lines being constructed by railways and other Special Purpose Vehicles (SPVs) of railways.

The outstanding order book as on 1<sup>st</sup> April 2024 is ₹113205 lakhs.

### SUBSIDIARIES / ASSOCIATE / JOINT VENTURES

The subsidiaries / associate / joint ventures continue to contribute to the growth in revenue and overall performance of your Company.

A Report on the performance and financial position of each of the subsidiaries, associate and joint ventures as included in the Consolidated Financial Statement of the Company is provided in Form AOC-1 and forms a part of this Annual Report.

The Consolidated Financial Statements of the Company, its subsidiaries, associate and joint ventures prepared in accordance with the Act, and applicable Indian Accounting Standards and the Auditors' Report thereon forms a part of this Annual Report.

Following subsidiaries / associate companies were formed to identify emerging opportunities in the field of Rail, heavy industry and defence business and are working on determining suitable opportunities to commence its field operations.

- i. Belur Engineering Private Limited
- ii. Texmaco Transtrak Private Limited
- iii. Texmaco Rail Electrification Limited
- iv. Panihati Engineering Udyog Private Limited
- v. Texmaco Rail Systems Private Limited
- vi. Belgharia Engineering Udyog Private Limited
- vii. Texmaco Defence Systems Private limited

## JOINT VENTURES

### i. Touax Texmaco Railcar Leasing Private Limited

In FY'23, the JV Company has reported a fleet strength of 17 rakes and confirmed orders for 10 new rakes. We are pleased to report that all the 10 rakes were manufactured and delivered during the year. Consequently, we now have fleet of 27 rakes, all successfully leased out for periods ranging from 10 to 14 years.

The JV Company currently has enquiries for approximately 50 rakes, from TMIL, JSW, Orient Cement, Birlacorp Cement and other customers. These inquiries cover a ranges of wagon types, including those for steel coils, both existing and an advance version, standard cement wagons and also its variations.

Additionally, we are leveraging our in-house wagon design capabilities to develop a new design of wagons for carrying autocars. The other initiatives are introduction of Aluminium wagons, improved version of cement carrying cars etc.

With all these developments and with a steadily growing market for private wagons we see great potential in future for our JV.

The revenue from operation of the JV is ₹5960 lakhs.

### ii. Wabtec Texmaco Rail Private Limited

The JV Company completed yet another very successful FY' 24. Total income during FY'24 improved by 29% to ₹9937 lakhs compared to ₹7708 lakhs achieved during FY' 23. Profit before tax surged by 23% to ₹1839 lakhs from ₹1491 lakhs earned during FY'23.

With a significant increase in wagon production volumes in the country, the JV Company has achieved its highest ever volume of draft gears to its customers, while maintaining quality and on-time delivery. At the same time, a similar trend has been observed in the sales of non-metallic friction wedges to Indian Railways and private customers. Additionally, the JV Company has significantly increased the export of receivers to Wabtec, Mexico due to a substantive surge in the demand and the mandate by AAR for fitment of receivers on all wagons by 2025.

The JV Company is at an advanced stage in introducing the 4-Port automated Brake Pressure monitoring system and the Brake System Health Monitor to Indian Railways, supported by effective product demonstration. In addition to the same, additional freight wagon products suitable for Indian wagons are in various stages of planning for introduction in India. The

JV Company has also established a complete facility and utilities for the manufacture and supply of Air Brake Equipment including C3W type Distributor Valves and is in the process of obtaining an approval from RDSO to commence commercial supply.

The substantial volume of wagon procurement anticipated over the next few years, aligned with the 3000 MT freight throughput mission of the Hon'ble Minister, is expected to drive significant growth for the JV Company. This growth will be supported by the diverse range of its current and upcoming wagon products.

The outstanding order book as on 1<sup>st</sup> April 2024 is ₹6000 lakhs.

## R&D ACTIVITIES

### A. Rolling Stock Unit

Our Design Centre is fully equipped to develop next-generation freight cars tailored for both domestic and international markets, meeting national and international standards. The Centre collaborates extensively with stakeholders including Indian Railways, private operators, and vendors to deliver innovative solutions for enhanced wagon efficiency. In addition to developing wagons, the Centre is also engaged in developing various components through partnerships with leading industry players.

This year, we successfully exported a tank wagon for petroleum products to Cameroon. This wagon was indigenously designed to conform to UIC standards, features a Texmaco ride control bogie developed internally.

We have also designed and manufactured a 30-tonne axle Rotary Dump Gondola Ore Car for Liberia, adhering to AAR standards. The gondola has performed admirably and received a certificate of appreciation from the client for its quality and performance. Following this, the client has placed a follow-up order, and this year we have modified the design to include a specialized drainage system. This includes newly designed bottom and side drain plugs with polyurethane (PU) sheets, aligning with international best practices. Additionally, we have introduced a double-stacking concept for shipping gondola wagons, significantly reducing transportation costs.

We are also working in close partnership with industry experts to develop a Taller Autocar wagon. This innovative solution will accommodate a diverse range of vehicles, including SUVs, two-wheelers, three-wheelers, and farm equipment such as tractors. The design is currently under review by the Research, Design and Standards Organisation (RDSO).

Your Company has also entered into a Memorandum of Understanding (MoU) with Hindalco for the development of aluminium-bodied freight cars. This collaboration aims to create a lightweight freight car by optimizing design and implementing best practices in aluminium fabrication. There are many more activities on the anvil, including formation of a state-of-the-art design & development centre.

### B. Steel Foundry Unit

The Company's R&D Centre, officially recognized by the Department of Scientific and Industrial Research (DSIR), Government of India, plays a pivotal role in advancing research and innovation for product and process development. The Centre's ongoing efforts have led to the successful introduction of a new melting process, innovations that extend the lifespan of existing products and the design of optimally weighted and efficient models that enhance the speed and efficiency of transporting goods and specialized cargos.

Aligned with the Company's vision to set new industry standards, improve measurement accuracy, and drive digitization, a state-of-the-art scanner is being integrated into the facility's advanced instruments. This cutting-edge addition is expected to significantly enhance precision across various applications, further strengthening the R&D Centre's position at the forefront of technological advancements. By embracing this technology, the Centre is not only enhancing its capabilities but also ensuring it remains a leader in innovation and quality within the industry.

Our metallurgical laboratory, which has achieved ISO/IEC 17025:2017 certification from the National Accreditation Board for Testing and Calibration Laboratories (NABL). This certification highlights the laboratory's commitment to quality and accuracy in testing and calibration. Plans are underway to expand the laboratory's scope of accreditation, encompassing metallography and wet chemical analysis.

The R&D Centre's commitment to innovation and quality positions the Company as an industry leader, consistently working to improve and adapt to the evolving demands of the market. Through its state-of-the-art facilities and a focus on excellence, the Company is well-equipped to address the future challenges and deliver superior products and services to its customers.

#### a) New Product Development:

- (1) The unit has successfully developed eleven new types of mining products specifically for the Australian market. These products are highly valued for their precision in dimension and geometry,

meeting the stringent standards required in the industry. The introduction of these innovative products has significantly expanded business opportunities and strengthened customer confidence.

- (2) A new side frame design (F-1574) has been developed specifically for the North American market. Following its successful development, the first production lot has been cast and dispatched to the customer. This milestone represents a significant achievement in addressing the region's unique requirements and demonstrates the Company's commitment to delivering tailored solutions.
- (3) Three types of couplers with modified designs are currently under development. Once these designs are finalized and approved, they are expected to open up new business opportunities in the North American market.
- (4) The weldable crossing has been approved by the Indian Railway R&D sector (RDSO), and the first pilot lot has been dispatched. This approval represents a significant business milestone for your Company.
- (5) High tensile knuckles are currently being developed with an enhanced process design utilizing advanced technology. The castings have been produced and sent to North America for testing by the Association of American Railroads (AAR). Successful testing is anticipated, potentially unlocking significant business opportunities in the North American market.

#### **b) Innovation in Method Design**

Following components have been modified in their method design, resulting in significant improvements in durability and quality. These enhancements have not only improved product performance but have also led to substantial cost savings, demonstrating the effectiveness of the updated design approach.

1. The method design for high-speed bolsters for Indian Railways has been upgraded by integrating innovative ideas and leveraging the design expertise and experience from the well-established method used for export bolsters. This redesign has resolved several quality issues, improved component rigidity, and reduced weight.
2. The R&D division innovated the method design for export and domestic side frames by employing a new generation approach using centre pouring. This

concept not only significantly reduces costs by increasing yield and decreasing finishing volume but also enhances overall quality, leading to improved performance and efficiency in production.

3. Productivity has been significantly enhanced by implementing a double-decker pattern for small products like followers and pivots. The introduction of a unit core concept in the yoke has improved control over thickness and dimensions, leading to overall efficiency and quality.

#### **c) Innovation in Process development**

1. The induction melting process, introduced in 2024, has been validated for various products and received customers approved. This advancement is expected to increase capacity by approximately 25% while reducing electrical power consumption per metric ton.
2. The R&D division is installing a sand reclaimer, which will reduce the need for fresh sand and provide significant cost benefits by recycling and reusing sand efficiently.

#### **IT SERVICES**

IT department of your Company continues to invest in Information Technology & Digital Solutions while ensuring the security of our existing IT Assets.

We remain committed to our digital transformation journey with a focus on upgradation of our ERP Platform.

We actively monitor the availability, traffic, packet loss, performance metrics and response time of various devices including servers, routers, switches, and virtual machines. This comprehensive monitoring ensures the optimization of our IT processes for stability and sustainability.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Your Company is committed to community service and human welfare. With this view, the Company has actively engaged in social upliftment of the neighbouring residents through various CSR drives in the fields of Education, Health, Environment and Women Empowerment.

To make a significant difference in the society and improve the overall quality of life, the Texmaco Neighbourhood Welfare Society, the philanthropic arm of the Company, operates a Health and Wellness Hub at the Texmaco Estate premises. This facility offers services such as Physiotherapy, Yoga, Gym and Alternative Medicine. The mission behind this initiative is to alleviate pain, restore health and build physical fitness, with



the aid of skilled and experienced professionals. The Health Hub is well-equipped with the technologically advanced equipment, supported by a modern Gym. The Yoga Centre enhances the appeal of the hub. The facility caters to patients from the neighbourhood apart from the employees and their family members.

The Company remains committed to providing financial assistance for Health and Education to the unprivileged community of the locality.

These efforts underscore the Company's dedication to corporate social responsibility and enhance its reputation in the professional arena.

The Company has in place a policy on Corporate Social Responsibility. During the year, there has been no change in the policy. The weblink for accessing such policy is [https://www.texmaco.in/wp-content/uploads/2023/01/CSR\\_POLICY\\_TEXRAIL.pdf](https://www.texmaco.in/wp-content/uploads/2023/01/CSR_POLICY_TEXRAIL.pdf).

The Company has spent in excess of the prescribed threshold under the Act on the CSR activities for FY'24.

The Annual Report on CSR activities is enclosed as **Annexure A** and forms a part of this Report.

### GREEN INITIATIVE

Your Company remains steadfast in its commitment to minimize its carbon foot prints and continues to embrace a sustainability initiative with the aim of going green and minimising the repercussion on the environment. Your Company had already adopted the green initiative by dispatching the Annual Report, Notices, other communications, etc., through e-mail to its Shareholders, whose e-mail address are registered with relevant Depository Participants / RTA / Company. Shareholders are requested to support this initiative by registering / updating their e-mail address for receiving Annual Report, Notices, other communications, etc. through e-mail. The Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India had issued relaxations from sending printed copy of Annual Report, Notice of the Annual General Meeting ('AGM'), etc. to the Shareholders for the AGM to be held in the year 2024.

With objective of supporting the Green Initiative and in view of the above-mentioned relaxations, your Company is dispatching the Annual Report & Notice of the AGM along with other documents required to be annexed thereto to the

Shareholders through e-mail at their registered e-mail address. Such documents are also available on the website of the Company at [www.texmaco.in](http://www.texmaco.in)

Further, those Shareholders who have not yet registered their e-mail address are requested to follow the procedure as mentioned in the Note to the Notice calling AGM to receive the Annual Report & the Notice of the AGM and other documents relating thereto through electronic mode and to enable their participation in the AGM.

### PARTICULARS OF EMPLOYEES

The number of employees as at 31<sup>st</sup> March 2024 was 2121. In terms of the provisions of Section 197(12) of the Act, read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is enclosed as **Annexure B** and forms part of this Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as **Annexure C** and forms part of this Report.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosures relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are enclosed as **Annexure D** and forms a part of this Report.

### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### Meetings of the Board

During the year under review, 9 (Nine) Board Meetings were held on the following dates:

- 27<sup>th</sup> April 2023
- 12<sup>th</sup> May 2023
- 17<sup>th</sup> July 2023
- 3<sup>rd</sup> August 2023
- 15<sup>th</sup> September 2023
- 14<sup>th</sup> October 2023
- 16<sup>th</sup> December 2023
- 1<sup>st</sup> February 2024
- 27<sup>th</sup> February 2024



### Criteria for Appointment of Directors and Remuneration Policy

The Nomination and Remuneration Committee has approved the criteria to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board of eminent qualified professionals, entrepreneurs with diverse backgrounds and experience in business, governance, education and public service. The criteria include the matrix of skills / expertise / competencies as specified by the Board for identifying individuals to serve as a Director on the Board.

Your Company has in place a well-defined Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company. The Nomination and Remuneration Committee periodically reviews the policy to ensure that it is aligned with the requirements under the applicable laws. During the year, there has been no change in the policy.

The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against set of objectives. The policy is available on the Company's website. The weblink for accessing such policy is: [https://www.texmaco.in/wp-content/uploads/2023/01/REMUNERATION\\_POLICY\\_TexRail.pdf](https://www.texmaco.in/wp-content/uploads/2023/01/REMUNERATION_POLICY_TexRail.pdf)

### Change in Directors and Key Managerial Personnel

#### Re-appointments:

During the year, the re-appointment of Mr D. H. Kela as Executive Director of the Company was approved at the AGM of the Company held on 25<sup>th</sup> September 2023.

The Board of Directors on the recommendation of Nomination and Remuneration Committee had approved the re-appointments of Mr Utsav Parekh w.e.f 4<sup>th</sup> September 2023, Mr Virendra Sinha and Ms Rusha Mitra w.e.f 17<sup>th</sup> February 2024 as Independent Directors of the Company. The aforesaid re-appointments were approved by the shareholders by way of Postal Ballot.

#### Appointments and Re-designation:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr Sudipta Mukherjee as an Executive Director and designated as Deputy Managing Director w.e.f. 1<sup>st</sup> June 2023. Further the Board at its meeting held on 16<sup>th</sup> December 2023 had re-designated Mr. Sudipta Mukherjee as Managing Director w.e.f 1<sup>st</sup> January 2024.

The Board on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr U V Kamath as an Executive Director w.e.f. 1<sup>st</sup> February 2024. The aforesaid appointments and re-designation were approved by the Shareholders by way of Postal Ballot.

During the year, Mr Hemant Bhuwania was appointed as the Chief Financial Officer ('CFO') of the Company w.e.f. 1<sup>st</sup> April 2023 in place of Mr A. K. Vijay, Executive Director & CFO, who had tendered his resignation from the position of CFO w.e.f. 1<sup>st</sup> April 2023 and accordingly, Mr Vijay continues to act as Executive Director of the Company. Further, Mr K. K. Rajgaria was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 30<sup>th</sup> April 2023.

#### Resignation:

During the year, Mr D. H. Kela has resigned as Executive Director of the Company w.e.f. 1<sup>st</sup> February 2024.

#### Retire by rotation:

Mr Akshay Poddar, Non-Executive Director and Mr A.K. Vijay, Executive Director retire by rotation and being eligible, have offered themselves for re-appointment at the ensuing AGM of the Company.

#### Proposed Appointment:

The Board of Directors on the recommendation of Nomination and Remuneration Committee, has approved the appointment of Mr Hemant Bangur as an Independent Director for a period of 3 (three) years w.e.f 16<sup>th</sup> May 2024 subject to approval of shareholders. The aforesaid appointment is being placed for the approval of the shareholders by way of Postal Ballot.

#### Board Evaluation

Your Company has in place a Policy for performance evaluation of the Board, Committees of the Board and individual Directors, by fixing certain criteria, duly approved by the Nomination and Remuneration Committee and adopted by the Board. The criteria for the evaluation includes their functioning as Members of the Board or Committees of the Board, execution and performance of specific duties, etc.

A structured questionnaire, which cover various aspects of the Board functioning such as Director's strength and contribution, specific duties, obligations, etc. evolved through discussions within the Board, has been used for this purpose. Further, on the basis of performance review by Independent Directors at their meeting held on 21<sup>st</sup> March

2024 and recommendations of the Nomination and Remuneration Committee, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors. Furthermore, the evaluation of the Independent Directors was performed by the Board. The evaluation criteria comprised assessing the various parameters including oversight and effectiveness of the Board, performance of the Directors, expertise /skills / competencies as possessed by the Directors in the context of the business of your Company, contribution to the strategic planning, etc.

Further, the Board ensured that the evaluation of Directors was carried out without the participation of the Director who was subject to evaluation.

#### **Declaration by Independent Directors**

All Independent Directors of your Company have given the declaration that they meet the criteria of independence as laid down under the Act and Listing Regulations.

The Board of Directors of your Company took on record the declaration submitted by the Independent Directors after undertaking due assessment of their independence from the Management. The Independent Directors of your Company have also confirmed their registration with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs. The Independent Directors will undertake the proficiency test, as may be required, under the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board is of the opinion that all the Independent Directors possess the requisite integrity, expertise and experience (including proficiency) to fulfil their duties to act as such.

#### **AUDIT COMMITTEE AND AUDITORS**

##### **Composition of Audit Committee**

The composition of the Audit Committee is provided in the Report on Corporate Governance as attached to this Report.

##### **Statutory Auditors**

At the 24<sup>th</sup> AGM held in the year 2022, Messrs L. B. Jha & Co., Chartered Accountants, Statutory Auditors of the Company, were appointed by the Shareholders to hold the office as such from the conclusion of 24<sup>th</sup> AGM until the conclusion of 29<sup>th</sup> AGM of the Company.

##### **Cost Auditors**

Your Company has appointed Messrs DGM & Associates, Cost Accountants, for conducting the Cost Audit for FY'24 in terms of the provisions of the Act and the Companies (Cost Records and Audit) Rules, 2014.

The Board on the recommendation of the Audit Committee, at its Meeting held on 16<sup>th</sup> May 2024 has approved the re-appointment of Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the FY'25 at a remuneration of ₹2,50,000 (Rupees Two Lakh Fifty Thousand) plus applicable taxes. The proposal for the ratification of the remuneration payable to Messrs DGM & Associates is being placed at the ensuing AGM for the approval of Shareholders.

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts and records are made and maintained.

#### **Secretarial Auditor**

Your Company has appointed Messrs S. R. & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for FY'24 in terms of the provisions of the Act & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Listing Regulations.

The Secretarial Audit Report in Form MR-3 is enclosed as **Annexure E** and forms a part of this Report.

#### **Whistle-Blower Policy**

The details on the Whistle Blower Policy are provided in the Report on Corporate Governance as attached to this Report.

#### **INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT**

The Company maintains a robust system of internal controls, that is appropriate for the nature and scale of its operations. The designated system ensures that all transactions are authorised, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorised use or disposition. In addition, there are operational and fraud risk controls, covering the entire spectrum of internal financial controls, aligned with the size and the nature of the Company's operations.

The Audit Committee periodically reviews the internal control system to ensure that it remains effective and aligned with the business requirements of your Company.

The Company's Risk Management objectives include monitoring and reviewing its Risk Management Plan, which involves identifying and addressing various elements of risk. The Company has established a Risk Management Policy and a comprehensive framework to mitigate potential losses from systematic issues. This Policy encompasses processes for risk

assessment, identification of both internal and external risks, including cyber security risks, and outlines detailed procedures for risk evaluation and mitigation. The Risk Management Committee periodically reviews the Policy to ensure its effectiveness.

Your Company is having a Risk Management Committee ('RMC') duly constituted by the Board of Directors of the Company. The composition of the RMC is provided in the Report on Corporate Governance which forms a part of this Report.

## DISCLOSURES

- (a) There has been no change in the nature of business of the Company during the year under review.
- (b) There are no significant and material orders passed by the Regulators / Courts / Tribunals that would impact the going concern status of the Company and its future operations.
- (c) There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year and the date of this Report.
- (d) The Reports of the Auditors do not contain any qualification / modification and hence no explanation is required.
- (e) **Demerger**

During the year, the Board of Directors had approved Demerger of the "Infra – Rail & Green Energy" division of the Company into "M/s Belgharia Engineering Udyog Private Limited" and approved a Scheme of Arrangement subject to necessary approvals including from the Securities and Exchange Board of India, the shareholders and creditors of the Company and Hon'ble National Company Law Tribunal, Kolkata Bench.

- (f) **Share Capital**

During the year, the Board of Directors of the Company has approved the issuance of Equity Shares by way of Preferential Issue to Messrs Adventz Finance Private Limited & Mr Saroj Kumar Poddar (as an individual), for an amount not exceeding ₹50 crore, which was approved by the Members of the Company by way of Postal Ballot. In terms of the approval, your Company has allotted 27,02,700 & 6,75,675 Equity Shares of face value of ₹1 each at a price of ₹145 each to Adventz Finance Private Limited and Mr Saroj Kumar Poddar (as an individual) respectively by way of preferential issue.

Further, during the year, the Board of Directors of the Company has approved the issuance of Equity Shares by way of Qualified Institutions Placement for an amount not exceeding ₹1000 crore, which was approved by the Members of the Company by way of Postal Ballot. In terms of the approval, your Company has allotted 5,80,90,000 Equity Shares of face value of ₹1 each at a price of ₹129.11 per Equity Share & 1,61,29,032 Equity Shares of face value of ₹1 each at a price of ₹155 per Equity Share to Qualified Institutional Buyers.

Consequent to aforesaid allotments, the paid-up share capital of the Company has increased from 32,18,69,895 equity shares of face value of ₹1 each as at 31<sup>st</sup> March 2023 to 39,94,67,302 equity shares of face value of ₹1 each as at 31<sup>st</sup> March 2024.

## Raising of funds by issuance of Convertible Warrants

During the year, the Board of Directors of the Company has approved preferential issue of upto 83,40,000 Convertible Warrants, each carrying a right to subscribe to 1 fully paid-up equity share of the Company of face value of ₹1 each, to Messrs Samena Green Limited and Adventz Finance Private Limited, aggregating and not exceeding ₹150 crore. The same was approved by the Members of the Company by way of Postal Ballot. In terms of the approval and upon receipt of 25% of consideration, on 12<sup>th</sup> April 2024, your Company has allotted 77,72,020 Convertible Warrants i.e 38,86,010 Convertible Warrants each to Samena Green Ltd & Adventz Finance Pvt Ltd, by way of preferential issue at a price of ₹193 per warrant. The remaining 75% of the consideration will be paid at the time of conversion of warrants into equity shares anytime within eighteen months from the date of allotment.

- (g) **Deposits**

During the FY'24, the Company has not accepted any Deposit under the provisions of the Act.

- (h) **Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your Company has in place an Internal Complaints Committee ('ICC'), formed in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder to promote safe & healthy working environment and to redress complaints received regarding sexual harassment. The ICC meets at regular intervals.

Further, your Company has a Policy on prevention of Sexual Harassment in accordance with the said Act and Rules.

During the year, no complaint was received by the ICC.

(i) **Disclosure with respect to compliance of Secretarial Standards**

The Company has duly complied with the necessary requirements of the Secretarial Standards relating to Board Meetings and General Meetings, as issued by the Institute of Company Secretaries of India.

**OTHER INFORMATION**

**Annual Return**

The copy of the Annual Return in the prescribed format is available on the website of the Company. The weblink for accessing Annual Return is: <https://www.texmaco.in/wp-content/uploads/2024/08/AR23-24.pdf>

**Dividend Distribution Policy**

Your Company has in place a Dividend Distribution Policy in line with the requirements of the Listing Regulations. During the year, there has been no change in the policy.

The web link for accessing such policy is: [https://www.texmaco.in/wp-content/uploads/2023/01/Dividend\\_Distribution\\_Policy.pdf](https://www.texmaco.in/wp-content/uploads/2023/01/Dividend_Distribution_Policy.pdf)

**Corporate Governance**

Report on Corporate Governance pursuant to the Listing Regulations is enclosed as **Annexure F** and forms a part of this Report.

**Business Responsibility & Sustainability Report**

Business Responsibility & Sustainability Report pursuant to the Listing Regulations is enclosed as **Annexure G** and forms a part of this Report.

**Particulars of Loans, Guarantees and Investments**

The details of Loans, Corporate Guarantees and Investments made during the financial year under the provisions of Section 186 of the Act have been disclosed in the financial statements of the Company.

**Related Party Transactions**

All related party transactions took place during the FY'24 were entered in the ordinary course of business and on arm's length basis.

An omnibus approval from the Audit Committee for the

financial year is obtained for the transactions which are repetitive in nature. All related party transactions are reported to and approved by the Audit Committee / Board. The details of such transactions were also placed before the Audit Committee and the Board for their review, on a quarterly basis. During the year, there was no material related party transaction entered into by the Company and as such disclosure in Form AOC-2 is not required.

The Company has in place a policy on dealing with related party transactions and the same is disclosed on the Company's website. The web link for accessing such policy is: <https://www.texmaco.in/wp-content/uploads/2023/01/RPTP.pdf>

**DIRECTORS' RESPONSIBILITY STATEMENT U/S 134 (5) OF THE COMPANIES ACT, 2013**

Your Directors state that:

- (a) in the preparation of the Annual Financial Statements for the financial year ended 31<sup>st</sup> March 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) relevant accounting policies are applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Annual Financial Statements of the Company have been prepared on a going concern basis;
- (e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

For and on behalf of the Board

Dated: 16th May, 2024  
Place: Kolkata

**S. K. Poddar**  
Chairman

## ANNEXURE -A

# Annual Report on Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

### 1. Brief outline on CSR Policy of the Company.

Our projects and initiatives are guided by the CSR policy, and reviewed closely by CSR Committee institutionalised and adopted by the Board of Directors as per Section 135 of the Companies Act, 2013. The policy is available on the website of the Company.

Driven by passion to make a difference to society, your Company is committed to upholding the highest standards of CSR. Your Company has continued its progress on community initiatives with renewed vigour and devotion.

### 2. Composition of CSR Committee:

Sl. No.	Name of Directors	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. D. H. Kela, Executive Director <sup>*</sup>	Chairperson	1	-
2.	Mr. Indrajit Mookerjee, Executive Director <sup>#</sup>	Chairperson	1	NA
3.	Mr. Utsav Parekh, Independent Director	Member	1	1
4.	Mr. A.K. Vijay, Executive Director	Member	1	1

<sup>\*</sup> Ceased w.e.f. 1<sup>st</sup> February 2024.

<sup>#</sup> Appointed w.e.f. the conclusion of Board Meeting held on 1<sup>st</sup> February 2024.

### 3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The weblink for accessing the composition of CSR Committee is:

<https://www.texmaco.in/wp-content/uploads/2024/04/Composition-of-Committee.pdf>

The weblink for accessing CSR Policy & projects approved by the Board is:

[https://www.texmaco.in/wp-content/uploads/2023/01/CSR\\_POLICY\\_TEXRAIL.pdf](https://www.texmaco.in/wp-content/uploads/2023/01/CSR_POLICY_TEXRAIL.pdf)

### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **N.A.**

5. (a) Average net profit of the company as per section 135(5) – **₹2345.20 lakhs**
- (b) Two percent of average net profit of the company as per section 135(5) – **₹46.90 lakhs**
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- **NIL**
- (d) Amount required to be set-off for the financial year, if any – **₹21.39 lakhs**
- (e) Total CSR obligation for the financial year (b+c-d) – **₹25.51 lakhs**



6. (a) Amount spent on CSR projects (both ongoing project and other than ongoing project): **₹44.37 lakhs**
- (b) Amount spent in Administrative Overheads – **NIL**
- (c) Amount spent on Impact Assessment, if applicable – **NIL**
- (d) Total amount spent for the Financial Year (a+b+c) – **₹44.37 lakhs**
- (e) CSR amount spent or Unspent for the Financial Year –

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 44.37 lakhs	N.A.		N.A.		

- (f) Excess amount for set-off, if any – **NIL**

Sl. No.	Particular	Amount (₹ in lakhs)
i	Two percent of average net profit of the company as per section 135(5)	25.51*
ii	Total amount spent for the Financial Year	44.37
iii	Excess amount spent for the financial year [(ii)-(i)]	18.86
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	18.86

\*Net of excess contribution from previous year set-off in the current financial year

7. Details of Unspent CSR amount for the preceding three Financial Years:

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in lakhs)	Balance Amount in Unspent CSR Account under section 135 (6) (₹ in lakhs)	Amount spent in the Financial Year (₹ in lakhs)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any.		Amount remaining to be spent in succeeding Financial Years. (in ₹)	Deficiency, if any
					Amount (₹ in lakhs)	Date of transfer		
<b>NIL</b>								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

If Yes, enter the number of Capital assets created/ acquired: **N.A.**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset (s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)		(6)	
NIL							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) of the Act. **N.A.**

**S. K. Poddar**  
Chairman

**Indrajit Mookerjee**  
Chairman of CSR Committee

## ANNEXURE - B

**[Particulars of employees under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Name	Designation	Age (Years)	Remuneration (₹)	Qualifications	Experience (Years)	Date of Commencement of Employment	Previous Employment

*Top Ten Employees in terms of Remuneration drawn / Employed throughout the year / part of the year and in receipt of remuneration aggregating ₹1,02,00,000 or more per annum / ₹8,50,000 or more per month*

1. Poddar Saroj Kumar	Executive Chairman	78	4,09,24,227	B.Com (Hons)	55	01-01-2006	M/s. Poddar Heritage Investments Limited
2. Kamath Udyavar Vittal	Executive Director	59	2,11,80,804	B.E.(Electrical)	37	01-04-2017 (on Merger of Bright power into the Company)	M/s. Square Automation
3. Kela Damodar Hazarimal	Executive Director	83	1,45,92,624	B.E. (Metallurgy)	58	14-11-2000	M/s. Hindusthan Engineering & Industries Limited
4. Mukherjee Sudipta	Managing Director	49	1,34,46,768	Post Graduate in Management	26	01-06-2023	M/s. Titagarh Rail Systems Limited
5. Mookerjee Indrajit	Executive Director & Vice Chairman	76	1,24,97,740	B.Tech (Hons)	52	02-04-2020	M/s. Lorch Welding Products Private Limited
6. Kottawar Dattatraya Arvind	Chief Operating Officer - Infra Electrical Division (Unit: Bright Power)	57	91,71,428	MIE (Electrical), C.Eng.	37	27-06-2017	M/s. Atkins Global UK & India
7. Vijay Ashok Kumar	Executive Director	71	88,22,481	CA,CS	47	17-10-2001	M/s. Hindusthan Engineering & Industries Limited
8. Gupta Rajeev	Chief Project Management & Growth Business	52	87,84,536	B.E(Mech), MBA (PSM)	31	04-04-2022	M/s. Jindal Stainless Corporate Management Services
9. Bhatlekar Bhaskar Nitin	Chief Procurement Officer	52	83,89,409	B.E.(Mechanical)	22	16-08-2022	M/s. Greaves Cotton Ltd
10. Kejriwal Prakash Chandra	Chief Financial Officer Infra-Rail & Green Energy Division (Unit: Kalindee)	55	81,67,354	CA	32	18-06-2011	M/s. Duncans Tea Limited

**Notes:**

1. Remuneration as shown above includes Salary, House Rent, LTA, Medical Benefits, Bonus, Contribution to Provident Fund, Superannuation Fund, etc. as per the Company's rules;
2. Mr Akshay Poddar is the son of Mr Saroj Kumar Poddar;
3. Employees named above are Whole-time/ contractual employees of the Company
4. Except Mr S. K. Poddar, none of the employees mentioned above holds more than 2% of the Equity Shares of the Company along with their spouse and dependent children;
5. Other terms and conditions are as per the Company's rules.

## ANNEXURE - C

**[Disclosure relating to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

- a. The ratio of remuneration of each of the Directors and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year ended 31<sup>st</sup> March 2024 is as below:

Sl. No.	Name of Directors/KMP	Designation	Ratio of Remuneration to Median Remuneration of all the employees	Increase in remuneration over previous Financial Year (in%)
i.	Mr S. K. Poddar	Executive Chairman	121:1	6.5
ii	Mr Indrajit Mookerjee	Executive Director & Vice Chairman	37:1	19.4
iii	Mr Sudipta Mukherjee <sup>f</sup>	Managing Director	40:1	-
iv	Mr D. H. Kela*	Executive Director	36:1	6.5
v	Mr U. V. Kamath <sup>s</sup>	Executive Director	10:1	-
vi	Mr A. K. Vijay	Executive Director	26:1	6.5
vii	Mr D. R. Kaarthikeyan	Independent Director	3:1	N.A. (Sitting fees & Commission was paid in terms of the provisions of the Act.)
viii	Mr Utsav Parekh	Independent Director	3:1	
ix	Mr P. S. Bhattacharyya	Independent Director	2:1	
x	Mr Virendra Sinha	Independent Director	3:1	
xi	Ms Rusha Mitra	Independent Director	2:1	
xii	Mr Akshay Poddar	Non-executive & Non-Independent Director	2:1	
xiii	Mr Amitabha Guha	Independent Director	2:1	
xiv	Mr Hemant Bhuwania <sup>o</sup>	Chief Financial Officer	18:1	
xv	Mr K. K. Rajgaria <sup>^</sup>	Company Secretary	20:1	-
b.	The percentage increase in the median remuneration of employees in the financial year ended March 2024.			20%
c.	The number of permanent employees on the Company as at 31st March 2024:			2121
d.	<p>- Median Remuneration and Average Remuneration of all employees have increased by: 20% and 6% respectively.</p> <p>- In order to ensure that remuneration reflects Company's performance, the variable pay is linked to organization and business unit's performance, apart from individual performance.</p>			
e.	<p>The remuneration of the Directors, KMP and other employees is in accordance with the Remuneration Policy of the Company. The same can be accessed on the website of the Company at the link:  <a href="https://www.texmaco.in/webfiles/doc/Investors%20Information/Remuneration-Policy.pdf">https://www.texmaco.in/webfiles/doc/Investors Information/Remuneration-Policy.pdf</a>.</p>			

<sup>f</sup> Appointed as Deputy Managing Director w.e.f 1<sup>st</sup> June 2023 & re-designated as the Managing Director w.e.f. 1<sup>st</sup> January 2024

\* Resigned w.e.f. 1<sup>st</sup> February 2024

<sup>s</sup> Appointed w.e.f. 1<sup>st</sup> February 2024

<sup>o</sup> Appointed w.e.f. 1<sup>st</sup> April 2023

<sup>^</sup> Appointed w.e.f. 30<sup>th</sup> April 2023

## ANNEXURE - D

[Information as per Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014]

### (A) Conservation of energy -

- i. the steps taken or impact on conservation of energy;  
The Company is constantly taking initiatives to reduce the energy consumption that results in greenhouse gas emissions. In order to keep pace with sustainable best practices, energy efficient lighting solution (LED lights) have been installed and commissioning of Power Factor Improvement System continued during the year at all office premises and manufacturing unit. The Company is transitioning towards renewable energy sources and is in process of installing solar power system at its manufacturing units.
- ii. the steps taken by the Company for utilising alternate sources of energy;  
Your Company commissioned 50KW solar panel on roof top of its Corporate Office and it is functioning well and has signed agreement to establish a 10 MW open-access solar power plant in Chhattisgarh.
- iii. the capital investment on energy conservation equipments;  
Two nos. 11KV / 650KVA Transformer installed and commissioned. All Electrical heat treatment furnaces have been put / connected with 440V bus.

### (B) Technology absorption-

- i. the efforts made towards technology absorption and the benefits derived like product improvement, cost reduction, product development or import substitution;  
  
The in-house R&D Centre of the Company has been recognised by the Department of Scientific & Industrial Research, Ministry of Science & Technology and the Government of India. A number of projects on development of new products and improvement on the existing products have been successfully carried out during the year.
- ii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - N.A.
- iii. the expenditure incurred on Research and Development - NIL

### (c) Foreign exchange earnings ₹17763.65 lakhs and outgo ₹11178.71 lakhs.



## ANNEXURE - E

### Form No. MR-3

# SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members

#### **Texmaco Rail & Engineering Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TEXMACO RAIL & ENGINEERING LIMITED** (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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 31<sup>st</sup> March 2024 complied with the statutory provisions listed hereunder and also that the Company has maintained 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 **TEXMACO RAIL & ENGINEERING LIMITED** for the financial year ended on 31<sup>st</sup> March 2024 according to the provisions of the following, in so far as they are applicable to the Company:

1. The Companies Act, 2013 ('the Act') and the rules made thereunder;
2. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;

5. 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, 2018;
- d) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

6. The following other laws specially applicable to the Company:-

- a) The Factories Act, 1948 read with Rules;
- b) The Industrial Disputes Act, 1947 read with Rules;
- c) The Environment (Protection) Act, 1986 read with Rules.

#### **We have also examined compliance with the applicable Clauses/Regulations of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The 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.

**We further report that:**

- the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non – Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review except for resignation of Mr D. H. Kela as Executive Director and appointment of Mr U. V. Kamath as Executive Director w.e.f. 1<sup>st</sup> February 2024. Further, Mr Sudipta Mukherjee was appointed as the Deputy Managing Director w.e.f. 1<sup>st</sup> June 2023 and re-designated as the Managing Director of the company w.e.f. 1<sup>st</sup> January 2024 & Mr Hemant Bangur was appointed as an Independent Director of the Company w.e.f. 16<sup>th</sup> May 2024.
- during the year, Mr Utsav Parekh was re-appointed as an Independent Director of the Company for a period of 5 (five) years w.e.f. 4<sup>th</sup> September 2023. Further, Mr Virendra Sinha & Ms Rusha Mitra were re-appointed as the Independent Directors of the Company for a period of 3 (three) years each w.e.f. 17<sup>th</sup> February 2024.
- during the year, Mr Hemant Bhuwania was appointed as the Chief Financial Officer ("CFO") of the Company w.e.f. 1<sup>st</sup> April 2023 in place of Mr A. K. Vijay, Executive Director & CFO, who had tendered his resignation from the position of CFO w.e.f. 1<sup>st</sup> April 2023 and accordingly, Mr Vijay continues to act as Executive Director of the Company. Further, Mr Ravi Varma, Company Secretary & Compliance Officer had resigned and Mr K. K. Rajgaria was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 30<sup>th</sup> April 2023.
- 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.

- unanimously/ majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

**We further report that** during the year under review, the Board of Directors at its Meeting held on 14<sup>th</sup> October 2023 had approved Demerger of the "Infra – Rail & Green Energy" division of the Company into "M/s Belgharia Engineering Udyog Private Limited" and approved a Scheme of Arrangement subject to necessary approvals including from the Securities and Exchange Board of India, the shareholders and creditors of the Company and Hon'ble National Company Law Tribunal, Kolkata Bench.

**We further report that** during the year under review, the Company has allotted:

- 33,78,375 equity shares of face value of ₹1 each by way of preferential issue aggregating to approx. ₹50 crore at an issue price of ₹145 per equity share (including a premium of ₹144 per equity share);
- 5,80,90,000 equity shares of face value of ₹1 each by way of qualified institutions placement aggregating to ₹ 750 crore at an issue price of ₹129.11 per equity share (including a premium of ₹128.11 per equity share);
- 1,61,29,032 equity shares of face value of ₹1 each by way of qualified institutions placement aggregating to ₹250 crore at an issue price of ₹155 per equity share (including a premium of ₹154 per equity share);

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **S R & Associates**

Partner

Unique Code of Partnership Firm: P2008WB016700

Name of Company Secretary in Practice: **GEETA ROY CHOWDHURY**

Membership No: FCS: 7040; C.P.No.: 7741

Unique Code of Number: 12007WB599800

UDIN: F007040F000379665

Place: Kolkata

Dated: 16<sup>th</sup> May, 2024

**Note: This report is to be read with Annexure which forms an integral part of this report.**

## Annexure

To  
The Members  
**Texmaco Rail & Engineering Limited**

1. Maintenance of secretarial records 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. Wherever 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 is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S R & Associates**

Partner

Unique Code of Partnership Firm: P2008WB016700

Name of Company Secretary in Practice: **GEETA ROY CHOWDHURY**

Membership No: FCS:7040; C.P.No.: 7741

Unique Code of Number: 12007WB599800

UDIN: F007040F000379665

Place: Kolkata

Dated: 16<sup>th</sup> May 2024

## ANNEXURE - F

# Report on Corporate Governance

### 1. Company's philosophy on Code of Governance: -

The core values of the Company's Corporate Governance are transparency, professionalism, accountability, customer focus, teamwork, quality, fairness and social responsibility.

Your Company is committed to fulfil these objectives and enhance the wealth generating capacity, keeping in mind the long-term interest of the stakeholders. The Company believes in adopting and adhering to the best Corporate Governance practices and continuously benchmarking itself against the best practices in the industry.

### 2. Board of Directors:-

The Company's Board of Directors ('Board') holds a fiduciary duty towards the stakeholders. Your Company's Board comprises 12 (twelve) Directors, representing the optimum mix of professionalism and knowledge with diverse experience and in compliance with the provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). 6 (Six) Directors of the current strength of the Board are Independent Directors as on 31<sup>st</sup> March 2024. The category of Directors, number of Directorships in other companies including the name of listed entities and their category thereof and the number of Committees in which such Director is a Chairperson or Member are mentioned below:-

Name of the Directors	Category of Directorship	No. of Directorships in other Companies**	Name of other listed entities where the person is a Director and the category of directorship		No. of Chairpersonship/ Membership of Board Committees in Companies <sup>^^</sup>	
			Name	Category	Chairperson	Member
Mr S. K. Poddar (DIN: 00008654)	Executive Chairperson - Promoter	10	Chambal Fertilisers and Chemicals Limited	Non-Executive & Non Independent Director-Chairperson	-	-
			Zuari Agro Chemicals Limited	Non-Executive & Non Independent Director-Chairperson		
			Zuari Industries Limited	Non-Executive & Non Independent Director-Chairperson		
			Paradeep Phosphates Ltd	Non-Executive & Non Independent Director-Chairperson		
Mr Indrajit Mookerjee (DIN: 01419627)	Executive Director & Vice - Chairman	5	-	-	-	1
Mr Sudipta Mukherjee <sup>^</sup> (DIN: 06871871)	Managing Director	1	-	-	-	1
Mr P. S. Bhattacharyya (DIN:00329479)	Independent	11	Tide Water Oil Co India Limited	Non-Executive & Independent Director	3	5
			Deepak Fertilisers and Petrochemicals Corporation Limited	Non-Executive & Independent Director		
			Ramkrishna Forgings Limited	Non-Executive & Independent Director		

Name of the Directors	Category of Directorship	No. of Directorships in other Companies**	Name of other listed entities where the person is a Director and the category of directorship		No. of Chairpersonship/ Membership of Board Committees in Companies**	
			Name	Category	Chairperson	Member
Mr D. R. Kaarthykeyan (DIN:00327907)	Independent	5	Texmaco Infrastructure & Holdings Limited	Non-Executive & Independent Director	1	3
			Taj GVK Hotels and Resorts Limited	Non-Executive & Independent Director		
			Lotus Eye Hospital and Institute Limited	Non-Executive & Independent Director		
Mr Utsav Parekh (DIN: 00027642)	Independent	12	SMIFS Capital Markets Limited	Non-Executive & Non-Independent Director-Chairperson	4	9
			Xpro India Limited	Non-Executive & Independent Director		
			Spencer's Retail Limited	Non-Executive & Independent Director		
			Eveready Industries India Ltd.	Non-Executive & Non-Independent Director		
			Jay Shree Tea & Industries Limited	Non-Executive & Independent Director		
			Firstsource Solutions Limited	Non-Executive & Independent Director		
Mr Virendra Sinha (DIN: 03113274)	Independent	5	Electrosteel Castings Limited	Non-Executive & Independent Director	-	3
			Andhra Paper Limited	Non-Executive & Independent Director		
Ms Rusha Mitra (DIN: 08402204)	Independent	9	Harrisons Malayalam Ltd	Non-Executive & Independent Director	3	7
			Lux Industries Limited	Non-Executive & Independent Director		
			GKW Ltd	Non-Executive & Independent Director		
			Naga Dhunseri Group Ltd.	Non-Executive & Independent Director		
			PCBL Limited	Non-Executive & Independent Director		
			Quest Capital Markets Limited	Non-Executive & Independent Director		
Mr Amitabha Guha (DIN: 02836707)	Independent	3	Xpro India Limited	Non-Executive & Independent Director	-	3
			Ramakrishna Forgings Ltd	Non-Executive & Independent Director		
Mr Akshay Poddar <sup>†</sup> (DIN: 00008686)	Non-Executive & Non-Independent - Promoter	17	Texmaco Infrastructure & Holdings Limited	Non-Executive & Non Independent Director - Chairperson	1	2
			Adventz Securities Enterprises Limited	Non-Executive & Non Independent Director		
			Mangalore Chemicals & Fertilizers Limited	Non-Executive & Non Independent Director-Chairperson		
			Zuari Agro Chemicals Limited	Non-Executive & Non Independent Director		
Mr D. H. Kela <sup>‡</sup> (DIN: 01050842)	Executive	NA	NA	NA	NA	NA
Mr U. V. Kamath <sup>‡</sup> (DIN: 00648897)	Executive	-	-	-	-	-
Mr A. K. Vijay (DIN: 01103278)	Executive	7	Texmaco Infrastructure & Holdings Limited	Non-Executive & Non Independent Director	-	1

<sup>‡</sup>Appointed as Deputy Managing Director w.e.f. 1<sup>st</sup> June 2023 & re-designated as the Managing Director w.e.f. 1<sup>st</sup> January 2024

<sup>†</sup>Resigned w.e.f. 1<sup>st</sup> February 2024

<sup>‡</sup>Appointed w.e.f. 1<sup>st</sup> February 2024

<sup>†</sup>Mr Akshay Poddar is the son of Mr S. K. Poddar.

\*\*Excluding Foreign Companies.

<sup>††</sup>Membership / Chairpersonship in Audit Committee and Stakeholders Relationship Committee, including those in the Company.



No Director of the Company was a member of more than 10 (ten) committees or Chairperson of more than 5 (five) committees across the Public/ Listed companies in which he / she was a Director as on 31<sup>st</sup> March 2024. For the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders Relationship Committee had been considered. Further, the chairpersonship in the said committee(s) is also considered as the membership as disclosed in the Report.

During the year, Mr Sudipta Mukherjee was appointed as the Deputy Managing Director w.e.f. 1<sup>st</sup> June 2023 and thereafter, was re-designated as the Managing Director of the Company w.e.f. 1<sup>st</sup> January 2024 in compliance with the provisions of the Act and the Listing Regulations.

Further, Mr D. H. Kela, Executive Director resigned from the Board w.e.f. 1<sup>st</sup> February 2024, in view of his advancing age & Mr U. V. Kamath was appointed as an Executive Director of the Company w.e.f. 1<sup>st</sup> February 2024 for a period of 3 (three) years in compliance with the provisions of the Act and the Listing Regulations.

The attendance of the Directors at the Board Meeting and at the last Annual General Meeting held during the FY'24 are given below: -

Name of the Directors	Board Meeting Dates									AGM Date
	27 <sup>th</sup> April 2023	12 <sup>th</sup> May 2023	17 <sup>th</sup> July 2023	3 <sup>rd</sup> August 2023	15 <sup>th</sup> September 2023	14 <sup>th</sup> October 2023	16 <sup>th</sup> December 2023	1 <sup>st</sup> February 2024	27 <sup>th</sup> February 2024	25 <sup>th</sup> September 2023
Mr S. K. Poddar (Chairman)	√	√	√	√	√	√	√	√	√	√
Mr D. R. Kaarthekeyan	√	√	√	√	√	√	√	√	√	√
Mr Utsav Parekh	√	√	√	√	√	×	√	√	√	√
Mr Akshay Poddar	√	√	√	√	√	√	√	√	√	√
Mr D. H. Kela <sup>†</sup>	×	√	√	√	√	√	√	×	NA	√
Mr U. V. Kamath <sup>*</sup>	NA	NA	NA	NA	NA	NA	NA	√	√	NA
Mr A. K. Vijay	√	√	√	√	√	√	√	√	√	√
Mr Indrajit Mookerjee	√	√	√	√	√	√	√	√	√	√
Mr Sudipta Mukherjee <sup>‡</sup>	NA	NA	√	√	√	√	√	√	√	√
Mr Virendra Sinha	√	√	√	√	√	√	√	√	√	√
Ms Rusha Mitra	√	√	√	√	√	√	√	√	√	√
Mr P. S. Bhattacharyya	×	√	√	√	√	√	√	√	√	√
Mr Amitabha Guha	×	√	√	√	√	√	√	√	√	√

<sup>†</sup>Resigned w.e.f 1<sup>st</sup> February 2024

<sup>\*</sup>Appointed w.e.f. 1<sup>st</sup> February 2024

<sup>‡</sup>Appointed as Deputy Managing Director w.e.f 1<sup>st</sup> June 2023 & re-designated as the Managing Director w.e.f. 1<sup>st</sup> January 2024

#### Skills/expertise/competencies identified by the Board:-

The skills/expertise/competencies identified by the Board as required in the context of its business(es) and the sector(s) it operates into are as follows: -

- Strategic Planning:** Your Company strives to achieve a competitive advantage in the market based on its strategic planning and research activities.
- Sales & Marketing:** Your Company's overall sales performance has remarkably improved over the last few years. With regular market study and emphasis on consumerism, your Company seeks to achieve long-term marketing synergies.
- Technology:** With a drive to enhance the technical base and modify the existing ones, your Company is well equipped to set new benchmarks against the advanced technology available in the market.
- Financial:** The Directors of your Company possess vast experience in handling financial management along with an understanding of accounting and financial statements to ensure that the Company can achieve proficiency in managing complex financial systems.
- Governance:** Your Company strives to adopt best business practices in the sectors it operates into and in maintaining transparency with the shareholders. Practicing good Corporate Governance has been your Company's backbone and a marked accolade.
- Global Presence:** With ever-increasing competition, your Company is drawing new heights in the international arenas as well. With a view to become a global leader, your Company has tied-up with the global players to expand the reach of its product portfolio worldwide.

**Director's Area of Expertise:** All the Directors on the Board possess most of the skills/ expertise/ competencies identified, however their area of core expertise is given as below:

Name of the Directors	Areas of expertise					
	Strategic Planning	Sales & Marketing	Technology	Financial	Governance	Global Presence
Mr S. K. Poddar (Chairman)	√	√	√	√	√	√
Mr D. R. Kaarthikeyan	√		√	√	√	
Mr Utsav Parekh	√	√		√	√	√
Mr Virendra Sinha	√	√		√	√	√
Ms Rusha Mitra	√				√	√
Mr Akshay Poddar	√	√	√	√	√	√
Mr Indrajit Mookerjee	√	√	√		√	√
Mr Sudipta Mukherjee	√	√	√		√	√
Mr U. V. Kamath	√	√	√		√	
Mr A. K. Vijay	√	√		√	√	√
Mr P. S. Bhattacharyya	√	√		√	√	
Mr Amitabha Guha	√			√	√	√

### 3. Audit Committee:-

The role of the Audit Committee of the Company inter-alia includes oversight of the financial reporting process including its quality and integrity; review of controls and financial statements; monitoring of legal and regulatory compliances; review of the auditors' independence and the performance of Company's internal audit function.

#### Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Audit Committee under Section 177 of the Act and the Listing Regulations.

The Audit Committee comprises 4 (four) Directors. The Company Secretary of the Company acts as the Secretary to the Audit Committee. During the FY'24, the Committee met 5 (five) times. The details of the Meetings of the Audit Committee and the attendance of the Directors at the Meetings held during the financial year are given below:

Name & Category of the Directors	Meeting Dates				
	12 <sup>th</sup> May 2023	3 <sup>rd</sup> August 2023	13 <sup>th</sup> October 2023	16 <sup>th</sup> December 2023	1 <sup>st</sup> February 2024
Mr Utsav Parekh, <i>Chairperson, Independent</i>	√	√	√	√	√
Mr D. R. Kaarthikeyan, <i>Independent</i>	√	√	√	√	√
Mr Amitabha Guha, <i>Independent</i>	√	√	√	√	√
Mr Indrajit Mookerjee, <i>Executive</i>	√	√	√	√	√

### 4. Nomination and Remuneration Committee:-

The role of the Nomination and Remuneration Committee of the Company inter-alia includes review & evaluation of the Company's nomination process and to assist the Board in identifying, screening & reviewing individuals qualified to serve as Directors and KMPs.

The Committee under the nomenclature 'Compensation Committee' has the responsibility for administering the Employee Stock Option Scheme of the Company.

### Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Nomination and Remuneration Committee under Section 178 of the Act and the Listing Regulations.

The Nomination and Remuneration Committee comprises 3 (three) Directors. During the FY'24, the Committee met 6 (six) times. The details of the Meetings of the Nomination and Remuneration Committee and the attendance of the Directors at the Meetings held during the financial year are given below:

Name & Category of the Directors	Meeting Dates					
	17 <sup>th</sup> April 2023	1 <sup>st</sup> June 2023	17 <sup>th</sup> July 2023	16 <sup>th</sup> December 2023	1 <sup>st</sup> February 2024	8 <sup>th</sup> February 2024
Mr Utsav Parekh, <i>Chairperson, Independent</i>	√	√	√	√	√	√
Mr Akshay Poddar, <i>Non-Executive &amp; Non-Independent</i>	√	√	√	√	√	√
Mr P. S. Bhattacharyya, <i>Independent</i>	√	√	√	√	√	√

### Remuneration of Directors

The Remuneration of Executive Directors is fixed by the Board as recommended by the Nomination and Remuneration Committee and approved by the Shareholders' at the General Meeting. Non-executive Directors are eligible for sitting fee and a commission not exceeding 1% of the net profits of the Company for each financial year, with a ceiling of ₹ 2,00,000 per annum on commission for each such Director. The sitting fee for attending the Board Meeting or Audit Committee Meeting is ₹ 40,000 each and the sitting fee for attending the other Committee/Sub-committee Meeting is ₹ 25,000 each as approved by the Board.

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the Company. The Weblink for accessing such policy is : [https://www.texmaco.in/wp-content/uploads/2023/01/REMUNERATION\\_POLICY\\_TexRail.pdf](https://www.texmaco.in/wp-content/uploads/2023/01/REMUNERATION_POLICY_TexRail.pdf)

The details of the remuneration paid to the Directors during the FY'24 are given below:

#### i) Non-executive Directors

Name of the Directors	Sitting Fee for the year (₹)	Commission for the year (₹)	Total (₹)	No. of Equity Shares held in the Company
Mr D. R. Kaarthikeyan	6,85,000	2,00,000	8,85,000	-
Mr Utsav Parekh	9,70,000	2,00,000	11,70,000	-
Mr Virendra Sinha	6,60,000	2,00,000	8,60,000	-
Ms Rusha Mitra	4,10,000	2,00,000	6,10,000	-
Mr Akshay Poddar	5,35,000	2,00,000	7,35,000	2,64,820
Mr P.S. Bhattacharyya	5,20,000	2,00,000	7,20,000	-
Mr Amitabha Guha	5,70,000	2,00,000	7,70,000	-

## ii) Executive Directors

Name of the Directors	Designation	Salary (₹)	Perquisites and Allowances <sup>^</sup> (₹)	Retirement Benefits (₹)
Mr S. K. Poddar	Executive Chairman	3,19,56,000	89,68,227	As per Company's Rules
Mr Indrajit Mookerjee	Executive Director & Vice Chairman	74,97,655	50,00,085	
Mr Sudipta Mukherjee <sup>®</sup>	Managing Director	50,00,000	84,46,768	
Mr D. H. Kela <sup>†</sup>	Executive Director	91,50,000	29,20,376	
Mr A. K. Vijay	Executive Director	60,48,000	27,74,481	
Mr U. V. Kamath <sup>‡</sup>	Executive Director	11,00,000	22,73,664	

<sup>®</sup>Appointed as Deputy Managing Director w.e.f. 1<sup>st</sup> June 2023 & re-designated as the Managing Director w.e.f. 1<sup>st</sup> January 2024

<sup>†</sup>Resigned w.e.f. 1<sup>st</sup> February 2024

<sup>‡</sup>Appointed w.e.f. 1<sup>st</sup> February 2024

<sup>^</sup>Perquisites and Allowances include House Rent Allowance, LTA, Medical Benefits, Contribution to P.F., Superannuation Fund, Ex-gratia, ESOP, etc.

## 5. Stakeholders Relationship Committee:-

The role of the Stakeholders Relationship Committee inter-alia includes overseeing various aspects of interest of stakeholders and redressal of shareholders'/ investors' grievances & complaints.

### Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Stakeholders Relationship Committee under Section 178 of the Act and the Listing Regulations.

The Stakeholders Relationship Committee comprises 4 (four) Directors. During the FY'24, the Committee met once. The detail of the Meeting of the Stakeholders Relationship Committee and the attendance of the Directors at the Meeting held during the financial year are given below:

Name & Category of the Directors	Meeting Date 31 <sup>st</sup> January 2024
Mr Akshay Poddar, <i>Chairperson, Non-Executive &amp; Non-Independent</i>	√
Mr D. H. Kela, <i>Executive</i> <sup>†</sup>	×
Mr A. K. Vijay, <i>Executive</i>	√
Ms Rusha Mitra, <i>Independent</i>	√
Mr Sudipta Mukherjee <sup>®</sup> , <i>Executive</i>	NA

<sup>†</sup>Ceased w.e.f. 1<sup>st</sup> February 2024.

<sup>®</sup>Appointed as Member w.e.f. the conclusion of Board Meeting held on 27<sup>th</sup> February 2024.

Mr K. K. Rajgaria, Company Secretary is the Compliance Officer of the Company.

The grievances received are dealt by the Registrar & Share Transfer Agent / Compliance Officer / Stakeholders Relationship Committee of the Company.

All the grievances received from the Shareholders are redressed within the stipulated time. Shareholders are requested to maintain their updated telephone / mobile number and email address with their respective Depository Participants or the Company's Registrar & Share Transfer Agent, as the case may be, to facilitate prompt redressal. During the FY'24, 191 (one hundred ninety one) complaints were received from the Shareholders, which were resolved within the stipulated time period.

The Company has periodically submitted Investor Grievance Report pursuant to the Listing Regulations to the Stock Exchanges where the shares of the Company are listed.

The Company has in place a policy on Investor Grievances.

There was no request for transfer or transmission of Equity Shares of the Company pending at the closure of the financial year.

## 6. Corporate Social Responsibility Committee:-

The role of the Corporate Social Responsibility ('CSR') Committee inter-alia includes the overall responsibility for identifying the areas of CSR activities, ascertaining and recommending the amount of CSR expenditure to be incurred on the identified CSR activities, formulating and monitoring the CSR policy from time to time and overseeing implementation of the CSR activities / programs of the Company. The Company has in place a policy on CSR.

### Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the CSR Committee under Section 135 of the Act.

The CSR Committee comprises 3 (three) Directors. During the FY'24, the Committee met once. The detail of the

Meeting of the CSR Committee and the attendance of the Directors at the Meeting held during the financial year are given below:

Name & Category of the Directors	Meeting Date 1 <sup>st</sup> February 2024
Mr D. H. Kela <sup>a</sup> , <i>Chairperson, Executive</i>	x
Mr Indrajit Mookerjee <sup>a</sup> , <i>Chairperson, Executive</i>	NA
Mr Utsav Parekh, <i>Independent</i>	√
Mr A. K. Vijay, <i>Executive</i>	√

<sup>a</sup> Ceased w.e.f. 1<sup>st</sup> February 2024.

<sup>a</sup> Appointed as Chairperson w.e.f the conclusion of Board Meeting held on 1<sup>st</sup> February 2024.

## 7. Risk Management Committee:-

The role of the Risk Management Committee ('RMC') inter-alia includes managing the integrated risk and to assist the Board in developing, implementing & monitoring the risk management plan / framework and policy for the Company. The Company has in place a Risk Management Policy.

During the FY'24, the Board in consultation with the RMC had reviewed and approved the revised policy including the Risk Management Framework so as to further develop the Enterprise Risk Management structure, strategy, review, reporting, communication mechanisms, etc. to mitigate the internal & external risks faced by the Company.

### Terms of Reference and Composition

The terms of reference of the Committee cover the matters as identified under the Act and the Listing Regulations.

The RMC comprises 3 (three) Directors. During the FY'24, the RMC met 3 (three) times. The details of the Meetings of RMC and the attendance of the Directors at the Meetings held during the financial year are given below:

Name & Category of the Directors	Meeting Dates		
	12 <sup>th</sup> July 2023	2 <sup>nd</sup> August 2023	28 <sup>th</sup> January 2024
Mr D. R. Kaarthikeyan, <i>Chairperson, Independent</i>	√	√	√
Mr Indrajit Mookerjee, <i>Executive</i>	√	√	√
Mr A. K. Vijay <sup>a</sup> , <i>Executive</i>	√	√	√
Mr Sudipta Mukherjee <sup>a</sup> , <i>Executive</i>	NA	NA	NA

<sup>a</sup> Ceased w.e.f. 1<sup>st</sup> February 2024.

<sup>a</sup> Appointed as Member w.e.f the conclusion of Board Meeting held on 1<sup>st</sup> February 2024.

## 8. Independent Directors:-

During the FY'24, a separate Meeting of the Independent Directors of the Company was held on 21<sup>st</sup> March 2024. All the Independent Directors except Ms. Rusha Mitra attended the Meeting. The matters discussed at the Independent Directors Meeting, inter-alia, included the evaluation of the performance of Non-Independent Directors including the Chairman of the Company. The Performance evaluation criteria for Independent Directors are mentioned in the Report of the Board of Directors.

Further, a separate Meeting of the Committee of Independent Directors of the Company was held on 13<sup>th</sup> October 2023 for considering and recommending to the Board the draft scheme of Arrangement and Demerger between the Company & Belgharia Engineering Udyog Private Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013. All the Independent Directors attended the Meeting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and the Listing Regulations. In the opinion of the Board and on due assessment, the Independent Directors fulfil the conditions of independence as specified in the Act and the Listing Regulations.

## 9. Senior Management:-

As on 31<sup>st</sup> March 2024, Mr Avijit Mitra, Chief Executive Officer (Steel Foundry), Mr Hemant Bhuwania, Chief Financial Officer and Mr K. K. Rajgaria, Company Secretary are the Senior Management Personnel of the Company.

During the FY'24, Mr Hemant Bhuwania was appointed as Chief Financial Officer ('CFO') of the Company w.e.f. 1<sup>st</sup> April 2023 in place of Mr A. K. Vijay, Executive Director & CFO who resigned from the position of CFO w.e.f. 1<sup>st</sup> April 2023. Further, Mr K. K. Rajgaria was appointed as the Company Secretary & Compliance Officer of the Company in place of Mr Ravi Varma w.e.f. 30<sup>th</sup> April 2023.

## 10. Induction & Training of Board Members:-

To provide insight into the Company's operations and the roles and responsibilities of Independent Director, the Company periodically familiarises its Independent Directors through various presentations, briefings, meetings, etc.

The Company has in place a mechanism to familiarize its Independent Directors about the Company, its operations, the product portfolio, the industry and business structure of the Company and its subsidiaries / associate. The programme is periodically reviewed from time to time to keep it aligned with the changes in the relevant statutory provisions.

The details of programmes aimed to provide insights into the Company for familiarisation of Independent Directors with the Company, including their duties in the Company and related matters are available on the website of the Company. The web link for accessing such policy is: <https://www.texmaco.in/wp-content/uploads/2023/01/FPFID.pdf>.



**11. Whistle Blower Policy:-**

The Company believes in promoting ethical behaviour and accordingly, there is a mechanism for reporting unethical behaviour, actual or suspected fraud or violation against the Company's Code of Conduct. The objective of the policy is to provide adequate safeguard measures against victimization. The Company has a Whistle Blower Policy under which the employees are free to report any such grievances to Mr K. K. Rajgaria, Company Secretary & Compliance Officer of the Company, who has been appointed as the Nodal Officer for this purpose. In appropriate cases, employees may also report to the Chairman of the Audit Committee. No personnel was denied access to the Audit Committee of the Company.

The Policy is also placed on the website of the Company. The web link for accessing such policy is: <https://www.texmaco.in/wp-content/uploads/2023/01/Whistle-Blower-Policy.pdf>

**12. Internal Control System:-**

The Internal Control System of the Company is aimed at proper utilization and safeguarding of the Company's resources and to promote operational efficiency. The Internal Auditors of the Company as a part of their audit process periodically carry out a system & process audit to ensure timely redressal of preventive controls. The findings of the Internal Audit and consequent corrective actions

initiated and implemented from time to time are placed before the Audit Committee for its review. The Audit Committee monitors the adequacy of the Internal Control System and the summary of the audit findings.

**13. Policy on Material Subsidiary:-**

The Company has a policy to determine its material subsidiary. The policy is also placed on the website of the Company. The web link for accessing such policy:- <https://www.texmaco.in/wp-content/uploads/2023/01/Annexure-10.pdf>

As on the date of the Report, the Company, does not have any material subsidiary.

**14. Related Party Transactions:-**

During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval was obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis.

In line with the requirements of the Act and the Listing Regulations, the Company has in place a Policy on Related Party Transactions.

This Policy is also placed on the website of the Company. The web link for accessing such policy is: <https://www.texmaco.in/wp-content/uploads/2023/01/RPTP.pdf>

**15. General Body Meetings:-**

Details of the Annual General Meeting (AGM) held in the last three years are given below:

Financial Year	Date and time of the AGM	No. of Special Resolutions approved at the AGM	Venue
2022-23	25 <sup>th</sup> September 2023 at 1:00 p.m.	-	Held through Video Conferencing/ Other Audio Visual Means. The deemed venue of the Meeting was the Registered Office of the Company at Belgharia, Kolkata- 700 056
2021-22	30 <sup>th</sup> September 2022 at 12:00 noon	3	
2020-21	24 <sup>th</sup> September 2021 at 11:00 a.m.	4	

**Whether Special Resolutions-**

A. Were put through postal ballot last year -Yes

During the FY'24, the Company had put the following Special Resolutions for approval by the Members Vide Postal Ballot Notices dated 12<sup>th</sup> May 2023, 17<sup>th</sup> July 2023, 21<sup>st</sup> September 2023 & 6<sup>th</sup> March 2024 respectively.

**I. Postal Ballot Notice dated 12<sup>th</sup> May 2023:**

- Approval to transfer, assign, restructure or convey the whole or substantially the whole of Rail EPC business comprising of Kalindee Rail and Bright Power units by way of slump sale.
- Re-appointment of Mr Utsav Parekh (DIN: 00027642) as an Independent Director of the Company.

*The cut-off date for voting rights was 19<sup>th</sup> May 2023. The process of postal ballot through electronic mode was completed on 28<sup>th</sup> June 2023 and the Company had submitted the results of the postal ballot to the stock exchanges viz: BSE Limited and National Stock Exchange of India Ltd. on 30<sup>th</sup> June 2023.*

**II. Postal Ballot Notice dated 17<sup>th</sup> July 2023:**

- Appointment of Mr. Sudipta Mukherjee (DIN: 06871871) as the Deputy Managing Director.

*The cut-off date for voting rights was 14<sup>th</sup> July 2023. The process of postal ballot through electronic mode was completed on 25<sup>th</sup> August 2023 and the Company had submitted the results of the postal ballot to the stock exchanges viz: BSE Limited and National Stock Exchange of India Ltd. on 28<sup>th</sup> August 2023.*

**III. Postal Ballot Notice dated 21<sup>st</sup> September 2023:**

- (i) Issuance of Equity Shares of the Company on Preferential Basis.
- (ii) To raise capital by way of a qualified institutions placement to eligible investors through issuance of equity shares.

*The cut-off date for voting rights was 15<sup>th</sup> September 2023. The process of postal ballot through electronic mode was completed on 23<sup>rd</sup> October 2023 and the Company had submitted the results of the postal ballot to the stock exchanges viz: BSE Limited and National Stock Exchange of India Ltd. on 25<sup>th</sup> October 2023.*

**IV. Postal Ballot Notice dated 6<sup>th</sup> March 2024:**

- (i) Issuance of Convertible Warrants on Preferential Basis.
- (ii) Re-designation of Mr Sudipta Mukherjee (DIN: 06871871) as the Managing Director of the Company.
- (iii) Appointment of Mr Udyavar Vittal Kamath (DIN: 00648897) as the Executive Director of the Company.
- (iv) Revision in Remuneration of Mr Indrajit Mookerjee (DIN: 01419627), Executive Director & Vice-Chairman of the Company.

- (v) Re-appointment of Mr Virendra Sinha (DIN: 03113274) as an Independent Director of the Company.
- (vi) Re-appointment of Ms Rusha Mitra (DIN: 08402204) as an Independent Director of the Company

*The cut-off date for voting rights was 1<sup>st</sup> March 2024. The process of postal ballot through electronic mode was completed on 8<sup>th</sup> April 2024 and the Company had submitted the results of the postal ballot to the stock exchanges viz: BSE Limited and National Stock Exchange of India Ltd. on 9<sup>th</sup> April 2024.*

In terms of provisions of the Act and Listing Regulations read with the circulars issued by the Ministry of Corporate Affairs, the Company had sent the Notice to the members in electronic form only and had extended the remote e-voting facility only to its members, enabling them to cast their votes electronically instead of submitting the Postal Ballot Forms.

The Board of Directors of the Company had appointed Ms Geeta Roy Chowdhury, Practicing Company Secretary (Membership No. F7040) as the Scrutinizer to conduct the process of the postal ballot in a fair and transparent manner.

All the above mentioned Resolutions have been duly approved by the Members of the Company with the requisite majority. The details of voting pattern of the postal ballot are as under:

Postal Ballot Notice Nos. as mentioned above	Resolution Nos. as mentioned above	For / Against	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
I	(i)	Voted in favour	411	215745822	99.97
		Voted against	44	55216	0.03
	(ii)	Voted in favour	389	192070783	89.00
		Voted against	67	23730256	11.00
II	(i)	Voted in favour	710	206556175	97.82
		Voted against	84	4608097	2.18
III	(i)	Voted in favour	691	210261570	99.99
		Voted against	53	12676	0.01
	(ii)	Voted in favour	691	210264464	99.99
		Voted against	53	8906	0.01
IV	(i)	Voted in favour	876	195733192	98.06
		Voted against	60	3879945	1.94
	(ii)	Voted in favour	863	225987485	99.38
		Voted against	75	1404859	0.62
	(iii)	Voted in favour	839	222733794	97.95
		Voted against	98	4658617	2.05
	(iv)	Voted in favour	836	225908663	99.35
		Voted against	100	1483506	0.65
	(v)	Voted in favour	852	208530850	91.71
		Voted against	85	18861487	8.29
	(vi)	Voted in favour	831	205606285	90.42
		Voted against	105	21786006	9.58

B. Are proposed to be conducted through postal ballot – Yes  
(Appointment of Mr Hemant Bangur as an Independent Director of the Company w.e.f 16<sup>th</sup> May 2024)

#### 16. Disclosures:-

During the FY'24, there are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. Transactions carried out with the related parties are disclosed in Note No. 1.40 to the Audited Financial Statements.

There were no strictures or penalties imposed either by the Securities and Exchange Board of India or the Stock Exchanges or any other Statutory Authorities for non-compliance of any matter related to the Capital Market during the last three years except there was delay in appointment of Independent Directors during the FY'21, due to unexpected lockdown situation triggered by COVID-19 pandemic, for which BSE & NSE have levied fine on the Company.

The Company does not classify as "Large Corporate" as on 31<sup>st</sup> March 2024 as per the criteria specified in the SEBI circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/172 dated 19<sup>th</sup> October 2023.

Management Discussion and Analysis Report forms part of the Annual Report.

Further, the disclosures in relation to the Sexual

Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is mentioned in the Report of the Board of Directors.

#### 17. Reconciliation of Share Capital Audit Report:-

The practicing Chartered Accountant carried out the Quarterly Share Capital Audit to reconcile the total admitted Equity Share Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed Equity Share Capital. The audit confirms that the total issued / paid up Equity Share Capital of the Company is in agreement with the total number of Equity Shares in physical form and total number of Equity Shares in dematerialised form held with NSDL and CDSL.

#### 18. Means of Communication:-

The Financial Results as taken on record and approved by the Board of Directors of the Company are published generally in English and Vernacular newspapers namely The Financial Express and Aajkaal. These results are sent immediately to the Stock Exchanges on which the Equity Shares of the Company are listed. These results are also posted on the Company's website [www.texmaco.in](http://www.texmaco.in).

The Press releases as issued from time to time are also sent to the Stock Exchanges for wider dissemination and are also posted on the Company's website [www.texmaco.in](http://www.texmaco.in).

#### 19. General Shareholder Information:-

AGM: Date, Time & Venue	<b>Wednesday, 25<sup>th</sup> September 2024 at 2:00 p.m. (IST)</b> <b>The AGM will be conducted through Video Conferencing/ Other Audio Visual Means. The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata 700056.</b>
Financial Calendar (Tentative)	1 <sup>st</sup> April 2024 to 31 <sup>st</sup> March 2025 First Quarter Results – First week of August 2024 Second Quarter Results – Last week of October 2024 Third Quarter Results – Last week of January 2025 Results for the year ending 31 <sup>st</sup> March 2025 - By Last week of May 2025
Date of Book Closure	<b>Friday, 20<sup>th</sup> September 2024 to Wednesday, 25<sup>th</sup> September 2024 (both days inclusive).</b>
Dividend Payment Date	Mid October 2024
Listing on Stock Exchanges	<b>1. National Stock Exchange of India Ltd.,</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 <b>2. BSE Limited,</b> P.J. Towers, Dalal Street, Mumbai – 400 001 The Company has paid listing fees for the period 1 <sup>st</sup> April 2024 to 31 <sup>st</sup> March 2025.

**General Shareholder Information (Contd.)**

CIN of the Company	L29261WB1998PLC087404		
Stock Code – National Stock Exchange of India Limited BSE Limited Demat ISIN No. for NSDL / CDSL	TEXRAIL 533326 INE 621L01012		
Credit Ratings obtained by the Company	The Company has obtained Credit Rating from CARE Ratings Limited with respect to the additional bank facilities which are as follows:		
	<b>Sl. No.</b>	<b>Instrument Type</b>	<b>Rating</b>
	1	Long Term Bank Facilities	CARE BBB + (RWP)
	2	Short Term Bank Facilities	CARE A2 (RWP)
	3	Long Term/ Short Term Bank Facilities	CARE BBB + (RWP) / CARE A2 (RWP)

High / Low market prices of the Company's Equity Shares of ₹1 each traded on the National Stock Exchange of India Ltd. and BSE Limited during the period April 2023 to March 2024 are furnished below:

Period	The National Stock Exchange of India Ltd.		BSE Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2023	57.50	42.65	57.54	42.33
May 2023	61.10	52.65	61.10	52.61
June 2023	81.50	55.70	81.50	55.15
July 2023	109.00	74.50	109.00	74.60
August 2023	156.60	99.70	156.00	99.75
September 2023	163.80	124.00	163.85	123.85
October 2023	148.95	110.70	150.00	110.45
November 2023	158.40	121.00	158.45	120.50
December 2023	188.80	141.60	188.95	141.50
January 2024	225.00	164.50	225.00	164.40
February 2024	231.80	170.50	231.90	170.45
March 2024	195.00	142.00	195.70	141.85

<b>Registrar &amp; Share Transfer Agent (RTA)</b>	M/s. KFin Technologies Limited Selenium Tower B, Plot No.31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032	<b>Toll Free No.: 1800 309 4001</b> E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="https://www.kfintech.com/">https://www.kfintech.com/</a>
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**Share Transfer System**

In terms of the Listing Regulations, as amended from time to time, transfer, transmission and transposition of Securities shall be effected only in dematerialised form. Further, in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022, the Company shall issue shares in demat form while processing service requests for transmission, issue of duplicate certificates, transposition, renewal, splitting, consolidation of share certificate, etc.

**Distribution of Shareholding as on 31<sup>st</sup> March 2024:-**

No. of Equity Shares	No. of Folios	%	No. of Equity Shares	%
Upto 5000	276485	99.03	62775765	15.72
5001 to 10000	1419	0.51	10576599	2.65
10001 to 20000	604	0.22	8837734	2.21
20001 to 30000	212	0.07	5279437	1.32
30001 to 40000	103	0.04	3648958	0.91
40001 to 50000	73	0.03	3387523	0.85
50001 to 100000	127	0.04	8986638	2.25
100001 and above	165	0.06	295974648	74.09
<b>Grand Total</b>	<b>279188</b>	<b>100.00</b>	<b>399467302</b>	<b>100.00</b>

**Shareholding Pattern as on 31<sup>st</sup> March 2024:-**

Category	No. of Equity Shares	%
Promoters	192300517	48.14
Banks, Insurance Cos., and FIs	1037469	0.26
Mutual Funds	27417072	6.86
NRI / OCB/FIIs	47251352	11.83
Bodies Corporate	22875801	5.73
Indian Public	95894394	24.00
Others	12690697	3.18
<b>Total</b>	<b>399467302</b>	<b>100.00</b>

During the FY'24, the Company had issued and allotted:

- 1,61,29,032 equity shares of face value of ₹1 each by way of qualified institutions placement aggregating to ₹250 crore at an issue price of ₹155 per equity share (including a premium of ₹154 per equity share);
- 5,80,90,000 equity shares of face value of ₹1 each by way of qualified institutions placement aggregating to ₹ 750 crore at an issue price of ₹129.11 per equity share (including a premium of ₹128.11 per equity share);
- 33,78,375 equity shares of face value of ₹1 each by way of preferential issue aggregating to approx. ₹50 crore at an issue price of ₹145 per equity share (including a premium of ₹144 per equity share);

Consequent to the aforesaid allotments, the paid up capital of the Company has increased from 32,18,69,895 Equity Shares of ₹1 each to 39,94,67,302 Equity Shares of ₹1 each.

The Postal Ballot Notice(s) in respect of the aforesaid allotments are available on the website of the Company at [www.texmaco.in](http://www.texmaco.in).

The details of the utilisation of funds raised by the Company through Qualified Institutions Placement & Preferential Issue

for the purpose stated in the Postal Ballot Notice are mentioned below:

**(i) Qualified Institutions Placement [₹250 crore]:**

Particulars	Amount (₹ in crore)
Gross Proceeds	250.00
Less: Issue Expenses	4.25
<b>Net Proceeds</b>	<b>245.75</b>
<b>Utilisation:</b>	
Repayment or prepayment of outstanding borrowings	-
Funding working capital requirements of the Company	-
General Corporate Purpose	-
<b>Total Utilisation (as on 31<sup>st</sup> March 2024)</b>	<b>-</b>

**(ii) Qualified Institutions Placement [₹750 crore]:**

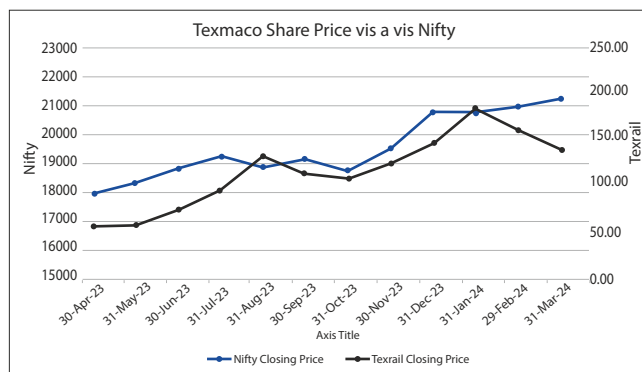
Particulars	Amount (₹ in crore)
Gross Proceeds	750.00
Less: Issue Expenses	16.75
<b>Net Proceeds</b>	<b>733.25</b>
<b>Utilisation:</b>	
Funding capital expenditure requirements of the Company	6.44
Repayment or prepayment of outstanding borrowings	251.20
Funding working capital requirements of the Company	234.53
General Corporate Purpose	39.02
<b>Total Utilisation (approx.) (as on 31<sup>st</sup> March 2024)</b>	<b>531.19</b>

- (iii) **Preferential Issue [₹50 crore (approx.)]:** The funds raised by way of preferential issue of equity shares have been fully utilised during the year towards funding working capital requirements of the Company.



Further, in terms of the Listing Regulations, the details relating to the unclaimed equity shares lying in the Texmaco Rail Rights Unclaimed Suspense Demat Account with respect to the Rights Issue are provided below:

Sl. No.	Particulars	No. of cases	No. of Equity shares
1.	aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	9	507
2.	number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	-	-
3.	number of shareholders to whom shares were transferred from suspense account during the year;	-	-
4.	aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	9	507
5.	that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	Yes	



**Dematerialisation of Equity Shares as on 31st March, 2024 and Liquidity:-**

The Company's Equity Shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India – NSDL and CDSL. 39,87,69,579 Equity Shares of the Company representing 99.83% of the Company's Equity Share Capital are in the dematerialised form on NSDL and CDSL as on 31<sup>st</sup> March 2024.

As per circulars issued by SEBI from time to time, it is mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details before getting any investor service request processed. Security holders holding securities in physical form, whose folio(s) do

not have PAN, KYC or Nomination/Opt-out of Nomination, shall be eligible for dividend in respect of such folio(s), only through electronic mode with effect from 1<sup>st</sup> April 2024 upon furnishing of all the aforesaid details. Members may refer to the FAQs provided by SEBI in this regard, for investor awareness, on its website at [https:// www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf).

**Online Dispute Resolution Portal:-**

SEBI vide its Circulars issued from time to time had expanded the scope of investor complaints by establishing a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to the SEBI Circulars, post exhausting the options to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

**Statutory Auditors:-**

During the FY'24, the Company and its subsidiaries had paid ₹ 71.14 lakhs on consolidated basis to Messrs L. B. Jha & Co., the Statutory Auditors and its network firms.

**Code of Conduct and Ethics and Insider Trading:-**

The Company has adopted a Code of Conduct and Ethics (Code) for the Board and Senior Management Personnel of the Company. The essence of the Code is to conduct the business of the Company in an honest, fair and ethical manner, in compliance with the applicable laws and in a way that excludes considerations for personal advantage.

All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration to this effect, signed by the Managing Director, is attached to this report.

The Company has also adopted the Code in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, prohibiting Insider Trading in the Equity Shares of the Company.

**Location of the Plants:-**

The Company's Plants are located at Belgharia, Agarpara, Panihati and Sodepur in Dist. 24-Parganas (North), West Bengal and at Urla, Dist. Raipur, Chhattisgarh.

<b>Address for Correspondence</b>	Shareholders may contact: <b>Mr K. K. Rajgaria, Company Secretary &amp; Compliance Officer</b> at the Registered Office of the Company for any assistance. Telephone No: (033) 2569-1500 E-mail : <a href="mailto:kishor.rajpgaria@texmaco.in">kishor.rajpgaria@texmaco.in</a> Note: Shareholders holding Equity Shares in Electronic mode should address all their correspondence concerning their respective Depository Participants directly with them.
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**Investor Education and Protection Fund (IEPF):-**

Information under Sections 124 and 125 of the Companies, Act 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as specified thereunder in respect of Unclaimed Dividend, when due for transfer to the said Fund, is given below:

Financial year ended	Date of declaration of Dividend	Last date for claiming Unpaid Dividend
31.03.2023	25.09.2023	01.11.2030
31.03.2022	30.09.2022	02.11.2029
31.03.2021	24.09.2021	25.10.2028
31.03.2020	30.09.2020	04.11.2027
31.03.2019	09.09.2019	14.10.2026
31.03.2018	04.09.2018	10.10.2025
31.03.2017	16.09.2017	21.10.2024

Further, the IEPF Rules mandate the transfer of Equity Shares of Shareholders whose dividends remain unpaid / unclaimed for a continuous period of 7 (seven) years to the Demat Account of IEPF Authority. Communications are being sent to the concerned Shareholders advising them to write to RTA or to the Company to claim the unclaimed dividend. Members may note that the Equity Shares as well as Unclaimed Dividends transferred to IEPF Authority can be claimed back as per the procedure prescribed under the IEPF Rules, which is also available on the website of the Company [www.texmaco.in](http://www.texmaco.in).

**Secretarial Compliance Report:-**

Messrs. S. R. & Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company has submitted the Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2024 to the Company, in terms of the Listing Regulations.

**20. Adoption of mandatory and non-mandatory requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:-**

The Company has complied with the applicable mandatory requirements specified in Regulations 17 to 27 and clauses(b) to (i) of sub - regulation (2) of Regulation 46 under the Listing Regulations and has adopted the following non-mandatory requirements:

**(i) The Board:**

The Company is headed by the Executive Chairman.

**(ii) Shareholder Rights:**

The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the Shareholders.

**(iii) Modified / Unmodified opinion(s) in audit report:**

The Statutory Auditors have given their Report with unmodified opinion on the Company's Financial Statements for the year ended 31<sup>st</sup> March 2024.

**(iv) Reporting of Internal Auditor:**

The Internal Auditor may report directly to the Audit Committee as and when required.

**(v) Separation of office of the Chairperson and the Managing Director:**

The Company has appointed separate persons to the post of the Chairperson and the Managing Director, such that the Chairperson is not related to the Managing Director as per the definition of the term "relative" defined under the Act.

**21. Certificate from Practicing Company Secretary:-**

A Certificate from Messrs. S. R. & Associates, Practicing Company Secretaries, has been obtained confirming that none of the Directors on the Board of the Company 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 Statutory Authority.

The aforementioned certificate is attached to this Report.

**22. MD/EDs and CFO Certification:-**

The Managing Director, Executive Directors and the CFO of the Company have given a certificate to the Board confirming the correctness of the Financial Statements and adequacy of the internal control measures in terms of the Listing Regulations, which is attached to this Report.

**23. Retirement of Director by rotation and re-appointment:-**

Mr A. K. Vijay, Executive Director and Mr Akshay Poddar, Non-Independent & Non-Executive Director of the Company are due for retirement by rotation and are eligible for re-appointment at the ensuing AGM. The Board has recommended the re-appointments of Mr Vijay and Mr Poddar as the Directors of the Company subject to the approval of the shareholders of the Company.

Brief particulars regarding Mr Vijay and Mr Poddar are given in the Notice calling AGM of the Company.

## Declaration by the Managing Director

To  
The Members  
Texmaco Rail & Engineering Limited

In compliance with the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Corporate Governance, we confirm that, on the basis of confirmations / declarations received, all the Directors and Senior Management Personnel of the Company have complied with the Code of Conduct and Ethics as adopted by the Board of Directors of the Company.

For **Texmaco Rail & Engineering Limited**

Place: Kolkata  
Dated: 16<sup>th</sup> May 2024

**Sudipta Mukherjee**  
Managing Director

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## MD / EDs and CFO Certification

We certify that:

- a. we have reviewed Financial Statements and Cash Flow Statements for the year ended 31<sup>st</sup> March 2024 and that to the best of our knowledge and belief:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
- c. we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. During the year, we have not come across any reportable instances relating to deficiencies in design or operation of such internal controls;
- d. we have indicated to the Auditors and the Audit Committee:
  - (1) that there are no significant changes in internal control over financial reporting during the year;
  - (2) that there are no significant changes in accounting policies during the year; and
  - (3) that there are no instances of significant fraud of which we have become aware.

For **Texmaco Rail & Engineering Limited**

**Indrajit Mookerjee**  
Executive Director &  
Vice Chairman

**Sudipta Mukherjee**  
Managing Director

**U. V. Kamath**  
Executive Director

**A. K. Vijay**  
Executive Director

**Hemant Bhuwania**  
CFO

Place: Kolkata  
Dated: 16<sup>th</sup> May, 2024

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Members  
Texmaco Rail & Engineering Limited  
Belgharia, Kolkata-700056

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s **Texmaco Rail & Engineering Limited** having CIN : L29261WB1998PLC087404 and having registered office at Belgharia Kolkata-700056 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and 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](http://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 ended 31<sup>st</sup> March 2024 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.

Sl. No.	Name of Directors	DIN	Date of appointment in the Company
1.	S. K. Poddar	00008654	25-09-2010
2.	D. R. Kaarthikeyan	00327907	02-09-2011
3.	Rusha Mitra	08402204	17-02-2021
4.	Utsav Parekh	00027642	04-09-2018
5.	Virendra Sinha	03113274	17-02-2021
6.	P. S. Bhattacharyya	00329479	01-01-2022
7.	Indrajit Mookerjee	01419627	09-09-2019
8.	Sudipta Mukherjee <sup>®</sup>	06871871	01-06-2023
9.	Akshay Poddar	00008686	02-09-2011
10.	D. H. Kela <sup>†</sup>	01050842	01-01-2010
11.	A. K. Vijay	01103278	01-01-2015
12.	Amitabha Guha	02836707	06-05-2022
13.	U. V. Kamath <sup>*</sup>	00648897	01-02-2024

<sup>®</sup>Appointed as Deputy Managing Director w.e.f. 1<sup>st</sup> June 2023 & re-designated as the Managing Director w.e.f. 1<sup>st</sup> January 2024

<sup>†</sup>Resigned w.e.f. 1<sup>st</sup> February 2024

<sup>\*</sup>Appointed w.e.f. 1<sup>st</sup> February 2024

Ensuring the eligibility of 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 **SR & Associates**

Partner  
Unique Code of Partnership Firm: P2008WB016700

Name of Company Secretary in Practice: **GEETA ROY CHOWDHURY**  
Membership No: FCS: 7040; C.P. No.: 7741  
Unique Code of Number: 12007WB599800  
UDIN: F007040F000379698

Place: Kolkata  
Date: 16<sup>th</sup> May, 2024

## Auditor's Certificate on Corporate Governance

To  
The Members  
Texmaco Rail & Engineering Limited

1. We, L. B. Jha & Co., Chartered Accountants, the Statutory Auditors of Texmaco Rail & Engineering Limited ('the Company'), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31<sup>st</sup> March 2024 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para-C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

### Management's Responsibility:-

2. The compliance of the conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### Auditor's Responsibility:-

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion:-

7. In our opinion, and to the best of our information and according to 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.
8. We 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 **L.B. Jha & Co.**,  
Chartered Accountants  
(Registration number: 301088E)

**(Ranjan Singh)**  
Partner  
(Membership number: 305423)  
UDIN: 24305423BKEHUR9289

Place: Kolkata  
Date: 16<sup>th</sup> May, 2024



# ANNEXURE - G

## Business Responsibility & Sustainability Report

### SECTION A: GENERAL DISCLOSURES

#### I. Details

1.	Corporate Identity Number (CIN) of the Listed Entity	L29261WB1998PLC087404
2.	Name of the Listed Entity	Texmaco Rail & Engineering Limited
3.	Year of incorporation	1998
4.	Registered office address	Belgharia, Kolkata – 700 056
5.	Corporate address	Belgharia, Kolkata – 700 056
6.	E-mail	<a href="mailto:texrail_cs@texmaco.in">texrail_cs@texmaco.in</a>
7.	Telephone	033 2569 1500
8.	Website	<a href="http://www.texmaco.in">www.texmaco.in</a>
9.	Financial year for which reporting is being done	1 <sup>st</sup> April 2023 to 31 <sup>st</sup> March 2024
10.	Name of the Stock Exchange (s) where shares are listed	BSE Limited National Stock Exchange Limited
11.	Paid-up Capital (INR)	₹ 39,94,67,302
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. K. K. Rajgaria Company Secretary & Compliance Officer Contact No. 033 2569 1500 E-mail: <a href="mailto:texrail_cs@texmaco.in">texrail_cs@texmaco.in</a>
13.	Reporting boundary-Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis
14.	Whether the Company has undertaken reasonable assurance of the BRSR Core?	NA
15.	Name of the assurance provider	NA
16.	Type of assurance obtained	NA

#### II. Product/Services

17. Details of business activities (accounting for 90% of the Turnover):

S.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Freight Car	Railway Freight Cars, Loco Components and Loco Shells, and Steel Castings.	78.51
2	Infra Rail, Green Energy & Electrical	EPC contracts for Execution of Railway Track, Signaling & Telecommunication Projects, Rail Electrification & Automatic Fare Collection, Hydro-mechanical Equipment Industrial Structure's and Steel Girders for Bridges.	21.49

18. Products/ Services sold by the entity (accounting for 90% of the entity's Turnover):

S.No.	Product / Service	NIC Code	% of total Turnover contribute
1	Railway Freight Cars, Loco Components and Loco Shells, and Steel Castings.	302	78.51
2	EPC contracts for Execution of Railway Track, Signaling & Telecommunication Projects, Rail Electrification & Automatic Fare Collection, Hydro-mechanical Equipment Industrial Structure's and Steel Girders for Bridges.	439	21.49

### III. Operations

19. Number of locations where plants and/ or operations / offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	6	5	11
International	-	2	2

20. Markets served by the entity:

a. Number of Locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	16

b. What is the contribution of exports as a percentage of the total turnover of the entity? **5.07%**

c. A brief on types of customers: **Government, B2B. Other clients are private companies, including foreign companies, in various sectors and industries.**

### IV. Employees

21. Details as at the end of Financial Year 2023-2024:

a. **Employees and workers (including differently abled)**

S.No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	%(C/A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	1100	1067	97.00	33	3.00
2.	Other than Permanent (E)	152	144	94.74	8	5.26
3.	<b>Total Employees (D+E)</b>	<b>1252</b>	<b>1211</b>	<b>96.73</b>	<b>41</b>	<b>3.27</b>
<b>WORKERS</b>						
4.	Permanent (F)	869	866	99.65	3	0.35
5.	Other than Permanent (G)	4967	4961	99.88	6	0.12
6.	<b>Total Workers (F+G)</b>	<b>5836</b>	<b>5827</b>	<b>99.85</b>	<b>9</b>	<b>0.15</b>

b. **Differently abled Employees and workers**

S.No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	%(C/A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	3	3	100	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	<b>Total Differently abled Employees (D+E)</b>	<b>3</b>	<b>3</b>	<b>100</b>	-	-
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	2	2	100	-	-
6.	<b>Total Differently abled Workers (F+G)</b>	<b>2</b>	<b>2</b>	<b>100</b>	-	-

22. Participation/ Inclusion/ Representation of women

	Total (A)	No. and percentage of Female	
		No. (B)	%(B/A)
Board of Directors*	12	1	8
Key Management Personnel#	2	-	-

\*Includes Executive Directors

#Includes CFO and Company Secretary

## 23. Turnover rate of permanent employee and workers

	Turnover rate of FY' 2023-2024 (%)			Turnover rate of FY' 2022-2023 (%)			Turnover rate of FY' 2021-2022 (%)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	8.62	15.15	8.82	13.55	3.75	13.87	23.64	6.64	24.04
Permanent Workers	6.55	-	6.55	4.17	-	4.17	6.45	0	6.45

**V. Holding, Subsidiary and Associate Companies (including Joint Ventures)**

## 24. Names of holding / subsidiary / associate companies / joint ventures

S.No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / subsidiary / associate / joint venture	% of shares held by listed entity	Does the entity indicated at column A, participated in the Business Responsibility Initiatives of the listed entity? (Yes/no)
1.	Belur Engineering Private Limited	Subsidiary	100	No
2.	Texmaco Transtrak Private Limited	Subsidiary	51	No
3.	Texmaco Rail Electrification Limited	Subsidiary	100	No
4.	Panihati Engineering Udyog Private Limited	Subsidiary	100	No
5.	Belgharia Engineering Udyog Private Limited	Subsidiary	100	No
6.	Texmaco Rail Systems Private Limited	Subsidiary	51	No
7.	Texmaco Defence Systems Private Limited	Associate	41	No
8.	Touax Texmaco Railcar Leasing Private Limited	Joint Venture	50	No
9.	Wabtec Texmaco Rail Private Limited	Joint Venture	40	No

**VI. CSR Details**25. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: **Yes**(ii) Turnover (in ₹): **3,50,287.01 lakh**(iii) Net Worth (in ₹): **2,48,559.43 lakh****VII. Transparency and Disclosure Compliances**

26. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom compliant is received	Grievance Redressal Mechanism in place (Yes/No) (if yes, then provide web-link for grievance redress policy)	FY' 2023-2024			FY' 2022-2023		
		Number of Complaints filed during the year	Number of Complaints pending resolution at close of the year	Remarks	Number of Complaints filed during the year	Number of Complaints pending resolution at close of the year	Remarks
Communities	Yes Relevant policies can be accessed at <a href="http://www.texmaco.in">www.texmaco.in</a>	Nil	Nil	Nil	Nil	Nil	Nil
Investors (other than shareholders)		Nil	Nil	Nil	Nil	Nil	Nil
Shareholders		191	Nil	Nil	82	Nil	Nil
Employees and workers		1	1	Nil	Nil	Nil	Nil
Customers		Nil	Nil	Nil	Nil	Nil	Nil
Value Chain Partners		Nil	Nil	Nil	Nil	Nil	Nil
Other (please specify)		Nil	Nil	Nil	Nil	Nil	Nil

27. Overview of the entity's material responsible business conduct issues :

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format: -

S.No.	Material Issue Identified	Indicate Risk/ Opportunity (R/O)	Rationale for identifying the Risk/Opportunity	In case of Risk, approach to adapt or mitigate	Financial Implication of the Risk or opportunity (Indicate positive/ negative implication)
1	Occupational Health & Safety	Risk	<p>The operations of the Company require employees to work with heavy machinery, material handling equipment, all of which carry risk of injury.</p> <p>Failure to protect workers from occupational hazards can result in legal and financial claims against the Company.</p> <p>By prioritizing the well-being of all employees and workers, the Company can enhance its employer brand value.</p>	<p>Employees and workers are provided with safety protocols, training, and preventive measures to protect its workforce, minimize risks, and ensure a safe working environment. Plants are ISO 45001 standard certified.</p>	Negative
2	Energy efficiency and energy management	Risk	<p>Since the operations are highly energy intensive increase in production leads to high energy consumption.</p> <p>Resorting to more energy efficient measures including adoption of non-conventional and renewable energy options would help the Company to reduce cost of operations in the long run.</p>	<p>The Company is monitoring its energy consumption and taking measures to improve energy intensity and to explore renewable power systems.</p>	Negative
3	Government's increased focus on infrastructure development especially rail infrastructure	Opportunity	<p>The Government continues its focus on investments in rail infrastructure, with the objective of reducing logistics cost, in line with the global benchmarks.</p> <p>The Railways Industry will see investments growing. The GOI is also focusing on reducing carbon footprint, which will result in more freight on rails and also increase in urban mobility through metro, light metro etc. The Company foresees positive impact of these initiatives on its operations.</p> <p>Also with new logistics policy and endeavors of GOI, the Company expects sharp spurt in opportunities and corresponding benefits.</p>	NA	Positive
4	Talent Attraction and Retention	Opportunity	<p>Company that offers a positive work environment by providing work life balance and opportunities for professional growth is more likely to attract top talent in the industry. This can give the Company a competitive advantage, as it will have a skilled and motivated workforce that can help drive innovation and growth.</p>	NA	Positive
5	Corporate Governance and Regulatory Compliance	Risk	<p>Corporate governance or regulatory issues can negatively impact the investor confidence, long-term business continuity and value creation.</p>	<p>We have taken various measures to enhance our Governance practices and ensuring regulatory compliances.</p>	Negative

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping business demonstrate the structure, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy /policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	YES								
c. Web Link of the policies, if available	View restricted to employees, hence not disseminated on Website of the Company.								
2. Whether the entity has translated the policy into procedures. (Yes/No)	YES								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	YES								
4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	QMS:ISO:9001:2015 OHSAS:ISO 45001:2018 EMS:ISO 14001:2015 ISO 3834-2:2021 EN 15085-2:CL 1 ISO/TS 22163:2017								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company is engaged in identifying relevant areas and key performance indicators for each principle that would aid in laying roadmap for attaining short, medium and long term goals and target.								
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	The performance of the Company on Environment, Social and Governance measures are provided in the respective principles of this report.								
<b>Governance, leadership and oversight</b>									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements.	The Board of Directors of the Company endorses responsible business practices to face ESG related challenges and are committed towards continuous improvement in business operations catering sustainability.  Manufacturing industry has inherent environmental risks. The Company is focusing on optimizing resource consumption and maintains equitable development in and around its plant locations. The Company had also implemented a range of initiatives for its employee health and safety, fostering inclusive and diverse workplaces, ensuring fair labour practices, and promoting community engagement. The Company is dedicated in maintaining effective governance framework with transparent reporting, accountability mechanisms and ethical behavior at all levels of our organization.								
8. Details of the highest authority responsible for implementation and oversight of the business responsibility policies.	Board of Directors								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	The Company has a specific committee for CSR, Prevention of Sexual Harassment for Women at the Workplace and Risk management. For the other policies, the Company has adequate internal control for its review and implementation.								



10. Details of Review of NGRBCs by the Company.

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee.									Frequency (Annually / Half yearly/ Quarterly / Any other- please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Performance against above mentioned policies and follow up action is reviewed on ongoing basis by respective Department heads/ Senior management and related briefs are placed before Board of Directors. The review by Board of Directors or Board Committees is carried out on need basis to align with updates in applicable regulatory laws.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is in compliance with applicable laws and regulations. The Board of Directors reviews the status of compliance of all the applicable laws on a quarterly basis.																	
11. Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9	No, the evaluation/assessment of the policies of the Company is done internally both at the management level and the Board level.								

12. If answer to this question (1) above is “No” i.e. not all Principles are covered by a policy, reason to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not applicable, as all principles are covered by respective policies								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable**

**Essential Indicators**

1. Percentage coverage by training and awareness programs on any of the principles during the financial year:

Segment	Total Number of training and awareness programmes held	Topics / Principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors and Key Managerial Personnel	9 (as part of Board Meetings)	Updates and awareness related to: <ul style="list-style-type: none"> <li>Regulatory requirements</li> <li>Strategy update</li> <li>Industry outlook and changes</li> <li>Business update</li> <li>Code of Conduct</li> </ul> are conducted for the Board of Directors & KMPs.	100

Segment	Total Number of training and awareness programmes held	Topics / Principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Employees other than BoD and KMPs	20	Training on Safety, IMS, QMS, NDT, Welding, Quality, HSE, Kaizen, PMS, Technical, Leadership, Skill development etc.	70
Workers	4	In their respective domain	75

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format.

#### Monetary

	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine					
Settlement			NIL		
Compounding fee					

#### Non-Monetary

	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment				
Punishment			NIL	

3. Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non- monetary action has been appealed.

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

**Yes.** The existing policy like Code of Conduct (including Whistle Blower Policy), rules and regulations adopted by the Company are in conformity with the legal and statutory framework on anti- bribery and anti-corruption legislation prevalent in India. This policy is applicable to all individuals working at all levels and grades, including Board Members and Senior Managerial Personnel, other employees and such other person acting on behalf of the Company. The Policy reflects the Commitment of the Company and its maintaining highest ethical standards while undertaking open and fair business practices and culture and implementing and enforcing systems to detect, counter, prevent bribery and other corrupt business practices.

Relevant policies are available at [www.texmaco.in](http://www.texmaco.in)

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

**There has been no cases involving disciplinary action taken by any law enforcement agency on the changes of bribery/ corruption against directors / KMPs/ employees / workers that have been brought to the Company's attention.**

	FY' 2023-2024	FY' 2022-2023
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY' 2023-2024		FY' 2022-2023	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of conflict of interest of the KMPs	Nil	NA	Nil	NA

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest. **NA**

8. Number of days of accounts payables (Accounts payable\*365)/ Cost of goods/ services procured) in the following format:

	FY' 2023-2024	FY' 2022-2023
Number of days of accounts payables	84	116

9. Open-ness of business - Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY' 2023-2024	FY' 2022-2023
Concentration of Business	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a. Sales to dealer / distributors as % of total sales	NA	NA
	b. Number of dealers / distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealer / distributors	NA	NA
Shares of RPT in	a. Purchases (Purchases with related parties as % of Total Purchases)	0.75	0.03
	b. Sales (Sales to related parties as % of Total Sales)	6.70	4.20
	c. Loans & advances given to related parties as % of Total loans & advances	20.46	21.92
	d. Investments in related parties as % of Total Investments made	28.69	99.52

### Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
2	All principles	30

2. Does the entity have processes in place to avoid / manage conflict of interest involving members of the Board? (Yes/ No) if yes provide details of the same.

**Yes**, the Company has a Code of Conduct for Board of Directors and Senior Management Personnel which provides clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. The Company has processes on management of conflict of interests involving members of the Board which would take place during the course of normal business activities. The Company receives an annual declaration from its Board of Directors and Senior Management Personnel on the entities they are interested in and ensures approvals as required under the applicable laws are taken prior to entering into transactions with each entities, if any, and are entered in normal course of business and on arm's length basis.

### PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

#### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY' 2023-2024	FY' 2022-2023	Details of improvements in environmental and social impacts
R & D	-	-	The Company ensures to put process in place to track the R&D related expenses and Capex investment in specific technologies, as and when required.
Capex	-	-	

2. a. Does the entity have procedures in place for sustainable sourcing?

**Yes**, the Company has a procedure for sustainable sourcing where all the new and existing supply chain partners are mandatorily evaluated on environment, health & safety and sustainability parameters before onboarding. The Company has all the quality an inspection system in place to ensure that all goods and services provided by the Company are safe and sustainable throughout their life cycle. The Company places a high premium on techno commercial aspects and the Company's procedures with regard to finalizing vendors emphasizes on safe working practices, technical certifications etc. The selection procedure of the Company's transport vendors (Trucks and Containers) involves scrutiny at various levels like age of vehicle / container fleet, well laid out systems of mandatory inspections, and safe driving procedures. Raw materials, components, stores and packing materials are generally procured from vendors close to the manufacturing units, wherever feasible.

b. If yes, what percentage of inputs were sourced sustainably?

The Company procure items as per Customer Specification and prefer Vendors close to units/place of performance, wherever feasible.

3. Describing the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E- waste (c) Hazardous waste and other waste. **NA**
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility plan submitted to Pollution Control Boards? If not, provide steps taken to address the same. **NA**

**Leadership Indicators**

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web link.
NA					

2. If there are any significant social or environmental concerns and / or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same.

Name of product / Service	Description of the risk / concern	Action Taken
NIL		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate Input Material	Recycled or re-used input material to total material (%)	
	FY' 2023-2024	FY' 2022-2023
Returns from Foundry	33	35

4. Of the products and packaging reclaimed at end-of-life products, amount (in metric tonnes) recycled, and safely disposed, as per the following format: **NA**

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
-	-

**PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.**

**Essential Indicators**

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
Male	1067	1067	100	1067	100	-	-	-	-	1067	100
Female	33	33	100	33	100	33	100	-	-	33	100
<b>Total</b>	<b>1100</b>	<b>1100</b>	<b>100</b>	<b>1100</b>	<b>100</b>	<b>33</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>1100</b>	<b>100</b>
<b>Other than Permanent Employees</b>											
Male	144	125	86.81	144	100	-	-	-	-	144	100
Female	8	8	100	8	100	8	100	-	-	8	100
<b>Total</b>	<b>152</b>	<b>133</b>	<b>87.50</b>	<b>152</b>	<b>100</b>	<b>8</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>152</b>	<b>100</b>



## b. Details of measures for the well-being of workers:

Category	% of Workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Workers</b>											
Male	866	866	100	866	100	-	-	-	-	866	100
Female	3	3	100	3	100	3	100	-	-	3	100
<b>Total</b>	<b>869</b>	<b>869</b>	<b>100</b>	<b>869</b>	<b>100</b>	<b>3</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>869</b>	<b>100</b>
<b>Other than Permanent Workers</b>											
Male	4961	4961	100	4961	100	-	-	-	-	4961	100
Female	6	6	100	6	100	6	100	-	-	6	100
<b>Total</b>	<b>4967</b>	<b>4967</b>	<b>100</b>	<b>4967</b>	<b>100</b>	<b>6</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>4967</b>	<b>100</b>

## c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY' 2023-2024	FY' 2022-2023
Cost incurred on wellbeing measures as a % of total revenue of the company	0.16	0.24

## 2. Details of retirement benefits, for Current FY and Previous FY.

Benefits	FY 2023-2024			FY 2022-2023		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Y	100	100	Y
Gratuity	100	100	Y	100	100	Y
ESI*	75.48	100	Y	39.47	100	Y
Others- please specify	Apart from above, the Company also provides leave encashment and super annuation benefits					

\* It includes only those employees and workers who are eligible for ESI.

3. **Accessibility of workplaces:**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

**Yes**, most of the office buildings and operation locations are accessible to differently abled employees and workers, as per requirements of the Rights of persons with Disabilities Act, 2016.

## 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company is committed to provide equal employment opportunities without any discrimination on the grounds of age, colour, origin, nationality, disability, religion, race, caste, gender, sex etc. The Company believes that diversity at workplace is an instrument for economic growth, sustainable competitive advantage and societal progress.

## 5 Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employee (%)		Permanent workers (%)	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	100	100	100	100
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief

	<b>Yes/No (If yes, then give details of the mechanism in brief)</b>
Permanent Workers	We conduct periodic welfare meeting, safety committee meeting, for effective grievance redressal and ensuring a healthy workplace environment. Unit meetings are periodically held for both contractual and non-contractual workers and employees to discuss any concerns or grievances.
Other than Permanent Workers	
Permanent Employees	We have a robust 'Whistle Blower Policy' in place which acts as a mechanism for employees, workers and senior management to approach the Compliance Officer or the Chairman of the Audit Committee in situations of misconduct or breach of code of conduct and any other grievances which hamper the functioning of the organization. This policy ensures responsible whistle blowing through efficient redressal and disciplinary action.  We strive to ensure transparency and effective redressal through open communication and access for all employees and workers to voice their concerns to the senior management.  Besides the above we also have a Prevention of Sexual Harassment (POSH) Policy to ensure a safe and secure working environment.  The employees can report their grievances to the HR team. In case any grievance remains unresolved, the matter can be escalated to Head HR.
Other than Permanent Employees	

- 7 Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY ' 2023-2024			FY' 2022-2023		
	Total employees / workers in respective category(A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/ workers in respective category (c)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>	1100	-	-	1131	-	-
- Male	1067	-	-	1077	-	-
- Female	33	-	-	54	-	-
<b>Total Permanent workers</b>	869	869	100	817	612	74.91
- Male	866	866	100	814	609	74.82
- Female	3	3	100	3	3	100

8. Details of training given to employees and workers:

Category	FY' 2023-2024					FY 2022-2023				
	Total (A)	On Health and safety Measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Male	1211	560	46.2	265	21.9	1148	580	50.5	580	50.5
Female	41	15	36.6	36	87.8	57	26	45.6	26	45.6
<b>Total</b>	<b>1252</b>	<b>575</b>	<b>45.9</b>	<b>301</b>	<b>24.0</b>	<b>1205</b>	<b>606</b>	<b>50.3</b>	<b>606</b>	<b>50.3</b>
<b>Workers</b>										
Male	866	240	27.7	120	13.8	814	367	45.1	367	45.1
Female	3	-	-	-	-	3	-	-	-	-
<b>Total</b>	<b>869</b>	<b>240</b>	<b>27.6</b>	<b>120</b>	<b>13.8</b>	<b>817</b>	<b>367</b>	<b>44.9</b>	<b>367</b>	<b>44.9</b>

## 9. Details of performance and career development reviews of employees and worker:

Category	FY'2023-2024			FY' 2022-2023		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	1211	1211	100	1148	1148	100
Female	41	41	100	57	57	100
<b>Total</b>	<b>1252</b>	<b>1252</b>	<b>100</b>	<b>1205</b>	<b>1205</b>	<b>100</b>
<b>Workers</b>						
Male	NA			NA		
Female						
<b>Total</b>						

**10. Health and safety management system:**

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

**Yes**, A Health & Safety Management System (HSMS) is a structured approach to managing health and safety risks in the workplace. It typically involves several key components:

1. Policy and Planning: The Company has established a clear health and safety policy, setting objectives, and developing plans to achieve them.
2. Risk Assessment: Identifying potential hazards and assessing the risks associated with them by HIRA.
3. Controls and Procedures: Implementing measures to control risks, such as safe work procedures, engineering controls, and administrative controls.
4. Training and Education: Providing training and education to employees on health and safety topics relevant to their roles.
5. Emergency Preparedness: Developing plans and procedures to respond effectively to emergencies such as fires, chemical spills, or medical incidents.
6. Monitoring and Evaluation: Regularly monitoring and evaluating the effectiveness of the HSMS, including incident reporting and investigation processes.
7. Continuous Improvement: Continuously improving the HSMS based on lessons learned, feedback from employees, and changes in regulations or best practices.

Implementing an HSMS helps organizations create a safe and healthy work environment, reduce the risk of accidents and injuries, and comply with legal and regulatory requirements.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has in place systematic risk management process to identify and control all the hazards in manufacturing units, project sites etc. The Company's risk management process is applied through five steps (Identification, Assessment, Mitigation, Monitoring and Reporting) and all the construction engineers, design and planning engineers, production in charges are involved in risk assessments and the risk management process, All the identified risks and risk mitigation plans are required to be documented, approved and communicated to all relevant parts involved in the activity.

The Company is having certification of ISO 45001 for Occupational Health & Safety. To identify work-related hazards and assess risks on a routine and non-routine basis, entities can implement several processes:

1. Regular Inspections: Conduct regular inspections of the workplace to identify potential hazards, such as unsafe conditions or practices.
2. Risk Assessments: Perform comprehensive risk assessments for different tasks and activities to determine the level of risk involved.
3. Employee Involvement: Involve employees in hazard identification and risk assessment processes as they often have valuable insights into the day-to-day operations.
4. Documentation: Maintain records of identified hazards, risk assessments, and control measures implemented.
5. Training and Awareness: Provide training to employees on hazard recognition, risk assessment techniques, and appropriate control measures.
6. Incident Investigation: Investigate incidents and near misses to identify underlying hazards and areas for improvement.

7. Regulatory Compliance: Ensure compliance with relevant health and safety regulations and standards.
8. Continuous Improvement: Regularly review and update hazard identification and risk assessment processes to account for changes in the workplace or work practices.  
By incorporating these processes into their operations, entities can effectively identify work-related hazards and assess risks on both routine and non-routine bases.
- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)  
**Yes**, the Company has processes for workers to report work related hazards and to remove themselves from such risks. There are processes and mechanism whereby employees and workmen raise their safety related concerns both directly and anonymously and the Company is inclined to take action on the same, if required.  
As per ISO 45001 standard there is a provision of consultation & participation of the workmen. The Company conducts safety committee meeting on quarterly basis where workers are equally participating and raising their concern, if any. Apart from this there is a provision of safety suggestion which is routed through line in-charge where any worker can give their suggestion and it is taken care by their line in-charge including group of workers to resolve the issue, if any.
- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)  
**Yes**, medical centres and first aid facilities are available for both employees and workers. Moreover, employees & workers also have access to various benefits provided under ESI & EDLI coverage, as applicable.  
We are running health care services through Arogyam drive. In this service we provide concessional/free medical consultations for Allopathy & Homeopathy both for workers and their families also.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY' 2023-2024	FY' 2022-2023
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employee	-	-
	Worker	3.2	4.97
Total recordable work-related injuries	Employee	-	-
	Worker	40	62
No. of fatalities	Employee	-	-
	Worker	-	1
High consequence work-related injury or ill-health (excluding fatalities)	Employee	-	-
	Worker	1	-

\*including contract work force

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company's plants, facilities and manufacturing equipment are designed based on careful consideration of statutory and non-statutory requirements, for healthy and safety workplace, applicable Indian and International Standards. One of the key focus areas remains safety of employees and minimize the manual interfaces with machines. The health and safety management systems is based on ISO 45001, the International Standard for Occupational Health and safety. The Company has a systematic process for identification of work-related hazards.

The Company is having defined framework for implementing health and safety at workplace. i.e. Safety Training Management, Risk Assessment System, Emergency Preparedness Plan, Permit to Work system, Safety Performance Monitoring System, Accident/Incident Management System, Fire Safety Management System, PPEs Management System, Occupational Health Centre Management System, Employee Health Management System and Statutory and Legal Compliance

13. Number of Complaints on the following made by employees and workers:

	FY' 2023-2024			FY' 2022-2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	1	NIL	Complied	-	-	-

## 14. Assessments for the year:

	<b>% of plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
Health and safety practices	50
Working Conditions	50

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Internal reviews are conducted on a periodic basis. Corrective and preventive measures are taken based on the findings. Detailed investigations are carried out for all accidents to identify the root causes and to understand the measures required to prevent recurrence. Accidents, if any, and investigation findings with corrective and preventive measures are disseminated across the organisations to make all the employees and workers alert and stay safe.

### Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

The Company covers employees & workers under ESI & PF as per requirement of applicable Statute.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

At the time of processing invoice payments to contract labour supply agencies, the Company ensures that the agencies comply with their statutory compliance obligations, such as timely remitting payments for Provident Fund, ESI/ Workman Compensation Insurance, Professional Tax and Labour Welfare Fund, if applicable. To facilitate compliance, the Company withholds the agency's invoice payment partly until they have paid the relevant statutory compliance dues in accordance with the appropriate regulations. This procedure ensures that vendors/ contractors meet their legal requirements before receiving their payments, demonstrating our commitment of ensuring fulfilment of statutory payment requirements.

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	<b>Total no. of affected employees/ workers</b>		<b>No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment</b>	
	<b>FY'2023-2024</b>	<b>FY' 2022-2023</b>	<b>FY'2023-2024</b>	<b>FY' 2022-2023</b>
Employees	Nil	Nil	Nil	Nil
Workers	1	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

**Yes.** The Company continually invests in human capital development which includes building skills and capabilities that are contemporary while providing employees with a diversity of experiences. A noteworthy initiative of the Company can be marked in the creation of a 'Centre of Excellence' in collaboration with the premier University- BITS, Pilani, to promote academic study and research for industry-centric knowledge and skill up-gradation. These enhance the employability of the workforce and enable a smooth transition to alternate opportunities where sought. The Company provides the pension benefits for those members of staff who qualify. Workers are provided pension benefits covered under the relevant statute.

5. Details on assessment of value chain partners:

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Health and safety practices	<b>Nil</b> , we co-ordinate with our value chain partners for compliance to applicable health & safety
Working Conditions	practices & working condition.



- Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company's guidelines are shared with the value chain partners.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its Stakeholders.**

**Essential Indicators**

- Describe the processes for identifying key stakeholder groups of the entity.

The Company considers Stakeholders as an important and integral part of the Company. They are one amongst various key drivers of business viability and long term profitability.

The Company has mapped its major Internal and external stakeholders through a structured approach which includes Government and regulatory authorities, Employees, Customers, Local Communities, Investors & Shareholders, Suppliers, Trade Unions and NGOs, wherever required.

- List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether Identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	No	General meetings, investor calls etc.,	Event based	Transparency, disclosure
Local community	No	One to one meetings, various public hearings	Regular	Addressing concerns, seeking co-operation, taking care of health and safety issues
Suppliers	No	Email, meetings	On need basis	Mutual engagement, address concerns, exchange of ideas
Customers	No	Email, meetings, conferences	On need basis	Resolution of grievances, product promotion, exchange of ideas, interactive engagement
Industry Association	No	Conferences, Emails	Event based	Transparency, collective representation
Regulators	No	Letters, emails, conferences	Event based	Transparency, Disclosure, compliance, Constructive engagement
Employees	No	Annual meets, regular unit level interactions, annual appraisal, celebration of events	As and when required	Empathy, trainings, caring, addressing concerns, to encourage increased participation

### Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Board engages with the stakeholders through executives looking after the respective functions. The EDs and the senior management team of the Company regularly update the Board and various Board Committees on relevant issues. These updates are provided during the Board meetings and the Committee meetings.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

**Yes**, expert firm are consulted for identifying environmental related aspects. The stakeholder groups, especially the workmen and employees are consulted for identification of environmental and social issues. The Company conducts its operations keeping in mind the concerns of the communities around its plant operations based on the inputs and feedback received from community representatives and employees.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Various CSR activities undertaken by the company is testimony to its commitment to addressing the concerns of vulnerable stakeholder groups. The Company used to indulge in CSR activities even prior to introduction of CSR related provisions on mandatory basis.

### PRINCIPLE 5 Businesses should respect and promote human rights.

#### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY'2023-2024			FY'2022-2023		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	1100	520	47.27	1077	545	50.60
Other than permanent	152	50	32.89	128	58	45.31
<b>Total Employees</b>	<b>1252</b>	<b>570</b>	<b>45.53</b>	<b>1205</b>	<b>603</b>	<b>50.04</b>
<b>Workers</b>						
Permanent	866	240	27.62	817	367	44.92
Other than permanent	4967	1735	34.93	3639	1200	32.98
<b>Total Workers</b>	<b>5836</b>	<b>1975</b>	<b>33.84</b>	<b>4456</b>	<b>1567</b>	<b>35.17</b>

## 2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY'2023-2024					FY'2022-2023				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
<b>Permanent &amp; Other than Permanent</b>										
Male	1067	-	-	1067	100	1023	-	-	1023	100
Female	33	-	-	33	100	54	-	-	54	100
<b>Other than Permanent</b>										
Male	144	-	-	144	100	125	-	-	125	100
Female	8	-	-	8	100	3	-	-	3	100
<b>Workers</b>										
<b>Permanent</b>										
Male	866	-	-	866	100	814	-	-	814	100
Female	3	-	-	3	100	3	-	-	3	100
<b>Other than Permanent</b>										
Male	4961	All employees and contractors have been paid more than or equal to minimum wages in accordance with the laws where the Company operates.								
Female	6									

## 3. a. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/salary/ wages of respective category (₹)	Number	Median remuneration/salary/ wages of respective category (₹)
Board of Directors (BoD)	11	8,15,000	1	6,10,000
Key Managerial Personnel	2	63,03,926	-	-
Employees other than BoD and KMP	1204	4,12,164	41	3,46,584
Workers	866	3,34,620	3	3,02,016

## b. Gross wages paid to females:

	FY'2023-2024	FY'2022-2023
Gross wages paid to females as % of total wages	0.45	0.41

## 4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

**No.** The Company does not have a single focal point for addressing the human rights issues. However, the respective HR head is responsible for addressing the same. Any person who has any concerns relating to Human Rights can raise the concerns as per the detailed mechanism provided in the Whistle Blower Policy of the Company without fear of being retaliated or discriminated.

## 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company believes in diversity and inclusiveness that respects and promotes human rights. The Company has in place, a code of conduct policy to safeguard the rights of its employees, vendors and service providers across its businesses, which abides by the laws of country. The policies of the Company are in line with national standards and relevant international standards for its operation and business pursuits, taking into account the human rights of not only employees but also people likely to be affected by the operations of the Company. The internal policies of Company on code of conduct and CSR recognizes the key aspect of human rights which lays down the acceptable behaviour of the employees and provides for stringent disciplinary actions in case of violations of these policies.

## 6. Number of Complaints on the following made by employees and workers:

	FY'2023-2024			FY'2022-2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year.	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

## 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY'2023-2024	FY'2022-2023
i) Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
ii) Complaints on POSH as a % of female employees / workers	NIL	NIL
iii) Complaints on POSH upheld	NIL	NIL

## 8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has a Whistle Blower Policy wherein the employees report, without fear of retaliation, any wrong practices, unethical behaviour or non compliance which may have a detrimental effect on the organisation. Company is committed to a workplace free of harassment, including sexual harassment at workplace, and has zero tolerance for unacceptable conduct. The Company encourages reporting of any harassment concerns and is responsive to complaints about harassment or other unwelcome or offensive conduct. Internal Complaints Committee have been constituted to enquire into complaints of sexual harassment and to recommend appropriate action, wherever required.

9. Do human rights requirements form part of your business agreements and contracts? **(Yes/No)**

**Yes.** All the business agreement and contracts which are entered/to be entered into by the Company with any party include relevant clauses on the affirmation of applicable regulatory requirements which include human rights as well.

## 10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100% Internal assessment
Forced/involuntary labour	100% Internal assessment
Sexual harassment	100% Internal assessment
Discrimination at workplace	100% Internal assessment
Wages	100% Internal assessment
Others – human rights related issues	100% Internal assessment

## 11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No corrective action required. Currently, there are adequate systems in place to address the concerns that may arise, though unlikely, in future.

### Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints. **NA**
2. Details of the scope and coverage of any Human rights due-diligence conducted. **NA**
3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

**Yes.** The Company is committed to ensure that its premises and offices are accessible to everyone including visitors as per the requirement of Rights of Person with Disabilities Act, 2016. Wherever required, temporary or permanent ergonomic changes are made to ensure differently abled visitors do not face any challenge while accessing the Company's premises.

4. Details on assessment of value chain partners:

No assessment has been done by the Company for value chain partners. Currently the disclosures and information given by the value chain partners are relied upon.

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Sexual harassment	Nil
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above. **NA**

### PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

#### Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

<b>Parameter</b>	<b>FY'2023-2024 (GJ)</b>	<b>FY'2022-2023 (GJ)</b>
<b>From renewable sources</b>		
Total electricity consumption (A)	171.87	188.44
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	171.87	188.44
<b>From non-renewable sources</b>		
Total electricity consumption (D)	208300.53	217035.44
Total fuel consumption (E)	123911.16	64919.17
Energy consumption through other sources (F)	-	-
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>332211.69</b>	<b>281954.61</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>332383.56</b>	<b>282143.05</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)	<b>0.95</b>	<b>1.26</b>
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP)	<b>21.26</b>	<b>27.88</b>
<b>Energy intensity in terms of physical Output</b>	<b>FRS: 47.29</b> <b>(GJ per wagon)</b>	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**



2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. **None**
3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY'2023-2024	FY'2022-2023
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	145504.50	145504.50
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>145504.50</b>	<b>145504.50</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>145504.50</b>	<b>145504.50</b>
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	<b>0.41 KL per lakh</b>	<b>0.65 KL per lakh</b>
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP)	<b>9.30</b>	<b>14.38</b>
<b>Water intensity in terms of physical output</b>	<b>FRS: 20.70 (KL per wagon)</b>	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

4. Provide the following details related to water discharged:

Parameter	FY'2023-2024	FY'2022-2023
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(I) To Surface water		Not Estimated
No treatment	NA	
With treatment – please specify level of treatment	NA	
(ii) To Groundwater		
No treatment	145504.50	
With treatment – please specify level of treatment	NA	
(iii) To Seawater		
No treatment	NA	
With treatment – please specify level of treatment	NA	
(iv) Sent to third-parties		
No treatment	NA	
With treatment – please specify level of treatment	NA	
(v) Others		
No treatment	NA	
With treatment – please specify level of treatment	NA	
<b>Total water discharged (in kilolitres)</b>	<b>145504.50</b>	

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation. **NA**

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Units	FY'2023-2024	FY'2022-2023
NOx	µg/m <sup>3</sup>	58.56	Not Estimated
Sox	µg/m <sup>3</sup>	18.59	
Particulate matter (PM)	µg/m <sup>3</sup>	749.36	
Persistent organic pollutants (POP)	µg/m <sup>3</sup>	-	
Volatile organic compounds (VOC)	ppm	51.90	
Hazardous air pollutants (HAP)	ppm	-	
Others – please specify	NA	-	

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

**Not Available.** The Company is in the process of calculating the Scope 1 and Scope 2 GHG emissions.

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company is constantly taking initiatives to reduce the energy consumption that results in greenhouse gas emissions. In order to keep pace with sustainable best practices, energy efficient lighting solution (LED Lights) have been installed at all office premises and manufacturing unit. The Company is transitioning towards renewable energy sources and is in process of installing solar power system at its manufacturing units.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY'2023-2024	FY'2022-2023
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	36.91	0.72
E-waste (B)	36.36	0.08
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	0.17	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	Paint Drum - 1.38 Cotton Waste - 0.05	Paint Drum – 0.19 Cotton Waste - 0.11
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	Ferrous – 8532 Non-ferrous – 0.17	Non-ferrous – 0.09
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>8607.03</b>	<b>1.19</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations)	<b>0.03</b>	<b>0.00</b>
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP)	<b>0.55</b>	<b>0.00</b>
<b>Waste intensity in terms of physical output</b>	<b>1.23</b>	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

Parameter	FY'2023-2024	FY'2022-2023
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
Category of waste		
(i) Recycled	8532	-
(ii) Re-used	36	-
(iii) Other recovery operations	-	-
<b>Total</b>	<b>8568</b>	<b>-</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
Category of waste		
(I) Incineration	1.20	-
(ii) Landfilling	-	-
(iii) Other disposal operations	36.27	-
<b>Total *</b>	<b>37.47</b>	<b>-</b>

\* Through authorized agencies of West Bengal Pollution Control Board

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

It is the Company's endeavour to continually look for ways to reduce waste. The Company is disposing wastes through authorized agencies of West Bengal Pollution Control Board.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S.No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
NA			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment Protection Act and Rules thereunder (Y/N/NA). If not, provide details of all such non-compliances, in the following format: **YES**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA				

### Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

- i. Name of the area: **NA**
- ii. Nature of Operations: **NA**
- iii. Water withdrawal, consumption and discharge in the following format: **NA**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

2. Please provide details of total Scope 3 emissions & its intensity, in the following format: **NA**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

- 3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities. **None**
- 4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Nil			

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The business continuity plans are integrated in the Company's Risk Management Policy which guides for risk mitigation and continuing business processes in case of uncertainties.

- 6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard. **No**
- 7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. **NA**

## PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

### Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations. **6**  
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/International)
1	The Bengal Chamber of Commerce and Industry	State
2	Confederation of Indian Industries	National
3	Indian Institute of Foundrymen	National
4	Engineering Export Promotion Council of India	National
5	Indian Chamber of Commerce	National
6	International Chamber of Commerce	International

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
No adverse order was received by the Company from regulatory authorities during the financial 2023-2024. Hence, no corrective action was required to be taken.		

### Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/Half yearly/ Quarterly / Others – please specify)	Web Link, if available
NIL					

## PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

**None**, since nature of business operation of the Company does not require any such steps to be undertaken.

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NIL						



3. Describe the mechanisms to receive and redress grievances of the community.

Grievance Redressal Mechanism is an important aspect of assuring the Company's strong relation with the community as it provides social license to operate and execute the community initiatives projects. As part of the Company's grievance Redressal mechanism, The Company proactively meets the community representatives and marginal stakeholders. The Company have deployed local employees who regularly visit the community and interact with people to gauge and address community concerns. If any issue, which stands unresolved or needs management intervention, stands escalated to the respective business heads and resolved accordingly.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY'2023-2024	FY'2022-2023
Directly sourced from MSMEs/ small producers	The Company is in the process of setting up system to collate data.	
Sourced directly from within the district and neighboring districts		

5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

	FY'2023-2024 (%)	FY'2022-2023 (%)
Rural	7.21	Not Estimated
Semi-urban	-	
Urban	52.47	
Metropolitan	40.32	

**Leadership Indicators**

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
None	NA

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
		-	

- 3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) **Yes**
- (b) From which marginalized /vulnerable groups do you procure? **MSMEs, local vendors**
- (c) What percentage of total procurement (by value) does it constitute: **NA**
- 4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: **NA**
- 5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved. **None**

Name of authority	Brief of the Case	Corrective action taken
	NA	

## 6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Health	254	55% (approx)
2.	Education	744	75% (approx)

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.****Essential Indicators**

## 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company treats customer complaints with utmost importance and believe that it needs to be agile, transparent and solution-oriented to resolve them efficiently and satisfactorily. There's an effective compliant handling procedure that facilitates prompt logging, investigation, resolution and closure. It is ensured that all the complaints are closed to the fullest customer satisfaction. The Company grants right to information to its customers. It is ensured that product information provides adequate information relating to safety, operation and maintenance of the products created/services provided to its customers.

To understand customers better, the Company follows several modes of engagement such as customer's surveys, direct feedback, visits by manager's/ plant personnel and production facilities visit organised for customers. The Company also conducts one-to-one meetings with customers in order to enable efficient communication and redressal of customer's grievances, if any.

## 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable as the Company does not have specific consumer product or product range.
Safe and responsible usage	
Recycling and/or safe disposal	

## 3. Number of consumer complaints in respect of the following:

	FY'2023-2024		Remarks	FY'2022-2023		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	NA	Nil	Nil	NA
Advertising	Nil	Nil	NA	Nil	Nil	NA
Cyber-security	Nil	Nil	NA	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA	Nil	Nil	NA
Restrictive Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Unfair Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Other	Nil	Nil	NA	Nil	Nil	NA

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

**Yes**, the Company has a policy on cyber security and risk related to data privacy, which is available on the Company's website at [www.texmaco.in](http://www.texmaco.in).

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services. **None**

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches along-with impact: **NIL**
- b. Percentage of data breaches involving personally identifiable information of customers: **NIL**
- c. Impact, if any, of the data breaches: **NA**

**Leadership Indicator**

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

**The information relating to work and businesses are available on the Company's website at [www.texmaco.in](http://www.texmaco.in).**

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services. **NA**

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services. **NA**

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No). **NA**

# Independent Auditor's Report

To  
The Members of  
**TEXMACO RAIL & ENGINEERING LIMITED**

## Report on the Audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying standalone financial statements of **TEXMACO RAIL & ENGINEERING LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity and notes to the financial statements for the year then ended on that date including a summary of material accounting policies and other explanatory information (herein after referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### 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 period. 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 key audit matters to be communicated in our report.

Key Audit Matter	Procedures Performed
<p><b>Revenue Recognition for long term projects</b></p> <p>The Company's significant portion of business is undertaken through long term engineering, procurement and construction contracts. Revenue from these contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers. Due to the nature of the contracts, revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, identification of contractual obligations and the Company's rights to receive payments for performance completed till date, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts/ onerous obligations. Accuracy of revenues and onerous obligations, profits may deviate significantly on account of change in judgements and estimates.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>● We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115 - Revenue from Contracts with Customers.</li> <li>● We identified and tested controls related to revenue recognition and our audit procedure focused on determination of progress of completion, recording of costs incurred and estimation of costs to complete the remaining contract obligations through inspection of evidence of performance of these controls.</li> <li>● We tested on a sample basis, and inspected the underlying customer contracts, performed retrospective review of costs incurred with estimated costs to identify significant variations and assessed whether those variations were considered in estimating the remaining costs to complete and consequential determination of stage of completion, which formed the basis of revenue recognition under the input method. We reviewed the management's evaluation process to recognize revenue over a period of time, the status of completion for projects and total cost estimates. We analysed the forecast of sample contracts arising from contract modifications and current ongoing negotiations and settlements that may impair the profitability of such contracts as well as the collectability of such contracts by reference to the recent credit review assessment of the customer prepared by management.</li> <li>● We inspected contracts with exceptions including contracts with low or negative margins, loss making contracts, contracts with significant changes in planned cost estimates, probable penalties due to delay in contract execution and significant overdue net receivable positions for contracts with marginal or no movement to determine the level of provisioning required.</li> </ul> <p>We assessed that the contractual positions and revenue for the year were presented and disclosed in the financial statements.</p>
<p><b>Contingent Liabilities</b></p> <p>The Company operates in a complex tax environment and is required to discharge direct and indirect tax obligations under various legislations such as Income Tax Act, 1961, the Finance Act, 1994, Goods and Services Tax Acts and VAT Acts of various states.</p> <p>The tax authorities under these legislations have raised certain tax demands on the Company in respect of the past periods. The Company has disputed such demands and has appealed against them at appropriate forums. As at March 31, 2024 the Company</p>	<p><b>Principal Audit Procedures</b></p> <p>In assessing the exposure of the Company for the tax litigations, we have performed the following procedures:</p> <ul style="list-style-type: none"> <li>● Obtained an understanding of the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax / legal experts (as applicable);</li> </ul>



Key Audit Matter	Procedures Performed
<p>has an amount of Rs. 20582.07 Lakhs involved in various pending tax litigations.</p> <p>Ind AS 37 requires the Company to perform an assessment of the probability of economic outflow on account of such disputed tax matters and determine whether any particular obligation needs to be recorded as a provision in the books of account or to be disclosed as a contingent liability. Considering the significant degree of judgement applied by the management in making such assessments and the resultant impact on the financial statements, we have considered it to be an area of significance for our audit.</p>	<ul style="list-style-type: none"> <li>● Assessed the processes and entity level controls established by the Company to ensure completeness of information with respect to tax litigations;</li> <li>● Along with our tax experts, we undertook the following procedures:</li> <li>● Reading communications with relevant tax authorities including notices, demands, orders, etc., relevant to the ending litigations, as made available to us by the management;</li> <li>● Testing the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company;</li> <li>● Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts (wherever applicable) which form the basis for management's assessment;</li> <li>● Assessed the positions taken by the management in the light of the aforesaid information and based on the examination of the matters by our tax experts.</li> <li>● Read the disclosures included in the financial statements in accordance with Ind AS 37.</li> </ul>

#### Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Business Responsibility Report, Corporate Governance and Shareholders' Information but does not include the standalone financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.
5. Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information 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.
7. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.

#### Management's Responsibility for the Standalone Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the financial statements, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

10. The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the 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 financial statements.
12. 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 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.
  - Obtained 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 company has adequate internal financial controls system 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when 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.
16. 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 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 financial statements.

### Report on Other Legal and Regulatory Requirements

17. 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.
18. 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 the matters stated in the paragraph 18 (i)(f) below on reporting under Rule 11(g).
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income) and the Cash Flow Statement, Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) The adverse remark relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 18 (b) above on reporting under Section 143(3)(b) and paragraph 18 (i)(f) below on reporting under Rule 11(g).
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanations given to us and the records of the company examined by us, the total managerial remuneration paid as reflected in the financial statements for the year ended 31st March 2024 is in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act, as applicable.

- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 1.36 of the standalone financial statements.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d. (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other

persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) The Company has neither declared nor paid any interim dividend during the year.
- (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- f. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which does not have a feature of recording audit trail (edit log) facility. However, as per the information and explanations given to us and described in note no 1.45(a) to the financial statements, the accounting software does not allow editing or deletion of transactions and therefore the transactions cannot be tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For L. B. Jha & Co.**  
Chartered Accountants  
Firm Registration No: 301088E

**(Ranjan Singh)**  
Partner  
Membership No. 305423  
UDIN: 24305423BKEHUP8797

Place: Kolkata  
Date: 16th May, 2024

**ANNEXURE- A: TO THE INDEPENDENT AUDITOR'S REPORT to the Members of TEXMACO RAIL & ENGINEERING LIMITED**

[Referred to in paragraph 17 of the Auditors' Report of even date]

- (l) (a)(A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, the company has a system of verifying all its major Property, Plant & Equipment over a period of three years. The Property, Plant and Equipment so scheduled for verification during this year have been physically verified. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.
- (c) According to the information and explanations given to us and the records of the Company examined by us, the title deeds of the immovable properties of the Company are held in the name of the Company except the immovable properties which were owned by companies demerged/ merged with the Company under the scheme of arrangements approved by the appropriate authorities which are still held in the name of the erstwhile companies. Details of these companies are given below.

Particulars	Description of item of property	Gross carrying value (₹ in lakhs)	Year in Service	Title deeds held in name of	Title Deed Holder	Year since Property held	Reason for not being held in the name of the company
Property, Plant & Equipment	<b>Land</b>						
	i) Belgharia & Agarpara	456.92	Since 1944	Textile Machinery Corporation Ltd. Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1944	Held in the name of pre-demerged entity.
	ii) Sodepur	56.16	1999	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1999 & 2000	
	iii) Panihati	835.13	2006		Promoter	2006	
	<b>Building</b>						
	i) Flat no. 6A, Mandeville court, 1-D, Mandeville Garden, Kolkata-700019. Area - 1333 Sq. Ft.	14.86	2000	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2000	Held in the name of pre-demerged entity.
ii) Flat no.4H, 6, Hastings Park Road, Kolkata-700027. Area -1237 Sq.Ft.	2.1	2001	Promoter		2001		
iii) Flat at 1st Floor, 1/115, Gariahat Road, Kolkata-700068 Area -1318 Sq Ft.	14.59	2007	Promoter		2007		
Investment Property	<b>Land</b>						
	i) Sodepur	35.32	2020	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2020	Held in the name of pre-demerged entity.

- (d) According to the information and explanations given to us and the records of the company examined by us, the Company has not revalued any of its Property, Plant and Equipment or Intangible assets during the year.
- (e) According to the information and explanations given to us no proceeding has been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not

material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.

- (b) According to the information and explanations given to us and the records of the company examined by us, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) (a) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has granted unsecured loans to subsidiaries and associate companies, which are parties covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of these loans in our opinion are not prima-facie prejudicial to the interests of the Company.

(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to subsidiaries and associates are given as follows –

Relationship with the Company	Aggregate amount given during the year (₹ in Lakhs) (excluding interest)	Balance outstanding at the balance sheet data (₹ in Lakhs) (excluding interest)
Subsidiary	1.00	1.00
Associate	6.16	304.81

- (B) The Company has not granted any unsecured loans or provided any security or guarantees to any parties other than subsidiary companies, joint ventures and its associates. Hence Reporting under this clause is not applicable
- (b) As the Company is charging interest against these loans; the terms and conditions of these loans in our opinion are not prima-facie prejudicial to the interests of the Company. However, since two of the subsidiary companies are yet to start their operation, interest from these companies against the outstanding loan are not yet received.
- (c) There is no stipulation regarding recovery of loans as these loans are repayable on demand.
- (d) The aforesaid loans being repayable on demand, there is no amount overdue for more than ninety days in respect of recovery of principal and interest of the above loans.
- (e) Since all the above loans are repayable on demand, reporting under this clause is not applicable.
- (f) According to information and explanation given to us and records of the Company examined by us, details of loans repayable on demands are as per below given

(₹ in lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	-	-	7.16
- Agreement does not specify any terms or period of repayment (B)	-	-	
<b>Total (A+B)</b>	<b>-</b>	<b>-</b>	<b>7.16</b>
Percentage of loans/ advances in nature of loans to the total loans	-	-	100%

- iv. According to the information and explanations given to us and the records of the Company examined by us, the provisions of section 185 and 186 of the Companies Act, 2013, have been complied with in respect of loans, investments guarantees and securities given by the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under. Further, no orders have been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal which could impact the Company.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and

records have been made and maintained. We have not, however, carried out any detailed examination of such records and accounts.

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and services tax, cess and any other statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Customs, Central Excise, Service Tax, Entry Tax, Income Tax and Value Added Tax as at 31st March 2024 which have not been deposited on account of a dispute are as follows:



Name of the statute	Nature	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Customs Act, 1962	Custom	111.67	01/12/1998 to 30/06/2000	Commissioner CE.
The Central Excise Act, 1944	Excise	72.27	1986-87 to 2013-14	Appeal filed before the CESTAT
The Central Excise Act, 1944	Excise	162.35	1986-87 to 2013-14	The Assistant Commissioner of Central GST & CX
The Central Excise Act, 1944	Excise	1,008.91	1995-96 to 2007-08	Supreme Court
Finance (Service Tax) Act, 1994	Service Tax	25.69	26-03-2018	Commissioner (Appeal), KOL
Value Added Tax Act	Vat	197.17	2003-04 to 2005-06	Addl. Commissioner
Value Added Tax Act	Vat	4,578.23	2008-09 to 2011-12	Appellate and Revisional Board.
Value Added Tax Act	Vat	2,236.81	2011-12 to 2015-16	West Bengal Taxation Tribunal.
Central Sales Tax Act	CST	157.09	2003-04 to 2014-15	Addl. Commissioner
Central Sales Tax Act	CST	1,312.44	2006-07 to 2013-14	Appellate and Revisional Board.
Maharashtra Value Added Tax Act 2002	Sales Tax	362.78	2012-13 to 2013-14	Dy. Commissioner of Sales, Tax Mumbai
Odisha VAT ACT 2004	Sales Tax	6.51	2013-14 to 2016-17	Sales Tax, Bhubaneshwar-III Circle
West Bengal Value Added Tax Act, 2003	Sales Tax	75.25	2012-13	Senior Joint Commissioner, Commercial Taxes, Kolkata South Circle
West Bengal Value Added Tax Act, 2003	Sales Tax	15.75	2014-15	Deputy Commissioner, Commercial Taxes, Ballygunge Charge, Kolkata
The West Bengal VAT Act, 2003	Vat	12.63	AY 2012-13	Appellate Authorities, West Bengal
MP VAT Act, 2002	Entry Tax	2.53	AY 2009-10	Appellate Authorities, Bhopal
Value Added Tax Act	Vat	33.03	AY 2009-10 and AY 2015-16	Appellate Authorities, Bhopal
Value Added Tax Act	Vat	3.13	AY 2009-10	Second Appellate Authorities, Bhopal
Value Added Tax Act	Vat	442.74	AY 2016-17 and 2017-18	West Bengal Taxation Tribunal
Value Added Tax Act	Vat	95.78	2021-22	Section 11 of U P Trade Tax Act
Value Added Tax Act	Vat	49.64	FY 2015-17	Assistant Commissioner, Raipur
Tamil Nadu VAT Act, 2006	Sales Tax	175.39	AY 2010-11 to 2012-13	Commercial Tax officer (Enforcement) Group-1, Office of the Asst. Commissioner (CT) (Enforcement) Cuddalore
Goods and Services Tax Act	Service Tax	11.10	Oct 16 to June 17	Deputy Commissioner, East – II, Division CGST, Gurugram
Goods and Services Tax Act	Service Tax	391.49	FY 2017-19	High Court
Goods and Services Tax Act	Service Tax	7.34	FY 2018-20	Superintendent Jurisdiction & CX Range - Chakradharpur
Goods and Services Tax Act	Service Tax	44.76	FY 2017-18	Assistant Commissioner, Circle-E, Kota
Goods and Services Tax Act	Service Tax	127.70	FY 2018-19	Assistant Commissioner Sangrur: Patiala
Goods and Services Tax Act	Service Tax	62.01	FY 2019-20	Assistant Commissioner of State Tax, Sangrur
Goods and Services Tax Act	Service Tax	171.98	Fy 2018-19	Assistant Commissioner of Commercial Taxes Local Goods and Service Tax office
Goods and Services Tax Act	Service Tax	12.42	01/05/2008 to 31/10/2008	Assistant Commissioner DGSTO-2, Bengaluru Jurisdiction: DGSTO-2

Name of the statute	Nature	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Goods and Services Tax Act	Service Tax	53.45	2017-23	Appellate Authority, West Bengal
Goods and Services Tax Act	Service Tax	21.37	2015-18	Assistant Commissioner, GST
Goods and Services Tax Act	Service Tax	318.00	2017-18	Appellate Authority, Himachal Pradesh
Goods and Services Tax Act	Service Tax	5,734.46	2005 - 2011	Calcutta High Court, West Bengal
Goods and Services Tax Act	Service Tax	193.90	2018-19	The Deputy Commissioner, Rajasthan
Goods and Services Tax Act	Service Tax	222.15	2017-22	The Deputy Commissioner, Maharashtra
Goods and Services Tax Act	Service Tax	25.96	2018-19	The Asst. Commissioner, Maharashtra
Goods and Services Tax Act	Service Tax	28.33	2018-19	State Tax Officer, CT & GST Circle, Bhubaneswar-III
Goods and Services Tax Act	Service Tax	82.86	2017-18	Sales Tax Officer Class -II, AVATO, Ward 68, Zone 3, Delhi
Goods and Services Tax Act	Service Tax	1,520.33	2018-2019 2019-2020 2020-2021	Additional Commissioner, CGST, Noida
Goods and Services Tax Act	Service Tax	1.43	2019-21	State Tax Officer-2 unit 84 Junagarh
Goods and Services Tax Act	Service Tax	53.64	2019-20	Excise and Taxation officer Gurgaon East ward 8 Haryana
Central Sales Tax Act	Sales Tax	79.92	2017-18	Assistant Commissioner Sales Tax
Finance (Service Tax) Act, 1994	Service Tax	7.11	FY 2014-18 (Oct.2014 Onwards to June 17)	Assessment Commissioner Raipur
The Customs Act,1986	Custom	75.99	2020-21	Commissioner of Customs (Appeals)
Income Tax Act,1961	Payment made through bank account in the name of Employee	161.74	2010-2014	CIT(Appeal)
Income Tax Act,1961	Disallowance of non-genuine purchase	4.27	2009-10	Commissioner of Income Tax (appeal)
Income Tax Act, 1961	Income Tax	30.57	AY 2009-10	High Court, Bombay
	<b>Total</b>	<b>20,582.07</b>		

viii There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or in the payment of interest to lenders during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanations given to us the Company has applied the term loans for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) According to the information and explanations given to us the Company has not taken any funds from any entity or person on account of or to meet the obligations its subsidiaries, associates or joint ventures, hence reporting under this clause is not applicable.

- (f) According to the information and explanations given to us the Company has not raised loans during the year on the pledge of securities held in its any subsidiaries, associates or joint ventures, hence reporting under this clause is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under this clause is not applicable.
- (b) The Company has made preferential allotment of shares during the year under audit. According to the information and explanation given to us and the records of the company examined by us, the company has complied with the requirements of section 42 of the Act in this regard and in our opinion, on an overall basis, the funds thus raised have been applied for the purposes these were raised.
- xi. (a) During the course of our examination of the books, records and Minutes of the Board and Committees of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us and the records of the Company examined by us, the Company has not received any complaints from any whistle-blower during the year (and up to the date of this report) and hence reporting under this clause is not applicable.
- xii. The Company is not a Nidhi Company and hence reporting under this clause is not applicable.
- xiii. According to the information and explanations given to us and the records of the Company examined by us, the company has complied with the requirements of sections 177 and 188 of the Act with respect to its transactions with the related parties. Pursuant to the requirement of the applicable Accounting Standard, details of the related party transactions have been disclosed in Note 1.40 of the standalone financial statements for the year under audit.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a)&(b) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clauses 3(xvi)(a) & (b) is not applicable.
- (c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and hence reporting under this clause is not applicable.
- xvii. The Company has not incurred cash losses during the current and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating that 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. (a)&(b) According to information and explanation given to us and records of the Company examined by us, there is no fund lying unspent, hence reporting under clause 3(XX) (a) & (b) is not applicable.
- xxi. According to information and explanation given to us, and based on reports of components auditors there has been no qualification or adverse report in CARO 2020 in any of the subsidiary, associate and joint venture.

**For L. B. Jha & Co.**

Chartered Accountants  
Firm Registration No: 301088E

**(Ranjan Singh)**

Partner

Membership No: 305423  
UDIN: 24305423BKEHUP8797

Place: Kolkata  
Date: 16th May, 2024

**ANNEXURE- B TO THE INDEPENDENT AUDITOR'S REPORT to the Members of TEXMACO RAIL & ENGINEERING LIMITED**  
[Referred to in paragraph 18 (f) of the Independent Auditor's Report of even date]

**Report on the Internal Financial Control under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of **Texmaco Rail & Engineering Limited** ("the Company") as of 31st March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Control**

2. The Company's management is responsible for establishing and maintaining internal financial control 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 Companies Act, 2013.

**Auditors' Responsibility**

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

controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material Weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.

5. 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 over financial reporting.

**Meaning of Internal Financial Control over Financial Reporting**

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that
  - a) Pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - b) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorization of management and directors of company; and
  - c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Control over Financial Reporting**

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

**Opinion**

8. In our opinion, the Company has, in all material respect, an adequate internal financial controls system over financial

reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2024, 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 Control Over Financial Reporting, issued by ICAI.

**For L.B. Jha & Co.**

Chartered Accountants  
(Registration number: 301088E)

**(Ranjan Singh)**

Place: Kolkata  
Date: 16th May, 2024

Partner  
Membership number 305423  
UDIN: 24305423BKEHUP8797

# Balance Sheet

as at 31st March, 2024

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
<b>I ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant & Equipment	1.01	36,707.99	33,669.59
(b) Right-of-Use Assets	1.02a	444.75	194.85
(c) Capital work-in-progress	1.02b	2,124.17	928.45
(d) Investment Property	1.02c	2,714.30	2,804.11
(e) Other Intangible Assets	1.03	28.77	46.20
(f) Financial Assets			
(i) Investments	1.04	11,730.54	9,231.82
(ii) Bank Balance	1.05	4,288.00	3,379.14
(iii) Others	1.06	796.41	740.29
(g) Deferred Tax Assets (Net)	1.07	2,206.37	5,992.80
(h) Other Non Current Assets	1.08	1,889.92	1,221.72
		<b>62,931.22</b>	<b>58,208.97</b>
<b>(2) Current Assets</b>			
(a) Inventories	1.09	72,364.65	67,627.21
(b) Financial Assets			
(i) Investments	1.10	29,037.71	17.60
(ii) Trade Receivables	1.11	88,247.54	78,489.32
(iii) Cash & cash equivalents	1.12	2,689.62	3,043.28
(iv) Bank balances other than (iii) above	1.13	38,053.16	12,224.81
(v) Loans	1.14	3,606.33	3,454.15
(vi) Others	1.14a	2,764.86	1,270.25
(c) Current Tax Assets (Net)	1.15	1,789.57	5,745.02
(d) Other Current Assets	1.16	1,12,513.48	1,03,968.71
		<b>3,51,066.92</b>	<b>2,75,840.35</b>
		<b>4,13,998.14</b>	<b>3,34,049.32</b>
<b>TOTAL ASSETS</b>			
<b>II EQUITY AND LIABILITIES:</b>			
<b>1 Equity</b>			
(a) Equity Share capital	1.17	3,994.67	3,218.70
(b) Other Equity	1.18	2,44,564.76	1,31,314.52
<b>2 Non-Current Liabilities :</b>			
(a) Financial Liabilities			
(i) Borrowings	1.19	24,171.62	16,359.44
(ii) Lease liabilities	1.19a	100.65	119.66
(b) Provisions	1.20	897.83	878.57
(c) Other non current liabilities	1.21	7,005.80	9,023.59
		<b>32,175.90</b>	<b>26,381.26</b>
<b>3 Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	1.22	38,800.15	81,890.23
(ii) Lease liabilities	1.22a	37.26	30.70
(iii) Trade Payables	1.23		
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		67,550.54	56,828.93
(iv) Other financial liabilities	1.24	2,462.71	3,585.65
(b) Other current liabilities	1.25	21,727.82	28,933.34
(c) Provisions	1.26	2,684.33	1,865.99
		<b>1,33,262.81</b>	<b>1,73,134.84</b>
		<b>4,13,998.14</b>	<b>3,34,049.32</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			
Material Accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements  
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

## Ranjan Singh

Partner

Membership No.305423

F2/2, Gillander House

8, Netaji Subhas Road

Kolkata- 700 001

Dated: 16th May, 2024

**K. K. Rajgaria**

Company Secretary

**Hemant Bhuwania**

C.F.O

## Directors

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay



## Statement of Profit and Loss for the year ended 31st March, 2024

(₹ in Lakhs)

Particulars	Note No.	Year Ended 31.03.2024	Year Ended 31.03.2023
I Revenue from operations	1.27	3,50,287.01	2,24,327.74
II Other Income	1.28	8,443.65	3,777.19
<b>III Total Income</b>		<b>3,58,730.66</b>	<b>2,28,104.93</b>
<b>IV EXPENSES</b>			
Cost of materials consumed	1.29	2,68,008.31	1,73,909.24
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	1.30	(1,451.00)	(12,324.51)
Employee benefits expense	1.31	13,878.59	13,005.71
Finance costs	1.32	13,266.45	11,617.40
Depreciation and amortization expenses	1.33	3,518.73	3,502.91
Other expenses	1.34	43,639.41	35,522.52
<b>Total expenses</b>		<b>3,40,860.49</b>	<b>2,25,233.27</b>
<b>V Profit/ (loss) before tax</b>		17,870.17	2,871.66
<b>VI Exceptional items</b>		-	-
<b>VII Profit(loss) before tax</b>		<b>17,870.17</b>	<b>2,871.66</b>
<b>VIII Tax Expenses</b>			
a) Current Tax		2,804.00	-
b) MAT Credit Entitlement		(1,357.00)	(46.08)
c) Deferred Tax		5,143.11	934.08
d) Income Tax Paid Related to Earlier Years		11.05	-
		<b>6,601.16</b>	<b>888.00</b>
<b>IX Profit/(loss) for the year</b>		<b>11,269.01</b>	<b>1,983.66</b>
<b>X Other comprehensive income</b>	<b>1.35</b>		
A (i) Items that will not be reclassified to profit or loss		105.24	(47.99)
B (ii) Items that will be reclassified to profit or loss		24.52	259.38
		<b>129.76</b>	<b>211.39</b>
<b>XI Total Comprehensive Income for the year</b>		<b>11,398.77</b>	<b>2,195.05</b>
<b>XII Earnings per equity share (face value of ₹1 each)</b>	<b>1.41</b>		
1) Basic		3.28	0.62
2) Diluted		3.28	0.62
Material Accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements  
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**  
Chartered Accountants  
Firm Registration No: 301088E

**Ranjan Singh**  
Partner  
Membership No.305423  
F2/2, Gillander House  
8, Netaji Subhas Road  
Kolkata- 700 001  
Dated: 16th May, 2024

**K. K. Rajgaria**  
Company Secretary

**Hemant Bhuwania**  
C.F.O

**Directors**  
S.K.Poddar  
Utsav Parekh  
Indrajit Mookerjee  
Sudipta Mukherjee  
A.K.Vijay

# Statement of Cash Flow

 for the year ended 31st March, 2024

(₹ in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>A) Cash Flows from Operating Activities:</b>		
Net Profit before Taxation & Exceptional Items	17870.17	2871.66
Adjustments for:		
Depreciation & Amortization	3,518.73	3,502.91
Interest Paid	13,266.45	11,617.40
Bad Debt Written off	1,380.94	497.77
Provision and Excess Liabilities Written Back / Off (Net)	(5.45)	(1.94)
Interest Received	(3,403.15)	(1,672.35)
Income From Investments	(99.47)	(99.28)
Profit on Sale Of Investments-Current (Net)	(170.30)	-
Gain on Fair Value of Bonds / Mutual Funds	(218.65)	(0.90)
Loss / (Profit) on Sale of Property, Plant and Equipment (Net)	(19.71)	(22.08)
	<b>14,249.39</b>	<b>13,821.53</b>
<b>Operating Profit before Working Capital Changes &amp; Exceptional Items</b>	<b>32,119.56</b>	<b>16,693.19</b>
(Increase) / Decrease in Trade & Other Receivables	(20,948.93)	(33,705.44)
(Increase) / Decrease in Inventories	(4,737.44)	(31,523.31)
Increase / (Decrease) in Trade Payables & Other Liabilities	1,746.72	38,461.56
	<b>(23,939.65)</b>	<b>(26,767.19)</b>
<b>Cash Generated from Operations</b>	<b>8,179.91</b>	<b>(10,074.00)</b>
Direct Taxes (Paid) / Received	1,140.72	(529.65)
Cash Flow before Exceptional Items	<b>9,320.63</b>	<b>(10,603.65)</b>
Exceptional Items	-	-
<b>Net Cash generated from / (used in) Operating Activities</b>	<b>9,320.63</b>	<b>(10,603.65)</b>
<b>B) Cash Flows From Investing Activities</b>		
Sale / (Purchase) of Property, Plant & Equipment	(8,092.35)	(5,274.37)
(Purchase) / Sale of Investments (Net)	(31,030.60)	(2,145.11)
Bank Deposits (includes having original maturity more than three months)	(26,737.21)	(2,533.84)
Interest Received	2,758.22	2,245.90
Dividend Received	99.47	99.28
	<b>(63,002.47)</b>	<b>(7,608.14)</b>
<b>C) Cash Flows From Financing Activities</b>		
Receipt / (Payment) of Long Term Borrowings	7,812.18	11,593.63
Receipt / (Payment) of Short Term Borrowings	(43,090.08)	15,676.19
Increase in Share Capital	775.97	-
Increase in Securities Premium	1,02,334.28	-
Repayment of Lease Liability	(262.35)	(1.14)
Interest Paid	(13,784.59)	(11,511.15)
Dividend Paid	(481.75)	(323.55)
	<b>53,303.66</b>	<b>15,433.98</b>
<b>D) Changes in Foreign Currency Translation arising from Foreign Operations</b>	24.52	259.38
Net Decrease in Cash and Cash Equivalents	(353.66)	(2,518.43)
Cash and cash equivalents at the beginning of the period	3,043.28	5,561.71
Cash and cash equivalents at the end of the period	2,689.62	3,043.28
<b>Note:</b>		
(1) Details of cash and equivalents as on		
Balances with banks		
Current Accounts	2,633.64	2,989.90
Cheques on hand	-	0.06
Cash on hand	55.98	53.32
	<b>2,689.62</b>	<b>3,043.28</b>

Note: Above Cash Flow Statement has been prepared under the "Indirect Method" as set out in AS-7 (Statement of Cash Flow)

In terms of our Report of even date attached herewith.

 For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

**Ranjan Singh**

Partner

Membership No.305423

F2/2, Gillander House

8, Netaji Subhas Road

Kolkata- 700 001

Dated: 16th May, 2024

**K. K. Rajgaria**

Company Secretary

**Hemant Bhuwania**

C.F.O

**Directors**

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay

## Statement of Changes in Equity for the year ended 31st March, 2024

### a. Equity Share Capital

(₹ in lakhs)

Particulars	Issued, Subscribed & Paid up Capital
<b>Balance as at 01.04.2022</b>	<b>3,218.70</b>
Add: Change in Equity Share Capital during the year	-
<b>Balance as at 31.03.2023</b>	<b>3,218.70</b>
Add: Change in Equity Share Capital during the year	775.97
<b>Balance as at 31.03.2024</b>	<b>3,994.67</b>

### b. Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus					Other Comprehensive Income		Total
	Capital Reserve	Securities Premium Account	General Reserve	Share Option Outstanding Account	Retained Earnings	Equity instruments/retained benefits/income in Associates and Joint Ventures through other comprehensive income	Exchange differences on translating the financial statements of a foreign operation	
<b>Balance as at 1st April, 2022</b>	<b>1,626.60</b>	<b>62,977.60</b>	<b>47,620.92</b>	<b>1,184.38</b>	<b>16,043.57</b>	<b>88.98</b>	<b>(100.71)</b>	<b>1,29,441.34</b>
Income for the year	-	-	-	-	1,983.66	-	-	1,983.66
Other Comprehensive Income for the year	-	-	-	-	-	(31.68)	259.38	227.70
Dividend on Equity Shares	-	-	-	-	(321.87)	-	-	(321.87)
Remeasurement of the net defined benefit plan	-	-	-	-	-	-	-	-
Realised Profit on sale of equity shares transferred from equity instrument through other comprehensive income	-	-	-	-	-	(16.31)	-	(16.31)
Transfer to / from retained earnings	-	-	-	-	(16.31)	16.31	-	-
Transfer to / from General Reserve	-	-	200.00	-	(200.00)	-	-	-
Transfer to/from Share Option Outstanding Account	-	-	1,184.38	(1,184.38)	-	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>1,626.60</b>	<b>62,977.60</b>	<b>49,005.30</b>	<b>-</b>	<b>17,489.05</b>	<b>57.30</b>	<b>158.67</b>	<b>1,31,314.52</b>
Income for the year	-	-	-	-	11,269.01	-	-	11,269.01
Other Comprehensive Income for the year	-	-	-	-	-	99.27	24.52	123.79
Issue of Equity Shares under Rights Issue/ Preferential/QIP Allotment	-	1,04,122.67	-	-	-	-	-	1,04,122.67
Adjustments for Rights Issue/Preferential/QIP expenses	-	(1,788.39)	-	-	-	-	-	(1,788.39)
Dividend on Equity Shares	-	-	-	-	(482.81)	-	-	(482.81)
Remeasurement of the net defined benefit plan	-	-	-	-	5.97	-	-	5.97
Realised Profit on sale of equity shares transferred from equity instrument through other comprehensive income	-	-	-	-	-	-	-	-
Transfer to / from Retained Earnings	-	-	-	-	1.40	(1.40)	-	-
Transfer to / from General Reserve	-	-	200.00	-	(200.00)	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>1,626.60</b>	<b>1,65,311.88</b>	<b>49,205.30</b>	<b>-</b>	<b>28,082.62</b>	<b>155.17</b>	<b>183.19</b>	<b>2,44,564.76</b>

In terms of our Report of even date attached herewith.

**For L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

**Ranjan Singh**

Partner

Membership No.305423

F2/2 Gillander House

8, Netaji Subhash Road

Kolkata-700 001

Dated 16th May,2024

**K. K. Rajgaria**  
Company Secretary**Hemant Bhuwania**  
C.F.O**Directors**

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay

# Notes to Financial Statement

## A. CORPORATE INFORMATION

Texmaco Rail & Engineering Limited, ("the Company") incorporated on 25th June 1998 has its Registered Office at Belgharia, Kolkata 700056. The Company is listed on the National Stock Exchange of India Limited, Bombay Stock Exchange Limited.

The Company manufactures a diverse range of products viz. Railway Freight Cars, Hydro-mechanical Equipment & Industrial Structural's, Loco Components and Loco Shells, Steel Girders for Railway Bridges, Steel Castings, and Pressure Vessels, etc. along with EPC contracts for Execution of Railway Track, Signaling & Telecommunication Projects, Rail Electrification & Automatic Fare Collection etc. on turnkey basis.

## B. MATERIAL ACCOUNTING POLICIES

### (i) Statement of Compliance

These financial statements have been prepared in accordance with IndAS prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time.

### (ii) Basis of Accounting

These financial statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefits plans which are measured at fair values at the end of each reporting period. Historical cost is generally based on the value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Functional currency of the Company is in Indian Rupees. These Financial Information are presented in Indian Rupees. All amounts have been rounded off to the nearest Lakhs and rounded off to two decimals except for Earnings Per Share and where mentioned otherwise.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in schedule III (Division II) of the Companies Act 2013.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

### (iii) Use of Estimates

The preparation of the Financial Statements in conformity with INDAS requires the management to

make estimates, judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised, and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

#### Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

#### Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each year. The policy has been explained under note xxii (b).

### (iv) Property, plant and equipment

Property, plant and equipment are carried at the cost of acquisition revalued amount or construction less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Depreciation has been provided on straight line method in accordance with the life of the respective assets as prescribed in Schedule II of the Companies Act, 2013 except certain assets for which useful life of assets has been ascertained based on report of technical experts. All assets costing ₹5,000 or below are fully depreciated in the year of addition.

The Company, based on technical assessment made by technical expert and management estimate, depreciates Building and Plant & Equipment over estimated useful lives which are different from the useful

# Notes to Financial Statement

life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The estimated useful lives are as mentioned below:

· Buildings (Site Office)	3 years
· Buildings/Investment Property	30 to 60 years
· Roads	5 to 10 years
· Railway Sidings	15 to 30 years
· Electrical Machinery	10 to 20 years
· Plant & Equipment	5 to 17 years
· Furniture	10 years
· Office Equipment	5 years
· Computers	3 years
· Motor Vehicles	8 years
· Intangible Assets (Softwares)	6 years

## Capital work-in-progress

Capital work-in-progress / Intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as Capital Advances.

## Investment Properties

Properties that are held for - long term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

## (v) Intangible Assets

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any, Amortization is recognized at Straight Line Basis over their estimated useful life. The estimated useful life and amortization method are reviewed at the end of each reporting

period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets are amortized on Straight Line Basis over a period of 6 years.

## (vi) Impairment of Non-Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

## (vii) Derivative Financial Instrument

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized to statement profit or loss immediately.

## (viii) Financial Instrument

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not measured at fair value through profit or loss, are added/ deducted to the fair value on initial recognition.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

# Notes to Financial Statement

## (a) Financial assets carried at amortized cost

A Financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows 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.

## b) Investment in Equity Instruments at fair value through other comprehensive income

Equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

## c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

## d) Financial liabilities

Financial liabilities are subsequently 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.

## e) Investment in Subsidiaries and Joint Ventures

Investment in Subsidiaries and Joint Ventures are carried at cost in the Financial Statements.

## f) Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

## g) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net

amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

## (ix) Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair Values are categorized 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).

When measuring the fair value of an asset or liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different level of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

## (x) Revenue Recognition

Sales revenue is measured at fair value of the consideration received or receivable and stated at net of GST, trade discounts, rebates but includes excise duty. Income from services is recognized as the services are rendered based on agreement/arrangement with the concerned parties. Export incentives, certain insurance and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

### a. Revenue from Operations

Revenue from the sale of goods is recognized when the goods are delivered and titles have been passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;



# Notes to Financial Statement

- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- Rent Income/Lease Rentals

## b. Revenue from construction contracts

Revenue from contract with customers is recognised when a performance obligation is satisfied by transferred of promised goods or services to a customer.

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.

The progress is measured in terms of a proportion of actual cost incurred to date, to the total estimated cost attributable to the performance obligation.

The company transfers controls of a goods or service over time and therefore satisfies a performance obligation and recognise revenue over a period of time if one of following criteria is met:

- (i) The customer simultaneously consumes the benefits of Company's performance or
- (ii) The customer controls the assets as it is being created/enhanced by the company's performance or
- (iii) There is no alternative use of assets and the company has either explicit or implicit rights of payment considering legal precedents.

Transaction price is the amount of consideration to which company expects to be entitled in exchange for transferring goods or services to a customer. The company includes Variable consideration as part of transaction price when there is basis to reasonably estimate the amount of the variable consideration and when it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms

agreed with a customer are as per business practice and the financing component, if significant, is separated from the transaction price.

### Significant judgements are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time, revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.
2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.
3. Determining the method to be applied to arrive at the variable consideration requiring an adjustment to the price.

For contracts where the aggregate of contract cost incurred to-date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing, the surplus is shown as contract assets and termed as "unbilled revenue". For contracts where the progress billing exceeds the aggregate of contract cost incurred to-date plus recognised profits (or minus recognised losses as the case may be), the surplus is shown as contract liability and termed as "Advances from customer". The amounts billed on the customer for work performed and are unconditionally due for payment i.e only passage of time is required before payment falls due, are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by customers pending completion of performance milestone is disclosed as part of contract asset and is classified as trade receivables when it became due for payment.

Impairment loss (termed as provision for impairment loss in financial statement) is recognised in the statement of Profit & Loss to the extent the carrying amount of the contract assets exceeds the remaining performance obligations (after deducting the costs that relate directly to fulfil such remaining performance obligations).

## c. Other Income

Other income comprises of primarily of Interest Income, Dividend Income, Gain/ (Loss) on sale of Investments, Rental Income and Claims (if any).

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate

# Notes to Financial Statement

that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend Income is recognized as and when right to receive payment is established provided, which is generally after the shareholders approves it in the Annual General Meeting.

Gain/ (Loss) on sale of Current/ Non Current Investments are recognized at the time of redemption/ Sale and at Fair value at each reporting period.

Rent Income/Lease rentals are recognized on accrual basis in accordance with the terms of agreements.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

## (xi) Employee Benefits

The Company's contribution to provident fund, pension fund, employees' state insurance scheme and super-annuation fund are charged on accrual basis to Statement of Profit & Loss.

### a. Short term benefits:

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

### b. Defined contribution retirement benefits:

Payments to defined contribution retirement benefits are recognized as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are those plans where the Company pays fixed contributions to funds/schemes managed by independent trusts or authority. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-à-vis interest rate declared by the Employees' Provident Fund Organisation.

### c. Defined benefit retirement benefits:

The cost of providing defined benefit retirement

benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees.

Remeasurement, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognized in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in the comprehensive income are not reclassified to the statement of profit and loss but recognized directly in the retained earnings. Past service costs are recognized in the statement of profit and loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognized in the statement of profit and loss are categorized as follows

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements); and
- Net interest expense or income; and

The retirement benefit obligation recognized in the standalone Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

### d. Voluntary Retirement Scheme Benefits

Voluntary retirement scheme benefits are recognized as an expense in the year they are incurred.

## (xii) Employee Stock Option Scheme

In respect of Stock options granted pursuant to the Company's Employees Stock Option Schemes 2007, the

# Notes to Financial Statement

intrinsic value of the options (excess of Market Price of the share over the exercise price of the option) is treated as discount and accounted as deferred employee's compensation cost over the vesting period.

## (xiii) Custom Duty & Goods & Service Tax (GST)

GST Credit availed on Raw materials, Stores and Capital Goods are reduced from the cost of the Respective Goods.

## (xiv) Research and Development

Research and Development expenditures of revenue nature are charged to Profit & Loss Account, while capital expenditure is added to the cost of fixed assets in the year in which these are incurred.

## (xv) Valuation of Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price and all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on weighted average basis.

Stores and Spares are valued on the "weighted average" basis.

## (xvi) Lease

### a. Where the Company is the lessee

#### Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the present value of lease payments to be made over the lease term, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease agreement period of underlying assets.

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

#### Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over

the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

### b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of Profit & Loss.

Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the lease. Lease income is recognized over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to statement of Profit & Loss.

## (xvii) Foreign Currency Transactions and Exchange Differences

Transactions in currencies other than entity's functional currency (spot rates) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining

# Notes to Financial Statement

unsettled at the end of the each reporting period are premeasured at the rates of exchange prevailing at that date. Exchange difference on monetary items are recognized in the statement of Profit & Loss in the period in which they arise. Non-monetary items carried at historical cost are translated using exchange rates at the dates of the initial transaction.

## (xviii) Provisions, Contingent Liabilities and Contingent Assets

### a. Provisions & Warranties

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliable.

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognize at the date of sale of the relevant products, at the management's best estimate of the expenditure -required to settle the Company's warranty obligation.

### b. Onerous contracts

An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Present obligation arising under onerous contracts are recognized and measured as provisions.

### c. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which

will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are no probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

### d. Contingent Assets

Contingent Assets are neither recognized nor disclosed except when realization of income is virtually certain.

## (xix) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of less than three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

## (xx) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

## (xxi) Segment Reporting

a) Based on the organizational structures and its Financial Reporting System, the Company has classified its operation into three business segments namely Heavy Engineering Division and Steel

# Notes to Financial Statement

Foundry Division and Rail EPC.

- b) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which are related to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under un-allocable expenses.
- c) Capital Employed to each segment is classified on the basis of allocable assets minus allocable liabilities identifiable to each segment on reasonable basis.

## (xxii) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

### a. Current income taxes

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income. Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

### b. Deferred income taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax

assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

## (xxiii) Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognized as income over the useful life of the assets.
- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognized as they become receivable. In the unlikely event that a grant previously recognized is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognized is expensed in the Statement of Profit and Loss.

## (xxiv) Earnings Per Share

Basic earnings per share are calculated by dividing the



# Notes to Financial Statement

net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**(xxv) Cash Flow Statement**

Cash Flow is reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The

cash flow from regular revenue generating, financing and investing activities of the Company are segregated.

**(xxvi) Exceptional Item**

When items of income and expenses within statement of profit and loss from ordinary activities are of as such size, nature and or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

**(xxvii) Accounting for interests in Joint Ventures**

Interests in joint ventures are accounted as follows:

Type of joint venture	Accounting treatment
Jointly controlled operations	Company's share of revenues, common expenses, assets and liabilities are included in revenues, expenses, assets and liabilities respectively on line by line basis.
Jointly controlled assets	Share of assets, according to nature of the assets, and share of the liabilities are shown as part of gross block and liabilities respectively. Share of expenses incurred on maintenance of the assets is accounted as expense. Monetary benefits, if any, from use of the assets are reflected as income.
Jointly controlled entities	<p><b>(a) Integrated joint ventures:</b></p> <ul style="list-style-type: none"> <li>(i) Company's share in profits or losses of integrated joint ventures is accounted on determination of the profits or losses by the joint ventures.</li> <li>(ii) Investments in integrated joint ventures are carried at cost net of Company's share recognized in profits or losses.</li> </ul> <p><b>(b) Incorporated jointly controlled entities:</b></p> <ul style="list-style-type: none"> <li>(i) Income on investments in incorporated jointly controlled entities is recognized when the right to receive the same is established.</li> <li>(ii) Investment in such joint ventures is carried at cost after providing for any diminution in value of investment which is other than temporary in nature.</li> </ul>

**(xxviii) Standards notified but not yet effective.**

There are no new standards that are notified, but not yet effective, upto the date of issuance of the Company's financial statements.



# Notes to Financial Statement

## Note 1.01 Property, Plant and Equipment

(₹ in lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2023	Additions during the year	Sales / Adjustments	As at 31.03.2024	As at 01.04.2023	During the year	Sales / Adjustments	As at 31.03.2024	As at 31.03.2024
<b>Property, Plant &amp; Equipment:</b>									
Land	1,358.17	129.50	-	1,487.67	9.95	-	-	9.95	1,477.72
Buildings	12,332.36	1,862.55	-	14,194.91	2,222.48	373.49	-	2,595.97	11,598.94
Roads	196.49	-	-	196.49	143.56	12.00	-	155.56	40.93
Railway Sidings	329.40	88.43	-	417.83	85.11	20.92	-	106.03	311.80
Plant & Machinery	35,439.77	3,649.20	164.25	38,924.72	14,894.77	2,617.44	146.53	17,365.68	21,559.04
Electrical Machinery	737.34	172.75	-	910.09	373.96	58.88	-	432.84	477.25
Office Equipments	922.15	74.91	288.95	708.11	749.25	92.91	286.90	555.26	152.85
Furniture & Fittings	645.85	158.49	10.58	793.76	407.38	53.48	6.52	454.34	339.42
Vehicles	964.02	307.26	151.52	1,119.76	369.50	134.58	134.36	369.72	750.04
<b>Total</b>	<b>52,925.55</b>	<b>6,443.09</b>	<b>615.30</b>	<b>58,753.34</b>	<b>19,255.96</b>	<b>3,363.70</b>	<b>574.31</b>	<b>22,045.35</b>	<b>36,707.99</b>
<b>Note: 1.02</b>									
a) Right-of-Use Assets	224.64	292.68	-	517.32	29.79	42.78	-	72.57	444.75
b) Capital Work in Progress (CWIP)	928.45	3,065.40	1,869.68	2,124.17	-	-	-	-	2,124.17
c) Investment Property	3,638.16	-	-	3,638.16	834.05	89.81	-	923.86	2,714.30
<b>Total</b>	<b>4,791.25</b>	<b>3,358.08</b>	<b>1,869.68</b>	<b>6,279.65</b>	<b>863.84</b>	<b>132.59</b>	<b>-</b>	<b>996.43</b>	<b>5,283.22</b>
<b>Note: 1.03</b>									
<b>Intangible Assets:</b>									
Software	554.33	5.01	-	559.34	508.13	22.44	-	530.57	28.77
<b>Total</b>	<b>554.33</b>	<b>5.01</b>	<b>-</b>	<b>559.34</b>	<b>508.13</b>	<b>22.44</b>	<b>-</b>	<b>530.57</b>	<b>28.77</b>
<b>Grand Total</b>	<b>58,271.13</b>	<b>9,806.18</b>	<b>2,484.98</b>	<b>65,592.33</b>	<b>20,627.93</b>	<b>3,518.73</b>	<b>574.31</b>	<b>23,572.35</b>	<b>42,019.98</b>

## Previous Year

(₹ in lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2022	Additions during the year	Sales / Adjustments	As at 31.03.2023	As at 01.04.2022	During the year	Sales / Adjustments	As at 31.03.2023	As at 31.03.2023
<b>Property, Plant &amp; Equipment:</b>									
Land	1,465.62	-	107.45	1,358.17	111.07	-	101.12	9.95	1,348.22
Buildings	10,651.74	1,680.64	0.02	12,332.36	1,886.67	335.81	-	2,222.48	10,109.88
Roads	196.49	-	-	196.49	130.46	13.10	-	143.56	52.93
Railway Sidings	304.98	24.42	-	329.40	69.13	15.98	-	85.11	244.29
Plant & Machinery	33,536.84	2,001.34	98.41	35,439.77	12,275.90	2,668.73	49.86	14,894.77	20,545.00
Electrical Machinery	666.66	70.68	-	737.34	321.81	52.15	-	373.96	363.38
Office Equipments	1,000.75	42.74	121.34	922.15	767.82	101.70	120.27	749.25	172.90
Furniture & Fittings	641.56	21.99	17.70	645.85	362.47	51.16	6.25	407.38	238.47
Vehicles	987.82	141.28	165.08	964.02	379.02	126.46	135.98	369.50	594.52
<b>Total</b>	<b>49,452.46</b>	<b>3,983.09</b>	<b>510.00</b>	<b>52,925.55</b>	<b>16,304.35</b>	<b>3,365.09</b>	<b>413.48</b>	<b>19,255.96</b>	<b>33,669.59</b>
<b>Note: 1.02</b>									
a) Right-of-Use Assets	45.37	178.14	(1.13)	224.64	2.03	27.64	(0.12)	29.79	194.85
b) Capital Work in Progress (CWIP)	249.44	1,229.01	550.00	928.45	-	-	-	-	928.45
c) Investment Property	3,638.16	-	-	3,638.16	744.23	89.82	-	834.05	2,804.11
<b>Total</b>	<b>3,932.97</b>	<b>1,407.15</b>	<b>548.87</b>	<b>4,791.25</b>	<b>746.26</b>	<b>117.46</b>	<b>(0.12)</b>	<b>863.84</b>	<b>3,927.41</b>
<b>Note: 1.03</b>									
<b>Intangible Assets:</b>									
Software	537.44	16.89	-	554.33	487.76	20.36	(0.01)	508.13	46.20
<b>Total</b>	<b>537.44</b>	<b>16.89</b>	<b>-</b>	<b>554.33</b>	<b>487.76</b>	<b>20.36</b>	<b>(0.01)</b>	<b>508.13</b>	<b>46.20</b>
<b>Grand Total</b>	<b>53,922.87</b>	<b>5,407.13</b>	<b>1,058.87</b>	<b>58,271.13</b>	<b>17,538.37</b>	<b>3,502.91</b>	<b>413.35</b>	<b>20,627.93</b>	<b>37,643.20</b>

# Notes to Financial Statement

## Ageing of Capital-Work-in Progress (CWIP)

(₹ in lakhs)

Particulars	As at 31st March 2024					As at 31st March 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,934.24	34.55	11.57	143.81	2,124.17	773.06	11.57	25.83	117.99	928.45
<b>Total</b>	<b>1,934.24</b>	<b>34.55</b>	<b>11.57</b>	<b>143.81</b>	<b>2,124.17</b>	<b>773.06</b>	<b>11.57</b>	<b>25.83</b>	<b>117.99</b>	<b>928.45</b>

## Title deeds of Immovable Property not held in name of the Company

Particulars	Description of item of property	Gross carrying value (₹)	Year in Service	Title deeds held in the name of	Title Deed Holder	Year since Property held	Reason for not being held in the name of the company
<b>Property, Plant &amp; Equipment</b>	<b>Land</b>						
	Belgharia & Agarpara	456.92	Since 1944	Textile Machinery Corporation Ltd. Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1944	Held in the name of Pre-demerged entity.
	Sodepur	56.16	1999	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1999 & 2000	Held in the name of Pre-demerged entity.
	Panihati	835.13	2006	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2006	Held in the name of Pre-demerged entity.
	<b>Building</b>						
	Flat no. 6A, Mandeville court, 1-D, Mandeville Garden, Kolkata-700019. Area - 1333 Sq. Ft.	14.86	2000	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2000	Held in the name of Pre-demerged entity
	Flat no.4H,6,Hastings Park Road, Kolkata-700027. Area -1237 Sq.Ft.	2.10	2001	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2001	Held in the name of Pre-demerged entity
Flat at 1st Floor,1/115, Gariahat Road, Kolkata-700068 Area -1318 Sq Ft	14.59	2007	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2007	Held in the name of Pre-demerged entity	
<b>Investment Property</b>	<b>Land</b>						
	Sodepur	35.32	2020	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2020	Held in the name of Pre-demerged entity.

# Notes to Financial Statement

## Note 1.04 Non-Current Investments

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>OTHER THAN TRADE INVESTMENTS</b>		
<b>Fully paid-up</b>		
<b>Investments in Equity Instruments (Quoted) (at Fair Value)</b>		
Texmaco Infrastructure & Holdings Ltd. 1,99,809 (2023: 1,99,809) Shares of ₹ 1 each	189.62	98.50
Chambal Fertilisers & Chemicals Ltd. 9,653 (2023: 10,000) Shares of ₹ 10 each	33.01	26.41
<b>Investments in Equity Instruments of Subsidiary Company (Unquoted) (At Cost)</b>		
Belur Engineering Pvt. Ltd. 1,00,000 (2023: 1,00,000) Shares of ₹ 10 each	10.00	10.00
Texmaco Transtrak Pvt. Ltd. 5,101 (2023: 5,101) Shares of ₹ 10 each	0.51	0.51
Texmaco Rail Systems Pvt. Ltd. 20,400 (2023: 20,400) Shares of ₹ 10 each	2.04	2.04
Texmaco Rail Electrification Ltd. 20,000 (2023: 20,000) Shares of ₹ 10 each	2.00	2.00
Panihati Engineering Udyog Pvt. Ltd. (Formerly Known as Texmaco Engineering Udyog Pvt. Ltd.) 10,000 (2023: 10,000) Shares of ₹ 10 each	1.00	1.00
Belgharia Engineering Udyog Pvt Ltd. 10,000 (2023: Nil) Shares of ₹ 10 each	1.00	-
<b>Investments in Equity Instruments of Associate Company(Unquoted)(At Cost)</b>		
Texmaco Defence System Pvt. Ltd. 41,000 (2023: 41,000) Shares of ₹ 10 each	4.10	4.10
<b>Investments in Equity Instruments of Joint Ventures (Unquoted)(At Cost)</b>		
Touax Texmaco Railcar Leasing Pvt Ltd. 1,26,49,999 (2023: 1,26,49,999) Shares of ₹ 10 each	1,264.99	1,264.99
Wabtec Texmaco Rail Pvt. Ltd. 32,81,700 (2023:32,81,700) Shares of ₹ 10 each	328.17	328.17
<b>Investments in CCD of Joint Ventures (Unquoted)(At Cost)</b>		
Touax Texmaco Railcar Leasing Pvt Ltd. 98,94,100 (2023: 74,94,100) CCD of ₹100 each	9,894.10	7,494.10
<b>TOTAL NON CURRENT INVESTMENTS</b>	<b>11,730.54</b>	<b>9,231.82</b>
i) Aggregate amount of quoted investments	222.63	124.91
ii) Market Value of quoted investments	222.63	124.91
iii) Aggregate amount of unquoted investments	11,507.91	9,106.91

## Note 1.05 Bank Balance (Non-Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Margin Money	4,288.00	3,379.14

## Note 1.06 Other Non-Current Financial Assets

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Security Deposits	362.99	401.24
(b) Term Deposit of more than Twelve Months Maturity	222.63	220.01
(c) Interest Accrued on Deposits & Others	210.79	119.04
<b>Total</b>	<b>796.41</b>	<b>740.29</b>

# Notes to Financial Statement

## Note 1.07 Deferred Tax Assets (net)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Deferred Tax Assets</b>		
(a) Carried Forward Losses	10.25	3,373.28
(b) Provisions & others	1,173.55	1,817.70
(c) MAT Credit	6,434.32	4,985.00
(d) Compensated absences	203.72	193.94
(e) Gratuity	118.11	114.38
<b>Total Deferred Tax Assets</b>	<b>7,939.95</b>	<b>10,484.30</b>
<b>Deferred Tax Liabilities</b>		
(a) Property, Plant and Equipment	(4,712.38)	(4,491.50)
(b) Fair Valuation Through Profit and Loss	(50.11)	-
(c) Compensantation from Statutory Authority	(971.09)	-
<b>Total Deferred Tax Liabilities</b>	<b>(5,733.58)</b>	<b>(4,491.50)</b>
<b>Net deferred tax assets</b>	<b>2,206.37</b>	<b>5,992.80</b>

## Note 1.08 Other Non-Current Asset

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Capital Advances	1,288.13	826.93
(b) Prepaid Expenses	601.79	394.79
<b>Total</b>	<b>1,889.92</b>	<b>1,221.72</b>

## Note 1.09 Inventories

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Raw Material and Components	33,746.35	30,365.75
(b) Work in Progress	28,331.83	24,203.83
(c) Finished Goods	3,789.11	6,466.11
(d) Stores and Spares	2,198.85	4,133.95
(e) Goods in transit (Raw Materials and Component)	4,298.51	2,457.57
<b>Total</b>	<b>72,364.65</b>	<b>67,627.21</b>

Inventories are secured against first charge on working capital facility.

## Note 1.10 Current Investments

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Investments in Perpetual Bonds (Unquoted) at Fair Value</b>		
Punjab National Bank-Sr.XIV 8.50 LOA 47 Nos. (2023: Nil) of ₹1 Crore each	4,698.59	-
Punjab National Bank-Sr. XIX 8.59 25 Nos. (2023: Nil) of ₹1 Crore each	2,503.75	-
Punjab National Bank-Sr. XV 8.75 75 Nos. (2023: Nil) of ₹1 Crore each	7,543.50	-
Punjab National Bank-Sr. XV 8.75 41 Nos. (2023: Nil) of ₹1 Crore each	4,123.78	-
Punjab National Bank-Sr. XVIII 8.75 9 Nos. (2023: Nil) of ₹1 Crore each	905.22	-
<b>Investments in Mutual Funds (Unquoted) at Fair Value</b>		
Axis Treasury Advantage Fund Growth 645 (2023: 645) Units of ₹1000 each	18.94	17.60
Nippon India Money Market Fund-Growth Plan-Growth Option 1,09,140 (2023: Nil) Units of ₹1000 each	4,124.64	-
SBI Liquid Fund Regular-Growth 1,36,672 (2023: Nil) Units of ₹1000 each	5,119.29	-
<b>TOTAL CURRENT INVESTMENTS</b>	<b>29,037.71</b>	<b>17.60</b>
i) Aggregate amount of quoted investments	-	-
ii) Market Value of quoted investments	-	-
iii) Aggregate amount of unquoted investments	29,037.71	17.60

# Notes to Financial Statement

## Note 1.11 Trade Receivables

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Secured, considered good	-	-
(b) Unsecured, considered good	88,247.54	78,489.32
(c) Unsecured, Credit Impaired	173.81	2,520.74
	<b>88,421.35</b>	<b>81,010.06</b>
Allowance for bad and doubtful debts	(173.81)	(2,520.74)
<b>Total</b>	<b>88,247.54</b>	<b>78,489.32</b>

- (i) The above includes ₹12,908.58 Lakhs as retention money (2023: ₹16,228.18 Lakhs) which are recoverable on completion of the project as per the relevant contract.
- (ii) Trade Receivable are secured against first charge on working capital facility
- (iii) The Company provide allowance in trade receivables based on historic credit loss experience, current economic conditions and events and future observable data and information. The expected credit loss allowance is computed based on the ageing of the receivables.

Ageing of Trade Receivable Particulars	As at 31st March, 2024						Total
	Outstanding for following periods from due date of payment#						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed Trade Receivable</b>							
(i) Undisputed Trade receivables – considered good	12,908.58	53,947.91	4,501.14	5,619.89	3,929.99	7,340.03	88,247.54
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	173.81	173.81
<b>Disputed Trade Receivable</b>							
(i) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total Debtors</b>	<b>12,908.58</b>	<b>53,947.91</b>	<b>4,501.14</b>	<b>5,619.89</b>	<b>3,929.99</b>	<b>7,513.84</b>	<b>88,421.35</b>
Less: Allowance for bad and doubtful debts	-	-	-	-	-	(173.81)	(173.81)
<b>Net Debtors</b>	<b>12,908.58</b>	<b>53,947.91</b>	<b>4,501.14</b>	<b>5,619.89</b>	<b>3,929.99</b>	<b>7,340.03</b>	<b>88,247.54</b>

Ageing of Trade Receivable Particulars	As at 31st March, 2023						Total
	Outstanding for following periods from due date of payment#						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed Trade Receivable</b>							
(i) Undisputed Trade receivables – considered good	10885.34	48009.45	3261.14	5254.23	813.27	10265.89	78489.32
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	2,520.74	2,520.74
<b>Disputed Trade Receivable</b>							
(i) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total Debtors</b>	<b>10,885.34</b>	<b>48,009.45</b>	<b>3,261.14</b>	<b>5,254.23</b>	<b>813.27</b>	<b>12,786.63</b>	<b>81,010.06</b>
Less: Allowance for bad and doubtful debts	-	-	-	-	-	(2,520.74)	(2,520.74)
<b>Net Debtors</b>	<b>10,885.34</b>	<b>48,009.45</b>	<b>3,261.14</b>	<b>5,254.23</b>	<b>813.27</b>	<b>10,265.89</b>	<b>78,489.32</b>

<sup>a</sup>Ageing has been considered from the date of invoice

# Notes to Financial Statement

## Note 1.12 Cash and Cash Equivalents

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Balances with banks		
(a) In current accounts	2,633.64	2,989.90
(b) Cheques/ Pay order on hand	-	0.06
(c) Cash on hand	55.98	53.32
<b>Total</b>	<b>2,689.62</b>	<b>3,043.28</b>

Cash and cash equivalents include Cash on Hand, Cheques/Pay order on Hand & Cash at Bank

## Note 1.13 Bank balances other than above

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Unpaid Dividend Account	15.69	14.64
(b) Term Deposit of upto Twelve Months Maturity	1,001.90	1.40
(c) Margin Money/Escrow A/c	37,035.57	12,208.77
<b>Total</b>	<b>38,053.16</b>	<b>12,224.81</b>

Represents deposit with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet Date.

## Note 1.14 Loans (Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>I Unsecured Considered Good</b>		
(a) Loan to Subsidiaries & Associates	3,366.21	3,359.05
(b) Advance to Employees	240.12	95.10
	<b>3,606.33</b>	<b>3,454.15</b>
<b>II Unsecured, Credit Impaired</b>		
Loan to Body Corporates	275.00	275.00
Less : Allowance for Loan to Body Corporate	(275.00)	(275.00)
<b>Total</b>	<b>3,606.33</b>	<b>3,454.15</b>

## Note 1.14a Others

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Interest accrued on Loans	1,823.43	1,270.25
(b) Accrued Interest-Bond	941.43	-
<b>Total</b>	<b>2,764.86</b>	<b>1,270.25</b>

## Note 1.15 Current Tax Assets (Net)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Advance Payment of Income Tax (net of provision)	1,789.57	5,745.02
<b>Total</b>	<b>1,789.57</b>	<b>5,745.02</b>



# Notes to Financial Statement

## Note 1.16 Other Current Assets

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Security Deposits	2,441.94	2,616.43
(b) Advance to Subsidiaries	46.80	-
(c) Advance to Parties	9,277.55	9,313.86
(d) Other Advances	2,230.60	1,506.60
(e) Prepaid Expenses	981.05	1,094.32
(f) Balances with Government Department	21,955.67	17,838.93
(g) Contractually reimbursable expenses	1,908.83	1,908.83
(h) Unbilled Debtors	70,891.51	69,689.74
(i) Other receivable	2,779.53	-
<b>Total</b>	<b>1,12,513.48</b>	<b>1,03,968.71</b>

## Note 1.17 Equity Share Capital

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Authorised Share Capital</b>		
197,00,00,000 Equity shares at par value of ₹ 1/- each (As at 31st March 2023: 197,00,00,000 equity share of ₹1/- each)	19,700.00	19,700.00
<b>Total</b>	<b>19,700.00</b>	<b>19,700.00</b>
Issued, Subscribed and paid up capital 39,94,67,302 Equity Share of ₹ 1/- each (As at 31st March 2023: 32,18,69,895 equity share of ₹ 1/- each)	3,994.67	3,218.70
<b>Total</b>	<b>3,994.67</b>	<b>3,218.70</b>

- (i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 1 each holder of equity shares is entitled to one vote per share.
- (ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (iii) Reconciliation of numbers of Issued, Subscribed and Paid-up Capital

Particulars	As at 31.03.2024 No . Of Shares	As at 31.03.2023 No . Of Shares
Number of Shares at the beginning of the year	32,18,69,895	32,18,69,895
Add: Allotment under QIP allotment	7,42,19,032	-
Add: Allotment under Preferential allotment	33,78,375	-
Number of Shares at the end of the year	39,94,67,302	32,18,69,895

- (iv) After the reporting date, dividend of 50 paise (2023: 15 Paise) per equity share were proposed by the Board of Directors subject to the approval of the share holders at the Annual General Meeting, the dividend has not been recognised as Liabilities.

## Notes to Financial Statement

(v) The name of Shareholders holding more than 5% Equity shares

Name of Shareholders	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Texmaco Infrastructure & Holdings Ltd.	5,85,00,000	14.64	5,85,00,000	18.17
Zuari International Ltd.	6,37,68,926	15.96	6,37,68,926	19.81
Saroj Kumar Poddar*	2,83,77,042	7.10	2,77,01,367	8.61
Adventz Finance Private Ltd.	2,77,79,649	6.95	2,50,76,949	7.79

\*The shares held by Shri Saroj Kumar Poddar includes his holding as Karta of HUF and trustee of Saroj and Jyoti Poddar Holdings Pvt. Ltd.

(vi) Details of shareholdings by Promoter / Promoter Group

Promoter / Promoter Group Name	As At 31.03.2024		As At 31.03.2023		% Change During The Year*
	No. of Shares	% Holding	No. of Shares	% Holding	
1 Saroj Kumar Poddar (as a Karta)	10,710	-	10,710	-	-
2 Saroj Kumar Poddar (as a Trustee - Saroj and Jyoti Poddar Holdings Pvt. Trust)	37,92,857	0.95	37,92,857	1.18	(0.23)
3 Shradha Agarwala	20,693	0.01	20,693	0.01	-
4 Jyotsna Poddar (as an Individual)	1,04,032	0.03	1,04,032	0.03	-
5 Saroj Kumar Poddar (as an Individual)	2,45,73,475	6.15	2,38,97,800	7.42	(1.27)
6 Anisha Berlia	46,574	0.01	46,574	0.01	-
7 Aashti Agarwala	20,693	0.01	20,693	0.01	-
8 Eureka Traders Pvt. Ltd.	530	-	530	-	-
9 Indrakshi Trading Company Pvt. Ltd.	30,000	0.01	30,000	0.01	-
10 Master Exchange & Finance Ltd.	15,760	-	15,760	-	-
11 Premium Exchange & Finance Ltd.	1,88,090	0.05	1,88,090	0.06	(0.01)
12 Zuari International Ltd.	6,37,68,926	15.96	6,37,68,926	19.81	(3.85)
13 Zuari Industries Ltd.	7,65,988	0.19	7,65,988	0.24	(0.05)
14 Jeewan Jyoti Medical Society	1,60,500	0.04	1,60,500	0.05	(0.01)
15 Adventz Finance Pvt. Ltd.	2,77,79,649	6.95	2,50,76,949	7.79	(0.84)
16 Duke Commerce Ltd.	75,14,000	1.88	75,14,000	2.33	(0.45)
17 Greenland Trading Pvt. Ltd.	35,000	0.01	35,000	0.01	-
18 Texmaco Infrastructure & Holdings Ltd.	5,85,00,000	14.64	5,85,00,000	18.18	(3.54)
19 Abhisekh Holdings Pvt. Ltd.	280	-	280	-	-
20 Adventz Securities Enterprises Ltd.	38,09,140	0.95	38,09,140	1.18	(0.23)
21 New Eros Tradecom Ltd.	7,38,800	0.18	7,38,800	0.23	(0.05)
22 Akshay Poddar	2,64,820	0.07	2,64,820	0.08	(0.01)
23 Puja Poddar	1,60,000	0.04	1,60,000	0.05	(0.01)
<b>Total</b>	<b>19,23,00,517</b>	<b>48.13</b>	<b>18,89,22,142</b>	<b>58.68</b>	<b>(10.55)</b>

\* % Change during the year has been computed on the basis of the number of shares at the beginning of the year

# Notes to Financial Statement

## Note 1.18 Other Equity

(₹ in lakhs)

Particulars	As at 31.03.2024 No . Of Shares	As at 31.03.2023 No . Of Shares
<b>(i) Other Reserves</b>		
<b>Share Options Outstanding Account</b>		
Balance as per last Account	-	1,184.38
Less: Transferred to General Reserve	-	(1,184.38)
	-	-
<b>(ii) Capital Reserve</b>		
Balance as per last Account	1,626.60	1,626.60
	<b>1,626.60</b>	<b>1,626.60</b>
<b>(iii) Securities Premium</b>		
Balance as per last Account	62,977.60	62,977.60
Add: Issue of Equity Share Under Preferential/QIP allotment	1,04,122.67	-
Less: Adjustment for Issue Expenses	(1,788.39)	-
	<b>1,65,311.88</b>	<b>62,977.60</b>
<b>(iv) General Reserve</b>		
Balance as at the beginning of the year	49,005.30	47,620.92
Add: Transfer from Share Option Outstanding Account	-	1,184.38
Add: Transferred from Statement of Profit and Loss	200.00	200.00
	<b>49,205.30</b>	<b>49,005.30</b>
<b>(v) Reserves Representing Unrealised Gains/Losses</b>		
(a) Equity Instruments through Other Comprehensive Income	57.30	88.98
Addition during the year	99.27	(31.68)
Less: Realised Profit on Sale of Equity Shares Transferred to Retained Earnings	(1.40)	-
	<b>155.17</b>	<b>57.30</b>
(b) Remeasurements of the net defined benefit Plans		
Balance as at the beginning of the year	-	-
Addition during the year	5.97	(16.31)
Less : Transferred to Retained Earning	(5.97)	16.31
	-	-
<b>(vi) Exchange differences on translating the Financial Statements of a Foreign Operation</b>		
Balance as at the beginning of the year	158.67	(100.71)
Addition during the year	24.52	259.38
	<b>183.19</b>	<b>158.67</b>
<b>(vii) Retained Earnings</b>		
Surplus at the beginning of the year	17,489.05	16,043.57
Add : Profit for the year	11,269.01	1,983.66
Add : Transferred from Remeasurements of the net defined benefit Plans	5.97	(16.31)
Add: Realised Profit on Sale of Equity Shares Transferred from Equity Instrument Through Other Comprehensive Income	1.40	-
Less : Transferred to General Reserve	(200.00)	(200.00)
Less: Dividend on Equity Shares	(482.81)	(321.87)
	<b>28,082.62</b>	<b>17,489.05</b>
<b>Total</b>	<b>2,44,564.76</b>	<b>1,31,314.52</b>

# Notes to Financial Statement

## Note 1.18 Other Equity (Contd.)

- (i) **General Reserve:** The General Reserve is used from time to time to transfer profit Retained Earnings for appropriation purpose. As the General Reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to profit & loss.
- (ii) **Reserve for Equity Instrument through Other Comprehensive Income (OCI):** This reserve represents the cumulative gain or loss arising on net revaluation of equity instruments measured at fair value through OCI, net of amounts reclassified to the Retained Earnings when those assets have been disposed off.
- (iii) **Capital Reserves:** The Company recognises profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to Capital Reserve.
- (iv) **Security Premium:** Security Premium Reserve issued to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act 2013
- (v) **Foreign currency monetary items translation difference reserve:** Exchange differences arising on settlement and remeasurement of long term foreign currency monetary items are accumulated in "Foreign Currency Monetary items Translation Difference Account" and amortised over the maturity period or upto the date of settlement of such monetary items, which is earlier, and charged to the Statement of Profit and Loss.
- (vi) **Retained Earnings:** Retained Earnings refers to the portion of net income which is retained by the corporation to be reinvested in its core business. Similarly if the Company has a loss then that loss is retained and called retained losses or accumulated losses. Retained Earnings and Losses are cumulative from year to year with losses offsetting earnings.

## Note 1.19 Borrowings (Non Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured</b>		
<b>From banks</b>		
(a) Term Loan	24,147.39	16,301.23
(b) Car Loan	24.23	58.21
<b>Total</b>	<b>24,171.62</b>	<b>16,359.44</b>

- i) Term Loan from Banks are secured against the Property, Plant and Equipments created from such Loan, remaining Term Loan from Banks are repayable as per the timeline mentioned in sanction letter.
- ii) Term Loans includes loan of Rs.3136.98 Lakhs secured primarily by an exclusive charge over rent receivables from the lessee and has collateral security by way of an exclusive charge over immovable property against which the rent is receivable.
- iii) Corporate Loan from Bank is secured by the way of first pari-passu on stock, book debts, other current assets (both present and future) and land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of that particular division.
- iv) Certain vehicles are acquired through Auto Loan facility and such vehicles are exclusively hypothecated in favour of respective lenders, repayable in monthly equated instalments till July 2027.

## Note 1.19a Lease Liabilities (Non Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Lease liabilities	100.65	119.66

Refer to Note No. 1.44 of Financial Statements

## Note 1.20 Provisions (Non Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Provision for Leave	405.12	393.31
(b) Provision for Gratuity	308.72	301.27
(c) For Warranty and others	183.99	183.99
<b>Total</b>	<b>897.83</b>	<b>878.57</b>

The Company accounts for leave and gratuity based on Actuarial Valuation

# Notes to Financial Statement

## Note 1.21 Other Non Current Liabilities

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Advances from Customers	6,806.49	8,785.03
Security Deposit(Prepaid - Rent Liability)	199.31	238.56
<b>Total</b>	<b>7,005.80</b>	<b>9,023.59</b>

## Note 1.22 Borrowings (Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured</b>		
<b>(a) From Banks</b>		
Cash Credit	31,606.06	57,198.85
Short Term Loan	-	4,000.00
<b>(b) Current maturities of long-term debt</b>		
Term Loan	7,160.11	5,505.31
Car Loan	33.98	14.91
<b>Un-Secured</b>		
<b>(a) From Other Parties</b>		
Loans from related parties	-	7,271.16
Inter-Corporate Deposits	-	7,900.00
<b>Total</b>	<b>38,800.15</b>	<b>81,890.23</b>

- (i) Cash Credit facilities of respective divisions are secured by hypothecation of pari-passu first charge on stock, book debts and other current assets of that particular division (both present and future).
- (ii) Cash Credit facility for Steel Foundry Division (Raipur) are further secured by first charge on the fixed assets of their respective divisions (both present and future).
- (iii) Cash Credit facility Rail EPC Divisions is further secured by first pari-passu charge on the movable fixed assets of their respective division (both present and future).
- (iv) Cash Credit facility for Rail EPC- Kalindee Division are further secured by way of first Pari-Passu charge on fixed deposit of ₹14.49 Crores along with flats at Jaipur & Gurgaon to the working capital consortium lenders.
- (v) Cash Credit Facility of FCD (Kolkata) Division are secured by Pari-Passu on land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of this division.

## Note 1.22a Lease Liabilities (Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Lease liabilities	37.26	30.70

Refer to Note No. 1.44 of Financial Statements

# Notes to Financial Statement

## 1.23 Trade Payables

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Trade payables		
Dues to Micro Enterprise and Small Enterprises	-	-
Dues of Creditors other than Micro Enterprise and Small Enterprises	67,550.54	56,828.93
<b>Total</b>	<b>67,550.54</b>	<b>56,828.93</b>
Information in terms of Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 is as follows		
Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are give as follows:		
(a) Principal amount due Unpaid matured deposits and interest accrued thereon	-	-
(b) Interest paid during the period beyond the appointed day	-	-
(c) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act	-	-
(d) Amount of interest accrued and remaining unpaid at the end of the period	-	-
(e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-

There are no material dues owned by the Company to Micro and Small Enterprises, which are outstanding for more than 45 days during the year and as at 31st March, 2024 and 31st March, 2023. This information as required under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors.

(₹ in lakhs)

Ageing of Trade Payable#	As at 31st March, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Other Creditors	61,318.70	2,978.70	1,281.40	1,971.74	67,550.54
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-

(₹ in lakhs)

Ageing of Trade Payable#	As at 31st March, 2023				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Other Creditors	51,369.46	1,497.91	1,456.57	2,504.99	56,828.93
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-

<sup>#</sup>Ageing has been considered from the date of invoice



# Notes to Financial Statement

## Note 1.24 Other Financial Liabilities

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Interest accrued but not due on borrowings	-	518.13
(b) Unclaimed / Unpaid dividends	15.69	14.64
(c) Others		
Liabilities for Expenses	1,477.55	1,287.55
Amount Due to Employees	663.30	674.24
Others Misc. Payable	301.54	1,081.21
Creditors for Capital Advance	4.63	9.88
<b>Total</b>	<b>2,462.71</b>	<b>3,585.65</b>

There is no amount due and outstanding to be credited to the Investor Education and Protection Fund against unpaid dividend as at 31st March, 2024

## Note 1.25 Other Current Liabilities

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Advances from Customers	15,981.30	23,957.45
(b) TDS and Other taxes payable	521.50	509.98
(c) PF, ESI amount Payable	131.21	153.47
(d) Security Deposits	3,391.76	2,922.45
(e) Other Liabilities	1,702.05	1,389.99
<b>Total</b>	<b>21,727.82</b>	<b>28,933.34</b>

## Note 1.26 Provisions(Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Provision for Gratuity	29.07	26.06
(b) Provision for Leave	177.91	161.69
(c) Provision for Contract Loss	336.33	36.57
(d) Provision for Expenses	2,141.02	1,641.67
<b>Total</b>	<b>2,684.33</b>	<b>1,865.99</b>

The Company accounts for leave and gratuity based on Actuarial Valuation

## Note 1.27 Revenue from Operations

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
(a) Sale of Products	2,82,530.19	1,49,747.72
(b) Sale of Services	66,334.49	72,748.66
(c) Other Operating Revenues	1,422.33	1,831.36
<b>Total</b>	<b>3,50,287.01</b>	<b>2,24,327.74</b>

# Notes to Financial Statement

## Note 1.28 Other Income

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>(a) Interest Income</b>		
From Bank	826.78	583.56
From Others	2,576.37	1,088.79
<b>(b) Dividend Income</b>		
Income from Non-Current Investments	99.47	99.28
<b>(c) Other Non-Operating Income</b>		
Net gain on Sale of Current Investments	170.30	-
Compensation against Old Refugee Settlement Area	3,000.00	487.37
Miscellaneous Receipts and Income	425.18	441.88
Sundry Credit Balance Adjusted	59.79	16.91
Profit on sale of PPE (Net)	19.71	22.08
Rent Received	1,041.95	1,013.56
Provision & Excess Liabilities Written Back	5.45	1.94
Insurance Claim Received	-	20.92
Gain on fair valuation of Bonds/Mutual Funds	218.65	0.90
<b>Total</b>	<b>8,443.65</b>	<b>3,777.19</b>

## Note 1.29 Cost of Materials Consumed

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Opening Stock of Raw Materials	12,738.50	5,380.71
Add: Raw materials Purchased and Departmental Transfers etc.	1,78,178.77	1,27,330.01
	<b>1,90,917.27</b>	<b>1,32,710.72</b>
Less: Closing Stock of Raw Materials	13,395.88	12,738.50
	<b>1,77,521.39</b>	<b>1,19,972.22</b>
Consumption of Components (Including Job Processing and Contract Labour Charges ₹ 13,553.16 Lakhs, Previous Year ₹ 6,504.28 Lakhs)	90,486.92	53,937.02
<b>Total</b>	<b>2,68,008.31</b>	<b>1,73,909.24</b>

# Notes to Financial Statement

## Note 1.30 Changes In Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Opening Stock</b>		
Finished Goods	6,466.11	1,500.34
Work-in-Progress	24,203.83	16,845.09
	<b>30,669.94</b>	<b>18,345.43</b>
<b>Less : Closing Stock</b>		
Finished Goods	3,789.11	6,466.11
Work-in-Progress	28,331.83	24,203.83
	<b>32,120.94</b>	<b>30,669.94</b>
(Increase) / Decrease in Stock	(1,451.00)	(12,324.51)

## Note 1.31 Employee Benefits Expense

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
a) Salaries ,Wages and Bonus	12,325.44	11,584.14
b) Contribution to provident and other funds		
i) Provident Fund and Pension Fund	848.36	785.61
ii) Superannuation Fund	34.87	30.82
iii) Gratuity	56.60	20.76
c) Staff Welfare Expenses	589.82	545.23
d) VRS Expenses	23.50	39.15
<b>Total</b>	<b>13,878.59</b>	<b>13,005.71</b>

## Note 1.32 Finance Costs

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
(a) Interest		
i) Banks	8,539.06	8,024.22
ii) Others	2,258.97	755.42
(b) Other borrowing costs	2,468.42	2,837.76
<b>Total</b>	<b>13,266.45</b>	<b>11,617.40</b>

## Note 1.33 Depreciation and Amortization Expenses

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
(a) Depreciation on Tangible Assets	3,496.29	3,482.55
(b) Amortization on Intangible Assets	22.44	20.36
<b>Total</b>	<b>3,518.73</b>	<b>3,502.91</b>

# Notes to Financial Statement

## Note 1.34 Other Expenses

(₹ in lakhs)

Particulars	Year Ended		Year Ended	
	31.03.2024		31.03.2023	
Consumption of stores and spare parts		15,493.77		13,797.48
Power and Fuel		8,709.61		7,037.07
Rent		709.54		748.16
Repairs to buildings		537.28		502.61
Repairs to machinery		573.99		486.69
Repairs to others		174.77		173.22
Insurance		612.59		702.48
Rates and Taxes excluding taxes on Income		564.22		494.20
Freight, Packing and Transport (Net)		1,490.80		1,355.39
Erection Expenses		4,471.09		4,500.01
Drawings and Designs		5.66		1.92
Royalty & Knowhow		0.80		0.41
Selling Agents Commission		75.21		2.84
Selling Expenses		229.79		318.27
Director's Sitting Fees		43.50		27.45
Director's Commission		14.00		13.81
Payments to the Auditor		51.80		51.79
As Auditor	23.65		23.65	
For Tax Audit	6.95		6.95	
For Quarterly Review	13.50		13.50	
For Fees for Other Services (incl for issuing various certificates)	4.71		4.70	
To Cost Auditor	1.95		1.95	
For Reimbursement of out of pocket expenses	1.04		1.04	
Donation		156.56		500.00
CSR Expenses		44.37		21.39
Miscellaneous Expenses		7,955.29		4,436.03
Sundry Debit Balance Adjusted		80.43		-
Allowance for bad & doubtful debts/Advances		54.97		226.52
Bad Debt/Impairment /Loss of unbilled Revenue	3,782.85	-	3,026.19	-
Less: Allowance for bad & doubtful debts	(2,401.91)	1,380.94	(2,528.42)	497.77
Contract Loss Provision		299.76		-
Net (gain)/loss on foreign currency transaction		(91.33)		(372.99)
<b>Total</b>		<b>43,639.41</b>		<b>35,522.52</b>

## Note on CSR Expense:

(₹ in lakhs)

Particulars	Year Ended		Year Ended	
	31.03.2024		31.03.2023	
(i) Amount required to be spent by the Company during the year		-		-
(ii) Amount of expenditure incurred		44.37		21.39
(iii) Shortfall at the end of year		NA		NA
(iv) Total of previous year shortfall		NA		NA
(v) Reason of shortfall		NA		NA
(vi) Nature of CSR activities		Health & Education		Health & Education
Detail of related party transactions, e.g.,contribution to a				
(vii) Trust controlled by the company in relation to CSR		Nil		Nil
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately		Nil		Nil

# Notes to Financial Statement

## Note 1.35 Other Comprehensive Income

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>(A) Items that will not be reclassified to profit or loss</b>		
(i) Remeasurements of the defined benefit plans	5.97	(16.31)
(ii) Equity Instruments through Other Comprehensive Income;	99.27	(31.68)
<b>Total</b>	<b>105.24</b>	<b>(47.99)</b>
<b>(B) Items that will be reclassified to profit or loss</b>		
(i) Exchange differences in translating the financial statements of a foreign operation	24.52	259.38
<b>Total</b>	<b>24.52</b>	<b>259.38</b>

## Note 1.36 Commitments and Contingent Liabilities

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>(A) Commitments</b>		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advance)	126.91	2,938.38
<b>(B) Contingent Liabilities (not provided for) in respect of:</b>		
(a) Bank / Corporate Guarantees given in the normal course of Business.	99,282.94	1,21,838.86
(b) Bonds issued to Custom Department	92.20	92.20
© Claims under dispute (Excise, Service Tax, Income Tax and others)	20,582.07	18,618.86
(d) Claims not acknowledged as debts (Amount unascertainable)	-	-
(e) Income Tax assessment under appeal (Amount unascertainable)	-	-

## Note 1.37 Movement of Provisions during the year as required under Ind AS37 Provisions, Contingent Liabilities and Contingent Assets.

(₹ in lakhs)

Particulars	Opening Provision as on 1.4.2023	Utilized during the year	Reversed during the year	Provision during the year	Closing provision as on 31.03.2024
(a) Site warranty period maintenance	183.99	-	-	-	183.99
(b) Others	1,641.67	-	721.65	1,221.00	2,141.02
<b>Total</b>	<b>1,825.66</b>	<b>-</b>	<b>721.65</b>	<b>1,221.00</b>	<b>2,325.01</b>
Previous Year	2,509.30	-	1,405.29	721.65	1,825.66

In accordance with the requirement of Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" issued by the Companies (Accounting Standard) Rules 2006, the company has provided liability for other expenses amounting to ₹1221.00 lakhs (Previous Year ₹721.65 lakhs).

**Site warranty period maintenance:** - The Company gives warranties and maintenance on certain products and services, undertaking to repair, replace and maintain the items for satisfactory working during the warranty period. Provision as at March 31, 2024 represents the amount of the expected cost of meeting such obligations of rectification/ replacement/maintenance. The timing of the outflow is expected to be within a period of two years.

**Provision for others:** - It represents liabilities related to various site expenses including contractor service charges for sites, administrative charges etc, likely to materialize in the next financial year. Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

# Notes to Financial Statement

**Note 1.38** In the opinion of the management, current assets, loans and advances have a value on realisation in the ordinary course of business unless otherwise stated, at least to the amount at which they are stated and the provisions for all known and determined liabilities is adequately provided.

**Note 1.39** Balance of debtors and loans and advances are subject to confirmation from respective parties.

## Note 1.40 Related party Disclosure

### (a) Name of the related parties and relationship as per Ind AS 24, where transaction exists.

	Relationship	Parties where control Exist	Parties where control Exist
		2023-24	2022-23
<b>A</b>	Key Management Personnel	Mr. Saroj Kumar Poddar Executive Chairman Mr. Indrajit Mookerjee, Executive Director & Vice Chairman Mr. Sudipta Mukherjee Dy. Managing Director (Appointed as Dy. Managing Director w.e.f. 01 <sup>st</sup> June, 2023 & re-designated as Managing Director w.e.f. 01 <sup>st</sup> Jan, 2024) – Mr. D. R. Kaarthekeyan, Independent Director Mr. Amitabha Guha, Independent Director Mr. Utsav Parekh, Independent Director Mr. Virendra Sinha, Independent Director Ms. Rusha Mitra, Independent Director Mr. Partha Sarathi Bhattacharyya, Independent Director Mr. Ashok Kr. Vijay, Executive Director Mr. U.V. Kamath (Appointed as Executive Director from 01st February'2024) Mr. Damodar Hazarimal Kela Executive Director (Ceased w.e.f. 01st February'2024) Mr. Akshay Poddar, Non – Executive Director Mr. Hemant Bhuwania CFO (Appointed w.e.f 01st April'2023) Mr. Kishor Kumar Rajgaria Company Secretary (Appointed w.e.f. 30th April'2023) Mr. Ravi Varma Company Secretary (resigned w.e.f. 30 <sup>th</sup> April'2023)	Mr. Saroj Kumar Poddar Executive Chairman Mr. Indrajit Mookerjee, Executive Director & Vice Chairman – Mr. Ashish Kumar Gupta, Managing Director (Resigned w.e.f. 31st August'2022) Mr. D. R. Kaarthekeyan, Independent Director Mr. Amitabha Guha, Independent Director (Appointed w.e.f: 06th May'2022) Mr. Utsav Parekh, Independent Director Mr. Virendra Sinha, Independent Director Ms. Rusha Mitra, Independent Director Mr. Partha Sarathi Bhattacharyya, Independent Director Mr. Ashok Kr. Vijay, Executive Director (Finance) & CFO (Redesignated as Executive Director w.e.f 01st April'2023) – Mr. Damodar Hazarimal Kela Executive Director & CEO (SF) (Redesignated as Executive Director w.e.f. 01st April'2023) Mr. Akshay Poddar, Non – Executive Director – – Mr. Ravi Varma Company Secretary (resigned w.e.f. 30th April'2023)



# Notes to Financial Statement

	Relationship	Parties where control Exist	Parties where control Exist
		2023-24	2022-23
<b>B</b>	Relative of Key Management Personnel	Mrs. Jyotsna Poddar (Wife of Mr. S. K. Poddar) Mrs. Puja Poddar (Daughter in Law of Mr. S. K. Poddar) Ms. Shradha Agarwal (Daughter of Mr. S. K. Poddar) Ms. Anisha Berlia (Grand Daughter of Mr. S. K. Poddar) Ms. Aashti Agarwal (Grand Daughter of Mr. S. K. Poddar)	Mrs. Jyotsna Poddar (Wife of Mr. S. K. Poddar) Mrs. Puja Poddar (Daughter in Law of Mr. S. K. Poddar) Ms. Shradha Agarwal (Daughter of Mr. S. K. Poddar) Ms. Anisha Berlia (Grand Daughter of Mr. S. K. Poddar) Ms. Aashti Agarwal (Grand Daughter of Mr. S. K. Poddar)
<b>C</b>	Subsidiary Company	Belur Engineering Pvt. Ltd. (100% of Capital held by Company) Belgharia Engineering Udyog Pvt. Ltd. (100% of Capital held by Company) Texmaco Transtrak Pvt. Ltd. (51.01% of Capital held by Company) Texmaco Rail Systems Pvt. Ltd. (51% of Capital held by Company) Texmaco Rail Electrification Ltd. (100% of Capital held by Company) Panihati Engineering Udyog Pvt. Ltd.(Formerly Known as Texmaco Engineering Udyog Pvt. Ltd.) (100% of Capital held by Company)	Belur Engineering Pvt. Ltd. (100% of Capital held by Company) - Texmaco Transtrak Pvt. Ltd. (51.01% of Capital held by Company) Texmaco Rail Systems Pvt. Ltd. (51% of Capital held by Company) Texmaco Rail Electrification Ltd. (100% of Capital held by Company) Panihati Engineering Udyog Pvt. Ltd.(Formerly Known as Texmaco Engineering Udyog Pvt. Ltd.) (100% of Capital held by Company)
<b>D</b>	Companies Where Director having control	SMIFS Capital Market Ltd.	-
<b>E</b>	Associate	Texmaco Defence Systems Pvt. Ltd. (41% of Capital held by Company)	Texmaco Defence Systems Pvt. Ltd. (41% of Capital held by Company)
<b>F</b>	Joint Ventures	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company) Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company) Kalindee Cobra JV Kalindee Kapoor Railcon JV Kalindee Karthik JV Kalindee VNC JV Kalindee IF & LS JV GMR TPL KRNL JV Kalindee Rahee JV Kalindee URC JV JMC – GPT – Vijaywargi – Bright Power JV JMC – Vijaywargi – Bright Power JV Bright – Vijaywargi JV Bright – Kalindee JV Bright – Texmaco JV ISC Projects- Texmaco JV Texmaco ASIS JV Tata Projects – Kalindee JV Swatish Enterprises Ltd. Texmaco Rahee JV Texmaco Rail & Engineering Ltd. & Spark Electrical & Projects Pvt Ltd. JV	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company) Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company) Kalindee Cobra JV Kalindee Kapoor Railcon JV Kalindee Karthik JV Kalindee VNC JV Kalindee IF & LS JV GMR TPL KRNL JV Kalindee Rahee JV Kalindee URC JV JMC – GPT – Vijaywargi – Bright Power JV JMC – Vijaywargi – Bright Power JV Bright – Vijaywargi JV Bright – Kalindee JV Bright – Texmaco JV ISC Projects- Texmaco JV Texmaco ASIS JV Tata Projects – Kalindee JV - Texmaco Rahee JV -

# Notes to Financial Statement

	Relationship	Parties where control Exist	Parties where control Exist
		2023-24	2022-23
<b>G</b>	Group Company where Transaction Exists.	Duke Commerce Ltd. Adventz Securities Enterprises Ltd. Zuari Global Ltd. New Eros Tradecom Ltd. Master Exchange & Finance Ltd. Adventz Investment co. Ltd. Adventz Finance Pvt. Ltd. Eureka Traders Pvt. Ltd. Abhishek Holdings Pvt. Ltd. Greenland Trading Pvt. Ltd. Indrakshi Trading Company Pvt. Ltd. Zuari Management Services Ltd. High Quality Steels Ltd. Lionel India Ltd. Lionel Edwards Ltd. Texmaco Infrastructure & Holdings Ltd. Zuari International Ltd. (Formerly known as Zuari Investment Ltd.) Zuari Sugar & Power Ltd. Zuari Finserv Ltd. Zuari Industries Ltd. Zuari Insurance Brokers Ltd. Paradeep Phosphate Ltd. Magnacon Electricals India Ltd. The Pench Valley Coal Company Ltd. Premium Exchange And Finance Ltd. Jeewan Jyoti Medical Society	Duke Commerce Ltd. Adventz Securities Enterprises Ltd. Zuari Global Ltd. New Eros Tradecom Ltd. Master Exchange & Finance Ltd. Adventz Investment co. Ltd. Adventz Finance Pvt. Ltd. Eureka Traders Pvt. Ltd. Abhishek Holdings Pvt. Ltd. Greenland Trading Pvt. Ltd. Indrakshi Trading Company Pvt. Ltd. Zuari Management Services Ltd. High Quality Steels Ltd. Lionel India Ltd. Lionel Edwards Ltd. Texmaco Infrastructure & Holdings Ltd. Zuari International Ltd.(Formerly known as Zuari Investment Ltd.) Zuari Sugar & Power Ltd. - Zuari Industries Ltd. - Paradeep Phosphate Ltd. Magnacon Electricals India Ltd. The Pench Valley Coal Company Ltd. Premium Exchange And Finance Ltd. Jeewan Jyoti Medical Society

## (b) Related Party Transactions

(₹ in lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
<b>Remuneration Paid</b>							
Mr. Saroj Kumar Poddar	-	-	-	-	409.24	409.24	-
	(-)	(-)	(-)	(-)	(384.88)	(384.88)	(-)
Mr. Indrajit Mookerjee	-	-	-	-	124.98	124.98	-
	(-)	(-)	(-)	(-)	(104.69)	104.69	(-)
Mr. Sudipta Mukherjee	-	-	-	-	134.47	134.47	-
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. A K Vijay	-	-	-	-	88.22	88.22	-
	(-)	(-)	(-)	(-)	(91.78)	(91.78)	(-)
U.V. Kamath	-	-	-	-	32.42	32.42	-
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. D. H. Kela	-	-	-	-	145.93	145.93	-
	(-)	(-)	(-)	(-)	(152.51)	(152.51)	(-)

# Notes to Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Mr. Ashish Kumar Gupta	-	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(86.74)	(86.74)	(-)
Mr. Kishor Kumar Rajgaria	-	-	-	-	66.63	66.63	-
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Hemant Bhuwania	-	-	-	-	59.45	59.45	-
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Ravi Verma	-	-	-	-	5.44	5.44	-
	(-)	(-)	(-)	(-)	(44.18)	(44.18)	(-)
Mr. D. R. Kaarthykeyan (Sitting Fee & Commission)	-	-	-	-	8.85	8.85	-
	(-)	(-)	(-)	(-)	(7.15)	(7.15)	(-)
Mr. Utsav Parekh (Sitting Fee & Commission)	-	-	-	-	11.70	11.70	-
	(-)	(-)	(-)	(-)	(8.15)	(8.15)	(-)
Mr. Akshay Poddar (Sitting Fee & Commission)	-	-	-	-	7.35	7.35	-
	(-)	(-)	(-)	(-)	(5.40)	(5.40)	(-)
Ms. Rusha Mitra (Sitting Fee & Commission)	-	-	-	-	6.10	6.10	-
	(-)	(-)	(-)	(-)	(5.15)	(5.15)	(-)
Mr. Partha Sarathi Bhattacharya (Sitting Fee & Commission)	-	-	-	-	7.20	7.20	-
	(-)	(-)	(-)	(-)	(5.25)	(5.25)	(-)
Mr. Virendra Sinha (Sitting Fee & Commission)	-	-	-	-	8.60	8.60	-
	(-)	(-)	(-)	(-)	(4.90)	(4.90)	(-)
Mr. Amitabha Guha (Sitting Fee & Commission)	-	-	-	-	7.70	7.70	-
	(-)	(-)	(-)	(-)	(5.26)	(5.26)	(-)
<b>Investment</b>							
Touax Texmaco Railcar Leasing Pvt. Ltd.	-	-	-	2,400.00	-	2,400.00	11,159.09
	(-)	(-)	(-)	(2,144.10)	-	(2,144.10)	(8,759.09)
Texmaco Infrastructure & Holding Ltd.	91.10	-	-	-	-	91.10	189.62
	(-15.88)	(-)	(-)	(-)	-	(-15.88)	(98.50)
Wabtec Texmaco Rail Pvt. Ltd.	-	-	-	-	-	-	328.17
	(-)	(-)	(-)	(-)	(-)	(-)	(328.17)
Belur Engineering Pvt. Ltd.	-	-	-	-	-	-	10.00
	(-)	(-)	(-)	(-)	(-)	(-)	(10.00)
Texmaco Transtak Pvt. Ltd.	-	-	-	-	-	-	0.51
	(-)	(-)	(-)	(-)	(-)	(-)	(0.51)
Texmaco Rail System Pvt. Ltd.	-	-	-	-	-	-	2.04
	-	(1.02)	-	-	-	(1.02)	(2.04)
Texmaco Rail Electrification Ltd.	-	-	-	-	-	-	2.00
	(-)	(-)	(-)	(-)	(-)	(-)	(2.00)
Panihati Engineering Udyog Pvt. Ltd.	-	-	-	-	-	-	1.00
	(-)	(-)	(-)	(-)	(-)	(-)	(1.00)
Belgharia Engineering Udyog Pvt. Ltd.	-	1.00	-	-	-	1.00	1.00
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Texmaco Defence System Pvt. Ltd.	-	-	-	-	-	-	4.10
	(-)	(-)	(-)	(-)	(-)	(-)	(4.10)
<b>Loans &amp; Advances Given</b>							
Belur Engineering Pvt. Ltd.	-	-	-	-	-	-	2,700.00
	(-)	(-40.00)	(-)	(-)	(-)	(-40.00)	(2,700.00)
Texmaco Transtrak Pvt. Ltd.	-	-	-	-	-	-	360.40
	(-)	(-)	(-)	(-)	(-)	(-)	(360.40)

# Notes to Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Texmaco Defence System Pvt. Ltd.	-	-	6.16	-	-	6.16	304.81
	(-)	(-)	(7.96)	(-)	(-)	(7.96)	(298.66)
Texmaco Rail System Pvt. Ltd.	-	1.00	-	-	-	1.00	1.00
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Bright-Vijaywargi-JV	-	-	-	-41.82	-	-41.82	-
	(-)	(-)	(-)	(-24.57)	(-)	(-24.57)	(41.82)
Bright-Kalindee-JV	-	-	-	12.14	-	12.14	-
	(-)	(-)	(-)	(-35.18)	(-)	(-35.18)	(-12.14)
Bright-TEXMACO-JV	-	-	-	77.16	-	77.16	-
	(-)	(-)	(-)	(-116.34)	(-)	(-116.34)	(-77.16)
<b>Loans &amp; Advances Received/Repaid</b>							
Adventz Finance Pvt. Ltd.	-2,370.00	-	-	-	-	-2,370.00	-
	(2,052.00)	(-)	(-)	(-)	(-)	(2,052.00)	(2,370.00)
Adventz Securities Pvt. Ltd.	-	-	-	-	-	-	-
	(-31.00)	(-)	(-)	(-)	(-)	(-31.00)	(-)
Zuari International Ltd.	-930.00	-	-	-	-	-930.00	-
	(-)	(-)	(-)	(-)	(-)	(-)	(930.00)
Zuari Management Services Ltd.	-3,971.49	-	-	-	-	-3,971.49	-
	(371.49)	(-)	(-)	(-)	(-)	(371.49)	(3,971.49)
<b>Dividend Paid</b>							
Mr. Saroj Kumar Poddar	-	-	-	-	41.55	41.55	-
	(-)	(-)	(-)	(-)	(27.55)	(27.55)	(-)
Mrs. Jyotsna Poddar	0.16	-	-	-	-	0.16	-
	(0.10)	(-)	(-)	(-)	(-)	(0.10)	(-)
Ms. Puja Poddar	0.24	-	-	-	-	0.24	-
	(0.16)	(-)	(-)	(-)	(-)	(0.16)	(-)
Mr. Akshay Poddar	-	-	-	-	0.40	0.40	-
	(-)	(-)	(-)	(-)	(0.01)	(0.01)	(-)
Ms. Shradha Agarwal	0.03	-	-	-	-	0.03	-
	(0.02)	(-)	(-)	(-)	(-)	(0.02)	(-)
Ms. Aasthi Agarwal	0.03	-	-	-	-	0.03	-
	(0.02)	(-)	(-)	(-)	(-)	(0.02)	(-)
Mrs. Anisha Berlia	0.07	-	-	-	-	0.07	-
	(0.05)	(-)	(-)	(-)	(-)	(0.05)	(-)
Premium Exchange & Finance Ltd.	0.28	-	-	-	-	0.28	-
	(0.19)	(-)	(-)	(-)	(-)	(0.19)	(-)
Jeewan Jyoti Medical Society	0.24	-	-	-	-	0.24	-
	(0.16)	(-)	(-)	(-)	(-)	(0.16)	(-)
Abhishek Holding Pvt. Ltd.	0.00	-	-	-	-	0.00	-
	(0.00)	(-)	(-)	(-)	(-)	(0.00)	(-)
Adventz Securities Enterprise Ltd.	5.71	-	-	-	-	5.71	-
	(3.81)	(-)	(-)	(-)	(-)	(3.81)	(-)
Adventz Finance Pvt. Ltd.	37.62	-	-	-	-	37.62	-
	(24.38)	(-)	(-)	(-)	(-)	(24.38)	(-)

# Notes to Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Duke Commerce Ltd.	11.27	-	-	-	-	11.27	-
	(7.51)	(-)	(-)	(-)	(-)	(7.51)	(-)
Eureka Traders Pvt. Ltd.	0.00	-	-	-	-	0.00	-
	(0.00)	(-)	(-)	(-)	(-)	(0.00)	(-)
Greenland Trading Pvt. Ltd.	0.05	-	-	-	-	0.05	-
	(0.04)	(-)	(-)	(-)	(-)	(0.04)	(-)
Master Exchange & Finance Ltd.	0.02	-	-	-	-	0.02	-
	(0.02)	(-)	(-)	(-)	(-)	(0.02)	(-)
New Eros Tradecom Ltd.	1.11	-	-	-	-	1.11	-
	(0.74)	(-)	(-)	(-)	(-)	(0.74)	(-)
Indrakshi Trading company Pvt. Ltd.	0.05	-	-	-	-	0.05	-
	(0.03)	(-)	(-)	(-)	(-)	(0.03)	(-)
Texmaco Infrastructure & Holding Ltd.	87.75	-	-	-	-	87.75	-
	(58.50)	(-)	(-)	(-)	(-)	(58.50)	(-)
Zuari Industries Ltd.	1.15	-	-	-	-	1.15	-
	(0.77)	(-)	(-)	(-)	(-)	(0.77)	(-)
Zuari International Ltd.	95.65	-	-	-	-	95.65	-
	(63.77)	(-)	(-)	(-)	(-)	(63.77)	(-)
Mr. A.K. Vijay	-	-	-	-	0.08	0.08	-
	(-)	(-)	(-)	(-)	(0.05)	(0.05)	(-)
Mr. Ravi Verma	-	-	-	-	0.02	0.02	-
	(-)	(-)	(-)	(-)	(0.01)	(0.01)	(-)
<b>Dividend Received</b>							
Texmaco Infrastructure & Holding Ltd.	0.30	-	-	-	-	0.30	-
	(0.15)	(-)	(-)	(-)	(-)	(0.15)	(-)
Wabtec Texmaco Rail Pvt. Ltd.	-	-	-	98.45	-	98.45	-
	(-)	(-)	(-)	(98.45)	(-)	(98.45)	(-)
<b>Others</b>							
Adventz Finance Pvt. Ltd.	16.52	-	-	-	-	16.52	-
(Rent Paid)	(16.52)	(-)	(-)	(-)	(-)	(16.52)	(-)
Adventz Finance Pvt. Ltd.	215.73	-	-	-	-	215.73	-
(Interest Paid)	(216.05)	(-)	(-)	(-)	(-)	(216.05)	(140.59)
Adventz Securities Pvt. Ltd.	-	-	-	-	-	-	-
(Interest Paid)	(0.86)	(-)	(-)	(-)	(-)	(0.86)	(-)
Zuari Management Services Ltd.	394.32	-	-	-	-	394.32	-
(Interest Paid)	(531.19)	(-)	(-)	(-)	(-)	(531.19)	(-)
Zuari International Ltd.	99.03	-	-	-	-	99.03	-
(Interest Paid)	(148.75)	(-)	(-)	(-)	(-)	(148.75)	(122.87)
Zuari Insurance Brokers Ltd.	11.54	-	-	-	-	11.54	-
(Insurance Premium Paid)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Zuari Sugar & Power Ltd.	14.91	-	-	-	-	14.91	-
(Interest Paid)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Saroj Kumar Poddar	-	-	-	-	-432.31	-432.31	-
(Interest Paid)	(-)	(-)	(-)	(-)	(432.31)	(432.31)	(432.31)
High Quality Steels Ltd.	505.40	-	-	-	-	505.40	-
(Services Received)	(436.44)	(-)	(-)	(-)	(-)	(436.44)	(48.74)

# Notes to Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Lionel India Ltd. (Services Received)	201.64 (190.39)	- (-)	- (-)	- (-)	- (-)	201.64 (190.39)	47.97 (19.67)
Lionel India Ltd. (Rent Received)	7.37 (7.37)	- (-)	- (-)	- (-)	- (-)	7.37 (7.37)	- (-)
Lionel Edwards Ltd. (Services Received)	9.36 (24.65)	- (-)	- (-)	- (-)	- (-)	9.36 (24.65)	- (-)
Zuari Management Services Ltd. (Services Received)	106.49 (275.29)	- (-)	- (-)	- (-)	- (-)	106.49 (275.29)	-5.34 (17.53)
Texmaco Infrastructure & Holdings Ltd. (Rent Received)	0.83 (0.72)	- (-)	- (-)	- (-)	- (-)	0.83 (0.72)	- (-)
Texmaco Infrastructure & Holdings Ltd. (Rent Paid)	- (27.84)	- (-)	- (-)	- (-)	- (-)	- (27.84)	- (8.27)
Texmaco Infrastructure & Holdings Ltd. (Amount paid on behalf of company)	4.71 (-)	- (-)	- (-)	- (-)	- (-)	4.71 (-)	- (-)
Texmaco Infrastructure & Holdings Ltd. (Sale of services)	0.11 (-)	- (-)	- (-)	- (-)	- (-)	0.11 (-)	- (-)
Wabtec Texmaco Rail Pvt. Ltd. (Sale of goods)	- (-)	- (-)	- (-)	1,866.06 (1,299.85)	- (-)	1,866.06 (1,299.85)	517.06 (351.83)
Wabtec Texmaco Rail Pvt. Ltd. (Purchase of goods)	- (-)	- (-)	- (-)	1,371.33 (36.35)	- (-)	1,371.33 (36.35)	0.05 (-)
Wabtec Texmaco Rail Pvt. Ltd. (sale of services/Rent)	- (-)	- (-)	- (-)	138.57 (137.44)	- (-)	138.57 (137.44)	0.59 (-)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Sale of goods & services)	- (-)	- (-)	- (-)	12,632.19 (39.43)	- (-)	12,632.19 (39.43)	177.00 (0.07)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Rent & other service charges Received)	- (-)	- (-)	- (-)	5.33 (5.05)	- (-)	5.33 (5.05)	- (-)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Deposit against order)	- (-)	- (-)	- (-)	-2,508.93 (2,508.93)	- (-)	-2,508.93 (2,508.93)	- (2,508.93)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Interest receivable against CCD)	- (-)	- (-)	- (-)	1,060.90 (712.71)	- (-)	1,060.90 (712.71)	954.81 (641.44)
Zuari Finserv Limited ( Amount paid on account of Demat Charges)	0.05 (-)	- (-)	- (-)	- (-)	- (-)	0.05 (-)	- (-)
Master Exchange & Finance Limited ( Amount paid on account of expense incurred)	0.04 (-)	- (-)	- (-)	- (-)	- (-)	0.04 (-)	- (-)
Belur Engineering Pvt. Ltd. (Rent Received)	- (-)	0.05 (0.05)	- (-)	- (-)	- (-)	0.05 (0.05)	0.02 (-)
Belur Engineering Pvt. Ltd. (Rent Paid)	- (-)	165.28 (330.56)	- (-)	- (-)	- (-)	165.28 (330.56)	- (-)
Belur Engineering Pvt. Ltd. (Interest received against ICD given)	- (-)	291.04 (292.96)	- (-)	- (-)	- (-)	291.04 (292.96)	130.97 (-)
Belur Engineering Pvt. Ltd. (Advance received on account of expense incurred)	- (-)	12.70 (-)	- (-)	- (-)	- (-)	12.70 (-)	- (-)
Belur Engineering Pvt. Ltd. (Advance paid against expense liability)	- (-)	46.80 (-)	- (-)	- (-)	- (-)	46.80 (-)	46.80 (-)
Texmaco Defence System Pvt. Ltd. (Rent Received)	- (-)	- (-)	0.05 (0.05)	- (-)	- (-)	0.05 (0.05)	- (-)
Texmaco Defence Sysytem Pvt. Ltd. (Interest Received)	- (-)	- (-)	36.81 (35.86)	- (-)	- (-)	36.81 (35.86)	152.32 (119.19)



# Notes to Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Texmaco Transtrak Pvt. Ltd. (Rent Received)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	17.08 (17.08)
Texmaco Transtrak Pvt. Ltd. (Interest Received)	- (-)	39.75 (39.64)	- (-)	- (-)	- (-)	39.75 (39.64)	179.30 (143.52)
Texmaco Rail System Pvt. Ltd. (Interest Received)	- (-)	0.00 (0.01)	- (-)	- (-)	- (-)	0.00 (0.01)	- (-)
Texmaco Rail System Pvt. Ltd. (Rent Received)	- (-)	0.06 (0.06)	- (-)	- (-)	- (-)	0.06 (0.06)	- (-)
Texmaco Rail Electrification Ltd. (Rent Received)	- (-)	0.05 (0.05)	- (-)	- (-)	- (-)	0.05 (0.05)	- (-)
SMIFS Capital Market Ltd. ( Amount Paid against bond purchased)	19,736.94 (-)	- (-)	- (-)	- (-)	- (-)	19,736.94 (-)	- (-)
Bright-Vijaywargi-JV (Sale of goods & services)	- (-)	- (-)	- (-)	663.66 (492.32)	- (-)	663.66 (492.32)	225.34 (409.78)
JMC-GPT-Vijaywargi-Bright Power JV (Sale of goods & services)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	45.25 (93.82)
JMC-Vijaywargi-Bright Power JV (sale of goods & services)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	93.28 (262.24)
Bright-Kalindee-JV (Sale of goods & services)	- (-)	- (-)	- (-)	- (545.00)	- (-)	- (545.00)	352.69 (826.94)
Bright-Textmaco-JV (Sale of goods & services)	- (-)	- (-)	- (-)	1,804.95 ( 3,814.87)	- (-)	1,804.95 (3,814.87)	390.52 (638.73)
ISC Project-Textmaco JV (Sale of goods & services)	- (-)	- (-)	- (-)	570.28 (781.77)	- (-)	570.28 (781.77)	9.56 (39.53)
JMC-Vijaywargi-Bright Power JV (Amount paid on behalf of company)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	1.15 (1.15)
JMC-GPT-Vijaywargi-Bright Power JV (Amount paid on behalf of company)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	2.45 (2.45)
Swatish Enterprise Limited (Sale of Goods)	- (-)	- (-)	- (-)	203.03 (-)	- (-)	203.03 (-)	636.87 (-)
Texmaco Rail & Engg. Ltd. & Spark Electrical & Project Pvt. Ltd. JV (Sale of goods)	- (-)	- (-)	- (-)	1,833.46 (-)	- (-)	1,833.46 (-)	1,202.98 (-)
Kalindee - Cobra JV (Sale of goods)	- (-)	- (-)	- (-)	532.19 (166.67)	- (-)	532.19 (166.67)	548.07 (345.18)
Kalindee - Cobra JV (Amount paid by company on behalf of others)	- (-)	- (-)	- (-)	2.62 (-)	- (-)	2.62 (-)	- (-)
Kalindee -IL & FS JV (Sale of goods)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	1,346.48 (1,346.48)
Kalindee -IL & FS JV (Amount paid on behalf of company)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	1.17 (1.17)
Kalindee Kapoor Railcon JV (Sale of goods)	- (-)	- (-)	- (-)	376.90 (279.19)	- (-)	376.90 (279.19)	675.02 (1,026.09)
Kalindee Kapoor Railcon JV (Amount paid on behalf of company)	- (-)	- (-)	- (-)	4.69 (12.54)	- (-)	4.69 (12.54)	- (-)
Kalindee Karthik JV (Sale of goods)	- (-)	- (-)	- (-)	0.96 (57.55)	- (-)	0.96 (57.55)	393.39 (433.45)

# Notes to Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Kalindee Karthik JV	-	-	-	0.29	-	0.29	-
(Amount paid by company on behalf of others)	(-)	(-)	(-)	(1.21)	(-)	(1.21)	(-)
Kalindee Rahee JV	-	-	-	-	-	-	-
(Amount paid by company on behalf of others)	(-)	(-)	(-)	(4.91)	(-)	(4.91)	(-)
Kalindee URC JV	-	-	-	-	-	-	98.01
(Sale of goods)	(-)	(-)	(-)	(8.68)	(-)	(8.68)	(167.10)
Kalindee VNC JV	-	-	-	-	-	-	1,697.64
(Amount paid by company on behalf of others)	(-)	(-)	(-)	(77.34)	(-)	(77.34)	(1,697.64)
GMR TPL KRNL JV	-	-	-	100.96	-	100.96	556.12
(Sale of goods)	(-)	(-)	(-)	(570.10)	(-)	(570.10)	(1,026.09)
Tata Project -Kalindee JV	-	-	-	448.11	-	448.11	47.73
(Sale of goods)	(-)	(-)	(-)	(173.53)	(-)	(173.53)	(32.91)
Texmaco Rahee JV	-	-	-	70.79	-	70.79	443.13
(Sale of goods)	(-)	(-)	(-)	(157.60)	(-)	(157.60)	(420.70)
Texmaco Asis JV	-	-	-	2,300.89	-	2,300.89	-387.52
(Sale of goods)	(-)	(-)	(-)	(890.22)	(-)	(890.22)	(46.91)
<b>Corporate Guarantee Given</b>							
Touax Texmaco Railcar Leasing Pvt. Ltd.	-	-	-	-456.38	-	-456.38	2,395.47
(Against sale of wagon)	(-)	(-)	(-)	(1,331.19)	(-)	(1,331.19)	(2,851.85)
<b>Corporate Guarantee Received</b>							
Belur Engineering Pvt. Ltd.	-	-4,000.00	-	-	-	-4,000.00	-
(Against Term Loan Facility)	(-)	(-)	(-)	(-)	(-)	(-)	(4,000.00)

Note: Figures in brackets are for previous financial year.

# Notes to Financial Statement

## Note 1.41 Earnings Per Share – The Numerator and Denominator used to Calculate Basic/ Diluted Earnings Per Share

(₹ in lakhs)

Particulars		2023-24	2022-23
Net Profit for the period from ordinary activities attributable to equity shareholders (Excluding Preference Share Dividend) – used as numerator.	₹ in Lakhs	11,269.01	1,983.66
Weighted average number of Equity share outstanding used as denominator for Basic Earnings per Share.	Number	34,40,23,005	32,18,69,895
Weighted Average Number of Equity share used on denominator for Diluted Earnings Per Share	Number	34,40,23,005	32,18,69,895
(A) Basic Earnings Per Share (face value of ₹ 1/- each)	₹	3.28	0.62
(B) Diluted Earnings Per Share (face value of ₹ 1/- each)	₹	3.28	0.62

## Note 1.42 Interest In Joint Venture (JV)

Particulars of the Company's interest in Jointly Controlled Entity is as below:

Particulars	Percentage of ownership	Country of Incorporation
Touax Texmaco Railcar Leasing Pvt. Ltd	50%*	India
Wabtec Texmaco Rail Pvt. Ltd	40%	India

\* Number of shares held by Texmaco Rail & Engineering Limited in TouaxTexmaco Railcar Leasing Pvt. Ltd is 1,26,49,999 equity shares, whereas number of equity shares held by Touax Rail India Limited is 1,26,50,001.

The company's share in assets, liabilities, income and expense in the above jointly controlled entities as at and for the year ended March 31, 2024, is as follows:

(₹ in lakhs)

Name of Joint Venture	Company's share in				
	Assets	Liabilities	Income	Expenses	Profit/ (Loss) after Tax
Touax Texmaco Railcar Leasing Pvt. Ltd	28,558.84 (15,709.88)	16,782.54 (6,400.59)	3,027.19 (2,278.14)	1,871.50 (1,198.52)	1,128.26 (982.64)
Wabtec Texmaco Rail Pvt. Ltd	2,761.75 (1,981.56)	1,319.72 (991.83)	3974.96 (3,083.25)	3239.00 (2,486.78)	551.42 (444.62)

Note: Figures in bracket are of previous year figure

# Notes to Financial Statement

## Note 1.43 Employee Benefits Obligation:

The Company accounts for Gratuity, Leave and Provident Fund Liability at actuarial valuation at the end of the year i.e. March 31. Accordingly, these Liabilities have been computed by the actuary as at March 31, 2024.

### Defined Benefit Plans- As per Actuarial valuation as on 31st March 2024

(₹ in lakhs)

SI No.	Particulars	Funded Gratuity 2023-24	Funded Gratuity 2022-23	Unfunded Leave 2023-24	Unfunded Leave 2022-23
<b>A</b>	<b>Amount Recognised in Balance Sheet</b>				
	Present Value of defined benefit obligations	2,350.32	2,461.18	583.03	554.98
	Fair Value of Plan Assets	2,170.43	2,272.29	-	-
	Net asset / (liability) recognized in Balance Sheet	(179.89)	(188.89)	(583.03)	(554.98)
<b>B</b>	<b>Change in Present Value of Obligations</b>				
	Present Value of Obligation as at the beginning of the year	2,461.18	2,449.41	554.98	484.84
	Current Service Cost	197.84	200.09	74.49	89.48
	Interest (Income) / Cost	176.87	171.02	39.97	33.70
	Re- measurement ( or Actuarial) (Gain)/Loss arising from :-				
	Change in demographic assumptions	-	-	-	-
	Change in financial assumptions	24.26	(27.04)	7.05	(8.21)
	Experience variance (i.e. Actual experience vs. assumptions)	(107.28)	91.56	(12.81)	56.70
	Past Service Cost	-	-	-	-
	Benefits Paid	(402.55)	(423.86)	(80.65)	(101.53)
	Acquisition Adjustment	-	-	-	-
	Present Value of Obligation as at the end of the year	2,350.32	2,461.18	583.03	554.98
<b>C</b>	<b>Changes in the Fair Value of Plan Assets</b>				
	Fair Value of Plan Assets as at the beginning of the year	2,272.29	2,362.96	-	-
	Investment Income	163.45	165.67	-	-
	Employer's Contribution	115.07	104.51	-	-
	Employee's Contribution	-	-	-	-
	Benefits paid	(383.86)	(346.75)	-	-
	Return on plan assets , excluding amount recognised in net interest expense	3.48	(14.10)	-	-
	Fair Value of Plan Assets at the end of the year	2,170.43	2,272.29	-	-
<b>D</b>	<b>Expenses Recognised in the Income Statement</b>				
	Current Service Cost	197.84	200.09	74.49	89.48
	Past Service Cost	-	-	-	-
	Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	13.42	5.34	39.97	33.70
	Change in demographic assumptions	-	-	-	-
	Change in financial assumptions	-	-	7.05	(8.21)
	Experience variance (i.e. Actual experience vs assumptions)	-	-	(12.81)	56.70
	Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-	-	-
	Expenses Recognised in the Income Statement	211.26	205.43	108.70	171.67

# Notes to Financial Statement

## Note 1.43 Employee Benefits Obligation: (Contd.)

(₹ in lakhs)

SI No.	Particulars	Funded Gratuity 2023-24	Funded Gratuity 2022-23	Unfunded Leave 2023-24	Unfunded Leave 2022-23
<b>E</b>	<b>Other Comprehensive Income</b>				
	Actuarial (gains) / losses arising from				
	Change in demographic assumptions	-	-	-	-
	Change in financial assumptions	24.26	(27.04)	-	-
	Experience variance (i.e. Actual experience vs assumptions)	(107.28)	91.56	-	-
	Return on plan assets, excluding amount recognised in net interest expense	(3.48)	14.10	-	-
	Components of defined benefit costs recognised in other comprehensive income	(86.50)	78.62	-	-
<b>F</b>	<b>Major categories of Plan Assets (as percentage of Total Plan Assets)</b>				
	Government of India securities	-	-	-	-
	State Government securities	-	-	-	-
	High quality corporate bonds	-	-	-	-
	Equity shares of listed companies	-	-	-	-
	Property	-	-	-	-
	Special Deposit Scheme	-	-	-	-
	Funds managed by Insurer	100%	100%	-	-
	Bank balance	-	-	-	-
	Other Investments	-	-	-	-
	<b>Total</b>	<b>100%</b>	<b>100%</b>	-	-

### G Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefit plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions	Gratuity		Leave	
	2024	2023	2024	2023
Discount rate (per annum)	6.40%	6.40%	6.40%	6.40%
Salary growth rate (per annum)	5.00%	5.00%	5.00%	5.00%

Demographic Assumptions	Gratuity		Leave	
	2024	2023	2024	2023
Mortality Rate (% of IALM 12-14)	100%	100%	100%	100%
Withdrawal rates, based on age: (per annum)				
Up to 30 years	3.00%	3.00%	3.00%	3.00%
31 - 44 years	2.00%	2.00%	2.00%	2.00%
Above 44 years	1.00%	1.00%	1.00%	1.00%
Rate of Leave Availment (per annum)	NA	NA	0.00%	0.00%
Rate of Leave Encashment during employment (P.A.)	NA	NA	0.00%	0.00%

# Notes to Financial Statement

## Note 1.43 Employee Benefits Obligation: (Contd.)

### H Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Particulars		Discount Rate (- / + 1%)	Salary Growth Rate (- / + 1%)	Attrition Rate (- / + 50% of attrition rates)	Mortality Rate (- / + 10% of mortality rates)
<b>Gratuity</b>					
Increase/ (Decrease) in Liability	31.03.2024	(4,818.56)	(4,593.07)	(4,672.34)	(4,495.46)
Increase/ (Decrease) in Liability	31.03.2024	(105.30)	118.80	23.27	(200.68)
Increase/ (Decrease) in Liability	31.03.2023	(5,040.54)	(4,813.90)	(4,892.24)	(4,708.44)
Increase/ (Decrease) in Liability	31.03.2023	(105.61)	119.67	24.65	(209.29)
<b>Leave</b>					
Increase/ (Decrease) in Liability	31.03.2024	(1,197.62)	(1,136.19)	(1,155.46)	(1,078.22)
Increase/ (Decrease) in Liability	31.03.2024	(27.73)	33.57	8.34	(86.80)
Increase/ (Decrease) in Liability	31.03.2023	(1,301.53)	(1,229.46)	(1,249.22)	(1,025.31)
Increase/ (Decrease) in Liability	31.03.2023	118.10	189.68	163.24	(83.57)

### I The defined benefit obligations shall mature after the end of reporting period is as follows:

Expected cash flows over the next (valued on undiscounted basis):

(₹ in lakhs)

Financial Assumptions	Gratuity		Leave	
	2024	2023	2024	2023
1 Year	696.62	795.94	186.13	170.43
2 to 5 years	955.57	921.73	190.06	183.11
6 to 10 years	817.01	880.04	196.07	196.78
More than 10 years	1,051.40	1,105.31	348.66	355.10

### J Risk Exposure

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as Interest Rate risk, Liquidity Risk, Salary Escalation Risk, Demographic Risk, Regulatory Risk, Asset Liability Mismatching or Market Risk, Investment Risk etc.



# Notes to Financial Statement

## Note 1.44 Leases:

The Company has taken Computers & Software on lease rental for its business operations. The agreement has a lease term of 5 years, having the option to extend the lease after the expiry of such term. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company has also taken land on lease for the purpose of its operation. The agreement for the same remain valid till F.Y 2086.

Set out below are the carrying amounts of Right of Use assets recognized and movement during the year.

(₹ in lakhs)

Particulars	31.03.2024	31.03.2023
Carrying value of right of use assets at the beginning of the reporting date	194.85	43.34
Addition during the year	292.68	179.27
Depreciation	42.78	27.76
Carrying value of right of use assets at the end of the reporting date	444.75	194.85

Set out below are the carrying amounts of lease liabilities and the movement during the year.

(₹ in lakhs)

Particulars	31.03.2024	31.03.2023
Lease liabilities at the beginning of the reporting date	150.36	-
Addition during the year	23.59	172.49
Accretion of Interest	15.11	11.57
Rent	(51.15)	(33.70)
Closing lease liabilities	137.91	150.36
Lease liabilities included in the statement of financial position		
Short Term	37.26	30.70
Long Term	100.65	119.66

The effective interest rate for lease liabilities is 9% with maturity between 5 years.

Impact of Statement of Profit and Loss.

Particulars	31.03.2024	31.03.2023
Depreciation expense	42.78	27.76
Interest expenses	15.11	11.57

Impact of Statement of Cash Flows:

Particulars	31.03.2024	31.03.2023
Payment of principal portion of lease liabilities	40.70	33.35
Payment of interest portion of lease liabilities	-	-

## Note 1.45 (a)

The Company has used accounting software for maintaining its books of account which do not have a feature of recording audit trail (edit log) facility. However, the accounting software does not allow editing or deletion of transactions. Therefore, the transactions cannot be tampered with and the same has operated throughout the year for all relevant transactions recorded in the software.

## Note 1.45 (b) Amount Remitted during the year on Account of Dividend (as Certified by the Management)

Particulars	2023-24	2022-23
Number of Non-resident Shareholders	1627	1022
Number of Equity Shares held	29,82,918	21,02,721
Dividend remitted (₹ in Lakhs)	4.47	2.10
Year of Dividend paid	2022-23	2021-22

# Notes to Financial Statement

## Note 1.46 Value of Raw Materials and stores consumed (including Components)

(₹ in lakhs)

Particulars	2023-24	%	2022-23	%
Imported	10,846.78	3.83%	13,846.50	7.38%
Indigenous	2,72,655.30	96.17%	1,73,860.22	92.62%
<b>Total</b>	<b>2,83,502.08</b>	<b>100%</b>	<b>1,87,706.72</b>	<b>100%</b>

## Note 1.47 Value of Imports on C.I.F. Basis

(₹ in lakhs)

Particulars	2023-24	2022-23
Raw Materials	-	5.50
Components, Spare Parts and Stores	27,218.19	13,840.48
<b>Total</b>	<b>27,218.19</b>	<b>13,845.98</b>

## Note 1.48 Analysis of Raw Material Consumed

(₹ in lakhs)

Particulars	2023-24	2022-23
M.S. & C.I. Scrap	15,143.57	11,587.35
Plates & Sheets	1,46,850.58	93,703.02
Rounds, Bars & Flats	14,663.45	7,546.83
Structural	863.79	7,135.02
<b>Total</b>	<b>1,77,521.39</b>	<b>1,19,972.22</b>

**Note 1.49** Consumption of raw materials, components, stores, and spare parts includes profit/loss on sale thereof and exchange difference arising on Foreign Currency Transactions on account of import of Raw Materials/Stores and has been accounted under respective Revenue heads.

**Note 1.50** Escalation, Insurance claims and other claims have been accounted for on accrual basis based on latest data available with the Company and where the realization of the amount is reasonably certain.

## Note 1.51 Expenditure in Foreign Currency

(₹ in lakhs)

Particulars	2023-24	2022-23
R & D Expenses	6.56	-
Travelling and Others	46.30	89.39
Fees & Subscription	14.35	254.45
Books & Periodicals	4.29	-
General Charges (Charity & Donation, AAR Audit Fee)	39.24	17.35
Overseas Project Expenses	221.19	-
<b>Total</b>	<b>331.93</b>	<b>361.19</b>

## Note 1.52 Income in Foreign Exchange

(₹ in lakhs)

Particulars	2023-24	2022-23
Export of Goods (F.O.B.)	19,089.40	21,094.16

# Notes to Financial Statement

## Note 1.53 Details of Inventory of Work in Progress

(₹ in lakhs)

Particulars	2023-24	2022-23
<b>Work-in- Process</b>		
- Freight Car Division	26,258.23	23286.76
- Infra-Rail & Green Energy	2,073.60	917.07
<b>Total</b>	<b>28,331.83</b>	<b>24,203.83</b>

**Note 1.54** As a part of company's risk management policy, the financial risks mainly relating to changes in the exchange rates are hedged by using a combination of forward contracts, besides the natural hedges.

(₹ in lakhs)

Particulars	2023-24	2022-23
(a) - Un-hedged foreign currency exposure as at 31 <sup>st</sup> March 24 – Payables. USD: USD- 54,09,765.95 (Previous Year: USD: USD: 17,70,260.67)	4,512.02	1,454.62
(b) - Un-hedged foreign currency exposure as at 31 <sup>st</sup> March 24 – Receivable. - AUD: 4,14,075.26, USD: NIL, Euro:19,50,646.33, JPY:6,61,67,302 and NRS:1,30,40,722.04 Previous Year -AUD: 7,67,565.83, USD: NIL, Euro: 12,68,291.63, JPY: 5,98,20,313 and NRS: 1,30,40,722.04	2,423.15	2,008.02

## Note 1.55 Details of Income/ Expenses Disclosed on Net Basis

(₹ in lakhs)

SI No	Particulars	2023-24	2022-23
<b>1</b>	<b>Profit/ Loss on sale of Property, Plant &amp; Equipment</b>		
	Profit	26.22	26.64
	Loss	(6.51)	(4.56)
	<b>Net</b>	<b>19.71</b>	<b>22.08</b>
<b>2</b>	<b>Profit on sale of current investment</b>		
	Mutual Funds & Others		
	Profit	170.30	-
	Loss	-	-
	<b>Net</b>	<b>170.30</b>	<b>-</b>

# Notes to Financial Statement

## Note 1.56 Disclosure pursuant to Ind AS 111– Joint Arrangements

Name of Joint venture	Description of Interest/ (Description of Job)	Country of Residence
Kalindee Kartik JV	Jointly controlled operations (civil work and signaling at Sini Jharkhand, SE Railway) – 80%	India
Kalindee Kapoor Railcon JV	i. Jointly controlled operations (civil work and signaling at Rani Keshwaganj and Rajasthan) – 71% ii. Jointly controlled operations (civil work and signaling at Lucknow Pilibhit, Uttar Pradesh) – 71% iii. Jointly controlled operations (civil work and signaling at Palanpur - Sarotra) – 70%	India
Kalindee IL&FS JV	Jointly controlled operations (civil work and signaling at Sholapur division of Central Railway in the state of Maharashtra, India) – 40%	India
Kalindee Rahee JV	i) Jointly controlled operations (civil work and signaling at Kolkata Metro division of KMRC in the state of West Bengal, India) – 70% ii) Jointly controlled operations (Ballastless Track work at Nagpur Metro division of MMRC in the state of Maharsashtra, India) - 60%	India
Kalindee Cobra JV	Jointly controlled operations (civil work and signaling at Bina Kota division of RVNL in the state of Rajasthan, India) – 78%	India
GMR-TPL-Kalindee JV	i. Jointly controlled operations (civil work and signaling of RVNL projects in the state of Uttar Pradesh) – 29% ii. Jointly controlled operations (civil work and signaling of RVNL projects in the state of Telangana) – 35.48%	India
Kalindee VNC JV	Jointly controlled operations (civil work and track work of Bangalore Metro & Delhi Metro in the state of Karnataka and Delhi, India respectively) – 50%	India
Kalindee URC JV	Jointly controlled operations (civil work and signaling of RVNL Project in the state of Tamilnadu, India) – 50%	India
Tata projects – Kalindee JV	Jointly controlled operations (civil, signaling and electrification work of RVNL Project in the state of Assam, India) – 10%	India
Kalindee ASIS JV	Jointly controlled operations (Manufacturing and commissioning of Automatic Fare collection Systems at Mumbai Metro division of MMRC in the state of Maharashtra, India) - 90%	India
JMC-GPT-Vijaywargi-Bright Power JV	Joint Operations (S & T OHE & General Electrical Works, Tamluk Basuliya, West Bengal) BPP-12.032%	India
JMC-Vijaywargi-Bright Power Joint Venture	Joint Operations (S & T OHE & General Electrical Works, JaroliBasantpur, Orissa) BPP-16.58%	India
Bright-Vijaywargi	Joint Operations (25KV, 50 HZ Single phase traction,OHE,Scada, Gen. Ele. Works, Civil Works between Jakhal-Hissar BPP-82%, VIJAYWARGI -18%	India
ISC Project Texmaco JV	Joint Operation Civil works, S&T, OHE work between Badmal-Titlagarh section, Odisha, India)-BPP: 28.57%	India
Texmaco Rail & Engineering Ltd. & Spark Electrical & Projects Pvt. Ltd. JV-Mumbai	Joint Operation for conversion of overhead LT line to underground LT line with Spark Electrical for the project of MPMKVVCL,Bhopal.	India
Texmaco Rahee JV	Joint Operation with Rahee JV,laying of metro tracks at Nagpur Metro, 60% Texmaco Rail & 40% Rahee	India

# Notes to Financial Statement

## Note 1.57 Financial Risk Management Objectives and policies-

The Company's activities expose it to Credit Risk, Liquidity Risk, Market Risk, and Equity Price Risk.

This note explains the source of risk which the Company is exposed to and how the Company manages the risk and the impact. The management of the company ensures that risks are identified, measured and mitigated in accordance with the Risk Management Policy of the company. The Board provides guiding principles on risk management and also review these risks and related risk management policies which are given as under.

The Company's financial liabilities comprise borrowings, capital creditors and trade and other payables. The company's financial assets include trade and other receivables, cash and cash equivalents, investments including investments in subsidiaries, loans & advances, and deposits.

**A. Credit Risk** - A risk that counter party may not meet its obligations under a financial instrument or customer contract, leading to a financial loss is defined as Credit Risk. The Company is exposed to credit risk from its operating and financial activities.

Customer credit risk is managed by the respective marketing department subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company reviews the creditworthiness of these customers on an on-going basis. The Company estimates the expected credit loss on the basis of past data, experience and policy laid down in this respect. The maximum exposure to the credit risk at the reporting date is the carrying value of the trade receivables disclosed in Note 1.11 as the Company does not hold any collateral as security. The Company has a practice to provide for doubtful debts as per its approved policy.

**B. Liquidity Risk** - A risk that the Company may not be able to settle or meet its obligations at a reasonable price is defined as liquidity risks. The Company's treasury department is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credits, term loans among others.

**C. Interest Risk** - Interest Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of change in market interest rates related primarily to the company's short term borrowing (excluding commercial paper) with floating interest rates. For all long term borrowings with floating rates, the risk of variation in the interest rates is mitigated through interest rate swaps. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve on optimal maturity profile and financing cost.

**D. Market Risk** - A risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market prices is defined as Market Risk. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

(i) **Foreign Currency Risk** - A risk that the fair value or future value of the cash flows of an forex exposure will fluctuate because of changes in foreign exchange rates is defined as Foreign Currency Risk. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export, import and foreign currency loan/ derivatives operating activities. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange exposure. The management monitors the foreign exchange fluctuations on a continuous basis.

(ii) **Foreign currency sensitivity** - The following table demonstrates the sensitivity to a reasonably possible change in USD and Euro exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies are not material.

# Notes to Financial Statement

## Note 1.57 Financial Risk Management Objectives and policies (Contd.)

(₹ in lakhs)

Particulars	As on 31.03.2024	As on 31.03.2023
Foreign Currency (Payable) / Receivable (net) – EURO	1,753.19	1,134.39
Foreign Currency (Payable) / Receivable (net) - USD	(6,606.35)	(3,091.83)
<b>Impact</b>		
- EURO/INR- Increase by 10%	175.32	113.44
- EURO/INR- Decrease by 10%	(175.32)	(113.44)
USD/INR- Increase by 10%	660.63	309.18
USD/INR- Decrease by 10%	(660.63)	(309.18)

- E. Equity Price Risk** - A risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices (other than those arising from interest rate or foreign exchange rate risk), whether those changes are caused by factors specific to the individual financial instruments or its issuer, or by factors affecting all similar financial instruments traded in the market is defined as Equity Price Risk.

The Company generally invests in the equity shares of the Subsidiaries, Associates, Joint Ventures and some of the group companies as part of the Company's overall business strategy and policy. The Company manages the equity price risk through placing limits on individual and total equity investment in each of the subsidiaries and group companies based on the respective business plan of each of the companies. The Company's investment in quoted equity instruments (other than above) is not material. For sensitivity analysis of Company's investments in equity instruments, refer Note No. 1.04(Fair Value).

## Note 1.58 Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in taking into consideration the economic conditions and strategic objectives of the Company.

## Note 1.59 Fair Value

Carrying amounts and Fair values, Fair value through Profit & Loss (FVTPL) of financial instruments, including their levels in the fair value hierarchy has been mentioned in Note No. B (ix) and has been mentioned in Note No 1.04 and Note No 1.10. All the investments which have been fair valued are classified under Level – 1.



# Notes to Financial Statement

## Note 1.60 Financial Instruments

### A. Accounting classification and Fair Value

(₹ in lakhs)

31st March 2024	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	
<b>Financial Assets (Long Term)</b>								
- Investments	-	11,730.54	-	11,730.54	222.63	11,507.91	-	11,730.54
- Bank Balances	-	-	4,288.00	4,288.00	-	-	4,288.00	4,288.00
- Others	-	-	796.41	796.41	-	-	796.41	796.41
<b>Financial Assets (Short Term)</b>								
- Investments	29,037.71	-	-	29,037.71	29,037.71	-	-	29,037.71
- Trade Receivable	-	-	88,247.54	88,247.54	-	-	88,247.54	88,247.54
- Cash and cash equivalents	-	-	2,689.62	2,689.62	-	-	2,689.62	2,689.62
- Bank Balances & Others	-	-	38,053.16	38,053.16	-	-	38,053.16	38,053.16
- Loans & Advances	-	-	3,606.33	3,606.33	-	-	3,606.33	3,606.33
- Others	-	-	2,764.86	2,764.86	-	-	2,764.86	2,764.86
<b>Total</b>	<b>29,037.71</b>	<b>11,730.54</b>	<b>1,40,445.92</b>	<b>1,81,214.17</b>	<b>29,260.34</b>	<b>11,507.91</b>	<b>1,40,445.92</b>	<b>1,81,214.17</b>
<b>Financial liabilities (Long Term)</b>								
- Borrowings	-	-	24,171.62	24,171.62	-	-	24,171.62	24,171.62
- Lease Liabilities	-	-	100.65	100.65	-	-	100.65	100.65
<b>Financial liabilities (Short Term)</b>								
- Borrowings	-	-	38,800.15	38,800.15	-	-	38,800.15	38,800.15
- Lease Liabilities	-	-	37.26	37.26	-	-	37.26	37.26
- Trade Payable	-	-	67,550.54	67,550.54	-	-	67,550.54	67,550.54
- Other Financial Liabilities	-	-	2,462.71	2,462.71	-	-	2,462.71	2,462.71
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,33,122.93</b>	<b>1,33,122.93</b>	<b>-</b>	<b>-</b>	<b>1,33,122.93</b>	<b>1,33,122.93</b>

(₹ in lakhs)

31st March 2023	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	
<b>Financial Assets (Long Term)</b>								
- Investments	-	9,231.82	-	9,231.82	124.91	9,106.91	-	9,231.82
- Bank Balances	-	-	3,379.14	3,379.14	-	-	3,379.14	3,379.14
- Others	-	-	740.29	740.29	-	-	740.29	740.29
<b>Financial Assets (Short Term)</b>								
- Investments	17.60	-	-	17.60	17.60	-	-	17.60
- Trade Receivable	-	-	78,489.32	78,489.32	-	-	78,489.32	78,489.32
- Cash and cash equivalents	-	-	3,043.28	3,043.28	-	-	3,043.28	3,043.28
- Bank Balances & Others	-	-	12,224.81	12,224.81	-	-	12,224.81	12,224.81
- Loans & Advances	-	-	3,454.15	3,454.15	-	-	3,454.15	3,454.15
- Others	-	-	1,270.25	1,270.25	-	-	1,270.25	1,270.25
<b>Total</b>	<b>17.60</b>	<b>9,231.82</b>	<b>1,02,601.24</b>	<b>1,11,850.66</b>	<b>142.51</b>	<b>9,106.91</b>	<b>1,02,601.24</b>	<b>1,11,850.66</b>
<b>Financial liabilities (Long Term)</b>								
- Borrowings	-	-	16,359.43	16,359.43	-	-	16,359.43	16,359.43
- Lease Liabilities	-	-	119.66	119.66	-	-	119.66	119.66
<b>Financial liabilities (Short Term)</b>								
- Borrowings	-	-	81,890.23	81,890.23	-	-	81,890.23	81,890.23
- Lease Liabilities	-	-	30.70	30.70	-	-	30.70	30.70
- Trade Payable	-	-	56,828.93	56,828.93	-	-	56,828.93	56,828.93
- Other Financial Liabilities	-	-	3,585.65	3,585.65	-	-	3,585.65	3,585.65
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,58,814.60</b>	<b>1,58,814.60</b>	<b>-</b>	<b>-</b>	<b>1,58,814.60</b>	<b>1,58,814.60</b>

\* The carrying value and the fair value approximates.

# Notes to Financial Statement

## Note 1.60 Financial Instruments (Contd.)

### B. Measurement of fair values

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- 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 asset or liability that are not based on observable market data (unobservable inputs)

### C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- 3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

## Note 1.61 Tax Expense

(₹ in lakhs)

Particulars	For the Year ended	
	31 March, 2024	31 March, 2023
<b>a) Tax Expense</b>		
<b>Current Tax</b>		
- Current tax on profits for the year	2,804.00	-
- Adjustments for current tax of prior periods	11.05	-
- Total current tax expense	<b>2,815.05</b>	-
<b>Deferred Tax</b>		
- Decrease/(increase) in deferred tax assets	4,922.24	1,169.75
- (Decrease)/increase in deferred tax liabilities	220.87	(281.75)
- Total deferred tax expenses/(benefit)	5,143.11	888.00
MAT credit entitlement	(1,357.00)	-
<b>Tax Expense</b>	<b>6,601.16</b>	<b>888.00</b>
<b>b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate</b>		
<b>Profit before tax</b>	17,870.17	2,871.66
Tax at the Indian tax rate of 34.944%(previous year - 34.944%)	6,244.55	1,003.47
<b>Tax effect of amounts which are not deductible (taxable) in calculating taxable income</b>		
- Corporate social responsibility expenditure	15.50	7.47
<b>Tax effect of amounts which are deductible (non-taxable) in calculating taxable income</b>		
- Income from Investment	(34.76)	(34.69)
- Income from rented property	(109.23)	(106.23)
- MAT Credit/carry forward losses adjustment & Others	-	-
<b>Tax effect of other adjustment</b>		
- Income from Investment	-	-
- Income tax for earlier years	11.05	-
- Others	474.05	17.98
<b>Tax Expense</b>	<b>6,601.16</b>	<b>888.00</b>

# Notes to Financial Statement

## Note 1.62 Information about Segment Working is given below:

(₹ in lakhs)

Particulars	2023-24				2022-23			
	Freight Car Division	Infra Rail & Green Energy	Infra Electrical	Total	Freight Car Division	Infra Rail & Green Energy	Infra Electrical	Total
	1	2	3	4 (1+2+3)	1	2	3	4 (1+2+3)
<b>Revenue from Operations</b>								
Sales	2,73,802.89	52,723.94	22,337.85	3,48,864.68	1,36,921.94	66,198.92	19,375.52	2,22,496.38
Other Operating Revenue	1,196.29	-	226.04	1,422.33	1,052.29	-	779.07	1,831.36
<b>Total</b>	<b>2,74,999.18</b>	<b>52,723.94</b>	<b>22,563.89</b>	<b>3,50,287.01</b>	<b>1,37,974.23</b>	<b>66,198.92</b>	<b>20,154.59</b>	<b>2,24,327.74</b>
<b>Result</b>								
Segment Result	21,362.94	(589.57)	2,391.84	23,165.21	4,805.05	2,329.44	1,731.62	8,866.11
Others (Net of Unallocated Expenses)				2,099.84				1,112.84
<b>Operating Profit/(Loss)</b>				<b>25,265.05</b>				<b>9,978.95</b>
Interest Expense				(10,798.03)				(8,779.64)
Interest Income				3,403.15				1,672.35
<b>Total Profit/(Loss) before Tax</b>				<b>17,870.17</b>				<b>2,871.66</b>
Provision for Current Tax				(2,804.00)				-
Provision for Deferred Tax				(3,786.11)				(888.00)
Income Tax for Earlier Year				(11.05)				-
<b>Profit/(Loss) from ordinary activities</b>				<b>11,269.01</b>				<b>1,983.66</b>
Extra ordinary items				-				-
<b>Net Profit/(Loss)</b>				<b>11,269.01</b>				<b>1,983.66</b>
<b>Other Information</b>								
Segment Assets	2,16,685.52	1,23,248.46	32,354.49	3,72,288.47	1,74,296.00	1,23,403.78	27,100.12	3,24,799.90
Unallocated Corporate assets				41,709.67				9,249.42
<b>Total assets</b>				<b>4,13,998.14</b>				<b>3,34,049.32</b>
Segment liabilities	1,11,896.00	37,669.66	15,873.05	1,65,438.71	1,20,188.21	64,822.30	14,505.59	1,99,516.10
Unallocated corporate liabilities				-				-
<b>Total Liabilities</b>				<b>1,65,438.71</b>				<b>1,99,516.10</b>
<b>Capital expenditure</b>				7,936.50				4,857.13
<b>Depreciation &amp; Amortization</b>				3,518.73				3,502.91
<b>Non-cash expenses other than depreciation &amp; amortization</b>				1,816.10				724.29

Note : The Company operates predominantly within the geographical limits of India and accordingly secondary segments have not been considered.

# Notes to Financial Statement

## Note 1.63 Disclosures as per Ind AS 115 "Revenue from contract with customer"

(₹ in lakhs)

Class of Goods	Sales		Opening Stock	Closing Stock
	2023-24	2022-23		
Wagons	<b>2,57,090.07</b>	1,13,026.97	<b>5,984.11</b>	<b>3,362.48</b>
			949.09	5,984.11
Rail EPC	<b>65,924.65</b>	72,743.59	-	-
			-	-
Structurals	<b>1,740.32</b>	7,387.21	<b>462.06</b>	<b>375.58</b>
			439.57	462.06
Bridges	<b>2,616.91</b>	2,628.25	<b>15.81</b>	<b>46.92</b>
			71.82	15.81
Locomotive and its Components	<b>581.00</b>	2,158.00	-	-
			35.73	-
Site Fabrication and Erection	<b>3,980.94</b>	2,722.38	-	-
			-	-
Steel Castings & Ingots (Including Draft Gear 4000 Sets)	<b>16,645.44</b>	21,699.06	-	-
			-	-
Power Tiller/Reaper	-	-	<b>3.13</b>	<b>3.13</b>
			3.13	3.13
Ring Frames, Doublers and Worsted Ring Frames	-	-	<b>0.61</b>	<b>0.61</b>
			0.61	0.61
Speed Frames	-	-	<b>0.39</b>	<b>0.39</b>
			0.39	0.39
Other Sales	<b>285.35</b>	130.92	-	-
			-	-
Other Operating Revenue	<b>1,422.33</b>	1,831.36	-	-
			-	-
<b>Total Operating Revenue</b>	<b>3,50,287.01</b>	<b>2,24,327.74</b>	<b>6,466.11</b>	<b>3,789.11</b>
			1,500.34	6,466.11

# Notes to Financial Statement

## Note 1.64 Key Ratios:

Ratio	Numerator	Denominator	31st Mar, 2024	31st Mar, 2023	% Variance	Reason for Variance (For changes more than 25%)
(a) Current Ratio	Current Assets	Current Liability	2.63	1.59	65.41%	Due to repayment of high cost debts and increase in short term investments
(b) Debt-Equity Ratio	Total Debt (Non-Current borrowing+Current Borrowing)	Shareholder's Equity	0.26	0.74	-64.86%	Due to repayment of high cost debts
(c) Debt Service Coverage Ratio	Net Profit after taxes+ Non-cash operating expenses (depreciation and other amortizations) + Finance Cost + other adjustments (loss on sale of PPE)	Debt service = Interest & Lease Payments + Long Term Loan Repayments	1.70	1.17	45.30%	The debt service coverage ratio has improved mainly due to high profits during the financial year on account of increased production and sales.
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	5.88%	1.48%	297.30%	Due to increase in profits during the financial year on account of increased production and sales.
(e) Inventory turnover Ratio	Sale of products (Revenue from operation)	Average Inventory	5.00	4.33	15.47%	—
(f) Trade Receivables turnover Ratio	Sale of products (Revenue from operation)	Average Trade Receivable	4.20	3.31	26.89%	Due to better turn around time of collections from debtors.
(g) Trade payables turnover Ratio	Cost of Goods sold (Material consumed+Changes in Inventory+Erection Expenses+Power & Fuel Expenses)	Average Trade Payable	4.75	4.25	11.76%	—
(h) Net capital turnover Ratio	Sale of products (Revenue from operation)	Working Capital	1.61	2.18	-26.15%	The Net Capital Turnover ratio decreased primarily due to increase in Revenue from operation
(i) Net profit Ratio	Net Profit after taxes	Sale of products (Revenue from operation)	3.22%	0.88%	265.91%	Due to increase in profits during the financial year on account of increased production and sales.
(j) Return on Capital employed	Earning before interest & tax (Profit before tax-interest income+interest expenses)	Capital Employed (Share Capital+Other Equity-Capital Reseve +Total Debt+ Deffered Tax Liability)	8.00%	4.23%	89.13%	Due to increase in profits during the financial year on account of increased production and sales.
(k) Return on investment.	Income generated from Investment	Time Weighted Average Investment	2.35%	0.84%	179.76%	The Return on Investment ratio Increased primarily due to Increase in income from Investment

# Notes to Financial Statement

## 1.65 Additional Regulatory Information

- 1) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it has taken at the balance sheet date.
- 2) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder, and company has not been declared as willful defaulter by any bank or institution or other lender.
- 3) To the best of the information available, the company has not entered into any transactions with companies struck off under section 248 of the Companies Act,2013 or section 560 of Companies Act,1956
- 4) The Company is filing monthly statement of current assets in respect of its borrowings from banks and status of agreement of quarter end statements with books are as under:

31st March 2024	Quarter-1	Quarter-2	Quarter-3	Quarter-4
Status	In Agreement	In Agreement	In Agreement	In Agreement
Reason of Material difference	NA	NA	NA	NA

- 5) There is no income surrendered or disclosed as income during the year in tax assessment under the Income Tax Act,1961 (such as search or survey), that has not been recorded in the books of account.
- 6) The Company has 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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the ultimate beneficiaries.
- 7) No funds (which are material either individually or in the aggregate) 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.
- 8) The Company has not traded or invested in crypto currency or virtual currency during the year.



# Notes to Financial Statement

**Note 1.66** Previous year's figures have been regrouped/ rearranged/ restated/ recast wherever necessary to confirm this year's classification.

**Note 1.67** Figures below ₹500/- have been omitted for rounding off, ₹500/- and above have been rounded off to the next ₹1000/-.

In terms of our Report of even date attached herewith

**For For L. B. Jha &Co.**

Chartered Accountants

Firm Registration No: 301088E

**Ranjan Singh**

Partner

Membership No.305423

F2/2, Gillander House

8, Netaji Subhash Road

Kolkata – 700 001

Dated: 16<sup>th</sup> May, 2024

**K.K.Rajgaria**

Company Secretary

**Hemant Bhuwania**

CFO

**Directors**

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay

# Notes to Financial Statement

## Statement containing salient features of the financial statement of subsidiary as at 31.03.2024

### Part "A": Subsidiaries

(₹ in lakhs)

Sl N.	Particulars	Name of Subsidiary Companies					
		Belur Engineering Pvt. Ltd.	Texmaco Transtrak Pvt. Ltd.	Texmaco Rail Electrification Limited	Texmaco Rail Systems Pvt. Ltd.	Panihati Engineering Udyog Pvt. Ltd. (Formerly Texmaco Engineering Udyog Pvt. Ltd)	Belgharia Engineering Udyog Pvt. Ltd
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No	No	No	No
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	NA	NA	NA	NA
3	Share Capital	10.00	1.00	2.00	4.00	1.00	1.00
4	Reserves & Surplus	3,289.75	(539.39)	(1.82)	(4.66)	(1.35)	(0.24)
5	Total Assets	6,262.16	20.85	0.35	0.49	0.04	0.91
6	Total Liabilities	2,962.41	559.24	0.17	1.15	0.39	0.15
7	Investments	-	-	-	-	-	-
8	Turnover	166.60	0.03	-	-	-	-
9	Profit/Loss before Taxation	(443.81)	(45.93)	(0.59)	(0.82)	(0.32)	(0.24)
10	Provision for Taxation	-	(0.15)	-	-	-	-
11	Profit/Loss after Taxation	(443.81)	(45.78)	(0.59)	(0.82)	(0.32)	(0.24)
12	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL
13	% of shareholding	100%	51%	100%	51%	100%	100%

## Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Ventures

### Part "B": Associates and Joint Ventures

(₹ in lakhs)

Sl. N.	Particulars	Name of Associates/Joint Ventures		
		Touax Texmaco Railcar Leasing Pvt. Ltd.	Wabtec Texmaco Rail Pvt. Ltd.	Texmaco Defence Systems Pvt. Ltd.
1	Latest audited Balance Sheet Date	31st. March' 2024 (Audited)	31st. March' 2024 (Audited)	31st. March' 2024 (Audited)
2	Shares of Associate/ Joint Ventures held by the company on the year end Numbers	1,26,49,999	32,81,700	41,000
	Amount of Investment in Joint Venture / Associate	1,264.99	328.17	4.1
	Extent of Holding (in %)	50%	40%	41%
3	Description of how there is significant influence	Holding more than 20%	Holding more than 20%	Holding more than 20%
4	Reason why the Joint Venture / Associate is not Consolidated	N.A.	N.A.	N.A.
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	23,552.61	3,605.10	(4.83)
6	Profit / Loss for the year	2,259.79	1,378.56	(0.43)
	i. Considered in Consolidation	1,128.26	551.43	-
	ii. Not Considered in Consolidation	1,131.53	827.13	(0.43)

1. Names of associates or joint ventures which are yet to commence operations. : Texmaco Defence Systems Private Limited

2. Names of associates or joint ventures which have been liquidated or sold during the year : NIL

In terms of our Report of even date attached herewith.

#### For For L. B. Jha & Co.

 Chartered Accountants  
 Firm Registration No: 301088E

#### Ranjan Singh

 Partner  
 Membership No. 305423  
 F2/2, Gillander House  
 8, Netaji Subhash Road  
 Kolkata – 700 001  
 Dated: 16<sup>th</sup> May, 2024

**K.K.Rajgaria**  
 Company Secretary

**Hemant Bhuwania**  
 CFO

#### Directors

 S.K.Poddar  
 Utsav Parekh  
 Indrajit Mookerjee  
 Sudipta Mukherjee  
 A.K.Vijay



**Consolidated  
Financial  
Statements**

# Independent Auditor's Report

To

The Members of

**TEXMACO RAIL & ENGINEERING LIMITED**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

1. We have audited the accompanying consolidated financial statements of **TEXMACO RAIL & ENGINEERING LIMITED** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate and jointly controlled entities, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2024, the Consolidated Statement of Profit and Loss including other comprehensive Income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements including a summary of material accounting policies and other explanatory information (herein after referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and jointly controlled entities referred to in the Other Matters paragraph, 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 accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2024, of consolidated profit (including Other Comprehensive Income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### Basis for Opinion

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

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

Key Audit Matter	Procedures Performed
<p><b>Revenue Recognition for long term projects</b></p> <p>The Company's significant portion of business is undertaken through long term engineering, procurement and construction contracts. Revenue from these contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers. Due to the nature of the contracts, revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, identification of contractual obligations and the Company's rights to receive payments for performance completed till date, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts/ onerous obligations. Accuracy of revenues and onerous obligations, profits may deviate significantly on account of change in judgements and estimates.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>● We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115 -Revenue from Contracts with Customers.</li> <li>● We identified and tested controls related to revenue recognition and our audit procedure focused on determination of progress of completion, recording of costs incurred and estimation of costs to complete the remaining contract obligations through inspection of evidence of performance of these controls.</li> <li>● We tested on a sample basis, and inspected the underlying customer contracts, performed retrospective review of costs incurred with estimated costs to identify significant variations and assessed whether those variations were considered in estimating the remaining costs to complete and consequential determination of stage of completion, which formed the basis of revenue recognition under the input method. We reviewed the management's evaluation process to recognize revenue over a period of time, the status of completion for projects and total cost estimates. We analysed the forecast of sample contracts arising from contract modifications and current ongoing negotiations and settlements that may impair the profitability of such contracts as well as the collectability of such contracts by reference to the recent credit review assessment of the customer prepared by management.</li> <li>● We inspected contracts with exceptions including contracts with low or negative margins, loss making contracts, contracts with significant changes in planned cost estimates, probable penalties due to delay in contract execution and significant overdue net receivable positions for contracts with marginal or no movement to determine the level of provisioning required.</li> </ul> <p>We assessed that the contractual positions and revenue for the year were presented and disclosed in the financial statements.</p>
<p><b>Contingent Liabilities</b></p> <p>The Company operates in a complex tax environment and is required to discharge direct and indirect tax obligations under various legislations such as Income Tax Act, 1961, the Finance Act, 1994, Goods and Services Tax Acts and VAT Acts of various states.</p> <p>The tax authorities under these legislations have raised certain tax demands on the Company in respect of the past periods. The Company has disputed such demands and has appealed against them at appropriate forums. As at March 31, 2024 the Company</p>	<p><b>Principal Audit Procedures</b></p> <p>In assessing the exposure of the Company for the tax litigations, we have performed the following procedures:</p> <ul style="list-style-type: none"> <li>● Obtained an understanding of the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax / legal experts (as applicable);</li> <li>● Assessed the processes and entity level controls established by the Company to ensure completeness of</li> </ul>

Key Audit Matter	Procedures Performed
<p>has an amount of ₹20,582.07 Lakhs involved in various pending tax litigations.</p> <p>Ind AS 37 requires the Company to perform an assessment of the probability of economic outflow on account of such disputed tax matters and determine whether any particular obligation needs to be recorded as a provision in the books of account or to be disclosed as a contingent liability. Considering the significant degree of judgement applied by the management in making such assessments and the resultant impact on the financial statements, we have considered it to be an area of significance for our audit.</p>	<p>information with respect to tax litigations;</p> <ul style="list-style-type: none"> <li>● Along with our tax experts, we undertook the following procedures:</li> <li>● Reading communications with relevant tax authorities including notices, demands, orders, etc., relevant to the ending litigations, as made available to us by the management;</li> <li>● Testing the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company;</li> <li>● Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts (wherever applicable) which form the basis for management's assessment;</li> <li>● Assessed the positions taken by the management in the light of the aforesaid information and based on the examination of the matters by our tax experts.</li> <li>● Read the disclosures included in the Financial Statements in accordance with Ind AS 37.</li> </ul>

**Other Information**

4. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Business Responsibility Report, Corporate Governance and Shareholders' Information but does not include the consolidated financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.
5. 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 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.
7. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Management's Responsibility for the Consolidated Financial Statements**

8. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies

Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and statement of changes in equity of the Group including its associate and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rules issued thereunder. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate and jointly controlled entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group including its associate and jointly controlled

entities are responsible for assessing the ability of the Group and its associate and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

10. The respective Board of Directors of the companies included in the Group and its associate and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associate and jointly controlled entities.

#### **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

11. 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.
12. 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.
  - Obtained 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 Group, its associate and its jointly controlled entities which are companies incorporated in India have adequate internal financial controls system 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 ability of the Group, its associate and its jointly controlled entities 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 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, its associate and its jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when 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.



16. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 financial statements.

#### Other Matters

17 We did not audit the financial statements of one subsidiary included in the consolidated financial statements, whose financial statements reflect total assets of ₹6262.16 lakhs as at March 31, 2024, total revenues of ₹166.60 lakhs, total net profit/(loss) after tax of ₹(443.81) lakhs and total comprehensive income/(loss) of ₹(443.81) lakhs and cash flows (net) of ₹(17.80) lakhs for the year ended on that date as considered in the financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 1679.69 lakhs and total comprehensive income of ₹1679.03 lakhs for the year ended March 31, 2024 as considered in the consolidated financial statements in respect of two jointly controlled entities, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on these consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of the subsidiary and these jointly controlled entities are based solely on the reports of such other auditors.

Our opinion on the consolidated Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

#### Report on Other Legal and Regulatory Requirements

18. 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 of the aforesaid consolidated financial statements.
- (b) In our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in the paragraph 18(i)(vi) below on reporting under Rule 11(g).
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, its associate and jointly controlled entities, none of the directors of the Group's companies and its associate and jointly controlled entities incorporated in India is disqualified as on 31<sup>st</sup> March, 2024 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 over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A", which is based on the auditor's report of the parent, subsidiary companies and jointly controlled entities, which are companies incorporated in India.

(g) The adverse remark relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 18(b) above on reporting under Section 143(3)(b) and paragraph 18(i)(vi) below on reporting under Rule 11(g).

(h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanations given to us and the records of the Group examined by us, the total managerial remuneration paid as reflected in the financial statements for the year ended 31<sup>st</sup> March 2024 is in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act, as applicable.

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate and jointly controlled entities – Refer Note 1.44 to the consolidated financial statements.
- ii. The Group and its associate and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies, its associate and jointly controlled entities companies incorporated in India.
- iv (a) The Management has represented that, to the best of its knowledge and belief, no funds (which

- are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) The Company has neither declared nor paid any interim dividend during the year.
- (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- (vi) Based on our examination, which included test checks and those performed by the other auditors of the subsidiaries, associate and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, its six subsidiaries, one associate and two joint ventures have used accounting software for maintaining its books of accounts for the financial year ended March 31, 2024. The software used by Holding Company, its six subsidiaries, one associate and one joint venture did not have a feature of recording audit trail (edit log) facility. However, as per the information and explanations given to us and described in note no 1.45(a) to the financial statements, the accounting software used by the Holding Company does not allow editing or deletion of transactions and therefore the transactions cannot be tampered with.
- In one of the jointly controlled entities not audited by us, the other auditor has reported that the jointly controlled entity used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility except that the audit trail feature was neither enabled nor operated for all relevant transactions recorded in the software for the period April 01, 2023 to April 10, 2023. Further, during the course of their audit, they did not come across any instance of audit trail feature being tampered with except for the aforesaid period as audit trail was neither enabled nor operated for the period April 01, 2023 to April 10, 2023.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For L. B. Jha & Co.**

Chartered Accountants  
Firm Registration No: 301088E

**(Ranjan Singh)**

Partner

Membership No. 305423  
UDIN: 24305423BKEHUQ4401

Place: Kolkata  
Date: 16th May, 2024

**ANNEXURE –A TO THE INDEPENDENT AUDITOR'S REPORT To the members of TEXMACO RAIL & ENGINEERING LIMITED**  
 [Referred to in paragraph 18(f) of the Auditors' Report of even date]

**Report on the Internal Financial Control under Clause (i) of Sub –section 3 of Section 143 of the Companies Act, 2013(“the Act”)**

1. We have audited the internal financial controls over financial reporting of TEXMACO RAIL & ENGINEERING LIMITED. (Hereinafter referred to as “the Holding Company”), its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) and its jointly controlled entities, which are companies incorporated in India as of 31<sup>st</sup> March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors of the of the Holding Company, its subsidiary companies and its jointly controlled entities, which are companies incorporated in India, are responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiaries and jointly controlled entities which are companies incorporated

in India based on our audit. We conducted our audit in accordance with the “Guidance Note” and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and its jointly controlled entities, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting the Company, its subsidiary companies and its jointly controlled entities which are companies incorporated in India

**Meaning of Internal Financial Control over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally

accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization of management and directors of company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement.

#### **Inherent Limitations of Internal Financial Control over Financial Reporting**

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

#### **Opinion**

8. In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the other auditors referred to in the Other Matters paragraph below, the Holding Company its subsidiary companies and its jointly controlled entities, which are companies incorporated in India, have, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

#### **Other Matter**

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary company and two jointly controlled entities, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

**For L. B. Jha & Co.**

Chartered Accountants  
Firm Registration No: 301088E

**(Ranjan Singh)**

Partner  
Membership No. 305423  
UDIN: 24305423BKEHUQ4401

Place: Kolkata  
Date: 16th May, 2024

# Consolidated Balance Sheet

as at 31st March, 2024

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
<b>I ASSETS :</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant & Equipment	1.01	42,830.61	40,091.99
(b) Right-of-Use Assets	1.02a	444.75	194.85
(c) Capital work-in-progress	1.02b	2,242.46	928.45
(d) Investment Property	1.02c	2,714.30	2,804.11
(e) Other Intangible Assets	1.03	28.77	46.20
(f) Financial Assets			
(i) Investments	1.04	13,441.35	10,423.93
(ii) Bank Balance	1.05	4,288.00	3,379.14
(iii) Others	1.06	796.41	740.29
(g) Deferred Tax Assets (Net)	1.07	2,207.28	5,993.56
(h) Other Non current Assets	1.08	1,889.92	1,221.72
		<b>70,883.85</b>	<b>65,824.24</b>
<b>(2) Current Assets</b>			
(a) Inventories	1.09	72,364.65	67,627.21
(b) Financial Assets			
(i) Investments	1.10	29,037.71	17.60
(ii) Trade Receivables	1.11	88,168.13	78,489.32
(iii) Cash & cash equivalents	1.12	2,695.92	3,076.76
(iv) Bank balances other than (iii) above	1.13	38,053.16	12,224.81
(v) Loans	1.14	544.93	393.75
(vi) Others	1.14a	2,454.59	1,124.49
(c) Current Tax Assets (Net)	1.15	1,806.14	5,778.12
(d) Other Current Assets	1.16	1,12,486.63	1,03,969.30
		<b>3,47,611.86</b>	<b>2,72,701.36</b>
		<b>4,18,495.71</b>	<b>3,38,525.60</b>
<b>TOTAL ASSETS</b>			
<b>II. EQUITY AND LIABILITIES:</b>			
<b>1 Equity</b>			
(a) Equity Share capital	1.17	3,994.67	3,218.70
(b) Other Equity	1.18	2,49,301.05	1,35,999.81
Non-Controlling Interest		(264.13)	(241.30)
<b>2 Non-current Liabilities :</b>			
(a) Financial Liabilities			
(i) Borrowings	1.19	24,171.62	16,359.44
(ii) Lease liabilities	1.19a	100.65	119.66
(b) Provisions	1.20	897.82	878.57
(c) Other non current liabilities	1.21	7,005.79	9,023.59
		<b>32,175.88</b>	<b>26,381.26</b>
<b>3 Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	1.22	38,800.15	81,890.23
(ii) Lease liabilities	1.22a	37.26	30.70
(iii) Trade Payables			
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	1.23	67,576.07	56,854.51
(iii) Other financial liabilities	1.24	2,456.49	3,579.58
(b) Other current liabilities	1.25	21,732.53	28,946.12
(c) Provisions	1.26	2,685.74	1,865.99
		<b>1,33,288.24</b>	<b>1,73,167.13</b>
		<b>4,18,495.71</b>	<b>3,38,525.60</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			
Material Accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements  
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

## Ranjan Singh

Partner

Membership No.305423

F2/2, Gillander House

8, Netaji Subhas Road

Kolkata- 700 001

Dated: 16th May, 2024

**K. K. Rajgaria**

Company Secretary

**Hemant Bhuwania**

C.F.O

## Directors

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay

# Consolidated of Profit and Loss

for the year ended 31st March, 2024

(₹ in Lakhs)

Particulars	Note No.	Year Ended 31.03.2024	Year Ended 31.03.2023
I Revenue from operations	1.27	3,50,287.01	2,24,327.74
II Other Income	1.28	6,954.71	2,637.42
<b>III Total Income</b>		<b>3,57,241.72</b>	<b>2,26,965.16</b>
<b>IV EXPENSES</b>			
Cost of materials consumed	1.29	2,68,008.31	1,73,909.24
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	1.30	(1,451.00)	(12,323.16)
Employee benefits expense	1.31	13,878.59	13,005.71
Finance costs	1.32	13,266.90	11,617.49
Depreciation and amortization expenses	1.33	3,820.50	3,519.61
Other expenses	1.34	43,499.24	35,195.19
<b>Total expenses</b>		<b>3,41,022.54</b>	<b>2,24,924.08</b>
<b>V Profit(loss) before tax</b>		16,219.18	2,041.08
<b>VI Exceptional items</b>		-	-
<b>VII Profit(loss) before tax</b>		<b>16,219.18</b>	<b>2,041.08</b>
<b>VIII Tax Expenses</b>			
a) Current Tax		2,804.00	0.10
b) MAT Credit Entitlement		(1,357.00)	(46.08)
c) Deferred Tax		5,142.97	933.84
d) Income Tax Paid Related to Earlier Years		11.05	-
		<b>6,601.02</b>	<b>887.86</b>
<b>IX Profit (Loss) for the period from continuing operations</b>		<b>9,618.16</b>	<b>1,153.22</b>
<b>X Profit/(loss) for the period from JV/Associates</b>		1,679.69	1,427.25
<b>XI Profit/(loss) for the year</b>		<b>11,297.85</b>	<b>2,580.47</b>
<b>XII Other comprehensive income</b>	1.35		
A (i) Items that will not be reclassified to profit or loss		104.58	(46.71)
B (I) Items that will be reclassified to profit or loss		24.52	259.38
		<b>129.10</b>	<b>212.67</b>
<b>XIII Total Comprehensive Income for the year</b>		<b>11,426.95</b>	<b>2,793.14</b>
<b>XIV Profit/(loss) for the period Attributable to:</b>		<b>11,297.85</b>	<b>2,580.47</b>
Owners of the Parent		11,320.68	2,602.63
Non-Controlling Interest		(22.83)	(22.16)
<b>XV Other Comprehensive Income Attributable to:</b>		<b>129.10</b>	<b>212.67</b>
Owners of the Parent		129.10	212.67
Non-Controlling Interest		-	-
<b>XVI Total Comprehensive Income Attributable to:</b>		<b>11,426.95</b>	<b>2,793.14</b>
Owners of the Parent		11,449.78	2,815.30
Non-Controlling Interest		(22.83)	(22.16)
<b>XVII Earnings per equity share (face value of ₹1 each)</b>	1.37		
a) Basic		3.29	0.81
b) Diluted		3.29	0.81
Material Accounting Policies & Notes	B & C		

Notes referred to above form an integral part of the Financial Statements  
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

## Ranjan Singh

Partner

Membership No.305423

F2/2, Gillander House

8, Netaji Subhas Road

Kolkata- 700 001

Dated: 16th May, 2024

**K. K. Rajgaria**

Company Secretary

**Hemant Bhuwania**

C.F.O

## Directors

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay



# Statement of Consolidated Cash Flow for the year ended 31st March, 2024

(₹ in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>A) Cash Flows from Operating Activities:</b>		
Net Profit before Taxation & Exceptional Items	16219.18	2041.08
Adjustments for:		
Depreciation & Amortization	3,820.50	3,519.61
Interest Paid	13,266.90	11,617.49
Bad Debt Written off	1,380.94	497.77
Provision and Excess Liabilities Written Back / Off (Net)	(5.45)	(1.94)
Interest Received	(2,012.79)	(628.47)
Income From Investments	(1.02)	(0.83)
Profit on Sale Of Investments-Current (Net)	(170.30)	-
Gain on Fair Value of Bonds / Mutual Funds	(218.65)	(0.90)
Loss / (Profit) on Sale of Property, Plant and Equipment (Net)	(19.71)	(22.08)
	<b>16,040.42</b>	<b>14,980.65</b>
<b>Operating Profit before Working Capital Changes &amp; Exceptional Items</b>	<b>32,259.60</b>	<b>17,021.73</b>
(Increase) / Decrease in Trade & Other Receivables	(20,841.09)	(33,703.44)
(Increase) / Decrease in Inventories	(4,737.44)	(31,521.96)
Increase / (Decrease) in Trade Payables & Other Liabilities	1,739.84	38,449.13
	<b>(23,838.69)</b>	<b>(26,776.27)</b>
<b>Cash Generated from Operations</b>	<b>8,420.91</b>	<b>(9,754.54)</b>
Direct Taxes (Paid) / Received	1,157.23	(529.35)
Cash Flow before Exceptional Items	<b>9,578.14</b>	<b>(10,283.89)</b>
Exceptional Items	-	-
<b>Net Cash generated from / (used in) Operating Activities</b>	<b>9,578.14</b>	<b>(10,283.89)</b>
<b>B) Cash Flows From Investing Activities</b>		
Sale / (Purchase) of Property, Plant & Equipments	(8,212.62)	(5,274.37)
(Purchase) / Sale of Investments (Net)	(29,870.27)	(2,143.11)
Bank Deposits (includes having original maturity more than three months)	(26,737.21)	(2,533.84)
Interest Received	1,532.36	2,247.34
Dividend Received	1.02	99.28
<b>Net Cash (used in) / generated from Investing Activities</b>	<b>(63,286.72)</b>	<b>(7,604.70)</b>
<b>C) Cash Flows From Financing Activities</b>		
Receipt / (Payment) of Long Term Borrowings	7,812.18	11,591.55
Receipt / (Payment) of Short Term Borrowings	(43,090.08)	15,676.19
Increase in Share Capital	775.97	-
Increase in Securities Premium	1,02,334.28	-
Repayment of Lease Liability	(262.35)	(1.14)
Interest Paid	(13,785.03)	(11,843.84)
Dividend Paid	(481.75)	(323.55)
<b>Net Cash generated form/ (used in) Financing Activities</b>	<b>53,303.22</b>	<b>15,099.21</b>
<b>D Changes in Foreign Currency Translation arising from Foreign Operations</b>	24.52	259.38
Net Decrease in Cash and Cash Equivalents	(380.84)	(2,530.00)
Cash and cash equivalents at the beginning of the period	3,076.76	5,606.76
Cash and cash equivalents at the end of the period	2,695.92	3,076.76
Note:		
(1) Details of Cash and Equivalents as on		
Balances with banks		
Current Accounts	2,639.42	3,022.86
Cheques on hand	-	0.06
Cash on hand	56.50	53.84
	<b>2,695.92</b>	<b>3,076.76</b>

Notes: Above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS-7 (Statement of Cash Flow)

In terms of our Report of even date attached herewith.

 For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

## Ranjan Singh

Partner

Membership No.305423

F2/2, Gillander House

8, Netaji Subhas Road

Kolkata- 700 001

Dated: 16th May, 2024

**K. K. Rajgaria**  
 Company Secretary

**Hemant Bhuwania**  
 C.F.O

## Directors

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay



# Statement of Changes in Equity

 for the year ended 31st March, 2024

## a. Equity Share Capital

(₹ in lakhs)

Particulars	Issued, Subscribed & Paid up Capital
<b>Balance as at 01.04.2022</b>	<b>3,218.70</b>
Add: Change in Equity Share Capital during the year	-
<b>Balance as at 31.03.2023</b>	<b>3,218.70</b>
Add: Change in Equity Share Capital during the year	775.97
<b>Balance as at 31.03.2024</b>	<b>3,994.67</b>

## b. Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income		Total
	Capital reserve	Revaluation Surplus	Securities premium account	General Reserve	Share Option Outstanding Account	Retained earnings	Equity instruments/retained benefits/income in Associates and Joint Ventures through other comprehensive income	Exchange differences on translating the financial statements of a foreign operation	
<b>Balance as at 1st April, 2022</b>	<b>1,626.60</b>	-	<b>62,977.59</b>	<b>47,620.92</b>	<b>1,184.36</b>	<b>16,437.57</b>	<b>88.98</b>	<b>(100.71)</b>	<b>1,29,835.31</b>
Income for the year	-	-	-	-	-	2,602.63	-	-	2,602.63
Other Comprehensive Income for the year	-	-	-	-	-	-	(31.68)	259.38	227.70
Revaluation of Assets	-	3,671.07	-	-	-	-	-	-	3,671.07
Dividend on Equity Shares	-	-	-	-	-	(321.87)	-	-	(321.87)
Remeasurement of the net defined benefit plan	-	-	-	-	-	-	(16.31)	-	(16.31)
Realised Profit on sale of equity shares transferred from equity instrument through other comprehensive income	-	-	-	-	-	-	-	-	-
Transfer to/from retained earnings	-	-	-	-	-	(16.31)	16.31	-	-
Transfer to / from General Reserve	-	-	-	200.00	-	(200.00)	-	-	-
Transfer to/from Share Option Outstanding Account	-	-	-	1,184.36	(1,184.36)	-	-	-	-
Transfer to / from Retained Earnings for the Share of other Comprehensive Income in Associates & Joint Ventures	-	-	-	-	-	1.28	-	-	1.28
<b>Balance as at 31st March, 2023</b>	<b>1,626.60</b>	<b>3,671.07</b>	<b>62,977.59</b>	<b>49,005.28</b>	-	<b>18,503.30</b>	<b>57.30</b>	<b>158.67</b>	<b>1,35,999.81</b>
Income for the year	-	-	-	-	-	11,320.68	-	-	11,320.68
Other Comprehensive Income for the year	-	-	-	-	-	-	99.27	24.52	123.79
Revaluation of Assets	-	-	-	-	-	-	-	-	-
Issue of Equity Shares under Preferential/QIP Allotment	-	-	1,04,122.67	-	-	-	-	-	1,04,122.67
Adjustments for Preferential/QIP expenses	-	-	(1,788.39)	-	-	-	-	-	(1,788.39)
Dividend on Equity Shares	-	-	-	-	-	(482.82)	-	-	(482.82)
Remeasurement of the net defined benefit plan	-	-	-	-	-	5.97	-	-	5.97
Transfer to/from retained earnings	-	-	-	-	-	1.40	(1.40)	-	-
Transfer to / from General Reserve	-	-	-	200.00	-	(200.00)	-	-	-
Transfer to/from Share Option Outstanding Account	-	-	-	-	-	-	-	-	-
Transfer to / from Retained Earnings for the Share of other Comprehensive Income in Associates & Joint Ventures	-	-	-	-	-	(0.66)	-	-	(0.66)
<b>Balance as at 31st March, 2024</b>	<b>1,626.60</b>	<b>3,671.07</b>	<b>1,65,311.87</b>	<b>49,205.28</b>	-	<b>29,147.87</b>	<b>155.17</b>	<b>183.19</b>	<b>2,49,301.05</b>

Notes referred to above form an integral part of the Balance Sheet  
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

**Ranjan Singh**

Partner

Membership No.305423

F2/2 Gillander House

8, Netaji Subhash Road

Kolkata-700 001

Dated 16th May, 2024

**K. K. Rajgaria**  
Company Secretary

**Hemant Bhuwania**  
C.F.O

**Directors**

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay

# Notes on Consolidated Financial Statement

## A. CORPORATE INFORMATION

Texmaco Rail & Engineering Limited, ("the Holding Company") incorporated on 25th June 1998 has its Registered Office at Belgharia, Kolkata 700056. The Company is listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

The Holding Company and its subsidiaries are engaged in the manufacturing, selling and providing service for Rail and Rail related products. The Company manufactures a diverse range of products.

## B. MATERIAL ACCOUNTING POLICIES

### (i) Statement of Compliance

These financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time.

### (ii) Basis of Accounting

These financial statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefits plans which are measured at fair values at the end of each reporting period. Historical cost is generally based on the value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Functional currency of the Company in Indian Rupees. These Financial Information are presented in Indian Rupees. All amounts have been rounded off to the nearest Lakhs and rounded off to two decimals except for Earnings Per Share and where mentioned otherwise.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in schedule III (Division II) of the Companies Act 2013.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

### (iii) Use of Estimates

The preparation of the Financial Statements in conformity with IND AS requires the management to

make estimates, judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

#### Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

#### Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each year. The policy has been explained under note xxii(b).

### (iv) Property, plant and equipment

Property, plant and equipment are carried at the cost of acquisition/revalued amount or construction less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Depreciation has been provided on straight line method in accordance with the life of the respective assets as prescribed in Schedule II of the Companies Act, 2013 except certain assets for which useful life of assets has been ascertained based on report of technical experts. All assets costing ₹ 5,000 or below are fully depreciated in the year of addition.

# Notes on Consolidated Financial Statement

The Company, based on technical assessment made by technical expert and management estimate, depreciates Building and Plant & Equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The estimated useful lives are as mentioned below:

● Buildings (Site Office)	3 years
● Buildings/Investment Property	30 to 60 years
● Roads	5 to 10 years
● Railway Sidings	15 to 30 years
● Electrical Machinery	10 to 20 years
● Plant & Equipment	5 to 17 years
● Furniture	10 years
● Office Equipment	5 years
● Computers	3 years
● Motor Vehicles	8 years
● Intangible Assets (Software)	6 years

## Capital work-in-progress

Capital work-in-progress / Intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as Capital Advances.

## Investment Properties

Properties that are held for - long term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with expenditure will flow to the Company and the cost of the

item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

## (v) Intangible Assets

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any. Amortization is recognized at Straight Line Basis over their estimated useful life. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets are amortized on Straight Line Basis over a period of 6 years.

## (vi) Impairment of Non-Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

## (vii) Derivative Financial Instrument

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognized to statement profit or loss immediately.

# Notes on Consolidated Financial Statement

## (viii) Financial Instrument

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not measured at fair value through profit or loss, are added/ deducted to the fair value on initial recognition.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

### (a) Financial assets carried at amortized cost

A Financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows 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.

### b) Investment in Equity Instruments at fair value through other comprehensive income

Equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

### c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

### d) Financial liabilities

Financial liabilities are subsequently 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.

### e) Investment in Subsidiaries and Joint Ventures

Investment in Subsidiaries and Joint Ventures are carried at cost in the Financial Statements.

## f) Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

## g) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

## (ix) Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair Values are categorized 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).

When measuring the fair value of an asset or liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different level of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

# Notes on Consolidated Financial Statement

## (x) Revenue Recognition

Sales revenue is measured at fair value of the consideration received or receivable and stated at net of GST, trade discounts, rebates but includes excise duty. Income from services is recognized as the services are rendered based on agreement/arrangement with the concerned parties. Export incentives, certain insurance and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

### a. Revenue from Operations

Revenue from the sale of goods is recognized when the goods are delivered and titles have been passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- Rent Income/Lease Rentals

### b. Revenue from construction contracts

Revenue from contract with customers is recognised when a performance obligation is satisfied by transferred of promised goods or services to a customer.

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.

The progress is measured in terms of a proportion of actual cost incurred to date, to the total estimated cost attributable to the performance obligation.

The company transfers controls of a goods or service over time and therefore satisfies a performance obligation and recognise revenue over a period of time if one of following criteria is met:

- (i) The customer simultaneously consumes the benefits of Company's performance or
- (ii) The customer controls the assets as it is being created/enhanced by the company's performance or

- (iii) There is no alternative use of assets and the company has either explicit or implicit rights of payment considering legal precedents.

Transaction price is the amount of consideration to which company expects to be entitled in exchange for transferring goods or services to a customer. The company includes Variable consideration as part of transaction price when there is basis to reasonably estimate the amount of the variable consideration and when it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and the financing component, if significant, is separated from the transaction price.

### Significant judgements are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time, revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.
2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.
3. Determining the method to be applied to arrive at the variable consideration requiring an adjustment to the price.

For contracts where the aggregate of contract cost incurred to-date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing, the surplus is shown as contract assets and termed as "unbilled revenue". For contracts where the progress billing exceeds the aggregate of contract cost incurred to-date plus recognised profits (or minus recognised losses as the case may be), the surplus is shown as contract liability and termed as "Advances from customer". The amounts billed on the customer for work performed and are unconditionally due for payment i.e only passage of time is required before payment falls due, are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by customers pending completion of performance milestone is disclosed as part of contract asset and is classified as trade receivables when it became due for payment.



## Notes on Consolidated Financial Statement

Impairment loss (termed as provision for impairment loss in financial statement) is recognised in the statement of Profit & Loss to the extent the carrying amount of the contract assets exceeds the remaining performance obligations (after deducting the costs that relate directly to fulfil such remaining performance obligations).

### c. Other Income

Other income comprises of primarily of Interest Income, Dividend Income, Gain/ (Loss) on sale of Investments, Rental Income and Claims (if any).

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend Income is recognized as and when right to receive payment is established provided, which is generally after the shareholders approves it in the Annual General Meeting.

Gain/ (Loss) on sale of Current/ Non-Current Investments are recognized at the time of redemption/ Sale and at Fair value at each reporting period.

Rent Income/Lease rentals are recognized on accrual basis in accordance with the terms of agreements.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

### (xi) Employee Benefits

The Company's contribution to provident fund, pension fund, employees' state insurance scheme and super-annuation fund are charged on accrual basis to Statement of Profit & Loss.

#### a. Short term benefits:

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

#### b. Defined contribution retirement benefits:

Payments to defined contribution retirement benefits are recognized as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are

those plans where the Company pays fixed contributions to funds/schemes managed by independent trusts or authority. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-à-vis interest rate declared by the Employees' Provident Fund Organisation.

#### c. Defined benefit retirement benefits:

The cost of providing defined benefit retirement benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees.

Remeasurement, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognized in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in the comprehensive income are not reclassified to the statement of profit and loss but recognized directly in the retained earnings. Past service costs are recognized in the statement of profit and loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognized in the statement of profit and loss are categorized as follows

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements); and
- Net interest expense or income; and

The retirement benefit obligation recognized in the standalone Balance Sheet represents the actual deficit or surplus in the Company's defined benefit

# Notes on Consolidated Financial Statement

plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

#### **d. Voluntary Retirement Scheme Benefits**

Voluntary retirement scheme benefits are recognized as an expense in the year they are incurred.

#### **(xii) Employee Stock Option Scheme**

In respect of Stock options granted pursuant to the Company's Employees Stock Option Schemes 2007, the intrinsic value of the options (excess of Market Price of the share over the exercise price of the option) is treated as discount and accounted as deferred employee's compensation cost over the vesting period.

#### **(xiii) Custom Duty & Goods & Service Tax (GST)**

GST Credit availed on Raw materials, Stores and Capital Goods are reduced from the cost of the Respective Goods.

#### **(xiv) Research and Development**

Research and Development expenditures of revenue nature are charged to Profit & Loss Account, while capital expenditure is added to the cost of fixed assets in the year in which these are incurred.

#### **(xv) Valuation of Inventories**

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price and all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on weighted average basis.

Stores and Spares are valued on the "weighted average" basis.

#### **(xvi) Lease**

##### **a. Where the Company is the lessee**

###### **Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the present value of lease payments to be made over the lease term,

initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease agreement period of underlying assets.

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

###### **Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

##### **b. Where the Company is the lessor**

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of Profit & Loss.



## Notes on Consolidated Financial Statement

Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the lease. Lease income is recognized over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to Statement of Profit and Loss.

### (xvii) Foreign Currency Transactions and Exchange Differences

Transactions in currencies other than entity's functional currency (spot rates) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are premeasured at the rates of exchange prevailing at that date. Exchange difference on monetary items are recognized in the statement of Profit & Loss in the period in which they arise. Non-monetary items carried at historical cost are translated using exchange rates at the dates of the initial transaction.

### (xviii) Provisions, Contingent Liabilities and Contingent Assets

#### a. Provisions & Warranties

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant

products, at the management's best estimate of the expenditure -required to settle the Company's warranty obligation.

#### b. Onerous contracts

An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Present obligation arising under onerous contracts are recognized and measured as provisions.

#### c. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

#### d. Contingent Assets

Contingent Assets are neither recognized nor disclosed except when realization of income is virtually certain.

### (xix) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of less than three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist

# Notes on Consolidated Financial Statement

of balance with banks which are unrestricted for withdrawal and usage.

## (xx) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

## (xxi) Segment Reporting

- a) Based on the organizational structures and its Financial Reporting System, the Company has classified its operation into three business segments namely Heavy Engineering Division and Steel Foundry Division and Rail EPC.
- b) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which are related to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under un-allocable expenses.
- c) Capital Employed to each segment is classified on the basis of allocable assets minus allocable liabilities identifiable to each segment on reasonable basis.

## (xxii) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

### a. Current income taxes

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income. Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and

provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

### b. Deferred income taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

### (xxiii) Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

## Notes on Consolidated Financial Statement

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognized as income over the useful life of the assets.
- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognized as they become receivable. In the unlikely event that a grant previously recognized is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognized is expensed in the Statement of Profit and Loss.

### (xxiv) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### (xxv) Cash Flow Statement

Cash Flow is reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company are segregated.

### (xxvi) Exceptional Item

When items of income and expenses within statement of profit and loss from ordinary activities are of as such size, nature and or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

### (xxvii) Accounting for interests in Joint Ventures

**Interests in joint ventures are accounted as follows:**

Type of joint venture	Accounting treatment
Jointly controlled operations	Company's share of revenues, common expenses, assets and liabilities are included in revenues, expenses, assets and liabilities respectively on line by line basis. Share of assets, according to nature of the assets, and share of the liabilities are shown as part of gross block and liabilities respectively. Share of expenses incurred on maintenance of the assets is accounted as expense. Monetary benefits, if any, from use of the assets are reflected as income.
Jointly controlled assets	

Type of joint venture	Accounting treatment
Jointly controlled entities	<p><b>(a) Integrated joint ventures:</b></p> <ul style="list-style-type: none"> <li>(i) Company's share in profits or losses of integrated joint ventures is accounted on determination of the profits or losses by the joint ventures.</li> <li>(ii) Investments in integrated joint ventures are carried at cost net of Company's share recognized in profits or losses.</li> </ul> <p><b>(b) Incorporated jointly controlled entities:</b></p> <ul style="list-style-type: none"> <li>(i) Income on investments in incorporated jointly controlled entities is recognized when the right to receive the same is established.</li> <li>(ii) Investment in such joint ventures is carried at cost after providing for any diminution in value of investment which is other than temporary in nature.</li> </ul>

### (xxviii) Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the Company's financial statements.

# Notes on Consolidated Financial Statement

## Note 1.01 Property, Plant and Equipment

(₹ in lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2023	Additions during the year	Sales / Adjustments	As at 31.03.2024	As at 01.04.2023	During the year	Sales / Adjustments	As at 31.03.2024	As at 31.03.2024
<b>Property, Plant &amp; Equipment:</b>									
Land	7,444.37	129.50	-	7,573.87	9.95	-	-	9.95	7,563.92
Buildings	12,954.49	1,862.55	-	14,817.04	2,526.46	671.99	-	3,198.45	11,618.59
Roads	196.49	-	-	196.49	143.56	12.00	-	155.56	40.93
Railway Sidings	329.40	88.43	-	417.83	85.11	20.92	-	106.03	311.80
Plant & Machinery	35,961.15	3,649.20	164.26	39,446.09	15,416.15	2,617.43	146.52	17,887.06	21,559.03
Electrical Machinery	787.18	172.75	-	959.93	419.78	59.46	-	479.24	480.69
Office Equipments	993.14	75.54	288.95	779.73	818.47	93.70	286.90	625.27	154.46
Furniture & Fittings	681.20	159.88	10.59	830.49	430.47	55.39	6.52	479.34	351.15
Vehicles	964.79	307.26	151.52	1,120.53	370.27	134.58	134.36	370.49	750.04
<b>Total</b>	<b>60,312.21</b>	<b>6,445.11</b>	<b>615.32</b>	<b>66,142.00</b>	<b>20,220.22</b>	<b>3,665.47</b>	<b>574.30</b>	<b>23,311.39</b>	<b>42,830.61</b>
<b>Note: 1.02</b>									
a) Right-of-Use Assets	224.64	292.68	-	517.32	29.79	42.78	-	72.57	444.75
b) Capital Work in Progress (CWIP)	928.45	3,183.69	1,869.68	2,242.46	-	-	-	-	2,242.46
c) Investment Property	3,638.16	-	-	3,638.16	834.05	89.81	-	923.86	2,714.30
<b>Total</b>	<b>4,791.25</b>	<b>3,476.37</b>	<b>1,869.68</b>	<b>6,397.94</b>	<b>863.84</b>	<b>132.59</b>	<b>-</b>	<b>996.43</b>	<b>5,401.51</b>
<b>Note: 1.03</b>									
<b>Intangible Assets:</b>									
Software	561.54	5.01	-	566.55	515.34	22.44	-	537.78	28.77
<b>Total</b>	<b>561.54</b>	<b>5.01</b>	<b>-</b>	<b>566.55</b>	<b>515.34</b>	<b>22.44</b>	<b>-</b>	<b>537.78</b>	<b>28.77</b>
<b>Grand Total</b>	<b>65,665.00</b>	<b>9,926.49</b>	<b>2,485.00</b>	<b>73,106.49</b>	<b>21,599.40</b>	<b>3,820.50</b>	<b>574.30</b>	<b>24,845.60</b>	<b>48,260.89</b>

In the earlier year, the addition to Land represents an increase of Rs. 3671.07 lakhs due to revaluation done by one of the wholly owned subsidiary viz Belur Engineering Pvt. Ltd. of its 4.73 Acres land based, on the report submitted by a registered valuer.

## Previous Year

(₹ in lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2022	Additions during the year	Sales / Adjustments	As at 31.03.2023	As at 01.04.2022	During the year	Sales / Adjustments	As at 31.03.2023	As at 31.03.2023
<b>Property, Plant &amp; Equipment:</b>									
Land	3,880.75	3,671.07	107.45	7,444.37	111.07	-	101.12	9.95	7,434.42
Buildings	11,273.87	1,680.64	0.02	12,954.49	2,178.21	348.25	-	2,526.46	10,428.03
Roads	196.49	-	-	196.49	130.46	13.10	-	143.56	52.93
Railway Sidings	304.98	24.42	-	329.40	69.13	15.98	-	85.11	244.29
Plant & Machinery	34,058.22	2,001.34	98.41	35,961.15	12,797.28	2,668.73	49.86	15,416.15	20,545.00
Electrical Machinery	716.50	70.68	-	787.18	367.05	52.73	-	419.78	367.40
Office Equipments	1,071.74	42.74	121.34	993.14	835.24	103.50	120.27	818.47	174.67
Furniture & Fittings	676.90	21.99	17.69	681.20	383.68	53.04	6.25	430.47	250.73
Vehicles	988.59	141.28	165.08	964.79	379.79	126.46	135.98	370.27	594.52
<b>Total</b>	<b>53,168.04</b>	<b>7,654.16</b>	<b>509.99</b>	<b>60,312.21</b>	<b>17,251.91</b>	<b>3,381.79</b>	<b>413.48</b>	<b>20,220.22</b>	<b>40,091.99</b>
<b>Note: 1.02</b>									
a) Right-of-Use Assets	45.37	178.14	(1.13)	224.64	2.03	27.64	(0.12)	29.79	194.85
b) Capital Work in Progress (CWIP)	245.92	1,229.01	546.48	928.45	-	-	-	-	928.45
c) Investment Property	3,638.16	-	-	3,638.16	744.23	89.82	-	834.05	2,804.11
<b>Total</b>	<b>3,929.45</b>	<b>1,407.15</b>	<b>545.35</b>	<b>4,791.25</b>	<b>746.26</b>	<b>117.46</b>	<b>(0.12)</b>	<b>863.84</b>	<b>3,927.41</b>
<b>Note: 1.03</b>									
<b>Intangible Assets:</b>									
Software	544.65	16.89	-	561.54	494.97	20.36	(0.01)	515.34	46.20
<b>Total</b>	<b>544.65</b>	<b>16.89</b>	<b>-</b>	<b>561.54</b>	<b>494.97</b>	<b>20.36</b>	<b>(0.01)</b>	<b>515.34</b>	<b>46.20</b>
<b>Grand Total</b>	<b>57,642.14</b>	<b>9,078.20</b>	<b>1,055.34</b>	<b>65,665.00</b>	<b>18,493.14</b>	<b>3,519.61</b>	<b>413.35</b>	<b>21,599.40</b>	<b>44,065.60</b>

# Notes on Consolidated Financial Statement

## Ageing of Capital-Work-in Progress (CWIP)

(₹ in lakhs)

Particulars	As at 31st March 2024					As at 31st March 2023				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2,052.52	34.55	11.57	143.82	2,242.46	773.06	11.57	25.83	117.99	928.45
<b>Total</b>	<b>2,052.52</b>	<b>34.55</b>	<b>11.57</b>	<b>143.82</b>	<b>2,242.46</b>	<b>773.06</b>	<b>11.57</b>	<b>25.83</b>	<b>117.99</b>	<b>928.45</b>

## Title deeds of Immovable Property not held in name of the Company

Particulars	Description of item of property	Gross carrying value (Rs.)	Year in Service	Title deeds held in the name of	Title Deed Holder	Year since Property held	Reason for not being held in the name of the company
<b>Property, Plant &amp; Equipment</b>	<b>Land</b>						
	Belgharia & Agarpara	456.92	Since 1944	Textile Machinery Corporation Limited, Texmaco Limited, now known as Texmaco Infrastructure & Holdings Limited	Promoter	1944	Held in the name of Pre-demerged entity.
	Sodepur	56.16	1999	Texmaco Limited, now known as Texmaco Infrastructure & Holdings Limited	Promoter	1999 & 2000	Held in the name of Pre-demerged entity.
	Panihati	835.13	2006	Texmaco Limited, now known as Texmaco Infrastructure & Holdings Limited	Promoter	2006	Held in the name of Pre-demerged entity.
	<b>Building</b>						
	Flat no. 6A, Mandeville court, 1-D, Mandeville Garden, Kolkata-700019. Area - 1333 Sq. Ft.	14.86	2000	Texmaco Limited, now known as Texmaco Infrastructure & Holdings Limited	Promoter	2000	Held in the name of Pre-demerged entity
	Flat no.4H,6,Hastings Park Road, Kolkata-700027. Area -1237 Sq.Ft.	2.10	2001	Texmaco Limited, now known as Texmaco Infrastructure & Holdings Limited	Promoter	2001	Held in the name of Pre-demerged entity
Flat at 1st Floor,1/115, Gariahat Road, Kolkata-700068 Area -1318 Sq Ft	14.59	2007	Texmaco Limited, now known as Texmaco Infrastructure & Holdings Limited	Promoter	2007	Held in the name of Pre-demerged entity	
<b>Investment Property</b>	<b>Land</b>						
	Sodepur	35.32	2020	Texmaco Limited, now known as Texmaco Infrastructure & Holdings Limited	Promoter	2020	Held in the name of Pre-demerged entity.

# Notes on Consolidated Financial Statement

## Note 1.04 Non-Current Investments

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>OTHER THAN TRADE INVESTMENTS</b>		
<b>Fully paid-up</b>		
<b>Investments in Equity Instruments (Quoted) (at Fair Value)</b>		
Texmaco Infrastructure & Holdings Ltd. 1,99,809 (2023: 1,99,809) Shares of ₹1 each	189.63	98.50
Chambal Fertilisers & Chemicals Ltd. 9,653 (2023: 10,000) Shares of ₹ 10 each	33.01	26.41
<b>Investments in Equity Instruments of Joint Ventures (Unquoted)(At Cost)</b>		
Touax Texmaco Railcar Leasing Pvt Ltd. 1,26,49,999 (2023: 1,26,49,999) Shares of ₹10 each	1,882.57	1,815.19
Wabtec Texmaco Rail Pvt. Ltd. 32,81,700 (2023:32,81,700) Shares of ₹ 10 each	1,442.04	989.73
<b>Investments in CCD of Joint Ventures (Unquoted)(At Cost)</b>		
Touax Texmaco Railcar Leasing Pvt Ltd. 98,94,100 (2023: 74,94,100) CCD of ₹ 100 each	9,894.10	7,494.10
<b>TOTAL NON CURRENT INVESTMENTS</b>	<b>13,441.35</b>	<b>10,423.93</b>
i) Aggregate amount of quoted investments	222.64	124.91
ii) Market Value of quoted investments	222.64	124.91
iii) Aggregate amount of unquoted investments	13,218.71	10,299.02

## Note 1.05 Bank Balance (Non-Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Margin Money	4,288.00	3,379.14

## Note 1.06 Other Non-Current Financial Assets

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Security Deposits	362.99	401.24
(b) Term Deposit of more than Twelve Months Maturity	222.63	220.01
(c) Interest Accrued on Deposits & Others	210.79	119.04
<b>Total</b>	<b>796.41</b>	<b>740.29</b>

## Note 1.07 Deferred Tax Assets (net)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Deferred Tax Assets</b>		
(a) Carried Forward Losses	10.25	3,373.28
(b) Provisions & others	1,173.55	1,817.70
(c) MAT Credit	6,435.30	4,985.98
(d) Compensated absences	203.72	193.94
(e) Gratuity	118.11	114.38
<b>Total Deferred Tax Assets</b>	<b>7,940.93</b>	<b>10,485.28</b>
<b>Deferred Tax Liabilities</b>		
(a) Property, Plant and Equipment	(4,712.45)	(4,491.72)
(b) Fair Valuation Through Profit and Loss	(50.11)	-
(c) Compensation from Statutory Authority	(971.09)	-
<b>Total Deferred Tax Liabilities</b>	<b>(5,733.65)</b>	<b>(4,491.72)</b>
<b>Net deferred tax assets</b>	<b>2,207.28</b>	<b>5,993.56</b>



## Notes on Consolidated Financial Statement

### Note 1.08 Other Non-Current Asset

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Capital Advances	1,288.13	826.93
(b) Prepaid Expenses	601.79	394.79
<b>Total</b>	<b>1,889.92</b>	<b>1,221.72</b>

### Note 1.09 Inventories

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Raw Material & Components	33,746.35	30,365.75
(b) Work in Progress	28,331.83	24,203.83
(c) Finished Goods	3,789.11	6,466.11
(d) Stores and Spares	2,198.85	4,133.95
(e) Goods in transit (Raw Material & Components)	4,298.51	2,457.57
<b>Total</b>	<b>72,364.65</b>	<b>67,627.21</b>

Inventories are secured against first charge on working capital facility.

### Note 1.10 Current Investments

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Investments in Perpetual Bonds (Unquoted) at Fair Value</b>		
Punjab National Bank-Sr.XIV 8.50 LOA 47 Nos. (2023: Nil) of ₹1 Crore each	4,698.59	-
Punjab National Bank-Sr. XIX 8.59 25 Nos. (2023: Nil) of ₹1 Crore each	2,503.75	-
Punjab National Bank-Sr. XV 8.75 75 Nos. (2023: Nil) of ₹1 Crore each	7,543.50	-
Punjab National Bank-Sr. XV 8.75 41 Nos. (2023: Nil) of ₹1 Crore each	4,123.78	-
Punjab National Bank-Sr. XVIII 8.75 9 Nos. (2023: Nil) of ₹1 Crore each	905.22	-
<b>Investments in Mutual Funds (Unquoted) at Fair Value</b>		
Axis Treasury Advantage Fund Growth 645 (2023: 645) Units of ₹ 1000 each	18.94	17.60
Nippon India Money Market Fund-Growth Plan-Growth Option 1,09,140 (2023: Nil) Units of ₹ 1000 each	4,124.64	-
SBI Liquid Fund Regular-Growth 1,36,672 (2023: Nil) Units of ₹ 1000 each	5,119.29	-
<b>TOTAL CURRENT INVESTMENTS</b>	<b>29,037.71</b>	<b>17.60</b>
i) Aggregate amount of quoted investments	-	-
ii) Market Value of quoted investments	-	-
iii) Aggregate amount of unquoted investments	29,037.71	17.60

# Notes on Consolidated Financial Statement

## Note 1.11 Trade Receivables

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Secured , considered good	-	-
(b) Unsecured , considered good	88,168.13	78,489.32
(c) Unsecured,Credit Impaired	173.81	2,520.74
	88,341.94	81,010.06
Allowance for bad and doubtful debts	(173.81)	(2,520.74)
<b>Total</b>	<b>88,168.13</b>	<b>78,489.32</b>

- (i) The above includes ₹12,908.58 Lakhs as retention money (2023: ₹ 16,228.18 Lakhs) which are recoverable on completion of the project as per the relevant contract.
- (ii) Trade Receivable are secured against first charge on working capital facility
- (iii) The Company provide allowance in trade recivables based on historic credit loss expreince, current economic conditions and events and future observable data and information. The expected credit loss allowance is computed based on the ageing of the recievables.

Ageing of Trade Receivable Particulars	As at 31st March,2024						Total
	Outstanding for following periods from due date of payment#						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed Trade Receivable</b>							
(i) Undisputed Trade receivables – considered good	12908.57	53868.50	4501.14	5619.89	3929.99	7340.04	88168.13
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	173.81	173.81
<b>Disputed Trade Receivable</b>							
(i) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total Debtors</b>	<b>12,908.57</b>	<b>53,868.50</b>	<b>4,501.14</b>	<b>5,619.89</b>	<b>3,929.99</b>	<b>7,513.85</b>	<b>88,341.94</b>
Less: Allowance for bad and doubtful debts	-	-	-	-	-	(173.81)	(173.81)
<b>Net Debtors</b>	<b>12,908.57</b>	<b>53,868.50</b>	<b>4,501.14</b>	<b>5,619.89</b>	<b>3,929.99</b>	<b>7,340.04</b>	<b>88,168.13</b>

Ageing of Trade Receivable Particulars	As at 31st March,2023						Total
	Outstanding for following periods from due date of payment#						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed Trade Receivable</b>							
(i) Undisputed Trade receivables – considered good	10885.34	48009.45	3261.14	5254.23	813.27	10265.89	78489.32
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	2,520.74	2,520.74
<b>Disputed Trade Receivable</b>							
(i) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total Debtors</b>	<b>10,885.34</b>	<b>48,009.45</b>	<b>3,261.14</b>	<b>5,254.23</b>	<b>813.27</b>	<b>12,786.63</b>	<b>81,010.06</b>
Less: Allowance for bad and doubtful debts	-	-	-	-	-	(2,520.74)	(2,520.74)
<b>Net Debtors</b>	<b>10,885.34</b>	<b>48,009.45</b>	<b>3,261.14</b>	<b>5,254.23</b>	<b>813.27</b>	<b>10,265.89</b>	<b>78,489.32</b>

\*Ageing has been considered from the date of invoice

# Notes on Consolidated Financial Statement

## Note 1.12 Cash and Cash Equivalents

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) In Current Accounts	2,639.42	3,022.86
(b) Cheques/ Pay order on hand	-	0.06
(c) Cash on hand	56.50	53.84
<b>Total</b>	<b>2,695.92</b>	<b>3,076.76</b>

Cash and cash equivalents include Cash on Hand, Cheques/Pay order on Hand & Cash at Bank

## Note 1.13 Bank Balances other than above

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Unpaid Dividend Account	15.69	14.64
(b) Term Deposit of upto Twelve Months Maturity	1,001.90	1.40
(c) Margin Money	37,035.57	12208.77
<b>Total</b>	<b>38,053.16</b>	<b>12,224.81</b>

Represents deposit with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet Date.

## Note 1.14 Loans (Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>I Unsecured Considered Good</b>		
(a) Loan to Associates	304.81	298.65
(b) Other Loans Advance to Employees	240.12	95.10
<b>Total</b>	<b>544.93</b>	<b>393.75</b>
<b>II Unsecured, Credit Impaired</b>		
Loan to Body Corporates	275.00	275.00
Less : Allowance for Loan to Body Corporate	(275.00)	(275.00)
<b>Total</b>	<b>544.93</b>	<b>393.75</b>

## Note 1.14 a Others

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Interest accrued on Loans	1,513.16	1,124.49
Accrued Interest-Bond	941.43	-
<b>Total</b>	<b>2,454.59</b>	<b>1,124.49</b>

## Note 1.15 Current Tax Assets (Net)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Advance Payment of Income Tax (net of provision)	1,806.14	5,778.12
<b>Total</b>	<b>1,806.14</b>	<b>5,778.12</b>

# Notes on Consolidated Financial Statement

## Note 1.16 Other Current Assets

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Security Deposits	2,442.41	2,616.90
(b) Advance to Parties	9,277.55	9,313.86
(c) Other Advances	2,230.62	1,506.60
(d) Prepaid Expenses	981.05	1,094.32
(e) Balances with Government Dept	21,975.24	17,839.05
(f) Contractually reimbursable expenses	1,908.83	1,908.83
(g) Unbilled Debtors	70,891.51	69,689.74
(h) Other receivables	2,779.42	-
<b>Total</b>	<b>1,12,486.63</b>	<b>1,03,969.30</b>

## Note 1.17 Equity Share Capital

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Authorised Share Capital</b>	19,700.00	19,700.00
(As at 31st March 2023: 197,00,00,000 equity share of ₹ 1/- each)		
<b>Total</b>	<b>19,700.00</b>	<b>19,700.00</b>
<b>Issued, Subscribed and paid up capital</b>		
<b>39,94,67,302 Equity Share of ₹ 1/- each</b>		
(As at 31st March 2023: 32,18,69,895 equity share of ₹ 1/- each)	3,994.67	3,218.70
<b>Total</b>	<b>3,994.67</b>	<b>3,218.70</b>

- (i) The Company has only one class of shares referred to as equity shares having a par value of ₹1 each holder of equity shares is entitled to one vote per share.
- (ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (iii) Reconciliation of numbers of Issued, Subscribed and Paid-up Capital

## Notes on Consolidated Financial Statement

### Note 1.17 Equity Share capital (Contd.)

Particulars	As at	As at
	31.03.2024	31.03.2023
	No . of Shares	No . of Shares
Number of Shares at the beginning of the year	32,18,69,895	32,18,69,895
Add: Allotment under QIP	7,42,19,032	-
Add: Allotment under Preferential	33,78,375	-
Number of Shares at the end of the year	39,94,67,302	32,18,69,895

(iv) After the reporting date, dividend of 50 paisa (2023: 15 Paisa) per equity share were proposed by the Board of Directors subject to the approval of the share holders at the Annual General Meeting, the dividend has not been recognised as Liabilities.

(v) The name of Shareholders holding more than 5% Equity shares

Name of Shareholders	As at		As at	
	31.03.2024		31.03.2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Texmaco Infrastructure & Holdings Ltd.	5,85,00,000	14.64	5,85,00,000	18.17
Zuari International Ltd.	6,37,68,926	15.96	6,37,68,926	19.81
Saroj Kumar Poddar*	2,83,77,042	7.10	2,77,01,367	8.61
Adventz Finance Pvt. Ltd.	2,77,79,649	6.95	2,50,76,949	7.79

\*The shares held by Shri Saroj Kumar Poddar includes his holding as Karta of HUF and trustee of Saroj and Jyoti Poddar Holdings Pvt. Ltd.

# Notes on Consolidated Financial Statement

(vi) Details of shareholdings by Promoter / Promoter Group

Promoter / Promoter Group Name	As at 31.03.2024		As at 31.03.2023		% Change During The Year*
	No. of Shares	% Holding	No. of Shares	% Holding	
1 Saroj Kumar Poddar (as a Karta)	10,710	-	10,710	-	-
2 Saroj Kumar Poddar (as a Trustee - Saroj And Jyoti Poddar Holdings Pvt. Trust)	37,92,857	0.95	37,92,857	1.18	(0.23)
3 Shradha Agarwala	20,693	0.01	20,693	0.01	-
4 Jyotsna Poddar (as an Individual)	1,04,032	0.03	1,04,032	0.03	-
5 Saroj Kumar Poddar (as an Individual)	2,45,73,475	6.15	2,38,97,800	7.42	(1.27)
6 Anisha Berlia	46,574	0.01	46,574	0.01	-
7 Aashti Agarwala	20,693	0.01	20,693	0.01	-
8 Eureka Traders Pvt. Ltd.	530	-	530	-	-
9 Indrakshi Trading Company Pvt. Ltd.	30,000	0.01	30,000	0.01	-
10 Master Exchange & Finance Ltd.	15,760	-	15,760	-	-
11 Premium Exchange & Finance Ltd.	1,88,090	0.05	1,88,090	0.06	(0.01)
12 Zuari International Ltd.	6,37,68,926	15.96	6,37,68,926	19.81	(3.85)
13 Zuari Industries Ltd.	7,65,988	0.19	7,65,988	0.24	(0.05)
14 Jeewan Jyoti Medical Society	1,60,500	0.04	1,60,500	0.05	(0.01)
15 Adventz Finance Pvt. Ltd.	2,77,79,649	6.95	2,50,76,949	7.79	(0.84)
16 Duke Commerce Ltd.	75,14,000	1.88	75,14,000	2.33	(0.45)
17 Greenland Trading Pvt. Ltd.	35,000	0.01	35,000	0.01	-
18 Texmaco Infrastructure & Holdings Ltd.	5,85,00,000	14.64	5,85,00,000	18.18	(3.54)
19 Abhisekh Holdings Pvt. Ltd.	280	-	280	-	-
20 Adventz Securities Enterprises Ltd.	38,09,140	0.95	38,09,140	1.18	(0.23)
21 New Eros Tradecom Ltd.	7,38,800	0.18	7,38,800	0.23	(0.05)
22 Akshay Poddar	2,64,820	0.07	2,64,820	0.08	(0.01)
23 Puja Poddar	1,60,000	0.04	1,60,000	0.05	(0.01)
<b>Total</b>	<b>19,23,00,517</b>	<b>48.13</b>	<b>18,89,22,142</b>	<b>58.68</b>	<b>(10.55)</b>

\* % change during the year has been computed on the basis of the number of shares at the beginning of the year



# Notes on Consolidated Financial Statement

## Note 1.18 Other Equity

(₹ in lakhs)

Particulars	As at 31.03.2024 No . of Shares	As at 31.03.2023 No . of Shares
<b>(i) Other Reserves</b>		
<b>Share Options Outstanding Account</b>		
Balance as per last Account	-	1,184.36
Less: Transferred to General Reserve	-	(1,184.36)
	-	-
<b>(ii) Capital Reserve</b>		
Balance as per last Account	1,626.60	1,626.60
	<b>1,626.60</b>	<b>1,626.60</b>
<b>(iii) Securities Premium</b>		
Balance as per last Account	62,977.59	62,977.59
Add: Issue of Equity Share Under Preferential/QIP allotment	1,04,122.67	-
Less: Adjustment for Issue Expenses	(1,788.39)	-
	<b>1,65,311.87</b>	<b>62,977.59</b>
<b>(iv) General Reserve</b>		
Balance as at the beginning of the year	49,005.28	47,620.92
Add: Transfer from Share Options Outstanding Account	-	1,184.36
Add: Transferred from Statement of Profit and Loss	200.00	200.00
	<b>49,205.28</b>	<b>49,005.28</b>
<b>(v) Reserves Representing Unrealised Gains/Losses</b>		
<b>(a) Equity Instruments through Other Comprehensive Income</b>		
Balance as at the beginning of the year	57.30	88.98
Addition during the year	99.27	(31.68)
Less: Realised Profit on Sale of Equity Shares Transferred to Retained Earnings	(1.40)	-
	<b>155.17</b>	<b>57.30</b>
<b>(b) Remeasurements of the net defined benefit Plans</b>		
Balance as at the beginning of the year	-	-
Addition during the year	5.97	(16.31)
Less : Transferred to Retained Earning	(5.97)	16.31
	-	-
<b>(vi) Exchange differences on translating the Financial Statements of a Foreign Operation</b>		
Balance as at the beginning of the year	158.67	(100.71)
Addition during the year	24.52	259.38
	<b>183.19</b>	<b>158.67</b>
<b>(vii) Revaluation Surplus</b>		
Addition during the year	3,671.07	3,671.07
	<b>3,671.07</b>	<b>3,671.07</b>
<b>(viii) Retained Earnings</b>		
Surplus at the beginning of the year	18,503.30	16,437.57
Add : Profit for the year	11,320.68	2,602.63
Add : Transferred from Remeasurements of the net defined benefit Plans	5.97	(16.31)
Add: Realised Profit on Sale of Equity Shares Transferred from Equity Instrument Through Other Comprehensive Income	1.40	-
Add : Transferred from Share of other Comprehensive Income in Associates & Joint Ventures, to the extent not to be classified into profit or loss	(0.66)	1.28
Less : Transferred to General Reserve	(200.00)	(200.00)
Less: Dividend on Equity Shares	(482.82)	(321.87)
	<b>29,147.87</b>	<b>18,503.30</b>
<b>Total</b>	<b>2,49,301.05</b>	<b>1,35,999.81</b>

# Notes on Consolidated Financial Statement

## Note 1.18 Other Equity (Contd.)

- (i) **General Reserve:** The General Reserve is used from time to time to transfer profit Retained Earnings for appropriation purpose. As the General Reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to profit & loss
- (ii) **Reserve for Equity Instrument through Other Comprehensive Income (OCI):** This reserve represents the cumulative gain or loss arising on net revaluation of equity instruments measured at fair value through OCI, net of amounts reclassified to the Retained Earnings when those assets have been disposed off.
- (iii) **Capital Reserves:** The Company recognises profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to Capital Reserve.
- (iv) **Security Premium:** Security Premium Reserve issued to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act 2013
- (v) **Foreign currency monetary items translation difference reserve:** Exchange differences arising on settlement and remeasurement of long term foreign currency monetary items are accumulated in "Foreign Currency Monetary items Translation Difference Account" and amortised over the maturity period or upto the date of settlement of such monetary items, which is earlier, and charged to the Statement of Profit and Loss.
- (vi) **Retained Earnings:** Retained Earnings refers to the portion of net income which is retained by the corporation to be reinvested in its core business. Similarly if the Company has a loss then that loss is retained and called retained losses or accumulated losses. Retained Earnings and Losses are cumulative from year to year with losses offsetting earnings.

## Note 1.19 Borrowings (Non Current)

Particulars	(₹ in lakhs)	
	As at 31.03.2024	As at 31.03.2023
<b>Secured</b>		
<b>From banks</b>		
(a) Term Loan	24,147.39	16,301.23
(b) Car Loan	24.23	58.21
<b>Total</b>	<b>24,171.62</b>	<b>16,359.44</b>

- i) Term Loan from Banks are secured against the Property, Plant and Equipments created from such Loan, remaining Term Loan from Banks are repayable as per the timeline mention in sanctioned letter.
- ii) Term Loans includes loan of ₹3136.98 Lakhs secured primarily by an exclusive charge over rent receivables from the lessee and has collateral security by way of an exclusive charge over immovable property against which the rent is receivable.
- iii) Corporate Loan from Bank is secured by the way of first pari-passu on stock, book debts, other current assets (both present and future) and land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of that particular division.
- iv) Certain vehicles are acquired through Auto Loan facility and such vehicles are exclusively hypothecated in favour of respective lenders, repayable in monthly equated instalments till July 2027.

## Note 1.19a Lease Liabilities (Non Current)

Particulars	(₹ in lakhs)	
	As at 31.03.2024	As at 31.03.2023
Lease liabilities	100.65	119.66

Refer to Note No. 1.44 of Financial Statements (Standalone)

## Note 1.20 Provisions (Non Current)

Particulars	(₹ in lakhs)	
	As at 31.03.2024	As at 31.03.2023
(a) Provision for Leave	405.11	393.31
(b) Provision for Gratuity	308.72	301.27
(c) For Warranty and others	183.99	183.99
<b>Total</b>	<b>897.82</b>	<b>878.57</b>

The Company accounts for leave and gratuity based on Actuarial Valuation

## Notes on Consolidated Financial Statement

### Note 1.21 Other Non Current Liabilities

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Advances from Customers	6,806.48	8,785.03
(b) Prepaid - Rent Liability	199.31	238.56
<b>Total</b>	<b>7,005.79</b>	<b>9,023.59</b>

### Note 1.22 Borrowings (Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured</b>		
<b>(a) From Banks</b>		
Cash Credit	31,606.06	57,198.85
Short Term Loan	-	4,000.00
<b>(b) Current maturities of long-term debt</b>		
Term Loan	7,160.11	5,505.31
Car Loan	33.98	14.91
<b>Un-Secured</b>		
<b>(a) From Other Parties</b>		
Loans from related parties	-	7,271.16
Inter-Corporate Deposits	-	7,900.00
<b>Total</b>	<b>38,800.15</b>	<b>81,890.23</b>

- (i) Cash Credit facilities of respective divisions are secured by hypothecation of pari-passu first charge on stock, book debts and other current assets of that particular division (both present and future).
- (ii) Cash Credit facility for Steel Foundry Division (Raipur) are further secured by first charge on the fixed assets of their respective divisions (both present and future).
- (iii) Cash Credit facility Rail EPC Divisions is further secured by first pari-passu charge on the movable fixed assets of their respective division (both present and future).
- (iv) Cash Credit facility for Rail EPC- Kalindee Division are further secured by way of first Pari-Passu charge on fixed deposit of ₹14.49 Crores along with flats at Jaipur & Gurgaon to the working capital consortium lenders.
- (v) Cash Credit Facility of FCD (Kolkata) Division are secured by Pari-Passu on land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of this division.

### Note 1.22a Lease Liabilities (Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Lease liabilities	37.26	30.70

Refer to Note No. 1.44 of Financial Statements (Standalone)

# Notes on Consolidated Financial Statement

## 1.23 Financial Liabilities - Trade Payables

(₹ in lakhs)

Particulars	As at	
	31.03.2024	31.03.2023
Dues to Micro Enterprise and Small Enterprises	-	-
Dues of Creditors other than Micro Enterprise and Small Enterprises	67,576.07	56,854.51
<b>Total</b>	<b>67,576.07</b>	<b>56,854.51</b>
Information in terms of Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 is as follows		
Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are give as follows:		
(a) Principal amount due Unpaid matured deposits and interest accrued thereon	-	-
(b) Interest paid during the period beyond the appointed day	-	-
(c) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act	-	-
(d) Amount of interest accrued and remaining unpaid at the end of the period	-	-
(e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-

There are no dues owned by the Company to Micro and Small Enterprises, which are outstanding for more than 45 days as at 31st March, 2024 and 31st March, 2023. This information as required under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors

(₹ in lakhs)

Ageing of Trade Payable#	As at 31st March, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Other Creditors	61,328.07	2,978.70	1,286.30	1,983.00	67,576.07
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-

(₹ in lakhs)

Ageing of Trade Payable#	As at 31st March, 2023				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Other Creditors	51,370.16	1,502.82	1,471.65	2,509.88	56,854.51
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-

<sup>†</sup>Ageing has been considered from the date of invoice

# Notes on Consolidated Financial Statement

## Note 1.24 Other Financial Liabilities

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Interest accrued but not due on borrowings	-	518.13
(b) Unclaimed/Unpaid dividends	15.69	14.64
(c) Others		
Liabilities for Expenses	1,478.42	1,288.57
Amount Due to Employee	663.30	674.24
Others Misc. Payable	294.45	1,074.12
Creditors for Capital Advance	4.63	9.88
<b>Total</b>	<b>2,456.49</b>	<b>3,579.58</b>

There is no amount due and outstanding to be credited to the Investor Education and Protection Fund against unpaid dividend as at 31st March, 2024

## Note 1.25 Other Current Liabilities

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Advances from Customers	15,981.23	23,957.45
(b) TDS and other taxes payable	526.23	522.66
(c) PF, ESI amount Payable	131.21	153.47
(d) Security Deposits	3,391.76	2,922.45
(e) Other Liabilities	1,702.10	1,390.09
<b>Total</b>	<b>21,732.53</b>	<b>28,946.12</b>

## Note 1.26 Provisions (Current)

(₹ in lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Provision for Gratuity	29.07	26.06
(b) Provision for Leave	177.91	161.69
(c) Provision for Contract Loss Provision	336.33	36.57
(d) Provision for Expenses	2,142.43	1,641.67
<b>Total</b>	<b>2,685.74</b>	<b>1,865.99</b>

The Company accounts for leave and gratuity based on Actuarial Valuation

## Note 1.27 Revenue from Operations

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
(a) Sale of products	2,82,530.19	1,49,747.72
(b) Sale of services	66,334.49	72,748.66
(c) Other operating revenues	1,422.33	1,831.36
<b>Total</b>	<b>3,50,287.01</b>	<b>2,24,327.74</b>

# Notes on Consolidated Financial Statement

## Note 1.28 Other Income

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>(a) Interest Income</b>		
From Bank	826.78	583.56
From Others	1,186.01	44.91
<b>(b) Dividend Income</b>		
Income from Non-Current Investments	1.02	0.83
<b>(c) Other Non-Operating income</b>		
Net gain on Sale of Current Investments	170.30	-
Compensation against Old Refugee Settlement Area	3,000.00	487.37
Miscellaneous Receipts and Income	425.21	444.60
Sundry Credit Balance Adjusted	59.79	16.91
Profit on sale of Fixed Assets (Net)	19.71	22.08
Rent Received	1,041.79	1,013.40
Provision & Excess Liabilities Written Back	5.45	1.94
Insurance Claim Received	-	20.92
Gain on fair valuation of Bonds/Mutual Funds	218.65	0.90
<b>Total</b>	<b>6,954.71</b>	<b>2,637.42</b>

## Note 1.29 Cost of Materials Consumed

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Opening Stock of Raw Materials	12,738.50	5,380.71
Add: Raw materials Purchased and Departmental Transfers etc.	1,78,178.77	1,27,330.01
	<b>1,90,917.27</b>	<b>1,32,710.72</b>
Less: Closing Stock of Raw Materials	13,395.88	12,738.50
	<b>1,77,521.39</b>	<b>1,19,972.22</b>
Consumption of Components (Including Job Processing and Contract Labour Charges ₹ 13,553.16 Lakhs, Previous Year ₹ 6,504.28 Lakhs)	90,486.92	53,937.02
<b>Total</b>	<b>2,68,008.31</b>	<b>1,73,909.24</b>

## Notes on Consolidated Financial Statement

### Note 1.30 Changes In Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Opening Stock</b>		
Finished Goods	6,466.11	1,501.69
Work-in-Progress	24,203.83	16,845.09
	<b>30,669.94</b>	<b>18,346.78</b>
<b>Less : Closing Stock</b>		
Finished Goods	3,789.11	6,466.11
Work-in-Progress	28,331.83	24,203.83
	<b>32,120.94</b>	<b>30,669.94</b>
(Increase) / Decrease in Stock	<b>(1,451.00)</b>	<b>(12,323.16)</b>

### Note 1.31 Employee Benefits Expense

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
a) Salaries, Wages and Bonus	12,325.44	11,584.14
b) Contribution to provident and other funds		
i) Provident Fund and Pension Fund	848.36	785.61
ii) Superannuation Fund	34.87	30.82
iii) Gratuity	56.60	20.76
c) Staff Welfare Expenses	589.82	545.23
d) VRS Expenses	23.50	39.15
<b>Total</b>	<b>13,878.59</b>	<b>13,005.71</b>

### Note 1.32 Finance Costs

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
(a) interest		
i) Banks	8,539.06	8,024.22
ii) Others	2,259.42	755.50
(b) Other borrowing costs	2,468.42	2,837.77
<b>Total</b>	<b>13,266.90</b>	<b>11,617.49</b>

### Note 1.33 Depreciation and Amortization Expenses

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Depreciation on Tangible Assets	3,798.06	3,499.25
Amortization on Intangible Assets	22.44	20.36
<b>Total</b>	<b>3,820.50</b>	<b>3,519.61</b>



# Notes on Consolidated Financial Statement

## Note 1.34 Other Expenses

(₹ in lakhs)

Particulars	Year Ended 31.03.2024		Year Ended 31.03.2023	
Consumption of stores and spares part		15,493.77		13,797.48
Power and Fuel		8,709.61		7,037.07
Rent		544.86		418.20
Repairs to buildings		537.28		502.61
Repairs to machinery		573.99		486.69
Repairs to others		174.80		173.22
Insurance		612.59		702.48
Rates and Taxes excluding taxes on Income		566.93		496.87
Freight, Packing and Transport (Net)		1,490.80		1,355.39
Erection Expenses		4,471.09		4,500.01
Drawings and Designs		5.66		1.92
Royalty & Knowhow		0.80		0.41
Selling Agents Commission		75.21		2.84
Selling Expenses		229.79		318.27
Director's Sitting Fees		43.50		28.10
Director's Commission		14.00		13.81
Payments to the Auditor		52.79		52.54
As Auditor	24.65		24.40	
For Tax Audit	6.95		6.95	
For Quarterly Review	13.50		13.50	
For Fees for Other Services (incl for issuing various certificates)	4.70		4.70	
As Cost Auditor	1.95		1.95	
For Reimbursement of out of pocket expenses	1.04		1.04	
Donation		156.56		500.00
CSR Expenses		44.37		21.39
Miscellaneous Expenses		7,976.07		4,434.59
Sundry Debit Balance Adjusted		80.43		-
Allowance for bad & doubtful debts/Advances		54.97		226.52
Bad Debt/Impairment /Loss of unbilled Revenue	3,782.85		3,026.19	
Less: Allowance for bad & doubtful debts	(2,401.91)	1,380.94	(2,528.42)	497.77
Capital Advance Written Off		299.76		-
Net (gain)/loss on foreign currency transaction		(91.33)		(372.99)
Unbilled revenue/ Contractually reimbursable expenses written off	-		1,281.42	
Less: credit impaired	-		(1,281.42)	
<b>Total</b>		<b>43,499.24</b>		<b>35,195.19</b>

## Note on CSR Expense:

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
(i) Amount required to be spent by the Company during the year	-	-
(ii) Amount of expenditure incurred	44.37	21.39
(iii) Shortfall at the end of year	NA	NA
(iv) Total of previous year shortfall	NA	NA
(v) Reason of shortfall	NA	NA
(vi) Nature of CSR activities	Health & Education	Health & Education
Detail of related party transactions, e.g.,contribution to a trust controlled by the company in relation to CSR	Nil	Nil
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	Nil	Nil

## Notes on Consolidated Financial Statement

### Note 1.35 Other Comprehensive Income

(₹ in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>(A) Items that will not be reclassified to profit or loss</b>		
(i) Remeasurements of the defrned benefit plans	5.97	(16.31)
(ii) Equity Instruments through Other Comprehensive Income;	99.27	(31.68)
(iii) Share of Other Comprehensive Income in Associates and Joint Ventures, to the extent not to be classified into profit or loss	(0.66)	1.28
<b>Total</b>	<b>104.58</b>	<b>(46.71)</b>
<b>(B) Items that will be reclassified to profit or loss</b>		
(i) Exchange differences in translating the financial statements of a foreign operation	24.52	259.38
<b>Total</b>	<b>24.52</b>	<b>259.38</b>

### Note No. 1.36 RELATED PARTY DISCLOSURE

#### (a) Name of the related parties and relationship as per Ind AS 24, where transaction exists.

Relationship	Parties where control Exist	Parties where control Exist
	2023-24	2022-23
<b>A</b> Key Management Personnel	Mr. Saroj Kumar Poddar Executive Chairman Mr. Indrajit Mookherjee, Executive Director & Vice Chairman Mr. Sudipta Mukherjee Managing Director (Appointed as Dy. Managing Director w.e.f. 01 <sup>st</sup> June, 2023 & re-designated as Managing Director w.e.f. 01 <sup>st</sup> Jan, 2024 – Mr. D. R. Kaarthikeyan, Independent Director Mr. Amitabha Guha, Independent Director Mr. Utsav Parekh, Independent Director Mr. Virendra Sinha, Independent Director Ms. Rusha Mitra, Independent Director Mr. Partha Sarathi Bhattacharyya, Independent Director Mr. Ashok Kr. Vijay, Executive Director Mr. U. V. Kamath (Appointed as Executive Director from 01 <sup>st</sup> February, 2024)	Mr. Saroj Kumar Poddar Executive Chairman Mr. Indrajit Mookherjee, Executive Director & Vice Chairman – Mr. Ashish Kumar Gupta, Managing Director (Resigned w.e.f. 31 <sup>st</sup> August'2022) Mr. D. R. Kaarthikeyan, Independent Director Mr. Amitabha Guha, Independent Director (Appointed w.e.f. 06 <sup>th</sup> May'2022) Mr. Utsav Parekh, Independent Director Mr. Virendra Sinha, Independent Director Ms. Rusha Mitra, Independent Director Mr. Partha Sarathi Bhattacharyya, Independent Director Mr. Ashok Kr. Vijay, Executive Director (Finance) & CFO (Redesignated as Executive Director w.e.f 01 <sup>st</sup> April'2023 –

# Notes on Consolidated Financial Statement

	Relationship	Parties where control Exist	Parties where control Exist
		2023-24	2022-23
<b>A</b>	Key Management Personnel	Mr. Damodar Hazarimal Kela Executive Director (Ceased w.e.f 01 <sup>st</sup> February,2024)  Mr. Akshay Poddar, Non – Executive Director Mr. Hemant Bhuwania CFO (Appointed w.e.f 01 <sup>st</sup> April'2023) Mr. Kishor Kumar Rajgaria Company Secretary (Appointed w.e.f. 30 <sup>th</sup> April'2023) Mr. Ravi Varma Company Secretary (resigned w.e.f. 30 <sup>th</sup> April'2023)	Mr. Damodar Hazarimal Kela Executive Director & CEO (SF) (Redesignated as Executive Director w.e.f. 01 <sup>st</sup> April'2023) Mr. Akshay Poddar, Non – Executive Director – –  Mr. Ravi Varma Company Secretary (resigned w.e.f. 30 <sup>th</sup> April'2023)
<b>B</b>	Relative of Key Management Personnel	Ms. Jyotsna Poddar (Wife of Mr. S. K. Poddar) Ms. Puja Poddar (Daughter in Law of Mr. S. K. Poddar) Ms. Shradha Agarwal (Daughter of Mr. S. K. Poddar) Ms. Anisha Berlia (Grand Daughter of Mr. S. K. Poddar) Ms. Aashti Agarwal (Grand Daughter of Mr. S. K. Poddar)	Ms. Jyotsna Poddar (Wife of Mr. S. K. Poddar) Ms. Puja Poddar (Daughter in Law of Mr. S. K. Poddar) Ms. Shradha Agarwal (Daughter of Mr. S. K. Poddar) Ms. Anisha Berlia (Grand Daughter of Mr. S. K. Poddar) Ms. Aashti Agarwal (Grand Daughter of Mr. S. K. Poddar)
<b>C</b>	Companies where Director having Control	SMIFS Capital Market Ltd.	–
<b>D</b>	Associate	Texmaco Defence Systems Pvt. Ltd. (41% of Capital held by Company)	Texmaco Defence Systems Pvt. Ltd. (41% of Capital held by Company)
<b>E</b>	Joint Ventures	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company) Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company) Kalindee Cobra JV Kalindee Kapoor Railcon JV Kalindee Karthik JV Kalindee VNC JV Kalindee IF&LS JV GMR TPL KRNL JV Kalindee Rahee JV Kalindee URC JV JMC – GPT – Vijaywargi – Bright Power JV JMC – Vijaywargi – Bright Power JV Bright – Vijaywargi JV Bright – Kalindee JV Bright – Texmaco JV ISC Projects- Texmaco JV Texmaco ASIS JV Tata Projects – Kalindee JV Texmaco Rail & Engineering Ltd. & Spark Electrical & Projects Pvt. Ltd. JV Texmaco Rahee JV	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company) Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company) Kalindee Cobra JV Kalindee Kapoor Railcon JV Kalindee Karthik JV Kalindee VNC JV Kalindee IF&LS JV GMR TPL KRNL JV Kalindee Rahee JV Kalindee URC JV JMC – GPT – Vijaywargi – Bright Power JV JMC – Vijaywargi – Bright Power JV Bright – Vijaywargi JV Bright – Kalindee JV Bright – Texmaco JV ISC Projects- Texmaco JV Texmaco ASIS JV Tata Projects – Kalindee JV –  Texmaco Rahee JV

## Notes on Consolidated Financial Statement

	Relationship	Parties where control Exist	Parties where control Exist
		2023-24	2022-23
<b>E</b>	Group Company where Transaction Exists.	Duke Commerce Ltd. Adventz Securities Enterprises Ltd. New Eros Tradecom Ltd. Master Exchange & Finance Ltd. Adventz Finance Pvt. Ltd. Adventz Investment Co. Pvt. Ltd. Eureka Traders Pvt. Ltd. Abhishek Holdings Pvt. Ltd. Greenland Trading Pvt. Ltd. Indrakshi Trading Company Pvt. Ltd. Zuari Management Services Ltd. High Quality Steels Ltd. Lionel India Ltd. Lionel Edwards Ltd. Texmaco Infrastructure & Holdings Ltd. Zuari International Ltd. (Formerly known as Zuari Investment Ltd.) Zuari Industries Ltd. Zuari Sugar & Power Ltd. Zuari Insurance Brokers Ltd. Zuari Global Ltd. Swatish Enterprise Ltd. Paradeep Phosphate Ltd. Magnacon Electricals India Ltd. The Pench Valley Coal Company Ltd. Premium Exchange And Finance Ltd. Jeewan Jyoti Medical Society	Duke Commerce Ltd. Adventz Securities Enterprises Ltd. New Eros Tradecom Ltd. Master Exchange & Finance Ltd. Adventz Finance Pvt. Ltd. Adventz Investment Co. Pvt. Ltd. Eureka Traders Pvt. Ltd. Abhishek Holdings Pvt. Ltd. Greenland Trading Pvt. Ltd. Indrakshi Trading Company Pvt. Ltd. Zuari Management Services Ltd. High Quality Steels Ltd. Lionel India Ltd. Lionel Edwards Ltd. Texmaco Infrastructure & Holdings Ltd. Zuari International Ltd.(Formerly known as Zuari Investment Ltd.) Zuari Industries Ltd. Zuari Sugar & Power Ltd. — Zuari Global Ltd. — Paradeep Phosphate Ltd. Magnacon Electricals India Ltd. The Pench Valley Coal Company Ltd. Premium Exchange And Finance Ltd. Jeewan Jyoti Medical Society

# Notes on Consolidated Financial Statement

## (b) Related Party Transactions

(₹ in lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
<b>Remuneration Paid</b>						
Mr. Saroj Kumar Poddar	-	-	-	409.24	409.24	-
	(-)	(-)	(-)	(384.88)	(384.88)	(-)
Mr. Indrajit Mookerjee	-	-	-	124.98	124.98	-
	(-)	(-)	(-)	(104.69)	(104.69)	(-)
Mr. Sudipta Mukherjee	-	-	-	134.47	134.47	-
	(-)	(-)	(-)	(-)	(-)	(-)
Mr. A K Vijay	-	-	-	88.22	88.22	-
	(-)	(-)	(-)	(91.78)	(91.78)	(-)
U.V. Kamath	-	-	-	32.42	32.42	-
	(-)	(-)	(-)	(-)	(-)	(-)
Mr. D. H. Kela	-	-	-	145.93	145.93	-
	(-)	(-)	(-)	(152.51)	(152.51)	(-)
Mr. Ashish Kumar Gupta	-	-	-	-	-	-
	(-)	(-)	(-)	(86.74)	(86.74)	(-)
Mr. Kishor Kumar Rajgaria	-	-	-	66.63	66.63	-
	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Hemant Bhuwania	-	-	-	59.45	59.45	-
	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Ravi Verma	-	-	-	5.44	5.44	-
	(-)	(-)	(-)	(44.18)	(44.18)	(-)
Mr. D. R. Kaarthykeyan (Sitting Fee & Commission)	-	-	-	8.85	8.85	-
	(-)	(-)	(-)	(7.15)	(7.15)	(-)
Mr. Utsav Parekh (Sitting Fee & Commission)	-	-	-	11.70	11.70	-
	(-)	(-)	(-)	(8.15)	(8.15)	(-)
Mr. Akshay Poddar (Sitting Fee & Commission)	-	-	-	7.35	7.35	-
	(-)	(-)	(-)	(5.40)	(5.40)	(-)
Ms. Rusha Mitra (Sitting Fee & Commission)	-	-	-	6.10	6.10	-
	(-)	(-)	(-)	(5.15)	(5.15)	(-)
Mr. Partha Sarathi Bhattacharya (Sitting Fee & Commission)	-	-	-	7.20	7.20	-
	(-)	(-)	(-)	(5.25)	(5.25)	(-)
Mr. Virendra Sinha (Sitting Fee & Commission)	-	-	-	8.60	8.60	-
	(-)	(-)	(-)	(4.90)	(4.90)	(-)
Mr. Amitabha Guha (Sitting Fee & Commission)	-	-	-	7.70	7.70	-
	(-)	(-)	(-)	(5.26)	(5.26)	(-)
<b>Investment</b>						
Touax Texmaco Railcar Leasing Pvt. Ltd.	-	-	2,400.00	-	2,400.00	11,159.09
	(-)	(-)	(2,144.10)	(-)	(2,144.10)	(8,759.09)
Texmaco Infrastructure & Holdings Ltd.	91.10	-	-	-	91.10	189.62
	(-15.88)	(-)	(-)	(-)	(-15.88)	(98.50)
Wabtec Texmaco Rail Pvt. Ltd.	-	-	-	-	-	328.17
	(-)	(-)	(-)	(-)	(-)	(328.17)
Texmaco Defence System Pvt. Ltd.	-	-	-	-	-	4.10
	(-)	(-)	(-)	(-)	(-)	4.10
<b>Loans &amp; Advances Given</b>						
Texmaco Defence System Pvt. Ltd.	-	6.16	-	-	6.16	304.81
	(-)	(7.96)	(-)	(-)	(7.96)	(298.66)
Bright-Vijaywargi-JV	-	-	-41.82	-	-41.82	-
	(-)	(-)	(-24.57)	(-)	(-24.57)	(41.82)
Bright-Kalindee-JV	-	-	12.14	-	12.14	-
	(-)	(-)	(-35.18)	(-)	(-35.18)	(-12.14)

# Notes on Consolidated Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Bright-Texmaco-JV	- (-)	- (-)	77.16 (-116.34)	- (-)	77.16 (-116.34)	- (-77.16)
<b>Loans &amp; Advances Received / Repaid</b>						
Adventz Finance Pvt. Ltd.	-2,370.00 (2,052.00)	- (-)	- (-)	- (-)	-2,370.00 (2,052.00)	- (2,370.00)
Adventz Securities Pvt. Ltd.	- (-31.00)	- (-)	- (-)	- (-)	- (-31.00)	- (-)
Zuari International Ltd.	-930.00 (-)	- (-)	- (-)	- (-)	-930.00 (-)	- (930.00)
Zuari Management Services Ltd.	-3,971.49 (371.49)	- (-)	- (-)	- (-)	-3,971.49 (371.49)	- (3,971.49)
<b>Dividend Paid</b>						
Mr. Saroj Kumar Poddar	- (-)	- (-)	- (-)	41.55 (27.55)	41.55 (27.55)	- (-)
Mrs. Jyotsna Poddar	0.16 (0.10)	- (-)	- (-)	- (-)	0.16 (0.10)	- (-)
Ms. Puja Poddar	0.24 (0.16)	- (-)	- (-)	- (-)	0.24 (0.16)	- (-)
Mr. Akshay Poddar	- (-)	- (-)	- (-)	0.40 (0.01)	0.40 (0.01)	- (-)
Ms. Shradha Agarwal	0.03 (0.02)	- (-)	- (-)	- (-)	0.03 (0.02)	- (-)
Ms. Aasthi Agarwal	0.03 (0.02)	- (-)	- (-)	- (-)	0.03 (0.02)	- (-)
Mrs. Anisha Berlia	0.07 (0.05)	- (-)	- (-)	- (-)	0.07 (0.05)	- (-)
Premium Exchange & Finance Ltd.	0.28 (0.19)	- (-)	- (-)	- (-)	0.28 (0.19)	- (-)
Jeewan Jyoti Medical Society	0.24 (0.16)	- (-)	- (-)	- (-)	0.24 (0.16)	- (-)
Abhishek Holding Pvt. Ltd.	0.00 (0.00)	- (-)	- (-)	- (-)	0.00 (0.00)	- (-)
Adventz Securities Enterprise Ltd.	5.71 (3.81)	- (-)	- (-)	- (-)	5.71 (3.81)	- (-)
Adventz Finance Pvt. Ltd.	37.62 (24.38)	- (-)	- (-)	- (-)	37.62 (24.38)	- (-)
Duke Commerce Ltd.	11.27 (7.51)	- (-)	- (-)	- (-)	11.27 (7.51)	- (-)
Eureka Traders Pvt. Ltd.	0.00 (0.00)	- (-)	- (-)	- (-)	0.00 (0.00)	- (-)
Greenland Trading Pvt. Ltd.	0.05 (0.04)	- (-)	- (-)	- (-)	0.05 (0.04)	- (-)
Master Exchange & Finance Ltd.	0.02 (0.02)	- (-)	- (-)	- (-)	0.02 (0.02)	- (-)
New Eros Tradecom Ltd.	1.11 (0.74)	- (-)	- (-)	- (-)	1.11 (0.74)	- (-)
Indrakshi Trading company Pvt. Ltd.	0.05 (0.03)	- (-)	- (-)	- (-)	0.05 (0.03)	- (-)
Texmaco Infrastructure & Holdings Ltd.	87.75 (58.50)	- (-)	- (-)	- (-)	87.75 (58.50)	- (-)
Zuari Industries Ltd.	1.15 (0.77)	- (-)	- (-)	- (-)	1.15 (0.77)	- (-)
Zuari International Ltd.	95.65 (63.77)	- (-)	- (-)	- (-)	95.65 (63.77)	- (-)

# Notes on Consolidated Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Mr. A.K. Vijay	-	-	-	0.08	0.08	-
	(-)	(-)	(-)	(0.05)	(0.05)	(-)
Mr. Ravi Verma	-	-	-	0.02	0.02	-
	(-)	(-)	(-)	(0.01)	(0.01)	(-)
<b>Remuneration Received</b>						
Texmaco Infrastructure & Holdings Ltd.	0.30	-	-	-	0.30	-
	(0.15)	(-)	(-)	(-)	(0.15)	(-)
Wabtec Texmaco Rail Pvt. Ltd.	-	-	98.45	-	98.45	-
	(-)	(-)	(98.45)	(-)	(98.45)	(-)
<b>Others</b>						
Adventz Finance Pvt. Ltd.	16.52	-	-	-	16.52	-
(Rent Paid)	(16.52)	(-)	(-)	(-)	(16.52)	(-)
Adventz Finance Pvt. Ltd.	215.73	-	-	-	215.73	-
(Interest Paid)	(216.05)	(-)	(-)	(-)	(216.05)	(140.59)
Adventz Securities Pvt. Ltd.	-	-	-	-	-	-
(Interest Paid)	(0.86)	(-)	(-)	(-)	(0.86)	(-)
Zuari Management Services Ltd.	394.32	-	-	-	394.32	-
(Interest Paid)	(531.19)	(-)	(-)	(-)	(531.19)	(-)
Zuari International Ltd.	99.03	-	-	-	99.03	-
(Interest Paid)	(148.75)	(-)	(-)	(-)	(148.75)	(122.87)
Zuari Insurance Brokers Ltd.	11.54	-	-	-	11.54	-
(Insurance Premium Paid)	(-)	(-)	(-)	(-)	(-)	(-)
Zuari Sugar & Power Ltd.	14.91	-	-	-	14.91	-
(Interest Paid)	(-)	-	-	-	(-)	(-)
Mr. Saroj Kumar Poddar	-	-	-	-432.31	-432.31	-
(Interest Paid)	(-)	(-)	(-)	(432.31)	(432.31)	(432.31)
High Quality Steels Ltd.	505.40	-	-	-	505.40	-
(Services Received)	(436.44)	(-)	(-)	(-)	(436.44)	(48.74)
Lionel India Ltd.	201.64	-	-	-	201.64	47.97
(Services Received)	(190.39)	(-)	(-)	(-)	(190.39)	(19.67)
Lionel India Ltd.	7.37	-	-	-	7.37	-
(Rent Received)	(7.37)	(-)	(-)	(-)	(7.37)	-
Lionel Edwards Ltd.	9.36	-	-	-	9.36	-
(Services Received)	(24.65)	(-)	(-)	(-)	(24.65)	-
Zuari Management Services Ltd.	106.49	-	-	-	106.49	-5.34
(Services Received)	(275.29)	(-)	(-)	(-)	(275.29)	(17.53)
Texmaco Infrastructure & Holdings Ltd.	0.83	-	-	-	0.83	-
(Rent Received)	(0.72)	(-)	(-)	(-)	(0.72)	-
Texmaco Infrastructure & Holdings Ltd.	-	-	-	-	-	-
(Rent Paid)	(27.84)	(-)	(-)	(-)	(27.84)	(8.27)
Texmaco Infrastructure & Holdings Ltd.	4.71	-	-	-	4.71	-
(Amount paid on behalf of company)	(-)	(-)	(-)	(-)	(-)	(-)
Texmaco Infrastructure & Holdings Ltd.	0.11	-	-	-	0.11	-
(Sale of services)	(-)	(-)	(-)	(-)	(-)	(-)
Wabtec Texmaco Rail Pvt. Ltd.	-	-	1,866.06	-	1,866.06	517.06
(Sale of goods)	(-)	(-)	(1,299.85)	(-)	(1,299.85)	(351.83)
Wabtec Texmaco Rail Pvt. Ltd.	-	-	1,371.33	-	1,371.33	0.05
(Purchase of goods)	(-)	(-)	(36.35)	(-)	(36.35)	(-)
Wabtec Texmaco Rail Pvt. Ltd.	-	-	138.57	-	138.57	0.59
(sale of services/Rent)	(-)	(-)	(137.44)	(-)	(137.44)	(-)
Touax Texmaco Railcar Leasing Pvt. Ltd.	-	-	12,632.19	-	12,632.19	177.00
(Sale of goods & services)	(-)	(-)	(39.43)	(-)	(39.43)	(0.07)



## Notes on Consolidated Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Touax Texmaco Railcar Leasing Pvt. Ltd. (Rent & other service charges Received)	- (-)	- (-)	5.33 (5.05)	- (-)	5.33 (5.05)	- (-)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Deposit against order)	- (-)	- (-)	-2,508.93 (2,508.93)	- (-)	-2,508.93 (2,508.93)	- (2,508.93)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Interest receivable against CCD)	- (-)	- (-)	1,060.90 (712.71)	- (-)	1,060.90 (712.71)	954.81 (641.44)
Zuari Finserv Limited (Amount paid on account of Demat Charges)	0.05 (-)	- (-)	- (-)	- (-)	0.05 (-)	- (-)
Master Exchange & Finance Ltd. (Amount paid on account of expense incurred)	0.04 (-)	- (-)	- (-)	- (-)	0.04 (-)	- (-)
Texmaco Defence System Pvt. Ltd. (Rent Received)	- (-)	0.05 (0.05)	- (-)	- (-)	0.05 (0.05)	- (-)
Texmaco Defence Sysytem Pvt. Ltd. (Interest Received)	- (-)	36.81 (35.86)	- (-)	- (-)	36.81 (35.86)	152.32 (119.19)
SMIFS Capital Market Ltd. (Amount Paid against bond purchased)	19,736.94 (-)	- (-)	- (-)	- (-)	19,736.94 (-)	- (-)
Bright-Vijaywargi-JV (Sale of goods & services)	- (-)	- (-)	663.66 (492.32)	- (-)	663.66 (492.32)	225.34 (409.78)
JMC-GPT-Vijaywargi-Bright Power JV (Sale of goods & services)	- (-)	- (-)	- (-)	- (-)	- (-)	45.25 (93.82)
JMC-Vijaywargi-Bright Power JV (sale of goods & services)	- (-)	- (-)	- (-)	- (-)	- (-)	93.28 (262.24)
Bright-Kalindee-JV (Sale of goods & services)	- (-)	- (-)	- (545.00)	- (-)	- (545.00)	352.69 (826.94)
Bright-TEXMACO-JV (Sale of goods & services)	- (-)	- (-)	1,804.95 (3,814.87)	- (-)	1,804.95 (3,814.87)	390.52 (638.73)
ISC Project-TEXMACO JV (Sale of goods & services)	- (-)	- (-)	570.28 (781.77)	- (-)	570.28 (781.77)	9.56 (39.53)
JMC-Vijaywargi-Bright Power JV (Amount paid on behalf of company)	- (-)	- (-)	- (-)	- (-)	- (-)	1.15 (1.15)
JMC-GPT-Vijaywargi-Bright Power JV (Amount paid on behalf of company)	- (-)	- (-)	- (-)	- (-)	- (-)	2.45 (2.45)
Swatish Enterprise Limited (Sale of Goods)	- (-)	- (-)	203.03 (-)	- (-)	203.03 (-)	636.87 (-)
Texmaco Rail & Engg. Ltd. & Spark Electrical & Project Pvt. Ltd. JV (Sale of goods)	- (-)	- (-)	1,833.46 (-)	- (-)	1,833.46 (-)	1,202.98 (-)
Kalindee - Cobra JV (Sale of goods)	- (-)	- (-)	532.19 (166.67)	- (-)	532.19 (166.67)	548.07 (345.18)
Kalindee - Cobra JV (Amount paid by company on behalf of others)	- (-)	- (-)	2.62 (-)	- (-)	2.62 (-)	- (-)
Kalindee -IL & FS JV (Sale of goods)	- (-)	- (-)	- (-)	- (-)	- (-)	1,346.48 (1,346.48)
Kalindee -IL & FS JV (Amount paid on behalf of company)	- (-)	- (-)	- (-)	- (-)	- (-)	1.17 (1.17)
Kalindee Kapoor Railcon JV (Sale of goods)	- (-)	- (-)	376.90 (279.19)	- (-)	376.90 (279.19)	675.02 (1,026.09)
Kalindee Kapoor Railcon JV (Amount paid on behalf of company)	- (-)	- (-)	4.69 (12.54)	- (-)	4.69 (12.54)	- (-)
Kalindee Karthik JV (Sale of goods)	- (-)	- (-)	0.96 (57.55)	- (-)	0.96 (57.55)	393.39 (433.45)
Kalindee Karthik JV (Amount paid by company on behalf of others)	- (-)	- (-)	0.29 (1.21)	- (-)	0.29 (1.21)	- (-)

# Notes on Consolidated Financial Statement

(₹ in lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2024
Kalindee Rahee JV	-	-	-	-	-	-
(Amount paid by company on behalf of others)	(-)	(-)	(4.91)	(-)	(4.91)	(-)
Kalindee URC JV	-	-	-	-	-	98.01
(Sale of goods)	(-)	(-)	(8.68)	(-)	(8.68)	(167.10)
Kalindee VNC JV	-	-	-	-	-	1,697.64
(Amount paid by company on behalf of others)	(-)	(-)	(77.34)	(-)	(77.34)	(1,697.64)
GMR TPL KRNL JV	-	-	100.96	-	100.96	556.12
(Sale of goods)	(-)	(-)	(570.10)	(-)	(570.10)	(1,026.09)
Tata Project -Kalindee JV	-	-	448.11	-	448.11	47.73
(Sale of goods)	(-)	(-)	(173.53)	(-)	(173.53)	(32.91)
Texmaco Rahee JV	-	-	70.79	-	70.79	443.13
(Sale of goods)	(-)	(-)	(157.60)	(-)	(157.60)	(420.70)
Texmaco Asis JV	-	-	2,300.89	-	2,300.89	-387.52
(Sale of goods)	(-)	(-)	(890.22)	(-)	(890.22)	(46.91)
<b>Corporate Gurantee Given</b>						
Touax Texmaco Railcar Leasing Pvt. Ltd.	-	-	-456.38	-	-456.38	2,395.47
(Against sale of wagon)	(-)	(-)	(1,331.19)	(-)	(1,331.19)	(2,851.85)

Note: Figures in brackets are for previous financial year

## Notes on Consolidated Financial Statement

### Note 1.37 Earnings Per Share – The Numerator and Denominator used to Calculate Basic/ Diluted Earnings Per Share

(₹ in lakhs)

Particulars		2022-24	2021-23
Net Profit for the period from ordinary activities attributable to equity shareholders (Excluding Preference Share Dividend) – used as numerator.	₹ in Lakhs	11,320.68	2,602.63
Weighted average number of Equity share outstanding used as denominator for Basic earning per share.	Number	34,40,23,005	32,18,69,895
Weighted Average Number of Equity share used on denominator for Diluted earning per Share	Number	34,40,23,005	32,18,69,895
(A) Basic Earning Per Share (face value of ₹ 1/- each)	₹	3.29	0.81
(B) Diluted Earning Per Share (face value of ₹ 1/- each)	₹	3.29	0.81

### Note No. 1.38 Principles of Consolidation

- a) The consolidated financial statements include results of the subsidiaries of Texmaco Rail & Engineering Limited., consolidated in accordance with Ind AS 110<sup>1</sup> Consolidated Financial Statements<sup>1</sup>.

Name of the Company	Country of Incorporation	% Shareholding
Belur Engineering Pvt. Ltd.	India	100%
Texmaco Transtrak Pvt. Ltd.	India	51%
Texmaco Rail Systems Pvt. Ltd.	India	51%
Texmaco Rail Electrification Ltd.	India	100%
Panihati Engineering Udyog Pvt Ltd (Formerly Known as Texmaco Engineering Udyog Pvt Ltd)	India	100%
Belgharia Engineering Udyog Pvt Ltd	India	100%

- b) These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

All assets and liabilities have been classified as current or non – current as per the Company's normal operating cycle and other criteria set out in Schedule III (Division II) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

#### c) Accounting policies applicable in consolidated financial statements

- The Company combines the financial statements of the parent and its subsidiaries line adding together like items of assets, liabilities, equity, income, and expenses. Inter-company transactions, balance and unrealised gains on transactions between group companies are eliminated.
- Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.
- Investments in Associates are accounted for using the equity method of accounting, after initially being recognized at cost. Under the equity method of accounting, the investments are adjusted thereafter to recognized the Company's share of the post – acquisition profit or losses of the investee in profit and loss, and the company's share of other comprehensive income of the investee in other comprehensive income.
- Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the Company is able to control the timing of reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

# Notes on Consolidated Financial Statement

## Note 1.39 Financial Instruments

### A. Accounting classification and Fair Value

(₹ in lakhs)

31st March 2024	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	
<b>Financial Assets (Long Term)</b>								
- Investments	-	13,441.35	-	13,441.35	222.64	13,218.71	-	13,441.35
- Bank Balances	-	-	4,288.00	4,288.00	-	-	4,288.00	4,288.00
- Others	-	-	796.41	796.41	-	-	796.41	796.41
<b>Financial Assets (Short Term)</b>								
- Investments	29,037.71	-	-	29,037.71	29,037.71	-	-	29,037.71
- Trade Receivable	-	-	88,168.13	88,168.13	-	-	88,168.13	88,168.13
- Cash and cash equivalents	-	-	2,695.92	2,695.92	-	-	2,695.92	2,695.92
- Bank Balances & Others	-	-	38,053.16	38,053.16	-	-	38,053.16	38,053.16
- Loans & Advances	-	-	544.93	544.93	-	-	544.93	544.93
- Others	-	-	2,454.59	2,454.59	-	-	2,454.59	2,454.59
<b>Total</b>	<b>29,037.71</b>	<b>13,441.35</b>	<b>1,37,001.14</b>	<b>1,79,480.20</b>	<b>29,260.35</b>	<b>13,218.71</b>	<b>1,37,001.14</b>	<b>1,79,480.20</b>
<b>Financial Liabilities (Long Term)</b>								
- Borrowings	-	-	24,171.62	24,171.62	-	-	24,171.62	24,171.62
- Lease Liabilities	-	-	100.65	100.65	-	-	100.65	100.65
<b>Financial Liabilities (Short Term)</b>								
- Borrowings	-	-	38,800.15	38,800.15	-	-	38,800.15	38,800.15
- Lease Liabilities	-	-	37.26	37.26	-	-	37.26	37.26
- Trade Payable	-	-	67,576.07	67,576.07	-	-	67,576.07	67,576.07
- Other Financial Liabilities	-	-	2,456.49	2,456.49	-	-	2,456.49	2,456.49
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,33,142.24</b>	<b>1,33,142.24</b>	<b>-</b>	<b>-</b>	<b>1,33,142.24</b>	<b>1,33,142.24</b>

(₹ in lakhs)

31st March 2023	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	
<b>Financial Assets (Long Term)</b>								
- Investments	-	124.91	10,299.02	10,423.93	124.91	10,299.02	-	10,423.93
- Bank Balances	-	-	3,379.14	3,379.14	-	-	3,379.14	3,379.14
- Others	-	-	740.29	740.29	-	-	740.29	740.29
<b>Financial Assets (Short Term)</b>								
- Investments	17.60	-	-	17.60	17.60	-	-	17.60
- Trade Receivable	-	-	78,489.32	78,489.32	-	-	78,489.32	78,489.32
- Cash and cash equivalents	-	-	3,076.76	3,076.76	-	-	3,076.76	3,076.76
- Bank Balances & Others	-	-	12,224.81	12,224.81	-	-	12,224.81	12,224.81
- Loans & Advances	-	-	393.75	393.75	-	-	393.75	393.75
- Others	-	-	1,124.49	1,124.49	-	-	1,124.49	1,124.49
<b>Total</b>	<b>17.60</b>	<b>124.91</b>	<b>1,09,727.58</b>	<b>1,09,870.09</b>	<b>142.51</b>	<b>10,299.02</b>	<b>99,428.56</b>	<b>1,09,870.09</b>
<b>Financial Liabilities (Long Term)</b>								
- Borrowings	-	-	16,359.44	16,359.44	-	-	16,359.44	16,359.44
- Lease Liabilities	-	-	119.66	119.66	-	-	119.66	119.66
<b>Financial Liabilities (Short Term)</b>								
- Borrowings	-	-	81,890.23	81,890.23	-	-	81,890.23	81,890.23
- Lease Liabilities	-	-	30.70	30.70	-	-	30.70	30.70
- Trade Payable	-	-	56,854.51	56,854.51	-	-	56,854.51	56,854.51
- Other Financial Liabilities	-	-	3,579.58	3,579.58	-	-	3,579.58	3,579.58
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,58,834.12</b>	<b>1,58,834.12</b>	<b>-</b>	<b>-</b>	<b>1,58,834.12</b>	<b>1,58,834.12</b>

\*The carrying value and the fair value approximates.

## Notes on Consolidated Financial Statement

### B. Measurement of fair values

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- 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 asset or liability that are not based on observable market data (unobservable inputs)

### C. Valuation techniques

#### The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- 3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

### Note 1.40 Tax Expense

(₹ in lakhs)

Particulars	For the Year ended	
	31 March, 2024	31 March, 2023
<b>a) Tax Expense</b>		
<b>Current Tax</b>		
- Current tax on profits for the year	2,804.00	0.10
- Adjustments for current tax of prior periods	11.05	-
- Total current tax expense	<b>2,815.05</b>	<b>0.10</b>
<b>Deferred Tax</b>		
- Decrease/(increase) in deferred tax assets	4,922.10	1,169.75
- (Decrease)/increase in deferred tax liabilities	220.87	(281.99)
- Total deferred tax expenses/(benefit)	5,142.97	887.76
<b>MAT credit entitlement</b>	(1,357.00)	-
<b>Tax Expense</b>	<b>6,601.02</b>	<b>887.86</b>
<b>b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate</b>		
<b>Profit before tax</b>	16,219.18	2,041.08
Tax at the Indian tax rate of 34.944% (previous year - 34.944%)	5,667.63	713.23
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	15.50	7.47
<b>Tax effect of amounts which are deductible (non-taxable) in calculating taxable income</b>		
- Income from Investment	(34.76)	(34.69)
- Income from rented property	(109.23)	(106.23)
<b>Tax effect of other adjustment</b>		
- Income tax for earlier years	11.05	-
- Others	1,050.83	308.08
<b>Tax Expense</b>	<b>6,601.02</b>	<b>887.86</b>

# Notes on Consolidated Financial Statement

## Note 1.41 Information about Segment Working is given below:

(₹ in lakhs)

Particulars	2023-24				2022-23			Total
	Freight Car Division	Infra Rail & Green Energy	Infra Electrical	Total	Freight Car Division	Infra Rail & Green Energy	Infra Electrical	
	1	2	3	4 (1+2+3)	1	2	3	4 (1+2+3)
<b>Revenue from Operations</b>								
Sales	2,73,802.89	52,723.94	22,337.85	3,48,864.68	1,36,921.94	66,198.92	19,375.52	2,22,496.38
Other Operating Revenue	1,196.29	-	226.04	1,422.33	1,052.29	-	779.07	1,831.36
<b>Total</b>	<b>2,74,999.18</b>	<b>52,723.94</b>	<b>22,563.89</b>	<b>3,50,287.01</b>	<b>1,37,974.23</b>	<b>66,198.92</b>	<b>20,154.59</b>	<b>2,24,327.74</b>
<b>Result</b>								
Segment Result	21,201.37	(589.57)	2,391.84	23,003.64	5,117.04	2,329.44	1,731.62	9,178.10
Others (Net of Unallocated Expenses)				2001.23				1014.23
<b>Operating Profit/(Loss)</b>				<b>25,004.87</b>				<b>10,192.33</b>
Interest Expense				(10,798.48)				(8,779.72)
Interest Income				2,012.79				628.47
<b>Total Profit/(Loss) before Tax</b>				<b>16,219.18</b>				<b>2,041.08</b>
Provision for Current Tax				(2,804.00)				(0.10)
Provision for Deferred Tax/MAT Credit				(3,785.97)				(887.76)
Income Tax for Earliar Year				(11.05)				-
<b>Profit/(Loss) from ordinary activities</b>				<b>9,618.16</b>				<b>1,153.22</b>
Extra ordinary items				-				-
<b>Net Profit/(Loss)</b>				<b>9,618.16</b>				<b>1,153.22</b>
<b>Other Information</b>								
Segment Assets	2,19,472.28	1,23,248.46	32,354.49	3,75,075.23	1,77,580.17	1,23,403.78	27,100.12	3,28,084.07
Unallocated Corporate assets				43,420.48				10,441.53
<b>Total assets</b>				<b>4,18,495.71</b>				<b>3,38,525.60</b>
Segment liabilities	1,11,657.28	37,669.66	15,873.05	1,65,199.99	1,19,979.40	64,822.30	14,505.59	1,99,307.29
Unallocated corporate liabilities				-				-
<b>Total Liabilities</b>				<b>1,65,199.99</b>				<b>1,99,307.29</b>
Capital expenditure				8,056.81				4,860.65
Depreciation & Amotization				3,820.50				3,519.61
Non-cash expenses other than depreciation				1,816.10				724.29

Note : The Company operates predominantly within the geographical limits of India and accordingly secondary segments have not been considered.

# Notes on Consolidated Financial Statement

## Note 1.42 Information for Consolidated Financial Statements pursuant to Schedule III of the Companies Act, 2013

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated Net Assets	Amount (₹ in lakhs)	As % of consolidated profit or loss	Amount (₹ in lakhs)	As % of consolidated other comprehensive income	Amount (₹ in lakhs)	As % of total comprehensive income	Amount (₹ in lakhs)
<b>Parent</b>								
Texmaco Rail & Engineering Ltd.	98.13%	2,48,559.43	99.75%	11,269.01	100.51%	129.76	99.75%	11,398.77
<b>Indian Subsidiaries</b>								
Belur Engineering Pvt. Ltd.	1.30%	3,299.75	-3.93%	(443.81)	0.00%	-	-3.88%	(443.81)
Texmaco Transtrack Pvt. Ltd.	-0.21%	(538.39)	-0.41%	(45.78)	0.00%	-	-0.40%	(45.78)
Texmaco Rail Systems Pvt. Ltd.	0.00%	(0.66)	-0.01%	(0.82)	0.00%	-	-0.01%	(0.82)
Texmaco Rail Electrification Ltd.	0.00%	0.18	-0.01%	(0.59)	0.00%	-	-0.01%	(0.59)
Panihati Engineering Udyog Pvt Ltd	0.00%	(0.35)	0.00%	(0.32)	0.00%	-	0.00%	(0.32)
Belgharia Engineering Udyog Private Limited	0.00%	(0.76)	0.00%	(0.24)	0.00%	-	0.00%	(0.24)
<b>Non Controlling Interest in all subsidiaries</b>	-0.10%	(264.13)	-0.20%	(22.83)	0.00%	-	-0.20%	(22.83)
<b>Joint Ventures</b>								
Touax Texmaco Railcar Leasing Pvt. Ltd.	0.00%	-	9.99%	1,128.26	0.00%	-	9.87%	1,128.26
Wabtech Texmaco Rail Pvt. Ltd.	0.00%	-	4.88%	551.43	0.00%	-	4.83%	551.43
<b>Associate Companies</b>								
Texmaco Defence System Pvt. Ltd.	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Consolidation Adjustment and Elimination	0.88%	2,240.65	-10.06%	(1,136.45)	-0.51%	(0.66)	-9.95%	(1,137.12)
<b>Total</b>	<b>100.00%</b>	<b>2,53,295.72</b>	<b>100.00%</b>	<b>11,297.85</b>	<b>100.00%</b>	<b>129.10</b>	<b>100.00%</b>	<b>11,426.95</b>

## Notes 1.43 Ratios.

Particulars	Numerator	Denominator	31st Mar, 2024	31st Mar, 2023	% Variance	Reason for Variance (For changes more than 25%)
(a) Current Ratio	Current Assets	Current Liability	2.61	1.57	66.24%	Due to repayment of high cost debts and increase in short term investments
(b) Debt-Equity Ratio	Total Debt (Non-Current borrowing+Current Borrowing)	Shareholder's Equity	0.25	0.71	-64.79%	Due to repayment of high cost debts
(c) Debt Service Coverage Ratio	Net Profit after taxes+ Non-cash operating expenses (depreciation and other amortizations) + Finance Cost + other adjustments (loss on sale of PPE)	Debt service = Interest & Lease Payments + Long Term Loan Repayments	1.74	1.25	39.20%	The debt service coverage ratio has improved mainly due to high profits during the financial year on account of increased production and sales.
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	5.76%	1.90%	203.16%	Due to increase in profits during the financial year on account of increased production and sales.
(e) Inventory turnover Ratio	Sale of products (Revenue from operation)	Average Inventory	5.00	4.33	15.47%	—
(f) Trade Receivables turnover Ratio	Sale of products (Revenue from operation)	Average Trade Receivable	4.20	3.31	26.89%	Due to better turn around time of collections from debtors.
(g) Trade payables turnover Ratio	Cost of Goods sold (Material consumed+Changes in Inventory+Erection Expenses+ Power & Fuel Expenses)	Average Trade Payable	4.75	4.25	11.76%	—
(h) Net capital turnover Ratio	Sale of products (Revenue from operation)	Working Capital	1.63	2.25	-27.56%	The Net Capital Turnover ratio decreased primarily due to increase in Revenue from operation



## Notes on Consolidated Financial Statement

Particulars	Numerator	Denominator	31st Mar, 2024	31st Mar, 2023	% Variance	Reason for Variance (For changes more than 25%)
(i) Net profit Ratio	Net Profit after taxes (Revenue from operation)	Sale of products	3.23%	1.15%	180.87%	Due to increase in profits during the financial year on account of increased production and sales.
(j) Return on Capital employed	Earning before interest & tax (Profit before tax-interest income+ interest expenses)	Capital Employed (Share Capital+Other Equity-Capital Reseve+ Total Debt+Deffered Tax Liability)	7.80%	4.24%	83.96%	Due to increase in profits during the financial year on account of increased production and sales.
(k) Return on investment.	Income generated from Investment	Time Weighted Average Investment	1.85%	-0.32%	-678.13%	The Return on Investment ratio Increased primarily due to Increase in income from Investment

### 1.44 Other Disclosures

Other notes and disclosures to be inserted in the consolidated financial statements are similar to those of standalone financial statements of Texmaco Rail & Engineering Ltd.; and hence have not been repeated here.

The relevant note references in the standalone financial statements are given below:

Particulars	Note Reference of standalone financial statements
Commitments & Contingent Liabilities	Note 1.36
Movement of Provisions during the year as required under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.	Note 1.37
Employee Benefits Obligation	Note 1.43
Leases	Note 1.44
Amount Remitted During the Year on Account of Dividend (As Certified by the Management)	Note 1.45(b)
Value of Raw Materials and Stores Consumed (Including Components and Spare Parts) Services Etc.	Note 1.46
Value of Imports on C.I.F. Basis	Note 1.47
Analysis of Raw Material Consumed	Note 1.48
Expenditure in Foreign Currency	Note 1.51
Income in Foreign Exchange	Note 1.52
Details of Inventory of Work in Progress	Note 1.53
As a part of company's risk management policy, the financial risks mainly relating to changes in the exchange rates are hedged by using a combination of forward contracts, besides the natural hedges.	Note 1.54
Details of Income / Expenses disclosed on net basis	Note 1.55
Financial Risk Management Objectives and policies	Note 1.57

There are no changes arising out of inclusion of the subsidiaries/associate amounts in the above disclosures.

## Notes on Consolidated Financial Statement

### Note 1.45 (a)

The Company has used accounting software for maintaining its books of account which not have a feature of recording audit trail (edit log) facility. However, the accounting software does not allow editing or deletion of transactions. Therefore, the transactions cannot be tampered with and the same has operated throughout the year for all relevant transactions recorded in the software.

### Note 1.45 (b) Additional Regulatory Information

- 1) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it has taken at the balance sheet date.
- 2) No proceedings have been initiated or pending against the company for holding any benami property under the benami transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder, and company has not been declared as willful defaulter by any bank or institution or other lender.
- 3) To the best of the information available, the company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
- 4) The Company is filing monthly statement of current assets in respect of its borrowings from banks and status of agreement of quarter end statements with books are as under:

31st March 2024	Quarter-1	Quarter-2	Quarter-3	Quarter-4
Status	In Agreement	In Agreement	In Agreement	In Agreement
Reason of Material difference	NA	NA	NA	NA

- 5) There is no income surrendered or disclosed as income during the year in tax assessment under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
- 6) The Company has 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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the ultimate beneficiaries.
- 7) No funds (which are material either individually or in the aggregate) 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.
- 8) The Company has not traded or invested in crypto currency or virtual currency during the year.

# Notes on Consolidated Financial Statement

**Note 1.46** Previous year's figures have been regrouped/ rearranged/ restated/ recast wherever necessary to confirm this year's classification.

**Note 1.47** Figures below ₹500/- have been omitted for rounding off, ₹500/- and above have been rounded off to the next ₹1000/-.

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

## **Ranjan Singh**

Partner

Membership No.305423

F2/2, Gillander House

8, Netaji Subhas Road

Kolkata- 700 001

Dated: 16th May, 2024

## **K. K. Rajgaria**

Company Secretary

## **Hemant Bhuwania**

C.F.O

## **Directors**

S.K.Poddar

Utsav Parekh

Indrajit Mookerjee

Sudipta Mukherjee

A.K.Vijay





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**Texmaco**  
Rail & Engineering Ltd.



**adventz**

## **TEXMACO RAIL & ENGINEERING LIMITED**

Belgharia, Kolkata - 700 056

An **adventz** group company

