



राइट्स लिमिटेड
(भारत सरकार का प्रतिष्ठान)
RITES LIMITED
(Schedule 'A' Enterprise of Govt. of India)

No. RITES/SECY/NSE

Date: August 20, 2024

To Listing Department, National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051	To Corporate Relationship Department, BSE Limited, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001
Scrip Code- RITES	Scrip Code- 541556

Sub: Integrated Annual Report and Notice of the 50th Annual General Meeting (AGM) for the Financial Year 2023-24.

Dear Sir/ Madam,

Please find enclosed herewith Integrated Annual Report and Notice of the 50th Annual General Meeting of RITES Limited scheduled to be held on Thursday, 12th September, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the business as set out in the notice of 50th AGM.

Integrated Annual Report and Notice of the 50th Annual General Meeting for the Financial Year 2023-24 is also available on the website of the Company.

Kindly take this information on record.

Thanking You.

Yours Faithfully,
For **RITES Limited**

Ashok Mishra
Company Secretary & Compliance Officer
Membership No.: F6411

Transforming to GREEN

कॉर्पोरेट कार्यालय: शिखर, प्लॉट नं. 1, सेक्टर-29, गुरुग्राम-122 001 (भारत), **Corporate Office:** Shikhar, Plot No.1, Sector-29, Gurugram-122 001 (INDIA)
पंजीकृत कार्यालय: स्कोप मीनार, लक्ष्मी नगर, दिल्ली-110 092 (भारत), **Registered Office:** SCOPE Minar, Laxmi Nagar, Delhi- 110 092 (INDIA)
दूरभाष (Tel.): (0124) 2571666, फॅक्स (Fax): (0124) 2571660, ई.मेल (E-mail) info@rites.com वेबसाइट (Website): www.rites.com

CIN: L74899DL1974GOI007227



RITES LIMITED

Registered Office: SCOPE Minar, Laxmi Nagar, Delhi- 110092, India
Corporate Office: Shikhar, Plot No.1, Sector - 29, Gurugram, Haryana- 122001, India
Email: cs@rites.com, **Website:** www.rites.com
Phone: +91 124 257 1666, **Fax:** +91 124 257 1660
CIN: L74899DL1974GOI007227

Notice for the 50th Annual General Meeting

NOTICE is hereby given that the 50th Annual General Meeting of the members of **RITES Limited** will be held at 11:00 A.M. (IST) on Thursday, September 12, 2024, through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2024 along with the Directors' Report and Auditor's Report thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 along with the Directors' Report and Auditor's Report thereon, as circulated to the members, be and are hereby considered and adopted."

2. To confirm the first, second and third interim dividend declared in the FY 2023-24 and to declare final dividend on equity shares for the financial year ended March 31, 2024 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT approval of the members be and is hereby accorded to confirm the payment of first, second and third interim dividend @ 37.50%, 45% and 47.50% (₹ 3.75, ₹ 4.50/- and ₹ 4.75/- per equity shares) on the paid-up equity share capital of the Company as approved by the Board and already paid in the month of August, 2023, November, 2023 and February, 2024 respectively and to declare final dividend @50% (₹ 5.00/- per equity share) on the paid-up equity share capital of the Company for the financial year 2023-24, as recommended by the Board of Directors."

3. To appoint a Director in place of Shri Arun Kumar Singh (DIN: 09747776) Director (Projects), who retires by rotation as Director and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of

the Companies Act, 2013, Shri Arun Kumar Singh (DIN: 09747776), Director (Projects) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as Director of the Company liable to retire by rotation."

4. To appoint a Director in place of Dr. Deepak Tripathi (DIN: 10090267) Director (Technical) who retires by rotation as Director and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Deepak Tripathi (DIN: 10090267), Director (Technical) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as Director of the Company liable to retire by rotation."

5. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller & Auditor General of India for the FY 2024-25, in terms of the provisions of Section 142 of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded for authorizing the Board of Directors of the Company to decide and fix the remuneration and out of pocket expenses payable to Statutory Auditors of the Company as may be appointed by the Comptroller and Auditor General of India for the financial year 2024-25."

SPECIAL BUSINESS:

6. To appoint Shri Shailendra Singh (DIN: 07083410), as Government Nominee Director liable to retire by rotation and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder read with Articles of Association of the

Company, Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Shailendra Singh (DIN: 07083410), who was appointed as Government Nominee Director of the Company by the Hon'ble President of India vide order no. 2022/PL/57/10 dated March 20, 2024 of Ministry of Railways and subsequently appointed as Additional Director by the Board of Directors w.e.f. March 27, 2024 to hold office upto the date of ensuing Annual General Meeting under Section 161 of Companies Act, 2013 be and is hereby appointed as Government Nominee Director on the Board of the Company liable to retire by rotation."

7. To Alter the Articles of Association of the Company and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to approval of Registrar of Companies (ROC), NCT of Delhi & Haryana and such other approvals as may be necessary, the consent of the members be and is hereby accorded to amend the Articles of Association of Company in the manner given below:

Existing provision of Article	Proposed changes in the existing Article
Article 66-Power of Chairman-	Article 66- Power of Chairman for referring the matters to the Central Government through Board of Directors-
(1) The Chairman shall reserve for decision of the Central Government any proposal or decision of the Board of Directors or any matter brought before the Board which raises in the opinion of the Chairman an important issue and which is on that account fit to be reserved for the decision of the Central Government and no decision on such an important issue shall be taken in the absence of the Chairman appointed by the President. In respect of matters reserved by the Chairman for decision of the Central Government if the Central Government's views be not received within a period of two months, the Board of Directors shall be entitled to act in accordance with the proposal or decision without further reference to the Central Government.	(1) The Chairman after referring to Board of Directors shall reserve for decision of the Central Government any proposal which raises in the opinion of the Chairman/Board of Directors an important issue and which is on that account fit to be reserved for the decision of the Central Government and no decision on such an important issue shall be taken in the absence of the Chairman appointed by the President. In respect of matters reserved by the Chairman/-Board of Directors for decision of the Central Government if the Central Government's views be not received within a period of two months, the Board of Directors shall be entitled to act in accordance with the proposal or decision without further reference to the Central Government.
(2) Without prejudice to the generality of the above provision, the Chairman shall reserve for the decision of the President:	(2) Without prejudice to the generality of the above provision, the Chairman through Board of Directors shall reserve for the decision of the President, the following matters:
(i) any matter relating to:	(i) any matter relating to:
(a) the promotion of company/companies;	(a) Omitted
(b) entering into partnership and/or arrangement of sharing property;	(b) entering into partnership and/or arrangement of sharing property;
(c) taking or otherwise acquiring any holding shares in any other company except as provided in Article 58 (20) of these articles, and	(c) taking or otherwise acquiring any holding shares in any other company except as provided in Article 59 (20) of these articles, and
(d) division of capital into different classes of shares	(d) division of capital into different classes of shares;
(ii) The annual revenue budget of the company in case there is an element of deficit which is proposed to be met by obtaining funds from the government	(ii) Omitted
(iii) The agreement involving foreign collaboration proposed to be entered into by the company	(iii) The agreement involving foreign collaboration proposed to be entered into by the company, if required as per government guidelines.
(iv) purchases and contracts of a major nature involving substantial capital outlay which are in excess of the powers vested in the company under the present articles.	(iv) Omitted

Existing provision of Article	Proposed changes in the existing Article
<p>Article 59 - Specific power to Directors-</p> <p>(2) (a) Works of a capital nature - to authorise, without reference to Central Government, the undertaking of works of a capital nature where detailed project reports have been prepared with estimates of different competent parts of the project and where such project reports have been approved by Central Government and to invite and accept tenders relating to works included in the approved detailed project report, including variations, if any, in the approved estimates, provided such variations are not more than 10% for any particular component part and do not substantially change the scope of the Project:</p> <p>(b) to authorise the undertaking of works of a capital nature not covered by clause (a) above, if required to be taken up in advance of the preparation of a detailed project report or otherwise as individual works, not exceeding ₹ 500 crores or an amount equal to the net worth of the Company whichever is lower or such enhanced amount as may be permitted by the government guidelines and applicable from time to time provided that -</p> <p>(i) for that financial year; and the funds required will be found within the budget allocation for the Company</p> <p>(ii) the expenditure on such works in subsequent year will be the first call on the respective allocation;</p>	<p>Article 59 - Specific power to Directors-</p> <p>(2) (a) Work of capital nature- To undertake the works of capital nature as are permissible under the MoA of the Company i.e., purchase/ take on lease or otherwise or acquisition of any new item/ asset/ equipment and/or modernization, expansion, replacement of any existing or new items/ assets/ equipment for an amount which shall not exceed the limits allowed by the Government from time to time as per its guidelines and to incur any expenditure thereon.</p> <p>(b) Omitted</p>
<p>Clause 12 of Article 59- To invest moneys</p> <p>12 To Invest moneys- To invest in such securities as may be in accordance with the guidelines of Department of Public enterprises and deal with any of the moneys of the Company upon such investments authorised by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as they think fit, and from time to time to vary or realise such investments.</p>	<p>Renaming of clause 12 as 12 (a) and Insertion of new clause 12 (b) under clause 12 of Article 59- To invest moneys</p> <p>12(a) To Invest moneys-To invest in such securities as are permissible under the guidelines of the Government of India and deal with any of the moneys of the Company upon such investments authorised by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as they think fit, and from time to time to vary or realise such investments;</p> <p>12(b) To take strategic decisions like mergers and acquisitions subject to monetary limits and guidelines as may be issued/allowed by the Government of India from time to time.</p>
<p>Clause 20 of Article 59- To authorise to establish JV/ Subsidiaries</p> <p>To authorize to establish JV/ Subsidiary companies in India with equity investment limited to ₹ 500 crore in one project subject to maximum of 15% of net worth or 30% of net-worth in all JVs and all such enhanced amount as may be permitted by the Govt. guidelines and applicable from time to time, and</p>	<p>Clause 20 of Article 59</p> <p>To authorize to establish JV/ Subsidiary companies in India with equity investment as per Government Guidelines.</p>

Existing provision of Article	Proposed changes in the existing Article
Article 40	Article 40
	"Procedure to be adopted for capitalization of profit"
(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall- (a) Take all appropriate and application of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, if any, and (b) Generally do all acts and things required to give effect thereto.	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall- (a) Take all appropriate and application of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, if any, and (b) Generally do all acts and things required to give effect thereto.
(ii) The Board shall have power- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distribution in fractions, and (b) To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;	(ii) The Board shall have power- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distribution in fractions, and (b) To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
(iii) Any agreement made-under such authority shall be effective and binding on such members.	(iii) Any agreement made-under such authority shall be effective and binding on such members.

"RESOLVED FURTHER THAT Chairman and Managing Director, Director (Finance) and Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid changes in the Articles of Association of the Company, as may be required by the Registrar of Companies and/or any Statutory/ Regulatory Authority."

8. To increase the Authorised Share Capital of the Company and consequential amendment in the Memorandum of Association of the Company and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder and/or any other applicable laws and subject to approval of Registrar of Companies (ROC) NCT of Delhi & Haryana, the consent of members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 300,00,00,000/- (Rupees Three Hundred Crore Only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹ 10/- each (Rupees Ten) each to ₹ 600,00,00,000/- (Rupees Six Hundred Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of ₹ 10/- each by creation of additional 30 Crores equity shares of Rs.10/- each which shall rank pari-passu

with the existing Equity shares of the Company with respective amendment in Clause V of Memorandum of Association of the Company."

"RESOLVED FURTHER THAT the existing Clause V- 'Capital Clause' of Memorandum of Association of the Company be substituted with the following:

'The Authorised Share Capital of the Company is ₹ 600,00,00,000/- (Rupees Six Hundred Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each.'

"RESOLVED FURTHER THAT Chairman and Managing Director, Director (Finance) and Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid changes in the Memorandum of Association of the Company, as may be required by the Registrar of Companies and/or any Statutory/ Regulatory Authority."

9. To Issue Bonus Shares by way of Capitalisation of Reserves and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 63 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable statutory provisions, if any, including Rules notified thereunder, as may be amended from time to time, and in accordance with provisions of

Article 39 of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions, Regulations and Guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other Statutory Authorities and pursuant to recommendation of the Board of Directors of the Company ('the Board', which expression shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), and subject to such other approval(s), consents, permissions as may be necessary, consent of the members be and is hereby accorded to capitalize sum of ₹ 240,30,18,870.00 (Rupees Two Hundred Forty Crore Thirty Lakh Eighteen Thousand Eight Hundred and Seventy only) out of the Capital Redemption Reserve Account and Free Reserves of the Company for the purpose of issuance of Bonus Shares to the members of the Company, whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners provided by the Depositories as on the Record Date in proportion of 1:1 i.e. 1 (One) equity share of nominal value of ₹10/- (Rupees Ten Only) each for every 1 (One) equity share of nominal value of ₹10/- (Rupees Ten Only) each held by Member(s)."

"RESOLVED FURTHER THAT all such new equity shares as and when issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respect and carry same rights with existing equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares are allotted."

"RESOLVED FURTHER THAT the issue and allotment of new equity shares to the extent that they relate to Non-Resident Members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to approval, if any, of the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999, and other applicable rules/regulations/guidelines issued/amended by RBI from time to time, in this regard."

"RESOLVED FURTHER THAT pursuant to provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard."

"RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which expression shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by Statutory Authority(ies) and deemed fit and proper."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred by this resolution to Committee (s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers."

By order of the Board of Directors

Sd/-
(Ashok Mishra)

Date: August 20, 2024 **Company Secretary & Compliance Officer**
Place: Gurugram **Membership No: - F6411**

Registered Office:

"Scope Minar", Laxmi Nagar, Delhi-110092

CIN: L74899DL1974GOI007227

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business, i.e. Item Nos. 6, 7, 8 and 9 to be transacted at the Annual General Meeting ('AGM') is annexed hereto. As per provisions of the Ministry of Corporate Affairs General Circular No. 20/2020 dated 5th May, 2020 the matters of Special Business as appearing in items nos. 6 to 9 of the above accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
2. The Ministry of Corporate Affairs, Government of India vide its General Circular No. 09/2023 dated 25th September, 2023 read with General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May 2022 and 10/2022 dated 28th December, 2022 ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'). In terms of the said Circulars, the 50th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company.
3. As per the provisions of Section 105 of the Act, a member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held through VC/OAVM and physical attendance of members has been dispensed with, the facility for appointment of proxies by the members will not be available for the AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not enclosed hereto. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of casting vote through remote e-Voting prior to the AGM, participation in the 50th AGM through VC/OAVM Facility and for electronic voting during the AGM.
4. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).
5. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members are requested to send a scanned duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting through VC/OAVM. The said Resolution/Authorization should be sent to Company at cs@rites.com and to Scrutinizer for the AGM at csdelhi84@gmail.com.
6. The Register of Members and Share Transfer books of the Company will remain closed from **Friday, September 6, 2024 to Thursday, September 12, 2024 (both days inclusive)**.
7. Brief resume of Directors seeking appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
8. The Members may join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
9. The Annual Report of the Company is also available on the Company's website www.rites.com.
10. None of the Directors of the Company is in any way related to each other.
11. Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the Company to make remittance by means of ECS. Those holding shares in dematerialized form may send the ECS Mandate to their Depository Participants (DP). Those who have already furnished the ECS Mandate Form to the Company/ Depository Participant/Registrar & Share Transfer Agent with complete details need not to send it again. Members holding shares in physical form may send the ECS Mandate Forms to the RTA of the Company.
12. Members holding shares in dematerialised form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such details to the RTA.

In order to enable the Company to remit dividend electronically through National Automated Clearing House (NACH), National Electronic Funds Transfer

(NEFT), etc., Members holding shares in physical form are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine digit MICR code and IFSC code (as appearing on the cheque) along with scanned copy of the cheque/ cancelled cheque at rites@beetalfinancial.com and beetalrta@gmail.com.

Members holding shares in dematerialised form are requested to provide the said details to their Depository Participant. The Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by Company after April 1, 2020 shall be taxable in the hands of the Shareholders.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
14. Non-Resident Indian members are requested to inform Company/RTA, regarding:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.
15. The Board of Directors of the Company during the Financial year 2023-24 has declared the following interim dividend:

Particulars	Date of Board Meeting in which Interim Dividend is declared	Amount of Dividend declared per share of ₹ 10 each (in ₹)	Total amount of dividend declared (₹ in Crore)
1 st Interim Dividend	July 18, 2023	3.75	90.11
2 nd Interim Dividend	October 31, 2023	4.50	108.13
3 rd Interim Dividend	February 1, 2024	4.75	114.14
Total		13.00	312.38

Final dividend of ₹ 120.15 crore i.e. ₹ 5.00 per share of ₹ 10 each on equity shares, as recommended by the Board of Directors in its meeting held on May 28, 2024, for the year ended on 31.03.2024, if approved by the members at the Annual General Meeting, will be paid subject to deduction of tax at source:

- To those members holding shares in physical form and whose names appear in the Register of Members of the Company as on **Friday, September 20, 2024**.
 - To those members whose names appear in the Statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on **Friday, September 20, 2024**.
16. The Record Date for determining the eligibility of the Shareholders to receive the said Bonus Shares is **Friday, September 20, 2024**.
17. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with M/s. Beetal Financial & Computer Services Private Limited (RTA) (in case of shares held in physical mode) and with depositories (in case of shares held in demat mode).
- A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rites@beetalfinancial.com and beetalrta@gmail.com till 05:00 PM IST on **Thursday, September 5, 2024**. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
18. Members are requested to claim dividends that remain unclaimed by corresponding with the RTA of the Company as mentioned above, or with the Company Secretary at cs@rites.com. Members may also note that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company to the demat account of Investor Education and Protection Fund Authority ("IEPF Authority").
19. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General (C&AG) of India and, in terms of provisions contained in Section 142 of the Companies Act 2013, their remuneration shall be fixed by the Company in a General Meeting or in such manner as the Company in a General Meeting may determine. As the appointment of statutory auditors is yet to be done by C&AG for financial year 2024-25, the members may authorize Board of Directors to fix their

remuneration as per the communication to be received from C&AG.

20. In line with the MCA Circulars and SEBI Circulars as referred above, Notice of the AGM and Annual Report of the Company for the FY 2023-24 ("Annual Report 2023-24") comprising audited financial statements for the FY 2023-24, Auditor's Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility and Sustainability Report are being sent only through email to those members whose email addresses are registered with the Company or the depositories/ depository participants. Notice of the AGM along with Annual Report for the year ended March 31, 2024, circulated to Members is also available on the website of the Company www.rites.com and on the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

21. All relevant documents and registers referred to in the Notice will be available for inspection by the Members without payment of any fee from the date of circulation of this notice upto the date of the AGM i.e. **September 12, 2024**. Members seeking to inspect such documents are requested to send an email to cs@rites.com. Inspection shall be provided when it is mutually suitable.

22. Members desiring any information with respect to Financial Statements are requested to write to the Company at least 7 days before the date of Annual General Meeting at cs@rites.com to enable the management to keep the information readily available at the time of the meeting.

23. Members holding shares in physical form in single name are advised to make nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to RTA of the Company in prescribed form i.e. Form No. SH -13 as per the Companies (Share Capital and Debentures) Rules, 2014.

24. In case shares are held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).

The Company's Registrar & Share Transfer Agent (RTA) is M/s. Beetal Financial & Computer Services Private Limited. The Communication address of the RTA is BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062, Email: rites@beetalfinancial.com and beetalrta@gmail.com by quoting Unit: RITES Limited.

25. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

26. Members are requested to: -

- a. Quote DP ID and Client ID/Ledger Folio numbers in all their correspondence;
- b. Approach the RTA for consolidation of multiple ledger folios into one; and
- c. To avoid inconvenience, get shares transferred in joint names, if they are held in a single name and/ or appoint a nominee.

27. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

The Company has appointed M/s. Beetal Financial & Computer Services Private Limited to provide both remote e-Voting and e-Voting services for members participating in the AGM via VC/OAVM through CDSL.

28. The members who have cast their vote by remote e-Voting may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. The facility of e-Voting shall also be made available to the members participating in the AGM through VC/OAVM. Only those members, who are attending the AGM through VC / OAVM facility and have not cast their vote through remote e-Voting, shall be allowed to vote through e-Voting in the AGM.

29. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which inter-alia provide the process and manner for e-voting, login ID, generating password and time schedule, including the time period during which the votes may be cast, etc.

30. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Company has appointed **CS Deepak Kumar, Partner of M/s. Akhil Rohatgi & Co., a firm of Practicing Company Secretaries, as the Scrutinizer.**

31. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of holding of shares in dematerialized form with the Depository through their concerned Depository Participants.

32. Annual listing fee for the year 2024-25 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year

2024-25 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.

33. Members who would like to express their views or ask questions during the AGM may register themselves as Speaker by sending their request in advance at least 7 days prior to AGM from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at cs@rites.com. Request given on other email IDs will not be considered. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for smooth conduct of the AGM.
34. Members are requested to notify immediately any change in their address:
- to their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - to the Company at its registered office or its Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited in respect of their physical shares, if any, quoting their Folio Number.
35. Information and other Instructions relating to e-voting are given with e-voting communication.

The remote e-voting facility will be available during the following voting period:

- Commencement of remote e-voting: From 9:00 A.M. (IST) on Monday, September 9, 2024.**
- End of remote e-voting: Up to 5:00 P.M. (IST) on Wednesday, September 11, 2024.**

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, September 6, 2024.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- The voting period begins on **Monday, September 9, 2024** and ends on **Wednesday, September 11, 2024**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 6, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be

also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@rites.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
7. Only those shareholders, who are present in the AGM/ EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 8. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109911.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THIS NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, sets out all material facts relating to the items of Special Businesses set out in this Notice of Annual General Meeting (“AGM”).

ITEM NO. 6

Appointment of Shri Shailendra Singh (DIN: 07083410), as Government Nominee Director liable to retire by rotation

As per the Article 56 of Articles of Association of the Company, the Hon'ble President of India, has the power to appoint Chairman/Chairman & Managing Director of the Company, Whole time Functional Directors and other Directors.

Ministry of Railways vide order no. 2022/PL/57/10 dated March 20, 2024 has appointed Shri Shailendra Singh, Principal Executive Director/ ME (EnHM & Project), Railway Board as Government Nominee Director on the Board of RITES Limited. The Board of Directors vide its Circular Resolution No. 7 of FY 2023-24 dated March 27, 2024 has appointed Shri Shailendra Singh as Additional Director of the Company with effect from March 27, 2024.

In accordance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting. Shri Shailendra Singh does not hold any shares in RITES Limited.

Therefore, approval of the members is sought for regularization of appointment of Shri Shailendra Singh as Government Nominee Director and he shall be liable to retire by rotation.

Shri Shailendra Singh has declared that he is not debarred from being appointed as a Director by SEBI or any other Authority; and that he is not disqualified from being appointed as a Director in terms of the provisions of the Companies Act, 2013. Shri Shailendra Singh is not related to any Director or Key Managerial Personnel of the Company.

In view of the above, it is proposed to obtain the approval of members for appointment of Shri Shailendra Singh, as Government Nominee Director on the Board of the Company, by passing Ordinary Resolution set out at Item no. 6 of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Shri Shailendra Singh, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Nomination and Remuneration Committee and Board of Directors of your Company recommends passing of the resolution as set out at Item No. 6 as an Ordinary Resolution.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

Accordingly, the Board of Directors recommends the resolution given at Sr. No. 6 of this notice for your approval as an Ordinary Resolution.

ITEM NO. 7

To Alter the Articles of Association of the Company

RITES Limited was granted Mini Ratna Category-II status by Ministry of Railways on January 2, 2002 and thereafter the status was upgraded to Mini Ratna' Category - I by the Ministry of Railways in March 23, 2006 based on the overall performance/ achievements of the Company.

On the basis of the overall performance/ achievements of the Company RITES was granted '**Navratna**' status by the Department of Public Enterprises on October 12, 2023. To give effect to enhanced autonomy and powers in terms of DPE OM dt. 22nd July, 1997 and 5th August, 2005, the Articles of Association of the Company were reviewed by the Board of Directors of the Company.

The Board of Directors of the Company has proposed changes to be made in the Articles of Association of the Company in order to give effect to Navratna' status and other changes as felt prudent for operations of the Company.

The Articles of Association after incorporating proposed amendments and all other documents referred to in the Notice, will be available for inspection by the shareholders electronically, at Company's website i.e. www.rites.com till the date of AGM.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Accordingly, the Board of Directors recommends the resolution given at Sr. No. 7 of this notice for your approval as a Special Resolution.

ITEM NO. 8

To increase the Authorised Share Capital of the Company and consequential amendment in the Memorandum of Association of the Company

Presently, the Authorized Share Capital of the Company is ₹ 300.00 Crore which is divided into 30,00,00,000 equity shares of ₹ 10/- each and the present paid-up share capital is ₹ 240.30 Crore divided into 24,03,01,887 equity shares of ₹ 10/- each.

The Company has consistent track record of making profit and dividend payment since its inception. Department of Investment & Public Asset Management (DIPAM) had issued Guidelines on Capital Restructuring of CPSEs vide F.No.5 / 2 / 2016-Policy dated May 27, 2016 and as such the Company is required to comply with these guidelines by way of corporate action like Bonus Issue, Share Spilt and Buyback of Share depending upon meeting the eligibility criteria from time to time.

In view of the above, the Board of Directors of the Company at their meeting held on July 31, 2024 has recommended the proposal for Increase in Authorised Share Capital of the Company to have float for complying with aforesaid guidelines of DIPAM from time to time. The Board of Directors of the Company has recommended that the Authorised Share Capital of the Company to be increased from ₹ 300.00 crores divided into 30 crores equity shares of ₹ 10/- each to ₹ 600.00 crores divided into 60 crores equity shares of ₹ 10/- each by creation of additional 30 Crores equity shares of Rs.10 each which shall rank pari-passu with existing equity shares of the Company.

Consequent to increase in Authorized Share Capital of the Company, the Capital Clause V of the Memorandum of Association of the Company need to be altered as indicated in the Resolution No. 8 respectively contained in the Notice convening the AGM.

None of the Directors and Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Memorandum of Association of Company after incorporating proposed amendments and all other documents referred to in the Notice, will be available for inspection by the shareholders electronically at Company's website at www.rites.com till the date of AGM.

Accordingly, the Board of Directors recommends the resolution given at Sr. No. 8 of this notice for your approval as an **Ordinary Resolution**.

ITEM NO. 9

To Issue Bonus Shares by way of Capitalisation of Reserves

Department of Investment & Public Asset Management (DIPAM) had issued Guidelines on Capital Restructuring of CPSEs vide F.No.5 / 2 / 2016-Policy dated May 27, 2016 providing a comprehensive approach for efficient management of its investment in CPSEs.

In pursuance of above guidelines, Board of Directors of the Company at its meeting held on July 31, 2024, recommended issue of Bonus Shares in the proportion of 1:1 i.e. 1 (One) equity share of nominal value of ₹10/- (Rupees Ten Only) each for every 1 (One) equity share of nominal value of ₹10/- (Rupees Ten Only) each held by Member(s) on the Record Date, by capitalization of a sum not exceeding ₹ 240,30,18,870.00 (Rupees Two Hundred Forty Crore Thirty Lakh Eighteen Thousand Eight Hundred and Seventy only).

The Article 39 of the Articles of Association of the Company authorizes the Company to issue bonus shares.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Further, pursuant to Regulation 294(6) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in bonus issue shall be made in dematerialized form only, and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

The Bonus equity shares shall rank pari passu in all respect and carry same rights with existing equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares are allotted and credited to respective beneficiary accounts of the Members.

The Memorandum & Articles of Association and all other documents referred to in the Notice, will be available for inspection by the shareholders electronically, upon log-in to Company's website at www.rites.com till the date of AGM. In view of the above and in terms of Article 39 of the Articles of Association of the Company, it is proposed to obtain the approval of shareholders for issue of the Bonus shares to the shareholders of the Company, by passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Accordingly, the Board of Directors recommends the resolution given at Sr. No. 9 of this notice for your approval as an Ordinary Resolution.

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT 50TH AGM UNDER ITEM NO. 3, 4 AND 6:

1. Directors seeking re-appointment at the 50th Annual General Meeting:

A) Shri Arun Kumar Singh (DIN: 09747776):

Name of Director	Shri Arun Kumar Singh
DIN	09747776
Date of Birth	16.02.1967
Age	57 Years
Date of first appointment made in the Board	26.09.2022
Qualification	Shri Arun Kumar Singh is from Indian Railway Services of Engineers (IRSE 1990 Batch). He holds the qualifications of B.E. (Civil Engineering) from MNIT, Prayagraj and M. Tech (Building Science and Construction Management) from IIT Delhi.
Brief Resume	<p>Shri Arun Kumar Singh is currently serving as Director (Projects) in the Company.</p> <p>He has vast experience of more than 30 years in major infrastructure planning, implementation and monitoring design, project management, procurement & contract management, risk management (Including FIDIC based project), Operation and Maintenance, Consultancy services, business development and revenue generation etc while working in Indian Railways, Delhi Metro Rail Corporation (DMRC) and RITES. He has been associated with planning of various metros such as Lucknow, Nagpur and Delhi Metro Phase IV etc., implementation of Phase- 3 of DMRC.</p> <p>He has also worked on General Consultancy /Detailed Design Consultancy for Delhi Metro, Ahmedabad Metro, Nagpur Metro, Pune Metro in India and Dhaka & Jakarta Metro abroad. Till recently he was Project Director of PMC team of RITES, on prestigious and challenging Mauritius Metro Project, for 5 years.</p>
Nature of his expertise in specific functional areas	He has vast experience in major infrastructure planning, implementation and monitoring design, project management, procurement & contract management, risk management (including FIDIC based project), Operation and Maintenance, Consultancy services, business development and revenue generation etc.
Other Directorship	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held.	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not Related
No. of equity shares held in the Company	NIL
No. of board meetings attended during the Year	6
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order of the Hon'ble President of India vide Ministry of Railways order no. 2021/E(O)II/40/8 dated 23.09.2022.
Details of listed entities from which resigned in the past three years	NIL

B) Dr. Deepak Tripathi (DIN: 10090267):

Name of Director	Dr. Deepak Tripathi
DIN	10090267
Date of Birth	15.07.1968
Age	56 Years
Date of first appointment made in the Board	27.03.2023
Qualification	Bachelor Degree in Mechanical Engineering with Doctorate & Post Graduation from NITIE/Mumbai specializing in Operations Management.
Brief Resume	<p>Dr. Deepak Tripathi, an ex. Indian Railway Service (Mechanical) officer of 1990 batch, is a graduate in Mechanical Engineering with Doctorate & Post Graduation from Indian Institute of Management (IIM)/Mumbai specializing in Operations Management. He has also been trained in Leadership and Management programs from NUS/INSEAD/IIM-K and other institutes.</p> <p>During his previous career span of 30+ yrs. in Indian Railways (IR) & Konkan Railway (KRCL), he has covered wide business spectrum in Railway Operations & Maintenance, Quality Assurance, Infrastructure and Technology Projects, Business Development and International Business.</p> <p>During this period, he has steered several multidisciplinary business projects in Railway Operations & Maintenance in India and abroad. These include innovative Roll-On Roll-Off services, Electric Traction Operations, Mechanized Railway Maintenance, Industry 4.0 enabled Workshops Infrastructure, Rail & Port Connectivity projects, Vendor Development, Quality Assurance for Rolling Stock with firms in India and abroad, inventor of a of patented 'SMART Yard Technology,' and other Technology/ Transfer projects including Industry 4.0 and AI projects.</p> <p>His current contributions include global expansion of 'Make in India' Rail & Metro products & services; multisectoral and multidomain quality assurance services for business organizations in Indian and overseas; consultancy in design and operations & maintenance of rail & metro and ropeway systems; plants & workshops modernization projects; and IT and AI projects.</p> <p>His contributions to the field of Management & Technology include authored books, 10+ international publications and contributions in conferences & workshops in India and abroad, focusing on lean and technology in Rail & Metro sector.</p> <p>He has been awarded with 'National Award for Outstanding Services,' and Best Innovative Idea of the Year Award, from Hon'ble Minister of Railways. 'Outstanding Author Award' from EMERALD Publications, U.K for his publications and 'Lal Bahadur Shastri Award' for his book 'Smart Lean Management'. He won 'Director General Medals'-National Academy of Indian Railways (NAIR) and RDSO/Ministry of Railways and has also received two Presidential Awards from Hon'ble Home Minister for contributions to Rajbhasha.</p>
Nature of his expertise in specific functional areas	Strategic Management, Business Development, International Business, Operations & Maintenance, Quality Assurance, Infrastructure and Technology Projects in Rail & Metro and Transport Sector.
Other Directorship	RITES Nominee Director in Elicius Energy Private Limited
Chairmanship/Membership of Committees in companies in which position of Director is held.	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not Related
No. of equity shares held in the Company	NIL
No. of board meetings attended during the Year	6
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order of the Hon'ble President of India vide Ministry of Railways letter no. 2021/E(O)II/40/30 dated 21.03.2023.
Details of listed entities from which resigned in the past three years	NIL

2. Directors being appointed at the 50th Annual General Meeting:

Name of Director	Shri Shailendra Singh
DIN	07083410
Date of Birth	22.01.1966
Age	58 Years
Date of first appointment made in the Board	27.03.2024
Qualification	IRSME Officer of 1989 batch, mechanical engineer and holding graduate degree in Mechanical Engineering from G.B. Pant University Pantnagar and an M.Tech in Production Engineering from IIT Delhi.
Brief Resume	<p>Shri Shailendra Singh is currently serving as the Principal Executive Director of Environment and Project at the Railway Board. He embarked on his career journey in 1994 as an Assistant Mechanical Engineer in the Dhanbad Division of Eastern Railway.</p> <p>He has an illustrious career spanning more than 30 years in Indian Railways and has held key leadership positions, showcasing expertise in areas such as Research and Design, Maintenance Engineering, Railway Operations, Policy Formulation, IT Management, Environmental Protection and Conservation, and Project Management. Notable achievements include coordinating successful technology transfers, introducing concepts like crashworthiness and Centre Buffer Coupler, enhancing the periodicity of ICF coaches' maintenance, and developing various innovative solutions for passenger safety and comfort.</p> <p>During his tenure at the Railway Board, he led teams in conceptualizing and introducing new train services and coach designs, including Humsafar, Tejas, Antyodaya trains, and Anubhuti, Vistadome, and Deen Dayalu coaches. He played a pivotal role in standardizing safety features across coaches, piloting initiatives for biotoilets, and overseeing the introduction of Mahamana Trains with world-class interiors. His contributions extend to policy formulation, project management, and international collaborations, as evidenced by his involvement in high-speed corridor projects, introduction of innovative technologies, and participation in metro projects in Nagpur and Ahmedabad. He has also played a crucial role in the development and maintenance of prestigious train services, including Rajdhani and Shatabdi trains on the Northern Railway.</p> <p>Recognized for his exceptional contributions, he has received awards and accolades, including the General Manager Award by Eastern Railway and a cash award for excellence in design and research work from the Director General of RDSO. He has also been honored with an Appreciation Certificate by the Minister of Railways for the successful operation of the Vande Bharat Express.</p> <p>With his wealth of experience, leadership acumen, and dedication to innovation, Shri Shailendra Singh continues to make significant contributions to the Indian Railways, shaping its future trajectory and enhancing passenger experience and safety.</p>
Nature of his expertise in specific functional areas	He has rich and wide experience of more than 30 years in Indian Railways and has held key leadership positions, showcasing expertise in areas such as Research and Design, Maintenance Engineering, Railway Operations, Policy Formulation, IT Management, Environmental Protection and Conservation, and Project Management.
Other Directorship	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held.	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not Related
No. of equity shares held in the Company	NIL
No. of board meetings attended during the Year*	NIL
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order of the Hon'ble President of India order no. 2022/PL/57/10 dated March 20, 2024.
Details of listed entities from which resigned in the past three years	NIL

*Shri Shailendra Singh has been appointed as Government Nominee Director w.e.f. 27.03.2024



Shaping the Next 50

Imagine. Invent. Impact.



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Shaping the Next 50

Imagine. Invent. Impact.

As we commemorate 50 years of excellence at RITES, we are inspired to transform our tomorrow: Shaping the Next 50. Imagine. Invent. Impact. This theme is a testament to our commitment to use imagination and innovation as the driving forces for our growth and transformation over the coming decades.

At RITES, we are dedicated to pursuing forward-thinking solutions that not only meet but also anticipate the evolving demands of our clients and the broader industry. Our objective is to forge a significant impact by offering smart & sustainable solutions and contributing decisively to create 'Infra4Future'.

Building on a rich legacy evolved around the decades of Resilience, Innovation, Transformation, Efficiency, and Sustainability, we are poised to lead in this transformative era while addressing emerging challenges with agility and insight. By nurturing a dynamic and well-structured ecosystem, RITES is ready to embrace new opportunities and change course driven by its approach of 'Innovation, Execution & Transformation'!



About the Report

In our landmark 50th year of reporting, we are proud to present our inaugural Integrated Annual Report. This report is prepared in accordance with the International Integrated Reporting framework of the IFRS Foundation. The report aims to transparently communicate to stakeholders the Company's ability to create value in the short, medium, and long term. It focuses on RITES Ltd.'s achievements, its model of value creation explained capital-wise, holistic performance, strategy, and risk management and mitigation.

The financial and statutory data presented in the report is in line with the requirements of the Companies Act, 2013 (including the rules made thereunder), Indian Accounting Standards, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards issued by The Institute of Company Secretaries of India. This report describes our business model, strategy, significant risks, opportunities and issues, our overall performance, including subsidiaries, and related outcomes and prospects for the financial year starting from April 01, 2023, to March 31, 2024. The reporting boundaries are standalone to provide a comprehensive view of our operations and impact. The report on ESG parameters discloses performance against Key Performance Indicators (KPIs) relevant to RITES Ltd.

ASSURANCE

We have engaged Akhil Rohatgi & Co. to provide reasonable assurance for our Sustainability Report.

AUDITOR'S REPORTS

The Comptroller & Auditor General of India has given Nil comment upon or supplement to Statutory Auditor's report under Section 143(6) (b) of the Companies Act, 2013. The comments are enclosed with the financial statements in this Annual Report. The Auditor's Report for Fiscal 2023-24 from Pawan Puri and Associate, Chartered Accountants (ICAI Firm Registration Number 005950N) does not contain any qualification, reservation, or adverse remark. The Report is enclosed with the financial statements in this Annual Report. The Secretarial Audit Report for Fiscal 2023-24 from Akhil Rohatgi & Co., Company Secretaries is enclosed as Annexure III to Directors' Report.

RESTATEMENTS


There has been no restatement of financial or ESG information for this fiscal year.

MANAGEMENT REVIEW

This Integrated Annual Report has been reviewed and approved, for publication, by the Management of the Company.

FEEDBACK

Share your feedback about the report to investors@rites.com



The beginning: In the late 70s, RITES' consultancy services for rail, road, and rail-cum-road bridges set the early benchmarks. One of the first assignments was a study for a bridge over the Brahmaputra.

Corporate Information

REGISTERED OFFICE

SCOPE Minar, Laxmi Nagar, Delhi-110092, India
Phone No.: +91 11 - 22024610
Fax: +91 11 - 22024660

CORPORATE OFFICE

Shikhar, Plot No.1, Sector - 29
Gurugram - 122001, (Haryana)
Phone No. : +91 124 2571666
Fax: +91 12 42571660
Website: www.rites.com
E-mail: cs@rites.com and
info@rites.com

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Ashok Mishra

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services
Private Limited
BEETAL HOUSE, 3rd Floor, 99, Madangir,
Behind LSC, New Delhi - 110062
E-mail: rites@beetalfinancial.com
beetalrta@gmail.com

SHARES LISTED AT

National Stock Exchange of India Limited
BSE Limited

DEPOSITORIES

National Securities Depository Limited
Central Depository Services (India) Limited

SCRIP CODE

NSE: RITES
BSE: 541556

ISIN NO.

INE320J01015

STATUTORY AUDITOR

M/s Pawan Puri & Associates
Chartered Accountants
D-9, Jangpura Extension,
Near Lajpat Nagar Station
New Delhi-110014
Phone No. +91 89689-74545, +91 98141-17271,
Email: ppuri0125@gmail.com

BANKERS

Axis Bank
Bank of Baroda
EXIM Bank
HDFC Bank
ICICI Bank
Indian Bank
IndusInd Bank
State Bank of India



About RITES

RITES, a distinguished Navratna and Schedule 'A' Central Public Sector Enterprise, functions as a multidisciplinary engineering and consultancy organisation. It provides bespoke, competitive, and varied commissioning services and integrated solutions in all areas of transport and infrastructure development. The Company is engaged in Design Engineering, Project Management Consultancy, Turnkey Construction, Export of Rolling Stocks, Locomotive Leasing, and Quality Assurance, serving multiple sectors including railways, highways, metros, bridges & tunnels, sustainability and green mobility, airports, land ports, ropeways, urban planning and infrastructure, ports and harbours, institutional buildings etc.

Trusted by both national and international clients, we play a crucial role in transport infrastructure development, contributing to the growth and modernisation by offering smart & sustainable solutions. Our commitment to excellence and customer satisfaction compels us to continuously advance our expertise and deliver outcomes that are both value-driven and impactful.



Green Statement

Sustainability is a part of our purpose and business practices. We are committed to minimising the impact RITES has on the planet and supporting those who are engaged in environment protection.

RITES complies with all applicable environmental laws and regulations and strives to continually strengthen its environmental practices. We stand by the UN Sustainable Development Goals and the Paris Climate Agreement. Charting a Net-Zero future, our approach dwells upon:

Integrating Infra and Green Solutions

3Rs - Reduce, Reuse, and Recycle

Carbon Neutrality

We will leverage our GREEN insight into action, expanding our capabilities in the pursuit of global environmental sustainability.



VISION

Future Ready
Not just more of the same, but much more
of the new



MISSION

To be the Go-To Infrastructure
Consultancy Company



VALUES



Leadership



Enjoy



Efforts



Results



Harmony



OBJECTIVE

- To take on the best-in-class
- Expanding our global footprints
- Leveraging the 'E' in RITES
- Innovating and adopting new technologies and methodologies
- Sustainability to be touchstone of every activity



They made it happen: Meet the small group of visionaries who sowed the seed of RITES that turned into a tree like banyan, offering multisectoral services in the infrastructure space.

A Peek Into Our Success Story

We began our journey, ready to carve out a legacy of innovative and masterfully engineered transport infrastructure.



- Acquired management and operation of the railway system in Nigeria
- Conducted managerial-cum-staffing study for Ghana Railways
- Regional offices opened in Madras, Bombay, and Calcutta (now Chennai, Mumbai and Kolkata)
- Entered into a consultancy agreement for techno-economic study for Syrian Railways

- RITES diversifies: Highway and inland water transport divisions created
- Geo-technical division born

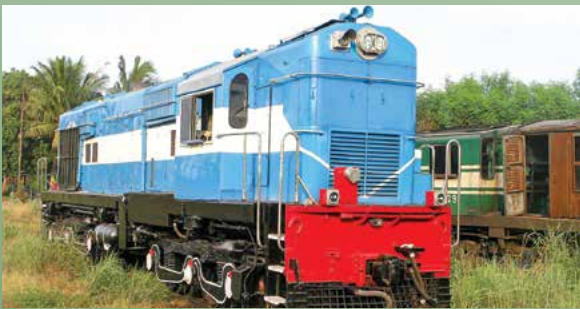


1974-79

1979-84

1984-89

1989-96



- Provided technical personnel and services for Zambian Railways
- Undertook a master plan study for Indian railway workshops
- Carried out inspection of Romanian coaches to Sri Lanka
- Conducted UNDP study for repair and maintenance of locomotives in Vietnam

- Master Plan Study for Mass Rapid Transit System for Delhi
- Incorporation of RITES Africa (Pty) Ltd., Botswana
- Feasibility Study for 1st 6-lane expressway (Mumbai-Pune)
- Entered into an export contract with Nepal for supply of diesel locomotives





- Detailed Design Consultancy for Pir Panjal Railway Tunnel
- Contract with DMRC for providing consultancy for Delhi Metro Phase-1

- Secured turnkey project from MoR for Doubling of railway line
- Setup a subsidiary (REMC Ltd) with Indian Railways for power generation and procurement



1998-2005

2005-10

2010-16

2016-24

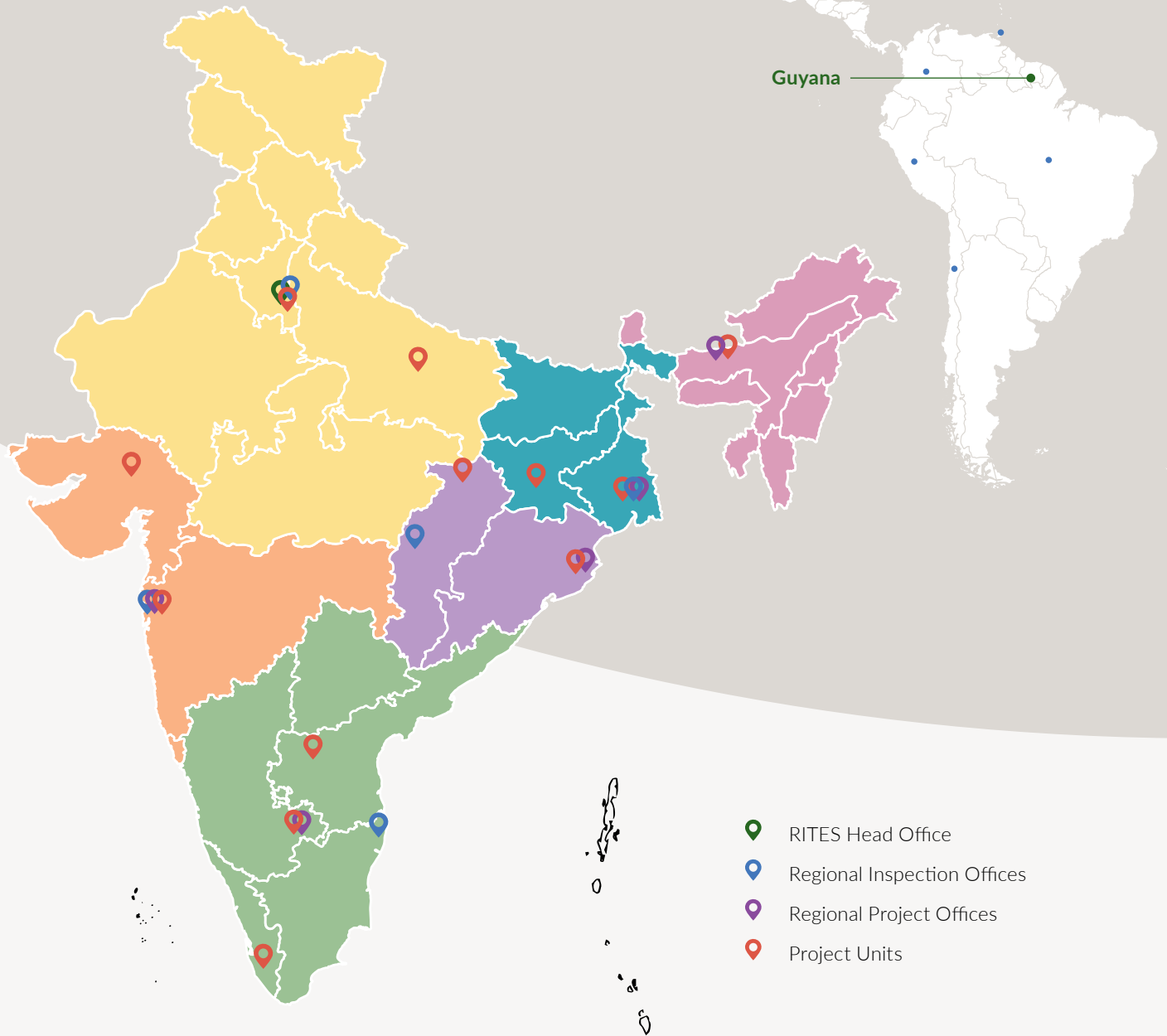


- Upgraded to Schedule 'A' Public Sector Enterprise
- Formed a Joint Venture Company with SAIL for manufacturing of wagons
- Entered into domestic leasing of locomotives to non-railway clients

- Project management services for the Metro Express Project in Mauritius
- Listing of equity shares on stock exchanges
- Transforming to GREEN
- Granted Navratna status



Nationwide Network and Global Presence



BEYOND BORDERS



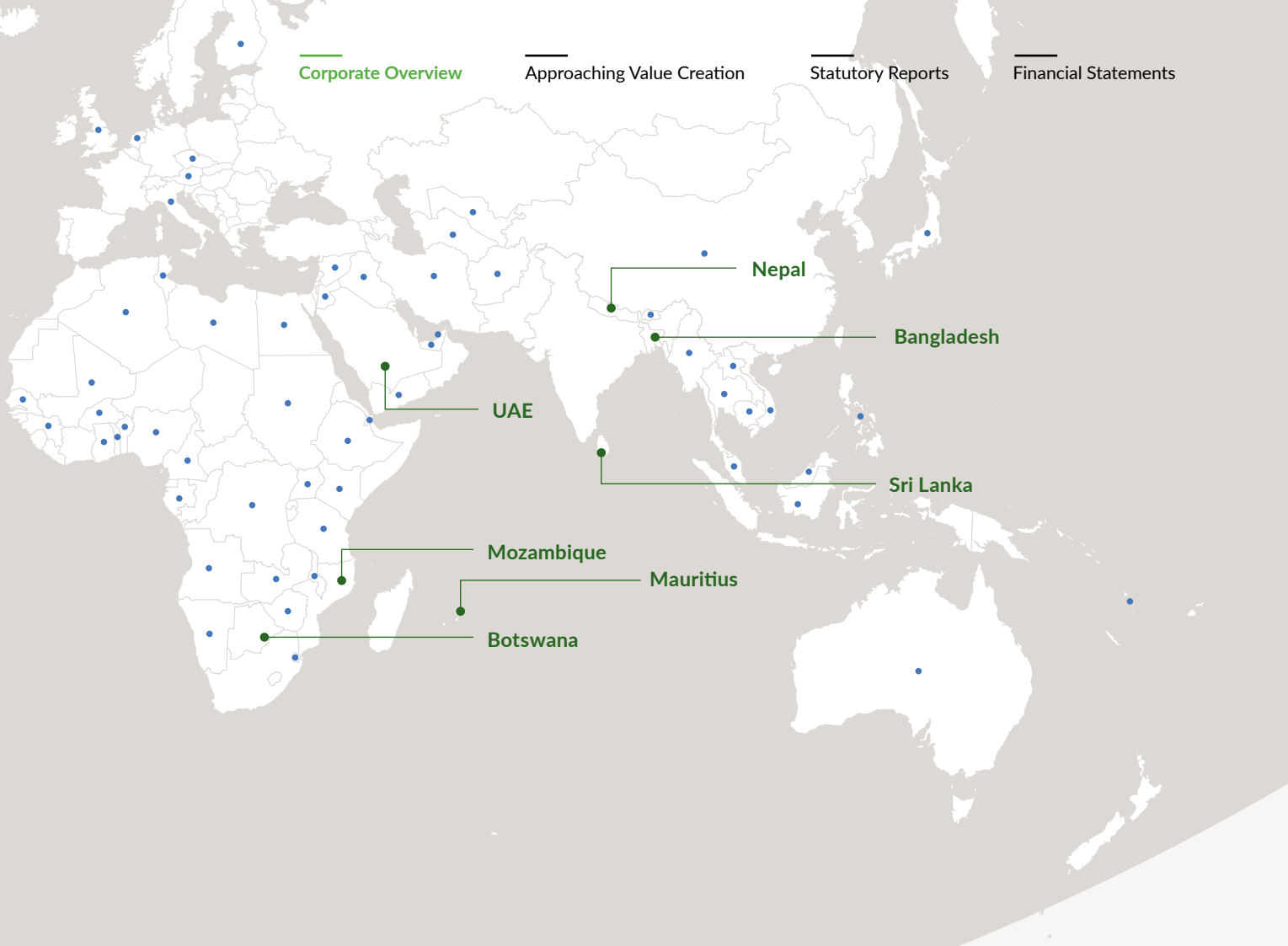
Consultancy for Maun Airport, Botswana



O&M of BAAR line, Iraq



Consultancy for Serenje-Mpika Road, Zambia



Maps not to scale and for representation purpose only

Geographical Footprint

DOMESTIC

- Northern Region
- Western Region
- Eastern Region
- Southern Region
- East-Coast Region
- North-East Region

INTERNATIONAL

- Projects completed
- Projects ongoing

Serve clients in **55+ countries**



Key Highlights of FY24

Financials*

₹2,312 cr
Operating Turnover



₹454 cr
Profit After Tax



₹5,570 cr
Order Book

₹18 Per share
Dividend for the Year

*All are Standalone Financial Figures

Environment

901 MT tCO₂e
GHG emissions avoided



131 GJ
Renewable electricity used in Indian operations



23.8 %
Water Recycled



Social

523
New Hires in the Workforce



₹13.31 cr
CSR Spend

1.99 %
Attrition Rate of Regular Employee



Governance

27
Number of Meetings held
(Board & Committee)



Nil
CAG Comments

96.2 %
Attendance of Directors
(Board & Committees)



Decade at a Glance

(₹ in crore)

Particulars	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
Total Income (including other income)	1,166	1,278	1,507	1,587	2,164	2,665	1,947	2,661	2,639	2,439
Expenditure	710	762	1,019	1,102	1,487	1,842	1,385	1,987	1,930	1,842
Operating Margin	345	331	303	358	519	630	458	589	590	470
Depreciation	26	32	32	30	32	41	45	58	59	51
Profit Before Tax	456	516	488	485	677	823	562	675	709	597
Profit After Tax	306	339	331	332	445	596	424	497	531	454
Earning Per Share (EPS)- Basic & Diluted (₹)*	12.24	13.56	13.24	13.28	17.79	23.86	17.22	20.69	22.08	18.90
Dividend	62	77	146	148	215	330	366	421	433	457
General Reserve including Retained Earning	1,528	1,778	1,834	1,999	2,184	2,327	2,072	2,149	2,253	2,257
Property, Plant & Equipment and Intangible Assets	217	262	261	263	339	389	391	373	371	353
Inventories	7	11	50	9	105	11	286	119	31	5
Foreign Exchange Earnings	189	233	422	308	278	633	172	1,039	402	176
Share Capital	100	100	200	200	200	250	240	240	240	240
Capital Employed	1,628	1,878	2,035	2,199	2,384	2,577	2,322	2,399	2,503	2,507
Government Investment**	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10
Net Worth	1,628	1,878	2,035	2,199	2,384	2,577	2,322	2,399	2,503	2,507
Profit Before Tax to Capital Employed (in %)	28	27	24	22	28	32	24	28	28	24
Operating Margin to Capital Employed (in %)	21	18	15	16	22	24	20	25	24	19
Profit After Tax to Share Capital (in %)	306	339	166	166	222	238	176	207	221	189
Profit After Tax to Net Worth (in %)	19	18	16	15	19	23	18	21	21	18
Expenditure to Income (in %)	61	60	68	69	69	69	71	75	73	76
Number of Employees***	3,227	3,153	3,200	3,267	3,233	3,199	2,976	2,856	2,671	2,611
Income per Employee	0.36	0.41	0.47	0.49	0.67	0.83	0.65	0.93	0.99	0.93
Foreign Exchange Earning per Employee	0.06	0.07	0.13	0.09	0.09	0.20	0.06	0.36	0.15	0.07
Current Ratio	4.02	4.60	2.79	2.84	3.73	4.82	2.90	3.85	3.93	4.14
Investments	238	274	373	180	180	292	314	229	153	128

* Earning per share has been computed on the basis of post bonus issued during financial year 2012-13, 2016-17 & 2019-20. Consequent to buy back of shares, earning per share for the financial year 2020-21 has been computed on the basis of weighted average number of shares outstanding during financial year 2020-21. Earning per share for the financial year 2023-24 has been computed on the basis of no. of shares outstanding.

** Does not include bonus share of ₹ 243.60 crore issued from time to time.

*** Average Employees during the year.

Figures up to Financial Year 2014-15 are as per Indian GAAP and from FY16 are as per Ind AS.

1 Crore = 10 Million

1 US \$ = ₹ 82.95 (31.03.2024)

Board of Directors



Mr. Rahul Mithal
Chairman & Managing Director and CEO

Serving as Chairman of REMC Ltd., a subsidiary of RITES, Shri Rahul Mithal has an extensive career in the Indian Railway Service of Mechanical Engineers (SCRA 1985 Batch). His academic qualifications include an MBA in Finance from Jamnalal Bajaj Institute of Management Studies, Mumbai, and he is a Fellow of the Institution of Mechanical Engineers (UK) and a Chartered Engineer registered with the Engineering Council (UK). He was the Functional Director on the Board of Container Corporation of India Limited from 29.09.2017 to 06.10.2021, where he oversaw the Projects & Services wing. With over 20 years in various key roles within Indian Railways, his leadership and strategic insights contribute significantly to RITES.



Mr. Arun Kumar Singh
Director Projects

From the Indian Railway Services of Engineers (IRSE 1990 Batch), Shri Arun Kumar Singh holds a B.E. in Civil Engineering from MNIT, Prayagraj, and an M. Tech in Building Science and Construction Management from I.I.T Delhi. With over 30 years of expertise, he has led major infrastructure planning, project management, and consultancy services across Indian Railways, Delhi Metro Rail Corporation (DMRC), and RITES. His portfolio includes key roles in metro projects such as Lucknow, Nagpur, and Delhi Metro Phase IV, and consultancy assignments for metros in Ahmedabad, Nagpur, Pune, Dhaka, and Jakarta. And also directed RITES' PMC team on the Mauritius Metro Project for 5 years.



Dr. Deepak Tripathi
Director Technical

An ex-IRSME officer from the 1990 batch, Dr. Tripathi is a graduate in Mechanical Engineering, holding a Doctorate and Post-Graduation in Operations Management from IIM, Mumbai. During his career span of 30+ years in Indian Railways & Konkan Railway, he has covered a wide business spectrum in Traction & Rolling Stock, Railway Operations & Maintenance, Quality Assurance, Rolling Stock Infrastructure, O&M and Technology Projects, Marketing & Business Development, and International Business. His contributions in the field of technology include development of patented 'SMART Yard Technology', Technology/ Transfer projects, including Industry 4.0 and AI projects. He has been honoured with 'National Award for Outstanding Services', 'Best Innovative Idea of the Year Award', 'Outstanding Author Award' from EMERALD Publications, UK, and 'Lal Bahadur Shastri Award' for his book 'Smart Lean Management'.



Mr. Krishna Gopal Agarwal
Director Finance and CFO

With over 30 years of expertise in Financial Management, Financial Reporting, Strategic business decisions, and Treasury Management, Shri Krishna Gopal Agarwal brings extensive experience to RITES. Previously serving as General Manager (Finance) since June 17, 2021, he held pivotal roles in the Finance Department of Steel Authority of India Limited (SAIL) for over 26 years at its Bhilai Steel Plant. Earlier in his career, he gained valuable experience at Nerolac Paints. Shri Agarwal is a Fellow member of The Institute of Cost and Management Accountants of India and The Institute of Company Secretaries of India, reflecting his strong professional credentials.



Mr. Shailendra Singh
Government Nominee Director

With an illustrious career spanning over 30 years in Indian Railways, Shri Shailendra Singh, an IRSME Officer of the 1989 batch, holds a graduate degree in Mechanical Engineering from G.B. Pant University Pantnagar and an M.Tech in Production Engineering from IIT Delhi. Currently Shri Singh is serving as the Principal Executive Director of Environment and Project at the Railway Board. His leadership roles have encompassed Research and Design, Maintenance Engineering, Railway Operations, Policy Formulation, IT Management, Environmental Protection and Conservation, and Project Management.



Mr. Sandeep Jain
Government Nominee Director

Having joined the Indian Railway Service of Engineers (IRSE) in November 1993, Shri Sandeep Jain has held a series of significant positions including AEN, DEN, Sr. DEN, Dy. Chief Engineer/Track Supply, Sr. DEN/Coord., Dy. Chief Engineer (Construction), and CGM/IRCON. Currently serving as Executive Director Planning (Civil & PSU) at Railway Board since October 2021, his extensive experience and leadership in railway engineering and planning contribute significantly to RITES' strategic initiatives.



Dr. Godawari Mishra
Independent Director

With a Master's degree and PhD in Sociology from Kanpur University, along with a Bachelor's degree in Botany, Zoology, and Chemistry from Lucknow University, Dr. Godawari Mishra brings a wealth of academic expertise to RITES. Her extensive experience spans teaching, women's empowerment, and social activism, having served as an Assistant Teacher at Sumitra Intern College for over 35 years. Currently, she remains dedicated to enhancing the lives of women in rural and underserved communities through her ongoing social initiatives and advocacy efforts.



Mr. Laxman Tammanna Tapashi
Independent Director

An advocate by profession, Shri Laxman Tammanna Tapashi brings extensive experience as an Advocate across various areas of practice including Civil, Criminal, and Commercial law. He holds an LLM from Kuvempu University and an LLB from Karnatak University, complemented by an MA in Economics from Kuvempu University and a Bachelor of Arts from Karnataka University. Beyond his legal expertise, he is committed to social activism, focusing on the upliftment of backward classes. Actively engaging in forums, he advocates for the representation and rights of disadvantaged communities.



Dr. Dineshananda Goswami
Independent Director

With a background in Economics, Commerce, Social Science, and Marketing, Dr. Dineshananda Goswami is a distinguished social activist. Holding an M.Com and PhD from Ranchi University, he brings a wealth of experience to RITES. Dr. Goswami's career includes a significant tenure as a lecturer at Tata Steel's College from 1990 to 2004, where he contributed to educational excellence and community development initiatives. His expertise and commitment to social causes enhance RITES' dedication to sustainable and socially responsible practices.



Mr. Likha Togu
Independent Director

With extensive experience in various fields, Shri Likha Togu has contributed significantly to different sectors. His career includes serving as President of the All Yachuli Student Union (AYSU), Lower Subansiri District (1993-96), and later chairing the Nyishi Multipurpose Cooperative Society Ltd. from 2000 to 2003. He also led the Likha Pon Foundation (LPF), a non-profit charitable organisation, from 2014 to 2019. A postgraduate from Arunachal University, he is actively involved in Agriculture/Horticulture, focusing on the development of Kiwi, Large Cardamom, and Mithun (*Bros frontalis*) rearing. Shri Togu is also an author, lyricist, and singer of tribal folk tales and folklores, advocating for inclusive development and modern technological advancements, including railways and hydropower projects in Arunachal Pradesh and nationwide.



Mr. Bibhu Prasad Nayak
Director Finance upto July 31, 2023



Mr. Raj Kumar Mangla
Government Nominee Director upto
February 29, 2024

Leadership Team



Mr. Shiv Ratan
Chief Vigilance Officer



Mr. Lalit Kumar
*Vertical Head, Urban Infra
& Sustainability*



Mr. Mahesh Sreenivasan
*Vertical Head, Management Services
& Chief Risk Officer*



Mr. Sandeep Jain
Vertical Head, Technical Services



Mr. G A Jilani
Vertical Head, Quality Assurance



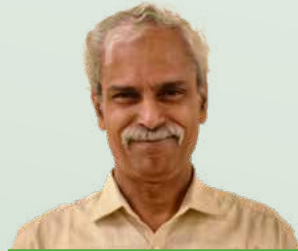
Mr. Rajeev Kumar Chaudhary
Vertical Head, Expotech



Mr. Prem Singh Meena
Vertical Head, Metro & Rail Infra



Mr. Anjeev Kumar Jain
Vertical Head, Finance



Mr. S. Sridhar
Vertical Head, Vigilance



Mr. Rajesh Naik
Vertical Head, Highways



Mr. Pradeep Tyagi
Vertical Head, Buildings, Ports & Airports



Mr. S. Mohanty
Chief People Officer



Mr. Pankaj Choudhary
Chief Strategy Officer



Mr. M L Meena
Head, North Region Project Office



Mr. Shirang Dharmaji Kamble
Head, West Region Project Office



Mr. Anil Prakash
Head, East Coast Region Project Office



Ms. Shobana Palli
Head, South Region Project Office



Mr. Rajiv Kumar Sinha
Head, East Region Project Office

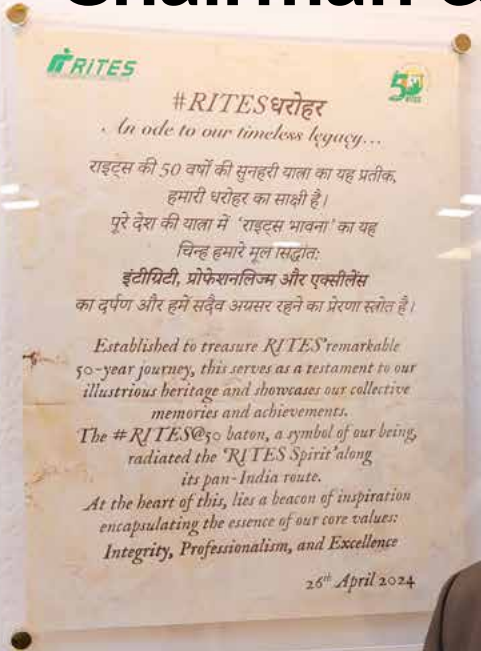


Mr. Sai Singh Khongrymmai
Head, North East Region Office



Mr. Ashok Mishra
Company Secretary & Compliance Officer

Chairman & MD's Message



A remarkable journey from being the 1st PSU of Indian Railways to a Navratna Company today, this eventful journey has seen...

Resilience, Innovation, Transformation, Efficiency and our commitment to Sustainable Infrastructure Development.



Dear Shareholders,

As your Company 'Marks the Gold', the 50th anniversary, I am filled with a sense of pride as I look at the illustrious legacy and the journey that has brought us to this remarkable milestone.

Over the past five decades, your Company has grown from humble beginnings to being granted the prestigious Navratna status this year, committed to delivering consistent results and creating value for stakeholders.

Fifty years ago, our founders laid the groundwork for what has become a thriving and resilient organisation and I feel truly humbled as we pay gratitude to the founders and predecessors for their dedication & commitment and the continued trust reposed by all our stakeholders.

In the year that went by, your Company achieved a **consolidated revenue of ₹2,539 crore** against ₹2,730 crore in

FY23. The operating revenue, excluding other income, stood at ₹2,453 crore against ₹2,628 crore in FY23 mainly due to the impact on two fronts — the export revenue, and the opening up of the Indian Railways quality assurance works among four players. The fall in revenue on account of these two high-margin businesses also led to a fall in profits and profit margins. Profit Before Tax stood at ₹670 crore as against ₹774 crore in FY23, and **Profit After Tax at ₹495 crore** as against ₹571 crore in FY23.

Identifying these two challenges at the beginning of the financial year itself, we had a three-pronged strategy:

- Leveraging our core strength & expertise, with increased focus on project consultancy & effective execution, your Company achieved **highest-ever consolidated consultancy revenue of**

₹1,289 crore in FY24. Turnkey and leasing segments also recorded the highest-ever revenue of ₹903 crore and ₹138 crore, respectively.

- Bidding aggressively and competing globally, your Company not only broke the nearly four-year drought of no Export orders but also **secured orders exceeding ₹2,300 crore** during FY24. Furthermore, your Company achieved the target of becoming a **'1 order a day Company'** by Q3, a milestone we are confident your Company will sustain moving forward.
- Taking the challenge of the changed dynamics of the Quality Assurance business head on, we pursued several possible opportunities and by the end of the year, your Company had a substantial volume of new business with a diverse client base for this vertical.

Reaffirming your Company's USP of having expertise across nearly all sectors of Infrastructure Consultancy, a number of important projects were completed this year. Redevelopment of the Ayodhya Dham Railway Station, consultancy services for the Gwalior Airport, Nagpur Metro Phase-I, New Umbergaon-Sachin stretch on Western Dedicated Freight Corridor, Railway Electrification of about 512 RKM, critical Railway sidings at coal, power and steel plants, Highway projects across the country and abroad, DPR for tunnels between Abu Road and Taranga Hill, DPR for a Multi Modal Logistic Park at Kalinganagar in Odisha, the Sholingpur Ropeway in Tamil Nadu, Comprehensive Mobility Plan for Chandigarh Tricity were a few examples of our varied skill and wide multi- sectoral presence.

Building on the vision for 'Green' Consultancy, the Sustainability Unit expanded its horizon into becoming the '**Sustainability & Green Mobility Unit,**' focusing on seizing opportunities in this emerging domain. Under the 'RITES Videsh' strategic initiative, a focal point for consolidating international business revenue in both Exports and Project Consultancy, projects are being aggressively pursued across continents.

The resilience of your Company to the changing market dynamics has encouraged the Board of Directors to recommend **1:1 Bonus Equity Share** for shareholders on July 31, 2024. Your Company's Board of Directors has also recommended ₹5 per share as a final dividend in addition to the three interim dividends totaling ₹13 per share which have already been paid during the year. The total **dividend of ₹433 crore at ₹18 per share**, on accrual basis, takes the dividend payout to the highest ever i.e. 95.2% of the profits earned.

Your Company's Subsidiaries & Joint Ventures, REMC Ltd., SRBWIPL and RAPL have contributed ably to the overall performance. During FY24, REMC Ltd. registered the highest-ever total revenue of ₹153 crore and Profit After Tax of ₹81 crore, up by 30.9%



With our focus on being Future Ready, your Company has vigorously pursued its #ITReady, #SkillReady, and #AIReady initiatives.



& 37.6%, respectively, over FY23. It continued playing a pivotal role in Indian Railways' Net Zero mission facilitating the procurement of 874.5 MUs of green energy this year. SRBWIPL delivered the first private client order of 186 wagons and achieved ₹296 crore as total revenue and ₹8.06 crore as profit, giving the **first-ever dividend amounting to ₹2.40 crore** to its shareholders. RAPL is aggressively pitching to secure orders across sectors in the African region.

'Changing Lives,' our CSR initiative, encapsulates a large gamut of endeavours including health, women empowerment, and skill development, with an emphasis on aspirational districts across the country. With a contribution of ₹13.31 crore towards CSR activities in FY24, your Company underscores its commitment to creating a lasting and holistic impact, enhancing social value.

Guided by a strong value system, your Company also takes pride in being a responsible corporate entity, adhering to laws and regulations, emulating best corporate governance practices, and fostering a culture of compliance, accountability, transparency, and ethical conduct across the organisation. This commitment to the highest degree of compliance and transparency was recognised with the ICAI Award for Financial Reporting and the South Asian Federation of Accountants (SAFA) Award for the Best Presented Annual Report.

As the shift to competitive bidding across sectors increases, your Company is continuously striving to become more agile, tackling the evolving dynamics with greater effectiveness. And while this presents a challenge, we perceive it as an opportunity to tap new clients. With a focused approach and a commitment to devising strategies to be more competitive and increase our win ratio, the steady influx of fresh orders and an **order book of ₹5,690 crore** at the year's end reinforce our confidence to continue building on our legacy, fuelled by the same passion and purpose that has defined us for half a century.

None of the above achievements would have been possible without the continuous support and guidance of our parent Ministry and our stakeholders, for which we are grateful. As we look to the future, with the trust of our clients, the strength of our capabilities, the dedication of '**Team RITES,**' and the guidance of our Board, we remain confident in our ability to realise our dream of achieving the global benchmarks of a '**Go-To Programme Management Consultant**' for infrastructure projects across sectors.

As we '**Dare to Dream,**' what cannot and will not change is our commitment to our core values of: Integrity, Professionalism and the relentless pursuit of Excellence.

With Best Wishes,

Rahul Mithal

Chairman & Managing Director and CEO

Stakeholder Engagement and Materiality Synergy


At RITES, stakeholder engagement is crucial; it aligns our business practices and values with the expectations of our stakeholders, aiding to build lasting relationships. This process enables us to effectively communicate and collaborate with our stakeholders—including clients, employees, partners, government entities, and local communities—ensuring that their voices are heard, and their concerns are addressed.

Engaging with our stakeholders allows us to gather valuable insights that drive innovation, enhance decision-making, and mitigate risks, thereby strengthening our reputation and trustworthiness. Ultimately, robust stakeholder engagement is essential for fostering sustainable business practices, creating enduring value for all involved, and building a greener future.



Our stakeholders shape our journey and guide our purpose. Their insights help us navigate challenges and uncover opportunities for growth while contributing to building ‘Infra4Future.’





CLIENTS

Clients provide us with opportunities to build long-term, mutually beneficial relationships. As a premier consultancy firm in India, we offer services across all transport infrastructure sectors. With our presence in 55 countries, we extend our expertise globally. Our experienced team delivers customised high-end solutions, backed by a legacy and brand value built over five decades, enabling mobility and accelerating growth.

RITES engages with clients through various physical and digital platforms, ensuring seamless communication and collaboration. We connect with clients, agencies, and channel partners to understand their needs and deliver tailored solutions. This proactive engagement helps us maintain strong relationships, anticipate client requirements, and provide innovative solutions for mutual success.

Focus Areas

- To offer the best-in-class solutions
- RITES Videsh: Expanding our global footprints
- Need based customised solutions
- Innovating and adopting new technologies and methodologies


EMPLOYEES

Employees are our strength, meticulously mapping out the journey and playing a crucial role in delivering our strategies for sustained business growth. Our value proposition includes CONCERT, a consultative and participative employee council for decision-making. We provide opportunities for learning and development, prioritising employee well-being and recognition.

RITES engages with employees through various channels. We conduct Employee Engagement Surveys and distribute in-house newsletters quarterly. Our top management hosts a series of townhall sessions, and we hold periodic meetings with CONCERT and other employee bodies. Regular meetings with senior leadership ensure continuous dialogue and alignment with our goals.

Focus Areas

- Wellness over Welfare
- Enhancing our Employee Value Proposition
- Attracting and retaining talent
- Diversity



VENDORS/PARTNERS/ASSOCIATES

Vendors, partners, and associates help us optimise operations, be cost-effective, agile and sustainable, drive innovation, and exceed client expectations. We focus on building capabilities through regular interactions and guidance and providing equal opportunities, including for MSMEs, and fostering innovation.

We encourage collaboration to drive innovation and meet client needs effectively. This proactive approach ensures strong, productive relationships that support our operational goals, promote responsible sourcing practices and promote circular economy.

RITES addresses the concerns and/or grievance of vendors through regular meetings with management.

Focus Areas

- To collaborate with our vendors to achieve our objectives in a timely and effective manner
- To promote responsible sourcing practices
- To advance the principles of a circular economy



INVESTORS

Investors provide the financial capital essential for our growth, helping us become the go-to infrastructure company across sectors. We offer consistent returns on investments, focus on profitable growth prioritising ESG commitments, and ensure better disclosures, transparency, and credibility in our financial and non-financial reporting.

RITES engages with investors through various channels with a steadfast approach of Governance practices. We publish an Annual Report and conduct media interactions and earnings calls on our Company's performance. We also host investor and analyst meets, periodic meetings including one-on-one or group sessions, and Shareholder Meetings, including the Annual General Meeting, to maintain transparency and foster trust.

Focus Areas

- Strong operating and financial performance
- Steadfast approach to effective Governance practices
- Prioritising ESG commitments and disclosure during changing ecosystems



GOVERNMENT AND REGULATORY BODIES

Government and regulatory bodies helps us ensure our compliance and business continuity, allowing us to adapt to changing policies and partner with agencies to create an effective and balanced business ecosystem. We engage with governments to share industry perspectives on policies and regulations, promoting ease of doing business.

RITES works closely with the government to develop growth-enabling policies and regulations. We advocate for new policies and amendments to sustain a conducive business environment. Additionally, we interact with think tanks and sectoral experts to deliberate on complex issues and global best practices, ensuring our operations align with regulatory expectations and industry standards.

Focus Areas

- Keep our governance practices at the highest level
- Partner towards 'Viksit Bharat' and economic growth
- Provide incentives for business expansion and improving global competitiveness
- Create a simplified, stable, and predictable regulatory environment

Stakeholder Engagement and Materiality Synergy



MEDIA

Reaching out to various stakeholders helps us communicate the RITES brand, drive engagement, and build corporate equity. We focus on disclosing and sharing relevant and accurate information and updates with the public, enhancing our transparency and credibility.

RITES engages with the media through multiple channels. We utilise press communication, including press releases and press meets, and facilitate interviews with senior leadership. We contribute thought leadership and authored articles, host media events, and initiate media engagement activities. Additionally, we manage media queries promptly, ensuring clear and effective communication with journalists and the public.

Focus Areas

- Business developments and achievements
- Focus on operating and financial performance
- Sustainability – building Infra4Future
- New-age areas, innovation, and technology



COMMUNITY

The community is at the heart of our mission to make an all-inclusive world and strengthen the environment in which we live and work. We aim to enable holistic change in the well-being of the communities we serve, fostering a positive and sustainable environment.

RITES engages with the community through various programmes and initiatives. We collaborate with NGOs and societies working in areas of carbon emissions, water management, skill development, etc, and participate in government initiatives. Our community programmes are designed to address local needs, ensuring that our efforts bring meaningful and lasting benefits to the people and places we touch.

Focus Areas

- Sustain community outreach activities
- Actively support public health, water conservation, household sanitation, and holistic education initiatives
- Promote stable livelihoods, skill development, public infrastructure, and grassroots leadership through community initiatives



INDUSTRY BODIES

Industry bodies help us develop networks, create a collective voice, and build consensus with the government on various policy interventions. Our value proposition lies in sector-specific and industry-wide collaboration on key policy issues, enhancing our influence and effectiveness.

RITES engages with industry bodies by participating in conferences, seminars, summits, and related events. We actively contribute to national and regional committees and sub-committees to deliberate on key issues of sustainability and climate change, ensuring our involvement in shaping policies and fostering collaborative industry growth.

Focus Areas

- Export and Project Finance issues (including policy regulation)
- Coordination with multi-lateral agencies
- Sustainability and low-carbon transition pathways on issues related to environment, climate change, water, etc.

Materiality Synergy

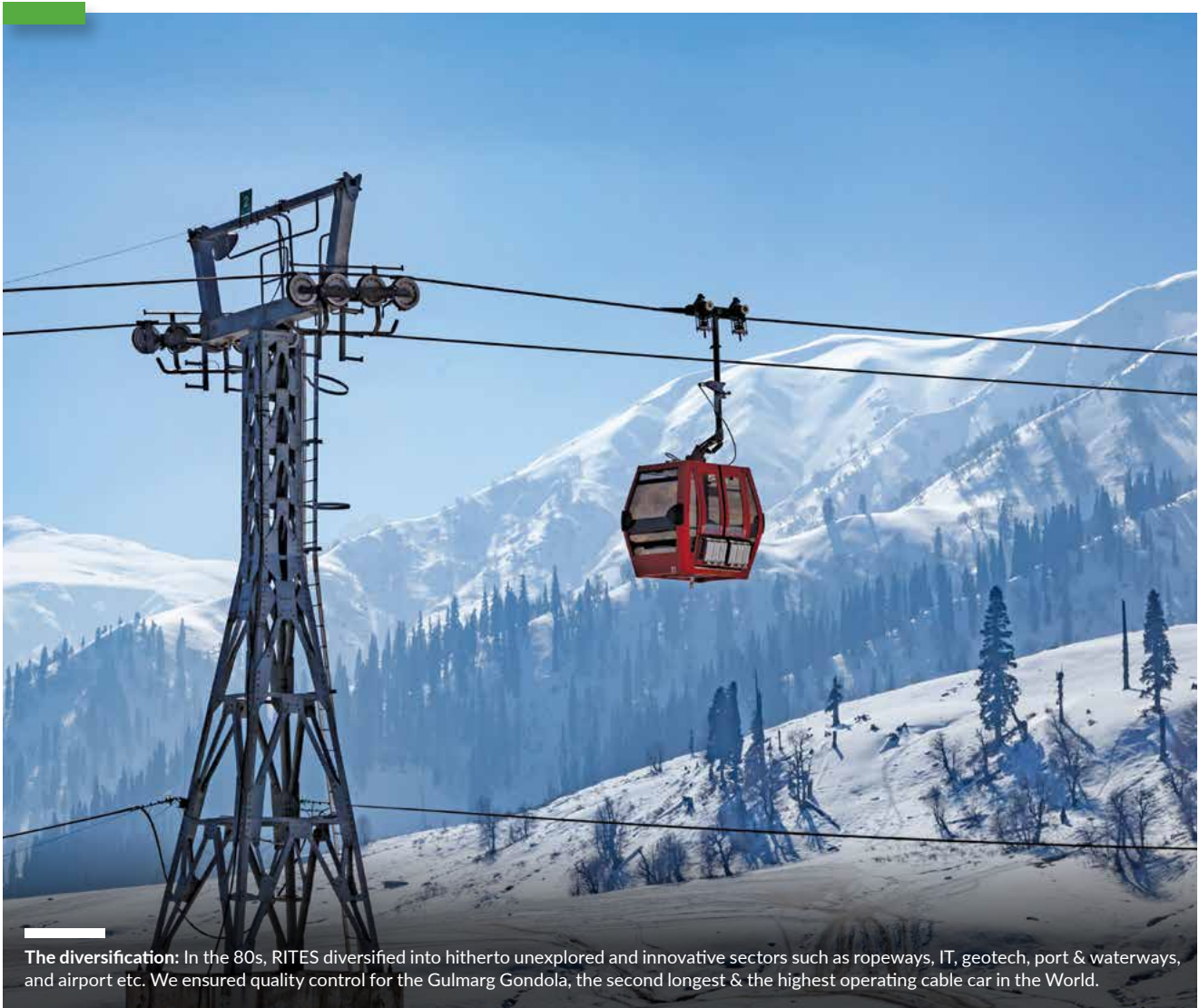
At RITES, Materiality Synergy involves identifying and prioritising the issues that are most impactful to our business and stakeholders. This strategic focus allows us to allocate resources effectively and drive initiatives that enhance operational performance and sustainability.

Material Issues as Opportunities and Risks

Integrating infrastructure with green solutions is crucial for economic development, bolstered by government policies and funding. Our commitment to sustainability is demonstrated through environment friendly solutions and technology in operations and maintenance, ensuring adherence to stringent environmental and social standards. Conducting feasibility studies, quality audits, and precise project management is vital for the development of sustainable mass transportation systems. By embedding Environmental, Social, and Governance (ESG) initiatives into our business practices, we aim to improve operational efficiencies and deliver societal benefits.

Preparing for Comprehensive Materiality Assessment

We have identified certain material responsible business conduct and sustainability issues which have been highlighted in our BRSR section A point no. 26. Going ahead, RITES is gearing up to conduct a comprehensive materiality assessment. This assessment will refine our focus on critical issues, ensuring that our sustainability efforts continue to drive stakeholder value and contribute significantly to societal well-being.



The diversification: In the 80s, RITES diversified into hitherto unexplored and innovative sectors such as ropeways, IT, geotech, port & waterways, and airport etc. We ensured quality control for the Gulmarg Gondola, the second longest & the highest operating cable car in the World.

How We Create Value

As a future-ready organisation, we aim to build a workplace that aligns with our clients' priorities, foster growth opportunities for 'Team RITES', deliver returns to our investors, and make a positive impact on the communities in which we operate. RITES is offering integrated solutions for a low-carbon future. Our three-pronged approach—Innovation, Execution, and Transformation—continues to drive value creation.

Inputs

FINANCIAL CAPITAL

₹2,507 Cr
Net worth

₹5,437 Cr
Balance Sheet Size

MANUFACTURED CAPITAL

28 Offices **1** Wind Mill (Subsidiary)

1 Wagon Manufacturing Facility (JV)

HUMAN CAPITAL

1,809 Permanent Employees **12,207** Training Days

26.7% Employee Expenses of Total Expenses

SOCIAL CAPITAL

₹13.31 Cr CSR Spend **55** No. of CSR Projects Initiated

INTELLECTUAL CAPITAL

2,000 No. of Professionals **11** Institutional Collaborations

NATURAL CAPITAL

16,624 KL Water Consumption **131 GJ** Renewable Energy Used

VALUE DRIVERS

Vision

Future Ready: Not just more of the same, but much more of the new

Mission

To be the Go-To Infrastructure Consultancy Company

Enabling Values

- Leadership
- Efforts
- Harmony
- Enjoy
- Results

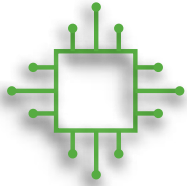
ACTIVITIES

Sectors

- Railways
- Highways
- Bridges
- Tunnels
- Buildings & Logistic Parks
- Airports & Land Ports
- Urban Infra
- Sustainability & Green Mobility
- Ports & Harbours
- Transaction Advisory & Procurement
- Ropeways

Services

- Engineering Design & Survey
- Project Management
- Turnkey Construction
- Export of Rolling Stock
- Locomotives Leasing
- Quality Assurance
- O&M of Rail Assets



AIReady



SkillReady



ITReady

→ Outputs

**50.48%**

Revenue from Consulting Services

**₹93 Lakh**

Revenue per Employee

**75**

Leased Locomotives

**901 MT CO₂e**
Emissions Reduced

→ Outcomes

FINANCIAL CAPITAL**₹2,312 Cr**
Turnover**₹18.90**
Earnings Per Share**₹526 Cr**
Operating EBITDA**₹15,951 Cr**
Market Capitalisation**MANUFACTURED CAPITAL****700+**
Ongoing Projects**23**
Rolling Stock
Supplied**33.74 MU**s
Wind Energy
Generated**HUMAN CAPITAL****₹17 Lakh**
PAT per Employee**8.36%**
Women in the
Workforce**1.99%**
Attrition Rate for
Regular Employees**SOCIAL CAPITAL****1.2 Lakh**
No. of CSR beneficiaries**INTELLECTUAL CAPITAL****350+**
Projects Secured
during the Year**96%**
Customer
Satisfaction Index**NATURAL CAPITAL****250+**
Sapling Planted**6.22 GJs /₹ cr**
Energy intensity per
₹ of turnover**23.83%**
Water Reused/
Recycled



Financial Capital

At RITES, financial capital forms the bedrock of our stability and growth, enabling us to navigate through unforeseen circumstances and macro-economic unpredictability. We are committed to maintaining a strong financial foundation through diligent risk management and strategic planning, ensuring sustained value creation for all our stakeholders.

₹526 Cr
Operating EBITDA

₹18.90
EPS

₹2,507 Cr
Net Worth

₹1,167 Cr
Consulting Revenue

95.24%
Dividend Payout Ratio

SDG Covered



FINANCIAL TRANSPARENCY AND COMPLIANCE

As a publicly listed Company, we adhere to stringent financial disclosure norms. We publish our quarterly and annual financial results within statutory time limits, ensuring transparency with the Stock Exchange and our stakeholders. These results are also made available on our website and published in newspapers. Additionally, our annual report is emailed to shareholders, keeping them well-informed about our financial health and performance.

ACCOUNTING STANDARDS AND POLICIES

In compliance with the Companies (Indian Accounting Standards) Amendment Rules, 2023, notified by the Ministry of Corporate Affairs on March 31, 2023, we now disclose only material accounting policies. This shift from significant to material accounting policies has been implemented without any financial implications, reflecting our commitment to transparency and regulatory adherence.

BUDGETING AND FINANCIAL PLANNING

Our financial planning is meticulous and strategic. We frame our budget based on planned expenditures and obtain approval from the Board of Directors. Mid-year reviews of the capital budget are conducted, with revised estimates

sanctioned to ensure alignment with our financial goals. This robust budgeting process allows us to effectively manage our resources and maintain financial discipline.

SUSTAINABLE FINANCIAL PERFORMANCE

Maintaining a sustainable approach towards operational excellence, we strive to maximise returns and unlock greater value for our stakeholders. Our financial performance in FY24 reflects the effectiveness of our diversified business model and the short-term and medium-term strategies we have adopted in response to an evolving business environment. By optimising resource utilisation, expanding our international consultancy business, and leveraging economies of scale, we have maintained a strong financial base.

STRATEGIC INITIATIVES AND GROWTH

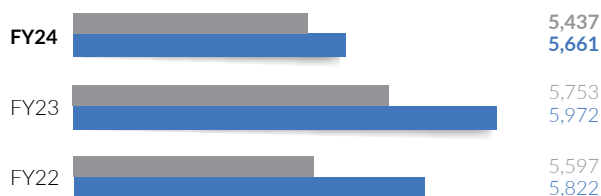
Our strategic initiatives focus on maintaining a balance between risk and growth. With a record high order book, a strong balance sheet, and a proven track record of successful execution, we are well-positioned to navigate the current volatile business landscape. Our expansion into emerging sectors and growth in our core business areas contribute to our long-term goals and generate substantial value for our stakeholders.

FINANCIAL PERFORMANCE HIGHLIGHTS

In FY24, our financial performance was steady despite the evolving business environment. Key highlights include:

Total Assets

(₹ in Cr)



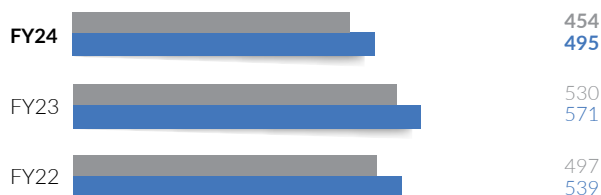
Retained Earnings

(₹ in Cr)



Profit After Tax

(₹ in Cr)



PAT Margin

(%)



Market Capitalisation

(₹ in Cr)



■ Standalone
■ Consolidated

Total Equity

(₹ in Cr)



Revenue from Operations

(₹ in Cr)



Net Worth

(₹ in Cr)



Earnings Per Share

(₹)



- Enhanced resource utilisation and efficiency improvements
- Expansion of our international consultancy business
- Effective risk management and operational excellence
- These initiatives have helped us maintain a healthy equilibrium between risk and growth, ensuring long-term sustainability and profitability



Manufactured Capital

Our performance reflects our conscious efforts toward enhancing our Manufactured Capital. As part of our #Infra4Future vision, we embed sustainability into every facet of our operations. As a premier multidisciplinary consultancy, we uphold rigorous professional standards, delivering innovative and sustainable solutions to our clients. As a hub for rolling stock exports, RITES actively supports the 'Make in India' initiative by supplying state-of-the-art DEMUs, customised coaches, and locomotives. Furthermore, through our joint venture with SAIL-RITES Bengal Wagon Industry Private Limited, we engage in the manufacturing and rehabilitation of wagons.

23
Customised Rolling Stock Supplied

792
Wagons Manufactured

75
Leased Locomotives

SDG Covered



WORKPLACE TRANSFORMATION

RITES is committed to enhancing our workplace environments through significantly improved aesthetics, functionality, and energy efficiency. Our newly upgraded offices are designed with a focus on employee well-being, productivity, and inclusiveness, all while adhering to principles of environmental sustainability. These green buildings reflect our dedication to minimising our ecological footprint while creating facilities that support our staff. This year, we expanded our presence by moving to new office building 'Ojas' in Kolkata and opening a branch office in the UAE.

MANUFACTURING PLANT

In collaboration with SAIL, RITES has established a state-of-the-art wagon manufacturing plant. This facility produces a variety of wagons, including advanced specialised models tailored for Indian Railways and a range of domestic and international clients. Additionally, the plant is well-equipped for comprehensive services such as wagon prototyping, rehabilitation, and producing fabricated components for railway vehicles. Our commitment to quality assurance is evident through rigorous testing and adherence to safety standards, ensuring the highest quality of our products and services.

GREEN DELIVERABLES

At RITES, our commitment to sustainability is reflected in the inclusion of green elements in the infrastructure we develop. We ensure that all projects comply with green building standards and contribute to environmental conservation. Our consultancy services are designed to help buildings achieve certification as green buildings, affirming their adherence to sustainability criteria. Quality assurance is integral to our approach, with certified processes and standards guaranteeing the effectiveness and reliability of our green solutions.



Beyond Borders: In the 90s, RITES began its export journey by supplying Narrow Gauge diesel locomotives and coaches to Nepal. Today, we, as an export arm of the Railways, forayed into the cape gauge market as well, supplying customised rolling stock to CFM, Mozambique



Intellectual Capital

At RITES, intellectual capital is a crucial part of our strategic framework. We are committed to creating an environment where research and innovation thrive, driving operational efficiency, resource optimisation, and sustainability. In our efforts to develop intellectual capital, we have created a pool of experts in engineering, city planning, sustainability, finance, economics, human resource, legal, etc. This commitment underscores our dedication to advancing our service offerings and transforming the industry through cutting-edge technologies and innovative business models.

Abhikalp
RITES' Centre of Excellence

2,000
Professionals

SDG Covered

Shodh
RITES' Integrated Laboratory

4
Institutional Collaborations in FY24



ENCOURAGING INNOVATIVE THINKING

Our approach to intellectual capital begins with our employees. We actively encourage our workforce to propose innovative ideas that can enhance our operations and service delivery. By creating a culture that values creativity and problem-solving, we empower our employees to contribute to our mission of continuous improvement and excellence. This initiative is further supported by structured programmes and incentives designed to capture and implement employee-driven innovations.

EXPLORING TRANSFORMATIVE TECHNOLOGIES

We are at the forefront of exploring transformative technologies and business models that have the potential to revolutionise the industry. We continuously evaluate emerging trends and technological advancements to stay ahead of the curve.

STRATEGIC COLLABORATIONS

To bolster our R&D efforts, we collaborate with a wide range of stakeholders, including academic institutions, technology providers, research organisations, and industry experts. These partnerships are crucial in driving our innovation agenda and ensuring that we remain competitive in a rapidly evolving market. By tapping into external expertise and resources, we can accelerate the development and deployment of new technologies and business models.

RESEARCH AND DEVELOPMENT FOCUS

Our R&D initiatives are strategically aligned with the needs of our clients and the goals of the industry.

Key focus areas include:**Operational Efficiency**

Research aimed at optimising our processes and enhancing productivity.

Resource Optimisation

Developing methods to utilise resources more effectively and reduce waste.

Sustainability

Innovating solutions that minimise environmental impact and promote sustainable practices.

**LEADERSHIP IN ENGINEERING AND KNOWLEDGE MANAGEMENT**

The leadership at RITES plays a pivotal role in steering our technological advancement and knowledge management initiatives. Our senior management team is actively involved in setting the strategic direction for innovation, ensuring that our efforts are aligned with the broader goals of the organisation. This top-down approach ensures that it remains a priority and receives the necessary support and resources.



Efficiently marching: In the 2000s, RITES evolved as a formidable organisation. Using the New Austrian Tunnelling Method for designing the Pir Panjal Railway Tunnel, RITES brought a new dimension to tunnel construction in the Indian Railways network.



Human Capital

At RITES, our human capital is the cornerstone of our success and a key driver of our business growth. We recognise that our employees are integral to achieving our organisational goals, and we are committed to fostering a supportive and inclusive work environment that promotes their well-being and professional development. We strive to make the workforce future-ready, embrace people-centric initiatives, and promote parity and purpose at the workplace.

2,728
Employee Strength

₹93 Lakh
Revenue Per Employee

₹17 Lakh
Profit Per Employee

12,207
Man-days Training Provided

SDG Covered



IMPORTANCE OF HUMAN RESOURCES

As a premier transport infrastructure consultancy and engineering firm, we continuously strive to expand our expertise and professional team by recruiting bright, qualified individuals annually. Our Human Resources Department is dedicated to excelling in talent acquisition, upskilling, training, and employee engagement, ensuring effective talent retention, career advancement, and development of human capital. Our forward-thinking HR policies are committed to establishing us as an “Equal Opportunity Employer,” contributing to a low attrition rate of just 1.99%. In addition to supporting the acquisition and retention of talent, these policies also reinforce our commitment to employee development and satisfaction.

EMPLOYEE MANAGEMENT

To ensure effective employee management, we conduct regular employee surveys to assess our organisational policies and frameworks. These surveys provide valuable insights into areas requiring improvement, allowing us to make informed decisions that enhance our overall work environment and fulfil our organisational goals. We believe in maintaining open lines of communication with our employees, encouraging feedback, and fostering a culture of continuous improvement. Recently, we conducted a selection process for 340 eligible candidates from across disciplines, levels, and regions, promoting 234 employees, including both executive and non-executive staff.

DIVERSITY AND INCLUSION

We are dedicated to providing equal opportunities to all employees, regardless of gender, ethnicity, or background. Our equal opportunity framework ensures that both male and female employees have access to the same resources, opportunities, and career advancement prospects. With a presence across India and overseas, we strive to create a diverse and inclusive workplace that leverages the unique perspectives and talents of our employees. Recently, we welcomed 53 new employees, including 34 from the SC/ST/OBC/EWS categories and 2 PWD candidates, further strengthening our diverse team.



KPIs	FY24	FY23	FY22
Total employees	2728	2562	2835
Total Permanent Male Employees/workers	1626	1542	1672
Total Permanent Female Employees/workers	183	168	173
Total Temporary Male Employees/workers	874	811	948
Total Temporary Female Employees/workers	45	41	42
Employees by region (Regular +deputation)	709	670	–

New employees hired during FY24	FY24	FY23	FY22
Regular	240	25	66
Contract	283	36	37

HUMAN RIGHTS

We are committed to upholding human rights within our organisation. This commitment is reflected in our internal grievance redressal mechanism, which provides employees with a safe and confidential way to report concerns and seek resolution. By ensuring fair treatment and respect for all employees, we create a work environment where everyone can thrive.

HEALTH AND SAFETY

The health and safety of our employees are paramount. We take proactive measures to prevent workplace hazards and ensure a safe working environment. This includes the use of fire sprinklers, safety exits, and regular safety drills. We also conduct workshops on best practices for safe cross-passage investigation, design, and construction, as well as sessions on global road safety initiatives and quality, safety, health, and environment standards.



Human Capital

H&S Data	Unit	FY24	FY23	FY22
Employee Benefit Expenditure	(₹ in Cr)	14.83	12.18	6.5
Onsite Fatalities	Num	0	2	0
Reported Incidents	Num	0	2	1
Lost Time injury	Num	0	0	1
Lost time injury frequency rate	per million hour	0	0	4500

TRAINING AND DEVELOPMENT

Investing in the continuous development of our employees is crucial to our success. We offer a range of training programmes designed to enhance the technical and professional skills of our workforce. Newly joined engineers participate in a one-month technical course tailored to their discipline, ensuring they have the necessary knowledge and skills to excel in their roles. Additionally, we organise specialised training sessions, such as a 15-day international course on road safety at the Indian Institute of Technology Delhi and a session on global road safety initiatives at the Institute of Road Traffic Education. This year, we clocked a total of 12,207 training man-days.



Training data	FY24	FY23	FY22
Total hours of Training (No. of hours)	103022	65480	61144
Man-hours of training imparted per employee (No. of hours)	39.5	24.5	21.4
Training programmes (No.)	265	132	168

EMPLOYEE WELFARE AND ENGAGEMENT

We believe that a motivated and engaged workforce is essential for driving performance excellence. To this end, we invest in various employee welfare and engagement activities, ensuring our employees are well-supported and motivated. For instance, we recently hosted a workshop on best practices for safe cross-passage investigation, design, and construction at the Central Board of Irrigation and Power. We also conducted a session on quality, safety, health, and environment at the Indian Building Congress. Additionally, we engage in succession planning and career progression to keep our employees motivated and ensure a healthy pipeline of talent and expertise.

These initiatives align employees' skill sets with the evolving needs of the organisation, fostering a work culture that values continuous learning and development. We provide perks, allowances, and non-monetary benefits such as transportation, housing, leased accommodation, medical facility, and health insurance. Regular medical check-ups, OPD expense reimbursements, and tie-ups with leading institutions for cashless/discounted treatment are part of our comprehensive employee welfare scheme.

PERFORMANCE MANAGEMENT SYSTEM

This year, our Performance Management System was revamped to include parameters aligning with the vision of the organisation. The performance appraisal process was carried out seamlessly through the e-PMS tool of Employee Self Service (ESS), and digitalisation of processes such as submission of property transactions and no-due clearances resulted in efficacious delivery and reporting.

DIGITALISATION

Our HR department has taken a leap forward in digitalisation, keeping records in digitised format and implementing e-office for day-to-day operations. The e-office system has been made bilingual to encourage the progressive use of Hindi in office functioning. Over 6,500 files, including 850 files for the current fiscal year, have been scanned and digitised. HR functions such as Employee Records, Leave Records, Performance Management System, Annual Property Returns, Employee Engagement, Transfer, and Postings have also been put in an e-format, thereby reducing paper use and improving efficiency. By continuously improving our systems and processes, we ensure that RITES remains agile and Future Ready, aligning with dynamic industry trends and the infrastructure needs of tomorrow.





Social and Relationship Capital

At RITES, our social and relationship capital is built on a foundation of ethical practices, community engagement, and environmental sustainability. Our Corporate Social Responsibility (CSR) strategy is a comprehensive framework that integrates our environmental, social, and economic responsibilities. This alignment with our core values of integrity, respect, and excellence ensures that our growth and success are both sustainable and ethically grounded, positioning us as a responsible leader in our industry.

96%
Customer (client) Satisfaction Index

₹13.31 cr
CSR Expenditure

55
CSR Projects

27%
Procurement from MSMEs

SDG Covered



CSR STRATEGY AND FOCUS AREAS

Our CSR strategy aligns with the areas stipulated in Schedule VII of the Companies Act and the guidelines specified by the Department of Public Enterprises, Government of India. Our focus areas include promoting and enhancing health and nutrition, social, economic, and environmental welfare. We strive to provide sustainable developmental solutions through efficient resource use, green energy initiatives, and cost minimisation. Additionally, we prioritise stakeholder engagement, including employees, shareholders, investors, customers, clients, business associates, civil society groups, and various government entities, to ensure that their needs and expectations are met.



Our CSR numbers	FY24	FY23	FY22
Social investments (₹ in Cr)	13.31	14.10	13.90
Social initiatives in all regions (No.)	55	49	43
Net Positive contribution through water interventions derived by True Value assessment (₹ in Cr)	75.27	44.61	31.5
People positively impacted through CSR activities (No. in million)	0.12	0.17	0.15

COMMUNITY ENGAGEMENT AND PARTNERSHIPS

Engaging with local communities and stakeholders is central to our CSR efforts. We conduct regular consultations, collaborative planning sessions, and maintain continuous feedback mechanisms to ensure our CSR programmes are aligned with community priorities. By partnering with local NGOs, CSR Trusts founded by governments, community leaders, and government officials, we conduct needs assessments that foster transparency, trust, and sustainable development.

Customer and Community Relations

Our customers and communities are vital to our business continuity and social licence to operate. We believe in building long-term, transparent, and trust-based relationships through continuous stakeholder engagement. We make judicious investments and foster effective collaborations, committed to 'Changing Lives' by making a powerful and holistic impact through our CSR initiatives.

Key Initiatives and Impact

- **Health and Nutrition:** We have implemented programmes aimed at improving health and nutrition in local communities, ensuring that essential health services and nutritious food are accessible to those in need.
- **Environmental Sustainability:** Our green energy initiatives and efforts to minimise environmental impact reflect our commitment to sustainability. We strive to use resources efficiently and reduce our carbon footprint.
- **Economic and Social Welfare:** By supporting education, skill development, and economic empowerment projects, we contribute to the social and economic welfare of the communities we serve.

Our dedication to Corporate Social Responsibility (CSR) is demonstrated by our transparent allocation of funds, reflecting our commitment to accountability in CSR activities. At RITES, we are focused on enhancing stakeholder engagement, embedding sustainability into our operations, and expanding the scope and influence of our CSR initiatives. Alongside ongoing Major Theme and Non-Theme projects, we are initiating new CSR endeavours. By prioritising ethical practices and community involvement, we aim to foster lasting partnerships and contribute significantly to community development. Our proactive approach underscores our industry leadership, dedicated to generating meaningful societal impact through responsible and innovative practices.



Social and Relationship Capital

Our CSR Projects

Financial Support for Building Capacity of UP-SRLM staff and grassroots cadre in selected blocks for strengthening Cluster Level Federation under National Rural Livelihood Missions in Uttar Pradesh

Implemented by Transforming Rural India Foundation (TRIF). Enhances UP-SRLM staff and grassroots cadre in selected blocks. Strengthens Cluster Level Federation to support women's self-help groups.

₹105.00 Lakh
Expenditure

Financial assistance for Awareness Programme & Health Check-up Camps in various districts of Uttar Pradesh (Districts include Balrampur, Shravasti, Chandauli, Naimishrany Hardoi, Maharajganj, Vrindavan, Raebareli, Gorakhpur, Ayodhya)

Implemented by Vasudhaiva Kalyan Foundation. This initiative aims to raise awareness and provide health check-ups in multiple districts of Uttar Pradesh.

₹39.60 Lakh
Expenditure

Financial support for Rejuvenation of a pond in Village Malab, Tehsil Nuh, District Nuh, Haryana

Implemented by Gurujal / Abhipsha Foundation. Focuses on rejuvenating a pond in Village Malab, Tehsil Nuh, District Nuh, Haryana. Aims to restore ecological and community value.

₹47.70 Lakh
Expenditure



Financial assistance for conducting Mega Health Camps in different locations of East Singhbhum, Jharkhand

Implemented by Citizens Foundation, Ranchi. This project focuses on organising Mega Health Camps across various locations in East Singhbhum, Jharkhand.

₹63.08 Lakh
Expenditure



**Financial support for running “Jan Arogyam”
Community Healthcare Programme in Khora,
District Ghaziabad, Uttar Pradesh**

Implemented by Bisnouli Sarvodaya Gramodyog Sewa Sansthan. This initiative focuses on community healthcare in Khora, District Ghaziabad, Uttar Pradesh.

₹44.94 Lakh
Expenditure

**Financial support for running “Jan Arogyam”
Community Healthcare Programme in Village
Chhamera, District Nuh, Haryana**

Implemented by Bisnouli Sarvodaya Gramodyog Sewa Sansthan. This project aims to provide healthcare services in Village Chhamera, District Nuh, Haryana.

₹36.99 Lakh
Expenditure



**Financial support for running “Jan Arogyam”
Community Healthcare Programme in Village
Hilalpur, District Nuh, Haryana**

Implemented by Bisnouli Sarvodaya Gramodyog Sewa Sansthan. This initiative supports healthcare in Village Hilalpur, District Nuh, Haryana.

₹72.36 Lakh
Expenditure



Social and Relationship Capital

Our CSR Projects

Financial assistance for Jan Sahyogi Programme- Patient assistance Program for In-Hospital Patient care thru Complete Handholding/Counseling and Satori Program-Workshops on Immunity Building & Holistic Healing for Cancer patients and survivors (Assam and Gujarat)

Implemented by Sanjeevani Life Beyond Cancer. This project supports cancer patients in Assam and Gujarat through patient assistance and workshops.

₹46.60 Lakh
Expenditure



Financial Support for HPV Vaccination Drive programme for Girl students in Government schools of Lucknow, Uttar Pradesh

Implemented by YUVA Unstoppable, Ahmedabad Gujarat. This CSR initiative aims to provide HPV vaccination to girl students in Lucknow, Uttar Pradesh.

₹56.00 Lakh
Expenditure

Financial support for Healing Little Hearts Suffering with Congenital Heart Disease by Sri Sathya Sai Health & Education Trust in Chattisgarh, Haryana, and Maharashtra

Implemented by Sri Sathya Sai Health & Education Trust. This initiative focuses on healing children with congenital heart disease in Chattisgarh, Haryana, and Maharashtra.

₹45.00 Lakh
Expenditure



Improving Accessibility (Barrier free) for elderly and differently abled/physically challenged persons at Gurgaon Railway Station (Installation of 02 Escalators)

Implemented by Indian Railways. This project aims to improve accessibility at Gurgaon Railway Station for elderly and differently abled individuals.

₹61.29 Lakh
Expenditure

Financial assistance for running Ashraya Care Homes for HIV infected women in Belagavi, Karnataka

Implemented by Ashraya Foundation, Belagavi, Karnataka. This project supports HIV-infected women through care homes in Belagavi, Karnataka.

₹41.59 Lakh
Expenditure



Financial Support for Building Capacity of UP-SRLM staff and grass root-level cadre in selected blocks for strengthening Cluster Level Federation in supporting women's self-help groups through National Rural Livelihood Missions in Uttar Pradesh

Implemented by Transforming Rural India Foundation (TRIF). This project focuses on capacity building and supporting women's self-help groups in Uttar Pradesh.

₹100.00 Lakh
Expenditure

Financial support for Apparel Skill Training for women empowerment and livelihood generation and community development in Varanasi and Noida, Uttar Pradesh

Implemented by Apparel Made Ups and Home Furnishing Sector Skill Council (AMHSSC). This initiative supports women empowerment through skill training in Varanasi and Noida, Uttar Pradesh.

₹16.28 Lakh
Expenditure



Financial support for the Rejuvenation of a pond in Village Malab, Tehsil Nuh, District Nuh, Haryana

Implemented by GuruJal / Abhipsha Foundation. This project aims to rejuvenate a pond in Village Malab, Tehsil Nuh, District Nuh, Haryana.

₹45.43 Lakh
Expenditure



Natural Capital

We are committed to preserving Natural Capital by responsibly managing our ecological footprint. We prioritise resource optimisation, emission reduction, and a circular economy. Strict adherence to environmental laws ensures our operations and reports support sustainable mobility. As infrastructure consultants, we minimise impacts on wildlife, water bodies, and forests through eco-friendly engineering. Our subsidiary, REMC Ltd., also helps Indian Railways achieve its net-zero goal by adopting renewable energy. These initiatives contribute to a sustainable future.

901 MT CO₂e
GHG Emission Avoided

131 GJ
Renewable Electricity Used

SDG Covered



₹72 Lakh
Investment in Energy Saving Equipments

19.67%
YoY Reduction of Total Water Consumption

At RITES, we are committed to environmental stewardship while delivering comprehensive and innovative infrastructure solutions. As a premier provider of design, engineering consultancy, and project management services in transportation and infrastructure development, we prioritise the integration of environmental considerations into every aspect of our operations. Our strategy is firmly aligned with the <IR> framework, ensuring that our activities contribute positively to the environment and foster sustainable practices throughout our projects.

Our GREEN insight drives us to convert environmental, social, and governance (ESG) challenges into actionable strategies that promote sustainability. Through our robust ESG Policy, we aspire to be a well-governed, socially responsible organisation, embedding these values into our core operations. By doing so, we excel in providing

integrated solutions that meet and exceed stakeholder expectations, laying the foundation for Infra4Future. This approach ensures that our development efforts harmonise with environmental stewardship, promoting a balance between infrastructure growth and ecological preservation.

Although RITES is not a direct producer, our consultancy and project management services significantly influence environmental outcomes. We actively work to mitigate environmental impacts by advocating for sustainable practices across all projects. Our solutions are designed to reduce carbon footprints, enhance resource efficiency, and support eco-friendly initiatives. By prioritising these values, we contribute to a greener, more sustainable future, ensuring that our projects leave a positive legacy for generations to come.

CLIMATE RESILIENCE

Energy Management

Renewable energy plays a pivotal role in tackling the pressing challenges of climate change, enhancing energy security, and promoting sustainable development. At RITES, we ensure commitment of these goals through various proactive initiatives:



DEPLOYMENT OF RENEWABLE ENERGY SOURCES:

- Established Solar Power Plants and Wind Power Plants to harness clean energy
- Significant contribution to reducing carbon footprint
- Promoted sustainable energy practices



ENERGY EFFICIENCY MEASURES:

- Implemented energy-efficient technologies and practices across operations, including offices and project sites
- Conducted energy efficiency studies and implemented recommendations to optimise energy consumption

Total Energy Consumption

GJ



Renewable Energy Consumption

GJ



Non-renewable Energy Consumption

GJ



GHG EMISSIONS



Usage of Solar Power

Installation of solar panels on roof top:

- On the roof top of our offices at Gurugram (Shikhar & Srijan), and Guest House at Gurugram
- On the platforms in Sahibabad Railway Station under CSR initiatives
- At one of the platforms in Gurugram Railway station under CSR initiatives



Usage of Wind Power

- Through our subsidiary REMC LTD., we have installed wind power plants in Rajasthan, Tamil Nadu, and Maharashtra for the Railways
- We conduct energy efficiency studies and implement various conservation measures for clients, RITES offices, and Zonal Railways across the country
- These initiatives have led to increased usage of renewable energy, resulting in improved resource efficiency and reduced carbon emissions



Usage of Environment-friendly Energy Resources

- RITES, through its subsidiary REMC LTD., is actively working to achieve the Indian Railways' Net-Zero Carbon Emission Goal by 2030
- We are harnessing green energy from non-fossil fuel sources, focusing on renewable energy like solar and wind power

Natural Capital

Scope 1

MTCO_{eq}

FY24		1,517
FY23		2,208
FY22		3,297

Scope 2

MTCO_{eq}

FY24		3,473
FY23		3,683
FY22		4,465

Scope 1 & 2 Emission Intensity

MTCO_{eq}/Cr

FY24		2.16
FY23		2.34
FY22		3.01

AIR EMISSION

We have taken several significant initiatives to reduce air emissions and promote sustainability. By setting up solar power plants and wind power plants, as well as implementing energy-efficiency measures, we are making substantial progress. Our efforts extend beyond our own operations, as we conduct energy efficiency studies and implement various energy conservation measures for our clients, RITES offices, and various Zonal Railways across the country.

These initiatives have not only led to significant energy conservation for RITES and our clients but also resulted in notable reductions in electricity consumption and carbon emissions.

Additionally, REMC Ltd., our subsidiary company, is actively working towards achieving the Net Zero Carbon Emission Goal of Indian Railways by 2030. By harnessing green energy through non-fossil fuel sources, particularly renewable energy resources like solar and wind, REMC Ltd. is playing a crucial role in this endeavour.

Through these concerted efforts, we are not only advancing our own sustainability goals but also contributing to broader environmental objectives, helping to reduce air emissions and promote cleaner, greener energy solutions.

WATER MANAGEMENT

We understand the importance of water for sustaining life, ecosystems, and economic prosperity. With the growth of industrialisation, increasing population, climate change, and the need for efficient water management, the demand for water is rising. We are proud to report a significant Year on Year (YoY) reduction of 19.67% in our water consumption compared to FY23.


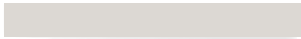

Moving forward, we are dedicated to further improving our operational water conservation efforts and expanding our community engagement initiatives.

We are actively pursuing strategies to reduce water demand, achieve 100% water recycling, and promote rainwater harvesting. Our focus remains on conservation through innovative sewage treatment and water reuse methods. We also prioritise raising awareness among employees and stakeholders about the importance of reducing, recycling, and reusing water, both at our facilities and in the broader community.

By integrating these measures, our aim is not only to enhance our operational efficiency but also to contribute positively to water stewardship and sustainability in the regions where we operate.

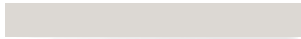

Water Consumption

Kl

FY24		16,624
FY23		20,696
FY22		21,537

Water Withdrawal

Kl

FY24		21,824
FY23		25,864
FY22		28,360

WASTE MANAGEMENT

As we specialise in design, engineering consultancy, and project management, with a particular focus on integrated solutions in transport and infrastructure development. While we are not a producer of products, our expertise lies in providing comprehensive services across a wide range of projects.


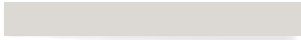

In line with our commitment to environmental responsibility, we diligently manage the disposal of plastic waste, e-waste, and hazardous waste generated at our office premises

through authorised recyclers. Our goal is to minimise waste generation, maximise recycling efforts, and promote reuse to divert waste from landfills.

This commitment includes maximising recycling opportunities for all recyclable materials, such as e-waste, office paper, packaging materials, and plastic waste. By doing so, we aim to uphold sustainable practices and reduce our environmental footprint, reflecting our core values of responsible business conduct.

Water Discharge

Kl

FY24		5,200
FY23		5,168
FY22		6,823

Total Waste Generated

Tonnes






















FY24		1.75
FY23		3.12
FY22		5.32





Governance

At RITES, the Board bears ultimate responsibility for our management, strategic direction, and long-term success. As a Public Sector Undertaking under the Ministry of Railways, we uphold the highest standards of governance, rooted in transparency, accountability, and integrity. This ensures our operations are aligned with public and stakeholder expectations. We prioritise diligent and timely decision-making, recognising the critical role of robust governance in meeting our responsibilities and supporting national infrastructure development. By fostering a culture of ethical governance, we maintain public trust and drive sustainable growth, effectively managing our role in achieving the objectives of the railway sector and advancing the broader public interest.

LIST OF BOARD OF DIRECTORS & COMPOSITION OF COMMITTEE MEMBERS AS OF MARCH 31, 2024

S. No.	Name of Directors	Name of the Committee					
		Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	Project Investment Committee
1.	Shri Rahul Mithal Chairman & Managing Director						
2.	Shri Arun Kumar Singh Director (Projects)						
3.	Dr. Deepak Tripathi Director (Technical)						
4.	Shri Krishna Gopal Agarwal Director (Finance) w.e.f August 01, 2023						
5.	Shri Shailendra Singh Government Nominee Director w.e.f March 27, 2024						
6.	Shri Sandeep Jain Government Nominee Director						
7.	Shri Laxman Tammanna Tapashi Independent Director						
8.	Dr. Dineshananda Goswami Independent Director						
9.	Dr. Godawari Mishra Independent Director						
10.	Shri Likha Togu Independent Director						

 Chairman  Member

NOMINATION AND REMUNERATION POLICY

Our Directors are appointed by the President of India through the Ministry of Railways, with their remuneration set by the Government according to their terms of appointment, which may be amended as needed. We have established a Nomination and Remuneration Committee in compliance with Section 178 of the Companies Act, 2013, SEBI Listing Regulations, and the Corporate Governance Guidelines for Central Public Sector Enterprises issued by the Department of Public Enterprises. Although Government Companies, like ours, are exempt from mandatory performance evaluations for directors under recent notifications from the Ministry of Corporate Affairs, we are committed to maintaining high standards of governance. Any evaluations, if necessary, are conducted in accordance with directives from the relevant ministries or departments, ensuring our commitment to transparency and accountability.

BUSINESS ETHICS AND TRANSPARENCY

RITES is deeply committed to business ethics and transparency, placing a strong emphasis on sustainable development in its operations. Our approach to corporate governance is rooted in the belief that good governance fosters a positive organisational culture characterised by responsibility, accountability, fairness, and transparency towards stakeholders. This commitment is evident in our adherence to the Companies Act, which has propelled Corporate Social Responsibility (CSR) to the forefront, along with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Department of Public Enterprises (DPE) guidelines on Corporate Governance. Through a comprehensive framework of policies and practices, RITES ensures that its activities are conducted in a socially and environmentally sustainable manner, fostering trust and credibility among stakeholders. This holistic approach not only promotes ethical conduct but also positions RITES as a responsible corporate citizen dedicated to transparent and ethical business practices across diverse social and environmental settings.

To further enhance transparency within the organisation, RITES has implemented extensive in-house awareness and training programmes for its officers and staff. These initiatives underscore the importance of the Right to Information Act, 2005, and promote a strategic approach to its implementation. By fostering a culture of openness and advocating the principle of "maximum disclosure," RITES ensures that information access extends to a wide array of records and documents, barring narrowly defined exemptions. This paradigm shift from a presumption of secrecy to one of transparency has been instrumental in catalysing improvements in administrative processes and achieving organisational goals and objectives through decisive and creative actions. Ultimately, this commitment to transparency not only enhances operational efficiency but also reinforces RITES' reputation for integrity and accountability in all its dealings.

MEMBERSHIP OF ASSOCIATION

At RITES, we actively engage with a variety of associations and trade bodies, which provide us with invaluable access to industry insights, best practices, and a broad network of professionals. These memberships are crucial for us to stay updated with the latest trends and advancements in the infrastructure and consultancy sectors. They also offer us platforms to contribute to industry discussions, shape policies, and enhance our visibility and influence within the industry.

WE ARE MEMBERS OF THE FOLLOWING ASSOCIATIONS AND TRADE BODIES

- All India Management Association (AIMA)
- Standing Conference of Public Enterprises (SCOPE)
- Federation of Indian Chambers of Commerce and Industry (FICCI)
- Consulting Engineers Association of India (CEAI)
- Confederation of Indian Industry (Northern Region) (CII)
- Engineers Export Promotion Council
- Indian Institution of Bridge Engineers
- Rotary Wing Society of India
- Institute of Directors
- Institution of Permanent Way Engineers (IPWE)
- Project Management Association
- Institution of Engineers (India) - Individual Membership
- Rail Enthusiasts Society
- International Chamber of Commerce India

In addition to our memberships, we have signed several Memorandums of Understanding (MoUs) with leading academic and research institutions. These partnerships enable us to leverage cutting-edge research and technological innovations, fostering a culture of continuous learning and development. Through these collaborations, we are better equipped to deliver advanced and sustainable solutions to our clients, furthering our mission to drive excellence in infrastructure development and consultancy services.

WE HAVE COLLABORATED (MOU) WITH THE FOLLOWING INSTITUTES

- Research Design & Standards Organisation (RDSO)
- IIT Madras
- IIT Mandi
- IIT Kanpur
- IIT Roorkee
- Asian Institute of Transport Development
- Central Road Research Institute (CRRI)
- IIT Guwahati
- IIT Delhi
- Faculty of Engineering and Technology, University of Lucknow

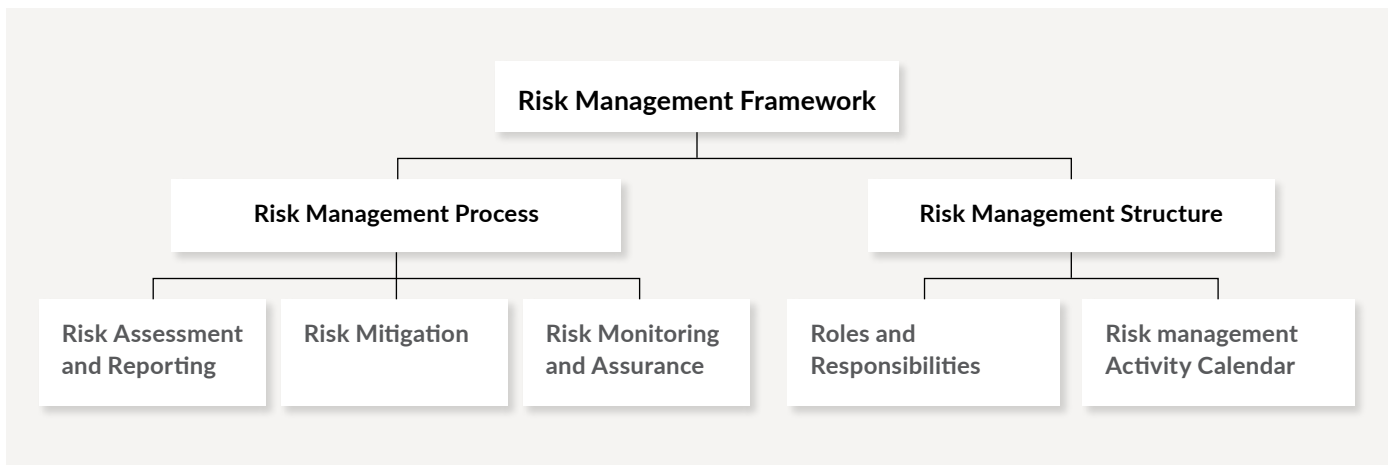
Risk Management

At RITES, we understand that the ability to create value through sustainability hinges on our willingness to take strategic and operational risks, alongside our proficiency in managing them promptly and efficiently.

Effective risk management is a cornerstone of our corporate governance, ensuring we identify and address potential threats that could impact our objectives, targets, or mission. Risk, whether internal or external, controllable or uncontrollable, can influence our bottom line by increasing costs or reducing revenues. Therefore, we employ a structured risk management process to mitigate these risks, enhance the likelihood of success, and maintain the highest level of professional standards in providing consultancy and turnkey solutions in transport and infrastructure.

RISK MANAGEMENT FRAMEWORK

We, at RITES, recognise the necessity of a robust risk management framework to navigate the varied challenges and risks associated with our diverse services across both domestic and international markets. Our framework ensures sustainable growth by systematically identifying, prioritising, mitigating, monitoring, and communicating risk issues throughout the organisation. It encompasses two key components: the risk management process and the risk management structure. These elements work in tandem to maintain our commitment to delivering high-quality services and safeguarding our operational integrity across all client engagements, regardless of the geopolitical landscape.



RISK MANAGEMENT PROCESS

Our risk management process at RITES is a structured and continuous approach involving the assessment, mitigation, monitoring, and reporting of risks across the organisation. This process is designed to systematically identify, prioritise, and address risks on an annual and semi-annual basis. The process begins with a comprehensive risk assessment and reporting, followed by the development of effective risk mitigation strategies, and is continuously supported by a robust risk monitoring and assurance framework. This approach ensures that we remain proactive in managing potential threats and maintain our commitment to operational excellence.

Risk Assessment and Reporting

Risk assessment at RITES involves the identification, prioritisation, and analysis of risks based on a predefined risk classification framework. This process is conducted in collaboration with Risk Management Process Owners (RMPOs) and Risk Management Committee Officers (RMCOs). The aim is to document and communicate all potential risks that could impede our organisational objectives. This is achieved by compiling a detailed risk library that includes the risk event, root causes, and descriptions of each risk. The identified risks are then categorised, and a comprehensive risk identification report is prepared for further action, including prioritisation and mitigation.

Risk Mitigation

Risk mitigation is a critical step in our risk management process, involving the development and implementation of strategies to manage and reduce critical risks to acceptable levels. This process is undertaken twice a year and involves a root cause analysis to identify the underlying factors contributing to each risk. Based on this analysis, broad-level mitigation plans are formulated, followed by detailed action steps for implementation. Mitigation plans are specifically developed for the top risks identified, ensuring that both new and existing risks are managed effectively. These plans are then reviewed and approved by the Risk Management Committee (RMC).

Risk Monitoring and Assurance

Risk monitoring and assurance at RITES provide ongoing oversight to ensure that mitigation plans are implemented effectively and that risk management practices are consistently applied. This includes regular self-assessment reports prepared by RMPOs and RMCOs, which are submitted for review and approval. Additionally, the implementation status of mitigation plans is closely monitored, with periodic reports submitted to the RMC. This ensures that any issues with mitigation plans are promptly addressed, and necessary adjustments are made to maintain robust risk management across the organisation.



RISK MANAGEMENT STRUCTURE

Our risk management structure at RITES is designed to define and allocate responsibilities and authority to effectively manage the risk management process. This structure is essential for ensuring that all aspects of risk management are systematically addressed, and that accountability is maintained across the organisation. The framework comprises two main components: the roles and responsibilities of those involved in the risk management process, and a detailed risk management activity calendar to guide and coordinate risk-related activities throughout the year.

Roles and Responsibilities

The roles and responsibilities within our risk management framework are clearly delineated to ensure comprehensive oversight and management of risks. The Risk Management Committee, established by the Chairman and Managing Director (CMD) following board approval, plays a pivotal role in this structure. This committee is tasked with formulating a detailed risk management policy that includes frameworks for identifying internal and external risks, measures for risk mitigation, and business continuity plans.

Additionally, the committee ensures that robust processes and systems are in place to monitor and evaluate risks, periodically reviews the risk management policy, and informs the Board of Directors about significant discussions and recommended actions. The committee also oversees the appointment and terms of the Chief Risk Officer and coordinates its activities with other committees to avoid overlaps.


Risk Management Activity Calendar

Our risk management activity calendar is an essential tool for organising and scheduling risk management tasks throughout the year. The calendar includes regular meetings and deliberations by the Risk Management Committee to review and discuss the risk management framework's effectiveness and update it as necessary. These sessions also addressed systematic and unsystematic risks, prioritised based on their impact and probability. The calendar ensures that risk identification, prioritisation, and mitigation activities are conducted systematically, helping us stay proactive in managing potential threats to our operations and ensuring sustainable growth.


Awards and Recognitions

In FY24, we were honoured with prestigious awards recognising our excellence in institutional governance, export performance, engineering innovation, financial reporting, and safety. These accolades reflect our commitment to industry leadership and operational excellence.




 **SCOPE Eminence Award for 'Institutional Excellence (Miniratna-I & II)'**




 **SCOPE Eminence Award for Corporate Governance**



 **EEPC INDIA Regional Award (Northern) for Export Excellence for 2018-19**



 **CEAI National Award for Consultancy for Bogibeel Bridge ('Engineering Innovation' category)**

50 and Not Out: Beyond 2014, RITES evolved as a public entity with logging onto D-street and adopted a steadfast approach to new-age areas, from sustainability to green mobility to advanced technology and beyond. The Bogibeel Bridge is a hallmark of our approach: Innovation, Execution & Transformation.



Safety Innovation Award 2023 by The Institution of Engineers (India)



ICAI Award for Excellence in Financial Reporting



SAFA Silver Award for Best Presented Annual Report



'Rail Mantri-Rajbhasha Award'



Directors' Report



➤ Hon'ble Prime Minister Mr. Narendra Modi, along with Hon'ble Minister of Railways Mr. Ashwini Vaishnaw, UP Governor Ms. Anandiben Patel, Chief Minister Mr. Yogi Adityanath, and other dignitaries, inaugurates the redeveloped Ayodhya Dham Jn Railway Station, for which RITES has offered its expertise.

To
The Members,

The Directors present the 50th Annual Report of RITES Limited (the Company or RITES) along with the audited financial statements for the financial year ended March 31, 2024 and Auditor's Report thereon.

FINANCIAL HIGHLIGHTS

The financial performance during the year under review (FY 2023-24) as compared to the previous year is summarised below:

(₹ in crore)

Particulars:	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	2,312.00	2,519.62	2,452.85	2,628.27
Total Income	2,438.92	2,638.78	2,538.97	2,730.02
Profit Before Tax	596.87	708.54	670.36	773.92
Profit After Tax	454.11	530.54	495.20	570.97
Dividend Paid on Equity Shares	456.57	432.55	499.79	452.10
Net Worth	2,506.87	2,503.04	2,720.93	2,719.12

'Marking The Gold' a glorious journey of 5 decades, RITES has evolved from being the first PSU of Indian Railways to becoming a force to reckon with, in the country and globally, providing customised, diversified, comprehensive and concept to commissioning services and integrated solutions in the transport infrastructure sector.

Consistently diversifying into new and more challenging sectors, the Company has multi-sectoral offerings from railways, highways, metros, airports, ports, ropeways, bridges & tunnels, institutional buildings, station development, container terminals, sustainability, green mobility, inland waterways and to renewable energy. Also, as an export arm of the Railways, the Company is exporting tailor-made railway rolling stock and offering integrated export packages to clients.

Prioritising developing 'Infra4future' backed by a talent pool of about 2,000 professionals, and the ability to adapt to diverse market needs by fostering cooperation and collaborations, the Company has served clients in more than 55 countries across Asia, Africa, Latin America, and Middle East region.

During the financial year 2023-24, the Company recorded consolidated revenue of ₹2539 crore and achieved the **highest-ever consolidated consultancy revenue** of ₹1289 crore. Additionally, our Profit After Tax of ₹495 crore underscores our ability to leverage our core strength to navigate market challenges.

The emphasis on a more integrated, resilient, and sustainable transportation network, reducing congestion, and supporting sustainable urban development, both domestically and globally,

opens significant opportunities for technical consultancy and the export of indigenously developed and customised rolling stock.

As the Company forges to 'Shape the Next 50', the Company is accentuating its identity as a future-ready organisation, through its operational ethos & growth strategy and positioning itself as a key player on the journey towards a sustained and resilient future.

STATE OF COMPANY'S AFFAIRS & OUTLOOK

With focused execution, during the year Company was able to achieve highest ever consultancy on consolidated basis. This has been achieved despite significant fall in quality assurance revenue. The Company was also able to achieve the highest ever turnkey and leasing revenue during the year. Export revenue remained muted during the year however it was able to secure export orders from Mozambique and Bangladesh. These orders were secured on international competitive bidding. Margins also came under pressure due to the change in the external scenario. However, the Company is taking the challenges head on and strategically trying to reduce the impact of changing micro economic environment.

Company remained committed to providing the sustainable solution and took a step further by adding green mobility solution to its service portfolio, under its Sustainability and Green mobility unit. As the only Independent Safety Assessment (ISA) certified PSU in the country, the Company is also a unique inspection organisation with in-house accredited material-testing laboratories offering services to clients in the transport, power, oil, electronics and public health sectors and started expanding its client base to reach to its earlier level in quality assurance vertical.

Aligning our growth plans with the vision of 'Viksit Bharat', RITES aims at contributing to broader goals and priorities. By doing so, it leverages synergies between its initiatives and government policies, maximising its impact on economic growth, technological advancement, and social progress. Under its strategic initiative 'RITES Videsh', the Company is tapping on the emerging opportunities (export and consultancy) in Southeast Asia, Middle East, Latin America and Africa.

RITES' subsidiary REMC Limited is involved in power management and generation and has a mandate to handle the entire power procurement under open access for Indian Railways, besides handling renewable energy and energy-efficiency projects. During FY 2023-24, REMC Limited achieved highest-ever turnover of ₹153.28 crore and profit before tax of ₹113.38 crore. During the year, REMC Limited paid an interim dividend of ₹56.70 crore (₹5.40 per share) and REMC's Board of Directors has recommended final dividend of ₹24.15 crore (₹2.30 per share), which is highest-ever in a financial year, subject to the approval of shareholders.

SAIL-RITES Bengal Wagon Industry Private Limited is a joint venture of RITES and SAIL on a 50:50 basis. During FY 2023-24, the Company manufactured a total of 792 wagons: 538 BOXNHL, 16 BCNAHSM1, 52 BOXNR, 183 GATX BOXNHL, and 3 GATX BVCM. Revenue of ₹295.55 crore and profit after taxes of ₹8.06 crore have been achieved in FY 2023-24. The Company has distributed its first-ever dividend amounting to ₹2.40 crore, for the FY 2023-24.

RITES' foreign subsidiary RITES (Afrika) (Proprietary) Limited, Botswana, has a proven track record of executing projects in Botswana and has executed projects from concept to commissioning. It achieved the turnover of BWP 13.276 million (₹8.05 crore) and earned a net profit after tax of BWP 1.337 million (₹0.81 crore) during FY 2023-24.



➤ Hon'ble President of Guyana Md. Irfaan reviews the progress of the Ogle-Eccles 4-lane highway project, for which RITES is offering consultancy services.



GRANT OF “NAVRATNA” STATUS

Based on the performance criteria, RITES Limited has been re-categorised and awarded prestigious “Navratna” status by the Department of Public Enterprises (DPE) vide its O.M. No. PD-I-26/1/2020-DPE dated October 12, 2023.

RITES’ GLORIOUS 50 YEARS

Since inception i.e. April 26, 1974 RITES has come a long way- from being a Rail infra consultancy to leading multidisciplinary organisation providing services across infrastructure under one roof.

On completing 50 iconic years, the RITES family, celebrated with enthusiasm. After a joyous year-long celebrations at various occasions, the Annual Day celebrations spanned the entire month of April, 2024 across different offices and sites in India and abroad, culminating in a grand cultural evening at Shikhar, RITES’ Corporate Office, in Gurugram on April 26, 2024. This gala event was a celebration of the rich legacy of RITES, bringing together the past, present and future leadership of the organisation.

Making the occasion memorable, RITES’ coffee table book – Atulya, was unveiled, tracing the organisation’s illustrious journey of becoming ‘The Infrastructure People’. The celebrations also marked the unveiling of ‘RITES Dharohar’, a novel initiative to treasure the organisation’s legacy and encapsulate the essence of its core values—Integrity, Professionalism and Excellence.

CHANGE IN THE NATURE OF BUSINESS

There was no material change in the nature of business of the Company during FY 2023-24.

RESERVES

The Reserves & Surplus of the Company for FY 2023-24 stand at ₹2,256.87 crore (Previous Year ₹2,253.04 crore). During the FY 2023-24, the Company has not transferred any amount to the reserves.

DIVIDEND

Your Company has a consistent track record of dividend payment. Based on Company’s performance, the Directors

have declared three interim dividends during FY 2023-24, aggregating to ₹13.00 per equity share. The Directors have also recommended a final dividend of ₹5.00 per equity share, if approved, the total dividend for the FY 2023-24 is ₹432.54 crore (i.e. ₹18.00 per share) which is 180% of paid-up share capital of the Company.

The total dividend paid during the year works out to be ₹456.57 crore which includes ₹144.18 crore final dividend for FY 2022-23 and ₹312.39 crore interim dividend for the FY 2023-24.

DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) forms part of this report and is available on the Company’s website at <https://www.rites.com/Upload/upload/misc/Balancesheet/Dividend-Distribution-Policy070619.pdf>.

PRESIDENTIAL DIRECTIVE

During the year, no presidential directive has been issued in relation to Company’s business.

DEPOSITS

The Company has not accepted any deposits from public during the FY 2023-24.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

No material changes or commitments affecting the financial position of the Company has occurred during the FY 2023-24 and after the close of the financial year up to the date of the report.

CAPITAL STRUCTURE

The Authorised share capital of the Company is ₹300.00 crore and Paid-up share capital is ₹240.30 crore. During the FY 2023-24, there was no change in the capital structure of the Company.

CREDIT RATING

During the FY 2023-24, the Company has received a credit rating of IVR AAA/ Stable (IVR Triple A with Stable Outlook) for Long Term Bank Facilities up to an amount of ₹1755.00 crore and IVR A1+ (IVR A One Plus) for Short Term Bank Facilities up to an amount of ₹105.00 crore from Infomeric Valuation and Ratings Private Limited.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The Company has complied with the provisions relating to the Investor Education and Protection Fund (IEPF) under the Companies Act, 2013 and the rules made thereunder. Company Secretary is the Nodal Officer to deal with the IEPF Authorities and compliances related thereto. No amount is due for transfer to IEPF and details of unclaimed dividend as on March 31, 2024 are available on the website of the Company and has also been disclosed in the Corporate Governance

report. Further, the Company does not have shares in Demat Suspense Account/ Unclaimed Suspense Account. The details of Unclaimed dividend have been disclosed in the Corporate Governance Report and Website.

MEMORANDUM OF UNDERSTANDING

Evaluation of MoU performance for the FY 2022-23 as per DPE parameters is finalised and the Company secured a rating of "Excellent". The Company signed Memorandum of Understanding (MoU) with the Ministry of Railways for FY 2023-24 and its evaluation is under process with DPE.

During FY 2023-24, MoU includes some of the compliance parameters and their compliance status are as follows:

S. No.	Name of Parameter	Remarks
1.	Acceptance/ Rejection of Goods & Services through TReDS Portal	Complied No pendency and all invoices which have been submitted on TReDS portal have been accepted by the Company within the specified time. RITES has been using TReDS portal for a long time and continuously encouraging MSE vendors to use TReDS portal. With the continuous efforts by the Company, 215 nos. of vendors were on board on TReDS as at 31.03.2024 and 212 nos. of invoices paid through the portal.
2.	Procurement from GeM as % of total procurement	Complied Procurement from GeM is ₹188.21 crore which is more than approved annual plan of ₹133.61 crore.

S. No.	Name of Compliance Parameter	Remarks
1.	DPE guidelines issued from time to time on CSR expenditure by CPSEs.	Complied (Refer CSR Note)
2.	Target as given by NITI Aayog on Assets Monetisation Milestones	Complied Target given by MoR as "Any one item of Asset Monetisation having private equity in form of capex infusion upfront lease premium, revenue sharing etc." Being asset light Company, this target is not applicable on the Company and the same has been requested to MoR.
3.	Steps and initiative taken for Health & Safety improvement of Human Resources in CPSEs (Target to be prescribed by the Administrative Ministry)	Complied Twelve health camps for medical screening of employees at workplace on important health days have been organised by the Company.
4.	Compliance with provision relating to TReDS as outlined in DPE OM No. DPE-7(4)/2007- Fin Dated 04-05-2020	Complied Requirements related to registration on TReDS portal, real time tracking system, timely payments of MSE etc have been complied.

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

Particulars of loans, guarantees given or investments made along with the purpose for which the loan is proposed to be utilised by the recipients are provided in the standalone financial statement (Please refer to Note 7.1, 8, 16 & 17 of the standalone financial statement).

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KPMs) AND NUMBER OF MEETINGS OF THE BOARD

1. Number of Meetings of the Board:

During the FY 2023-24, 6 meetings of Board of Directors were held. Details regarding dates and attendance at the Board meetings are provided in the Report on Corporate Governance which is enclosed at **Annexure- A**.

2. Board of Directors:

As on March 31, 2024, the Company had 10 Directors comprising four Functional Directors and two Government Nominee Directors and four Independent Directors as per details given below:

- Shri Rahul Mithal, Chairman and Managing Director (DIN: 07610499)
- Shri Arun Kumar Singh, Director (Projects) (DIN: 09747776)
- Dr. Deepak Tripathi, Director (Technical) (DIN: 10090267)
- Shri Krishna Gopal Agarwal, Director (Finance) (DIN: 10239667) (w.e.f. 01.08.2023)
- Shri Sandeep Jain, Government Nominee Director (DIN: 09435375)
- Shri Shailendra Singh, Government Nominee Director (DIN: 07083410) (w.e.f. 27.03.2024)
- Dr. Godawari Mishra, Independent Director (DIN: 09394545)
- Shri Laxman Tammanna Tapashi, Independent Director (DIN: 01838521)
- Dr. Dineshananda Goswami, Independent Director (DIN: 09394294)
- Shri Likha Togu, Independent Director (DIN: 09470640)

3. Key Managerial Personnel (KMP) (Section 203 of the Companies Act, 2013):

Shri Rahul Mithal, Chairman & Managing Director and Chief Executive Officer; Shri Arun Kumar Singh, Director (Projects); Dr. Deepak Tripathi, Director (Technical); Shri Krishna Gopal Agarwal, Director (Finance) & Chief Financial Officer the Whole Time Directors of the

Company, along with Shri Ashok Mishra, Company Secretary are the Key Managerial Personnel of the Company as on March 31, 2024.

4. Details of Appointments/ Cessation/ Change of Directors and KMPs:

Appointment of Directors is done by the Government of India from a pool of professionals in varied fields, with due verification of expertise, integrity and experience. During the FY 2023-24, one Functional Director and one Government Nominee Director were superannuated and there was a change in KMP position.

The Appointment/ Cessation/ Change of Directors and KMPs is mentioned below:

Shri Bibhu Prasad Nayak (DIN: 08197975) ceased to be Director (Finance) and Chief Financial Officer of the Company w.e.f. closing of working hours on 31.07.2023 on attaining the age of superannuation.

The Ministry of Railways vide its Order No. 2022/E(O) II/40/14 dated 03.07.2023 had appointed **Shri Krishna Gopal Agarwal** (DIN: 10239667) as Director (Finance) of the Company from the date of assumption of charge of the post on or after 01.08.2023. Shri Krishna Gopal Agarwal assumed the charge of Director (Finance) & CFO w.e.f. 01.08.2023.

Shri Raj Kumar Mangla (DIN: 09533985) has ceased to be the Government Nominee Director of the Company due to superannuation from the post of Additional Member (Production Unit), Railway Board from w.e.f. closing of working hours on 29.02.2024.

The Ministry of Railways vide its order no. 2022/PL/57/10 dated 20.03.2024 had appointed **Shri Shailendra Singh**, Principal Executive Director/ME/ (EnHM & Project), Railway Board, as Nominee Director on the Board of RITES Limited (RITES) with immediate effect, till he holds the post of Principal Executive Director/ME/ (EnHM & Project), Railway Board or further orders, whichever is earlier.

Shri Joshit Ranjan Sikidar, GGM/F, Company Secretary & Compliance Officer ceased to be the Company Secretary & Compliance Officer and Key Managerial Personnel of the Company from close of business hours on 11.09.2023 due to his selection for the post of Director (Finance) of Solar Energy Corporation of India Limited (SECI). On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Shri Nikhil Agarwal, DGM/F as Company Secretary & Compliance Officer and Key Managerial Personnel of the Company with effect from 12.09.2023 till the appointment of regular incumbent to the post.

Shri Nikhil Agarwal, DGM/F ceased to be the Company Secretary & Compliance Officer and Key Managerial

Personnel of the Company w.e.f. 28.02.2024 due to appointment of regular incumbent to the post.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed **Shri Ashok Mishra**, Addl. GM/CS as Company Secretary & Compliance Officer and Key Managerial Personnel of the Company with effect from 28.02.2024.

5. Declaration by Independent Directors:

During the FY 2023-24, all Independent Directors have met the requirements specified under Section 149(6) of the Companies Act, 2013. The declaration as required under Section 149(7) of the Companies Act, 2013 has been received from Independent Directors.

6. Committees of the Board:

Six Board level Committees namely Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Project Investment Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee are functional.

The composition, number and date of meetings of such committees and separate meeting of Independent Directors held during the year and scope of the committees are provided in the report of Corporate Governance at **Annexure- A**.

7. Company's Policy on Director's Appointment and Remuneration:

As per the provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed Company is required to disclose the ratio of the remuneration of each Director to the median employee's remuneration and details of employees receiving remuneration exceeding the limit as prescribed from time to time in the Directors' Report.

However, as per notification dated June 5, 2015 issued by the Ministry of Corporate Affairs (MCA), Government Companies are exempted from complying with the provisions of Section 197 of the Companies Act, 2013. Therefore, such particulars have not been included as a part of Directors' Report.

8. Formal Annual Evaluation of Directors under Section 134 (3) (p) of the Companies Act, 2013:

RITES Limited being a Government Company, the formal annual evaluation of Chairman & Managing Director and Directors, is done by the Administrative Ministry.

9. Retirement of Directors by Rotation:

As per the Companies Act, 2013 the provisions in respect of retirement of Directors by rotation is applicable. As per Article 56(h) of the Articles of Association, all the directors, except Independent Directors and Chairman & Managing Director, will be liable to retire by rotation.

Accordingly, one-third among all other directors will retire by rotation. Accordingly, Shri Arun Kumar Singh, Directors (Projects) having DIN: 09747776 and Dr. Deepak Tripathi, Director (Technical) having DIN: 10090267 will retire by rotation and being eligible, offer themselves for reappointment.

10. Directors' Responsibility Statement under the Companies Act, 2013:

In pursuance of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 (1) OF THE COMPANIES ACT, 2013

All contracts / arrangements / transactions entered into by the Company during FY 2023-24 with related parties were in the ordinary course of business and at arm's length basis.

Your Directors draw attention of members to Note No. 43 to the financial statements which sets our related party disclosures. (The details of contracts entered into with related parties in prescribed format AOC-2 is placed at **Annexure I**).

SUBSIDIARIES AND JVs

1. Subsidiaries:

REMC Limited (51% holding of RITES) incorporated on August 16, 2013 is a Joint Venture with Ministry of

Railways (49% holding) for taking up various assignments/tasks to develop potential business avenues in the field of power sector including Green Energy, power trading etc.

The Company also has one wholly owned overseas subsidiary Company namely RITES (Afrika) (Pty) Limited, Botswana (100% holding) incorporated on January 16, 1991 and primarily engaged in design and projects consultancy services in Botswana.

2. Joint Ventures:

The Company also has two joint ventures namely SAIL RITES Bengal Wagon Industry Private Limited (SRBWIPL) (50% holding in JV) and Indian Railway Stations Development Corporation Limited (IRSDCL) (24% holding in JV), whereas IRSDCL is under winding up.

A report on the performance and financial position of each subsidiaries, associates and Joint Ventures companies as per the provisions of Section 129 (3) of the Companies Act, 2013 in prescribed format is provided with the consolidated financial statements and hence not repeated here for sake of brevity.

3. Associates:

The Company also has two Associates namely MMG-Metro Management Group Limited (MMG) (24.5% holding) and Elicius Energy Private Limited (EEPL) (13% holding). The management has decided to liquidate investment in MMG.

AUDITORS

The Comptroller & Auditor General of India has appointed M/s. Pawan Puri & Associates, Chartered Accountants as Statutory Auditor for the FY 2023-24.

The Statutory Auditor's Report for the FY 2023-24 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.

Comments by the Comptroller and Auditor General of India (C&AG):

C&AG has undertaken Supplementary Audit in terms of Section 143 (6)(b) of the Companies Act, 2013 and has given Nil Comments on Annual Accounts of the Company for FY 2023-24.

Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Akhil Rohatgi & Co., Company Secretaries to conduct Secretarial Audit for the FY 2023-24. The Secretarial Audit Report for the year has been placed at **Annexure III**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except comment on present strength of Independent Directors as the number

of Independent Directors on the Board was less than half of the total strength of Board, as required under SEBI (LODR) Regulations and DPE Guidelines. In this regard the Company has received notices from Stock Exchanges levying fine on the Company.

The Company has replied to Secretarial Auditor and Stock Exchanges that the appointment/ nomination of Directors including Independent Director is done by the Hon'ble President of India through Administrative Ministry i.e. Ministry of Railways. RITES has requested Ministry of Railways for inducting Two Independent Directors to have proper composition of Board.

The report of Secretarial Auditor is self-explanatory and does not require any further clarification.

Cost Records & Cost Audit:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business carried out by the Company.

Frauds Reported by the Auditor:

During the year under review, there were no instances of fraud which require reporting by the Auditors to the Audit Committee or the Board, under Section 143(12) of the Companies Act, 2013.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has put in place adequate internal financial controls for ensuring the efficient conduct of its business in adherence with laid-down 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, which is commensurate with the operations of the Company. Effectiveness of Internal Financial Controls is ensured through

management reviews, self-assessment and independent testing by the Internal Audit Team indicating that your Company has adequate Internal Financial Controls over Financial Reporting in compliance with the provisions of the Companies Act, 2013 and such Internal Financial Controls are operating effectively. The Audit Committee reviews the Internal Financial Controls to ensure its effectiveness in achieving the intended purpose. Statutory Auditor's Report on the Internal Financial Controls of the Company in terms of Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 is placed along with the Financial Statements.

CORPORATE SOCIAL RESPONSIBILITY & SUSTAINABILITY

Corporate Social Responsibility (CSR) has gained significant momentum in recent years, especially after the introduction of the Companies Act, 2013. This legislation mandates that companies meeting certain criteria must spend at least 2% of their average net profits over the last three years on CSR activities. The primary aim is to encourage businesses to contribute to sustainable development and to address social, economic, and environmental issues.

At RITES social responsibility and sustainable development are seamlessly integrated throughout the organisation. RITES recognises its responsibility toward society and strives to work consistently for its betterment by taking actions to address societal challenges. It applies to various Company activities, which operate in different social and environmental settings. RITES not only delivers one of the best technological supports in the field of transport & transport infrastructure, but it does it in a transparent, sustainable & ethical manner to create a meaningful impact on the beneficiaries.

RITES firmly believes in Sustainable Development and is committed to operate in an economically, socially and environmentally sustainable manner that is transparent and ethical. It applies to various Company activities, while



▶ RITES hosted a walkathon to mark National Energy Conservation Day.

operating in different social and environmental settings. In line with these principles, a total amount of ₹13.31 crore was spent during FY 2023-24 on various CSR initiatives.

RITES has a strong corporate governance process in place to address new industry standards and regulations as they emerge. In line with the CSR Policy of the Company, Guidelines on CSR issued by DPE and provisions of Section 135 of the Companies Act, 2013, a Board-level committee has been constituted to oversee the implementation of CSR and to assist the Board of Directors to formulate suitable policies & strategies in this regard. The composition of the CSR Committee is disclosed in the Corporate Governance Report forming part of the Directors' Report.

A report on CSR activities as prescribed under Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 is attached as **Annexure II**.

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

Conservation of Energy:

As, RITES is mainly a consultancy organisation, is not a major consumer of electricity and therefore does not fall under the category of major carbon emitter in the country. But since India is the world's 3rd largest consumer of electricity, during the Paris Agreement's (in the year 2016) Intended Nationally Determined Contributions Targets, India made a commitment of producing 50% of its total electricity from non-fossil fuel sources by 2030. RITES has been continuously working in this direction along with its subsidiary Company REMC Limited in achieving the national goal of energy conservation and accordingly, suggestions are given to our various clients for measures and methods to conserve energy.

I. Steps taken for impact on conservation of energy:

RITES has undertaken a few initiatives like setting-up of solar panels at available, selected and suitable locations, turbines for wind energy in the states of Rajasthan, Tamil Nadu and Maharashtra. Further, energy - efficiency measures were initiated like installing energy efficient lighting system (LED) in RITES owned properties (Shikhar, Srijan, Guest House, RPO Buildings), upgrading electrical equipment with star rated equipment etc.

Steps taken by the Company for utilising alternate source of energy:

RITES has taken various steps for harnessing green energy through use of renewable energy sources and to list a few are:

- a) Installation of solar panels on roof top on offices at Gurugram (SHIKHAR & SRIJAN), Guest House at Gurugram.
- b) installed wind power plants (through its subsidiary Company REMC Limited) in Rajasthan, besides suggesting/undertaking various energy

conservation measures through energy-efficiency studies and their implementation for various clients, RITES Office and various Zonal Railways in the country.

- c) REMC Limited (subsidiary Company of RITES), has been actively working towards achieving the Net Zero Carbon Emission Goal of Indian Railways by 2030 in harnessing green energy through non-fossil fuel sources-renewable energy resources.

Measures initiated and in progress:

- a) Replacement of Outdated equipment (elevators, DG sets, Air-conditioning system) with latest technology (energy efficient).
- b) Use of low-capacity DG set to illuminate building during night in case of power failure.
- c) Regular cleaning of window/Atrium glass that fills the majority of building with natural light.
- d) Enhancing the capacity of solar energy in offices of Gurugram with higher capacity solar panel and installing additional panels in the areas identified.
- e) Separation of DG supply to different floors to ensure supply is only given to the required floor and not all floors, thereby saving in fuel consumption.
- f) Providing separate air conditioning unit of 100 TR air-cooled chiller (energy efficient) to reduce the load on the centrally air conditioning unit thereby reducing the power and water requirement.
- g) Use of energy efficient equipment in compliance to ECBC norms.
- h) Use of heat reflecting dual window glasses to prevent heat gain/loss in the buildings.
- i) Reducing the consumption of water by installing sensor based sanitary fittings.
- j) Installing occupancy sensors in the building at Lucknow for automatic lighting control.

II. The Capital investment on energy conservation equipment:

During the year, Capital investment on energy conservation equipment is ₹72.00 lakhs (approx.).

- a) Cooling Towers of Shikhar at Gurugram have been replaced with higher capacity and energy efficient for reduction in power consumption.
- b) Installation and commissioning of 8 KWP Solar Panel at Guest house in Gurugram at a cost of ₹2.10 lakh.

III. GRIHA 4-star rating:

RITES has undertaken construction of its office buildings at Kolkata and Lucknow. The construction of these two buildings is being done with a view of obtaining GRIHA 4 rating, which requires “Resource conservation and efficient utilisation of resources”. In addition to above, renewable energy utilisation being mandatory, 130 KW solar panels are being planned for the office at Kolkata and 40 KW at Lucknow. The possibility of enhancing the capacity of solar energy at Lucknow is being explored as construction is in progress.

IV. Reduction in use of paper:

Use of IT for processing files through E-office, Employee Self Service (ESS) portal for administration purposes, SAP for payments to vendors etc. are in progress, thereby reducing use of paper.

The Company has disseminated annual reports in electronic mode to the shareholders who have registered their e-mail address either with the Registrar and share transfer agents or the depositories. The initiative is aimed at minimising the impact on the planet and supporting carbon neutrality.

RITES endeavours to comply with all applicable environmental laws and regulations and strives to continually strengthen its environmental practices.

TECHNOLOGY ABSORPTION

1. Implementation of geological mapping tool for inaccessible glacial terrain (temperature varies from 20° C to -40° C) for road construction in Siachen Glacier from at an altitude of 5,753m as a part of expanding infrastructure networks to improve coverage of the Line of Actual Control to provide support to the Indian Armed Forces as a part of work for “Preparation of Detailed Project Report for Construction of road from Base Camp to Kumar Post in the UT of Ladakh”. The Siachen area is second longest glacier and Third Pole of the earth located in the eastern Karakoram of Ladakh. The terrain’s profile supports accumulation of snows and thereby creates potential for avalanches and debris flows. The high weathering of rock mass over the years due to frost – thaw induced disintegration has resulted in a pile up of talus material at base of the mountain, and valleys which are moved from in-situ locations by avalanches. Hence, the location is falling in such area where no other technology can be used for geotechnical investigation to establish the type & nature of rock and soil, structural conditions, weather condition and identification of tentative slope problems/avalanche areas and suggestion for broad slope stability problems. The geological mapping was done by traversing the hill slope, existing trace cut and observation of proposed alignment from the nala/glacial sheet by the competent Engineering Geologist.

2. RITES had adopted the Geophysical survey for highest altitude tunnels (>4500-6000m) located in Ladakh which includes Khardungla, Tanglangla, Namikala, Fotula & Keyla to decipher the subsurface strata conditions & certain design parameters which were essentially required for design in a very limited working period. The Geophysical survey executed when the desired results could not meet with exploratory drilling due to certain technical reasons, work delayed a lot due to freezing of drill water inside the boreholes under extreme low temperature (minus) conditions resulted into delay in progress as maximum time lost for cutting of hard frozen ice inside the boreholes to reach the last drilled depth on daily basis. The work of SRT & ERT completed successfully within the available limited working season and the required fine tuning of the alignment was done accordingly as per results.

FOREIGN EXCHANGE EARNING AND OUTGO

The foreign exchange earned and the foreign exchange outgo in terms of actual inflows/ outflows during the year are as under:

Total foreign exchange earnings during the year under review was ₹175.63 crore (previous year ₹401.74 crore) and foreign exchange outgo was ₹17.22 crore (previous year ₹29.17 crore). This resulted in net foreign exchange earnings of ₹158.41 crore (previous year ₹372.56 crore).

ENVIRONMENT PROTECTION

RITES strives towards sustainable development and continues to be committed for preserving natural resource and reining in environmental impact. RITES initiatives aim at promoting environment protection, eco-friendly solutions, utilising cleaner and green energy, investing in renewable energy, ensuring optimal utilisation of resources and spreading environment awareness.

Being a consultancy organisation, RITES carries out feasibility studies, detailed project reports, environment, and social impact assessment for various infrastructure projects on behalf of its clients. These reports not only address concerns raised by the stakeholders but also promote sustainable development and suggest mitigation measures for reducing the project life cycle impacts.

With focus on Sustainable Development, RITES diversified into Solid Waste Management (SWM), Used Water Management, National Clean Air Program (NCAP) projects for cities / Urban Local bodies (ULBs), Environment, Social and Governance (ESG), Lake/River rejuvenation, Pollution Abatement Studies, Net Zero Studies and Green Mobility to address the pressing challenges of environment, climate change and urban congestion.

Services in Green Mobility includes Green Mobility Action Plan (GMAP), Non-Motorised Transport (NMT), Footpath & Cycle Track Network Identification, Charging Infrastructure, Improving Green Spaces/Recreational Parks.

RITES has signed MoU with IIT Kanpur for the various projects/ studies like Dynamic Hyper-local Source Apportionment for Air Quality Management and Sustainability related projects.

RITES has signed MOU with IIT Madras for innovation in green energy solutions viz. Green Hydrogen, Green Ammonia and their derivatives.

RITES has setup 'Technical Support Unit' (TSU) for solid waste management and used water management works under the Swachh Bharat Mission Urban 2.0 (SBM-Urban 2.0) by the Ministry of Housing & Urban Affairs (MoHUA). RITES is providing technical support to MoHUA for preparation of guidelines for legacy waste management, design standardisation for Material Recovery Facility, Vendor Development, Efficiency & Optimisation for Garbage Collection & Transport System etc. The TSU is also working on Used Water Management, design standards & specifications for reuse of Used Water & Sludge and preparation of model tender document for procurement.

RITES has been appointed as the Project Management Consultant to provide support and services to Bengaluru Solid Waste Management Limited (BSWML) and is working on Institutional Development Plan, Planning and Management of Projects in Design Phase, Operations & Management strategy for the projects in Implementation stage, Procurement & Financing strategy for existing/proposed future projects, Standard Operations Plan & Result dashboarding.

RITES has been awarded the project for Environmental and Social Impact Assessment (ESIA) for the metro corridor from Millennium City Centre to Cyber City in Gurugram as per World Bank and CSR Guidelines. The study has delineated the environmental and social impacts associated with the project and has articulated the corresponding mitigation measures.

To pioneer the concept of circular economy and aspects of green mobility for townships, RITES is providing services to Oil India Limited for its township located in Duliajan, Assam which involves detailed project report for integrated Solid

Waste Management and IOT as part of consultancy services for infrastructure.

To assess the impact of change in green land use in master plan of a city, RITES has been awarded the Environmental Impact Assessment Study for green land use amended in Master Plan 2031 of Bareilly in Uttar Pradesh.

Through innovative technologies and forward-thinking solutions, the **Sustainability & Green Mobility** sub-unit strives to address the pressing challenges of environment, climate change and urban congestion.

In addition to Client Services, RITES promotes sustainable measures in its own activities. Some of the initiatives and activities highlighting RITES' focus on minimising Environmental impacts and promoting sustainable development includes:

AT RITES OFFICE

- The RITES office complex Srijan at Sector 44, Gurugram, has been rated as 'GRIHA Gold Standard Building' and RITES Kolkata Office has been awarded the four stars GRIHA Pre-Certification. RITES endeavours to ensure that GRIHA provisions are strictly followed.
- Installation of solar panels, LED lighting, sky light etc. at the RITES complex with the focus on efficient use of energy for sustainable development, and to optimise energy usage.
- The buildings at RITES office complex in Gurugram have implemented the rainwater harvesting system, sensor based efficient fixtures and sewage treatment plant.
- The emissions & waste generated by the Company are within permissible limits. All the buildings/offices comply with environmental regulations.
- RITES has been actively working towards a paperless office and have adopted e-office file management system, SAP/ERP system, e-procurement to reduce paper use and moderate carbon footprint.

AS A CONSULTING ORGANISATION

- RITES takes pride in facilitating and promoting non-polluting modes of transports such as metros and ropeways.
- As a consultant, RITES recommend to clients Energy Efficient smart fittings, treatment/reuse of waste water, Water Conservation, harnessing solar power, use of Recycled Materials, Fly ash & localised materials, and enhancement of green cover etc.
- RITES explores the project alternatives to reduce the environment and social impact and financial viability of projects.
- RITES focus is on having environment-friendly sound engineering practices with minimal ecological disturbance for wildlife sanctuaries, water bodies and protected/ reserve forests.



▶ A plantation drive to welcome new joinees is part of RITES practices.



▶ A nukkad natak being organised, as a part of Vigilance Awareness Week, at Shikhar, in Gurugram.

- RITES carries out census and socio-economic survey for the project affected families, accordingly Rehabilitation and Resettlement (R&R) plans and Resettlement Action Plans (RAP) have been prepared for infrastructure projects. Public consultations, plans for suitable compensation etc are done to minimise the negative impact of the development projects.

RISK MANAGEMENT

The Company's Risk Management Committee as on March 31, 2024 comprises of Dr. Dineshananda Goswami, Independent Director as Chairman with members Shri Arun Kumar Singh, Director (Projects), Shri Krishna Gopal Agarwal, Director (Finance) and Shri Likha Togu, Independent Director. Shri Mahesh Sreenivasan, ED (MS) was designated as the Chief Risk Officer.

The Company follows a consistent and comprehensive risk management strategy at all levels. Each Verticle/ Region has a risk management team to assess and mitigate risks at operational level. The risk reported and mitigation plans across whole organisation are reviewed by Enterprise Risk Management Committee consisting of senior executives of Company, which in turn presents consolidated report of risks assessed with suggestions for risk mitigation to Risk Management Committee of the board for review and approval. During the year, two meetings of Risk Management Committee were held.

Decisions taken on risk mitigation are implemented and reviewed regularly for effectiveness, for which a rigorous system of audits by internal as well as external auditors exists.

Company's Risk Management procedure covers all aspects which may affect its working like, changes in business

environment, Government policies, competency requirements, manpower planning, safety of manpower, buildings and other assets, currency risk management, data security, cyber security etc.

VIGILANCE

Vigilance Department headed by Chief Vigilance Officer ensures transparency, objectivity and quality of decision making in various operations of the Company. Vigilance functions with a primary focus on preventive approach towards strengthening transparency in the systems, work procedures and accountability. Besides examining the allegations in the complaints received, it also carries out preventive checks and inspections. The findings of these investigations/ inspections are communicated to the Management for suitable action including systemic improvements, wherever required. The corrective actions for deficiencies/lapses noticed during the inspections/preventive checks are also ensured. For raising awareness to inculcate ethical practices and zero tolerance against corruption Vigilance department organises various lectures, presentations, nukkad natak, etc. to sensitise employees and other stakeholders of the organisation.

During the year 2023-24 a total of 87 vigilance complaints were investigated, out of which 74 complaints have been finalised and the remaining are under various stages of investigation. Appropriate disciplinary measures were taken against employees who were involved in misconduct, and enhancements in the system were implemented to prevent future irregularities. Additionally, conducted 31 proactive preventive and surprise checks including CTE type inspections, surprise inspections, and scrutiny of files. These checks enabled identifying and rectifying uncovered discrepancies through systemic improvements. Furthermore, 8 preventive vigilance workshops were conducted for the

employees across all Project Units and locations during the year. Leveraging IT, an online staff vigilance clearance system has also been developed and implemented on SAP.

Vigilance Awareness Week:

The Vigilance Awareness Week 2023 (VAW 2023) was observed at RITES Limited, from 30.10.2023 to 05.11.2023. The theme for this year's VAW was "Say no to Corruption; Commit to the Nation". The VAW commenced with taking integrity pledge by the top management and staff administered by CMD, RITES on 30.10.2023 followed by a "Signature Campaign" on "Say No to Corruption" at Corporate Office, Gurugram, and all Regional, sub regional and inspection offices.

Alongside this week-long observance, a three-month campaign from 16.08.2023 to 15.11.2023 was conducted, covering displaying "PIDPI" Posters and banners in all offices, "Nukkad Natak" on PIDPI complaint and vigilance awareness, training/workshop programs on 'Ethics & Governance' "Cyber security & Hygiene", e-procurement, Contract Management systems and procedures. A public outreach program organised "Gram Sabha" at village Garhi Bazidpur, Shona, Vendors/ Contractors meets at Regional Office, Chennai and Kolkata, Poster making and Elocution Competitions at Govt. Girls Senior Secondary School, Badshahpur and Elocution competition at Government College, Bahadurgarh on "Say no to Corruption; Commit to the Nation".

The VAW 2023 program concluded by releasing of Vigilance e-bulletin "जागृति", an inhouse magazine containing various articles, poems, posters contributed by Staff including messages from the top management, Directors and CVO.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant or material order has been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

ANNUAL RETURN

Annual Return as per Section 92 (3) of the Companies Act, 2013 is available on the website of the Company i.e. <https://www.rites.com/AnnualReturn1>.

SECRETARIAL STANDARDS

Your Company has complied with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India (ICSI).

APPLICATION/ PROCEEDING PENDING UNDER INSOLVENCY & BANKRUPTCY CODE, 2016

There are no proceedings initiated / pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact business of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis covering division-wise performance, which forms part of the Directors' Report, has been placed at **Annexure- B**.

DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company is committed to provide safe and secure work environment to its employees which is free from any kind of fear, intimidation, exploitation or harassment. Committee for Prevention of Sexual Harassment of Women at Workplace as per the Govt. guidelines exists in all major locations of the Company for implementing and enforcing the policy. We have adopted robust framework to counter any potential harassment or discrimination against women. The Company has a dedicated helpline number and e-mail id on which employees can register their complaints for speedy action. The details of the committee are also displayed on the Company website for the information of general public. Various programs are conducted throughout the year on the topic for creating basic awareness among employees.

The summary of complaints received during the year is as under:

No. of complaints pending at beginning of the year	No. of complaints received	No. of complaints finalised	No. of complaints pending at the end of the year
Nil	3	3	Nil

WOMEN EMPOWERMENT

Women workforce is considered as a significant resource of the organisation. Their immense contribution in business is recognised and valued. Many projects are being led by females while many critical/key roles are being handled by our female workforce.

On the occasion of International Women's Day (2024), Various programs for building Leadership Skills among Women Employees were organised. Ms. Usha Rangani, Deputy Commissioner Police, IGI Airport, Delhi was invited for a talk on Women Empowerment & Gender Sensitisation which was attended by female staff across the Company in large numbers. A campaign was run to collect testimonials from female employees on their professional journey.

During the year, the Company has undertaken several programs on gender diversity & inclusion, prevention of sexual harassment at workplace, women empowerment etc. Regular Health camps/ Health Awareness sessions were conducted to cater to the specific needs of female employees.

PROPAGATION OF HINDI (RAJBHASHA)

As per the Official Language Policy of the Government of India, all necessary steps were taken in RITES Limited to ensure maximum use of Hindi in official work. Details of some of these important activities are given below.

The Chairman and Managing Director, RITES Limited participated in the meetings of Railway Board Official Language Implementation Committee held under the chairmanship of Chairman and Chief Executive Officer, Railway Board. Quarterly meetings of the RITES Official Language Implementation Committee were held under the chairmanship of the CMD. In the meetings, the progress of official language implementation in corporate offices, regional project offices and regional inspection offices was discussed and reviewed. This has resulted in increase of Hindi correspondence and notings in the office.

The second sub-committee of the Committee of Parliament on Official Language inspected the Regional Project Office, Bengaluru on 14.07.2023 and the East Region Inspection Office, Kolkata on 28.12.2023 regarding the use of official language. The efforts being made by RITES to increase the use & spread of Hindi were appreciated by the Dy Chairman/ Convenor and honourable members of the Committee.

Various departments of the corporate office were inspected by the Rajbhasha team. During the inspections, training in Hindi typing was also imparted to officers & staff. Apart from this, regional project and inspection offices were also inspected from time to time.

Hindi workshops were organised on 20.11.2023, 18.12.2023 and 20.03.2024 to increase the use of Hindi in the office and during the workshops, training in Hindi noting and drafting was also imparted. Additionally, online meeting cum Hindi workshops were organised for project and inspection offices on 30.05.2023 and 23.08.2023. During the workshops, along with other topics, items related to the questionnaire of the Committee of Parliament on Official Language were discussed in good detail.

The Company is a member of the Town Official Language Implementation Committee, Gurugram and we actively

participate in all the activities of this committee. An essay competition was organised by the Company under the aegis of NARAKAS, Gurugram on 19.10.2023. Officers and staff of member offices participated in this competition. Apart from this, officers and staff of our office participated in various competitions organised by other member offices of Town Official Language Implementation Committee, Gurugram. Their performance in these competitions was commendable and they were honoured with cash prizes and citations.

Hindi Fortnight/Hindi Week was organised in the month of September in RITES Corporate Office, Regional Project Offices and Inspection Offices. On this occasion, Hindi Diwas message of the CMD was released on 14.09.2023. Various competitions, seminars, workshops etc. were organised in corporate and regional offices. Officers and staff participated enthusiastically in these events. Besides, a special poetry recital programme was also organised. Officers and staff of corporate & regional offices enthralled the audience with their poems. On this occasion, the Chairman and Managing Director distributed prizes to the winners of competitions and annual incentive schemes.

Individual orders were issued on 11.01.2024 under the signature of the Chairman and Managing Director to all the officers and staff, who have attained proficiency in Hindi, to do their work in Hindi. This inspired officers and staff to use Hindi in their daily official work.

As a result of the above efforts being made at various levels, the use and spread of Hindi in RITES has got a lot of impetus and we are determined to achieve the set goals.

SCHEDULED CASTE, SCHEDULED TRIBES AND OTHER BACKWARD CLASSES

The Company has adopted the best practices for providing equal opportunities and harmonious environment for advancement of SC, ST, OBC, EWS and women employees.



▶ The Parliamentary Standing Committee on Rajbhasha reviews the initiatives undertaken by Southern Region Project Office of RITES.

It has provided reservation in recruitments and promotions to SC/ST communities and in recruitments to EWS/ SC/ ST/ OBC/ Divyang candidates. Members of these communities are provided due relaxation in eligibility conditions and application fee while applying for recruitment and qualifying standards in recruitment and promotion as per the Govt. of India guidelines. In selection committees for recruitment, due representation is given to SC, ST, OBC, minorities and women members. During the year, 303 employees belonging to EWS/ SC/ ST/ OBC/ Divyang categories (regular and contract) were inducted. The employees belonging to these communities are given due representation in the elected body of employees (CONCERT).

SYSTEM CERTIFICATION (ISO 9001:2015) & OTHER ACCREDITATIONS

RITES Limited is a certified Quality Management System (QMS) as per ISO 9000 series of Standards since 1999. The system has been documented as per ISO 9001:2015 requirements. QMS involves regular reviews of internal system through Internal audits, Management Review meetings, Customer Feedback, Risk Assessment etc. so as to ensure the compliance to stipulated rules / regulations on a regular basis and therefore, forms a part of the internal control systems. QMS ensures quality service output, quality in its operations / functions, continual improvement and risk management practices in line & comparable to international norms. RITES ISO 9001:2015 Certificate has been awarded by M/s. NVTQC under ANAB accreditation.

The activities under QMS during the year 2023-24 are enlisted below:

1. Introductory awareness training session on ISO 9001:2015 for new employees inducted.
2. Interaction programme on ISO 9001:2015 for RITES MRs / Internal Auditors from all domains.
3. QMS Lead Auditor and Internal Auditor programs were organised for 50 Nos. of employees in 5 batches.
4. Internal audits at Corporate, Regional Office & Project Units and its Sub Units levels.
5. Management Review Meetings at Corporate, Regional Office & Project Units and its Sub Units levels.

In addition, RITES QA Vertical is accredited to ISO 17020:2012 Standard by NABCB, (A body under Quality Council of India) to ensure compatibility of its inspection services to international norms. The QA Vertical has material testing laboratories in different Regional Inspection Offices which are also accredited as per ISO 17025: 2017.

The QA vertical of the Company is also accredited with ISO 17065:2012 to become the first Govt. Certification body for Rolling Stock and its products in India.

CORPORATE GOVERNANCE REPORT AND GREEN INITIATIVE

RITES Limited believes in the principle that good corporate governance establishes a positive organisational culture, and it is evident by its responsibility, accountability, consistency, fairness and transparency towards stakeholders. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and DPE guidelines on Corporate Governance, a separate report on Corporate Governance practices followed by the Company forms part of this Report placed at **Annexure- A**.

In support of the “Green Initiative” measure taken by the Ministry of Corporate Affairs, Government of India, which has enabled electronic delivery of documents, as well as in confirmation to the circular issued by the Securities and Exchange Board of India (SEBI) dated November 5, 2011, and as prescribed under the relevant provisions of the Companies Act, 2013 and the Rules made thereunder, RITES Limited has disseminated Annual Reports in electronic mode to the shareholders who have registered their e-mail addresses either with the Registrar and Share Transfer Agents or with the Depositories. The initiative is aimed at minimising the impact on the planet and supporting carbon neutrality.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

Fulfilment of environmental, social and governance responsibilities is part of RITES' business culture. Your Company is dedicated and committed towards it. In compliance, the BRSR disclosure is integrated into the Annual report and aimed at describing RITES' initiatives in discharging responsibilities from an environmental, social and governance perspective. The BRSR is enclosed as **Annexure-C** which forms part of this report.

Further SEBI vide its circular no. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, has mandated BRSR Core Assurance the top 150 listed companies w.e.f. 2023-24. Your Company has taken reasonable assurance on voluntarily basis from M/s. Akhil Rohatgi & Co.

KNOWLEDGE MANAGEMENT SYSTEM

RITES emphasises creating and updating knowledge base to maintain its leadership position in the marketplace. IT Sub-Unit of RITES is an enabler which provides technology support to other Sub-Units and helps them to gain a competitive edge in the market. In line with Industry, RITES is determined to accelerate its Digitalisation journey.

RITES has embarked on its journey on creating a “Vault” which will house all the artefacts created as part of consulting assignments. RITES has successfully implemented “Digital Vault” which comprise of all projects related documents viz, FSR, DPR, Contract Agreement, Bid, Tender, Drawings and Design etc., since its inception. It also comprises MOUs related to various Sub-Units signed with stakeholders. The system is completely secure, having validated access control and audit trails. “Digital Vault” has advanced features like OCR/ Keyword

based search. This acts as the central repository of all projects related documents which can be used for reference in future projects using credentials to authenticated users only.

Functioning of Vendor Tracking Portal and digitisation of Personal Files has been an ongoing process in RITES. It helps in fast retrieval of information. All these initiatives manifest RITES emphasis on Knowledge Management.

Implementation of SAP and a renewed approach for keeping SAP as single source of truth has helped RITES in standardising its process across all Verticles/ Regions. The process documents along with training are available online.

A CV Dashboard has been created which curates the employee CV's with advance search on various parameters. It helps RITES in identifying right person for a particular project.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Being a leading transport infrastructure consultancy and engineering Company, RITES is constantly looking to enhance its knowledge capabilities and professional pool by inducting bright, qualified employees into its team every year. In line with this mission, the Human Resource Department of RITES is committed to achieve excellence in talent acquisition, upskilling & training, employee engagement, talent retention, career progression and development of human capital.

The Company's progressive HR policies have a purpose-driven approach of being established as an "Equal Opportunity Employer". Such policies are one of the many reasons there is an ease in employee acquisition, retention and maintenance of a very low attrition rate. The attrition rate of regular employees during FY 23-24 was 1.99%.

As a part of succession planning and career progression, as well as to keep the employee motivated, a periodic review of cadres is done. The reviews are conducted in a supportive environment, with benchmarks outlined against the business goals of the Company and best practices in the industry. During FY 23-24, the selection process of 609 eligible candidates from across disciplines, levels & regions was conducted, and 336 employees (including both executive & non-executive staff) were promoted.

The Company believes in consistently improving its systems and processes to attract, motivate and nurture talent. It focuses on making the workforce agile and Future Ready to align with dynamic industry trends and the infrastructure needs of tomorrow.

IMPLEMENTATION OF RIGHT TO INFORMATION ACT, 2005

RITES has put in place a robust implementation structure with high level of commitment towards transparency amongst the First Appellate Authority (FAA), Central Public Information Officer (CPIO) & Assistant Central Public Information Officers (ACPIOs) which had profound influence on successful implementation and accomplishing goals & objectives of the Right to Information Act, 2005. By establishing citizens' right to have maximum access to records & documents in

all areas, barring a limited regime of exceptions, has thus improved transparency, accountability, good governance and service delivery.

To bring about transparency in RITES administrative culture, concerted efforts were made through in-house awareness and training programmes for officers & staff highlighting the significance and strategic approach with which RITES is pursuing the implementation of the Right to Information Act, 2005. This has helped in a catalytic improvement in implementing the Act, making the goals & objectives achievable with their concerted, creative and decisive actions.

RITES believes in the principle of "maximum disclosure", the right to access information extends to a broad range of records & documents unless specifically included in the narrowly defined list of exemptions. Therefore, in RITES, there is a fundamental paradigm shift, a presumption of disclosure and transparency supersedes the presumption of secrecy and the effective implementation of the Right to Information Act, 2005, has fostered a new culture of openness.

RITES has been putting sincere efforts in creating informed citizenry & promoting transparency through pro-active disclosures on its website under Section 4(1)(b) of the Right to Information Act, 2005. Categories of information frequently sought, have also been identified, catalogued, and organised in a retrievable user-friendly database.

The provision for submission of RTI applications/First Appeals with payment of application/additional fee online, accessible on RITES website, has enabled citizens to file their applications/First Appeals with ease and receive information faster, cutting on the cost of postal dispatch and nullifying the time of postal transit.

The gradual reduction in the number of new applications highlights the effective use of RITES' website and social media platforms for dissemination of information. Efficient & scientific record keeping, ensuring timely and accurate information to the applicants under the provisions of the Act, vocalises effective containment of First and Second Appeals in compliance with the letter and spirit of the Right to Information Act, 2005.

EXHIBITIONS

In line with our strategic goals, the Company remains committed to participate in key trade exhibitions to showcase our extensive capabilities and explore new business opportunities both domestically and internationally. These events are essential for building business connections, enhancing our visibility, and engaging with a diverse array of potential clients, delegations, and industry leaders.

We participated in the International Railway Equipment Exhibition (IREE) from 12.10.2023 to 14.10.2023 at Pragati Maidan, New Delhi. This event allowed us to present our latest innovations and network with prominent figures in the railway sector. Moreover, our participation in CPSEs' Roundtable & Exhibition 2023 from 25.09.2023 to 26.09.2023 at



- ▶ RITES CMD Mr. Rahul Mithal at a panel discussion on 'Rail Infrastructure' on the sidelines of the IREE-2023 where the company showcases its multisectoral expertise.

Pragati Maidan underscored our dedication to corporate social responsibility.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any Scheme.

Neither the Chairman and Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

ACKNOWLEDGEMENT

The Directors express gratitude to esteemed shareholders, the Chairman and Chief Executive Officer of the Railway Board, members and officers of the Railway Board for their valuable support, advice, and cooperation. The Directors are particularly grateful to the Government of India, Ministries/ Departments of Railways, Road Transport and Highways, Commerce, Finance, External Affairs, Urban Development, Health, DIPAM, DPE, NITI Aayog and other ministries/ departments, regulators, Indian embassies and missions abroad, foreign missions and embassies in India, Exim Bank, and other bankers of the Company.

The Comptroller & Auditor General and Statutory & Internal Auditors, Stock Exchanges and Registrar and Share Transfer Agent, for their valuable support and guidance to the Company. Your continued support and unstinted confidence inspire us in all our endeavours for excellence.

The Directors are proud of the tireless efforts by RITES team of officers and staff for delivering this performance and valuable contribution in bringing the Company to such a height. Powered by the talent of our people and vesting reaffirmed faith in the resilience of our business model, we look forward to overcoming any challenges that may lie ahead.

The Directors are indebted to our loyal set of clients who have been a constant source of inspiration for us to provide them value added services. Their continued support has sustained our excellent performance through the years.

For and on behalf of Board of Directors

Rahul Mithal

Chairman & Managing Director &
Chief Executive Officer

DIN: 07610499

Place: Gurugram

Date: 31.07.2024

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule No. 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

RITES Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2023-24.

2. DETAILS OF CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:

A. Transactions during the year with Subsidiaries, Joint Ventures and Associates:

Particulars	1	2	3	4	5	6
	RITES (Afrika) (Pty) Limited	REMC Limited	SAIL-RITES Bengal Wagon Industry Private Limited (SRBW IPL)	Indian Railway Stations Development Corporation Limited (IRSDCL)	Elicius Energy Private Limited (EEPL)	MMG- Metro Management Group Limited (MMG)
(a) Name(s) of the related party and nature of relationship	Wholly Owned Subsidiary. (RITES shareholding 100%)	Subsidiary (RITES shareholding 51% & Indian Railway shareholding 49%)	Joint Venture of RITES & SAIL (RITES shareholding 50%)	Joint Venture of RITES, RLDA & IRCON (RITES shareholding is 24%)	Associate (RITES shareholding is 13%)	Associate (RITES shareholding is 24.5%)
(b) Nature of contracts/ arrangements/ transactions	Supply of technical manpower for the purpose of construction supervision of road & airport projects in Botswana.	Services of experts on man month basis for carrying day to day activities of the subsidiary Company.	Inspection fee and Testing charges	Consultancy Service	-	-
(c) Duration of the contracts / arrangements/ transactions	Ongoing-standing arrangements.	Ongoing till subsidiary does not have its own employees.	Ongoing	-	-	-
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	RITES shall provide manpower at mutually agreed monthly rates. However, salary and related expenses incurred by RAPL on RITES personnel shall be adjusted from the amount payable to RITES.	Expert services are charged on man month rates as being charged to other clients.	Inspection fees and Testing charges	Consultancy Services	-	-

Particulars	1	2	3	4	5	6
	RITES (Afrika) (Pty) Limited	REMC Limited	SAIL-RITES Bengal Wagon Industry Private Limited (SRBW IPL)	Indian Railway Stations Development Corporation Limited (IRSDCL)	Elicius Energy Private Limited (EEPL)	MMG- Metro Management Group Limited (MMG)
Transactions during the year	<ul style="list-style-type: none"> • Consultancy Fee: ₹1.78 crore • Reimbursement : ₹0.45 crore • Dividend Income : ₹0.22 crore 	<ul style="list-style-type: none"> • Consultancy Fee: ₹13.11 crore. • Recoverable/ Reimbursement: ₹0.09 crore • Dividend received: ₹44.98 crore • Rent Paid : ₹0.16 crore • Capital Advance (Refund) : ₹0.30 crore 	<ul style="list-style-type: none"> • Inspection Fee: ₹0.02 crore • Dividend Income : ₹1.20 crore • Payable : ₹0.12 crore 	-	-	<ul style="list-style-type: none"> • Investments (Equity): ₹0.60 crore
(e) Date(s) of approval by the Board, if any: -	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
(f) Amount paid as advances, if any:	NIL	NIL	NIL	NIL	NIL	NIL

Rahul Mithal

Chairman & Managing Director &
Chief Executive Officer
(DIN: 07610499)

Place: Gurugram
Date: 31.07.2024

ANNUAL REPORT ON CSR ACTIVITIES FOR FY 2023-24

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

RITES CSR & SUSTAINABILITY POLICY

Introduction:

- i. RITES Limited, ('RITES' or 'Company') a Government of India Enterprise was established in 1974, under the aegis of Indian Railways. RITES governed by a Board of Directors which includes persons of eminence from various sectors of engineering and management RITES provides a comprehensive array of services under a single roof and believes in transfer of technology to client organisations. In overseas projects, RITES actively pursues and develops cooperative links with local consultants/ firms, as means of maximum utilisation of local resources and as an effective instrument of sharing its expertise.
- ii. Over the years, RITES has made significant contributions towards society by working in remote areas under arduous conditions and at lower fee for the development of remote areas, undertaking construction management projects, rural road, and rural electrification projects. Professional integrity and total transparency are the hallmarks of RITES practice of Corporate Governance. RITES promotes the cause of Sustainable Development and gives due attention to social and environmental aspects and their impacts in all its studies, investigations, designs & DPRs.
- iii. RITES Corporate Social Responsibility & Sustainability Policy ('Policy'), is based on the CSR policy framework laid down in Section 135 of the Companies Act, 2013 ('the Act') and in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended ('the Rules') notified by Ministry of Corporate Affairs, Government of India and the Guidelines on Corporate Social Responsibility and Sustainability for Central Public Sector Enterprises, 2014 issued by the Department of Public Enterprises, Government of India ('DPE Guidelines').

Definitions:

In this Policy, unless otherwise specified, all capitalised words shall have the meaning as provided in the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Policy Rules, 2014, as amended.

Scope:

- i. This Policy applies to selection, implementation, monitoring, documentation and reporting of CSR and sustainability activities undertaken by the Company .

- ii. This Policy does not cover activities undertaken by the Company in its normal course of business as well as activities exclusively for benefit of employees and/or their family.
- iii. This Policy shall apply evenly to all CSR projects or programmes undertaken by the Company.
- iv. Any point not covered by this Policy would be interpreted in accordance with the existing provisions of Section 135 of the Act, the Rules and the DPE Guidelines, with the former two taking precedence over the latter in cases of any conflict.
- v. Any new provision arising out of amendments to Companies Act, 2013, the Rules or the DPE Guidelines shall apply to this Policy, as if it is specifically incorporated in the Policy.

Vision:

Corporate Social Responsibility and Sustainability Policy is our commitment to support initiatives in creating a socially, economically, and environmentally sustainable society in a manner that is responsible, transparent, and ethical.

Mission:

To promote and enhance the social, economic, and environmental welfare of the society, by working towards providing the best possible solutions for sustainable developmental needs, by efficient use of resources, green energy initiatives and minimising cost and to encourage engagement with the stake holders including employees, shareholders, investors, customers, clients, business associates, civil society groups, Central/State/ local government, communities, environment and society at large in determining their needs and expectations.

Objectives:

- i. To support activities/projects listed in Schedule VII of the Act by giving priority to issue which are foremost concern in the national development agenda, like safe drinking water for all, provision of toilets especially for girls, health and sanitation, education, etc.
- ii. To promote sustainable development and inclusive growth, and to address the basic needs of the deprived, under privileged, neglected, and weaker sections of the society which comprise of SC, ST, OBCs, BPL families, old and aged, women/girl child, physically challenged, etc.
- iii. Promoting the cause of Sustainable Development and giving due attention to social and environmental aspects and their impacts in all its activities including the

- feasibility studies, investigations, detailed designs & DPRs for various developmental projects in transportation & infrastructure sector.
- iv. Encouraging use of renewable energy resources such as solar, wind, biomass & others and reduce its carbon, water, and waste footprints.
 - v. Engaging stakeholders in undertaking CSR & Sustainability projects in and around the areas of Company's offices/projects and other backward regions/areas with focus on creating the necessary infrastructure which will promote education, health, sanitation and provide connectivity/mobility, skills and preserve natural habitat, water resources, flora and fauna, greenery, environment, heritage, and culture.
 - vi. Spreading awareness amongst employees about the Company's CSR & Sustainability Policy, various programmes & initiatives, and the need for and importance of adopting ethical business practices and implementation of CSR & Sustainability agenda of the Company.
 - vii. To adhere to the global standards in CSR & Sustainability practices and keep in mind the UN Global Compact and the UN Millennium Development Goals.
 - viii. To promote responsible behavior by encouraging production of goods and services which are safe and healthy for the consumers and the environment, resource efficient, consumer friendly, and environmentally sustainable throughout their life cycles i.e., from the stage of raw material extraction to production, use / consumption, and final disposal.
 - ix. To ensure that employees at all levels understand and imbibe the philosophy and spirit of CSR and Sustainability and get embedded in the core values of the Company.
 - x. To devise a communication strategy for regular dialogue and consultation with key stakeholders to ascertain their views and suggestions regarding the CSR activities and sustainability initiatives undertaken by the Company and making regular reports of CSR & Sustainability performance of the Company.
 - xi. To implement the Policy by ensuring compliance to legal & regulatory requirements and the Act, the Rules, the DPE Guidelines, Government guidelines or circulars issued from time to time.

2. COMPOSITION OF CSR COMMITTEE

S. No.	Name of Director	Designation/ Nature of Directorship	No. of meetings of CSR Committee during FY 2023-24	
			Held during tenure	Attended
1	Shri Raj Kumar Mangla (upto 29.02.2024)	Govt. Nominee Director & Chairman	3	3
2	Shri Bibhu Prasad Nayak (upto 31.07.2023)	Director (Finance) & Member	2	2
3	Shri Laxman Tammanna Tapashi Member (upto 29.02.2024) Chairman- (w.e.f.01.03.2024)	Independent Director & Member / Chairman	3	3
4	Dr. Deepak Tripathi (w.e.f. 01.08.2023)	Director (Technical) & Member	1	1
5	Shri Krishna Gopal Agarwal (w.e.f. 01.08.2023)	Director (Finance) & Member	1	1

3. PROVIDE THE WEB-LINK(S) WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY

<https://rites.com/CSRRITES>

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

<https://rites.com/CSRRITES>

Impact Assessment & Feedback from Beneficiaries:

- i. In order to determine the degree of success and effectiveness of the Company's CSR & Sustainability initiatives, an impact assessment shall be carried out by the Company having average CSR obligation of ₹10 crore or more in pursuance of sub-section (5) of Section 135 of the Act, in the three immediately preceding financial years. The impact assessment shall be undertaken through an independent agency, of CSR projects having outlays of ₹1 crore or more, and which have been

- completed not less than one year before undertaking the impact study. A survey shall be conducted to assess the impact of CSR & Sustainability project in terms of social, economic, and environmental benefits accrued to the intended beneficiaries. The impact assessment report shall be placed before the Board of the Company and shall be annexed to the Annual Report on CSR.
- ii. All the CSR & Sustainability projects/activities are undertaken with anticipated impact on society and environment. Against these perceptions and expectations of impact that the completed activity/project should be measured to ascertain the degree of the success, or failure. Impact assessment is not only concerned with the mere outputs or outcomes involving accomplishment of set targets and goals at various stages of progress in implementation but the cumulative effect of these outcome(s) on the developmental process affecting society, economy, and environment.
 - iii. The survey is conducted through the means of a structured questionnaire designed keeping in mind the prior data of baseline survey or need assessment study. The stakeholders are interviewed during the site visits and their responses are recorded to gauge the impact of the CSR & Sustainability projects in their social, environment and economic well-being.
 - iv. The surveys shall be done by the RITES CSR & Sustainability Cell either by own staff or through the help of an external agency. The requirements highlighted during the need assessment study and the proposed benefits and impacts are verified against the ground level conditions and the beneficial impacts seen/felt by the stakeholders.
 - v. The local community, stakeholders are involved in feedback via surveys, interactions during site visits and their involvement in the day-to-day operations and assessment of further developmental needs. It is recognised that the impact assessment shall be qualitative in nature and exact quantification of the benefits accrued may be difficult to be ascertained. The sample size selected for impact assessment shall be representative of the population and would include the officials of local/district administration, NGOs, SHGs, gram panchayats, gram sabhas, local councillors and other members of local community both young and old, gents and ladies, boys and girls to the extent possible.
 - vi. The report of impact assessment shall include:
 - (a) Name, address and contact details of the person/ household surveyed;
 - (b) The parameters on which the impact assessment is based; (iii) The status in terms of then and now;
 - (c) Photographs of the group meeting/ community engagement along with the date and location;
 - (d) Photographic or narrative description of improvement;
 - (e) Details of survey team members and their role in the survey;
 - (f) Brief summary about the new initiatives which can be taken up further.
 - vii. The report shall be scrutinised, analyzed for deficiencies, if any, by the CSR Cell and salient features shall be brought to the notice of board level committee. The report shall form one of the basis for further improvement in the Company's CSR & Sustainability initiative. The impact assessment results shall be a part of the annual CSR Report and is available on the website of the Company i.e. <https://rites.com/CSRRITES>
 - viii. The expenditure incurred by the Company for undertaking impact assessment may be booked towards Corporate Social Responsibility for that financial year, which shall not exceed 2% of the total CSR expenditure for the financial year or ₹ 50 lakh, whichever is higher.
5.
 - a. Average net profit of the Company as per sub-section (5) of Section 135.
₹664.08 crore
 - b. Two percent of average net profit of the Company as per sub-section (5) of Section 135.
₹13.30 crore
 - 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.
Nil
 - e. Total CSR obligation for the financial year [(b)+(c)-(d)].
₹13.30 crore
 6.
 - a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).
₹12.58 crore
 - b. Amount spent in Administrative Overheads.
₹0.629 crore
 - c. Amount spent on Impact Assessment, if applicable.
₹0.103 crore,
 - d. Total amount spent for the Financial Year [(a)+(b)+(c)].
₹13.31 crore

7. (A) 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 sub-section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
13.31 crore	0.00	NA	NA	0.00	NA

S. No.	Particulars	Amount (in ₹)
1	2	3
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	₹13.30 crore
(ii)	Total amount spent for the Financial Year	₹13.31 crore
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹0.01 crore
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0.00
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.00

8. DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS

1	2	3	4	5	6	7	8
S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any Amount (in ₹) Date of Transfer	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any.
1	FY-1	0.00	184.37 Lakhs	60.96 Lakhs	0.00 NA	123.41 Lakh	
2	FY-2	427.40 Lakh	427.40 Lakhs	243.02 Lakh	0.00 NA	184.37 Lakh	
3	FY-3	-	-	-	- -	-	

9. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR

✓ Yes No

If yes, enter the number of Capital assets created/ acquired 25

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

S. 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 (₹ in lakhs)	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
1	Financial assistance for electrically operated Wheel Chairs in Badshahpur, Haryana.	110055	22.12.2022	1.76	CSR00000532	Artificial Limbs Manufacturing Corporation of India (ALIMCO)	Artificial Limbs Manufacturing Corporation of India C/o Social Justice Centre Mahila Imdad Committee, Paharganj Opposite New Delhi Rly. Reservation Office, New Delhi
2	Financial Support for setting up Neurosurgical Oncology Facility at Malabar Cancer Centre, Kannur District, Kerala.	670103	28.02.2023	3.64	CSR00010773	Malabar Cancer Centre Society, Kerala (Autonomous Body, Govt. of Kerala)	(Autonomous Body, Govt. of Kerala), Moozhikkara P.O, Thalassery, Kannur Dist., Kerala

S. 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 (₹ in lakhs)	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
3	Financial Assistance for medical equipment and development of facilities at Homi Bhabha Cancer Hospital & Mahamana Pandit Madan Mohan Malviya Cancer Centre, Varanasi, Uttar Pradesh.	221005	28.02.2023	19.00	CSR00001287	Tata Memorial Centre, Mumbai / Homi Bhabha Cancer Hospital / Mahamana Pandit Madan Mohan Malviya Cancer Centre	HBCH & MPMMCC, Varanasi, Sunderbagiya, B.H.U. Campus, Varanasi, Uttar Pradesh
4	Financial Assistance for Procurement of Mobile Medical Unit (MMCU) for Bhokardan Taluka of Jalna District, Maharashtra.	421301	28.02.2023 & 06.03.2024	10.65	CSR00003432	SAVALI, Maharashtra	A-3/201, Shree Complex – IV, Khadak Pada, Kalyan (W), Dist. Thane, Maharashtra
5	Financial support for running day care health centre at Anadi Vridh Seva Sadan (Old Age Home) at Faridabad, Haryana.	121001	20.07.2023	18.95	CSR00022889	Anadi Seva Prkalp	Anadi Seva Prkalp, 555, Sector- 21/C, Faridabad, Haryana- 121001
6	Financial assistance for running of a General Health Dispensary for weaker section of society in village Huzoornagar, Block Pirpaiti, District Bhagalpur, Bihar.	110059	26.06.2023	4.27	CSR00011956	Shri Gyan Gangotri Vikas Sansthan	Shri Gyan Gangotri Vikas Sanstha , B-70, Madhu Vihar, Uttam Nagar, New Delhi
7	Financial assistance for installation of X- Ray machine and other Equipment in Government Hospitals of Lok Sabha Constituency, Lakhimpur Kheri, Uttar Pradesh.	110077	26.06.2023	19.52	CSR00028233	Bharti Samajik Sewa Sansthan	F-11/1, FIF Dev Kunj, Raj Nagar-2, Palam New Delhi
8	Financial assistance for procurement of Bakery Oven, equipments & other nutrition materials for Ramakrishan Mission Aalo at Arunachal Pradesh.	791001	16.06.2023	14.88	CSR00006101	Rama Krishna Mission	RAMAKRISHNA Mission, PO- Viveknagar, West Siang, Aalo, Arunachal Pradesh
9	Financial assistance for distribution of electrically operated Wheel Chairs in Gurugram Haryana.	110055	15.09.2023	5.55	CSR00000532	Artificial Limbs Manufacturing Corporation of India	Artificial Limbs Manufacturing Corporation of India C/o Social Justice Centre Mahila Imdad Committee, Paharganj Opposite New Delhi Rly. Reservation Office, New Delhi
10	Financial Support for development facilities at Homi Bhabha Cancer institute and Pandit Mahamana Madan Mohan Malavia cancer hospital Varanasi, Uttar Pradesh.	221005	23.08.2023	28.28	CSR00001287	Tata Memorial Centre, Mumbai / Homi Bhabha Cancer Hospital / Mahamana Pandit Madan Mohan Malviya Cancer Centre	HBCH & MPMMCC, Varanasi, Sunderbagiya, B.H.U. Campus Varanasi, Uttar Pradesh

S. 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 (₹ in lakhs)	Details of entity/ Authority/ beneficiary of the registered owner		
					1	2	3
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
11	Improving Accessibility (Barrier free) for elderly and differently abled/ physically challenged persons at Gurgaon Railway Station. (Installation of 02 Escalators).	110001	23.10.2017	61.29	Govt. Agency	Indian Railways	DRM Office, Delhi Division, Northern Railways, State Entrt Road, New Delhi
12	Supply and Installation of RO Water Vending Machine in Parliamentary Constituency Ballia, Uttar Pradesh.	110086	29.08.2022	13.26	CSR00011233	Prayas Welfare and Education Trust	E-1-46, Chhoti Gali, Near Radhika Mandir, Budh Vihar, Phase-1, New Delhi
13	Financial support for Augmenting Public Health by providing Safe Drinking Water in Etimoga Village, Nagayalanka & Elichetladibba Village in Krishna District, Andhra Pradesh.	520008	28.08.2023	13.00	CSR00008366	Connect To Andhra(A wing under planning Department, Government of Andhra Pradesh)	(A wing under planning Department, Government of Andhra Pradesh), 2 nd Floor, Manvitha Mansion, Opposite Andhra Loyola College Auditorium, Venkateswar Nagar, Near Spencers Super Market, Vijayawada
14	Financial support for installation of On-site Sewage Treatment System, Water Recovery for Reuse & Renovation of Toilets in Government School of Gujarat.	380009	16.06.2022	6.30	CSR00000473	YUVA Unstoppable, Ahmedabad Gujrat	YUVA Unstoppable, 12-14, Gold Souk Complex, Behind Yes Bank, CG Road, Ahmedabad
15	Financial assistance for Renovation/ Construction & Maintenance of Sulabh Toilet Complex (Sulabh Suvidha Kendra) Bus stand near Niharika Bhawan, Katra in District Resai, Jammu & Kashmir.	110045	29.08.2022	8.00	CSR00000185	Sulabh International Social Service Organisation	Sulabh International Social Service Organisation, Sulabh Gram, Mahavir Enclave, Palam- Dabri Road, New Delhi
16	Financial support for the installation of One Computer lab in the School of Valmiki Nagar, Bihar.	110034	05.12.2022	1.95	CSR00013510	Sankalp Foundation, Delhi	Sankalp Foundation, AP-108C, Pritampura New Delhi
17	Financial assistance for setting up Two computer lab in Government school Firozabad, Uttar Pradesh.	110062	16.06.2023	18.34	CSR00017659	Gyan Drishti Trust	E-7A/398, Block – E, Gali no. - 07, Sangam Vihar, New Delhi
18	Financial assistance for providing Smart Class Room Facility for AKG Smaraka Higher Secondary School, Peralassery in Kannur District, Kerala.	670002	22.06.2023	20.00	CSR00015937	RITES Limited through Zila Panchayat, District, Kannur (Govt. of Kerala)	District Panchayat Kannur, Civil Station, P.O - 670002, Kannur, Kerala
19	Financial support for purchasing books for Pandit Deendyal Upadhaya public Library Basti Uttar Pradesh.	272302	11.09.2023	9.72	CSR00029601	Drishti Foundation Trust	Drishti Foundation Trust, Vill.- Puraina, P.O. - Katya, District - Basti, Uttar Pradesh- 272302

S. 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 (₹ in lakhs)	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
20	Financial support for renovation of Physics, Chemistry, Biology, Computer laboratories And Assembly hall of Nutan Marathi Senior Secondary School in Nutan Marathi senior secondary School, Delhi.	110055	28.08.2023	7.00	CSR00055788	Delhi Maharashtra Educational and Cultural Society	Nutan Marathi Sr. Secondary School, Delhi Maharashtra Educational and Cultural Society, Walchand Palace, Aram Bagh Paharganj, New Delhi
21	Financial support for distribution of Sweig Machines by Bhartiya Sarv Samaj for economically and backward persons in Delhi/NCR.	110029	22.06.2023	9.50	CSR00012986	Bhartiya Sarv Samaj Mahasangh	Bhartiya Sarva Samaj Mahasangh, 104, 1 st Floor, Krishna Nagar B4, Safdarjung Enclave, New Delhi
22	Financial support for Skill Development Training programme by providing equipment's like Box making machinery, paper plate making machine etc. in Centre of Excellence at Atal Incubation Centre (AIC) - Nalanda Institute of Technology Foundation, Bhubaneswar, Odisha.	754005	28.10.2022	30.00	CSR00014256	Atal Incubation Centre (AIC) - Nalanda Institute of Technology Foundation, Bhubaneswar, Odisha	AIC- Nalanda Institute of Technology Foundation, Buddhist Villa, Chandaka, Bhubaneswar
23	Financial assistance request for empowerment of Women through Skill Development training Programme in Lok Sabha Constituency Siwan, Bihar.	841240	19.09.2023	2.46	CSR00012114	Sh. Ram Subhag Kalyan Samiti	Ram Subhag Kalyan Samiti, At- Pipra, PO- Chandparsha, PS- Hasanpura, Distt. - Siwan, Bihar
24	Financial support for Tailoring Training Institute by providing Sewing Machine and other accessories running by S.S.G Women Group in Sai Baba Silai Sikhya Kendra, Athagarh Cuttack Odisha	524001	20.03.2024	15.00	CSR00023424	Vasanta Lakshmi Caritable Trust & research Center	Vasantha Lakshmi Charitable Trust & Research Centre, Registered office: 16-11-131, Kasturidevi Nagar, Pogathota, Nellore, Andhra Pradesh
25	Financial support for the Rejuvenation of a pond in Village Malab, Tehsil Nuh, District Nuh, Haryana.	122001	22.08.2023	45.43	CSR00033195	Gurujal/ Abhipsha Foundation	Abhipsa Foundation, 1600- Ground Floor, Sector- 15, Part - 2, Gurugram, Haryana- 122001

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries).

10. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SUB- SECTION (5) OF SECTION 135

Rahul Mithal

Chairman & Managing Director &
Chief Executive Officer
(DIN: 07610499)

Laxman Tammanna Tapashi

Chairman, CSR Committee
(DIN: 01838521)

Mahesh Sreenivasan

ED (Management Services)

Annexure – III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

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

To,
The Members,
RITES Limited,
Scope Minar, Laxmi Nagar,
Delhi-110092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RITES Limited (hereinafter called the 'Company'). 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 books, papers, minute books, forms and returns filed and other records or registers maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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 **March 31, 2024**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulations) Act, 1956 and the rules made thereunder;
- (iii) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the period under review);
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the period under review);
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the period under review);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the period under review);
 - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (i) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998/2018; (Not applicable to the Company during the period under review);
 - (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018: and
 - (k) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preferences Shares) Regulations, 2013 (Not applicable to the Company during the period under review).
- (vi) We have also examined compliance with the applicable clauses/regulations of the following:
 - a) Secretarial Standards issued by the Institute of Company Secretaries of India:

- b) DPE guidelines on Corporate Governance for Central Public Sector Enterprises issued by the 'Department of Public Enterprises', Ministry of Heavy Industries and Public Enterprises, Government of India;

We have not examined the applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

- (vii) Other labour, environment and specific applicable Acts / Laws to the Company for which Secretarial Audit was conducted as an overview audit and was generally based/ relied upon the documents provided to us & other audit report and certificates given by other professionals, the Company has complied with the following Acts / Laws applicable to the Company during the audit period:

- a) Right to Information Act, 2005
- b) Micro, Small & Medium Enterprises Development (MSMED) Act, 2006
- c) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- d) Shops & Establishment Act, Delhi and Haryana
- e) Applicable provisions of Foreign Exchange Management Act, 1999
- f) Labour Laws as applicable
- g) Environmental Laws as applicable

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

During the period under review, the number of Independent Directors on the Board was less than half of the total strength of Board as required under regulation 17(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the DPE guidelines on Corporate Governance for Central Public Sector Enterprises issued by the 'Department of Public Enterprises', Ministry of Heavy Industries and Public Enterprises, Government of India.

Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. However, as mentioned above, the

Company did not have requisite number of Independent Director on its Board during the period under review. The changes, if any, in the composition of the Board that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board and Committee Meetings as per the statutory provisions, and agenda and detailed notes on agenda which were sent at shorter notice were taken up after obtaining the requisite permission as required under the Secretarial Standard -1 of ICSI. Further 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.

All decisions at Board Meetings and Committee Meetings, as informed by the management, are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committees of the Board, as the case may be.

There was no prosecution initiated during the year under review under the Companies Act 2013, SEBI Act, Depositories Act and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers. However during the year under review the NSE and BSE have levied fine of ₹16,21,600 for non compliance of Regulation 17 of SEBI (LODR) Regulations, 2015 in respect of non-appointment of requisite numbers of Independent Directors.

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 **Akhil Rohatgi & Co.**

Company Secretaries
Reg. No. P1995DE072900

CS Deepak Kumar

Partner

M. No.-F 10189

C.P. No. 11372

UDIN No: F010189F000569957

Place: New Delhi

Date: 14.06.2024

To,
The Members,
RITES Limited,
Scope Minar, Laxmi Nagar
Delhi-110092

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we follow provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of the events etc.
5. The compliance of the provisions of Corporate and other applicable law, 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 **Akhil Rohatgi & Co.**

Company Secretaries
Reg. No. P1995DE072900

CS Deepak Kumar

Partner

M. No.-F 10189

C.P. No. 11372

UDIN No: F010189F000569957

Place: New Delhi

Date: 14.06.2024

Report on Corporate Governance

RITES Limited is a Navratna (Schedule A) Central Public Sector Enterprise under the Ministry of Railways, Government of India. RITES Limited has established a sound framework of Corporate Governance. Its commitment to following good corporate governance practice is based upon transparency, fairness, conscience, teamwork, professionalism and accountability, paving the way for following the best standards and building confidence among all the stakeholders which is necessary to achieve its overall objectives.

The Company is adhering to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other related rules and regulations as issued by SEBI and other Regulatory Bodies. It is also following Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE), Government of India. The particulars of Company's report on Corporate Governance are as under:

1. COMPANY'S PHILOSOPHY

The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and reporting to stock exchanges that conforms fully to laws, rules & regulations and guidelines and to promote ethical conduct throughout the organisation with the primary objective of enhancing the shareholders' value.

Corporate Governance is critical for enhancing and retaining investors' trust. Corporate Governance facilitates efficient and effective management and is all about maintaining a valuable relationship with stakeholders. Corporate Governance is a journey incorporating sustainable value creation and maximising stakeholders' value. Corporate Governance also provides competitive edge in the dynamic environment and establishes a climate of trust and creativity among its various constituents by making all necessary disclosures, complying with all the laws of land and creation of wealth legally and ethically.

RITES believes in promoting the principles of sound Corporate Governance and its essential character is shaped by high standard of transparency, trust and integrity, performance orientation, responsibility, accountability, professionalism, social responsiveness and ethical business practices. RITES lays special emphasis in conducting its affairs within the framework of policies, internal and external regulations in a transparent manner. Corporate Governance has indeed been an integral part of the way we have done business for

several years. This emanates from our strong belief that strong governance is integral to creating value on a sustainable basis.

2. BOARD OF DIRECTORS

The Board of Directors is the highest governance body of RITES. The Board of Directors consists of professionals from diverse fields having rich knowledge and experience in the industry and related sectors for providing strategic guidance and directions to the Company.

As on March 31, 2024 the Board of Directors of the Company comprises of Ten Directors viz four Functional Directors including Chairman & Managing Director, two Government Nominee Directors and four Independent Directors.

The number of Independent Directors required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are insufficient. The power to appoint the Directors on the Board under the Articles of Association vests with the President of India acting through the Ministry of Railways.

Composition of Board of Directors as undergone with changes during FY 2023-24 is as under:

WHOLE TIME DIRECTORS

S. No.	Name	Designation
1.	Shri Rahul Mithal (DIN: 07610499)	Chairman & Managing Director
2.	Shri Arun Kumar Singh (DIN: 09747776)	Director (Projects)
3.	Dr. Deepak Tripathi (DIN: 10090267)	Director (Technical)
4.	Shri Krishna Gopal Agarwal (DIN: 10239667) (w.e.f. 01.08.2023)	Director (Finance)
5.	Shri Bibhu Prasad Nayak (DIN: 08197975) (Upto 31.07.2023)	Director (Finance)

GOVERNMENT NOMINEES

S. No.	Name	Designation
1.	Shri Sandeep Jain (DIN: 09435375)	Director
2.	Shri Raj Kumar Mangla (DIN: 09533985) (Upto 29.02.2024)	Director
3.	Shri Shailendra Singh (DIN: 07083410) (w.e.f. 27.03.2024)	Director

INDEPENDENT DIRECTORS

S. No.	Name	Designation
1.	Dr. Godawari Mishra (DIN: 09394545)	Director
2.	Shri Laxman Tamanna Tapashi (DIN: 01838521)	Director
3.	Dr. Dineshananda Goswami (DIN: 09394294)	Director
4.	Shri Likha Togu (DIN: 09470640)	Director

The quantum and quality of information supplied by the Management to the Board goes well beyond the requirement stipulated in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The information being provided to the Board inter-alia includes the following:

- Yearly, half yearly and quarterly results for the Company.
- Minutes of meetings of Audit Committee and other Committees of the board.
- Minutes of Subsidiary Companies.
- Related Party transactions.
- Quarterly Information on currency risk management.
- Capital and Revenue budgets and any updates.
- Status of on-going Arbitration cases.
- Status of risk management and mitigation plans.
- Status of major statutory and commercial claims on the Company.
- Particulars of Related Party Transactions.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order involving substantial amounts and which may have passed strictures on the conduct of the Company, if any.
- Half yearly statements of write off of outstanding payments of ₹2 crore & above from clients.

- Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business.
- Major investments, formation of subsidiaries and Joint Ventures, Strategic Alliances, etc.
- Quarterly Report on Investment of Funds.
- Compliance of various laws by the Company.
- Action taken report on matters desired by the Board.
- Changes in significant accounting policies and practices and reasons for the same.
- Disclosure of interests made by directors to the Company.
- Major orders secured and bids lost on quarterly basis and quarterly Information on works awarded on single tender/ nomination basis.
- All other information required to be presented to the Board for information or approval.

No Director of the Company holds office at the same time as director in more than twenty (20) Companies with maximum ten (10) in Public Companies and no Director (including Independent Directorship) holds office in more than seven (7) Listed Companies as specified in Regulation 17A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 165 of the Companies Act, 2013. No Director of the Company is a member in more than ten (10) Committees or is a chairperson of more than five (5) Committees across all Companies in which he/ she is a director, as specified in Regulation 26 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the year, 6 meetings of Board of Directors were held as mentioned below:

Board Meeting No.	Date
284	18.05.2023
285	28.07.2023
286	15.09.2023
287	31.10.2023
288	01.02.2024
289	28.02.2024

2.1. Composition of the Board of Directors:

During the year under review, due to induction / cessation, the composition of the Board has undergone changes. The names and categories of Directors on the Board, number of Directorships and Committee Chairmanship/ Membership held by them in **other companies** as on March 31, 2024 are as under:

S. No.	Name and Designation	Category of Directors	No. of other Directorship**	No. of Committee Membership**	
				As Chairman	As Member
1.	Shri Rahul Mithal Chairman & Managing Director	Managing Director	1	Nil	Nil
2.	Shri Arun Kumar Singh Director (Projects)	Whole Time Director	Nil	Nil	Nil
3.	Dr. Deepak Tripathi Director (Technical)	Whole Time Director	Nil	Nil	Nil

S. No.	Name and Designation	Category of Directors	No. of other Directorship**	No. of Committee Membership**	
				As Chairman	As Member
4.	Shri Krishna Gopal Agarwal Director (Finance) (w.e.f. 01.08.2023)	Whole Time Director	3	1	Nil
5.	Shri Bibhu Prasad Nayak Director (Finance) (upto 31.07.2023)	Whole Time Director	Nil	Nil	Nil
6.	Shri Sandeep Jain Government Nominee Director	Government Nominee Director	3	Nil	Nil
7.	Shri Shailendra Singh Government Nominee Director (w.e.f. 27.03.2024)	Government Nominee Director	Nil	Nil	Nil
8.	Shri Raj Kumar Mangla Government Nominee Director (Upto 29.02.2024)	Government Nominee Director	Nil	Nil	Nil
9.	Dr. Godawari Mishra Independent Director	Independent Director	Nil	Nil	Nil
10.	Shri Laxman Tammanna Tapashi Independent Director	Independent Director	Nil	Nil	Nil
11.	Dr. Dineshananda Goswami Independent Director	Independent Director	Nil	Nil	Nil
12.	Shri Likha Togu Independent Director	Independent Director	Nil	Nil	Nil

** Other Notes

The above number of directorship and membership in Committees is as per the Companies Act, 2013 and of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

It does not include Directorship in Private Companies, Section 8 Companies and Foreign Companies.

It does not include Chairmanship/ Membership in Committees other than Audit Committee and Stakeholder Relationship Committee.

Name of the listed entities where the person is a director and the category of directorship:

Name of the Director	Name of the Listed entity	Category of Directorship
Shri Sandeep Jain	Container Corporation of India Limited	Director

2.2. Brief Resume of Directors who joined the Board as Whole - time / Part - time Directors during the FY 2023-24:

Shri Krishna Gopal Agarwal

Shri Krishna Gopal Agarwal has joined Board of RITES Limited on August 1, 2023. He has more than 30 years of experience in Financial Management, Financial Reporting, Strategic business decisions and Treasury Management.

Before appointment as Director (Finance), Shri Krishna Gopal Agarwal was working as General Manager (Finance) with RITES Limited since June 17, 2021. Prior to joining RITES Limited, he had a long stint of more than 26 years holding various key positions in Finance Department of Steel Authority of India Limited (SAIL) at its Bhilai Steel Plant. Before joining SAIL, he worked with Nerolac Paints during initial year of his career.

He is a Fellow member of The Institute of Cost Accountants of India & The Institute of Company Secretaries of India.

Shri Shailendra Singh

Shri Shailendra Singh, an IRSME Officer of 1989 batch, mechanical engineer and holding graduate degree in Mechanical Engineering from G.B. Pant University Pantnagar and M.Tech in Production Engineering from IIT Delhi.

He is currently serving as the Principal Executive Director of Environment and Project at the Railway Board. He embarked on his career journey in 1994 as an Assistant Mechanical Engineer in the Dhanbad Division of Eastern Railway.

He has an illustrious career spanning more than 30 years in Indian Railways and has held key leadership positions, showcasing expertise in areas such as Research and Design, Maintenance Engineering, Railway Operations, Policy Formulation, IT Management, Environmental Protection and Conservation, and Project Management. Notable achievements include coordinating successful technology transfers, introducing concepts like crashworthiness and Centre Buffer Coupler, enhancing the periodicity of ICF coaches' maintenance, and developing various innovative solutions for passenger safety and comfort.

2.3. Number of Board Meetings:

The Board met Six (6) times during the FY 2023-24 to review the working of the Company and discuss the future plans etc.

Sr. No.	Name and Designation	Board Meetings During the FY 2023-24		Attendance at the last AGM held on September 15, 2023
		Held During tenure	Attended	Present / Not Present / Not Applicable (NA)
1.	Shri Rahul Mithal Chairman & Managing Director	6	6	Present
2.	Shri Arun Kumar Singh Director (Projects)	6	6	Present
3.	Dr. Deepak Tripathi Director (Technical)	6	6	Present
4.	Shri Krishna Gopal Agarwal Director (Finance) (w.e.f. 01.08.2023)	4	4	Present
5.	Shri Bibhu Prasad Nayak Director (Finance) (upto 31.07.2023)	2	2	NA
6.	Shri Sandeep Jain Government Nominee Director	6	5	Present
7.	Shri Shailendra Singh Government Nominee Director (w.e.f. 27.03.2024)	NA	NA	NA
8.	Shri Raj Kumar Mangla Government Nominee Director (upto 29.02.2024)	6	5	Present
9.	Dr. Godawari Mishra Independent Director	6	6	Present
10.	Shri Laxman Tammanna Tapashi Independent Director	6	6	Present
11.	Dr. Dineshananda Goswami Independent Director	6	6	Present
12.	Shri Likha Togu Independent Director	6	6	Present

Note: Dates of the meeting and attendance of the Directors in the meeting are placed as **Appendix I** to this report.

2.4. Disclosure of relationships between directors inter-se:

None of the Directors of the Company are related inter-se. The Board of Directors of the Company are nominated by Hon'ble President of India through Ministry of Railways.

2.5. Number of shares and convertible instruments held by Non- Executive Directors:

Nil

2.6. List of Core Skills/ Expertise/ Competencies Identified by the Board of Directors as required in the Context of Business:

In accordance with the SEBI (Listing Obligations & Disclosure Requirements (Amendment)) Regulations, 2018 applicable w.e.f. April 1, 2019, the disclosure with regard to core skills/ expertise/ competencies identified by the Board of Directors in the context of business and sectors in which the Company operates are as under.

These are subject to modifications/ alterations / changes by the CPSE/ PESB and/ or concerned ministry and the qualifications of Independent Directors are also subject to identification by the DPE.

S. No.	Type of the Directorship	Required Qualification / Expertise / Skill
1.	Functional Director	
A.	Chairman & Managing Director	Persons with Degree in Engineering / MBA / CA / CS / CMA / Post Graduation in any discipline and having experience in management and experience in Engineering / Marketing / Production / Management/ Finance are eligible. He should possess adequate experience at a senior level of management in a large organisation of good repute, preferably in the infrastructure sector. Provided that minimum qualification is relaxable in the case of internal candidates with sound and adequate background and experience. The Chairman and Managing Director is the Chief Executive of the Company. He is responsible for the efficient functioning of the Corporation for achieving its corporate objectives and performance parameters. The Chairman and Managing Director of the Company, Shri Rahul Mithal has the requisite skills.

S. No.	Type of the Directorship	Required Qualification / Expertise / Skill
B.	Director (Projects)	<p>A Graduate in Engineering with good academic record from a recognised University/ Institution. Holding MBA/ Post Graduate Diploma in management will have an added advantage. Adequate technical/ operational/ project management experience at a senior level in a large organisation of repute, out of which at least five years in the last ten years should have been in project planning & management design & consultancy. Experience in consultancy/ technology/ projects in areas like Rail Transport/ Infrastructure will have an added advantage.</p> <p>Director (Projects) is a member of Board of Directors and reports to Chairman and Managing Director. He is required to discharge statutory and corporate responsibilities for the efficient and profitable operation of the Company. As the professional head, mainly of the civil engineering projects discipline, he is expected to direct and provide technical guidelines to the various consultancy service group.</p> <p>The Director (Projects) of the Company, Shri Arun Kumar Singh has the requisite skills.</p>
C.	Director (Technical)	<p>A Graduate in Engineering from a recognised University / Institution with good academic record. Holding MBA / Post Graduate Diploma in management will have an added advantage. Adequate technical / operational / project management experience at a senior level in a large organisation of repute, out of which at least five years in the last ten years should have been in consultancy, logistic / infrastructure sector. Should also have adequate experience in services associated with operation and maintenance of rolling stock of varied suspension system, axle loads and speeds on different rail gauges, industrial engineering practices and new technologies in rolling stock maintenance, which is desirable.</p> <p>Director (Technical) is a member of Board of Directors and reports to Chairman and Managing Director. He is required to exercise statutory and corporate responsibilities for the efficient and profitable operation of the Company and provide technical guidelines to the various consultancy service group.</p> <p>The Director (Technical) of the Company, Dr. Deepak Tripathi has the requisite skills.</p>
D.	Director (Finance)	<p>(i) The applicant should be a Chartered Accountant or Cost Accountant a full time MBA/ PGDM course with good academic record from a recognised University/ Institution.</p> <p>(ii) Officers of Organised Group 'A' Accounts Services (i.e. Indian Audit and Accountants Service, Indian Defence Accounts Service, Indian Railway Accounts Service, Indian Civil Accounts Service, Indian P&T Accounts & Finance Service and Indian Cost Accounts Service) working in the appropriate level are exempted from these educational qualifications.</p> <p>(iii) Further, applicants from the Central Govt./ Armed Forces of the Union/ All India Services, will also be exempted from the educational qualifications as per (i) above provided the applicants have 'the relevant experience'.</p> <p>In respect of applicants from Organised Group 'A' Accounts Services/ Central Government/ Armed Forces of the Union/ All India Services, Chartered Accountant/ Cost Accountant / MBA/ PGDM will be a desirable educational qualification.</p> <p>Director (Finance) is a member of Board of Directors and reports to Chairman and Managing Director. He is overall in-charge of finance, accounts and funds management of the organisation and is responsible for evolving and formulating policies relating to finance and accounts as well as implementation thereof.</p> <p>The Director (Finance) of the Company, Shri Krishna Gopal Agarwal has the requisite skills.</p>
2	Government Nominee (Part-time official) Directors (2 Directors)	As may be nominated by the Ministry of Railways, Government of India.
3	Independent Directors (Part-time non-official) Directors (6 Directors)	As may be nominated by the Ministry of Railways and DPE subject to fulfillment of conditions laid down in Companies Act, 2013 and of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The eligibility of a person to be appointed as a Functional Director of the Company is dependent on whether the person possesses the requisite skill sets as identified by the Public Enterprises Selection Board (PESB) and/ or concerned ministry, and the Department of Public Enterprises (DPE) in case of Independent Directors. Being an Engineering Consultancy Company, the Company's business runs across different industry verticals, geographical markets and is global in nature. The Directors so appointed by the Government of India through Ministry of Railways, are drawn from diverse backgrounds and possess special skills with regard to the industries/ fields from where they come.

2.7. Confirmation from Board of Directors:

Board of the Directors of the Company confirmed that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto and are independent of the management.

2.8. Detailed reasons for the resignation of Independent Directors:

During the year under review none of the Independent Directors resigned or vacated their office before expiry of the tenure.

2.9. Independent director databank registration:

In compliance with the notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the directors in this regard.

2.10. Code of Conduct:

RITES Code of Conduct for Board Members and Senior Management Personnel as laid down by the Board of Directors pursuant to applicable provisions and other statutory requirements is a comprehensive code that applies to all Directors and Senior Management Personnel. The Code of Conduct is available on the website of the Company i.e. <https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf>.

All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2024 and a declaration to this effect signed by the Chairman and Managing Director is placed as **Appendix II** to this report.

3. CODE OF INSIDER TRADING

Board has laid down "The Code of internal procedures and conduct for prohibition of insider trading in dealing with the securities" in pursuance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, with an aim that 'Designated Persons' shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not available in the public domain and thus constitutes insider information. Company Secretary has been designated as Compliance Officer for this Code.

The Company is adhering to all the requirements as per the SEBI (PIT) Regulations, 2015 and the amendments there to. All the reports and disclosures as required under the code, have been provided to the Audit Committee and Board from time to time. The Company is also monitoring the trades done by the Designated Persons and their immediate relatives on a regular basis to ensure no deviation from the code is observed.

4. COMMITTEES OF THE BOARD OF DIRECTORS

4.1. Audit Committee:

The Company has constituted the Audit Committee in line with the provisions of Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition of Audit Committee:

As on March 31, 2024, the Audit Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Dr. Dineshananda Goswami	Chairman	Independent Director
Dr. Godawari Mishra	Member	Independent Director
Shri Arun Kumar Singh	Member	Director (Projects)

During the year, there was no change in the composition of Committee.

The Company Secretary acts as Secretary to the Committee.

Terms of Reference:

The terms of reference of the Audit Committee have been approved by the Board of Directors of the Company and are in line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto and Section 177 of the Companies Act, 2013, except to the extent that the statutory auditors are appointed by C&AG as RITES Limited is a Government Company.

The Terms of Reference of the Audit Committee are as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation to the Board for fixation of remuneration to the auditors;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;

- Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Modified opinion(s) in the draft audit report;
 - Reviewing, with the management, the quarterly/ half yearly financial statements before submission to the Board for approval;
 - Reviewing with the management, the statement of uses/ application of funds raised through an issue (i.e. public issue, rights issue, preferential issue etc.) the statement of funds utilised for purposes other than those stated in the offer document/ prospectus, notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in these matters;
 - Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - Approval or any subsequently modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the Company wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing with the management, performance of Internal Auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow up there on;
 - Review the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - Review observations of statutory, internal and government auditors and provide recommendations based on the same;
 - To review the follow up action on the audit observations of the C&AG audit;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - To look into the reasons for substantial defaults in the payment of the depositors, debenture holders, shareholders (in case of non-payment of declared dividend and creditors);
 - To review the functioning of the whistle blower mechanism;
 - Approval of appointment of chief financial officer after assessing the qualifications, experience and background etc. of the candidate;
 - Review and monitor the auditor's independence and performance and effectiveness of audit process;
 - Examination of the financial statements and auditor's report thereon;
 - Reviewing the utilisation of loans and/ or advances from/ investment by the Holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 - Carrying out any other function or matter that may be referred to the Audit Committee by the Board from time to time.
- The audit Committee mandatorily reviews the following information:
- 1) Management discussion and analysis of financial condition and results of operations;
 - 2) Statement of significant related party transactions (as defined by the audit Committee), submitted by management;
 - 3) Management letters/ letters of internal control weaknesses issued by the statutory auditors;
 - 4) Internal audit reports relating to internal control weaknesses; and
 - 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit Committee.
 - 6) Statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. (b) annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Meetings of Audit Committee:

The Audit Committee met four (4) times during the FY 2023-24 on May 18, 2023, July 28, 2023, October 31, 2023 and February 1, 2024. The attendance of each member at Audit Committee meetings is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Dr. Dineshananda Goswami	Chairman	4	4
Dr. Godawari Mishra	Member	4	4
Shri Arun Kumar Singh	Member	4	4

Powers of Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- To mitigate conflicts of interest by strengthening auditor independence.

4.2. Nomination and Remuneration Committee:

RITES Limited, being a Government Company, its directors are appointed by the President of India through Ministry of Railways and they draw remuneration as determined by the Government and as per the terms and conditions of their appointment and as amended from time to time.

The Company has constituted Nomination and Remuneration Committee in line with the requirements of Section 178 of the Companies Act, 2013, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises (DPE).

Performance Evaluation of Directors:

The requirement of specifying the manner for effective evaluation of performance of Board, its Committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency under Section 178(2) of the Companies Act, 2013 has been done away with for Government Companies vide Ministry of Corporate Affairs' (MCA) Notification dated June 5, 2015.

Further, MCA vide its notification dated July 5, 2017 has made an amendment in the Schedule IV of the Act, whereby it has exempted Government Companies from complying with the requirement of performance evaluation by the Independent Director of Non-Independent Directors and Chairman and performance evaluation of the independent Directors by the Board, if the concerned departments or ministries have specified these requirements.

Composition of Nomination and Remuneration Committee:

As on March 31, 2024, the Nomination and Remuneration Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Dr. Godawari Mishra	Chairperson	Independent Director
Shri Laxman Tammanna Tapashi	Member	Independent Director
Shri Sandeep Jain	Member	Government Nominee Director

During the year, there was no change in the composition of Committee.

The Company Secretary acts as Secretary to the Committee.

Terms of reference:

The terms of reference of Nomination and Remuneration Committee are as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Section 178 of the Companies Act, 2013. The Terms of reference of the Nomination and Remuneration Committee are as under:

- To identify persons who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To recommend to the Board a policy, relating to the remuneration for the key managerial personnel and other employees;
- Decide on the annual bonus/ performance pay/variable pay pool and policy for its distribution across the executives;
- Formulation and modification of schemes for providing perks and allowances for executives;
- Any new scheme of compensation to executives and non-executives as the case may be;
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as and when the same come into force; or
 - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003; and
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Perform such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

Meetings of Nomination and Remuneration Committee:

The Nomination and Remuneration met six (6) times during the FY 2023-24 on May 18, 2023, July 28, 2023, September 15, 2023, October 31, 2023, February 1, 2024 and February 28, 2024. The attendance of each member of Nomination and Remuneration Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Dr. Godawari Mishra	Chairperson	6	6
Shri Laxman Tammanna Tapashi	Member	6	6
Shri Sandeep Jain	Member	6	6

Details of Remuneration of Functional Directors of the Company during the FY 2023-24 are as under:

Name & Designation	Salary (₹)	Benefits* (₹)	Performance linked Incentives (₹)	Total (₹)
Shri Rahul Mithal Chairman & Managing Director	61,61,138/-	23,26,381/-	13,13,762/-	98,01,281/-
Shri Arun Kumar Singh Director (Projects)	49,88,123/-	16,98,725/-	7,22,037/-	74,08,885/-
Dr. Deepak Tripathi Director (Technical)	49,49,226/-	15,60,882/-	10,228/-	65,20,336/-
Shri Krishna Gopal Agarwal Director (Finance) (w.e.f. 01.08.2023)	34,72,034/-	10,79,342/-	Nil	45,51,376/-
Shri Bibhu Prasad Nayak Director (Finance) (upto 31.07.2023)	20,23,879/-	50,41,784/-	Nil	70,65,663/-

* Benefits includes Post Employment Benefits, Perquisites, Medicals and Other Long Term Benefits

During the FY 2023-24 the Independent Directors were paid Sitting fee of ₹40,000/- each for attending Board meetings and ₹30,000/- each for attending Committee meetings. Sitting fees paid to each Independent Directors during the year 2023-24 is detailed below:

S. No.	Name	Amount (₹)
1.	Shri Laxman Tammanna Tapashi	6,20,000/-
2.	Dr. Godawari Mishra	6,00,000/-
3.	Dr. Dineshananda Goswami	4,40,000/-
4.	Shri Likha Togu	4,50,000/-

4.3. Risk Management Committee:

The Company has constituted Risk Management Committee in line with requirements of Regulation 21 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Composition of Risk Management Committee:

As on March 31, 2024, the Risk Management Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Dr. Dineshananda Goswami	Chairman	Independent Director
Shri Likha Togu	Member	Independent Director
Shri Arun Kumar Singh	Member	Director (Projects)
Shri Krishna Gopal Agarwal	Member	Director (Finance)

During the year, the composition of the Committee changed once i.e. on 01.08.2023, due to superannuation of Shri Bibhu Prasad Nayak, Director (Finance) on 31.07.2023 and appointment of Shri Krishna Gopal Agarwal, Director (Finance) as Member to the Committee w.e.f. 01.08.2023.

The Company Secretary acts as Secretary to the Committee.

Terms of Reference:

The terms of reference of the Risk Management Committee are as follows:

- To formulate a detailed risk management policy which shall include:
 - A Framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (If any) shall be subject to review by the Risk Management Committee.

Meetings of Risk Management Committee:

Risk Management Committee met two (2) times during the FY 2023-24, i.e., on May 4, 2023 and October 30, 2023. The attendance of each member of Risk Management Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Dr. Dineshananda Goswami	Chairman	2	2
Shri Likha Togu	Member	2	2
Shri Arun Kumar Singh	Member	2	2
Shri Krishna Gopal Agarwal	Member	1	1
Shri Bibhu Prasad Nayak	Member	1	1

4.4. Project Investment Committee:

The Board of Directors has constituted this Committee of directors to consider investment sanction for new projects and to revise cost estimate proposals of ongoing projects as may be required from the board.

Composition of Project Investment Committee:

As on March 31, 2024, the Project Investment Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Shri Arun Kumar Singh	Chairman	Director (Projects)
Dr. Deepak Tripathi	Member	Director (Technical)
Dr. Godawari Mishra	Member	Independent Director
Dr. Dineshananda Goswami	Member	Independent Director

During the year, the composition of the Committee changed once i.e. on 01.08.2023, when Dr. Deepak Tripathi, Director (Technical), was appointed as a member of the Committee.

The Company Secretary acts as Secretary to the Committee.

Meetings of Project Investment Committee:

The Project Investment Committee have not met during the FY 2023-24.

4.5. Corporate Social Responsibility (CSR) Committee:

The Company has constituted a CSR Committee in line with the requirement of the Section 135 of Companies Act, 2013 and applicable guidelines of Department of Public Enterprises.

Composition of Corporate Social Responsibility Committee:

As on March 31, 2024, the Corporate Social Responsibility Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Shri Laxman Tammanna Tapashi	Chairman	Independent Director
Dr. Deepak Tripathi	Member	Director (Technical)
Shri Krishna Gopal Agarwal	Member	Director (Finance)

During the year, the composition of Committee changed twice i.e. on 01.08.2023, due to superannuation of Shri Bibhu Prasad Nayak, Director (Finance) on 31.07.2023, and appointment of Shri Krishna Gopal Agarwal, Director (Finance) & Dr. Deepak Tripathi, Director (Technical) as Members to the Committee w.e.f. 01.08.2023, and on 01.03.2024 due to the superannuation of Shri Raj Kumar Mangla, Government Nominee Director on 29.02.2024, Shri Laxman Tammanna Tapashi, Independent Director being designated as Chairman w.e.f. 01.03.2024.

The Company Secretary acts as Secretary to the Committee.

Terms of Reference:

The terms of reference, powers and other matters in relation to the Corporate Social Responsibility Committee are as per Section 135 of the Companies Act, 2013 and the applicable rules there under.

Meetings of Corporate Social Responsibility Committee:

During the FY 2023-24, three (3) meetings of CSR Committee were held on May 17, 2023, July 27, 2023 and January 31, 2024. The attendance of each member of CSR Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Shri Laxman Tammanna Tapashi	Chairman	3	3
Dr. Deepak Tripathi	Member	1	1
Shri Krishna Gopal Agarwal	Member	1	1
Shri Raj Kumar Mangla	Chairman	3	3
Shri Bibhu Prasad Nayak	Member	2	2

4.6. Stakeholders' Relationship Committee:

The Company has constituted Stakeholders' Relationship Committee in line with the provisions of Section 178 (5) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope and function of the Stakeholders' Relationship Committee is in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scope of the Committee:

The Scope of the Committee is to specifically consider and resolve the grievances of the shareholders including the complaints related to transfer of shares, non-receipt of Annual Reports, dividends etc.

The role of the Committee inter-alia includes the following:

1. Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Composition of Stakeholders' Relationship Committee:

As on March 31, 2024, the Stakeholders' Relationship Committee comprised of the following:

Name	Position in the Committee	Designation
Shri Laxman Tammanna Tapashi	Chairman	Independent Director
Shri Likha Togu	Member	Independent Director
Shri Sandeep Jain	Member	Government Nominee Director
Shri Krishna Gopal Agarwal	Member	Director (Finance)

During the year, the composition of the Committee changed once i.e. on 01.08.2023, due to superannuation of Shri Bibhu Prasad Nayak, Director (Finance) on 31.07.2023 and appointment of Shri Krishna Gopal Agarwal, Director (Finance) as Member to the Committee w.e.f. 01.08.2023.

The Company Secretary acts as Secretary to the Committee.

Terms of reference:

Redressal of shareholders/investors' grievances related to:

- Allotment or transfer of shares, approval of transfer or transmission of shares, debentures or any other securities including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures and assisting with quarterly reporting of such complaints;
- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares,

non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Carrying out any other function as prescribed under applicable law.

Meetings of Stakeholders' Relationship Committee:

During the FY 2023-24, Four (4) meetings of Stakeholders' Relationship Committee were held on May 17, 2023, July 27, 2023, October 30, 2023 and January 31, 2024. The attendance of each member of Stakeholders' Relationship Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Shri Laxman Tammanna Tapashi	Chairman	4	4
Shri Likha Togu	Member	4	4
Shri Sandeep Jain	Member	4	1
Shri Bibhu Prasad Nayak	Member	2	2
Shri Krishna Gopal Agarwal	Member	2	2

Status of Investors' Complaints:

Quarter ended	Number of investors' Complaints at the beginning	Number of investors' Complaints received	Number of solved Complaints to the satisfaction of shareholders	Number of pending complaints
June 30, 2023	0	7	7	0
September 30, 2023	0	0	0	0
December 31, 2023	0	1	0	1
March 31, 2024	1	0	1	0

5. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the FY 2023-24, separate meeting of independent directors were held on May 17, 2023 and January 11, 2024 as per the provisions specified in Section 149(8) of Companies Act, 2013.

The attendance of Separate Committee is as under:

Name	Meetings held (during their tenure)	Meetings attended
Dr. Godawari Mishra	2	2
Shri Laxman Tammanna Tapashi	2	2
Dr. Dineshananda Goswami	2	2
Shri Likha Togu	2	2

* Dr. Godawari Mishra acted as the Chairperson of the Meeting held on May 17, 2023 and Dr. Dineshananda Goswami acted as the Chairman of the Meeting held on January 11, 2024.

6. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company familiarises the independent Directors with the activities and functioning of the Company and their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes and presentations. The details of such familiarisation programme are disclosed on the Company's website under the link: https://www.rites.com/Upload/MediaGallery/PDF/3/Familiarisation_Programme_2023-24_Website_pdf-2024-Apr-12-10-32-16.pdf.

7. COMPLIANCE OFFICER

Shri Ashok Mishra is the Company Secretary and Compliance Officer of the Company.

8. GENERAL BODY MEETING

The Annual General Meetings of the Company is held at Gurugram where the Corporate Office of the Company is situated. The details of the last three Annual General Meetings of the Company as well as EGMs held during last three years are as under:

AGM	Year	Date of Meeting	Time	Venue	Special Resolution
49 th AGM	2022-23	September 15, 2023	1100 Hours	Through Video Conferencing/ Other Audio-Visual Means	Nil
48 th AGM	2021-22	September 16, 2022	1100 Hours	Through Video Conferencing/ Other Audio-Visual Means	Nil
47 th AGM	2020-21	September 29, 2021	1100 Hours	Through Video Conferencing/ Other Audio-Visual Means	Nil

9. RESOLUTIONS PASSED THROUGH POSTAL BALLOT

During the FY 2023-24 the Company has not proposed any Item through postal ballot for shareholders' approval.

10. SUBSIDIARY COMPANIES

The Company has one Indian Subsidiary i.e. **REMC Limited (REMCL)** incorporated on August 16, 2013 in Joint Venture with Ministry of Railways for taking up various assignments/tasks to develop potential business avenues in the field of power sector including Green Energy, power trading etc.

Further, the Company has one wholly owned subsidiary Company abroad namely **RITES Afrika (Pty) Limited, Botswana**.

The Company has also adopted a policy for determining material subsidiaries: the policy is available on Company's website. Web link for the same is https://www.rites.com/Upload/MediaGallery/PDF/3/Disc-LODR-H_pdf-2022-Sep-09-10-42-28.pdf.

The Company does not have any material Subsidiary Company in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 or the subsidiary as defined under Guidelines on Corporate Governance for Central Public Sector Enterprises issued by Department of Public Enterprises, Govt. of India. Hence, the corporate governance requirement as per Regulation 24(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with respect to subsidiary companies is not applicable on the Company. However, the consolidated Financial Statements are presented before the audit Committee and the minutes of the meetings of subsidiaries are also placed before the Board as required under clause 2 and 3 of Regulation 24 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Company also has two Joint Ventures namely **SAIL RITES Bengal Wagon Industry Private Limited (SRBWIPL)** (50% stake in JV) and **Indian Railway Stations Development Corporation Limited (IRSDCL)** (24% stake in JV).

The Company also has two Associate Companies namely **MMG- Metro Management Group Limited (MMG)** (24.50% stake in Associate) and **Elicius Energy Private Limited (EEPL)** (13% stake in Associate).

11. GENERAL SHAREHOLDERS' INFORMATION

I. Annual General Meeting Date: September 12, 2024 (Thursday)

Time: 11:00 A.M.

Venue: Through Video Conferencing/ OVAM

Financial Year: The Company's Financial Year is from April 1 to March 31.

II. Book Closure:

The Register of Members and Share Transfer Books of the Company will remain closed from September 6, 2024 to September 12, 2024 (both days inclusive).

III. Payment of dividend:

Payment of final dividend for the FY 2023-24 is ₹5/- per share amounting to ₹120.15 crore and interim dividends paid during the said period is ₹13/- per share amounting to ₹312.39 crore.

IV. The record date for the payment of Final Dividend for the FY 2023-24 is September 20, 2024.

V. Dividend History:

Financial Year	Total paid-up Capital (₹ in crore)	Total Amount of Dividend paid in the Year (₹ in crore)
2022-23	240	433
2021-22	240	421
2020-21	240	366
2019-20	250	330
2018-19	200	215
2017-18	200	148
2016-17	200	146
2015-16	100	77
2014-15	100	62
2013-14	100	53

VI. Listing on Stock Exchange:

The equity shares of the Company are listed on the following Stock Exchanges:

1. National Stock Exchange of India Limited:

Exchange Plaza, C-1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
Scrip code: RITES

2. BSE Limited:

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
Scrip Code: 541556

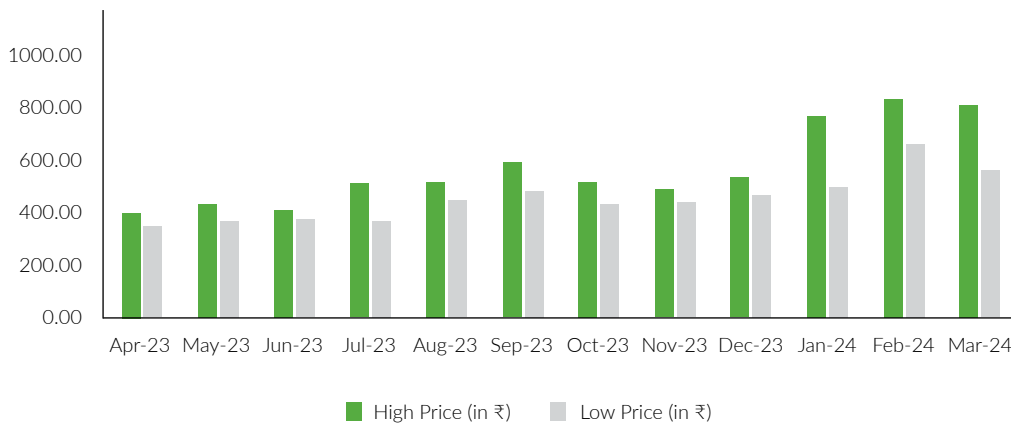
Company ISIN - INE320J01015

Annual Listing fee for the aforesaid Stock Exchanges has been paid for the FY 2024-25.

VII. Shares Market Price (NSE):

Financial Year	High (₹)	Low (₹)
April, 2023	398.60	342.30
May, 2023	433.00	366.55
June, 2023	408.00	370.50
July, 2023	509.85	364.80
August, 2023	511.90	443.00
September, 2023	584.00	479.05
October, 2023	514.60	432.30
November, 2023	487.50	435.50
December, 2023	525.70	465.05
January, 2024	764.00	493.40
February, 2024	825.95	654.00
March, 2024	805.00	560.20

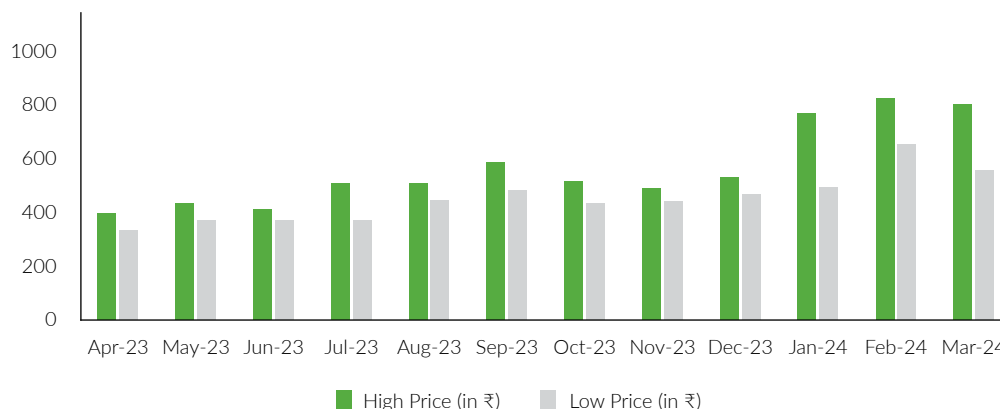
NSE (Highs and Lows)



Source: <https://www.nseindia.com/get-quotes/equity?symbol=RITES>

Shares Market Price (BSE):

Financial Year	High (₹)	Low (₹)
April, 2023	398.45	330.00
May, 2023	432.70	366.50
June, 2023	408.00	370.55
July, 2023	509.80	365.00
August, 2023	511.40	443.05
September, 2023	583.45	479.30
October, 2023	514.50	432.65
November, 2023	487.45	435.35
December, 2023	525.65	466.00
January, 2024	763.75	493.45
February, 2024	826.15	654.10
March, 2024	804.95	560.00

BSE (Highs and Lows)

Source: <https://www.bseindia.com/markets/equity/EQReports/ScripwiseHighLow.aspx>

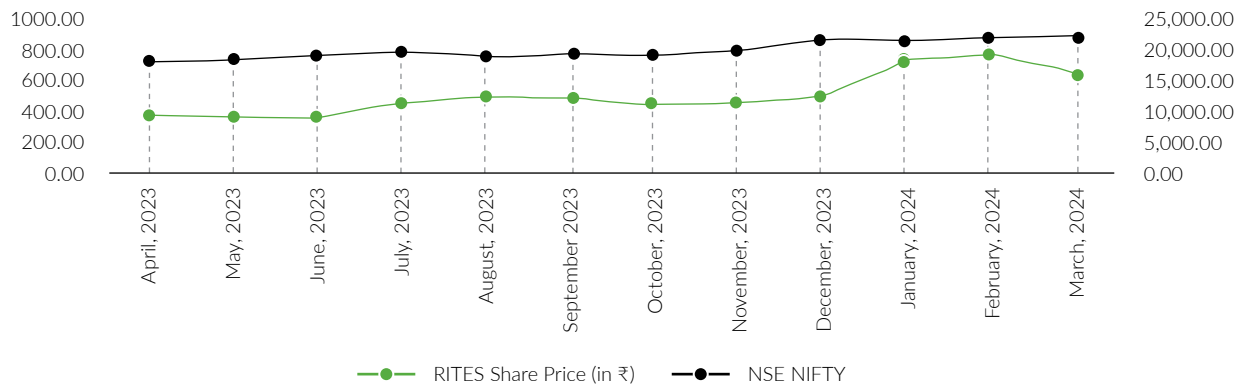
VIII. Performance of Company's share in comparison to indices NSE Nifty:

Month	RITES Share Price (in ₹)	NSE NIFTY
April, 2023	385.20	18,065.00
May, 2023	374.60	18,534.40
June, 2023	371.95	19,189.05
July, 2023	464.50	19,753.80
August, 2023	500.80	19,253.80
September, 2023	492.50	19,638.30
October, 2023	451.55	19,079.60
November, 2023	470.00	20,133.15
December, 2023	502.40	21,731.40
January, 2024	743.25	21,725.70
February, 2024	781.30	21,982.80
March, 2024	663.80	22,326.90

Source: https://www1.nseindia.com/products/content/equities/indices/historical_index_data.html

Note: Closing values are compared

RITES Share Price and NSE NIFTY



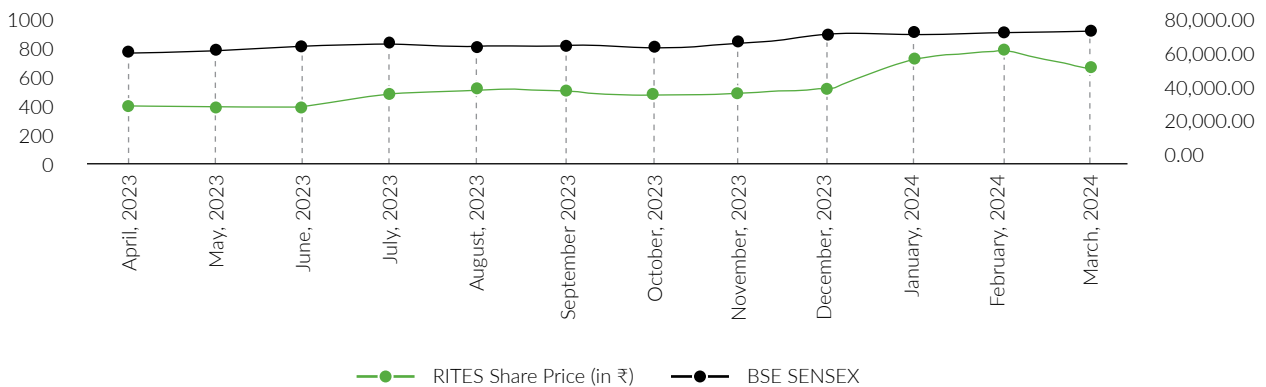
IX. Performance of Company’s share in comparison to indices BSE Sensex:

Month	RITES Share Price (in ₹)	BSE SENSEX
April, 2023	385.25	61,112.44
May, 2023	374.95	62,622.24
June, 2023	372.05	64,718.56
July, 2023	464.35	66,527.67
August, 2023	500.95	64,831.41
September, 2023	492.00	65,828.41
October, 2023	452.10	63,874.93
November, 2023	469.35	66,988.44
December, 2023	502.95	72,240.26
January, 2024	743.15	71,752.11
February, 2024	783.25	72,500.30
March, 2024	664.30	73,651.35

Source: <https://www.bseindia.com/Indices/IndexArchiveData.html>

Note: Closing values are compared

RITES Share Price and SENSEX



X. Unpaid Dividend:

Pursuant to the provisions of Section 124 read with Section 125 of the Companies Act, 2013, the Company is required to transfer the Dividend unpaid for a period of 7 (seven) years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

Time frame of transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF):

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
September 19, 2018	Final Dividend for the year 2017-18	November 25, 2025
December 17, 2018	First Interim Dividend for the year 2018-19	February 22, 2026
March 11, 2019	Second Interim Dividend for the year 2018-19	May 17, 2026
July 30, 2019	Final Dividend for the year 2018-19	October 5, 2026
December 27, 2019	First Interim Dividend for the year 2019-20	March 4, 2027
March 6, 2020	Second Interim Dividend for the year 2019-20	May 12, 2027
August 28, 2020	Final Dividend for the year 2019 -20	November 3, 2027
December 30, 2020	First Interim Dividend for the year 2020-21	March 6, 2028
March 12, 2021	Second Interim Dividend for the year 2020-21	May 18, 2028
September 29, 2021	Final Dividend for the year 2020-21	December 5, 2028
August 12, 2021	First Interim Dividend for the year 2021-22	October 18, 2028
November 11, 2021	Second Interim Dividend for the year 2021-22	January 17, 2029
March 14, 2022	Third Interim Dividend for the year 2021-22	May 20, 2029
September 16, 2022	Final Dividend for the Year 2021-22	November 22, 2029
July 28, 2022	First Interim Dividend for the Year 2022-23	October 3, 2029
November 10, 2022	Second Interim Dividend for the Year 2022-23	January 16, 2030
February 9, 2023	Third Interim Dividend for the Year 2022-23	April 17, 2030
September 15, 2023	Final Dividend for the Year 2022-23	November 21, 2030
July 28, 2023	First Interim Dividend for the Year 2023-24	October 3, 2030
October 31, 2023	Second Interim Dividend for the Year 2023-24	January 6, 2031
February 1, 2024	Third Interim Dividend for the Year 2023-24	April 9, 2031

XI. Registrar and Share Transfer Agents:

During the FY 2023-24 M/s. Link Intime India Private Limited was the Registrar and Share Transfer Agent of the Company. Upon completion of their term, the Board of Directors at its meeting held on 31.07.2024 has appointed M/s. Beetal Financial and Computer Services Private Limited as the Registrar and Share Transfer Agent of the Company. The contact details of RTA are as under:

Name: Beetal Financial & Computer Services Private Limited

Address: BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062
Ph: +91 11-29961281, +91 11-29961282
Fax: +91 11-29961284

Website: beetal@beetalfinancial.com

E-mail: rites@beetalfinancial.com and beetalrta@gmail.com

XII. Share Transfer System:

Entire share transfer activities are carried out by Link Intime India Private Limited. The Company obtains a yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same is filed with the

Stock Exchanges and uploaded on the website of the Company. In terms of amendments to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2020, transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed unless the securities are held in the dematerialised form with a depository.

XIII. Distribution of shareholding:

- According to size, % of holding as on March 31, 2024

Category	No. of Shareholders	No. of share-holders (%)	Total Shares	Total Shares (%)
1-500	233708	97.35	11971865	4.98
501-1000	3481	1.45	2690178	1.12
1001-2000	1511	0.63	2225637	0.93
2001-3000	449	0.19	1153176	0.48
3001-4000	214	0.09	762507	0.32
4001-5000	154	0.06	731104	0.30
5001-10000	258	0.11	1900940	0.79
10001 and above	291	0.12	218866480	91.08
Total	240066	100.00	240301887	100.00

• **Shareholding of various categories as on March 31, 2024**

Category	Total Shares	% to Equity
Hon'ble President of India	173504773	72.20
FII/FCB/FPI	10038024	4.18
Mutual Funds	8369720	3.48
Indian Public	22847012	9.51
Insurance Companies	18291228	7.61
Bodies Corporate	4849700	2.02
Banks & FIs	1771	0.00
NRIs and OCBs	1128180	0.47
Others	1271479	0.53
Total	240301887	100.00

• **Major Shareholders**

Details of shareholders holding more than 1% of paid-up capital, other than promoter group of the Company as on March 31, 2024

S. No.	Name of the Shareholder	Shares	%	Category
1.	Life Insurance Corporation of India	15068520	6.27	Insurance Companies
2.	Nippon Life India Trustee Limited- A/C Nippon India Small Cap Fund	4600000	1.91	Mutual Fund

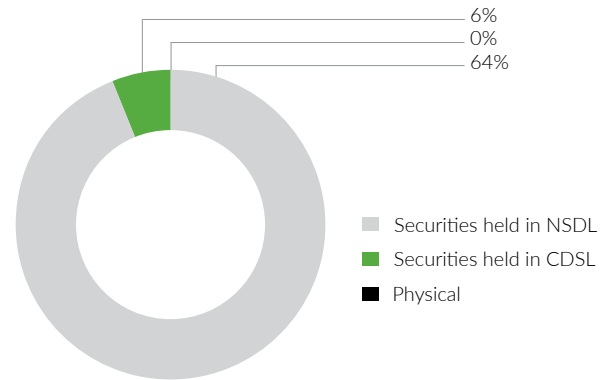
XIV. Dematerialisation of Shares and Liquidity:

The shares of the Company are in compulsory dematerialised mode and are available for trading on of both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share capital audit report regarding reconciliation of the total issued capital, listed capital, and capital held by depositories in dematerialised form with respect to equity share capital of the Company was taken from the Practicing Company Secretary for each quarter during the year and duly submitted to Stock exchanges within stipulated time.

Number of shares held in Dematerialisation and Physical mode (as on 31.03.2024):

S. No.	Physical/ Demat	Number of holders	Number of Shares	% of total issued capital
1.	Held in dematerialised form in NSDL	65511	226427497	94.23
2.	Held in dematerialised form in CDSL	174516	13873226	5.77
3.	Physical*	39	1164	0.00
Total		240066	240301887	100



*The Company has issued reminders to shareholders to Demat their physical shares certificates.

XV. Outstanding GDRs / ADRs / Warrants or any convertible instruments:

The Company does not have any outstanding global depository receipts or American depository receipts or warrants or any convertible instruments.

XVI. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The Company regularly monitors exchange fluctuations to mitigate this risk, policy covers various aspects of currency risk management, benchmarking, hedging and risk appetite, permissible instruments, hedging policy, structure of the risk management Committee and treasury group, reporting procedures etc.

XVII. Location of Plants:

The Company is into business of Consultancy, leasing & trading, hence it has no plants.

XVIII. Address for correspondence:

	Registered Office	Corporate Office
Address	RITES Limited, Scope Minar, Laxmi Nagar, Delhi - 110 092, India	Shikhar, Plot No. 1, Sector 29, Gurugram- 122001, India
Telephone	+91 11 22024610	+91 124 2571665
Fax	+91 11 22024660	+91 124 2571187
Contact Person	Shri Ashok Mishra, Company Secretary and Compliance Officer	
E-mail	cs@rites.com	
Website	www.rites.com	
Corporate Identification Number	L74899DL1974GOI007227	

12. DISCLOSURES

- During the year, there was no materially significant related party transaction that have a potential conflict with the interest of the Company. The policy relating to related party transaction is amended as per the latest amendments and approved by the Board of Directors and is being uploaded on website of Company.

The web link of which is as follows: https://www.rites.com/Upload/MediaGallery/PDF/3/RPT_Revised_Policy_pdf-2023-Aug-22-14-22-56.pdf.

- Details of related party transactions are included in the Notes to Accounts as Indian Accounting Standards –Ind AS 24 notified by Central Government (Note 43).
- The Company has followed the Ind AS in the preparation of financial Statements.
- No penalties imposed or strictures passed against the Company by any statutory authorities on any matters related to any guidelines issued by the Government during the last three years.
- During the year under review, the Company was in compliance with all the applicable requirements except to the extent that the composition of the Board was not optimum and was not as per Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- A Corporate policy on materiality for disclosure of events to the stock Exchanges is in place.
- The compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 have been made except for the Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as stated above. RITES Limited being a Public Sector Undertaking, the power to appoint Directors vests with Ministry of Railways, Government of India.

13. MEANS OF COMMUNICATION

All important information pertaining to the Company is mentioned in the Annual Report of the Company

Publication of Financial Results in newspaper:

S. No.	Publication of Financial Result for quarter/year ended	Date of publication	Newspaper	
			English	Hindi
1.	Quarter ended on 30.06.2023	July 29, 2023	Hindustan Times, Mint, The Economic Times and The Times of India	Navbharat Times
2.	Quarter ended on 30.09.2023	November 1, 2023	Hindustan Times, Mint, The Economic Times and The Times of India	Navbharat Times
3.	Quarter ended on 31.12.2023	February 2, 2024	Hindustan Times, Mint, The Economic Times and The Times of India	Navbharat Times
4.	Year ended on 31.03.2024	May 29, 2024	Hindustan Times, Mint, The Economic Times and The Times of India	Navbharat Times

14. TRAINING OF BOARD MEMBERS

New Directors appointed by the Hon'ble President of India are given formal induction and orientation with respect to Company's vision, strategic directions, core values including ethics, financial matters and business operations and risk profile of the business of the Company. The normal practice is to furnish a set of documents / booklets to a director on his/her joining the Board. This includes data about the

containing inter-alia Audited Accounts, Directors' Report, Report on Corporate Governance which is circulated to the members and others entitled thereto for each financial year. RITES Limited communicate with its shareholders through Annual Reports, General Meeting, newspapers and Disclosures through official website i.e. www.rites.com

RITES Limited also communicates with its institutional shareholders through analyst and institutional meets held during each end of quarter where Directors and senior officials of the Company interact with the investing community.

Information and latest updates and announcements made by the Company can be accessed at Company's website; following are some of the disclosures made by the Company on official website

- Quarterly/ half yearly / Annual Financial Results
- Quarterly compliances as per SEBI (LODR), 2015 including shareholding patterns, corporate governance report, Reconciliation of share capital audit report, Investor Grievance Report etc.
- Half Yearly compliances such as Compliance Certificate signed by RTA and Company Secretary of the Company, Compliance Certificate regarding transfer of Shares, Summary of Related Party transactions.
- Other disclosures made to stock exchange pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The annual accounts of the Company are made available on the website of the Company i.e. www.rites.com. Compliance report of Corporate Governance is also being sent to Ministry of Railways on quarterly basis/yearly basis for onward submission to DPE.

Company including its Brochure, Annual Report, MOU Targets & achievements, Memorandum and Articles of Association, Board Charter, CPSE guidelines on Corporate Governance etc.

15. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Company has put in place necessary vigil mechanism/ whistle blower policy which provides channel to the Directors and Employees to report genuine concerns about unethical

behaviour, actual or suspected fraud or violation of the Code of Conduct and also instances of leak of unpublished price sensitive information. No employees/ personnel have been denied access to the Audit Committee.

The said mechanism is in addition to vigilance setup established under the aegis of Central Vigilance Commission as required for all CPSEs.

16. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

RITES is committed to create and maintain a secure work environment where its employees can work in an atmosphere free of harassment, exploitation and intimidation. To empower women and protect them against sexual harassment, Committee for Prevention of sexual Harassment of women at workplace as the Govt. guidelines exists in all major locations of the Company. The Committee is committed to free & fair enquiry within the laid down timelines. The summary of complaints received during the year:

Complaints pending at the beginning of the year	No. of complaints filed during the year	No. of complaints disposed of	No. of complaints pending at the end of financial year
Nil	3	3	Nil

Women Empowerment

During the year, the Company organised various programmes on gender issues, prevention of sexual harassment at workplace, women empowerment etc. On March 8, 2024, International Women's Day variety of activities were conducted. Various programs for building Leadership Skills among Women Employees were organised. Ms. Usha Rangnani, Deputy Commissioner Police, IGI Airport, Delhi was invited for a talk on Women Empowerment & Gender Sensitisation which was attended by female staff across the Company in large numbers. A campaign was run to collect testimonials from female employees on their professional journey.

17. CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF THE COMPANY BY THE BOARD / MINISTRY OF CORPORATE AFFAIRS OR ANY SUCH STATUTORY AUTHORITY

The Company has obtained a certificate from Mr. Deepak Kumar (Membership No. FCS 10189, COP No. 11372), Partner of M/s. Akhil Rohatgi & Company, Company Secretaries regarding confirmation that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board (i.e. SEBI) / Ministry of Corporate Affairs or any such statutory authority. The requisite certificate from Mr. Deepak Kumar, the practicing Company Secretary,

confirming compliance of this condition has been obtained (placed as **Appendix III** to this report).

18. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF REGULATION 27(1) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Mandatory Requirements:

The Company is in compliance with all the mandatory provisions related to Corporate Governance, except for the number of Independent Directors required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are insufficient. The power to appoint the Directors on the Board under the Articles of Association vests with the President of India acting through the Ministry of Railways.

Non-Mandatory Requirements:

The Board: The Chairman of the Board is an Executive Director.

Shareholder Rights: The Quarterly/Half yearly/Yearly financial results during the year 2023-24 were published in various newspapers in both English and Hindi. Separate reports have however, not been sent to each shareholder. Significant events have been promptly disclosed on the Company website.

Audit Qualifications: There are no audit qualifications on the financial statement for the year 2023-24 as shown in Independent Auditor's Report.

Reporting of Internal Auditor: The Internal Auditor reports are submitted to the Audit Committee.

19. FEES PAID TO STATUTORY AUDITORS

Total fees for all services paid by RITES Limited and its subsidiaries, on a consolidated basis, to Statutory Auditors, Branch Auditors and other firms in the network entity of which they are part, as included in the consolidated financial statements of the Company for the year ended March 31, 2024, is ₹0.63 crore.

20. CEO/CFO CERTIFICATION

The certification by Chairman and Managing Director (Chief Executive Officer) and Director (Finance) (Chief Financial Officer) was placed before the Board of Directors at the meeting held on May 28, 2024 (placed as **Appendix IV** to this report).

21. COMPLIANCE

The Company complies with the requirements of the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSE), 2010 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Certificate obtained from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated in the Guidelines is placed as **Appendix V** to this report.

Appendix I

ATTENDANCE OF BOARD OF DIRECTORS MEETING DURING THE FY 2023-24

Name of Directors	284 Board Meeting	285 Board Meeting	286 Board Meeting	287 Board Meeting	288 Board Meeting	289 Board Meeting	Total Board Meeting 6 (Six)
	May 18, 2023	July 28, 2023	September 15, 2023	October 31, 2023	February 1, 2024	February 28, 2024	
Shri Rahul Mithal Chairman & Managing Director	✓	✓	✓	✓	✓	✓	Attended all
Shri Arun Kumar Singh Director (Projects)	✓	✓	✓	✓	✓	✓	Attended all
Dr. Deepak Tripathi Director (Technical)	✓	✓	✓	✓	✓	✓	Attended all
Shri Krishna Gopal Agarwal Director (Finance) (w.e.f. 01.08.2023)	NA	NA	✓	✓	✓	✓	Held-4 Attended-4
Shri Bibhu Prasad Nayak Director (Finance) (upto 31.07.2023)	✓	✓	NA	NA	NA	NA	Held-2 Attended-2
Shri Sandeep Jain Government Nominee Director	✓	✘	✓	✓	✓ VC	✓ VC	Held - 6 Attended - 5
Shri Shailendra Singh Government Nominee Director (w.e.f. 27.03.2024)	NA	NA	NA	NA	NA	NA	Held - 0 Attended - 0
Shri Raj Kumar Mangla Government Nominee Director (upto 29.02.2024)	✓	✓	✘	✓ VC	✓ VC	✓ VC	Held - 6 Attended - 5
Shri Laxman Tammanna Tapashi Independent Director	✓	✓ VC	✓	✓	✓	✓ VC	Held - 6 Attended - 6
Dr. Dineshananda Goswami Independent Director	✓	✓	✓	✓	✓	✓ VC	Held - 6 Attended - 6
Dr. Godawari Mishra Independent Director	✓	✓	✓	✓	✓	✓ VC	Held - 6 Attended - 6
Shri Likha Togu Independent Director	✓	✓	✓	✓	✓ VC	✓ VC	Held - 6 Attended - 6

NOTE:

✓ - Meeting attended

NA - Not applicable (not in position)

VC - Attended through video conferencing

✘ - Meeting not attended

Appendix II

DECLARATION BY CHAIRMAN & MANAGING DIRECTOR REGARDING COMPLIANCE WITH THE CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL DURING THE YEAR 2023-24

I, Rahul Mithal, Chairman & Managing Director, RITES Limited do hereby declare that all the members of the Board of Directors and the Senior Management Team of the Company have affirmed their compliance of the Code of Conduct during the year 2023-24.

Rahul Mithal

Place: Gurugram

Date: 28.05.2024

Chairman & Managing Director and Chief Executive Officer

(DIN: 07610499)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
RITES Limited,
Scope Minar, Laxmi Nagar, Delhi-110092

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RITES Limited** having **CIN L74899DL1974GOI007227** and having registered office at Scope Minar, Laxmi Nagar, Delhi-110092 (hereinafter referred to as ‘the Company’) and 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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on March 31, 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.

DIN	Name	Date of Appointment	DIN Status
07610499	Shri Rahul Mithal	07.10.2021	Approved
09747776	Shri Arun Kumar Singh	26.09.2022	Approved
10090267	Dr. Deepak Tripathi	27.03.2023	Approved
10239667	Shri Krishna Gopal Agarwal	01.08.2023	Approved
09435375	Shri Sandeep Jain	17.12.2021	Approved
07083410	Shri Shailendra Singh	27.03.2024	Approved
09394294	Dr. Dineshananda Goswami	11.11.2021	Approved
01838521	Shri Laxman Tammanna Tapashi	10.11.2021	Approved
09394545	Dr. Godawari Mishra	10.11.2021	Approved
09470640	Shri Likha Togu	21.01.2022	Approved

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 **Akhil Rohatgi & Co.**
Company Secretaries

CS Deepak Kumar

FCS: 10189, COP:11372

ICSI Unique Regn. Code No.: P1995DE072900

Peer Review No. 1152/2021

UDIN No: F010189F000537111

Place: New Delhi
Date: 06.06.2024

Appendix IV**CERTIFICATE BY CHAIRMAN AND MANAGING DIRECTOR (CHIEF EXECUTIVE OFFICER)
AND CHIEF FINANCIAL OFFICER (CFO)**

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

- (a) We have reviewed financial statements and the cash flow statements for the year ended on March 31, 2024 and to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with 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 we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting and we have disclosed to the auditors and the audit Committee that to the best of our knowledge and belief there are no material deficiencies in the design or operation of such internal control.
- (d) We have indicated to the Auditors and the Audit Committee:
- i. That there are no significant changes in internal control system during the year.
 - ii. That there are no significant changes in accounting policies. The change in accounting policies which have no significant financial implication, have been approved by the Board of Directors during the year and the same have been disclosed in the notes to the financial results.
 - iii. That there are no instances of significant fraud of which we have become aware.

For **RITES Limited**

Rahul Mithal

Chairman & Managing Director and Chief Executive Officer

DIN: 07610499

Krishna Gopal Agarwal

Director (Finance) and Chief Financial Officer

DIN: 10239667

Place: Gurugram

Date: 28.05. 2024

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
RITES Limited,
SCOPE Minar, Laxmi Nagar,
Delhi- 110092

We have examined the compliance of conditions of Corporate Governance by RITES Limited (RITES/Company) for the year ended March 31, 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010 issued by Department of Public Enterprise (DPE Guidelines).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination has been limited to review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause and guidelines. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and DPE Guidelines, except that during the period under review the number of Independent Directors on the Board was less than half of the total strength of Board as required under regulation 17(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and DPE Guidelines.

We further state that such compliance certificate 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 **Akhil Rohatgi & Co.**
Company Secretaries

CS Deepak Kumar

FCS: 10189, COP:11372

ICSI Unique Regn. Code No.: P1995DE072900

Peer Review No. 1152/2021

UDIN No: F010189F000537155

Place: New Delhi

Date: 06.06.2024

Annexure - B

Management Discussion and Analysis



● Consultancy of a rail siding at NTPC-Tarapalli

It's a momentous year of RITES with two incredible milestones: its 50th anniversary and being honoured with the Navratna status. For half a century, RITES created a niche in the area of in the infrastructure consultancy space, committed to its three-pronged approach of *Innovation, Execution, and Transformation*. On the business front, RITES strategically leveraged its core strength to achieve the highest-ever consolidated consultancy revenue this year, despite facing significant headwinds.

'Shaping the Next 50', the Company continues to

Imagine, Invent and Impact



8.2%
GDP Growth for FY24



₹ **11.11** lakh crore
Capex Outlay (3.4% of GDP)



₹ **143** Trillion
Infra Spending by FY30



► Project Management Consultancy for the Nepalgunj Integrated Check Post, Nepal

ECONOMIC OVERVIEW

The global economy, in 2023-24, indeed demonstrated notable resilience. Despite facing a multitude of challenges such as geopolitical uncertainties, inflationary pressures, tighter monetary policies and climate-related challenges, it shows green shoots backed by infrastructure build, investments led by new technologies (including AI and green tech), and demographics of emerging markets. Also, the global growth estimate of 3.2% in 2024, mirroring the growth rate of 2023, indicates a stable and consistent economic expansion.

Echoing the same, forecasts from the International Monetary Fund (IMF) anticipate the world economy to grow at a moderate pace of 2.8% per year during 2025-2030. This growth will be driven by developing economies, which are expected to grow faster than advanced economies. However, the IMF warns that there are several downside risks to this forecast, including the rising inflation.

Domestically, the Indian economy maintained a steady momentum within the uneven global macro-economic landscape, supported by public spending on infrastructure and digitalisation, as well as reforms directed towards ease of doing business and incentivising new investment. For FY2023-24, the Indian economy experienced a robust GDP growth rate of 8.2%, again becoming the fastest growing major economy in the world.

As per IMF projections, India is expected to maintain its status as one of the fastest-growing major economies, with an expected growth rate of 7.0% in FY25. The IMF forecasts that India's GDP will grow at an average rate of 7.5% per year during 2025-2030. It also anticipates that India will reach the \$5 trillion economy mark by FY27, driven by the government's commitment to infrastructure development and supportive policy reforms.

Initiatives such as PM Gati Shakti, the National Infrastructure Pipeline, PM Awas Yojana, and the Agricultural Accelerator Fund have played a crucial role in boosting capital expenditure on infrastructure projects. These efforts collectively contribute to creating a robust economic environment, encouraging investment, and driving long-term economic growth.

INDUSTRY OVERVIEW

The transport infrastructure landscape is poised for transformation, driven by technological advancements, sustainability imperatives, and evolving economic needs.

Nations around the world are investing in integrated, efficient, and sustainable transport systems to support economic growth, reduce environmental impact, and improve quality of life.

Technological advancement in inevitable is the transport infrastructure. Smart infrastructure including the Intelligent transportation systems, leveraging of data analytics, and artificial intelligence (AI), will optimise traffic flow, enhance safety, and improve user experiences. Increase in semi-high-speed train and infrastructure associated with this, will reduce travel time and increase connectivity between major urban centres. The transition to electric and hydrogen-powered transport will accelerate, with infrastructure supporting widespread charging and refuelling networks. This shift will be critical in reducing the carbon footprint of the transport sector. Sustainability and Resilience is expected to remain the central focus of transport infrastructure development. Green corridors and eco-friendly urban transport solutions are getting more and more importance. Urban Mobility & Public Transport will remain the utmost agenda for the governments across. Mass transit solutions, such as metro systems, light rail, and bus rapid transit, are continue to grow to reduce congestion and pollution in urban areas.












Governments across countries has realised the importance of Infrastructure development and its multiplier effect on the economy and are prioritising infrastructure capex. The Asia-Pacific region is planning to make significant investments in transport infrastructure to support rapid urbanisation and economic growth. African nations are also willing to invest in transport infrastructure to boost regional integration and economic development. The African Union's Agenda 2063 will guide infrastructure projects aimed at enhancing connectivity across the continent. Latin American countries are also focusing on modernising transport networks to support economic diversification and growth. Investments in public transit and logistics infrastructure is essential to address their urbanisation challenges.

In upcoming years, the transport infrastructure landscape will be characterised by innovation, sustainability, and inclusivity. As countries continue to invest in next-generation transport solutions, the focus will be on creating integrated, resilient, and environmentally friendly systems that enhance connectivity and quality of life. These advancements will play a crucial role in shaping the economic and social development of nations worldwide.





ABOUT US

- 50 years, 55 countries & beyond
- Navratna (Category-I) & Schedule 'A' CPSE under Ministry of Railways
- Services range from Concept to Commissioning
- 'RITES Videsh' : Thrust on exports of rolling stock & consultancy across sectors
- 'RITES Sustainability' : Focus on low-carbon, sustainable & smart mobility
- Trinity for growth : *ITReady, AIReady, and SkillReady*

SECTORS OF OPERATION

 Railways	 Metros	 Airports & Land Ports	 Ports & Harbours	 Highways	 Ropeways
 Tunnels	 Bridges	 Institutional Buildings & Logistic Parks	 Renewable Energy	 Urban Planning & Infrastructure	 Sustainability & Green Mobility



SEGMENTS

 Consultancy	 Export	 Leasing	 Turnkey/EPC
--	---	--	--

SUBSIDIARIES & JOINT VENTURES

 REMC Limited (Power Procurement & Renewable Energy Generation)	 RITES Afrika (Pty) Limited (Transport Infrastructure Consultancy)	 SRBWPL (Wagon Manufacturing)
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SERVICE SPECTRUM

 Techno-Economic Feasibility	 Design	 Detailed Project Report (DPR)	 Project Management Consultancy (PMC)	 Construction Supervision	 Transaction Advisory
 Third Party Inspection	 Wet Leasing of Locomotives	 O&M-Rail Infra & Equipment	 Exports of Rolling Stock	 Quality Assurance	 Sustainability Consultancy

II. STRENGTHS & WEAKNESSES

RITES' strengths are multifaceted, contributing to its enduring success and reputation in the engineering consultancy sector, particularly in transportation infrastructure.

Starting with Rail Infra, from 1st decade itself RITES started building its expertise in other areas of transport infrastructure and now it stands tall by offering a comprehensive range of consultancy services in transport infrastructure and allied sectors under one roof. A notable recent example of this diversification is the establishment of the **'Sustainability and Green Mobility Unit'**, where RITES has started building its capabilities to meet the growing demand for smart and sustainable solutions with ever increasing urban population and movement of people.

The Company's unique export product offerings strengthen its competitive edge. RITES has supplied rolling stock to 12 countries and, as an export arm of Ministry of Railways, has access to state-of-the-art products from Indian Railways for export. The product portfolio of RITES is extensive, including locomotives, coaches, wagons, and train sets (including semi-high-speed trainsets) in various gauges such as narrow, meter, standard, cape, and broad. Moreover, RITES offers a unique strength in providing comprehensive after-sale services, which include warranty, spare part support, incidental services, and training.

Over the past 5 decades, RITES has also developed a robust quality assurance vertical, ensuring rigorous testing at both process and final stages. This dedication to quality solidifies its position as a leader in the engineering consultancy industry.

A key factor in RITES' success is its reliance on highly skilled professionals, especially design exports and project managers at senior and mid-level positions. This skilled workforce has enabled the Company to build a strong reputation over its 50-year history for delivering exceptional engineering consultancy services across sectors.

RITES has delivered numerous projects, expanding its reach and expertise. This positions the Company to capitalise on additional business opportunities from current clients and attract a larger pool of potential clients.

However, a key challenge remains in recruiting and retaining suitably skilled personnel as the Company continues to grow. The intense competition for engineering, management, and other skilled professionals in India exacerbates this difficulty, making it increasingly challenging to attract and retain the necessary talent. To address these issues, RITES is implementing various measures, including employee training and development, upskilling, job rotation, and offering career growth opportunities, to enhance its ability to attract and retain the skilled workforce it requires.

III. OPPORTUNITIES & THREATS

In the past five decades, we have evolved from being the first PSU of Indian Railways to becoming a force to reckon with, in the country and globally, having been a partner in

the country's infrastructure growth. Today, RITES stands poised to capitalise on numerous opportunities amid the government's strong emphasis on innovative and sustainable large infrastructure projects.

With back-to-back high capital outlay for the infrastructure in the budget, private sector actively participating in the capital expenditure on transport infrastructure and government initiatives like cross country corridors, Gati Shakti – integrator of various infra, intercity connectivity, upgrading infrastructure, first and last mile connectivity initiatives, Maritime India Vision 2030 and other infrastructure programmes, the Company is well-positioned for growth. The Net-Zero goal further enhances opportunities in engineering and green consulting, aligning with RITES' strategic vision for contributing to India@100.

Southeast Asia, Africa, Middle-East and Latin America has again started prioritising expansion of infrastructure networks in transport, communication, and energy sectors, offering RITES opportunities for technical consultancy and export of customised rolling stock. Through its **'RITES Videsh'** initiative, the Company aims to tap into these emerging markets.

RITES is also cognizant of the potential threats in a dynamic economic environment. The shift to competitive bidding, increased private sector participation in traditionally public domains like railways, and evolving policy and regulatory landscapes present challenges that could impact revenue and profit margins. Despite these threats, we are committed to maintaining its competitive edge through strategic initiatives, reinforcing its brand strength, and upholding a steadfast commitment to quality, positioning itself to compete with the best in industry. RITES also faces risk of retaining experienced manpower, however RITES has successfully been able to negate this by offering employee-friendly policies and moving towards the new approach of wellness of employee rather than traditional approach of welfare.

IV. FINANCIAL PERFORMANCE

With the help of highest ever consultancy, turnkey and leasing revenue, the Company was able to significantly reduce the impact of fall in revenue from exports and quality assurance business and ended the year with total consolidated income of ₹2539 crore compared to ₹2730 crore in the previous year and profit after tax of ₹495 crore as against ₹571 crore in the year before.

It earned a consolidated operating turnover of ₹2453 crore as against ₹2628 crore in the previous year. The Company remained a debt-free entity with the net worth of ₹2721 crore. As a responsible entity, during the year, the Company has spent ₹13.31 crore towards corporate social responsibilities.

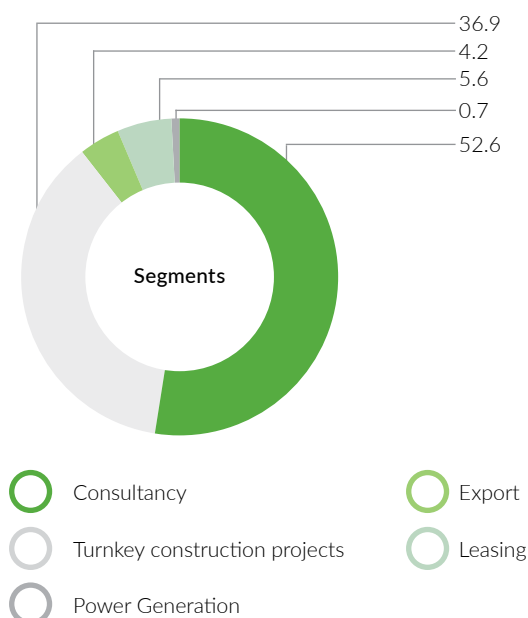
Company continued to secure orders and became the 'one order a day' Company in 2nd half of the FY24. The Company ended with an order book of ₹5690 crore with orders worth ₹2327 crore secured during the year.

Key Financial Ratios:

Particulars	2023-24	2022-23
(i) Return on Capital Employed (%)	25.13	29.07
(ii) Current Ratio (%)	4.28	4.10
(iii) Operating profit margin (%)	23.82	25.57
(iv) Net profit margin (%) (PAT / Total Revenue)	19.50	20.91
(v) Return on net worth (%) (PAT/Avg. net worth)	18.24	21.48

Segment-Wise Performance

During the year, consultancy, including quality assurance services, continued to provide highest percentage of revenue which is followed by turnkey, leasing and exports.



Particulars	2023-24		2022-23	
	Operating Income (₹ in crore)	%	Operating Income (₹ in crore)	%
Consultancy				
Domestic	1194	48.7	1113	42.4
Abroad	95	3.9	165	6.3
Turnkey construction projects	904	36.9	885	33.7
Export	103	4.2	308	11.7
Leasing	138	5.6	138	5.2
Power Generation	19	0.7	20	0.7
Total	2453	100	2628	100

Expenditure

Total expenditure has decreased to ₹1874 crore from ₹1957 crore last year. The decrease is mainly on account of decline in exports, which has led to fall in exports' cost from ₹217 crore last year to ₹76 crore this year. Expenses related to employees have remained almost constant. Expenditure on supplies and services increased to ₹1061 crore from ₹974 crore on account of higher execution of turnkey projects and increase in consultancy.

V. OPERATIONAL PERFORMANCE

The five-decade-long journey of RITES, preferred by clients across the globe and ranked among the Top-500 listed companies in the country based on market capitalisation, is a testimony to high quality of solutions and services delivered, driven by its talented pool of professionals.

Overseas

Concentrated efforts for securing rolling stock export orders, after almost 4 years, have started bearing fruits with RITES



Construction Supervision for Tshesebe-Masunga Road, Botswana

securing an order of US\$35 million (~₹290 crore) from Mozambique for the supply of 10 cape gauge locomotives. In addition to this, RITES also emerged L1 in another global tender of 200 broad gauge coaches from Bangladesh, which it subsequently, secured in FY25 at US\$110 million (~₹900 crore). The Company secured extension of highway work in Botswana through its wholly owned subsidiary, additional highways work in Guyana and with a JV partner, secured a project for transaction advisory for a multi-modal transport hub in Bangladesh.

During the year, RITES supplied 21 coaches to Mozambique, discharging its commitment of supplying 100 coaches, including 5 DEMU trainsets, to Mozambique. It also completed multiple consultancy assignments aboard, including construction supervision of metro express in Mauritius, port study projects in Indonesia and Myanmar, HOVL study for Budaiya highway in Bahrain.

During the year, RITES executed projects in 11 countries and some of these such as 4-lane national highway in Bangladesh, dual gauge railway line from Bogura to Shahid M. Mansur in Bangladesh, Tshesebe to Masunga Road in Botswana, Consultancy for Integrated Check Posts at Nepalgunj and Bhairawaha in Nepal, consultancy for runway rehabilitation at Gautam Buddha International Airport in Nepal, progressed well.

Domestic

With the aim to become “Go to Infrastructure Consultancy” Company for central & state government & its instrumentalities and the corporate houses, RITES has always remained at the forefront in development of transport infrastructure & related technologies and turnkey engineering solutions. RITES clientele includes not only Ministries/Departments of Central and state governments and PSUs but also the private corporate houses.

During the year, RITES has/is worked/working upon more than 700 projects in almost all sector of infrastructure space. RITES remained associated with multiple mega projects/programs such as metro networks, Dedicated Freight Corridor (DFC), semi high-speed corridors, industrial parks, long tunnels and bridges including structural health (condition) monitoring, last

& first mile connectivity of production plants, port and mines, greenfield and brownfield airports and ports, expressways, Jal Jeevan Mission, Purvat-mala, sustainability works for urban bodies etc.

During the year, fast paced and focused execution on domestic consultancy front, the domestic consultancy business has shown a double-digit growth, with leasing and turnkey business also clocking their highest ever revenue in a year. Revenue and profits got impacted due to significant drop in Quality Assurance (QA) business due to division of inspection work by the Indian Railways among 4 firms. This opening of business may have some impact in FY25, however client diversification in the QA business will help in resurgence of the same.

With continues focus on securing new business and maintaining the healthy order book, RITES has been able to achieve “One order a day” during the second half of the financial year.

The sector-wise details of domestic and international projects secured, undertaken and executed during the year are covered under RITES’ Sectors of Operation.



₹ 5690 crore
Order Book as
on 31.03.2024



₹ 2327 crore
Value of Projects
Secured (including
Extensions)

Became an 'One Order A Day'
Company by Q3FY24



General Engineering Consultancy for Ahmedabad Metro Phase-I

VI. OUTLOOK

In last few years, Company has been weathering with many challenges and shown strong resilience and flexibility to changing market scenarios like drying of exports orders, nomination business increasingly moving towards the competitive bidding and fierce competition from new domestic and established international players.

However, as large-scale development of transport networks continues in India and geographics, where RITES is actively looking for opportunities, RITES is poised to benefit significantly from the evolving economic dynamics and rapid urbanisation. The Company's extensive expertise in all areas of transport infrastructure and related technologies, aligns perfectly with these national priorities of faster, safer, timely, sustainable movement of goods and public.

The Company's ability to secure large-scale projects and its strategic expansion into international markets like Africa, Latin America, Middle East and Southeast Asia further enhance its growth prospects. Upcoming cross-country corridors, Africa's programme for infrastructure development, Latin America focus on closing infrastructure gaps and plans for enhancing connectivity between regional group like BIMSTEC and ASEAN in Aisa, opens vistas of opportunities for the Company and it is proactively working towards these opportunities.

The trinity of growth: ITReady; AIReady; SkillReady, is aiding the organisation to adapt to the changing business environment. The initiative has fostered data management, and deployment of curated project specific design tools & software, thus providing the organisation with a competitive advantage across its business operations. IT readiness & AI readiness will continue improving decision making, acquiring competitive advantage, increasing cost savings for clients and adapting to the changing business environment for better client satisfaction.

The Company's strategic focus on upcoming areas of infrastructure development, coupled with its financial stability and expanding market presence, positions it well for sustained

growth. The Company's proactive approach to leverage its strength to tap new opportunities and its robust order book provide a solid foundation for future success.

VII. SECTORS OF OPERATION

RITES engages in almost all sector of infrastructure space from railways, highways, metros, urban engineering, sustainability, green mobility, airports, ports, ropeways, institutional buildings, inland waterways, freight terminal, Jal Jeevan Mission, multi modal transport and renewable energy. Over and above these consultancy services, RITES has a strong Quality Assurance vertical providing process and product inspections with lab facilities in place, a fleet of 75 locomotives and is also exporting rolling stock for over 30 years.

RAILWAYS

RITES envisages its continued presence in projects planned in the railway sector in India & abroad such as Freight Corridors, high-speed & semi-high speed passenger corridors, capacity augmentation projects, sub-urban railways, modernisation works, last and first mile connectivity projects, freight terminals & logistics parks, station redevelopment, long bridges and tunnels, and energy & sustainability solutions etc.

The Offerings:

Infrastructure Studies: Feasibility Studies, Preliminary Engineering-cum-Traffic Studies, Final Location Surveys including Arial-LiDar and drone based, Detailed Project Reports and National Rail Plans.

Engineering Services: Detailed Engineering, Integrated Design Services, and Technical Support; rehabilitation & modernisation of railway systems; Conceptualisation and Design of rail-based transportation systems, including 'merry-go-round' systems; Project Management Services, including turnkey solutions.

Technical Services: Leasing of RITES' locomotives; operation and maintenance of locomotives and wagons; rehabilitation,



▶ The coach-over-coach facility in CRS bays at New Bongaigaon, Assam

upgradation and maintenance of freight stocks; rehabilitation and maintenance of tracks; operation and maintenance of machinery, plants and equipment; periodic overhaul/ major schedules of locomotives, wagons and diesel generator sets; management of railway system including operations, workshops, depots and ancillary facilities; study for upgrade, rehabilitation of rail systems etc. Workshop Unit provides total consultancy services from concept to commissioning for setting up of/modernisation of Railway workshops and other industrial units ranging from preparation of techno-economic feasibility reports, detailed project reports to turnkey execution, including civil, electrical and mechanical works.

Signalling & Telecommunications: Field survey and data collection, feasibility studies, Supervisory Control and Data Acquisition (SCADA), design of panel interlocking/ route relay interlocking/electronic interlocking, optical fibre communication networks, Mobile train radio communication (GSM-R).

Electrical Engineering: Construction supervision and commissioning services for Railways' overhead line and general electrification works including sub-stations, grid sub-stations, HVAC and fire alarm system. E&M work, escalators and elevators, DG sets, quality assurance and surveillance inspections and preparation of operation and maintenance manual. Other than railways, the Company also provide services for rural electrification, solar modules photo voltaic system and building electrification.

Information Technology: Consultancy services to Railways in the field of web-based technologies, system analysis and design, software development, implementation support, identification of hardware and system software requirements, software conversion/porting of Computerised Commercial Applications, particularly in the areas of Company Accounting, Payroll, Material Management. Supply of Information and Operation Management, IT solutions.

On the Job:

During the year, the Company has remained associated with more than 275 rail projects in various design and consultancy capacities, some select projects are given below. Works in progress are categorised as ongoing assignments.

Select Projects Secured:

- Final Location Survey for New Railway Line & Doubling of Tracks for Eastern Railways and for Elevated Semi-high Speed Railways from Delhi to Jaipur for Northern Railways
- Feasibility, Detailed Project Report and Project Management Consultancy (PMC) for railway siding at North Dhadu for NLC.
- PMC for railway siding Danea-Kedla
- Technical Consultancy for ROB/Subway/LCR (GSU-ROB-7) for Indian Railways
- PMC & Detail Engineering for Tata Steel sidings
- Redevelopment of Mini Train in Sanjay Gandhi National Park, Mumbai
- Detailed Study for Logistic Infra for SAIL
- PMC at Baihatola in Chhattisgarh for South Eastern Coalfield limited
- PMC for track renewal at NTPC plant, Rihand

Select Ongoing Projects:

- Execution of Railway Electrification works Mavli (Excl.) –Badi Sadri (Excl.) RE project of Mavli-Bari sadri Section 82 RKM of NWR.
- Conducting Final Location Survey for various projects by Western Railway
- Project Supervision Services for Earth work in bank/cutting including Blanketing, Construction of Major/



▶ New y-curve, a first-mile connectivity project of CIL between Brajrajnagar & Lajkura station of South Eastern Railway on the Howrah-Mumbai trunk route in Odisha



▶ PCEE inspection of the Kadur-Sakharayapatna rail stretch

Minor Bridges, ROBs & RUBs, Construction of Platform, Platform Shelters, station building, Circulating area, offices and other ancillary works in connection with Taranga Hill – Abu Road via Ambaji New BG line project. of NWR

- PMC for Railway siding at Mungoli for Western Coal Fields, for Patratu STPP Phase-I (3x800 MW)
- Detailed Engineering & Construction Management for the work of Rail Infrastructure for the proposed 5th and 6th Line between Borivali to Virar Station and for the proposed North Urimari Siding of CCL
- Railways Electrification works of Lumding-Badarpur (172 RKM) section of North Frontier Railways
- Detailed Engineering Survey/Route alignment survey and for preparation of FSR,DPR for construction of new line/ modification of existing rail lines for provisioning of Rapid Loading system at Tarmi Railway siding for upcoming Dhori Washery of CCL
- Development of Coaching Depot at Koteganguru in Mysuru Division
- Construction of Important Damodar river bridge in connection with construction of Rail infrastructure for CCL North Urimari area
- Detailed Engineering, PMC and construction of New Railway siding including associated Electrical , S&T system for Talcher Fertiliser Ltd, Talcher, Odisha
- PMC for development of Rail Infrastructure for proposed 2 nos. RLS adjacent to Sardega siding at Mahalaxmi area, MCL.
- PMC (Execution of work) under Stage-III activity towards Signaling arrangement for the sidings of Korba Coalfields
- Feasibility Study and DPR for proposed Fly ash Rail Connectivity to Yadadri Thermal Power station at Veerapalem village of Dhamarcharla Mandal, Miryalguda, Nalgonda District.
- New y-curve, a first-mile connectivity project of CIL between Brajrajnagar & Lajkura station of South Eastern Railway on Howrah-Mumbai trunk route in Odisha
- Commissioning of S&T system at Lajkura, Brajrajnagar station of SECR
- Construction of a railway siding with a proposed load-out system near Laxman Project at Gevra area of SECL
- PMC (Execution of Work) towards Detailed Engineering & Construction Management for Construction of Mechanised Siding at Dipka OC Expansion(25-40MTY), Dipka Area of SECL

Select Projects Executed:

- Railway Electrification work for 512 RKM on various sections of Indian Railways.
- Construction of Railway siding work at Krishnapatnam for BPCL

HIGHWAYS

Adept in providing highway consultancy services from the early planning stages of a project, design development and through final implementation, RITES partners in building a road network involving greenfield and brownfield projects of expressways, highways, long bridges/viaducts tunnels, ROBs, RUBs, flyovers, grade separator and skywalks.

The Offerings:

- ✓ Pre-feasibility and Techno-economic Feasibility Studies;
- ✓ Detailed Design, Project Preparation and Tender Documentation;
- ✓ Detailed Design of Structures;
- ✓ PMC, Supervision, Authority's Engineer, Independent Engineer;
- ✓ Road Safety Audit;
- ✓ Health Study/ Safety Audit for Bridges and Structures;
- ✓ External Technical Audit / Third Party Inspection / Quality Assurance;
- ✓ Advisory & Technical Assistance;
- ✓ Proof Checking and Review of Design

On the Job:

During the FY 2023-24, the Company has executed and secured the following projects (select ones) under the highway sector. Works in progress are categorised as ongoing assignments.

Select Projects Secured:

- Consultancy Services for Aggregation of DPRs and Bid Process Management for HAM-II Project of 12000 kms for Maharashtra State Infrastructure Development Corporation
- PMC for bridge projects under Roads and Bridges Development Corporation of Kerala
- Consultancy Services for preparation of Feasibility cum DPR for development of various Port Connectivity stretches under Port Connectivity Master Plan, 250 km
- Consultancy Services for proposed construction of ROB & RUB at Tilda Railway station East side at, LC no. 398 on Tilda-Jotta Road, Chhattisgarh
- Safety Consultant for Development of “Access Controlled Six Lane (Expandable to Eight Lane) Greenfield Ganga Expressway” (Group-III and Group-IV, 311 km)
- Safety Consultant for stretches under DPR / Development/ Construction / O&M in: (i) Tamil Nadu (RO Chennai - 4 Projects in O&M Stage, 303.780 km, RO Madurai - 3 Projects in DPR Stage, 116 km), (ii) Andhra Pradesh (Package-VI, VIII an X under Development and Construction Stage, 420.8 km), (iii) West Bengal (Varanasi -Kolkata Expressway - DPR Stage, 288km)
- Consultancy Services for Project Preparation of Major Bridge over River Bhagirathi including Viaducts, ROBs, Interchanges, other Major and Minor Bridges, Grade Separators etc. connecting Kalna of STKK Road and Gobindapur of NH 12 (Old NH 34) in West Bengal - Feasibility & Option Studies.
- Construction Supervision of Tshesebe–Masunga Road, Botswana
- Construction Supervision of East Bank-East Coast Road Linkage Project (Ogle to Eccles (Haags Bosch)) – Phase 1
- PMC Services and independent Quality Audit for transport projects under KIIFB
- PMC-cum-ETA of 6-Lane Access Controlled Bundelkhand Expressway Project and Gorakhpur Link Expressway Project in Uttar Pradesh on EPC Basis, 296 km
- DPR for 2 laning with hard shoulder from Meluri in Nagaland in Manipur, 658 km
- DPR for Greenfield Expressway from Raxaul to Haldia Port, 680 km
- DPR for 4-laning of Kharagpur–Moregram section of NH14 in West Bengal, 315 km
- DPR for construction of the proposed flyover at Cycle Factory Junction at Guwahati Garbhanga Road and at Fatasil Charali on R. K Choudhury Road in Guwahati, Assam
- DPR for Construction of 7 Elephant Corridors locations on the Rani–Kaninadhara Road in Guwahati, Assam
- Safety Consultant for Pathrapati-Katghora of Bilaspur-Katghora section of NH-111 (New NH-130) in Chhattisgarh, 39.7 km
- Safety Consultant in Indore Gujarat MP Border in Madhya Pradesh
- Safety Consultant for Package II of projects under O&M Stage in Karnataka
- Safety Consultant for Pal./Khemana Abu Rd to Swaroopganj and Pal-San-Sam of NH-27 in Gujarat
- Safety Consultant for Samakhiali to Gandhidham of NH-41, Samakhiali – Garamore – Bamanbore and Porbandar – Jetpur of NH-27 in Gujarat

Select Ongoing Projects:

- PMC for Improvement of Ashuganj Akhaura Land Port Road as 4-Lane NH Project in Bangladesh



▶ Project Management Consultancy for the Ashuganj Akhaura Land Port Road as a four-lane National Highway Project in Bangladesh

Select Projects Executed:

- DPR for flyovers near Downtown Hospital and Rajib Bhawan (ABC Point) on Guwahati-Shillong Road, Guwahati, Assam
- DPR for Road Section between km 0+000 to km 1+000 (Sinking Zone near Tarapur – Shibbari from km 0+450 to km 0+550) in Silchar, Assam
- Feasibility Study Report for Elevated Road on Road Section from Ram Nagar to Trunk Road (near RRNMU Building) of NH-37 in Silchar, Assam
- Feasibility Study Report for Elevated Road on Road Section from Capital Point (km 0+000) to Circular Point of Rangirkhari (km 2+300) of NH-306 in Silchar, Assam
- Safety Consultancy Services during Construction Period of 4- laning of Ausa – Chakur Section of NH-361 under NHDP Phase-IV in Maharashtra, 56 km
- Consultancy Service for conducting measurement checks on completed works of 4- Laning of Pararia to Mohania section of NH-319 (old NH-30) from km 54+530 to km 115+330 (Design Chainage) in the State of Bihar of Bihar under Bharatmala Pariyojna phase-1
- Consultancy Services for Proof Checking of 10 ROBs with Steel Composite Concrete Continuous Superstructure in DBT mode across Kerala
- Technical Review of Transport Infrastructure (Roads & Bridges) Projects including Design Stage Safety Audit.

METROS

Having provided consultancy for the Mass Rapid Transit Systems (MRTS) spanning over 2000 km in more than 30+ cities, RITES continues to leverage its expertise in all aspects of urban rail transit systems, road-based transit systems, metro rail systems, light rail transit systems, suburban rail system, Metro Lite and Metro-Neo systems.

The Offerings:

- Detailed Engineering Studies and Detailed Project Reports (DPRs)
- Detailed Design and General Consultancy for Public Transport Infrastructure Systems
- Project Management Consultancy, including construction supervision of MRTS projects
- Transit-Oriented Development studies

On the job:

During the year, the Company has undertaken the following projects (select ones):

Select Projects:

- General Engineering Consultancy for Ahmedabad Metro Rail Project (GMRC), Phase – 1 (Project start Date – November 3, 2015)
- General Engineering Consultancy for Ahmedabad Metro Rail Project (GMRC), Phase – 1 and Phase – 2
- Limited PMC for Bangalore Metro Rail Project Phase 2A & 2B
- General Consultancy Services for Haryana Orbital Rail Corridor (HORC)
- Detailed Design Consultancy Services for Rolling Stock Depots and Power Supply Receiving/ Distribution, 750 V DC Third Rail Traction Electrification and SCADA systems, in Bhopal and Indore
- Detailed Design Consultancy Services for Power Supply & Distribution System, 750 V DC Third Rail Traction Electrification and SCADA System of Surat MRTS PH-1
- Detailed Design Consultancy Services for Power Supply & Distribution System, 750 V DC Third Rail Traction Electrification and SCADA System of Ahmedabad metro Rail Project PH-2 for GMRC



▶ Limited Project Management Consultancy for Bengaluru Metro Rail Project Phase II-A & II-B

- Construction supervision/PMC during Construction stage of Metro Express Project of RITES' First International Metro Project (LRTS), Mauritius
- General Consultancy for Nagpur Metro Rail Project, Phase - 1 of First Multi-tier Road cum Metro viaduct

AIRPORTS & LAND PORTS

With experience of consulting for over 150 airports, RITES primes itself in the field of aviation infrastructure and its related subdisciplines such as airports, heliports, terminals, cargo terminals, hangars, workshops and maintenance facilities, pavements and control towers etc. Also, RITES pioneered the concept of International Cross-Border Management through Integrated Check Posts (ICPs) in India.

The Offerings:

- ✓ Master planning, site selection and Obstruction Limitation Surface surveys
- ✓ Air traffic surveys, demand assessment and forecasting
- ✓ Project Feasibility Studies, Detailed Project Reports,
- ✓ Design and construction management
- ✓ ATC systems design, communication and navigational aids, visual ground aid
- ✓ Non-destructive evaluation of airfield pavement using 'HWD'

On the Job:

Select Projects Secured:

- Consultancy Services for carrying out Technical Feasibility Study and preparation of Detailed Engineering for development of existing airstrips for NSOP operations in the State of Odisha.
- Appointment of Consultant for Preparation of DPR for Paving of unpaved Airstrip/Runways at Palamu Airport, Gumla Airport & Chaibasa Airport, including extension

of Runway at Dumka Airport, in the state of Jharkhand for operations of aircraft.

- Consultancy Work for preparation of DPR including detailed engineering design, drawings and estimate for Development of No Frill, Green Field, VFR Airport at Alinye, Anini Dibang Valley district, and at at Dirang West, Arunachal Pradesh.
- Appointment of independent engineer for monitoring the concession agreement in respect of operations, management and development of Mangaluru international airport limited.
- Appointment of Independent engineer for monitoring the concession agreement in respect of operations, management and development of Chaudhary Charan Singh international airport, Lucknow.

Select Ongoing Projects:

- PMC Services for Planning, Tendering, Coordination, Supervision, Billing Quality Control, Document etc. for Underground Specialised EMP Protected Hardened Structures at Ambala, Jodhpur, Shillong, Port Bilal 1 & 2
- Design & Supervision of Old Runway Rehabilitation (New Parallel Taxiway) at Gautam Buddha International Airport, Nepal
- PMC Services for Construction of Integrated Check Post (ICP) At Bhairahawa, Nepal
- Appointment of Independent Engineer for Operations, Management and Development of Thiruvananthapuram, Mangalore & Lucknow International Airport
- Consultancy Work for preparation of DPR including detailed engineering design, drawings and estimate for Development of No Frill, Green Field, VFR Airport at Alinye, Anini Dibang Valley district, and at at Dirang West, Arunachal Pradesh.



▶ Consultancy services for Gwalior Airport

- DPR for Development of Existing Airstrips in Odisha for NSOP/Scheduled Flight Operations- Upgradation of Airports at Barbil, gotma, Gudari, Sativata and Danbose for Code 2B/2C NSOP/ Scheduled operations.
- DPR for upgrading Airstrip at Amarda Road (District Mayurbhanj) and airport at Jeypore (District Koraput) to scheduled commercial code 3C Operations.
- PMC for Engineering, Procurement, Construction and Management Services for development of Airport & Jetty Infrastructure at Island, Mauritius.

Select Projects completed

- Technical Assistance during construction for Shivamogga Airport, Andhra Pradesh
- PMC services for terminal building at Gwalior Airport, Madhya Pradesh

BUILDINGS, STATION DEVELOPMENT & MMLPs

RITES has taken up assignments in areas for development of Multi Modal Logistic Parks (MMLPs) for various PSUs & private clients, buildings for many educational institutes, PSUs and Government & its instrumentalities and railways station redevelopment to assist the Government in developing world-class infrastructure under its Amrit Bharat Station Scheme.

The Offerings:

- ✓ Conceptualisation, reconnaissance, feasibility studies, detailed project report
- ✓ Detailed Engineering, Project Planning, Scheduling and Controlling
- ✓ Contract Management, Construction Project Management
- ✓ Turnkey Construction
- ✓ Authority Engineer

- ✓ Quality Assurance, Inspection, Third Party Inspection and Technical audit
- ✓ Architecture – Programme and space planning, predesign, preparation of master plan/layout-plan and architectural designs
- ✓ HVAC, firefighting-cum-detection services, Acoustical Services and Landscaping

On the Job:

Select Projects Secured:

- Comprehensive Architectural Consultancy Services for construction of the proposed new Transit Accommodation for Offshore Personnel at Santacruz (East), Mumbai.
- PMC Services for construction of various infrastructure works at IIT Bhubaneswar.

Select Ongoing Projects:

- PMC for Planning, Design and Construction of various buildings and its services under EPC mode of Contract at Indian Institute of Technology, Delhi
- PMC Services For The Construction Of Various Infrastructure Works at IIT Bhubaneswar.
- Comprehensive Architectural Consultancy Services for demolition of the existing G+3 building & Construction of the proposed new Transit Accommodation for Offshore Personnel at Santacruz (East), Mumbai.
- PMC services for the Phase-I, Phase-II & Phase-III construction of the permanent campus of Indian institute of Management, Shillong
- PMC services for the development of Permanent Campus of NIT Meghalaya.



▶ Consultancy for the construction of IIM-Shillong campus

- Kollam Railway station Re-development works.
- PMC for Somnath Railway Station

Select Projects Executed:

- Redevelopment of Ayodhya Dham Railway Station Buildings and Platform

ROPEWAYS

RITES is a leading ropeway engineering consultancy firm in India, having extensive experience in the field of ropeways, including the design, construction, operation, and maintenance of passenger & material ropeway systems.

The Offerings

With a team of highly skilled engineers and technical experts, RITES offers a wide range of services related to ropeways as below:

- ✓ Techno-Economic Feasibility and Detailed Project Report
- ✓ Design Engineering activities
- ✓ Complete Project Management Supervision (PMC)
- ✓ Independent Engineer
- ✓ Inspection and Quality assurance
- ✓ Tendering & Contract Management
- ✓ Transaction advisory
- ✓ Operation & Management of Ropeways
- ✓ Technical Audit of Ropeways

On the Job:

Select Projects:

- Preparation of DPR, Bid Process Management and Design and Supervision work for Proposed Shillong Peak Ropeway Project
- Preparation of Pre-feasibility report and preparation of detailed project report for installation of 7/5 nos. passenger ropeways for Chanju-III (48 MW) HEP and Deothal Chanju (30 MW) HEP in Tehsil Churah Distt. Chamba (H.P)

- Feasibility study, DPR, bid process management and design and supervision work for development of Aerial Passenger Ropeway in Jharkhand at Kuleshwari Temple, Hundru Falls, Jonah Falls and Pahari Mandir
- Supervision Consultancy Services for work of Funicular Railway System at Haji Malang Gad, Maharashtra
- Consultancy for Passenger Ropeway between Tarakote and Sanjichhat
- IE work for Construction of Passenger Ropeway between Sanjichhat and Ardhkuwari
- Construction of Ropeway system over the river Brahmaputra connecting Biswanath Ghat and Umatumoni Island at Biswanath Ghat on EPC mode
- Inspection & Certification of Sh.Jeevdani Funicular System, Maharashtra

BRIDGES & TUNNELS

We offer structural engineering consulting services for planning, design and construction supervision for Railway Bridges, Rail cum Road Bridges, ROB/RUB, Approach structures like Rail/Road viaducts, Suspension bridges, Cable Stayed & Extra Dose Bridges and Road/Railway Tunnels for various services including Feasibility Study, DPR, Detailed Design, RSI, Technical Inspection, PMC, Rehabilitation & Instrumentation, etc. including GT investigation & testing (with NABL accredited Lab), Geological mapping, Geo-physical Studies. The services also include River Engineering involving hydraulic model studies (Physical / Numerical) and design of river training and protection works.

BRIDGES:

The Offerings:

Techno-economic feasibility studies and conceptual/preliminary & detailed design, Engineering surveys and Detailed Project preparation, River Training works and hydraulic Model studies for hydraulic design parameters & protection measures, Slope stability measures, Geological, geophysical & geo-morphological studies and geo-technical



▶ Consultancy services for the Sholingpur passenger ropeway

investigation including deep drilling and in-situ lab tests, Detailed engineering studies, Detailed structural design & drg including proof checking and design reviews and technical support, technical specifications, contract documents, BOQ & cost estimates, Designer Association and Supervision during construction, Project management and quality assurance, Inspection, strength assessment and rehabilitation studies for old bridges, Standardisation of bridge inspection procedures and preparation of maintenance manuals, long span extra dozed/cable stayed and pre stressed bridges.

On the Job:

Select Projects:

- Repair and rehabilitation of 2nd Hooghly Bridge (Vidyasagar Setu, Kolkata) including replacement of Stay & holding down cables and bearing etc. for Hooghly River Bridge Commissioner (HRBC).
- Comprehensive health check up of Rabindra Setu (Steel and concrete structures) for Syama Prasad Mookerjee Port, Kolkata.
- Detailed design including designer's support during construction for 1.29 km long 2nd Rail cum Road Saraighat Bridge across river Brahmaputra in Assam for NF Rly
- Detailed design including designer's support during construction for Rail Bridge over River Yamuna in connection with 3rd-4th line between Anand Vihar and Tilak Bridge stations of Northern Railway.
- Detailed engineering including designer's support during construction of 2 Nos. Rail Flyovers & 45 ROBs on various section of Eastern Dedicated Freight Corridor for DFCCIL.
- Design & Proof Checking of major bridges (Total 19 Nos.) for East Central Railway.
- Rail / Road Bridges comprising of PSC, steel, steel-concrete composite with single/continuous spans catering to forces due to LWR / CWR have been designed for USBRL project (Katra - Dharam - Qazigund - Srinagar - Baramulla sections of New BG Rail Link) in fragile and seismically sensitive Himalayan Region in J&K. Designs for slope stability with soil nails/ground anchors including the Tunnel face development for 7 Nos. tunnels are being carried out with designer's support.
- Designing, developing, installation and commissioning of Structural Health Monitoring System (SHMS) for Special Br No. 39 and Br No. 43 for USBRL Project in J&K
- Designing, developing, installation and commissioning of Structural Health Monitoring System (SHMS) for Bogibeel Bridge for N.F. Railway.
- DPR for Rail bridge across the Ganga on Vikramshila - Katareah Section of EC Rly
- DDC for 15 ROBs in Mumbai Division - Gati Shakti Railway Project for Central Rly.
- Detail design consultancy for 191 ROBs in Samastipur Division-Gati Shakti Railway Project for EC Rly.
- Technical audit/inspection of all bridges in KRCL section of USBRL Project including preparation of technical report for submission to CRS

Select Projects Executed:

- DPR for Rail bridge across the Ganga at Farakka Barrage (3 km long - Four Railway tracks) for Eastern Railway
- Preliminary design and GADs of Bridges (31 Nos. Important/Major bridges) and River Engg. For Rivers/ Nallahs/Cross drainage structures for Rangpo to Gangtok New BG Railway line in Sikkim under NE Railway
- Detailed Design and drawings including proof checking of 26 Nos. bridges in THDCIL siding at Khurja (UP)



▶ Repair and rehabilitation of the 2nd Hooghly Bridge (Vidyasagar Setu) in Kolkata

TUNNELS:

The Offerings:

Route selection and alignment studies, prefeasibility and feasibility studies, Detailed project Report, detailed engineering including Geological and Geotechnical Studies, Detailed design consultancy, technical specification and BOQ, Expert Engineering services including supervision during construction, PMC & Instrumentation services, Rehabilitation studies, High Slope stability Analysis

On the Job:

Select Projects:

- DPRs for 4 Nos highway tunnels across Key La, Shinkun La, Tanglang La & Lachalung La, including approaches & bridges, slope stability etc. in Himachal Pradesh and Union Territory of Ladakh for BRO
- Pre-construction activities, DPR & PMC for tunnel at Sadhna Pass in J&K involving working in altitude ranging up to 3500 m above MSL
- DPRs including detailed design and GT investigations for 7 tunnels totaling to 6.1 Kms including slope stabilisation / drainage plan assessment in connection with Dungarpur-Ratlam by Banswara section for North Western Railway in Rajasthan
- Supply, installation, instrumentation, 3D monitoring & construction supervision of 6 (six) Tunnels for doubling line between Jarati-Maligura station of KK Line of Waltier Division, East Coast Railway
- DPR for 3 tunnels (at Namik La, Fotu La and Khardung La Pass) and 100 Km Road in the Union territory of Ladakh for PWD Ladakh.

- DPRs including detailed design and GT investigations for 7 tunnels totaling to 6.1 Kms including slope stabilisation / drainage plan assessment in connection with Dungarpur-Ratlam by Banswara section for North Western Railway in Rajasthan.
- DPR for Tunnels & bridges for 65 km long Ambedkar Nagar to Muktiyara – Balwara detour BG line in c/w Ratlam-Khandwa Gauge Conversion project (consisting 21Nos Tunnels totaling to 15.6km length and 126 Nos Bridges/ROBs/RUBs including river engineering for Western Railway in MP

Select Projects Executed:

- DPR for Tunnels & bridges for 101km long Jhabua to Dhar on Dahod – Indore Section new BG Railway Line (consisting 4 Tunnels totaling to 3 kms length and 400 Nos Bridges/ROBs/RUBs including river engineering for Western Railway in MP
- DPRs including detailed design and GT investigations for 12 tunnels totaling to 12.84 Kms and more than 100 bridges/ROBs/RUBs (including river Engg.) in connection with Abu Road-Taranga Hill section for North Western Railway in Rajasthan.

PORTS & WATER RESOURCES

RITES' capabilities address all aspects of port planning and marine structural & civil engineering projects from berth to gate. We offer solutions for Inland Water Transport (IWT) and Water Resources Engineering as well.

The Offerings:

Ports and Harbour sector: Port Location Studies, Port Planning and Harbour Engineering; Dredging and reclamation, Navigational systems; Port Connectivity (Rail/Road/Waterway); Breakwaters and Model studies for port



▶ T-1 tunnel under construction at the Manabar-Jarati-Maligura section in Odisha

development, CRZ and EIA studies; Berthing structures; Material handling systems, port utilities, traffic studies, cost-benefit analysis and project viability; Advisory services for privatisation, project management and independent engineer services.

Inland Water Transport (IWT): System planning, River engineering, Hydrographic surveys and investigations; River terminals, Training works and River management studies; Traffic and transport economics, financial analysis and EIA studies.

Water Resources Engineering Sector: Reservoir capacity studies, Flood mitigation studies and Design of intake structures, dredging and shore disposal studies.

Water Transmission & Treatment: Total solutions from concept to commissioning of water supply systems, transmission, desalination and management of water projects by adopting state-of-the-art technologies providing clean and safe drinking water.

On the Job:

During the year, following projects are being undertaken by RITES:

- PMC services for Development of Greenfield Port at Machilipatnam, Andhra Pradesh
- Independent Engineer Services for Development of Western Dock on BOT Basis to handle capsized vessels at Paradip Port
- Independent Engineer Services for Mechanisation of Berth No. 2 on DBFOT Basis at Haldia Dock Complex
- Independent Engineer Services for Development of Container Terminal at Tuna Tekra, Deendayal Port
- Preparation of Comprehensive Master Plan-2047 for Paradip Port

- DPR for construction of Eastern Breakwater and Jetty at Porbandar along with Associated Services
- IE Services for Development of Western Dock to handle capsized vessels at Paradip Port
- TPI Services for Jal Jeevan Mission Project in Rajasthan

LOCOMOTIVE LEASING AND O&M OF RAIL ASSETS

At about 55 sites, RITES is involved in the operations and maintenance of rail assets which includes train operations and locomotive, wagons & track maintenance for clients such as power plants, coal mines, steel plants, container depots, ports etc. RITES is easing the rail operations for these clients at sidings and in-plant areas. RITES had a fleet of 75 locomotive for leasing which are placed at about 30 sites across India.

The Offerings:

- ✓ Leasing of RITES locomotives to PSU and Private clients;
- ✓ Operation and maintenance of locomotives (diesel & electric) and wagons;
- ✓ Rehabilitation and maintenance of railway tracks;
- ✓ Train running and related operation in private yards and sidings;
- ✓ Periodic overhaul/ major schedules of locomotives, wagons and diesel generator sets;
- ✓ Railway system management, including the operations, workshops, depots and ancillary facilities;
- ✓ Study for upgrade, rehabilitation of rail system;

On the Job:

During the year, the company has undertaken the following projects (select ones):



▶ Project Management Consultancy for the development of a greenfield port at Machilipatnam

- Expanded Loco Leasing business by securing leasing work at NTPC Lara, Talcher and Barauni. First Loco Leasing business in NTPC.
- Secured contract for Operation and Maintenance of Locos, Yard Operation and management of MGR System at NTPC Tanda.
- Secured Loco Leasing contract for 5th loco at Tata Kalinganagar.
- Operation and Maintenance of Locomotives at 9 different sites of CONCOR.
- Started Comprehensive O&M and Loco Leasing work at NUPPL Ghatampur.
- Major Schedule repairs (R3Y and R6Y) carried out for 15 WDS6 locomotives for SAIL Bhilai.
- Multi Loco leasing at Vishakhapatnam port
- A comprehensive contract by NTPC-Darlipalli for O&M of the entire Railway MGR System.
- Traffic Operations for 2 years and locomotive maintenance works for Tata Steel's Meramadli plant
- Operation & Maintenance for rolling stock at NTPC Rihand.
- Leasing of 6 locomotives to SAIL plant at Rourkela
- Leasing of 1 locomotive to Rashtriya Chemicals & Fertilisers Ltd
- O&M of Locomotives and Yard Operation/Management of MGR system at IGSTPP, Jhajjar.
- O&M of Locos, Yard Operation & Management with C&W Operation of Two Wagon Tippers at BRBCL Nabinagar.
- PMC for the works of Construction of Signalling & Telecommunication (S&T) in Railway Siding at NTPC Unchahar.
- Track renewal at NTPC Rihand.

EXPORT OF ROLLING STOCK

RITES is nodal agency for export of rolling stock manufactured in Production Units of the Indian Railways. It offers integrated and customised export packages to meet the transport requirements of clients having railways/metro operations on Meter, Cape, Standard and Broad Gauge.

It renders technical consultancy for establishment and modernisation of workshops, facility planning for rolling stock maintenance, training and technology transfer to overseas clients. Spare part support is also guaranteed after the delivery of the stock as per contract terms.

The Offerings:

- ✓ Customisation, supply and commissioning of locomotives and rolling stock
- ✓ Rehabilitation/ upgrade of rolling stock
- ✓ Supply, installation, commissioning of machinery and plant for railway maintenance facilities
- ✓ Technical assistance and feasibility study, detailed planning and techno-economic analysis for optimising investment decisions in rolling stock maintenance
- ✓ Technical consultancy in operation & maintenance of rolling stock including training
- ✓ Supply and commencing of Metro and Urban Transit Rolling Stocks
- ✓ After sales Incidental services and supply of spare parts

On the Job:

During the FY 2023-24, the company has undertaken the following projects (select ones):

Select Projects Secured:

- Supply of Ten (10) 3300 HP AC-AC (EMD) Diesel Electric Locomotives including incidental services for 3 years against limited tender floated by CFM, Mozambique



▶ Supply of customised rolling stock, including DEMU trainsets, to cape-gauge country Mozambique

- Supply of 200 BG passenger carriages to Bangladesh Railway against tender floated by Bangladesh Railway
- Incidental Services of six (6) AC-AC Diesel Electric Locomotives (3000 HP)
- Incidental Services of Ninety (90) Passenger Coaches including five (5) DEMU sets comprising of 6 coaches each
- Supply of Spares of Locomotives, Coaches and DEMU sets to Sri Lanka Railways
- Supply of air-conditioned passenger coaches (Sleeper and Chair Car type) to CFM, Mozambique
- Supply of 2 Diesel Hydraulic Locomotives to Mitsubishi Heavy Industries (Japan) for their Bangladesh operations

QUALITY ASSURANCE

RITES provides Quality Assurance Services, including Pre-dispatch Inspections, In-process/ Stage inspections, Lab Testing, Vendor's Capacity & Capability Assessment, Independent Safety Assessments & Product Conformity assessments to its customers. RITES has trained and certified experts in the areas of Ultrasonic, Magnetic, Dye-Penetrant, Radiography, High Voltage, Metrology and Metallurgical Testings. RITES QA Vertical has ISO 17020 & ISO 17065 Accreditations, these are specialised Accreditations related to conformance criteria of Inspection/ Product Conformance bodies accorded by NABCB (a body under Quality Council of India). RITES QA laboratories are also accredited to ISO/IEC 17025 by NABL and conform to the rigorous requirements of this international standards.

The offerings:

Third-party inspection of material in India and abroad; in-process / stage inspection of material; Vendor's capacity and capability assessment; Independent Safety Assessments (ISA), Product Conformity Assessments, surveillance audit of vendors and products; development of Quality Assurance Plans (QAPs); Independent Agency for Monitoring and Evaluation (IAME) for Energy Efficiency Standard and Star Labelling Programme for consumer durables and other electrical equipment; Independent Review and Monitoring Agency (IRMA) for Infrastructure Projects.

On the Job:

During the FY 2023-24, under the Quality Assurance Vertical, the company has attended more than 95000 Inspection calls all over India and has undertaken the following projects, to name a few:

- Authorised inspection agency for Indian Railways for rails, plant and machinery, wheel sets, wheel and axle, springs and other components of rolling stock in India as well as abroad
- TPI agency for inspection & testing of Rails at SAIL Bhilai & JSPL Bhilai
- Vendor Assessment for Government e-Marketplace (GeM)



Third Party Inspection for rail equipment

- Inspection of various Electrical & Mechanical items for PHED, Haryana
- Third Party Inspection for goods procured for sewerage works under AMRUT 2.0 for Rajasthan Urban Drinking Water Sewerage and Infrastructure Corporation Ltd.
- Inspection of Pipes and other items for Jindal Saw Limited, Mundra, Kutch, Gujarat
- Inspection of various items for L&T Construction
- Inspection of Mobile phones and tablets for UPDESO under Swami Vivekananda Yuva Sashakti karan Yojna.
- Inspection of various Railway items M/s. Godrej and Boyce Mfg Co Ltd Mumbai
- TPI of Materials for KWA Jal Jeevan Mission for Kerela water supply
- Inspection of DI pipes at Jindal Steel Limited
- Internal Quality inspection and lab testing work of forged wheels at FWP at RINL, Raebareli
- Quality Management, Inspection & testing services at MCF/RBL for in-Process and final inspection in Production shops i.e. shell, Bogie & wheel, Painting and Garnet, furnishing (mechanical) including development of software through mobile based application for measurement of dimension and analyzing the data.
- Quality Management Inspection & Testing Services for Electrical, Mechanical, painting activities of coaches at ICF Chennai and MCF/RBL.
- Inspection of Wheels and Axles at SAIL Durgapur, MSF Ishapore
- Process inspection of wheels at RINL, Raebareli
- Process Inspection of SAIL Conversion Work
- Pre dispatch inspection and capacity assessment of industrial units for RINL, Visakhapatnam
- Capacity Assessment NSIC
- Third Party Inspecting Agency for site inspection for quality and quantity of various schemes of electricity

boards like Paschimanchal Vidyut Vitran Nigam Limited, Lucknow, Madhyanchal Vidhyut Vitran Nigam Ltd., Purvanchal Vidyut Vitran Nigam Limited, Varanasi, Dakshinanchal Vidyut Vitran Nigam Limited, Agra, Tata Power Central Odisha distribution Ltd, BCPL Railway Infrastructure Ltd etc.

- TPI of Solar Panel Materials, Solar PV Modules, Grid Roof Top Solar Panels and related accessories for Railway & Non-Railway Clients.

TRANSACTION ADVISORY SERVICES

The Company provides Transaction Advisory services for various Public Private Partnership projects in Infrastructure sector, Project Appraisal for Investment, Legal Advisory for Institutional framework and Procurement contracts. The Company is empanelled as Transaction Advisor for PPP Projects with Department of Economic Affairs (DEA), Ministry of Finance, Govt. of West Bengal, Rajasthan Financial Services Delivery Limited, Govt. of Goa & other government ministries/ departments. The Company is empanelled as Transaction Advisor for Asset Monetisation of projects under InvIT and ToT mode with NHAI.

The Offerings:

- ✓ Pre-feasibility and market studies
- ✓ Project structuring and stakeholder consultation
- ✓ PPP Transaction Advisory
- ✓ Business plans, bankability studies, benchmarking, and strategic advisory

- ✓ Asset Valuation Studies
- ✓ Transaction Advisory for Asset Monetisation
- ✓ Financial and Commercial Appraisal of projects
- ✓ Policymaking and Regulatory advisory
- ✓ Bid process management
- ✓ Consultancy for private investments in infrastructure projects
- ✓ Financial, Tax and Legal due diligence

On the Job:

During the year, the company has undertaken the following projects (Select ones):

- Transaction Advisory services (TAS) for InvIT Bundle 3 and ToT bundle 11 & 12 for NHAI
- TAS for selection of entity for procurement, operation and maintenance of rolling stock on PPP model for Bengaluru sub-urban rail project for K-RIDE
- Advisory services for selection of service provider for procurement of specialised wagons and bulk movement of food grains for Food Corporation of India
- Consultancy Services for monetisation of DFFCIL assets and formation of a Rail Regulatory Authority for Ministry of Railways
- Project Structuring and evaluation of PPP Options of Bengaluru Metro Phase 3 for Bengaluru Metro Rail Corporation Limited



- Consultancy services for developing a Transport Master Plan for Leh and Kargil

URBAN ENGINEERING

This Subunit provides comprehensive consultancy services in all aspects of planning of urban infrastructure and urban transport for various systems (Metro, Metrolite, Metro-Neo, LRT, Monorail, BRTS), Development of Transport Sector Master Plans, Traffic Engineering/ Management, Transport Demand Modeling, Comprehensive Mobility Plans, Bus System Planning/ Operation, planning & Design of Rail- Based Mass Rapid Transit System, Station Planning & Inter-modal Integration facilities, City Logistic Plan, Transit Oriented Development Studies etc.

We have done studies for:

- ✓ Feasibility, Alternative Analysis Report and Detailed Project Report for Rail Based MRTS more than 35+ Cities
- ✓ Comprehensive Mobility Plans (CMPs)/ Comprehensive Traffic & Transport Studies (CTTS) more than 25 Cities
- ✓ Bus System Planning and Design more than 10+Cites
- ✓ Multimodal Transport Integration/ Transit Oriented Development more than 15+ stations
- ✓ Projects City Logistics Plan/ Rail Traffic Studies – 2 cities

Select Projects Executed:

- SIA for Agra Metro
- CMP for Chandigarh Tri-City Complex
- AAR for Prayagraj
- Economic and Financial Appraisal for DFCC
- AAR for Connecting Rezangla Chowk Ggn to Sec 21 Dwarka
- MMI Hub at Hebbal Junction – Bangalore

Select Ongoing Projects:

- DPR for Jammu MRTS, Srinagar MRTS, Prayagraj Metro
- IMTS for Leh & Kargil and DPR for Funicular system in Kargil

- DPR for IMS Katra & Feasibility Report of Commercial Zone at Katra
- Gramin Parivahn Sewa on PPP Mode in Rajasthan
- AAR & DPR for MRTS in Jhansi City, Bareilly
- Comprehensive Logistic Plan for Ghaziabad, Agra
- DPR for Dhuri ROB/RUB, GLADA
- Pilgrim Management Plan for Ayodhya
- Feasibility study for ISBT Jaipur
- DPR for Metro connectivity from Vatika Chowk to Panchgaon
- AAR & DPR for MRTS in Chandigarh Tri-city
- Techno Feasibility study for metro form Ballabhgarh to Palwal

SUSTAINABILITY & GREEN MOBILITY

The Sustainability & Green Mobility unit is dedicated to sustainability related projects, to foster environmental conscious practices across various sectors. This unit plays a pivotal role in promoting environmental stewardship and ensuring the integration of eco-friendly solutions in the urban development projects. It also aims in revolutionising transportation by prioritising sustainability and environmental responsibility. Its core focus lies in developing, promoting, and implementing eco-friendly modes of transportation that minimise carbon emissions and reduce environmental impact. The unit provide services for following sectors:

- ✓ National Clean Air Program (NCAP) implementation
- ✓ Environment, Social and Governance (ESG)
- ✓ Solid waste management and Used Water Management
- ✓ Source Apportionment Study
- ✓ Net Zero (Carbon Neutral) Studies/Carbon Credits
- ✓ Environment and Social Impact Assessment studies



▶ Environment Monitoring for the Gurugram Metro Rail Project

- ✓ Pollution Abatement studies
- ✓ Lake/River rejuvenation
- ✓ Green Mobility

Services in Green Mobility include Green Mobility Action Plan (GMAP), Non-Motorised Transport (NMT), Footpath & Cycle Track Network Identification, Charging Infrastructure, Improving Green Spaces/Recreational Parks.

On the Job:

During the year, the company has undertaken the following projects (Select ones):

- Environmental and Social Impact Assessment Study for metro corridor from Millennium City Centre to Cyber City, Gurugram
- Environmental Impact Assessment Study for Bareilly Master Plan 2031
- DPR studies for integration of Solid Waste Management System and IOT things as part of Consultancy Services for Infrastructure to develop the OIL township – Duliajan
- Technical Support Unit (TSU) for Solid Waste Management (SWM) and Used Water Management (UWM) under Swachh Bharat Mission (SBM) 2.0
- Project Management Consultants to Support and Provide service to Bengaluru Solid Waste Management Ltd (BSWML)
- Environmental and Social Impact Assessment (ESIA), Resettlement Action Plan (RAP) & Land Acquisition (LA) for 19 stations and CBTS of Mumbai, MRVC
- EIA & EMP for Dedicated test track Project of Northwestern Railway (59Km).
- Social Impact Assessment Study for Agra Metro Rail Project.

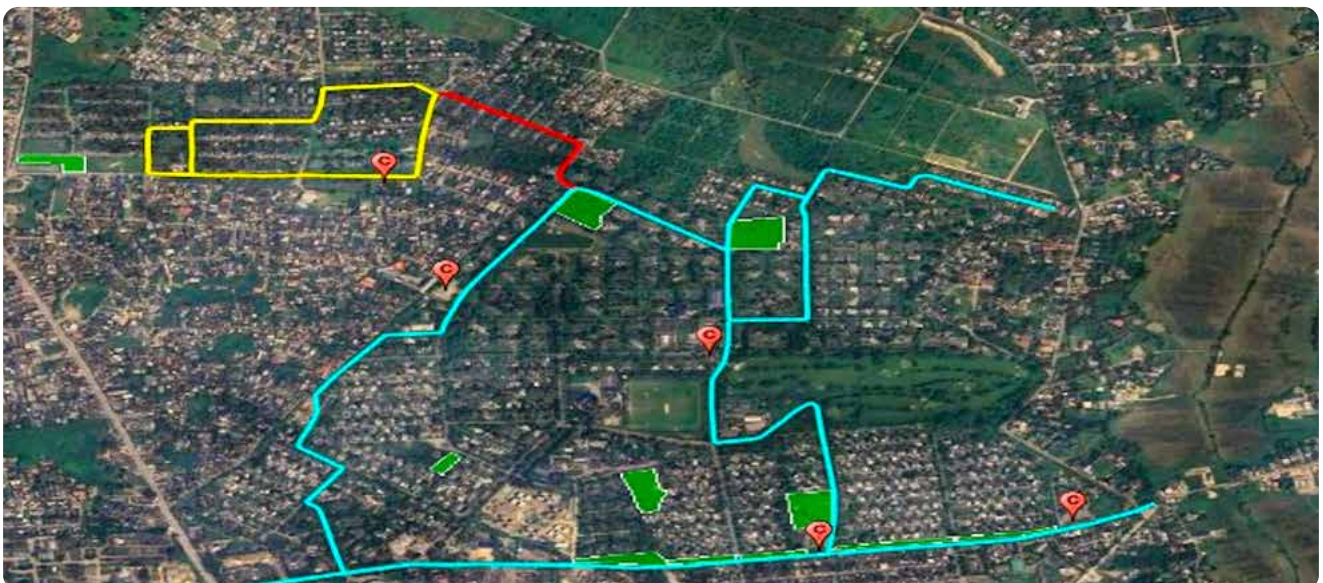
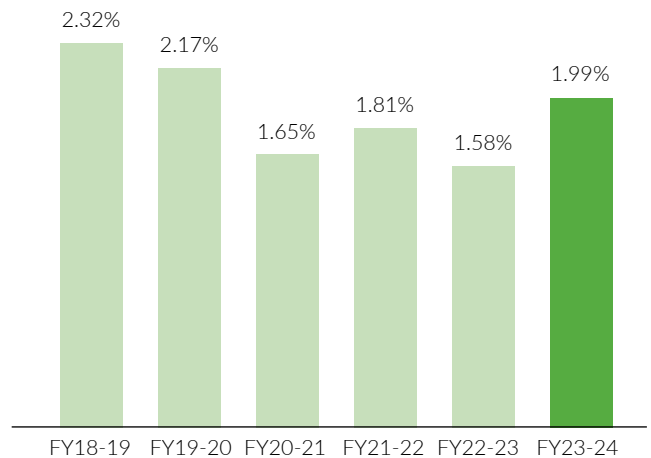
VIII. PEOPLE MANAGEMENT

Being a consulting organisation, RITES is constantly enhancing its knowledge and professional pool by regularly inducting skilled professionals. Its Human Resource Department is committed to achieving deliverables in terms of talent acquisition and retention, employee engagement, career progression, wellness, and development of the human capital. Employee strength & its attrition

1. Employee strength as on 31.03.2024

Regular	1809
Contractual	741
Consultants	94
On deputation	54
Advisors	30
Total	2728

2. Attrition rate of regular employees



Green Mobility Aspects for Townships



Recruitment

To maintain its competitive advantage, RITES is determined to induct the best and talented workforce across the hierarchy – from fresh graduates, to engineer and management trainees, to deputationists, to retired officials (as experts and advisors) and to staff on third-party pay roll. The company has adopted best practices for providing equal opportunities and harmonious environment for advancement of SC, ST, OBC, Minorities and women employees. Its recruitment policies indicate the forward-looking approach with the emphasis on becoming 'Equal Opportunity Employer'.

During the year, RITES inducted 523 employees (240 regular and 283 contractual) of which 295 belong to the SC/ST/OBC/EWS category. Further, 13 PWD candidates were also inducted.

Career Progression

RITES' promotion and transfer policy has been framed to provide adequate avenues of career advancement at all levels consistent with merit, suitability, performance and professional attainments of the employees. It is also commensurate with the business needs of the company to sustain in the competitive environment.

RITES' promotion and transfer policy has been framed to provide adequate avenues of career advancement at all levels consistent with merit, suitability, performance and professional attainments of the employees. It is also commensurate with the business needs of the company to sustain in the competitive environment.

The promotion process was conducted for the 609 eligible candidates across disciplines, levels and regions and 332 employees (executive and non-executive staff) were promoted in FY 2023-24.

Based on the project requirements and to aid in learning and career progression as well as to comply with the job rotation policy for sensitive posts, around 407 employees have been transferred across verticals and regions during the year.

Training & Development

Over the years, RITES workforce has been continually evolving due to several factors. An increasingly competitive business landscape, rising complexity, and the digital revolution have placed a premium on training and development. The company focuses on reskilling and upskilling its workforce through interventions such as training programmes, workshops, seminars, conferences and capacity-building sessions, both online and offline, covering the broad spectrum of technical, functional, behavioural, well-being as well as technological areas.

The company collaborates with various Indian Railway academies, Centralised Training Centres, premier business schools and other prestigious institutes/agencies to hone engineers into managers and leaders of tomorrow. This year, a total of 12207 training man-days have been clocked.

In view of knowledge management and knowledge sharing, the company focuses on In-house Capability Development. Under this initiative, regular knowledge-sharing sessions are organised by various industry experts and senior personnel of the organisation.

Performance Management System

This year, the Performance Management System was revamped with the following parameters aligning with vision of the organisation.

1. Timely completion of performance related exercise (Goal Setting, Mid-year Review and Year-end Process) through e-PMS portal.
2. Complying with DPE guidelines for Policy implementation, maintaining secure records and sensitive information.
3. Completion of appraisals aligning with the vision and mission of the organisation.
4. Computation and disbursement of Performance Related Pay (PRP).



▶ A motivational session for employees, as a part of the RITES Samvaad series, was organised to shed light on invaluable workplace and life insights.

5. Completion of Annual Property return (APR) before January 31.

Digitalisation

Digitisation within organisations has streamlined processes and enhanced efficiency across departments. Key initiatives include **'Digital Vault'** to improve accessibility and reduce storage costs. 'e-office' enhances efficiency, reduces paper usage, and supports remote work flexibility in modern workplaces, presently consist of 17500 files for 2023-24 and 52000 files in total. **'Management Dashboard'** ensures financial information available at single click for fast MIS decision. **'Host-to-Host'** banking enables seamless transmission of financial data, facilitating efficient cash management, payment processing, and financial reporting without intermediary interfaces. 'Medical Reimbursement' ensures paperless reimbursement to RITES Employees. **'Chirayu Portal'** ensures medical reimbursement to Ex-employees. 'Travel and Expense' is paperless issue of advance and reimbursement of expenses to employees online remotely from anywhere. It streamlines reimbursement processes and provide insights for budget optimisation. Beside these several other apps like Entertainment, Bag, Mobile Handset claim, Monthly telephone expenses reimbursement and NOC application etc., is live.

Digital transformation of workflows has optimised operations, boosting productivity and responsiveness. Integration of digital tools has facilitated remote work capabilities, fostering flexibility and collaboration among teams. Furthermore, digitisation of customer interactions has enhanced service delivery and satisfaction.

Overall, these efforts have positioned the organisation to adapt quickly to technological advancements and meet evolving stakeholder needs in a digital-first era.

Employee Engagement

RITES gives opportunity to all employees to be part of decision-making on all issues including service conditions, grievances

handling and improving productivity by way of consultative council called CONCERT. The council comprises elected and nominated representatives of all sections of employees for continuous communication and Periodic meetings are also held to achieve these objectives and periodic awards and recognition (individual as well as group) are also given to employees to recognise their exceptional performance.

Employee Wellness

RITES has moved from the traditional approach of welfare of employees to the wellness of employees. In order to provide motivation to wards of employees, has various schemes to improve the overall well-being of its employees. Our primary objective is to enhance the Living Standards of the RITES employees therefore, employees have been granted perks, allowances and facilities and non-monetary benefits such as transportation, housing, leased accommodation, medical facility, health insurance, etc.

Apart from incorporating above benefits, additional benefits such as personal healthcare (regular medical check-ups), reimbursement of OPD medical expenses (which includes prolonged treatment as well dental treatment) and availability of doctors on the RITES office campus are also being provided. Further, buffer amount has been increased for both serving as well as retiring employees in Group Medclaim Policy as well as tie-ups with leading institutions have been garnered for cashless/discounted treatment.

Considering the health care requirements of retired employees, PRMS (Post Retirement Medical Scheme) cell and Abhaar committee have been constituted to address the healthcare concerns of retired employees and further in order to provide social security to family members of employees, other insurance covers in the form of Group term plans and personal accident plans have been taken. Superannuation benefits consisting of provident fund, gratuity, pension and post-retirement medical scheme are also provided.

To enhance employee engagement, yearlong celebration of the golden jubilee of year of RITES was planned, which



▶ The RITES Annual Sports Day, Spardha, fosters team spirit, camaraderie, and a healthy competitive environment among employees.

includes celebrations at various offices of RITES, Diwali celebration, painting competition and many other activities. Annual sport event was also conducted for Encouraging Fitness among the employees and various other individual and team events are organised every year for holistic development of the employees.

Women Empowerment

Women workforce is considered as a significant resource of the organisation. Their immense contribution in business is recognised and valued. Many projects are being led by females while many critical/key roles are being handled by our female workforce.

On International Women's Day, variety of activities were conducted. Various programs for building Leadership Skills among Women Employees were organised. Ms. Usha Rangnani, Deputy Commissioner Police, IGI Airport, Delhi was invited for a talk on Women Empowerment & Gender Sensitisation which was attended by female staff across the company in large numbers. A campaign was run to collect testimonials from female employees on their professional journey.

During the year, several programs were organised on gender diversity & inclusion, prevention of sexual harassment at workplace, women empowerment etc. Regular Health camps/ Health Awareness sessions are conducted to cater to the specific needs of the female employees.

Grievance Redressal

A centralised complaint cell has been functioning for registration, monitoring and disposal of grievances raised by staff, ex-employees and public. The employees can raise grievances online through the Employee Self Service (ESS) portal. Any member of public or ex-employee of the company can also submit their complaint through the company website and CPGRAM PG Portal. Two standing committees have been constituted to further augment the grievance handling mechanism of serving and retired employees.

Contribution to Govt. Initiatives

The Company has always been proactively supporting initiatives of the Government of India such as Azadi Ka Amrit Mahotsav, Skill India, Swachh Bharat Mission, Startup India, Make in India, including MSMEs, Digital India, promotion of solar ecosystem by formulating its business or governance objectives in line with the government plans.

During the year, the company procured goods worth ₹29.52 crore from Micro and Small Enterprises, including those belonging to SC/ST and women categories, against the total ₹219.33 crore procurement.

X. INTERNAL CONTROL SYSTEMS

RITES have an effective internal control and audit systems for maintaining efficiency of operations and compliances of applicable laws and regulations. The organisation has well structured policies and guidelines which are well-documented with predefined authorities. Detailed Manual is in place to guide and strengthen the internal checks and controls. The internal control system has been further strengthened through:

Internal financial controls:

The internal financial control of the company is analysed and audited for its relevance, effectiveness, and compliance under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013. A report on the same, annexed to the Independent Auditor's Report, suggests whether the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls operate effectively, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control.

ISO certification

RITES Limited has been certified to Quality Management System (QMS) as per ISO 9000 series of Standards since 1999. The system has been documented as per ISO



SheSpeaks: RITES hosts Ms. Usha Rangnani, DCP, IGI Airport, Delhi Police, as a special guest for the Women's Day celebrations.

9001:2015 requirements. QMS involves regular reviews of internal system through Internal audits, Management Review meetings, Customer Feedback, Risk Assessment etc. so as to ensure the compliance to stipulated rules / regulations on a regular basis and therefore, forms a part of the internal control systems. QMS ensures quality service output, quality in its operations / functions, continual improvement and risk management practices in line & comparable to international norms. RITES ISO 9001:2015 Certificate has been awarded by M/s. NVTQC under ANAB accreditation.

The activities under QMS during the year 2023-24 are enlisted below:

1. Introductory awareness training session on ISO 9001:2015 for employees inducted during 2023-24
2. Interaction programme on ISO 9001:2015 for RITES MRs / Internal Auditors from all domains
3. QMS Lead Auditor and Internal Auditor programs were organised for 50 Nos. of employees in 5 batches.
4. Internal audits at Corporate, Regional Office & Project Units and its Sub Units levels.
5. Management Review Meetings at Corporate, Regional Office & Project Units and its Sub Units levels.

In addition, RITES QA Vertical is accredited to ISO 17020:2012 Standard by NABCB, (A body under Quality Council of India) to ensure compatibility of its inspection services to international norms. The QA Vertical has material testing laboratories in different Regional Inspection Offices which are also accredited as per ISO 17025: 2017.

The QA vertical is also accredited to ISO 17065:2012 to become the first Govt. Certification body for Rolling Stock and its products in India.

Risk management system

The company has a Risk Management Committee of the Board of Directors, which ensures that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the company. A risk

management system is in place to look into identification, prioritisation and mitigation of risks. It includes the financial risk management system since the company's activities are exposed to financial risks such as market risk, credit risk and liquidity risk. The financial risk management system foresees the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance through the various risk mitigation strategies. Additional requirements related to the risk management in accordance with ISO9001: 2015 have also been implemented.

Treasury risk & liquidity management

The company has created a policy for investing of surplus fund which is approved by BoD and is in the framework and guidelines of the Government bodies, Department of Public Enterprises (DPE) and Companies Act. With in the policy framework company continued to optimise its surplus funds by adhering to efficient decision-making process of investing its surplus funds in deposits with banks, mutual funds and corporate bonds.

The company has a sound currency risk management policy in place for risk identification and its mitigation. The execution of foreign projects gives rise to currency variation risk. For this purpose, company regularly monitors exchange fluctuations to mitigate this risk. Policy covers various aspects of currency risk management, benchmarking, hedging and risk appetite, permissible Instruments, hedging policy, structure of the risk management committee and treasury group, reporting procedures etc. In this respect Company has also constituted Treasury Risk Management Committee and assistance is also taken from an external consultant/ economist as and when required.

The company has received a credit rating of IVR AAA/ Stable (IVR Triple A with Stable Outlook) for Long Term Bank Facilities up to an amount of ₹1755 crore and IVR A1+ (IVR A One Plus) for Short Term Bank Facilities up to an amount of ₹105 crore from Infomerics Valuation and Ratings Private Limited. This rating helps the company to get non-fund based facilities at more attractive terms.

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity: **L74899DL1974GOI007227**
2. Name of the Listed Entity: **RITES Limited**
3. Year of incorporation: **1974**
4. Registered office address: **SCOPE Minar, Laxmi Nagar, Delhi - 110092**
5. Corporate address: **Shikhar, Plot No. 01, Sector-29, Gurugram-122001, Haryana**
6. E-mail: **cs@rites.com**
7. Telephone: **+91 1242818622**
8. Website: **www.rites.com**
9. Financial year for which reporting is being done: **Financial Year 2023-24 (April 1, 2023 to March 31, 2024)**
10. Name of the Stock Exchange(s) where shares are listed: **BSE Limited and National Stock Exchange of India Limited**
11. Paid-up Capital: **₹ 240.30 crore**
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:

Name: Shri Ashok Mishra
Designation: Company Secretary
Telephone Number: +91 1242818622
E-mail id: cs@rites.com
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. Name of assurance provider: **Akhil Rohatgi & Co.**
15. Type of assurance obtained: **Reasonable**

II. Products / Services

16. 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	Consultancy	Design, engineering consultancy , operation and maintenance of railway assets and project management for transport and infrastructure sector with focus on railways, urban transport, roads and highways, buildings, ports, including land ports, inland waterways, airports etc.	50.48%
2	Leasing	Leasing of locomotives and other railway rolling stock	5.97%
3	Exports	Export of locomotives and other railway rolling stock	4.47%
4	Turnkey Projects	Turnkey projects for railway workshops, track doubling /tripling/quadruplicating, new/additional railway line, railway electrification, redevelopment of railway stations, roads and highways, ports, airports, ropeways, institutional buildings, wind, solar and other renewable energy projects with or without equity participation.	39.08%

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

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Design, engineering consultancy , operation and maintenance of railway assets and project management for transport and infrastructure sector with focus on railways, urban transport, roads and highways, buildings, ports, including land ports, inland waterways, airports etc.	71100	50.48%
2	Leasing of locomotives and other railway rolling stock	49120	5.97%
3	Export of locomotives and other railway rolling stock	46592	4.47%
4	Turnkey projects for railway workshops, track doubling /tripling/ quadruplicating, new/additional railway line, railway electrification, redevelopment of railway stations, roads and highways, ports, airports, ropeways, institutional buildings, wind, solar and other renewable energy projects with or without equity participation.	4210	39.08%

III. Operations

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

Location	Number of plants	Number of offices	Total
National	NA	15	15
International	NA	8	8

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	28 States and 8 Union Territories
International (No. of Countries)	11

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

4.47%

c. A brief on types of customers:

Our domestic as well as overseas clients typically are national governments, governmental instrumentalities, public sector enterprises and large private entities. Such governments, governmental agencies and public sector undertakings are engaged in large scale infrastructure planning and development both in India and abroad. We also undertake and execute projects funded by multilateral funding agencies.

We have a large base of multisectoral clientele across the globe that includes Central/State Governments, Departments, Public Sector Undertakings and leading private entities. Some of the major clients are National Thermal Power Corporation Limited, Dedicated Freight Corridor Corporation of India Limited, Steel Authority of India Limited, National Highways Authority of India, Bangalore Metro Rail Corporation Limited, Coal India Limited, KIIFB, Neyveli Uttar Pradesh Power Ltd (NUPPL), The Singareni Collieries Company Limited (SCCL), Jindal Steel and Power Limited (JSPL), National Highways & Infrastructure Development Corporation Limited (NHIDCL), NLC India Limited, Aravali Power Company Private Limited (APCPL), South Eastern Coalfields Limited (SECL), Government e Marketplace (GeM), Ministry of Road Transport and Highways (MoRTH), Tata Steel Limited, IIT Delhi, Oil India Limited, besides international clients from countries such as Sri Lanka, Mozambique, Mauritius, Bangladesh, Nepal and Guyana.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	1809	1626	89.88	183	10.12
2.	Other than Permanent (E)	795	752	94.59	43	5.41
3.	Total employees (D + E)	2604	2378	91.32	226	8.68
Workers						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total workers (F + G)	-	-	-	-	-

b. Differently abled employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently abled Employees						
1.	Permanent (D)	31	26	83.87%	05	16.13%
2.	Other than Permanent (E)	03	03	100%	0	0
3.	Total employees (D + E)	34	29	85.29%	05	14.71%
Differently abled Workers						
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	Total workers (F + G)	-	-	-	-	-

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	1	10
Key Management Personnel	5	0	0

22. Turnover rate for permanent employees and workers*

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	8.26%	5.99%	8.04%	9.24%	6.43%	8.97%	7.58%	5.69%	7.40%
Permanent Workers	-	-	-	-	-	-	-	-	-

*Turnover rate includes employees leaving the employment due to dismissal, termination, retirement, resignation or death in service

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) 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, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	RITES (Afrika) (Pty) Limited	Subsidiary	100%	Yes
2	REMC Limited	Subsidiary	51%	Yes
3	SAIL-RITES Bengal Wagon Industry Private Limited	Joint Venture	50%	No
4	Indian Railway Stations Development Corporation Limited*	Joint Venture	24%	No
5	Elicius Energy Private Limited	Associate Company	13%	No
6	MMG Metro Management Group Limited	Associate Company	24.5%	No

*Ministry of Railway (MoR) vide letter dated 18.10.2021 had decided in principle for closure of Indian Railway Station Development Corporation (IRSDC), in which Company has an investment of ₹48 crore. Closure activities are underway and Financial statement of IRSDC has been prepared on liquidation basis. Management has decided to liquidate investment in MMG- Metro Management Group Limited.

VI. CSR Details

24. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: Yes

(ii) Turnover (in ₹): 2,312 crores

(iii) Net worth (in ₹): 2,507 crores

VII. Transparency and Disclosures Compliances

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

Grievance redressal mechanism is in place to address grievances of various stakeholders. 'Samvedna' and 'Aabhar' committees constituted by Management are ensuring proper redressal and disposal of the grievances, requests and suggestions of existing and ex-employees. Also, grievances from communities, investors, value chain partners etc. received through CPGRAM (Centralised Public Grievance Redress And Monitoring) system of Government of India, are attended promptly.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) If Yes, then provide web-link for grievance redress policy	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		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 https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://pgportal.gov.in/	7	NA	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal	27	NA	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal
Investors (other than shareholders)	NA	Nil	NA	NA	Nil	NA	NA

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) If Yes, then provide web-link for grievance redress policy	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		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
Shareholders	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://scores.sebi.gov.in/	8	Nil	SCORES Platform & through email, Jointly managed by RITES and its RTA	30	Nil	SCORES Platform & through email, Jointly managed by RITES and its RTA
Employees and workers	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://ess.rites.com/irj/portal https://www.rites.com/Complaint https://vigilance.rites.com/ https://www.rites.com/Feedback	41	1	Serving employees grievances are handle through RITES Employee Self Service Portal, Grievances from retired/ex-employees are handled through RITES Website	61	1	Serving employees grievances are handle through RITES Employee Self Service Portal, Grievances from retired/ex-employees are handled through RITES Website
Customers	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://pgportal.gov.in/ https://www.rites.com/Complaint https://ritesinsp.com/RBS/Client_Feedback_Form.aspx	Nil	NA	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal	Nil	NA	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal
Value Chain Partners	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://pgportal.gov.in/ https://www.rites.com/Complaint https://ritesinsp.com/RBS/ Vendor_Feedback_Form.aspx	8	1	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal	NA	NA	Value chain partners' grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal and RITES' website
Other (including contract workers, anonymous, trainees, etc)	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://pgportal.gov.in/ https://www.rites.com/Complaint https://ritesinsp.com/RBS/Email.aspx	Nil	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal	Nil	NA	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal

26. 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 whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Integrating infrastructure and green solutions	O	For overall economic development, Government policies and funding agencies support development and establishment of sustainable transport and related infrastructure system for 'Future Mobility' built on three-thronged approach --- connectivity, electrification, and shared mobility while maintaining operational efficiencies		Positive
2	Usage of environment friendly material, energy saving devices for providing services for operation and maintenance of rolling stock, leasing, railways sidings etc.	O	There is a requirement for compliances of environmental and social related matters for establishment, operation and maintenance of railway systems for various Industrial production units/ entities		Positive
3	Feasibility studies, traffic study, design, quality audit, project management services for Mass Rapid Transit System, road/highways, bridges & tunnels, buildings, ports & water resources, airports, ropeway infrastructure etc.	O	To accelerate growth in economy and general wellbeing of society, there is a need to foster a sustainable and rapid mass transportation system encompassing and integrating ESG initiatives in overall business conduct for enhanced stakeholder value		Positive
4	Facilitating Employee Experience for meeting skill/knowledge with orientation for social and environmental solution	Total R	There are limited experts available with matching capabilities and the various players in consultancy business are eying for these experts.	Organisation is adopting a flexible policy for engagement of people with required skill set on regular/ contractual/ project-based assignments on case-to-case basis.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

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

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	
Policy and management processes										
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	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	
c. Web Link of the Policies, if available	https://www.rites.com/Upload/MediaGallery/PDF/3/Anti_Bribery_and_Anti_Corruption_Policy_pdf-2023-Jun-23-16-59-47.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/CSR-SustainabilityPolicyNov21.pdf-2021-Dec-15-17-10-36.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/RitesGCC_https://www.rites.com/Upload/MediaGallery/PDF/3/Equal_opportunity_policy_framework_pdf-2023-Jun-23-17-1-5.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/CSR-SustainabilityPolicyNov21.pdf-2021-Dec-15-17-10-36.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/CSR-SustainabilityPolicyNov21.pdf-2021-Dec-15-17-10-36.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/Policy_Framework_on_Cyber_Security_pdf-2023-Jun-23-17-3-9.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/CSR-SustainabilityPolicyNov21.pdf-2021-Dec-15-17-10-36.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/CSR-SustainabilityPolicyNov21.pdf-2021-Dec-15-17-10-36.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/CSR-SustainabilityPolicyNov21.pdf-2021-Dec-15-17-10-36.pdf	https://www.rites.com/Upload/MediaGallery/PDF/3/CSR-SustainabilityPolicyNov21.pdf-2021-Dec-15-17-10-36.pdf
	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf									
	https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf									
	https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_Policy-Apr22_pdf-2022-May-02-16-35-2.pdf									
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	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.	https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf									
	ISO 9001:2015	ISO: 17020:2012	ISO: 17025:2017	ISO: 17065:2012	National Accreditation Board for Education and Training (NABET)	The Company follows the national and international standards, practices and standard operating procedures as mandated by the contract agreement with the client for domestic as well as export of services and goods for various projects handled by the Company in the area of transport infrastructure and related technologies				
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Evolving as Corporate Governance Leader	Promoting sustainable sourcing and Sustainable provision of services	Enhancing Employee Wellbeing and inclusive work culture	Increasing Stakeholder Engagement	Promotion of Human Rights	Reduction in Carbon Emissions	Advocating sustainable practices in industry	Promote inclusive growth for society at large	Provide value to customers	
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	As in table below:									

P1	Compliance to SEBI, DPE and other regulatory bodies backed by transparency, trust and integrity and ethical business practices. Granted Navratna status by DPE. Also, the Company won various awards such as; SCOPE award in Institutional excellence category, Corporate Governance award from SCOPE, Best presented Annual Report Award in Corporate Governance from SAFA and ICAI.
P2	Preferring Vendor Selection through Sustainable Sourcing process and ensuring coverage of sustainability aspect in our services
P3	RITES received the "Dream Companies to Work For (Infrastructure)" Award by Times Ascent at World HRD Congress-2023
P4	Regular interaction with stakeholders
P5	Awareness and training program on Human Rights, Facilitating a strengthened process for awareness regarding confidentiality for complainant.
P6	Integrating Infra and green solutions in our business conduct
P7	Interactive collaborations through trade forums and industry affiliates and suggesting various sustainable measures through various projects undertaken for infrastructure sector.
P8	Evolving as Trusted CSR Brand by effective implementation and monitoring the impact on society/ public at large. Further to promote inclusive growth of society, MSME procurements from MSME vendors are encouraged
P9	Customer Satisfaction Index maintained above 90%. Multidisciplinary Presence with Pan India Reach and to be the Go-To Infrastructure Consultancy Company. Received Performance Award by our client (Rashtriya Chemical and Fertiliser Limited) in recognition of excellent service offered.

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

"RITES is committed to offering integrated solutions which provide a solid foundation for building Infra4Future. We're leveraging our GREEN insight into action, overcoming ESG-related challenges, and making the business sustainable & socially responsible. The Company's ESG Policy speaks of its aspiration to be a well-governed organisation striving for excellence while keeping its objectives and values central to its ethos."

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).

Shri Arun Kumar Singh, Director (Projects)

9. Does the entity have a specified Committee responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

- Yes, Director (Projects) of the Company is authorised to implement/ oversee and take decision on sustainability related issues. Further, the Company has Sustainability and ESG committee of Senior executives in place for formulating the sustainability strategy vested with the following roles and responsibilities:
- To emphasise the importance of environmental measures, sustainability goals and performance, for various activities/ processes undertaken by the Company.
 - To provide best practice on ESG structure, policies and regulations that impact the business.
 - To instill understanding and awareness of corporate governance relating to social aspects that impact the industry.
 - To implement and promote common and workable standards based on ESG parameters for good governance.
 - To Implement and review the ESG Policy and translating the same into procedures.
 - To recommend policy/ framework, that may be required for implementation and confirmation of BRSR requirements.
 - To review the performance of Anti-Bribery and corruption Policy, Grievance Redressal Policy, Equal Opportunity Policy, Preferential Procurement Policy for marginalised or vulnerable groups and Policy on Cyber Security, Data Privacy and Business Continuity.

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)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action					Yes									Half Yearly				
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Director and Committee of Senior Management Officials													Half Yearly				

	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
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.	Yes, Akhil Rohatgi & Co.								
	Beside this, the Company is subjected to Statutory audit, Secretarial audit, C&AG audit, Quality audit, ISO certification assessment, from independent auditors which covers various ESG parameters/aspects. The Company is also accredited by National Board of Education and Training under quality Council of India.								

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

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

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 categorised 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 programmes 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	5	All	80
Key Managerial Personnel	4	All	100
Employees other than BoD and KMPs	182	All	56
Workers	NA	NA	NA

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 (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	NA	NA
Settlement	Nil	Nil	Nil	NA	NA
Compounding fee	Nil	Nil	Nil	NA	NA
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	Nil	Nil	NA	NA	
Punishment	Nil	Nil	NA	NA	

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	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, https://www.rites.com/Upload/MediaGallery/PDF/3/Anti_Bribery_and_Anti_Corruption_Policy_pdf-2023-Jun-23-16-59-47.pdf

https://www.rites.com/Upload/MediaGallery/PDF/3/Disc-LODR-E_pdf-2022-Sep-09-10-41-16.pdf

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

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	NA	NA

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

Details of complaints with regard to conflict of interest	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Number	Remark	Number	Remark
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.

There were no fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Hence, there is no corrective action. The Company ensures that necessary policies, processes, systems and monitoring mechanism are put in place to ensure compliances. The policies are regularly reviewed to update them with best industry practices. The implementation of these policies is ensured through regular training, communication and awareness building sessions. As part of the risk assessment methodology, all activities/ processes are regularly assessed for risks related to corruption, environment, and social aspects.

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

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payables	64	91

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 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	Nil	Nil
	b. Number of dealers / distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributor	NA	NA
Share of RPT's	a. Purchases (Purchases with related parties /Total Purchases)	Nil	Nil
	b. Sales (Sales to related parties / Total Sales)	0.64%	0.56%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties / Total Investments made)	84.78%	70.51%

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
5	All	100%

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

Yes, The Company has a policy on Business Ethics & Code of Conduct. The policy is placed on the Company's website. <https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf>

Further, all the board members provide directorship disclosures for the entities in which they are directors/ interested (MBP-1) at the first meeting of the Board in every financial year; or whenever there is any change in the disclosures already made, then at the first meeting held after such change.

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 to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively**

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	100%	100%	Research and Development project in collaboration with IIT Kanpur on apportionment of Sources of pollution
Capex	Nil	Nil	NA

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, Company ensures that sourcing is from suppliers who are compliant with social and environmental standards. This is ensured by incorporating relevant conditions in tender/contract documents and sustainable sourcing program/methodology as defined as part of tender document procedure. Further details are available at :-

<https://www.rites.com/RitesGCC>,

https://www.rites.com/Upload/MediaGallery/PDF/3/Preferential_procurement_policy_framework_pdf-2023-Jun-23-17-3-48.pdf

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

100% inputs are sourced sustainably for project activities.

3. **Describe 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 (d) other waste.**

NA, the Company is not a producer of any product and is engaged in design, engineering consultancy and project management for the integrated solutions in Transport and infrastructure development. Plastic Waste, E-waste and Hazardous waste generated at the office premises is disposed through Authorised Recyclers.

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 (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

NA, the Company is not a producer of any product and is engaged in design, engineering consultancy and project management for the integrated solutions in Transport and infrastructure development.

So, Extended Producer Responsibility (EPR) is not applicable to the entity's activities.

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?**

Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

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.**

Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

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).**

Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

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

Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

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

Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

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										
	Health insurance			Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Total (A)	Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	1,626	1,626	100	1,626	100	NA	NA	1,626	100	1,626	100
Female	183	183	100	183	100	183	100	NA	NA	183	100
Total	1,809	1,809	100	1,809	100	183	100	1,626	100	1,809	100
Other than Permanent employees											
Male	752	752	100	752	100	NA	NA	752	100	752	100
Female	43	43	100	43	100	43	100	NA	NA	43	100
Total	795	795	100	795	100	43	100	752	100	795	100

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

Category	% of workers covered by										
	Health insurance			Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Total (A)	Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Other than Permanent Workers											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Cost incurred on wellbeing measures as a % of total revenue of the Company	1%	0.91%

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

Benefits	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	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/NA)	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/NA)
PF	100%	NA	Y	100%	NA	Y
Gratuity	100%	NA	Y	100%	NA	Y
ESI	-	-	-	-	-	-
Others-please specify	-	-	-	-	-	-

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. The premises/ offices of the entity are accessible to differently abled employees.

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.

Yes, https://www.rites.com/Upload/MediaGallery/PDF/3/Equal_opportunity_policy_framework_pdf-2023-Jun-23-17-1-5.pdf

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	NA	NA
Total	100%	100%	NA	NA

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.

	Yes/ No (If Yes, then give details of the mechanism in brief)
Permanent Workers	NA
Other than Permanent Workers	NA
Permanent Employees	Yes*
Other than Permanent Employees	Yes*

*A scheme known as CONCERT (consultative Council for Enhancement of Rapport and Team Work) under which the employees of the Company are actively involved in decision making on vital issues like their service conditions and important organisational matters. Moreover, management has constituted two committees for RITES serving and ex-employees named 'Samvedna' committee and 'Aabhar' Committee. Further, an online mechanism for raising grievances has been devised for lodging complaints of all types.

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

Category	FY 2023-24 (Current Financial Year)			FY23		
	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)
Total Permanent Employees	1,809	1,181	65.28	1,710	1,118	65.38
Male	1,626	1,049	64.5	1,542	993	64.40
Female	183	132	72.9	168	125	74.40
Total Permanent Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA

8. Details of training given to employees and workers:

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	On Health and safety measures			On Skill upgradation		On Health and safety measures			On Skill upgradation	
	Total (A)	No. (B)	% (B / A)	No. (C)	%(C / A)	Total (D)	No. (E)	%(E/D)	No. (F)	%(F/D)
Employees										
Male	1,626	142	8.73%	968	59.53%	1,542	389	25.23	858	55.64
Female	183	96	52.46%	70	38.25%	168	32	19.05	89	52.98
Total	1,809	238	13.15%	1,078	60%	1,710	421	24.62	947	55.38
Workers										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. (B)	%(B / A)	Total (C)	No. (D)	%(D / C)
Employees						
Male	1,626	1,626	100%	1,542	1,542	100
Female	183	183	100%	168	168	100
Total	1,809	1,809	100%	1,710	1,710	100
Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA

Performance Management System in RITES is carried out through online PMS tool using Employee Self Service (ESS). The robust and transparent system captures performance data of all regular employees across levels and facilitates timely completion of filling of APARs using system checks.

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 of such system?

Yes, RITES has implemented occupational health and safety management system for its project sites. Contractors or vendors are required to maintain safety of the site as per contract provisions and for providing facilities of indoor medical treatment to its employees and their dependent family members, the Company has taken group medical insurance policy. Additionally, annual health checkup is carried for all Executives.

Programmes were also organised in the areas of physical and mental health, amongst others. Further, reimbursement of expenses on OPD treatment is also provided by the Company.

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

Most common work-related hazards include occupational stress, fatigue, violence, harassment, road traffic injuries, electric shock, fire, slips, falls, etc. These risks are identified through regular inspection and monitoring at workplace including through our vendors/contractors. For critical activities such as "launching girders", "Railway Electrification" etc special/ focused attention is given to assess and mitigate the risk for hazards

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, Majority of work is conducted on client site and as a pre requisite of executing the work, the related hazards are being reported and mitigated both through processes adopted by client, vendors and RITES.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, benefits such as personal healthcare (regular medical check-ups), medical treatment expenses and availability of doctors in office premises are being provided.

Further, free medical camps are also conducted for the benefit of employees.

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

Safety Incident/Number	Category	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	NA	NA
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	NA	NA
No. of fatalities	Employees	Nil*	Nil*
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	NA	NA

*There were no work-related fatalities in FY 2023-24 and FY 2022-23.

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

For RITES, the health and safety of its employees is of paramount importance.

RITES always focusses on the well-being of its employees and the community as well as those associated with it and has therefore empaneled several hospitals pan India for providing health services and the list is reviewed periodically to expand such benefits.

RITES also keeps on organising other medical camps throughout the year viz. Blood Donation Camp, Yoga Camp, meditation camps, Dental camp, Gynae camp etc for the health and safety of its employees.

In addition to providing benefits as statutorily required, additional benefits have been provided such as personal healthcare (regular medical check-ups), reimbursement of OPD medical expenses (which includes prolonged treatment as well dental treatment) and availability of doctors on the RITES office campus. The Company also maintains a first aid kit to ensure immediate medical assistance to the sick or injured staff member until full medical treatment. The Company encourages provision of adequate sanitation facilities, safe drinking water, overall hygiene, crèche in office for the benefit of working parents and provision of gym for the overall health, fitness and well-being of the members of the staff.

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

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	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	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	An internal committee has assessed the health and safety practices and working conditions at office premises
Working Conditions	

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.

Company undertakes construction supervision activities at project/ client site. Corrective actions on health and safety working conditions are governed by contract provisions. Compliance for the same is assessed by designated project engineer/ incharge.

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).**

Yes, RITES provides Life Insurance of varying amounts to employees. Also ex gratia is paid to family in case of death of employees while in service as per Company norms.

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

Relevant provisions are incorporated in standard tender document. Compliance by vendors are verified/ ensured as part of project management and work certifying procedures.

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 are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ worker		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Employees	Nil	Nil	NA	NA
Workers	NA	NA	NA	NA

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, Suitable training and development programs are imparted to all employees throughout their career to ensure their continued employability. Such trainings are also provided to employees before/at the ending of their career period.

5. **Details on assessment of value chain partners:**

% of value chain partners (by value of business done with such partners) that were assessed	
Health and safety practices	100% on project site
Working Conditions	100% on project site

6. **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.**

There were no significant risks / concerns arising from the assessments. Company undertakes construction supervision activities at project/ client site. Corrective actions on health and safety working conditions are governed by contract provisions. Compliance for the same is assessed by designated project engineer/ incharge.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

RITES has a wide range of stakeholders to effectively recognise their requirements and expectations. Based on its experience, the management of the Company through its various activities identify the entities who are affected by our activity or entities affecting our business.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalised 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
Shareholders	No	Annual General Meeting, email, social media, press release	Annual, Quarterly, Regular	Providing guidance on future prospects of the Company and Understanding Shareholders expectations
Investors and Analysts	No	Investor Meet, Analyst Meet, email, Exhibitions, social media, press release	Annual, Quarterly, Regular	Engagement with investors to brief on financial performance of the Company and clarifying on their observations, providing guidance to the investors during the meeting
Customers/ Clients	No	Personal Meetings and virtual communications, social media, email, website, SMS, Advertisement, Exhibitions, press release	Continuous	Understanding client requirement and feedback and creating awareness about varied service profiles/ segments
Employees	No	ESS Portal, Management Communication, Periodic employees meet, email, Video Conferences, one-on-one counselling, social media, press release	Continuous	Employee engagement, Career Management, Employee feedbacks, suggestions, reviews and grievance redressal
Vendor/ Contractor	No	Vendor Meet, email, calls, vendor events, social media, press release	Continuous	Vendor engagement, their feedback suggestions reviews and grievance redressal
Communities	Yes	CSR activities, social media, Site visits, press release	Continuous	Sustainable Development
Regulators	No	Conferences, Seminars, Surveys, Website, social media	Continuous	Ensure Compliance and providing inputs for policy development to various authorities

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.

RITES endeavours to understand the stakeholder expectations through a structured engagement process and communication strategy and leverages this understanding for their betterment.

Meetings/interactions are held on regular basis with regulators, shareholders, media. Corporate financial and business plans/initiatives are shared as per Company norms.

Regular interaction is also made with employees/families on various occasions such as Company's annual day/ festival celebrations, sports activities, get together at PUs/project sites, medical health camps, recognition/award to their children for excellence in academics, superannuation of employees etc.

Interaction with communities and civil society is made under various CSR initiatives and during project initiation & during survey/study under rehabilitation program etc.

Interaction is made with value chain partners/customers as part of the regular project meetings, client meets, discussion on project report/presentations etc.

Salient points during such interactions are brought to the notice of Board through Policy changes/ discussions, etc.

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, based on the inputs provided by stakeholders in meetings and various forums, policies are being framed and reviewed on its merits by the Company from time to time.

Interactions with stakeholders also cover Consultation for ES (Environment and social) matters. Their suggestions on these issues are incorporated in various corporate policies, programmes, strategy etc. on its merits.

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

RITES frequently engages with vulnerable and marginalised stakeholder groups. The Company also endeavours to focus on aspirational districts for its CSR initiatives.

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:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A) No. of employees / workers covered (B)	% (B / A)		Total (C)	% (D / C)	
Employees						
Permanent	1,809	298	16.47	1,710	293	17.13
Other than permanent	795	92	11.57	712	83	11.66
Total Employees	2,604	390	14.97	2,422	376	15.22
Workers						
Permanent	NA	NA	NA	NA	NA	NA
Other than permanent	NA	NA	NA	NA	NA	NA
Total Workers	NA	NA	NA	NA	NA	NA

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

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	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)
Employees										
Permanent	1,809	NIL	NA	1,809	100	1,710	NIL	NA	1,710	100
Male	1,626	NIL	NA	1,626	100	1,542	NIL	NA	1,542	100
Female	183	NIL	NA	183	100	168	NIL	NA	168	100
Other than Permanent	795	NIL	NA	795	100	712	NIL	NA	712	100
Male	752	NIL	NA	752	100	673	NIL	NA	673	100
Female	43	NIL	NA	43	100	39	NIL	NA	39	100
Workers										
Permanent	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Other than Permanent	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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)	4	70,81,414	Nil	NA
Key Managerial Personnel	5	70,32,613	Nil	NA
Employees other than BoD and KMP	2,306	22,26,000	226	22,26,000
Workers	N.A	N.A	N.A	N.A

Note:

- 1) Data is specific to employees posted in India only (as on March 31, 2024).
- 2) Experts, Consultants and Secondment Employees are excluded.
- 3) Directors/KMPs to whom remuneration has been given only for part of the year have not been considered for computing Median Remuneration.

3.b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Gross wages paid to Female employees as % of total wages	8.78%	8.47%

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)

Yes, all the issues related to Human Rights can be addressed to **Chief People Officer**.

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

All the grievances related to human rights can be lodged at <https://www.rites.com/GrievanceComplaints>

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

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	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	3	Nil	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour/Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other human rights related issues	Nil	Nil	NA	Nil	Nil	NA

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

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	3	0
Complaints on POSH as a % of female employees / workers	1.32%	0
Complaints on POSH upheld	0	0

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

All the complainants reporting discrimination and harassment issues are reassured that any retaliation will be dealt with sensitively and will be subject to disciplinary action. Complaint mechanism is confidential to avoid any adverse impact or retaliation towards the complainant.

9. Do human rights requirements form part of your business agreements and contracts?

Yes

10. Assessments for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child labour	
Forced/involuntary labour	
Sexual harassment	RITES internally monitors all its offices for assessments pertaining to these issues.
Discrimination at workplace	
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

There were no significant risks/concerns arising from human rights assessment.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

The business processes are primarily designed in compliance of government guidelines/directives which address all human rights issues.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Company encourages its employees/ vendors/ value chain partners to report any violation of human rights. Awareness programs are also held to disseminate information on human rights aspects. Scope and coverage of human rights due diligence is as per the extant guidelines issued by government from time to time.

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

4. Details on assessment of value chain partners:

% of value chain partners (by value of business done with such partners) that were assessed	
Sexual Harassment	The contractual provisions facilitate assessment of value chain partners on these parameters.
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

There were no significant risks/concerns arising from human rights assessment.

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:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From Renewable Sources		
Total electricity consumption (A)	130.93	167.37
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from Renewable sources (A+B+C)	130.93	167.37
From Non-Renewable Sources		
Total electricity consumption (D)	13,740.92	14,571.23
Total fuel consumption (E)	517.65	442.25
Energy consumption through other sources (F)	-	-
Total energy consumed form Non-renewable sources (D+E+F)	14,258.57	15,013.48
Total energy consumed (A+B+C+D+E+F)	14,389.50	15,180.85
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	6.22 GJ/₹ Cr	6.03 GJ/₹ Cr.
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	13.94 GJ/million \$	13.36 GJ/million \$
Energy intensity in terms of physical output	-	-
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.

Yes, Akhil Rohatgi & Co.

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.

No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	21,824	25,864
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	21,824	25,864
Total volume of water consumption (in kilolitres)	16,624	20,696
Water intensity per rupee of turnover (Water consumed / turnover)	7.19 KI/₹Cr	8.21 KI/₹Cr
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	16.11 KI/million \$	17.39 KI/million \$
Water intensity in terms of physical output	-	-
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.

Yes, Akhil Rohatgi & Co.

4. Provide the following details related to water discharged:

Parameter	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment (Environmental water quality)	5,200	5,168
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	5,200	5,168

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by and external agency? (Y/N) If yes, name of the external agency

Yes, Akhil Rohatgi & Co.

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

No, However, RITES is using treated water from Sewage Treatment Plant (STP) for horticulture, flush tanks and working towards Zero Liquid Discharge by implementing latest trend.

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

Parameter	Please specify unit	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
NOx	kg	1,571	1,317
SOx	kg	7	29
Particulate matter (PM)	kg	130	106
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

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.

Yes, Akhil Rohatgi & Co.

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

Parameter	Units	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	1,517	2,208
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	3,473	3,683
Total Scope 1 and Scope 2 emission per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		2.16 MT/Cr	2.34 MT/Cr.
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) Turnover in millions/22.882 i.e. US PPP for INR = Turnover in adjusted PPP Emissions / Turnover in adjusted PPP		4.84 MT/million \$	5.18 MT/million \$
Total Scope 1 and Scope 2 emission intensity in terms of physical output		NA	NA
Total Scope 1 and Scope 2 emission 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.

Yes, Akhil Rohatgi & Co.

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

Yes, RITES has undertaken a few initiatives like setting-up of Solar Power Plants, Wind Power Plants and implementation of energy-efficiency measures besides suggesting/undertaking various energy conservation measures through energy efficiency studies and their implementation for various Clients, RITES Offices & various Zonal Railways in the country. All these steps have resulted into the conservation of energy to RITES as well as its clients through saving in electricity consumptions besides reduction in their carbon emissions. Further, REMC Limited (Subsidiary Company of RITES), has been actively working towards achieving the Net Zero Carbon Emission Goal of Indian Railways by 2030 in harnessing green energy through non-fossil fuel sources - renewable energy resources (mainly Solar & Wind).

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

Parameter	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.01	-
E-waste (B)	1.40	3.01
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	0.35	0.11
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	-	-
Total (A+B + C + D + E + F + G + H)	1.76	3.12
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)	Negligible	Negligible
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	Negligible	Negligible
Waste intensity in terms of physical output	-	-
Waste intensity (optional) The relevant metric may be selected by the entity	-	-

Parameter	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	1.76	3.12
Total	1.76	3.12

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	1.76	3.12
Total	1.76	3.12

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.

Yes, Akhil Rohatgi & Co.

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.

RITES being a consultancy organisation, there is no major waste generation in the business process. E-waste/ scrap are disposed through authorised /registered re-cycle vendors. RITES does not use hazardous and toxic chemicals in day to day use. RITES is also providing project management consultant (PMC) services in the area of waste management to Bengaluru Solid Waste Management Limited and MoHUA.

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:

No

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	NA	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	NA	NA	NA	NA	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, Environment protection act and rules thereunder (Y/N). 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	Provide details of the non-compliance
	NA	NA	NA	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
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge

NA

2. With respect to the ecologically sensitive areas reported at Question 10 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.

NA

3. 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:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Usage of renewable energy- Solar Power	Installation of solar panels on roof top:- i) Of offices at Gurugram (Shikhar & Srijan) and Rest House at Gurugram ii) On the platforms in Sahibabad Railway Station under CSR initiatives iii) At one of the platforms in Gurugram Railway station under CSR initiatives	Reduced impact due to emissions
2.	Usage of renewable energy- wind power	Installation of wind power plants (through Company's subsidiary REMCL) in Rajasthan, Tamil Nadu and Maharashtra for Railways, besides suggesting/ undertaking various energy conservation measures through energy efficiency studies and their implementation for various clients, RITES office and various Zonal Railways in the country	Increased usage of renewable energy, resulting in improved resource efficiency
3	Usage of environment friendly energy resource for mass transportation of goods and passengers	RITES (through its subsidiary REMCL), has been actively working towards achieving the Net Zero Carbon Emission Goal of Indian Railways by 2030 by harnessing green energy through non fossil fuel energy resources.	Reduction in GHG emissions

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

Yes, The plan is a comprehensive framework designed to mitigate and effectively respond to various emergencies and disasters that may occur and aim to safeguard the lives of employees, protect Company assets, and ensure the business continuity in the face of adverse situations.

For Business continuity and security of data, RITES has also implemented/maintained Disaster Recovery site. RITES adheres to Information Security Management System (ISMS) standard in accordance with the requirements specified by ISO 27001:2013 standard.

Thorough risk assessment is done to identify potential hazards such as fires, natural disasters, chemical spills, medical emergencies, or security breaches. Based on the evaluation, the plan outlines specific response protocols

https://www.rites.com/Upload/MediaGallery/PDF/3/Policy_Framework_on_Cyber_Security_pdf-2023-Jun-23-17-3-9.pdf

5. 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.

Nil. No significant adverse impact was made to the environment.

6. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

100% at project sites

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:**
- 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)
1	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
2	Confederation of Indian Industries (CII)	National
3	Standing Conference on Public Enterprises (SCOPE)	National
4	Engineering Export Promotion Council (EEPC), Ministry of Commerce, Govt. of India	National
5	Consulting Engineers Association of India (CEAI)	National
6	ICC India (ICC)	National
7	Institute of Directors	National
8	Institution of Permanent Way Engineers (IPWE)	National
9	Indian Institution of Bridge Engineers	National
10	Project Management Association	National

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

Name of Authority	Brief of the case	Corrective Action taken
There has been no anti-competitive conduct by the Company and there are no adverse orders received from any regulators.		

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
NA	NIL	NA	NA	NA	NA

RITES contribution in these matters is by means of advisory to its clients for public policies i.e. through projects awarded by regulated authority and inputs provided for policy framework to various regulatory authorities

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	NA	NA	NA	NA	NA

Not applicable – we have no SIA notification. RITES undertakes SIA studies for various projects of its clients. However, need based social impact assessments are done for various infrastructure projects undertaken by Company for itself.

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

As part of our consultancy services to various clients for development of infrastructure projects, RITES provides plans for Rehabilitation and Resettlement (R&R) for affected families/ communities, if any.

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

Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal.

Further, complaints can also be made at the RITES website:

<https://www.rites.com/Complaint>

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

The Company source input materials preferably from MSMEs and local suppliers in line with the Government guidelines.

The Company also encourages its subcontractors, sub-suppliers to source their requirements from MSMEs and local suppliers through provisions in the tender documents/ contracts. Also Company has a Preferential Procurement Policy in place. The policy can be accessed from: https://www.rites.com/Upload/MediaGallery/PDF/3/Preferential_procurement_policy_framework_pdf-2023-Jun-23-17-3-48.pdf

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/ small producers	27% [#]	40.26%
Directly from within India	100% [*]	100%

[#]represents Includes percentage of input material directly sourced from MSEs (13.5%) only.

^{*}subject to availability of local suppliers

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

Location	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Rural	4%	2%
Semi-urban	9%	6%
Urban	19%	6%
Metropolitan	68%	85%

Note: Percentage of jobs created in smaller towns is calculated based on number of employees employed in such locations.

(Place to be categorised as per RBI Classification System - rural / semi-urban / urban / metropolitan)

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
Nil	Nil

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) (₹ Lacs)
1.	Jharkhand	East Singhbhum	66.24
2.	Uttar Pradesh	Balrampur	3.47
3.	Uttar Pradesh	Shravasti &	3.47
4.	Uttar Pradesh	Chandauli	6.94
5.	Haryana	Nuh	165.67
6.	Rajasthan	Baran & Sirohi	18.90
Total			264.69

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)

Yes

https://www.rites.com/Upload/MediaGallery/PDF/3/Preferential_procurement_policy_framework_pdf-2023-Jun-23-17-3-48.pdf

(b) From which marginalised /vulnerable groups do you procure?

Being a CPSE, Company follow the extant government guidelines for procurement from marginalised/vulnerable groups.

(c) What percentage of total procurement (by value) does it constitute?

27%

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:

Nil

RITES handles design projects/works on behalf of its clients for various engineering disciplines.

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:

No adverse order has been passed against the Company.

6. Details of beneficiaries of CSR Projects:

Company conducts CSR in the areas of Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation, making available safe drinking water, promoting education, promoting gender equality, empowering women, setting up homes and hostels for women and orphans, Nursing environmental sustainability, ecological balance for the benefit of public at large. (For more details including beneficiaries refer **Annexure II** of Directors' Report.

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:

Any concerns related to the product/ services by any of our consumers are registered, reviewed and resolved through concerned desk and monitored for satisfactory redressal through CPGRAM PG Portal, CPGRAM Appeal Portal and through email. An MIS is also generated for records and corrective action, if any. The Company interacts on regular basis with its B2B customers with respect to timely delivery of quality parameters within the project milestones. A grievance redressal policy is already in place and can be accessed from :

https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf

As per standard practices followed by the Company, a Project Coordinator is assigned in each process for addressing all consumer related issues.

As part of ISO client feedback is also assessed for delivery of satisfactory services.

https://ritesinsp.com/RBS/Client_Feedback_Form.aspx

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage of total turnover
Environmental and social parameters relevant to the product	100
Safe and responsible usage	100
Recycling and/or safe disposal	100

3. Number of consumer complaints in respect of the following:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data Privacy	Nil	NA	NA	Nil	NA	NA
Advertising	Nil	NA	NA	Nil	NA	NA
Cyber-security	Nil	NA	NA	Nil	NA	NA
Delivery of essential services	NA	NA	NA	NA	NA	NA
Restrictive Trade Practices	Nil	NA	NA	Nil	NA	NA
Unfair Trade Practices	Nil	NA	NA	Nil	NA	NA
Other	Nil	NA	NA	Nil	NA	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

https://www.rites.com/Upload/MediaGallery/PDF/3/Policy_Framework_on_Cyber_Security_pdf-2023-Jun-23-17-3-9.pdf

https://www.rites.com/Public/Theme1/assets/pdf/Rites_ISMS_Manual.pdf

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:

No such incident warranting corrective action occurred during the financial year.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches : Nil, RITES did not have any data breach incidents during the year
- Percentage of data breaches involving personally identifiable information of customers
- Impact, if any, of the data breaches : NA

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available):

<https://www.rites.com/>

www.facebook.com/officialritesltd

<https://twitter.com/RITESLIMITED>

<https://www.instagram.com/accounts/login/?next=/ritesltdindia/>

<https://www.kooapp.com/profile/RITESLtd>

<https://www.linkedin.com/in/rites-ltd-990ab4155/>

email- info@rites.com

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services:

RITES provides services to their clients who in turn provide services to end consumers. The reports/ output provided by RITES covers aspects to educate clients as well as end users for safe and responsible usage. RITES provides detailed user manual covering safety aspects to educate client as well as users.

Our consultancy reports also cover safety aspects, as RITES does not have any major products and/or services that can entail safety issues or usage abuse. However, for our product, rolling stock, spares etc. we provide a manual having detailed hand holding training to educate the consumers about safe and responsible usage.

3. Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.

Since RITES is engaged in design, engineering consultancy and project management for the transport and infrastructure sector, the Company is not directly engaged in provision of essential services. However, as part of our PMC services for commissioning of infrastructure projects of our clients, disruption of services is managed and minimised through meticulous planning.

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)

Yes, the Company is not a producer of any product and is engaged in design, engineering consultancy and project management for the integrated solutions in Transport and infrastructure development. However, the only product of the Company supplied is rolling stock and spares etc, which displays elaborate information for its safe operation and usage.

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)

Yes, as a part of quality management system, regular feedback from clients is taken on various parameters and the clients satisfaction index is measured and reviewed by top level management and discussed during the corporate management review for corrective action, if any. For the Financial Year 2023-24, the average Customer Satisfaction Index (CSI) is calculated as 96%.

Note- As per the communications of the stock exchanges, the XBRL filing of BRSR is presented alongwith the Annual Report. Some answers in the XBRL filing will be zero/No/100% in place of NA/ Blank in this report to maintain the intent of this report

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RITES LIMITED

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of RITES Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, notes to the Standalone Financial Statements including a summary of the material accounting policies and other explanatory information which includes eleven (11) joint operations (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other information of the joint operations, 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, the profit including other comprehensive income, statement of changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements 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 Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the

Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and by other auditors in terms of their report referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Emphasis of Matter

We draw attention to note no. 57(a) to the Standalone Financial Statements wherein it is mentioned that the Financial Statements of one of the Jointly controlled entities namely Indian Railway Stations Development Corporation Limited (IRSDC) have been prepared on liquidation basis and Board of IRSDC has decided to transfer the Assets and Liabilities of IRSDC to Rail Land Development Authority (RLDA) for consideration not less than Book value. Therefore, the Company does not perceive any impairment at present in the value of investments held in IRSDC.

Our opinion is not modified in respect of above matter.

Key Audit Matters

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.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in respect of Ind AS 115 "Revenue from Contracts with Customers" (revenue accounting standard).</p> <p>The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized at a point in time or over time. Additionally, revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Refer Notes 1.2.1 and 51 to the Standalone Financial Statements.</p>	<p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> Evaluated the design of internal controls relating to implementation of the revenue accounting standard. Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation and inspection of evidence in respect of operation of these controls. Selected a sample of contracts and performed the following procedures: <ul style="list-style-type: none"> Read, analysed and identified the distinct performance obligations in these contracts. Compared these performance obligations with that identified and recorded by the Company. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of our audit report.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

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, including other comprehensive income, changes in Equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risk, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current 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 matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

- The Standalone Financial Statements include Company's share of total assets of ₹ 14.89 crores as at March 31, 2024 and Company's share of total revenue of ₹ 126.12 crores and share of net profit after tax of ₹ 0.55 crores for the year ended March 31, 2024, in respect of Nine (9) Joint Operations, 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 the Standalone Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these joint operations, are based solely on the reports of such other auditors.
- The Standalone Financial Statements include Company's share of total assets of ₹ 9.44 crores as at March 31, 2024 and Company's share of total revenue of ₹ 15.99 crores and share of net profit after tax of ₹ 0.03 crores for the year ended March 31, 2024, in respect of Two (2) Joint Operations. These financial statements have not been audited and have been certified by management and our opinion on the Standalone Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these joint operations are based on unaudited financial statements certified by the management.

Our opinion on the Standalone Financial Statements is not modified in respect of above matters with respect to our reliance on the work done by and the reports of the other auditors and the financial statements certified by the management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 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 Companies Act, 2013, we give in the "**Annexure I**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- In terms of sub section (5) of section 143 of the Act, we give in the "**Annexure II**" a statement on the directions issued under the aforesaid section by the Comptroller and Auditor General of India.
- As required by Section 143(3) of the Act, we report that:
 - 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;
 - 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.
 - The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, statement of changes in Equity, and the Statement of Cash Flows dealt with by this report are in agreement with the books of account.
 - In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - In view of exemption given vide notification no. G.S.R. 463(E) dated 5th June, 2015, issued by Ministry of Corporate Affairs, provisions of Section 164(2) of the Act regarding disqualifications of Directors, are not applicable to the Company;
 - With respect to the adequacy of the internal financial controls with reference to the Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure III**";
 - 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 Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 47(b)(i) to the Standalone Financial Statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief as disclosed in note no 57(m) to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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, as disclosed in note no 57(n) to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), 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 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. As stated in notes no. 21 and 54(a) to the Standalone Financial Statements
- (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 interim dividends declared and paid by the Company during the year and until the date of this report are in accordance with Section 123 of the Act, as applicable.
- (c) The Board of Directors of the Company has 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. In our opinion and to the best of our information and according to the explanations given to us, provisions of Section 197 of the Act are not applicable to the Company with respect to the managerial remuneration paid/provided during the year ended March 31, 2024.
- vii. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.
- 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 Pawan Puri and Associates
Chartered Accountants
Firm's Registration No: 005950N

CA Ashish Anand

Partner

Membership No:532897

UDIN: 24532897BKGWPF5597

Place: Gurugram

Date: May 28, 2024

ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

- (i) (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) The Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. Pursuant to the program, items of Property, Plant and Equipment were physically verified by the management during the year. According to information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of examination of title deeds / sale deeds / transfer deeds / conveyance deeds / possession letters / allotment letters and other relevant records evidencing title/ possession provided, we report that the title deeds of the immovable properties are held in the name of the Company as at the balance sheet date except for below cases as mentioned in note 57(g) to the Financial Statements:

(i) Lying under the head Property Plant and Equipment (Refer Note 2 of the Standalone Financial Statements)

S. No.	Description of Property	Gross Carrying Value 31.03.2024 (₹. In crore)	Held in the name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company also indicate if in dispute
1.	Plot of land at Gomati Nagar Extension, Lucknow	4.22	Lucknow Development Authority	No	Since 27.06.2019	Registration is pending due to litigation on payment of stamp duty.

(ii) Lying under the head Right of Use asset (Refer Note 4 of the Standalone Financial Statements)

Sr. No.	Description of Property	Gross Carrying Value 31.03.2024 (₹. In crore)	Held in the name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company also indicate if in dispute
1.	Office Building at Central Metro Railway Building 56, C.R. Avenue, Kolkata-12	1.32	Indian Railway	Yes	Since 12.01.2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
2.	Testing Laboratory at 52A & 52B, C.R. Avenue, Kolkata-12	0.46	Indian Railway	Yes	Since June 2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
3.	Office Building at DLF Cyber City, Bhubaneswar	5.43	DLF	No	Since 2017	Lease deed execution under process.
4.	House No-Belur Shed No. 14, JL No.15, PS-Bally, Dist Howrah, Plot No. 2206 at Liluah	0.00*	Indian Railway	Yes	03.03.1984 to 02.03.2009	This property was on long term lease for 25 years, while depositing the initial amount with Eastern Railway, RITES had written the execution of deed but no response was received from other side.

*Gross value at ₹ 1/- (Rupees One only).

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

- (e) According to the information and explanations given to us, there are no proceedings initiated during the year or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As per the information and explanations given to us, physical verification of Inventory has been carried out by the Management at reasonable intervals during the year. No discrepancies were noticed on such physical verification of inventory between the physical stock and the book records. In our opinion and as per information and explanations given to us,
- coverage and procedure of such verification by the management is appropriate.
- (b) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not been sanctioned working capital limits from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- (iii) (a) According to the information and explanations given to us and based on examination of records of the Company, during the year the Company has provided loans, advances in the nature of loans, guarantee and provided security as follows:

(₹. In crore)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Employee loan	-	-	8.54	-
Balance outstanding as at balance sheet date in respect of above cases				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Employee loan	-	-	22.26	-

- (b) In our opinion, the investments made and the terms and conditions of the grant of all loans and advances in the nature of loans to parties, are prima facie not prejudicial to the Company's interest.
- (c) In respect of loans granted to employees, the schedule of repayment of principal and payment of interest has been stipulated and the repayment of principal amounts and receipts of interest has been regular as per stipulation except as disclosed in sub clause (d) of clause (iii) as below.
- (d) There are no amounts which are overdue for more than ninety days in respect of above-mentioned loans granted except in seven cases for ₹. 0.16 crore overdue for more than 90 days, for which reasonable steps have been taken by the Company for recovery of principal and interest.
- (e) There are no loans granted which has fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) The Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment to during the year.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loans or provided any guarantees or securities to parties which are covered under section 185 of the Act. The Company has complied with the provisions of section 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or deemed deposits from the public within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the requirement to report on clause 3 (v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of products sold and services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our verification of records of the Company during the year,

the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in

respect of aforesaid dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, statutory dues referred to in clause vii(a) above which have not been deposited on account of any dispute are as under:

Name of the statute	Nature of dues	Period to which it pertains	Forum where dispute is pending	Amount Involved (₹. in crore)	Amount paid under protest (₹. in crore)
Income Tax Act, 1961	Income Tax	A.Y. 2009-10	Hon'ble High Court, Delhi	2.21	-
Income Tax Act, 1961	Income Tax	A.Y. 2012-13	Hon'ble High Court, Delhi	2.31	-
Income Tax Act, 1961	Income Tax	A.Y. 2016-17	Commissioner of Income Tax (Appeal)	2.18	2.18
Income Tax Act, 1961	Income Tax	A.Y. 2017-18	Commissioner of Income Tax (Appeal)	3.03	3.03
Income Tax Act, 1961	Income Tax	AY 2020-21	CIT (A) Appellate Authority	1.45	Nil
APVAT	Arrears of Sales Tax	01.04.2014 To 30.11.2015	Appellate Tribunal APVAT	0.71	0.71
West Bengal VAT	Value Added Tax	01.04.2015 To 31.03.2016	President, WBST Appellate- Revisional Board	0.45	0.20
West Bengal VAT	Value Added Tax	01.04.2016 To 31.03.2017	President, WBST Appellate - Revisional Board	0.42	0.06
Finance Act, 1994	Service Tax Penalty	01.09.2012 To 31.12.2016	Customs, Excise and service Tax Appellate Tribunal, Chandigarh	0.41 0.41	0.04
Finance Act, 1994	Service Tax Penalty	01.07.2012 To 31.03.2016	Customs, Excise and service Tax Appellate Tribunal, Chandigarh	1.68 1.68	0.15
Finance Act, 1994	Service Tax Penalty	01.10.2012 To 06.07.2016	Customs, Excise and service Tax Appellate Tribunal, Chandigarh	3.64 3.64	0.27
CGST Act 2017	Goods and Services Tax Penalty	01.04.2017 To 31.03.2018	Central Goods and Services Tax Appellate, Haryana	0.51 0.51	0.04
CGST Act 2017	Goods and Services Tax Penalty	01.04.2017 To 31.03.2018	Central Goods and Services Tax Appellate, Uttar Pradesh	1.05 0.11	0.11

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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.
- (ix) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not obtained any loans or other borrowings, hence the requirement to report on clause 3 (ix) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not obtained any term loan during the year. Accordingly, the requirement to report on clause 3 (ix) (c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, we report that the Company has not raised any funds during the year, hence the requirement to report on clause 3(ix) (d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint venture or associates companies,

- hence the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint venture or associate companies, hence the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) In our opinion and according to the information and explanation given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the company has not raised funds by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the note no. 43 (f) & (g) of the Standalone Financial Statements, as required under Indian Accounting Standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system; However, the same need to be strengthened to make it commensurate with the size and nature of its business in respect of the company in accordance with the prescribed scope of internal audit laid down by the company.
- (b) The internal audit reports of the Company issued during the year and till the date of this report, for the period under audit have been considered by us, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with any of the directors or persons connected with him. Accordingly, the requirement to report on clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company,
- (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) The Company does not have any CIC.
- Accordingly, clauses 3(xvi) (a), (b), (c) and (d) of the Order are not applicable.
- (xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred cash losses either in the current financial year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the requirement to report on Clause 3(xviii) is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in Note 57(h) to the Standalone Financial Statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which

causes us to believe that any material uncertainty exists as on the date of the audit report that 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) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund specified in Schedule VII to the Companies Act, in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.

- (b) In respect of ongoing projects, the Company has transferred unspent amount to a special account, within a period of thirty days from the end of the financial year in compliance with section 135(6) of the said Act.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Pawan Puri and Associates

Chartered Accountants
Firm's Registration No: 005950N

CA Ashish Anand

Partner

Place: Gurugram
Date: May 28, 2024

Membership No:532897
UDIN: 24532897BKGWPF5597

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT**(Referred to in paragraph 2 under the heading "Report on other Legal and Regulatory requirements" of our report of even date)****Report under Section 143 (5) of the Companies Act, 2013 in respect of RITES Limited on Standalone Financial Statements for the year ended March 31, 2024.**

S. no. Directions	Auditor's Comments
1. Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	Yes, the Company has SAP system in place to process all the accounting transactions. As per information and explanations given to us and during the course of our audit, we have not come across the any accounting transactions which were outside the IT system and have financial implications.
2. Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/ interest etc. made by a lender to the company due to company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a government company, then this direction is also applicable for statutory auditor of lender company).	According to information and explanations given to us and based on our audit, there is no case of restructuring of an existing loan or cases of waiver/write off debts / loans / interest etc. made by lender to the Company.
3. Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State government or its agencies were properly accounted for/utilized as per its terms and conditions? List the cases of deviation.	As per the information and explanations given to us, the Company has not received any funds from Central/State government or its agencies for specific schemes during the year.

For Pawan Puri and AssociatesChartered Accountants
Firm's Registration No: 005950N**CA Ashish Anand**Partner
Membership No:532897
UDIN: 24532897BKGWPF5597Place: Gurugram
Date: May 28, 2024

ANNEXURE III TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 3(f) under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the Standalone Financial Statements of **RITES Limited** ("the Company") as at March 31, 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 CONTROLS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements, and both issued by ICAI. 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 with reference to the Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to the Standalone Financial Statements included obtaining an understanding of such internal financial controls over financial reporting, assessing

the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and by other auditors in terms of their report referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls systems over financial reporting with reference to the Standalone Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS

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

A company's internal financial control over financial reporting with reference to the Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (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 statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls over financial reporting with reference to the Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal control with reference to the Standalone Financial Statements 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 issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to the Standalone Financial Statements in so far as it relates to the nine (9) joint operations, which are the entities incorporated in India, is based on the corresponding reports of the auditors of such entities incorporated in India. Our opinion is not modified in respect of this matter.

For Pawan Puri and Associates

Chartered Accountants
Firm's Registration No: 005950N

CA Ashish Anand

Partner

Place: Gurugram
Date: May 28, 2024

Membership No:532897
UDIN: 24532897BKGWPF5597

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	As at March 31, 2024	As at March 31, 2023
ASSETS			
NON CURRENT ASSETS			
PROPERTY, PLANT AND EQUIPMENT	2	349.21	366.90
CAPITAL WORK IN PROGRESS	3	173.72	94.80
RIGHT OF USE ASSETS	4	21.81	20.67
INTANGIBLE ASSETS	5	3.30	4.27
INTANGIBLE ASSETS UNDER DEVELOPMENT	6	0.18	-
FINANCIAL ASSETS			
INVESTMENTS	7.1	127.75	127.75
LOANS	8	12.40	8.71
OTHER FINANCIAL ASSETS	9	73.36	171.30
DEFERRED TAX ASSETS (NET)	10	58.55	61.61
OTHER NON CURRENT ASSETS	11	218.08	176.93
		1,038.36	1,032.94
CURRENT ASSETS			
INVENTORIES	12	4.93	30.91
FINANCIAL ASSETS			
INVESTMENTS	7.2	-	25.00
TRADE RECEIVABLES	13	881.00	869.26
CASH AND CASH EQUIVALENTS-OWNED FUND	14.1	42.62	83.13
CASH AND CASH EQUIVALENTS-CLIENTS FUND	15.1	608.30	934.99
OTHER BANK BALANCES-OWNED FUND	14.2	654.99	754.70
OTHER BANK BALANCES-CLIENTS FUND	15.2	1,754.63	1,623.84
LOANS	16	4.95	5.38
OTHER FINANCIAL ASSETS	17	327.72	299.23
CURRENT TAX ASSETS (NET)	18	48.54	11.84
OTHER CURRENT ASSETS	19	71.39	81.45
		4,399.07	4,719.73
TOTAL ASSETS		5,437.43	5,752.67
EQUITY AND LIABILITIES			
EQUITY			
EQUITY SHARE CAPITAL	20.2	240.30	240.30
OTHER EQUITY	21	2,266.57	2,262.74
		2,506.87	2,503.04

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	As at March 31, 2024	As at March 31, 2023
LIABILITIES			
NON CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
LEASE LIABILITIES	52 (a)	6.38	4.52
OTHER FINANCIAL LIABILITIES	22	183.40	274.59
PROVISIONS	23	10.20	19.75
OTHER NON CURRENT LIABILITIES	24	3.56	0.49
		203.54	299.35
CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
LEASE LIABILITIES	52 (a)	1.62	0.90
TRADE PAYABLES			
- TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES	25	29.83	45.85
- TOTAL OUTSTANDING DUES OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES	25	186.20	253.86
OTHER FINANCIAL LIABILITIES	26	2,324.98	2,501.21
OTHER CURRENT LIABILITIES	27	116.31	70.49
PROVISIONS	28	68.08	77.97
		2,727.02	2,950.28
TOTAL EQUITY AND LIABILITIES		5,437.43	5,752.67
MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF STANDALONE FINANCIAL STATEMENTS	1-57		

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For **Pawan Puri & Associates**

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPF5597

Place : Gurugram
Dated : 28.05.2024

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE PERIOD ENDED MARCH 31, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
REVENUE FROM OPERATIONS	29	2,312.00	2,519.62
OTHER INCOME	30	126.92	119.16
TOTAL INCOME		2,438.92	2,638.78
EXPENSES			
EMPLOYEE BENEFITS EXPENSE	31	491.22	507.60
TRAVEL		58.71	53.67
SUPPLIES & SERVICES	32	1,060.97	974.01
PURCHASES FOR EXPORT		36.40	98.66
CHANGES IN INVENTORIES OF STOCK IN TRADE	33	24.78	88.67
FINANCE COSTS	34	4.70	6.62
DEPRECIATION & AMORTISATION EXPENSE	35	51.43	59.38
OTHER EXPENSES	36	113.84	141.63
TOTAL EXPENSES		1,842.05	1,930.24
PROFIT BEFORE TAX		596.87	708.54
TAX EXPENSES			
- CURRENT TAX	37	(139.70)	(187.36)
- DEFERRED TAX	38	(3.06)	9.36
PROFIT AFTER TAX		454.11	530.54
OTHER COMPREHENSIVE INCOME			
ITEMS THAT WILL NOT BE RECLASSIFIED SUBSEQUENTLY TO PROFIT & LOSS			
- REMEASUREMENTS OF THE DEFINED BENEFIT LIABILITY/ASSET	40	8.41	7.74
- INCOME TAX		(2.12)	(1.95)
		6.29	5.79
TOTAL OTHER COMPREHENSIVE INCOME (NET OF TAX)		6.29	5.79
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		460.40	536.33
EARNING PER SHARE (EQUITY SHARE OF ₹ 10/- EACH) - BASIC	45	₹ 18.90	₹ 22.08
EARNING PER SHARE (EQUITY SHARE OF ₹ 10/- EACH) - DILUTED	45	₹ 18.90	₹ 22.08
WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED IN COMPUTING EARNING PER SHARE		24,03,01,887	24,03,01,887

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For **Pawan Puri & Associates**

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPF5597

Place : Gurugram
Dated : 28.05.2024

STANDALONE STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED MARCH 31, 2024

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	596.87	708.54
ADJUSTMENTS FOR:		
- DEPRECIATION AND AMORTIZATION	51.43	59.38
- LOSS/(PROFIT) ON SALE OF PROPERTY, PLANT AND EQUIPMENT (NET)	(0.23)	0.03
- INTEREST INCOME	(62.46)	(54.15)
- INCOME FROM INVESTMENTS	(46.41)	(21.32)
- INCOME FROM INVESTMENT PROPERTIES	-	(0.03)
- LIABILITIES WRITTEN BACK	(5.32)	(5.19)
- PROPERTY, PLANT AND EQUIPMENT WRITTEN OFF	-	0.06
- UNREALIZED (GAIN)/LOSSES FROM CHANGES IN FOREIGN EXCHANGE RATE	(2.59)	(7.38)
- REVERSAL OF PROVISION OF INVENTORY (NET OF PROVISION / WRITTEN OFF)	(0.91)	(1.10)
- PROVISION AND IMPAIRMENT EXPENSES (NET)	12.19	33.24
- FINANCE COST	4.70	6.62
EFFECT OF EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN CURRENCY CASH & CASH EQUIVALENTS	(0.01)	(2.65)
OPERATING PROFIT BEFORE CHANGES IN ASSETS AND LIABILITIES	547.26	716.05
CHANGE IN ASSETS AND LIABILITIES:		
ADJUSTMENTS FOR (INCREASE)/DECREASE IN OPERATING ASSETS:		
- INVENTORIES	41.44	89.58
- TRADE RECEIVABLES	(17.24)	(208.43)
- LOANS, OTHER FINANCIAL ASSETS AND OTHER ASSETS	4.64	9.11
ADJUSTMENTS FOR INCREASE/(DECREASE) IN OPERATING LIABILITIES:		
- TRADE PAYABLES	(83.19)	122.11
- OTHER FINANCIAL LIABILITIES, OTHER LIABILITIES AND PROVISIONS		
(NET OF CLIENT FUNDS)	15.81	(92.71)
CASH GENERATED FROM OPERATIONS	508.72	635.71
- INCOME TAX PAID	(194.20)	(164.24)
NET CASH FROM OPERATING ACTIVITIES	314.52	471.47
CASH FLOWS FROM INVESTING ACTIVITIES		
- PROPERTY, PLANT AND EQUIPMENT/ INATNGIBLE ASSETS/ CWIP/ CAPITAL ADVANCE.	(133.60)	(129.45)
- PROCEEDS FROM SALE OF PROPERTY, PLANT AND EQUIPMENT	0.54	0.23
- INVESTMENTS IN JOINT VENTURES/ASSOCIATE	(0.60)	-
- INVESTMENT IN LIQUID MUTUAL FUNDS	-	(110.00)
- REDEMPTION OF LIQUID MUTUAL FUNDS	-	135.92
- REDEMPTION OF BONDS	25.00	50.00
- FIXED DEPOSITS PLACED WITH BANK	(983.08)	(949.61)
- REDEMPTION OF FIXED DEPOSITS WITH BANK	1,082.00	933.93
- INTEREST INCOME	69.34	51.74
- INCOME FROM INVESTMENTS	46.21	21.32
- INCOME FROM INVESTMENT PROPERTIES	-	0.03

STANDALONE STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED MARCH 31, 2024

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
NET CASH FROM INVESTING ACTIVITIES	105.81	4.11
CASH FLOW FROM FINANCING ACTIVITIES		
- DIVIDEND PAID	(456.57)	(432.55)
- REPAYMENT OF LEASE LIABILITIES	(1.61)	(2.47)
- FINANCE COST	(2.67)	(3.37)
NET CASH FROM FINANCING ACTIVITIES	(460.85)	(438.39)
NET CASH FLOW ON ACCOUNT OF CLIENT FUND ACTIVITY	(326.69)	175.81
EFFECT OF EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN CURRENCY CASH & CASH EQUIVALENTS	0.01	2.65
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(367.20)	215.65
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1,018.12	802.47
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	650.92	1,018.12

RECONCILIATION OF CASH AND CASH EQUIVALENTS

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
CASH AND CASH EQUIVALENTS	14.1 & 15.1	650.92	1,018.12
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		650.92	1,018.12
COMPONENTS OF CASH AND CASH EQUIVALENTS (REFER NOTE NO. 14.1 & 15.1)		650.92	1,018.12

NOTE:

- Cash and Cash Equivalents consist of Cash and Bank balances including FDs having maturity within 3 months from the date of acquisition.
- The above Statement of Cash Flows has been prepared under the Indirect method as set out in IND AS 7 Statement of Cash Flows notified u/s133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provision of the Act.
- Figures in bracket indicate Cash outflow.
- Refer note 57(c) w.r.t. amount spent on CSR activities.
- The above statement of Cash Flows has been prepared including Cash flow on behalf of client activities. The opening and closing Cash and Cash Equivalents includes ₹ 934.99 crore and ₹ 608.30 crore respectively on behalf of Clients fund.

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For Pawan Puri & Associates

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPF5597

Place : Gurugram
Dated : 28.05.2024

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED MARCH 31, 2024

A. EQUITY SHARE CAPITAL

(₹ in crore)

BALANCE AS AT 01.04.2023	CHANGES IN EQUITY SHARE CAPITAL DURING THE YEAR		BALANCE AS AT 31.03.2024
	ISSUE OF BONUS SHARES	BUY BACK OF EQUITY SHARES	
240.30	-	-	240.30

(₹ in crore)

BALANCE AS AT 01.04.2022	CHANGES IN EQUITY SHARE CAPITAL DURING THE YEAR		BALANCE AS AT 31.03.2023
	ISSUE OF BONUS SHARES	BUY BACK OF EQUITY SHARES	
240.30	-	-	240.30

B. OTHER EQUITY

(₹ in crore)

PARTICULARS	RESERVE AND SURPLUS			TOTAL
	GENERAL RESERVE	RETAINED EARNINGS	CAPITAL REDEMPTION RESERVE	
BALANCE AS AT 01.04.2023	1584.02	669.02	9.70	2262.74
PROFIT FOR THE YEAR	-	454.11	-	454.11
OTHER COMPREHENSIVE INCOME (OCI)	-	6.29	-	6.29
INTERIM DIVIDENDS (2023-24)	-	(312.39)	-	(312.39)
FINAL DIVIDEND (2022-23)	-	(144.18)	-	(144.18)
TRANSFER TO GENERAL RESERVE FROM RETAINED EARNINGS	-	-	-	-
BALANCE AT 31.03.2024	1,584.02	672.85	9.70	2,266.57
INTERIM DIVIDEND PER SHARE FOR 2023-24 (₹)	13.00	NUMBER OF SHARES USED IN COMPUTING DIVIDEND PER SHARE	24,03,01,887	
FINAL DIVIDEND PER SHARE FOR 2022-23 (₹)	6.00	NUMBER OF SHARES USED IN COMPUTING DIVIDEND PER SHARE	24,03,01,887	

(₹ in crore)

PARTICULARS	RESERVE AND SURPLUS			TOTAL
	GENERAL RESERVE	RETAINED EARNINGS	CAPITAL REDEMPTION RESERVE	
BALANCE AT 01.04.2022	1,584.02	565.24	9.70	2,158.96
PROFIT FOR THE YEAR	-	530.54	-	530.54
OTHER COMPREHENSIVE INCOME (OCI)	-	5.79	-	5.79
INTERIM DIVIDENDS (2022-23)	-	(348.44)	-	(348.44)
FINAL DIVIDEND (2021-22)	-	(84.11)	-	(84.11)
BALANCE AT 31.03.2023	1,584.02	669.02	9.70	2,262.74
INTERIM DIVIDEND PER SHARE FOR 2022-23 (₹)	14.50	NUMBER OF SHARES USED IN COMPUTING DIVIDEND PER SHARE	24,03,01,887	
FINAL DIVIDEND PER SHARE FOR 2021-22 (₹)	3.50	NUMBER OF SHARES USED IN COMPUTING DIVIDEND PER SHARE	24,03,01,887	

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For Pawan Puri & Associates

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPF5597

Place : Gurugram
Dated : 28.05.2024

COMPANY OVERVIEW, MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS

COMPANY OVERVIEW

RITES Ltd. is a multidisciplinary engineering and consultancy organization providing diversified and comprehensive array of services from concept to commissioning in all facets of transport infrastructure and related technologies. The major business engagements as consultants, engineers and project managers are in railways, highways, airports, ports, ropeways, urban transport and inland waterways in India and abroad. The company also provides services of third party inspection, quality assurance, construction supervision & project management, operations & maintenance, leasing, export of rolling stock and modernization of railways workshop projects, doubling and electrification on turnkey basis.

The Company is a “Navratna”, Schedule-“A” and ISO 9001:2015 certified public limited company incorporated and domiciled in India. The address of its registered office is SCOPE Minar, Laxmi Nagar, Delhi-110092 (India) and address of its Corporate Office is “Shikhar”, Plot no-1, Sector -29, Gurugram, Haryana-122001 (India). President of India through Ministry of Railways is presently holding 72.20% equity share of the company.

The reporting and functional currency of the company is Indian Rupees (INR). Figures in financial statements are presented in ₹ crore, by rounding off upto two decimals except for per share data and as otherwise stated. Certain figures that are required to be disclosed but do not appear due to rounding off are detailed in note 57(j). Previous periods figures have been regrouped/recasted/rearranged, wherever necessary.

The standalone financial statements are approved for issue by the company's Board of Directors in their meeting held on 28th May, 2024.

1. Material Accounting Policies

1.1 GENERAL

(a) Statement of Compliance

The financial statements of the Company are being prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

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

On March 31, 2023, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 thereby mandating the companies to disclose only material

accounting policies. Accordingly, erstwhile significant accounting policies have been reviewed and the same has been replaced with material accounting policies. There is no financial implication on this replacement.

(b) Basis of Preparation

The financial statements have been prepared on accrual basis at historical cost, except for the following assets and liabilities which have been measured at fair value/ amortized cost:

- Derivative financial instruments,
- Which are specifically indicated in the concerned accounting policy.

(c) Use of Estimates and Judgments

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities and contingent assets as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized in the period in which the results are known/materialize.

1.2. REVENUE RECOGNITION

1.2.1 Revenue from Contracts with Customers

Operating revenue is from various streams viz. consultancy fee, inspection fee, lease services, export sales and construction projects.

1.2.1.1 Consultancy Fee

Revenue from consultancy services is recognized based on performance obligation satisfied either over time or at a point in time.

In case performance obligation satisfied over time, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on physical progress, efforts, cost incurred to date bear to the total estimated cost of the transaction, time spent, percentage of the value of work done/built-up cost or service performed.

In other cases where performance obligation is not satisfied over time, revenue is recognized at a point in time.

In case of contracts, where customer pays fixed amount based on a payment schedule, if services rendered by the Company exceed the payment, a contract asset is recognised. If payments exceed services rendered, a contract liability is recognised.

Mobilization fee is considered as customer advance until recognized as revenue based on the stage of completion of activities/transactions as per the terms of contract/work order.

Reimbursable and supplies are accounted for on accrual basis.

In Construction Management/ Supervision Contracts, revenue is recognised as a percentage of the value of work done/built-up cost of each contract as determined by the Management, pending customer's approval, if any.

1.2.1.2 Inspection Fee

Inspection fee is accounted for on the basis of inspection certificates issued.

1.2.1.3 Export Sales

Export sales are accounted when the Company transfers control of the assets to the customer which happens at the point in time the customer has undisputed right on delivered goods.

1.2.1.4 Construction Projects

In construction contracts/ projects, the company recognises revenue over time. Due to high degree of interdependence among various elements of these projects, revenue is accounted for considering these activities as a single performance obligation.

To depict the progress by which the Company transfers control of the promised goods to the customer, and to establish when and to what extent revenue can be recognised, the Company measures its progress towards complete satisfaction of the performance obligation based on work done.

1.2.1.5 Lease Services

Refer Policy no-1.14: - Leases-Company as lessor.

1.2.2 Other Income

Other income is accounted for on accrual basis except claims (including insurance claims)/supplementary claims / counter claims/interest on delayed payments / awards in favour of the Company/ sale of tenders/ premium on sale of licenses etc. which are accounted for on final settlement / realization.

1.3. PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant, and equipment are stated at cost net of accumulated depreciation and impairment losses, if any.

Spares valuing more than ₹ 10 lakh which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular

are capitalized at cost and depreciated over the useful life of the spares or principal item of the relevant assets, whichever is lower.

1.3.1 Depreciation

(a) Depreciation on property, plant and equipment are provided on straight line method over their estimated useful life determined by management. Depreciation method, useful lives and residual values are reviewed at the end of each financial year. The useful lives of assets are as prescribed in part C of schedule II of the Companies Act, 2013 except assets indicated in sub paragraphs (c), (d) and (e) below.

(b) The estimated useful lives of the various assets, are as under:-

	Assets	Useful Life (Years)
i)	Furniture	10
ii)	Fixture	5
iii)	Office Equipment	5
iv)	Mobile Hand Set	3
v)	Coolers & Air Conditioners	7
vi)	Air Conditioning Plant	15
vii)	Computer Hardware	3
viii)	Server & Networks	6
ix)	Survey and Equipments	10
x)	Vehicles	8
xi)	Buildings on Freehold Land	60
xii)	Locomotives-New	15
xiii)	Locomotives-In-Service	10
xiv)	Coaches-New	15
xv)	Coaches-In-Service	10

(c) As per company's technical assessment, Fixtures, Mobile Hand Set, Coolers & Air Conditioners and In-Service Locomotives & Coaches (refurbished) have lower useful lives than prescribed in part C of schedule II of the Companies Act, 2013. Therefore depreciation is charged considering lower useful life than prescribed under the Companies Act, 2013

(d) In respect of buildings on lease hold land, depreciation is charged over the period of lease of land or the useful life stated above for buildings on freehold land, whichever is lower.

(e) Individual low cost assets of value less than ₹5,000/- are fully depreciated in the year of acquisition.

1.3.2 Capital Work in Progress

Assets which are not ready for the intended use are carried at cost, comprising direct cost, related incidental expenses, and attributable interest.

1.3.3 Capital Advances

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

1.4. INTANGIBLE ASSETS

Intangible assets acquired/ developed are measured on recognition at cost less accumulated amortisation and impairment losses, if any.

1.4.1 Amortization

Estimated useful life of the software is 4 years and amortized on a straight-line basis over the period. However, software of value less than ₹ 100,000/- is fully amortized in the year of acquisition.

1.5. INVESTMENTS

Equity investments are measured at fair value through profit and loss except investments in subsidiary, participating joint venture with or without joint control and associate.

Investments in subsidiary, participating joint venture with or without joint control and associate are measured at cost.

1.6. INVENTORIES

- (a) Inventories are valued at the lower of cost and Net Realizable Value.
- (b) Cost is determined on weighted average basis.
- (c) The diminution in the value of obsolete, unserviceable, slow moving, and non-moving stores and spares are assessed periodically and accordingly provided for.
- (d) Consumables and Stores & Spares other than held for the purpose of warranty are charged to the Statement of Profit and Loss in the year of purchase.

1.7. EMPLOYEE BENEFITS

1.7.1 Defined Contribution Plans

Pension Scheme/Post Retiral Medical Schemes

Retirement benefits in the form of pension scheme/post-retirement medical scheme are defined contribution schemes. The Company has no obligation, other than the contribution payable to such funds/ schemes. The Company recognizes contribution payable to such funds/schemes as an expense, when an employee renders the related service.

Defined contributions towards pension under EPFO, superannuation pension fund and post retiral medical schemes are charged to the Statement of Profit and Loss based on contributions made in terms of applicable schemes on accrual basis.

1.7.2 Defined benefit plan

1.7.2.1 Gratuity

Company provides gratuity, a defined benefit plan covering eligible regular and contract employees. The gratuity plan provides a lump-sum payment to vested employees of an amount based on the respective employee's salary and the tenure of employment with the company at retirement,

death, incapacitation, or on completion of terms of employment.

The liabilities with regard to the Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at the year end.

- (a) The Company has set up a separate Gratuity Trust for managing Gratuity Fund.
- (b) The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.
- (c) Gain or loss through re-measurements of net defined benefit liability/(asset) is recognized in Other Comprehensive Income.
- (d) The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in Other Comprehensive Income.
- (e) Service cost and net interest cost/(income) on the net defined benefit liability/(asset) are recognized in Statement of Profit and Loss.

1.7.2.2 Provident Fund

The Company makes contribution to the recognized provident fund - "RITES CONTRIBUTORY PROVIDENT FUND" for its employees, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the returns from the investments of the trust and the notified interest rate. The Company's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

1.7.3 Other Long Term Benefits

- (a) Leave Travel Concession (CDA employees), Leave Encashment (contract employees) and Long Service Award (regular employees)
 - i. Accounted for on actuarial valuation made at the end of year.
 - ii. The actuarial gains/losses are recognized in the Statement of Profit and Loss for the year.
- (b) Leave Encashment and Medical Leave for regular employees
 - i. Liabilities are funded under plan assets through insurance policies from insurance companies approved by Insurance Regulatory Development Authority (IRDA) and are accounted for on actuarial valuation made at the end of year.
 - ii. The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

- iii. Service cost and net interest cost/(income) on the net defined benefit liability/(asset) are recognized in Statement of Profit and Loss.
- iv. Actuarial gains/losses are recognized in the Statement of Profit and Loss.

1.7.4 Other Benefits

Ex-gratia payments on death are recognized on payment basis in the Statement of Profit and Loss.

1.8. INCOME TAXES

1.8.1 Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate applicable at the reporting date as per Income Tax Act, 1961 is used to compute the amount of Current Income Taxes.

Management periodically evaluates positions taken in the tax assessments with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities.

Additional taxes, interest and/or penalties levied/imposed by the tax authorities / Appellate authorities on finality are recognized in the Statement of Profit and Loss.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

1.8.2 Deferred Tax

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets and liabilities are measured at the rate expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date as per Income Tax Act, 1961.

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

Deferred tax assets are offset against deferred tax liabilities.

1.9. PREPAID EXPENSES

Prepaid expenses up to ₹ 5,00,000/- in each case are treated as expenditure/income of the current year and accounted for to the natural head of accounts.

1.10. STATEMENT OF CASH FLOWS

Statement of Cash Flows is made using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or

payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, financing and investing activities of the Company are segregated.

1.11. IMPAIRMENT OF FINANCIAL ASSETS

(Other than at Fair Value)

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company consider the following:

- All contractual terms of the financial assets (including extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables: In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

1.12. PROVISION FOR WARRANTY FOR SALE AND SERVICES RENDERED

Provision for warranties is recognized when products are sold and services are rendered with warranty as per the contract. These provisions are estimated by using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise or incurred. The initial estimate of warranty-related costs is revised annually.

As per the terms of the contracts, the Company provides post-contract services /warranty support to some of its customers. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past estimates.

1.13. LEASES:-COMPANY AS A LESSEE

The Company's leased asset primarily consists of leases for land and buildings.

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

The right-of-use assets are initially recognized at cost. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.14. LEASES:- COMPANY AS A LESSOR

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis/systematic basis over the lease term. However, reimbursable under the contract are accounted for on accrual basis. Initial direct cost are added to the carrying amount of the leased assets and recognized as an expense over the lease term.

1.15 FINANCIAL INSTRUMENTS

1.15.1 Initial Recognition

Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and financial liabilities are recognized at fair value on initial recognition except for trade receivables/ trade payables 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 at fair value through profit and loss are added or deducted to/from the fair value on initial recognition.

1.15.2 Subsequent Measurement

(a) Financial assets are subsequently measured at amortised cost if these are held within a business model whose objective is to hold the assets in order

to collect contractual cash flows and the contractual terms of the financial assets give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding using the Effective Interest Rate (EIR) method. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

- (b) Financial assets at fair value through profit or loss. The financial assets are measured at fair value through profit or loss unless it is classified at amortised cost.
- (c) Financial liabilities

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

All other financial liabilities are subsequently measured at amortised cost using EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are de-recognised as well as through the EIR amortisation process.

1.15.3 De-recognition of Financial Instruments

A financial asset is de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability or a part of financial liability is de-recognised from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

1.16. GOVERNMENT GRANT

The Company is getting Government Grant as export incentive under Foreign Trade Policy (FTP) of the Government of India. The same is recognized/presented following Income Approach as other operating income when there is a reasonable assurance that the incentive will be received, and all the attached conditions have been complied with and the same will be received.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

2 PROPERTY, PLANT AND EQUIPMENT

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR ENDED 31.03.2024

(₹ in crore)

Description	GROSS BLOCK				As At 31/03/2024	DEPRECIATION/AMORTISATION				As At 31/03/2024	NET BLOCK
	As At 01/04/2023	Additions During The Year	Adj During The Year	Deletions During The Year		As At 01/04/2023	For The Year	Adj During The Year	Deletions During The Year		As At 31/03/2024
LAND #	35.44				35.44	-				-	35.44
BUILDING	73.72		(0.40)		73.32	7.49	1.34	(0.01)		8.82	64.50
RESIDENTIAL QUARTERS	32.60	0.24			32.84	2.06	0.55	-		2.61	30.23
LEASED HOLD IMPROVEMENT	1.96				1.96	0.93	0.13	-		1.06	0.90
OFFICE EQUIPMENTS											
SURVEY AND OTHER INSTRUMENTS	13.11	0.78		0.01	13.88	7.55	1.01		0.01	8.55	5.33
COMPUTER AND EQUIPMENTS	20.09	3.80	0.03	1.63	22.29	14.86	3.79		1.50	17.15	5.14
SERVER & NETWORK	6.26	0.03		0.02	6.27	5.46	0.27		0.02	5.71	0.56
OFFICE AND OTHER EQUIPMENTS	10.69	1.46	(0.02)	0.46	11.67	6.64	1.58	-	0.40	7.82	3.85
AIR-CONDITIONER AND EQUIPMENTS	2.58	0.06	0.03	0.03	2.64	1.60	0.25	-	0.02	1.83	0.81
PLANT & MACHINERY											
AIR CONDITIONER PLANT	7.20				7.20	5.68	0.34			6.02	1.18
LOCOMOTIVES NEW @	255.82				255.82	82.14	17.62			99.76	156.06
LOCOMOTIVES IN SERVICE @	181.57	22.12		1.56	202.13	149.58	17.20		1.56	165.22	36.91
FURNITURE & FIXTURES											
FURNITURES	9.99	0.65	0.01	0.25	10.40	4.83	0.96		0.15	5.64	4.76
FIXTURES	8.99	0.15	0.30	0.20	9.24	5.13	1.41		0.18	6.36	2.88
VEHICLE											
VEHICLES	2.96			0.56	2.40	2.13	0.17		0.56	1.74	0.66
TOTAL	662.98	29.29	(0.05)	4.72	687.50	296.08	46.62	(0.01)	4.40	338.29	349.21

NOTE :

- Depreciation on Residential Quarters is charged on the total cost of flats in the absence of break-up of land components in the flats value.
- In the case of assets available for intended use, where final settlement of vendor bills is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

In respect of Land pending execution of registration (refer note no. 57 (i)).

@ Refer Note No. 52 (b)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR ENDED MARCH 31 2023

(₹ in crore)

DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION					NET BLOCK	
	As At 01/04/2022	Additions During The Year	Adj During The Year	Deletions During The Year	As At 31/03/2023	As At 01/04/2022	For The Year	Adj During The Year	Deletions During The Year	As At 31/03/2023	As At 31/03/2023
LAND #	35.39	-	0.05	-	35.44	-	-	-	-	-	35.44
BUILDING	66.12	7.60	-	-	73.72	6.25	1.24	-	-	7.49	66.23
RESIDENTIAL QUARTERS	32.50	-	0.10	-	32.60	1.41	0.55	0.10	-	2.06	30.54
LEASED HOLD IMPROVEMENT	1.96	-	-	-	1.96	0.66	0.27	-	-	0.93	1.03
OFFICE EQUIPMENTS											
SURVEY AND OTHER INSTRUMENTS	12.68	0.52	-	0.09	13.11	6.52	1.12	-	0.09	7.55	5.56
COMPUTER AND EQUIPMENTS	18.32	3.23	-	1.46	20.09	12.54	3.63	-	1.31	14.86	5.23
SERVER & NETWORK	6.22	0.07	-	0.03	6.26	5.14	0.34	-	0.02	5.46	0.80
OFFICE AND OTHER EQUIPMENTS	9.90	1.37	-	0.58	10.69	5.65	1.46	-	0.47	6.64	4.05
AIR- CONDITIONER AND EQUIPMENTS	2.35	0.30	-	0.07	2.58	1.42	0.25	-	0.07	1.60	0.98
PLANT & MACHINERY											
AIR CONDITIONER PLANT	6.98	0.22	-	-	7.20	5.35	0.33	-	-	5.68	1.52
LOCOMOTIVES NEW @	237.78	18.04	-	-	255.82	65.36	16.78	-	-	82.14	173.68
LOCOMOTIVES IN SERVICE @	164.58	16.99	-	-	181.57	124.21	25.37	-	-	149.58	31.99
FURNITURE & FIXTURES											
FURNITURES	8.47	1.64	-	0.12	9.99	4.05	0.85	-	0.07	4.83	5.16
FIXTURES	8.43	0.56	-	-	8.99	3.64	1.49	-	-	5.13	3.86
VEHICLE											
VEHICLES	2.96	-	-	-	2.96	1.95	0.18	-	-	2.13	0.83
TOTAL	614.64	50.54	0.15	2.35	662.98	244.15	53.86	0.10	2.03	296.08	366.90

NOTE :

- Depreciation on Residential Quarters is charged on the total cost of flats in the absence of break-up of land components in the flats value.
- In the case of assets available for intended use, where final settlement of vendor bills is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

In respect of Land pending execution of registration (refer note no. 57 (i)).

@ Refer Note No. 52 (b)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

3 CAPITAL WORK IN PROGRESS

(₹ in crore)

DESCRIPTION	OPENING	ADDITIONS DURING THE YEAR	ADJ DURING THE YEAR	DELETIONS DURING THE YEAR	CLOSING
AS AT 31.03.2024	94.80	78.92	-	-	173.72
AS AT 31.03.2023	58.01	45.28	(8.49)	-	94.80

Refer Note No. 57(f) for Capital Work in progress ageing and completion schedule

4 RIGHT OF USE ASSETS

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF RIGHT OF USE ASSETS FOR THE YEAR ENDED MARCH 31 2024

(₹ in crore)

DESCRIPTION	Gross Block				As At 31/03/2024	Depreciation/Amortisation				As At 31/03/2024	As At 31/03/2024
	As At 01/04/2023	Additions During The Year	Adj During The Year	Deletions During The Year		As At 01/04/2023	For The Year	Adj During The Year	Deletions During The Year		
LAND	2.62	-	-	-	2.62	1.69	0.49	-	-	2.18	0.44
BUILDING	24.73	4.22	-	5.98	22.97	8.32	2.31	-	5.95	4.68	18.29
RESIDENTIAL QUARTERS	4.33	-	-	-	4.33	1.00	0.25	-	-	1.25	3.08
TOTAL	31.68	4.22	-	5.98	29.92	11.01	3.05	-	5.95	8.11	21.81

- In respect of Lease Agreements pending execution (refer note no. 57 (g)).

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF RIGHT OF USE ASSETS FOR THE YEAR ENDED MARCH 31 2023

(₹ in crore)

Description	Gross Block				As At 31/03/2023	Depreciation/Amortisation				As At 31/03/2023	As At 31/03/2023
	As At 01/04/2022	Additions During The Year	Adj During The Year	Deletions During The Year		As At 01/04/2022	For The Year	Adj During The Year	Deletions During The Year		
LAND	2.62	-	-	-	2.62	1.21	0.48	-	-	1.69	0.93
BUILDING	19.78	4.95	-	-	24.73	5.40	2.92	-	-	8.32	16.41
RESIDENTIAL QUARTERS	4.33	-	-	-	4.33	0.75	0.25	-	-	1.00	3.33
TOTAL	26.73	4.95	-	-	31.68	7.36	3.65	-	-	11.01	20.67

- In respect of Lease Agreements pending execution (refer note no. 57 (g)).

5 INTANGIBLE ASSETS

(₹ in crore)

Description	Gross Block				Total	Depreciation/Amortisation				Total	Net Block
	Opening	Additions During The Year	Adj During The Year	Deletions During The Year		Opening	For The Year	Adj During The Year	Deletions During The Year		
COMPUTER SOFTWARES (ACQUIRED)											
AS AT 31.03.2024	14.72	0.79	-	0.25	15.26	10.45	1.76	-	0.25	11.96	3.30
AS AT 31.03.2023	11.21	3.53	-	0.02	14.72	8.60	1.87	-	0.02	10.45	4.27

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

6 INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in crore)

Description	Gross Block					Depreciation/Amortisation					Net Block
	Opening	Additions During The Year	Adj During The Year	Deletions During The Year	Total	Opening	For The Year	Adj During The Year	Deletions During The Year	Total	
COMPUTER SOFTWARES (ACQUIRED)											
AS AT 31.03.2024	-	0.18	-	-	0.18	-	-	-	-	-	0.18
AS AT 31.03.2023	-	-	-	-	-	-	-	-	-	-	-

Refer Note No. 57(f) for Intangible Asset under Development

7 INVESTMENTS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
7.1 NON CURRENT INVESTMENTS			
A) INVESTMENT IN UNQUOTED EQUITY INSTRUMENTS OF (INVESTMENT CARRIED AT COST):			
SUBSIDIARIES			
(i) RITES (Afrika) (Pty) Limited, Botswana		0.01	0.01
10,000 (previous year 10,000) equity shares of face value of Pula 1/- each, fully paid-up [1Pula @ INR 12]			
(ii) REMC Limited		35.70	35.70
53,550,000 (previous year 53,550,000) equity shares of face value of ₹ 10 each, fully paid-up. [Including 17,850,000 equity shares of face value of ₹ 10 each, received as Bonus Shares]			
		35.71	35.71
JOINT VENTURES			
(i) SAIL-RITES Bengal Wagon Industry Private Limited		24.00	24.00
24,000,000 (previous year 24,000,000) equity shares of face value of ₹ 10 each, fully paid-up.			
(ii) Indian Railway Stations Development Corporation Limited	57(a)	48.00	48.00
48,000,000 (previous year 48,000,000) equity shares of face value of ₹ 10 each, fully paid-up.			
		72.00	72.00
ASSOCIATES			
(i) Elicius Energy Private Limited	57(j)	-	-
1,573 (previous year 1,573) equity shares of face value of ₹ 10 each, fully paid-up.			
(ii) MMG- METRO MANAGEMENT GROUP LTD.	57(p)	0.60	-
269410 (previous year NIL) equity shares of face value of 1 NIS each, fully paid-up. (1 INS = ₹ 22.14)			
Less: Provision for Diminution		(0.60)	-
		-	-
		-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
COOPERATIVE SOCIETIES			
(i) Moru Mahal Co-operative Society Limited	57(j)	-	-
5 (previous year 5) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of residential quarter.			
(ii) Amit Industrial Premises Co-operative Society Limited	57(j)	-	-
10 (previous year 10) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of laboratory.			
(iii) Regent Chambers Premises Co-operative Society Limited	57(j)	-	-
10 (previous year 10) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of residential quarter.			
		-	-
OTHERS			
(i) GPCL Consulting Services Limited (formerly known as Global Procurement Consultants Limited)		0.04	0.04
32,279 (previous year 32,279) equity shares of face value of ₹ 10/- each, fully paid-up			
(includes 2,279 equity shares of face value of ₹ 10/- each at a price of ₹ 30/- each).			
AGGREGATE OF UNQUOTED INVESTMENTS (NON CURRENT)		107.75	107.75
B) INVESTMENT IN QUOTED TAX FREE BONDS OF (INVESTMENT CARRIED AT AMORTISED COST):			
(i) INDIAN RAILWAY FINANCE CORPORATION			
(10 YEAR SECURED REDEEMABLE 7.19% TAX FREE BONDS 31JUL.2025)			
200 Bonds of face value of ₹ 1,000,000/- each at premium of ₹100/- each, fully paid		20.00	20.00
AGGREGATE OF QUOTED INVESTMENTS (NON CURRENT)		20.00	20.00
TOTAL (NON CURRENT)		127.75	127.75
7.2 CURRENT INVESTMENTS			
A) INVESTMENT IN QUOTED TAX FREE BONDS OF (INVESTMENT CARRIED AT AMORTISED COST):			
(i) INDIAN RAILWAY FINANCE CORPORATION			
(10 YEAR SECURED REDEEMABLE 8.35% TAX FREE BONDS 21NOV.2023)			
250 Bonds of face value of ₹ 1,000,000/- each at premium of ₹100/- each, fully paid		-	25.00
AGGREGATE OF QUOTED INVESTMENTS (CURRENT)		-	25.00
TOTAL (CURRENT)		-	25.00
GRAND TOTAL		127.75	152.75
A AGGREGATE AMOUNT OF QUOTED INVESTMENTS		20.00	45.00
B MARKET VALUE OF QUOTED INVESTMENTS		21.90	50.34
C AGGREGATE AMOUNT OF UNQUOTED INVESTMENTS		108.35	107.75
D AGGREGATE AMOUNT OF IMPAIRMENT IN VALUE OF INVESTMENTS		0.60	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

8 NON CURRENT LOANS

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
LOANS TO EMPLOYEES CONSIDERED GOOD-SECURED	11.92	5.68
LOANS TO EMPLOYEES CONSIDERED GOOD-UNSECURED	0.48	3.03
LOANS TO EMPLOYEES WHICH HAVE SIGNIFICANT INCREASE IN CREDIT RISK	-	-
LOANS TO EMPLOYEES - CREDIT IMPAIRED	-	-
TOTAL	12.40	8.71

9 OTHER NON CURRENT FINANCIAL ASSETS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
SECURITY DEPOSITS		2.38	3.51
INTEREST ACCRUED (INCLUDING ACCRUED BUT NOT DUE) ON:			
- CLIENT FUND FDR		0.22	0.63
RETENTION MONEY		60.25	82.36
BANK DEPOSITS HAVING MATURITY OVER 12 MONTHS FROM REPORTING DATE:			
- OWNED FUND	14.3	0.88	-
- CLIENTS FUND	15.3	9.63	84.80
TOTAL		73.36	171.30

10 DEFERRED TAX ASSETS/ (LIABILITY) (NET)

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
DEFERRED INCOME TAX ASSETS:			
ACCRUED COMPENSATION TO EMPLOYEES		22.55	23.36
PROVISION FOR DOUBTFUL DEBTS, SECURITY DEPOSITS/ EMD, ADVANCES ETC.		38.91	38.03
PROVISION FOR WARRANTY		7.55	11.36
LEASE LIABILITY FOR ROU ASSETS		2.01	1.36
TOTAL DEFERRED INCOME TAX ASSETS - I		71.02	74.11
DEFERRED INCOME TAX LIABILITIES:			
PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS		12.47	12.50
TOTAL DEFERRED INCOME TAX LIABILITIES - II		12.47	12.50
DEFERRED INCOME TAX ASSETS (NET)	53	58.55	61.61

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

11 OTHER NON CURRENT ASSETS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024		AS AT 31.03.2023	
CAPITAL ADVANCE		184.22		159.75	
LESS: PROVISION FOR DOUBTFUL		(0.79)	183.43	(0.79)	158.96
ADVANCES OTHER THAN CAPITAL ADVANCE					
PREPAID EXPENSES			0.75		0.95
DEFERRED COST TOWARDS STAFF LOAN			5.06		3.86
ADVANCE INCOME TAX (NET OF PROVISION)	53		28.84		13.16
WORKS CONTRACT TAX RECEIVABLE		1.96		1.96	
LESS: PROVISION FOR DOUBTFUL RECEIVABLE		(1.96)	-	(1.96)	-
TOTAL			218.08		176.93

12 INVENTORIES

(AT THE LOWER OF COST AND NET REALISABLE VALUE)

(₹ in crore)

PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023	
(AS CERTIFIED BY MANAGEMENT)				
STOCK IN TRADE*	7.70		48.09	
LESS: PROVISION FOR INVENTORIES	(2.77)	4.93	(18.23)	29.86
STORES & SPARES		-		1.05
TOTAL		4.93		30.91

*Includes inventory lying with third parties of ₹ 4.16 crore (previous year ₹ 23.53 crore) & stock in transit ₹ NIL (previous year ₹ 22.98 crore).

Note- All inventories are expected to be utilised/sold within twelve months except certain items, which are utilised on need basis. Quantum of such items, which may be utilised beyond one year, is not determinable and is not expected to be material with reference to the total value of inventories.

13 TRADE RECEIVABLES

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
TRADE RECEIVABLE CONSIDERED GOOD -SECURED	-	-
TRADE RECEIVABLE CONSIDERED GOOD -UNSECURED*	881.00	869.26
TRADE RECEIVABLE WHICH HAVE SIGNIFICANT INCREASE IN CREDIT RISK	-	-
TRADE RECEIVABLE -CREDIT IMPAIRED	126.12	124.39
	1,007.12	993.65
LESS: ALLOWANCE FOR EXPECTED CREDIT LOSSES	(126.12)	(124.39)
TOTAL	881.00	869.26
	1.41	1.77

*Includes dues from subsidiaries(Note no.43(f) (i))

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

13.1 TRADE RECEIVABLES AGEING SCHEDULE FOR THE YEAR ENDING 31.03.2024

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	-	485.53	157.26	207.48	29.52	1.21	881.00
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	3.04	4.39	0.07	0.12	62.21	69.83
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0.01	-	-	-	56.28	56.29
Total	-	488.58	161.65	207.55	29.64	119.70	1,007.12
Add:Unbilled Revenue Asset (Refer Note.17)							141.36
Total							1,148.48

13.2 TRADE RECEIVABLES AGEING SCHEDULE FOR THE YEAR ENDING 31.03.2023

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	-	643.53	132.30	54.21	39.22	-	869.26
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	2.35	-	1.36	1.39	71.67	76.77
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	47.62	47.62
Total	-	645.88	132.30	55.57	40.61	119.29	993.65
Add:Unbilled Revenue Asset (Refer Note.17)							99.35
Total							1,093.00

14 CASH AND BANK BALANCES-OWNED FUND

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
14.1 CASH AND CASH EQUIVALENTS		
BANK BALANCES IN :		
CURRENT ACCOUNTS	6.55	27.90
DEPOSITS #	36.07	51.25
CHEQUES IN HAND	-	3.98
TOTAL	42.62	83.13
14.2 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS		
EARMARKED BALANCE WITH BANKS*	1.83	2.35
DEPOSITS ## @	653.16	752.35
TOTAL	654.99	754.70
14.3 BANK BALANCE MORE THAN 12 MONTHS MATURITY-OWNED FUND (NOTE NO. 9)		
DEPOSITS ### @	0.88	-
TOTAL	0.88	-
TOTAL CASH & BANK BALANCE-OWNED FUND	698.49	837.83

Includes flexi deposits and deposits having maturity within 3 months from the date of acquisition.

Having maturity over 3 months from the date of acquisition and upto 12 months from reporting date.

Having maturity over 12 months from reporting date.

@ Includes restricted cash and bank balances of ₹ 1.14 crore (previous year ₹ 0.13 crore) on account of bank balance held as margin money deposits against guarantees.

* Earmarked bank balance is for unpaid dividend and unspent CSR

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

15 CASH AND BANK BALANCES-CLIENTS FUND

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
15.1 CASH AND CASH EQUIVALENTS		
BANK BALANCES IN :		
CURRENT ACCOUNTS	174.49	596.15
DEPOSITS #	433.81	338.84
TOTAL	608.30	934.99
15.2 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS		
DEPOSITS ##	1,754.63	1,623.84
TOTAL	1,754.63	1,623.84
15.3 BANK BALANCE MORE THAN 12 MONTHS MATURITY-CLIENT FUND (NOTE NO. 9)		
DEPOSITS ###	9.63	84.80
TOTAL	9.63	84.80
TOTAL CASH & BANK BALANCE-CLIENTS FUND*	2,372.56	2,643.63

Includes flexi deposits and deposits having maturity within 3 months from the date of acquisition.

Having maturity over 3 months from the date of acquisition and upto 12 months from reporting date.

Having maturity over 12 months from reporting date.

* Equivalent amount appears in client liabilities

16 CURRENT LOANS

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
LOANS TO EMPLOYEES CONSIDERED GOOD-SECURED	1.99	2.07
LOANS TO EMPLOYEES CONSIDERED GOOD-UNSECURED	2.96	3.31
LOANS TO EMPLOYEES WHICH HAVE SIGNIFICANT INCREASE IN CREDIT RISK	-	-
LOANS TO EMPLOYEES -CREDIT IMPAIRED	-	-
TOTAL	4.95	5.38

17 OTHER CURRENT FINANCIAL ASSETS

(₹ in crore)

PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023	
SECURITY DEPOSITS	26.92		20.80	
LESS: ALLOWANCES FOR EXPECTED CREDIT LOSSES	(0.31)	26.61	(0.31)	20.49
AMOUNT RECOVERABLES CONSIDERED GOOD-UNSECURED	56.34		56.56	
AMOUNT RECOVERABLES CONSIDERED DOUBTFUL-UNSECURED	23.96		22.76	
	80.30		79.32	
LESS: ALLOWANCES FOR EXPECTED CREDIT LOSSES	(23.96)	56.34	(22.76)	56.56
INTEREST ACCRUED (INCLUDING ACCRUED BUT NOT DUE) ON:				
-OWN FUND FDR	11.35		16.23	
-BONDS	1.38		3.38	
-CLIENT FUND FDR	34.00	46.73	20.97	40.58
RETENTION MONEY		56.63		82.58
RECOVERABLES FROM RELATED PARTIES		0.19		0.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

17 OTHER CURRENT FINANCIAL ASSETS (CONTINUED)

(₹ in crore)

PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023	
UNBILLED REVENUE	141.36		99.35	
LESS: ALLOWANCES FOR EXPECTED CREDIT LOSSES	(0.34)	141.02	(0.34)	99.01
DIVIDEND RECEIVABLE FROM RELATED PARTY		0.20		-
TOTAL		327.72		299.23

18 CURRENT TAX ASSETS (NET)

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
INCOME TAX RECEIVABLES	53	48.54	11.84
TOTAL		48.54	11.84

19 OTHER CURRENT ASSETS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024		AS AT 31.03.2023	
PREPAID EXPENSES			7.42		5.98
ADVANCES TO SUPPLIERS		52.31		16.17	
LESS: PROVISION FOR DOUBTFUL ADVANCES		(1.29)	51.02	(1.34)	14.83
OTHER ADVANCES		1.51		2.76	
LESS: PROVISION FOR DOUBTFUL ADVANCES		(0.03)	1.48	(0.03)	2.73
EXPORT INCENTIVE RECEIVABLE	41	0.32		0.50	
LESS: PROVISION FOR DOUBTFUL EXPORT INCENTIVE		(0.31)	0.01	(0.31)	0.19
DEFERRED COST TOWARDS STAFF LOAN			0.23		0.21
GOODS & SERVICE TAX INPUT RECEIVABLE			11.23		57.51
TOTAL			71.39		81.45

20 EQUITY SHARE CAPITAL

(₹ in crore)

PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023		
20.1 AUTHORISED					
300,000,000 (PREVIOUS YEAR 300,000,000) EQUITY SHARES OF ₹ 10/- EACH		300.00		300.00	
20.2 ISSUED, SUBSCRIBED AND FULLY PAID-UP					
240,301,887 (PREVIOUS YEAR 240,301,887) EQUITY SHARES OF ₹ 10/- EACH		240.30		240.30	
		240.30		240.30	
		No. of Shares	(₹ in crore)	No. of Shares	(₹ in crore)
20.3 RECONCILIATION OF NUMBER OF EQUITY SHARES					
OPENING BALANCE	240,301,887	240.30	240,301,887	240.30	
CLOSING BALANCE	240,301,887	240.30	240,301,887	240.30	

20.4 RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO EQUITY SHARES

The company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held in case poll is demanded by the members in accordance with the provisions of the companies act, 2013. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
20.5 EQUITY SHARES HELD BY EACH SHAREHOLDER MORE THAN 5% OF SHARES				
PRESIDENT OF INDIA ACTING THROUGH MINISTRY OF RAILWAYS	17,35,04,773	72.20%	17,35,04,773	72.20%
LIFE INSURANCE CORPORATION OF INDIA	1,50,68,520	6.27%	1,95,84,120	8.15%
NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA SMALL CAP FUND*	-	-	1,44,80,007	6.03%

Note*:- In the FY 2023-24 the shareholding is less than 5%

PARTICULARS	AS AT 31.03.2024		% change during the year	AS AT 31.03.2023	
	No. of Shares	Shareholding (%)		No. of Shares	Shareholding (%)
20.6 EQUITY SHARES HELD BY PROMOTER SHAREHOLDER					
PRESIDENT OF INDIA ACTING THROUGH MINISTRY OF RAILWAYS	17,35,04,773	72.20%	-	17,35,04,773	72.20%

PARTICULARS	AS AT 31.03.2023		% change during the year	AS AT 31.03.2022	
	No. of Shares	Shareholding (%)		No. of Shares	Shareholding (%)
PRESIDENT OF INDIA ACTING THROUGH MINISTRY OF RAILWAYS	17,35,04,773	72.20%	-	17,35,04,773	72.20%

20.7 FULLY PAID-UP AGGREGATE NUMBER OF EQUITY SHARES ALLOTTED BY WAY OF BONUS SHARES DURING THE YEAR OF FIVE YEARS IMMEDIATELY PRECEDING BALANCE SHEET DATE

Company issued 5 crore bonus shares of ₹ 10 each during 2019-20 amounting to ₹ 50 crore.

20.8 FULLY PAID-UP AGGREGATE NUMBER OF EQUITY SHARES BUY-BACK DURING THE YEAR OF FIVE YEARS IMMEDIATELY PRECEDING BALANCE SHEET DATE

The company has bought back 96,98,113 fully paid-up equity shares of ₹ 10 each from the shareholders on 18th November, 2020, on proportionate basis by way of tender offer at a price of ₹ 265 per equity share for an aggregate amount of ₹ 257 crore. Consequent to the said buy-back, the equity share capital of the company has been reduced by ₹ 9.70 crore and capital redemption reserve of an equivalent amount has therefore been created as per the extant provision of the companies act, 2013.

21 OTHER EQUITY (REFER STATEMENT OF CHANGES IN EQUITY)

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
21.1 RESERVE & SURPLUS			
GENERAL RESERVE*	21.1.1	1,584.02	1,584.02
CAPITAL REDEMPTION RESERVE**	21.1.2	9.70	9.70
21.2 RETAINED EARNING	21.2.1	672.85	669.02
TOTAL ***		2,266.57	2,262.74

*General Reserve represents amount kept by the company out of its profit for future purposes. It is not earmarked for any specific purpose.

**Capital Redemption Reserve shall be utilised in accordance with the provisions of Companies Act, 2013.

*** Includes OCI of ₹8.02 crore & previous period ₹1.73 crore.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
21.1.1 GENERAL RESERVE		
OPENING BALANCE	1,584.02	1,584.02
TRANSFER TO CAPITAL REDEMPTION RESERVE FROM GENERAL RESERVE	-	-
CLOSING BALANCE	1,584.02	1,584.02
21.1.2 CAPITAL REDEMPTION RESERVE		
OPENING BALANCE	9.70	9.70
TRANSFER FROM GENERAL RESERVE TO CAPITAL REDEMPTION RESERVE	-	-
CLOSING BALANCE	9.70	9.70
21.2.1 RETAINED EARNINGS		
OPENING BALANCE	669.02	565.24
PROFIT FOR THE YEAR	454.11	530.54
OTHER COMPREHENSIVE INCOME (OCI)	6.29	5.79
INTERIM DIVIDENDS(2022-23)	-	(348.44)
INTERIM DIVIDENDS(2023-24)	(312.39)	-
FINAL DIVIDEND(2021-22)		(84.11)
FINAL DIVIDEND(2022-23)	(144.18)	-
CLOSING BALANCE	672.85	669.02

22 OTHER NON CURRENT FINANCIAL LIABILITIES

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
CLIENTS DEPOSITS	15	9.85	85.43
SECURITY DEPOSITS - CLIENTS	15	153.88	174.56
SECURITY DEPOSITS		18.04	12.40
EX GRATIA PAYABLE		1.63	2.20
TOTAL		183.40	274.59

23 NON CURRENT PROVISIONS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
EMPLOYEE BENEFITS	40	2.94	3.08
WARRANTIES	47(a)	7.26	16.67
TOTAL		10.20	19.75

24 OTHER NON CURRENT LIABILITIES

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
CLIENTS ADVANCES		3.56	0.49
TOTAL		3.56	0.49

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

25 TRADE PAYABLES

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES	57(e)	29.83	45.85
TOTAL OUTSTANDING DUES OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES		186.20	253.86
TOTAL		216.03	299.71

25.1 Trade payables ageing schedule for the year ending 31.03.2024

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	11.96	2.47	15.40	-	-	-	29.83
(ii) Others	75.62	16.80	90.68	0.97	0.04	1.00	185.11
(iii) Disputed Dues-MSME	-	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-	1.09	1.09
Total	87.58	19.27	106.08	0.97	0.04	2.09	216.03

25.2 Trade payables ageing schedule for the year ending 31.03.2023

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	30.54	0.15	15.16	-	-	-	45.85
(ii) Others	101.92	6.35	140.46	1.65	0.53	1.78	252.69
(iii) Disputed Dues-MSME	-	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	0.08	-	-	-	1.09	1.17
Total	132.46	6.58	155.62	1.65	0.53	2.87	299.71

26 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
CLIENTS DEPOSITS	15	2,119.63	2,306.81
SECURITY DEPOSITS - CLIENTS	15	123.42	98.43
SECURITY DEPOSITS		63.61	65.79
FOREIGN SERVICE CONTRIBUTION	40 (c)	1.48	2.78
EX GRATIA PAYABLE		0.98	1.16
SALARY PAYABLES		5.55	6.70
STAFF & OTHER CLAIMS		5.57	11.44
PAYABLE TO RELATED PARTIES		0.12	-
OTHER PAYABLE OF MSME	57(e)	1.26	3.05
OTHER PAYABLE OF OTHER THAN MSME		2.76	4.54
UNPAID DIVIDEND*		0.60	0.51
TOTAL		2,324.98	2,501.21

* No amount is due for payment to Investor Education & Protection Fund

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

27 OTHER CURRENT LIABILITIES

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
ADVANCE FROM CUSTOMERS	63.94	18.68
STATUTORY LIABILITIES	52.37	51.81
TOTAL	116.31	70.49

28 CURRENT PROVISIONS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
EMPLOYEE BENEFITS	40	44.12	47.67
CORPORATE SOCIAL RESPONSIBILITY	57(c)(iii)	1.23	1.84
WARRANTIES	47(a)	22.73	28.46
TOTAL		68.08	77.97

29 REVENUE FROM OPERATIONS

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
SALE OF SERVICES			
CONSULTANCY FEE		852.69	791.10
INSPECTION FEE		312.17	392.93
LEASE SERVICES	52(b)	137.88	137.71
		1302.74	1321.74
SALE OF PRODUCTS			
EXPORT SALES		96.75	283.49
OTHERS			
TURNKEY CONSTRUCTION PROJECTS		903.48	884.53
TOTAL*		2,302.97	2,489.76
OTHER OPERATING REVENUE			
PROVISION NO LONGER REQUIRED		0.96	1.10
SALE OF INVENTORY SCRAP		1.06	-
LIABILITIES WRITTEN BACK		5.32	5.19
EXPORT INCENTIVES		1.69	23.57
TOTAL		9.03	29.86
REVENUE FROM OPERATIONS		2,312.00	2,519.62

Note * - 1- Revenue from operation does not include GST of ₹ 374.28 crore (previous year ₹ 358.19 crore)

- 2- Revenue from operation include unbilled income recognized of ₹ 136.29 crore (previous year ₹ 94.44 crore)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

30 OTHER INCOME

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024		YEAR ENDED 31.03.2023	
INTEREST INCOME ON:				
- DEPOSITS WITH BANK	59.68		48.08	
- TAX FREE BONDS	2.78		6.07	
- STAFF ADVANCES	2.24	64.70	1.90	56.05
PROFIT ON SALE OF PROPERTY, PLANT AND EQUIPMENT		0.23		-
DIVIDEND FROM:				
- RITES (AFRIKA) (PTY) LIMITED (RELATED PARTY)	0.22		-	
- REMC LIMITED (RELATED PARTY)	44.98		20.35	
- SAIL RITES BENGAL WAGON INDUSTRIES PRIVATE LIMITED (RELATED PARTY)	1.20		-	
- OTHER INVESTMENTS	0.01	46.41	0.01	20.36
REALIZED GAIN ON CURRENT INVESTMENT (MUTUAL FUNDS)		-		0.96
RENT FROM INVESTMENT PROPERTIES		-		0.03
EXCHANGE VARIATION		8.86		40.64
MISCELLANEOUS INCOME		6.72		1.12
TOTAL		126.92		119.16

31 EMPLOYEE BENEFITS EXPENSE

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED	YEAR ENDED
		31.03.2024	31.03.2023
SALARIES		366.40	373.60
FOREIGN SERVICE CONTRIBUTION	40(c)	0.70	0.81
CONTRIBUTION TO PROVIDENT & OTHER FUNDS	40	75.70	62.45
STAFF WELFARE EXPENSES		25.01	24.01
PERFORMANCE RELATED PAYMENT		13.31	35.89
LEAVE ENCASHMENT	40	10.10	10.84
TOTAL		491.22	507.60

32 SUPPLIES & SERVICES

(₹ in crore)

PARTICULARS	YEAR ENDED	YEAR ENDED
	31.03.2024	31.03.2023
TURNKEY CONSTRUCTION PROJECTS	821.50	806.62
OTHERS	239.47	167.39
TOTAL	1,060.97	974.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

33 CHANGES IN INVENTORIES OF STOCK IN TRADE

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
OPENING BALANCE		48.09	136.76
CLOSING BALANCE		7.70	48.09
(INCREASE)/ DECREASE IN INVENTORIES - (a)		40.39	88.67
INVENTORY WRITTEN OFF DURING THE YEAR - (b)		14.55	-
INVENTORY TRANSFERRED TO STORE & SPARES - (c)		1.06	-
NET (INCREASE)/DECREASE IN INVENTORIES - (a-b-c)		24.78	88.67

34 FINANCE COSTS

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
UNWINDING WARRANTY	47(a)	2.03	3.25
UNWINDING LEASE LIABILITY	52(a)	0.53	0.46
BG/LC CHARGES		1.82	2.08
INTEREST- OTHERS*		0.32	0.83
TOTAL		4.70	6.62

*Includes Interest on Income tax of ₹ 0.30 crore (previous year ₹ 0.49 crore)

35 DEPRECIATION & AMORTISATION EXPENSE

(₹ in crore)

PARTICULARS		YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
PROPERTY, PLANT AND EQUIPMENT		46.62	53.86
RIGHT OF USE ASSETS		3.05	3.65
INTANGIBLE ASSETS		1.76	1.87
TOTAL		51.43	59.38

36 OTHER EXPENSES

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
PRINTING, STATIONERY AND DOCUMENTATION		4.19	3.29
ADVERTISEMENT & BUSINESS PROMOTION		6.34	4.26
AUDITORS' REMUNERATION (INCLUDING OUT OF POCKET EXPENSES)	36.1	0.58	0.47
RATES & TAXES		3.08	2.24
OFFICE RENT		9.98	9.77
POSTAGE & TELECOMMUNICATION		4.90	4.89
OFFICE MAINTENANCE		15.18	12.17
REPAIRS TO MACHINERY/EQUIPMENTS		1.06	1.52
FREIGHT & FORWARDING (OUTWARD)		9.63	23.48
POWER AND FUEL CHARGES		4.72	4.34

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
STORES AND SPARES CONSUMED		16.72	14.20
INTERNAL AUDIT FEE		0.10	0.09
LEGAL AND PROFESSIONAL FEE		2.32	2.48
INSURANCE CHARGES		1.64	1.89
PROPERTY, PLANT AND EQUIPMENT WRITTEN OFF		-	0.06
MANPOWER DEVELOPMENT		1.83	1.25
LOSS ON SALE OF PROPERTY, PLANT AND EQUIPMENT		-	0.03
PROVISION FOR IMPAIRMENT			
- ON FINANCIAL ASSETS		2.94	22.80
- ON ADVANCES		-	2.77
- DIMINUTION IN VALUE OF INVESTMENT		0.60	-
BAD DEBTS WRITTEN OFF		6.89	1.72
PROVISION FOR WARRANTIES		1.81	5.95
DIRECTORS' SITTING FEE		0.21	0.27
CORPORATE SOCIAL RESPONSIBILITY	57(c)	13.31	14.10
RESEARCH AND DEVELOPMENT		0.69	0.40
MISCELLANEOUS EXPENSES		5.12	7.19
TOTAL		113.84	141.63

36.1 AUDITORS' REMUNERATION

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
(A) STATUTORY AUDITORS			
STATUTORY AUDIT FEE		0.12	0.11
TAX AUDIT FEE		0.04	0.04
LIMITED REVIEW		0.10	0.08
OTHER SERVICES, i.e. CERTIFICATION ETC.		0.31	0.21
SUB TOTAL (A)		0.57	0.44
(B) BRANCH AUDITORS			
LIMITED REVIEW FEE		-	0.01
SUB TOTAL (B)		-	0.01
AUDITORS' REMUNERATION (A+B)		0.57	0.45
AUDITORS' OUT OF POCKET EXPENSES (C)		0.01	0.02
AUDITORS' REMUNERATION (INCLUDING OUT OF POCKET EXPENSES) (A+B+C)		0.58	0.47

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

37 CURRENT TAX

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
- CURRENT YEAR		(141.52)	(187.20)
- EARLIER YEAR		1.82	(0.16)
TOTAL	53	(139.70)	(187.36)

38 DEFERRED TAX

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
CREDIT/(CHANGE) RELATING TO TEMPORARY DIFFERENCES			
- CURRENT YEAR		(3.06)	9.36
- EARLIER YEAR		-	-
TOTAL	53	(3.06)	9.36

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

39. INDIAN ACCOUNTING STANDARD (IND AS) 2, DISCLOSURE ON INVENTORIES IS AS FOLLOWS:

Inventories are carried at lower of cost and net realizable value. Cost of stock in trade, procured or purchased, by the Company comprises of costs of purchase and other costs incurred in bringing the inventories to its present location and condition.

Amount of inventories consumed and recognized as expenses during the year is as under:

(₹ in crore)

Particulars	Year ended	
	31.03.2024	31.03.2023
Stock in Trade	61.18	187.33
Stores and spares	16.72	14.20
Total	77.90	201.53
Reversal of Inventory Provision (Net of Provision /write off)	0.91	1.10

40. INDIAN ACCOUNTING STANDARD (IND AS) 19, DISCLOSURES ON EMPLOYEE BENEFITS ARE AS FOLLOWS:

a) Defined Benefit Plan

i) Gratuity (Funded)-Regular Employees.

I) Changes in Present Value of the Benefit Obligation are as follows

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Present Value of obligation as at beginning of year	137.92	148.31
Interest Cost	10.18	10.38
Current Service Cost	8.39	8.04
Past Service Cost	14.81	-
Benefits paid	(17.70)	(21.83)
Actuarial (Gain)/Loss on obligation	(7.70)	(6.98)
Present Value of Obligation as at end of year	145.90	137.92

Bifurcation of Present Benefit Obligation at the end of year in current and non-current.

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Current liability (Amount due within one year)	19.41	16.63
Non-Current liability (Amount due over one year)	126.49	121.29
Present Value of Obligation as at end of year	145.90	137.92

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Fair Value of Plan Assets at beginning of year	138.42	147.54
Actual Interest Income	11.52	11.94
Contributions	(0.50)	0.77
Benefit Paid (But not received from Fund)	(17.70)	(21.83)
Fair value of Plan Assets at the end of year	131.74	138.42

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

Major categories of plan assets (as percentage of total plan assets):

Particulars	31.03.2024	31.03.2023
a) Government of India Securities	--	--
b) State Government securities	--	--
c) High Quality Corporate Bonds	--	--
d) Equity Shares of listed companies	--	--
e) Property	--	--
f) Funds Managed by Insurer	100 %	100 %
g) Bank Balance	--	--
Total	100 %	100 %

III) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Defined Benefit Obligation at end of year	145.90	137.92
Fair value of Plan Assets at the end of year	131.74	138.42
Funded Status – (Surplus)/ Deficit	14.16	(0.50)
Net (Liability)/ Asset recognized in Balance Sheet	(14.16)	0.50

IV) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Current Service Cost	23.21	8.04
Net Interest on Net Defined Benefit Liability	(0.04)	0.05
Expenses recognized in the statement of Profit & Loss	23.17	8.09

Bifurcation of Actuarial Gain/Loss on Obligation

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	1.47	(3.59)
Actuarial (Gain)/Loss on arising from Experience Adjustment	(9.17)	(3.39)

V) Amount recognized in Other Comprehensive Income is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Actuarial (Gains)/Losses on Liability	(7.70)	(6.98)
Actuarial (Gains)/Losses on Assets	(1.30)	(1.62)
Other Comprehensive (Income)/Expense	(9.00)	(8.60)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

VI) The principal actuarial assumptions are as follows:

Particulars	31.03.2024	31.03.2023
Discounting rate (%)	7.23%	7.38%
Future salary increase (%)	8.70%	8.70%
Retirement Age (Years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

VII) The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity for actuarial assumptions has been computed by varying respective actuarial assumption used for valuation of the defined benefit obligation by 1%, while holding all other assumptions constant.

If the discount rate increases/decreases by 1%, the defined obligations would decrease by ₹9.66 crore / increase by ₹ 10.38 crore as on 31st March, 2024 and if the expected salary growth increases /decreases by 1%, the defined benefit obligations would increase by ₹ 4.01 crore/ decrease by ₹ 4.16 crore as on 31st March, 2024.

However, the actual change in assumptions would not necessarily behave in isolation to each other. The defined benefit obligations would change accordingly.

The company is expected to contribute ₹14.16 crore to defined benefit plan obligations towards Gratuity during the year 2024-25.

Remeasurement (gain)/loss of defined employee benefit plans in Other Comprehensive Income (OCI) for the year ended 31.03.2024 and 31.03.2023 are ₹ (9.00) crore and ₹ (8.60) crore respectively.

The defined benefit obligation shall mature as follows:

Year ending March, 31	Defined benefit obligations
2025	19.41
2026	18.57
2027	15.37
2028	11.08
2029	12.00
2030	7.56
2030 onward	61.90

ii) Gratuity (Funded)-Contract Employees.

I) Changes in Present Value of the Benefit Obligation are as follows:

Particulars	31.03.2024	31.03.2023
Present Value of obligation as at beginning of year	5.10	3.84
Interest Cost	0.37	0.27
Current Service Cost	0.78	0.48
Benefits paid	(0.85)	(0.34)
Actuarial (Gain)/Loss on obligation	0.68	0.85
Present Value of Obligation as at end of year	6.08	5.10

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

Bifurcation of Present Value of the Benefit Obligation at the end of year in current and non-current.

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Current liability (Amount due within one year)	0.21	0.19
Non-Current liability (Amount due over one year)	5.87	4.91
Total Present Value of Obligation as at end of year	6.08	5.10

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Fair Value of Plan Assets at beginning of year	3.77	3.79
Actual Interest Income	0.36	0.27
Contributions	1.33	0.05
Benefit claimed from trust but not credited till date	(0.85)	(0.34)
Benefits Paid	0.00	0.00
Fair value of Plan Assets at the end of year	4.61	3.77

Major categories of plan assets (as percentage of total plan assets) :

Particulars	31.03.2024	31.03.2023
Government of India Securities	--	--
State Government securities	--	--
High Quality Corporate Bonds	--	--
Equity Shares of listed companies	--	--
Property	--	--
Funds Managed by Insurer	100 %	100 %
Bank Balance	--	--
Total	100 %	100 %

III) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Defined Benefit Obligation at end of year	6.08	5.10
Fair value of Plan Assets at the end of year	4.61	3.77
Funded Status – (Surplus)/ Deficit	1.47	1.33
Net (Liability)/ Asset recognized in Balance Sheet	(1.47)	(1.33)

IV) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Current Service Cost	0.78	0.48
Net Interest on Net Defined Benefit Liability	0.10	0.00
Expenses recognized in the statement of Profit & Loss	0.88	0.48

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

Bifurcation of Actuarial Gain/Loss on Obligation:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.10	(0.25)
Actuarial (Gain)/Loss on arising from Experience Adjustment	0.57	1.11

V) Amount recognized in Other Comprehensive Income is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Actuarial (Gains)/Losses on Liability	0.68	0.85
Actuarial (Gains)/Losses on Assets	(0.09)	0.00
Other Comprehensive (Income)/Expense	0.59	0.85

VI) The principal actuarial assumptions are as follows:

Particulars	31.03.2024	31.03.2023
Discounting rate (%)	7.23%	7.38%
Future salary increase (%)	4.35%	4.35%
Retirement Age (Years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012 - 14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

VII) The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity for actuarial assumptions has been computed by varying respective actuarial assumption used for valuation of the defined benefit obligation by 1%, while holding all other assumptions constant.

If the discount rate increases /decreases by 1%, the defined obligations would decrease by ₹ 0.73 crore /increase by ₹ 0.80 crore as on 31st March, 2024 and if the expected salary growth increases /decreases by 1%, the defined benefit obligations would increase by ₹ 0.82 crore/ decrease by ₹ 0.76 crore as on 31st March, 2024.

However, the actual change in assumptions would not necessarily behave in isolation to each other. The defined benefit obligations would change accordingly.

The Company is expected to contribute ₹ 1.47 crore to defined benefit plan obligations towards gratuity during the year 2024-25. Remeasurement (gain)/loss of defined employee benefit plans in Other Comprehensive Income (OCI) for the year ended 31.03.2024 and 31.03.2023 are ₹0.59 crore and ₹ 0.85 crore respectively.

The defined benefit obligations shall mature as follows:

(₹ in crore)

Year ending March, 31	Defined benefit obligations
2025	0.21
2026	0.20
2027	0.26
2028	0.19
2029	0.15
2030	0.24
2030 onwards	4.83

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

iii) Provident Fund (Funded)

The Company pays fixed contribution to provident fund at predetermined rates to a separate trust, which invests the funds in permitted securities. The Company has an obligation to ensure minimum rate of return to the members as specified by GOI. Accordingly, the Company has obtained report of the actuary, based on which overall interest earnings and cumulative surplus is more than the statutory interest payment requirement for all the periods presented. Further, contribution to employees pension scheme is paid to the appropriate authorities.

As per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Company has no right to the benefits either in the form of refund from the plan or lower future contribution to the plan towards the net surplus of ₹1.67 crore (previous year ₹ 3.27 crore) determined through actuarial valuation. Accordingly, Company has not recognized the surplus as assets as it pertains to the provident fund trust and not to the Company.

The Company contributed ₹ 26.15 crore and ₹ 24.63 crore to the provident fund during the year ended 31st March, 2024 and 31st March, 2023 respectively.

I) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)		
Particulars	31.03.2024	31.03.2023
Present value of obligation as at the beginning of the year	680.95	676.06
Interest Cost	54.85	53.20
Current Service Cost	26.15	24.63
Contributions by plan participants / employees	42.77	44.04
Benefits Paid	(107.75)	(120.83)
Total Actuarial (Gain)/Loss on Obligation	1.57	(1.28)
Settlements/Transfer In	2.42	5.13
Present value of obligation as at the End of the year	700.96	680.95

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)		
Particulars	31.03.2024	31.03.2023
Fair value of plan assets at the beginning of the period	684.22	677.11
Actual return on plan assets	54.82	54.14
Employer contribution	26.15	24.63
Plan Participants / Employee Contribution	42.77	44.04
Benefits paid	(107.75)	(120.83)
Settlements / Transfer In	2.42	5.13
Fair value of plan assets at the end of the period	702.63	684.22

III) Net defined benefit Surplus (Deficit) is as follows:

(₹ in crore)		
Particulars	31.03.2024	31.03.2023
Defined Benefit Obligation at end of year	700.96	680.95
Fair value of Plan Assets at the end of year	702.63	684.22
Net defined benefit Surplus(Deficit)	1.67	3.27

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

iv) Other Benefits

I) Other Benefits (Funded):- Earned Leave and Medical Leave- Regular Employees

A) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Present Value of obligation as at beginning of year	88.72	93.15	64.94	67.74
Acquisition adjustment	0.15	-	0.09	-
Interest Cost	6.55	6.52	4.79	4.74
Current Service Cost	7.89	7.62	4.29	4.35
Benefits paid	(19.78)	(22.69)	(4.28)	(5.10)
Actuarial (Gain)/Loss on obligation	3.86	4.12	(5.63)	(6.79)
Present Value of Obligation as at end of year	87.39	88.72	64.20	64.94

B) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Fair Value of Plan Assets at the beginning of the year	91.97	78.56	79.22	67.66
Actual Interest Income	6.91	5.81	5.53	5.01
Excess Fund Balance Withdraw	(3.25)	-	(14.27)	-
Contributions	-	7.60	-	6.55
Benefits Paid	-	-	-	-
Fair value of Plan Assets at the end of year	95.63	91.97	70.48	79.22

C) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Defined Benefit Obligation at end of year	87.39	88.72	64.20	64.94
Fair value of Plan Assets at the end of year	95.64	91.97	70.48	79.22
Funded Status - (Surplus)/ Deficit	(8.25)	(3.25)	(6.28)	(14.28)
Net (Liability)/ Asset recognized in Balance Sheet	8.25	3.25	6.28	14.28

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

D) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Current Service Cost	7.89	7.62	4.29	4.35
Net Interest on Net Defined Benefit Liability	(0.23)	1.02	(1.05)	0.00
Net Actuarial (gain)/loss recognized in the year	3.73	3.81	(5.32)	(7.06)
Expenses recognized in the statement of Profit & Loss	11.39	12.45	(2.08)	(2.71)

E) The principal actuarial assumptions are as follows:

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Discounting rate (%)	7.23%	7.38%	7.23%	7.38%
Future salary increase (%)	8.70%	8.70%	8.70%	8.70%

F) Sensitivity Analysis of the defined benefit obligation:

(₹ in crore)

Particulars	Increase (Decrease) in present value of obligation as on 31.03.2024	
	Earned Leave (Regular Employee)	Medical Leave (Regular Employee)
Impact due to Increase of 1 % discount rate	(8.43)	(4.92)
Impact due to Decrease of 1 % discount rate	9.19	5.32
Impact due to Increase of 1 % in Salary.	9.02	5.22
Impact due to Decrease of 1 % in Salary.	(8.36)	(4.88)

II) Other Benefits (unfunded):- Earned Leave (Contract employee), Leave Travel Concession and Long Service Award (Regular employee).

A) Present value of the defined benefits plan obligations:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Leave Travel Concession (Regular employee)		Long Service Award (Regular employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Opening Balance	1.81	1.39	0.00	0.01	1.54	1.55
Interest Cost	0.13	0.10	0.00	0.00	0.11	0.11
Current Service Cost	0.42	0.33	0.00	0.00	0.20	0.19
Benefit paid	(0.99)	(0.68)	0.00	(0.01)	-	(0.24)
Actuarial (Gain)/Loss on obligation	0.23	0.67	0.00	0.00	(0.29)	(0.07)
Closing Balance	1.60	1.81	0.00	0.00	1.56	1.54

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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B) Total expenses recognized in the Statement of Profit & Loss are as follows:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Leave Travel Concession (Regular employee)		Long Service Award (Regular employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Current Service Cost	0.43	0.33	0.00	0.00	0.20	0.19
Interest Cost	0.13	0.10	0.00	0.00	0.11	0.11
Actuarial (Gain)/Loss	0.23	0.67	0.00	0.00	(0.29)	(0.07)
Expenses recognized in the statement of Profit & Loss	0.79	1.10	0.00	0.00	0.02	0.23

C) The principal actuarial assumptions used at the Balance Sheet date are as follows:

Particulars	Earned Leave (Contract employee)		Leave Travel Concession (Regular employee)		Long Service Award (Regular employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Discount rate (%)	7.23%	7.38%	-	7.38%	7.23%	7.38%
Future salary increase (%)	4.35%	4.35%	-	8.70%	-	-

D) Sensitivity Analysis of the defined benefit obligation:

(₹ in crore)

Particulars	Increase (Decrease) in present value of obligation as on 31.03.2024	
	Earned Leave (Regular Employee)	Medical Leave (Regular Employee)
Impact due to Increase of 1 % discount rate	(0.22)	-
Impact due to Decrease of 1 % discount rate	0.24	-
Impact due to Increase of 1 % in Salary.	0.25	-
Impact due to Decrease of 1 % in Salary.	(0.23)	-

b) Defined Contribution Plans

i) Post Retirement Benefits (Pension & Medical):

All eligible employees are entitled to benefit under defined contribution plans towards pension under EPFO scheme, post retirement pension fund and medical schemes as defined contribution plans. The Company has no obligations other than the contribution payable to such funds/schemes. The Company recognizes such contributions as expenses when an employee renders the related service.

During the year, Company contributed/ provided ₹ 20.92 crore (previous year ₹ 20.07 crore) towards post retirement pension fund, ₹ 2.32 crore (previous year ₹ 3.27 crore) towards pension under EPFO and ₹ 1.98 crore (previous year ₹ 5.62 crore) towards medical schemes.

ii) Performance Related Pay:

Eligible employees are entitled to benefit of performance related pay. The provision for performance related pay is of short-term nature and has been recognized as per the procedure laid by management based on the guidelines of the Department of Public Enterprises.

c) Foreign Service Contribution

Foreign Service Contribution is recognized on accrual basis in the Statement of Profit and Loss Account as per the deputation terms with parent organizations in respect of officers taken on deputation from other organizations.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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41. INDIAN ACCOUNTING STANDARD (IND AS-20), DISCLOSURES ON ACCOUNTING FOR GOVERNMENT GRANTS AND DISCLOSURE OF GOVERNMENT ASSISTANCE ARE AS FOLLOWS:

The Company is receiving government grant in the form of export incentive on export of Rolling Stock and Spare parts. There are two types of export incentive i.e. duty drawback and RoDTEP (Remission of Duties & Taxes on Exported Products). The Company has recognized/presented ₹ 1.69 crore (previous year ₹ 23.57 crore) as export incentive. The export incentive receivable at the end of the year is ₹ 0.32 crore (previous year ₹ 0.50 crore).

42. INDIAN ACCOUNTING STANDARD (IND AS) 21, DISCLOSURES ON THE EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES ARE AS FOLLOWS:

The amount of exchange differences (net) credited to the statement of profit and loss account during the Financial Year is ₹ 8.86 crore (Previous Year ₹ 40.64 crore)

43. INDIAN ACCOUNTING STANDARD (IND AS) 24 -RELATED PARTY DISCLOSURES ARE AS FOLLOWS:

a) Subsidiary Companies

Name of Subsidiaries	Country	Holding as on	
		31.03.2024	31.03.2023
M/s RITES (Afrika) (Pty) Limited	Botswana	100%	100%
M/s REMC Limited	India	51%	51%

b) Joint Ventures

Name of Joint Ventures	Country	Holding as on	
		31.03.2024	31.03.2023
M/s SAIL-RITES Bengal Wagon Industry Private Limited	India	50%	50%
M/s Indian Railway Stations Development Corporation Limited	India	24%	24%

c) Associates

Name of Associates	Country	Holding as on	
		31.03.2024	31.03.2023
M/s Elicius Energy Private Limited	India	13%	13%
M/s Metro Management Group Ltd(MMG)	Israel	24.5%	-

Management has decided to liquidate investment in M/s Metro Management Group Ltd (MMG) and entire equity investment of Rs 0.60 crore has been provided for in books of Accounts.

d) Other Related Parties

Name of Other Related Parties	Country	Nature of Relationship
RITES Contributory Provident Fund	India	Post- Employment Benefit Plan of RITES Limited
RITES Limited Superannuation Pension Trust	India	Post- Employment Benefit Plan of RITES Limited
RITES Limited Retired Employees Medical Trust	India	Post- Employment Benefit Plan of RITES Limited
RITES Employee Gratuity Fund	India	Post- Employment Benefit Plan of RITES Limited

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e) Key Management Personnel

- Chairman & Managing Director (Chief Executive Officer)**

Shri Rahul Mithal (DIN: 07610499)

- Whole Time Directors**

Shri Arun Kumar Singh (DIN: 09747776) - Director (Projects)

Dr. Deepak Tripathi (DIN: 10090267) - Director (Technical)

Shri Krishna Gopal Agarwal (DIN: 10239667) - Director (Finance) (w.e.f. 01.08.2023)

Shri Bibhu Prasad Nayak (DIN: 08197975)- Director (Finance) (upto 31.07.2023)

- Government Nominee Directors**

Shri Sandeep Jain (DIN: 09435375)

Shri Raj Kumar Mangla (DIN: 09533985) (upto 29.02.2024)

Shri Shailendra Singh (DIN: 07083410) (w.e.f. 27.03.2024)

- Non-Executive (Independent) Directors**

Shri Laxman Tammanna Tapashi (DIN: 01838521)

Dr. Godawari Mishra (DIN: 09394545)

Dr. Dineshananda Goswami (DIN: 09394294)

Shri Likha Togu (DIN: 09470640)

- Chief Financial Officer**

Shri Krishna Gopal Agarwal (w.e.f. 01.08.2023)

Shri Bibhu Prasad Nayak (upto 31.07.2023)

- Company Secretary**

Shri Ashok Mishra (w.e.f. 28.02.2024)

Shri Nikhil Agarwal (from 12.09.2023 to 28.02.2024)

Shri Joshit Ranjan Sikidar (upto 11.09.2023)

f) Transactions and Balances with Related Parties

Outstanding balances from the related parties are unsecured and considered good which are due towards ordinary course of business and are being realized within reasonable time.

i) Subsidiary Companies

Transactions with Subsidiary Companies:

(₹ in crore)

Particulars	RITES (Afrika) (Pty) Limited		REMC Limited	
	Year ended		Year ended	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Reimbursement /Recoverable	0.45	0.23	0.09	0.07
Consultancy Fee/ Income from Construction Turnkey Projects	1.78	1.96	13.11	11.41
Dividend Income	0.22	-	44.98	20.35
Rent paid	-	-	0.16	-
Capital Advance(Refund)	-	-	0.30	-

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Balances with Subsidiary Companies:

(₹ in crore)

Particulars	RITES (Afrika) (Pty) Limited		REMC Limited	
	As on		As on	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Investments	0.01	0.01	35.70	35.70
Recoverable	0.12	0.10	0.07	0.01
Receivables	0.34	0.37	1.07	1.40
Deposit received for renovation of Office Building	-	-	0.02	0.20
Dividend Receivable	0.20	-	-	-

ii) Joint Ventures

Transactions with Joint Ventures:

(₹ in crore)

Particulars	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
	Year ended		Year ended	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Inspection fee	0.02	-	-	-
Dividend Received	1.20	-	-	-
Payable	0.12	-	-	-
Unbilled revenue	-	-	-	0.89
Transfer of leave encashment & gratuity	-	-	-	0.20

Balances with Joint Ventures:

(₹ in crore)

Particulars	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
	As on		As on	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Investments (equity)	24.00	24.00	48.00	48.00
Receivables	-	-	-	-
Unbilled assets	-	-	-	0.89

iii) Associates

Transactions with Associates

(₹ in crore)

Particulars	Elicius Energy Private Limited		MMG Metro Limited	
	Year ended		Year ended	
	31.03.24	31.03.23	31.03.24	31.03.23
Investments (equity)	-	-	0.60**	-

Balances with Associates:

(₹ in crore)

Particulars	Elicius Energy Private Limited		MMG Metro Limited	
	As on		As on	
	31.03.24	31.03.23	31.03.24	31.03.23
Investments (equity)	0.00*	0.00*	0.60**	-

*Refer note no 57 (j) (iv)

** Refer note no 57(p)

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FOR THE YEAR ENDED MARCH 31ST, 2024

iv) Transactions with other related parties (Post-Retirement Benefits Trusts/Plans):

Refer note no 40 & 43(d)

v) Transactions with Key Managerial Personnel:

(₹ in crore)

PARTICULARS	As on 31.03.2024	As on 31.03.2023
Compensation to CMD, Whole Time Directors, CFO & Company Secretary:		
Short Term Employee Benefits	3.08	3.81
Post-employment Benefits	0.47	0.45
Other Long-Term Benefits	0.64	0.80
Sub-Total	4.19	5.06
Sitting fee to Non-Executive (Independent Directors)	0.21	0.27
Total	4.40	5.33

g) Entities under the control of same Government

Government of India (GOI) as on 31st March 2024 is holding 72.20% equity shares of the Company, which are held by President of India through Ministry of Railways. GOI controls the Company through Ministry of Railways.

The Company has made various transactions with the Ministry of Railways and with entities being controlled or jointly controlled or having significant influence of the Ministry of Railways. The transactions with them are as under:

Significant Transactions with Government related entities:

(₹ in crore)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
Revenue	943.94	1018.10
Procurements	24.68	69.41
Fee for services & supplies obtained	2.72	7.94
Consumables	8.97	0.74
Training expenses	0.17	0.01
Provision for bad debts including written offs	7.36	10.43
Dividend paid	329.64	312.30
Interest on tax free bonds	2.77	6.07

Significant balances with Government related entities:

(₹ in crore)

PARTICULARS	As on 31.03.2024	As on 31.03.2023
Capital Advances	1.74	6.60
Other Advances	39.04	12.82
Recoverable	15.21	0.53
Payables	15.10	17.54
Advance Received	0.77	0.07
Clients Funds Received	104.02	171.30
Receivables	159.84	235.20
Tax Free Bonds	20.00	45.00
Interest on tax free bonds	1.38	3.38

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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44. INDIAN ACCOUNTING STANDARD (IND AS) 27-DISCLOSURES ON SEPARATE FINANCIAL STATEMENTS ARE AS FOLLOWS:

a) Investment in subsidiary companies:-

Name of Company	Principal Place of Business	Proportion of ownership interest	
		As at 31.03.2024	As at 31.03.2023
M/s RITES (Afrika) (Pty) Limited	Botswana	100%	100%
M/s REMC Limited	India	51%	51%

b) Investment in joint venture companies: -

Name of Company	Principal Place of Business	Proportion of ownership interest	
		As at 31.03.2024	As at 31.03.2023
SAIL-RITES Bengal Wagon Industry Private Limited	India	50%	50%
Indian Railway Stations Development Corporation Limited	India	24%	24%

c) Investment in associate companies: -

Name of Company	Principal Place of Business	Proportion of ownership interest	
		As at 31.03.2024	As at 31.03.2023
Elicius Energy Private Limited	India	13%	13%
Metro Management Group Ltd.	Israel	24.5%	-

Equity investments in subsidiary, joint venture and associate companies are measured at cost as per the provisions of Ind AS 27 on 'Separate Financial Statements'.

45. INDIAN ACCOUNTING STANDARD (IND AS) 33-DISCLOSURES ON EARNINGS PER SHARE (EPS) ARE AS FOLLOWS:

PARTICULARS	(₹ in crore)	
	Year ended 31.03.2024	Year ended 31.03.2023
A Net Profit available for Equity Shareholder (₹ in crore)	454.11	530.54
B Weighted average number of Equity Shares	240301887	240301887
C Earnings Per Share (Basic & Diluted) (A)/(B)	₹ 18.90	₹ 22.08
D Face value per equity share	₹ 10/-	₹ 10/-

46. INDIAN ACCOUNTING STANDARD (IND AS) 36, DISCLOSURES ON IMPAIRMENT OF ASSETS ARE AS FOLLOWS:

The Company has carried out the assessment on impairment of assets in terms of Indian Accounting standard (Ind AS) 36, Impairment of Assets and management does not perceive any impairment in the value of the carrying amount of assets. However, during the financial year Management has decided to liquidate investment in M/s. Metro Management Group Ltd (MMG) and entire equity investment of ₹ 0.60 crore has been provided for in Books of Accounts.

47. INDIAN ACCOUNTING STANDARD (IND AS) 37, DISCLOSURES ON PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS ARE AS FOLLOWS:

- a) Provisions include mainly towards warranty which has been made for fulfillment of warranty obligation after export sale of rolling stocks/ locomotives & spares. Estimation of such provision is based on experience, nature of rolling stock exported to various clients and period specified in the agreements with them. Actual expenditure may vary during the warranty period as per the requirements.

Items	Carrying amount 01.04.2023	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Unwinding Cost	(₹ in crore)
						Carrying amount as on 31.03.2024
Warranties	45.13	1.81	18.98	-	2.03	29.99

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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(₹ in crore)

Items	Carrying amount 01.04.2022	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Unwinding Cost	Carrying amount as on 31.03.2023
Warranties	45.02	5.95	9.09	-	3.25	45.13

As per the agreements with the customers, warranty years are varying from two to five years, i.e., extending beyond one year, require discounting to work out net present value of such provisions made towards warranty.

Effect of change in the discount rates

3 years SBI MCLR rate as on 31.03.2024 i.e. 8.85% is used as discount rate during the reporting period. The effect of change in discount rate i.e. 8.85% for FY 2023-24 vice 8.70% for FY- 2022-23, is ₹ 0.05 crore.

For movement of provision for unspent amount of Corporate Social Responsibility-refer 57(c)(iii)

b) Contingent liabilities and Commitments to the extent not provided for include:

i) Contingent Liabilities

- I) Claims (excluding interest) against the Company not acknowledged as debts are ₹ 27.15 crore (previous year ₹ 27.06 crore).
- II) In one of the Building Projects, which the company did as a Project Management Consultant (PMC), The building is declared unsafe based on third-party evaluation and is required to reconstructed. Cost of Reconstruction is estimated at ₹ 99.23 Crore (including GST & Contingencies). The contractor, who constructed the said building, has undergone Insolvency Proceedings under the Insolvency and Bankruptcy Code (IBC).
The likely availability of the amount from insurance claim, Bank Guarantee encashment proceeds, and other amounts available under the contract is estimated to be ₹ 60.12 crore. Since the project is handled by the company as PMC, the company does not foresee any outflow from its account. However, as an abundant precaution, ₹ 39.11 crore (including GST & Contingencies) is being disclosed as contingent liabilities on this account.
- III) The Company is subject to legal/arbitration proceeding and claims, which have arisen in the ordinary course of business. Management does not reasonably expect that when these cases ultimately conclude and determined, will have any material and adverse effect on the Company's results of operations or financial conditions.

IV) Disputed taxes and duty:

- A) Demand on account of income tax includes of ₹ 6.66 crore (excluding interest) (previous year ₹6.66 crore) which are being contested by the Company. This excludes ₹ 4.51 crore (previous Year ₹ 4.51 crore) relating to cases where Company has already won at different appellate authorities during earlier years, against which income tax department has gone for appeal at higher appellate authorities. In similar cases of past years, the appeal of the income tax department has been dismissed.
- B) Demand on account of Service Tax, VAT etc. amounting to ₹ 11.04 crore (previous year ₹ 8.87 crore) is being contested by the Company at different forums.
- V) The company has entered into a contract with the Ministry of Housing & Urban Affairs for purchase of commercial built up in the complex at Nauroji Nagar New Delhi through NBCC. The company has paid GST under reverse charge from third demand onward along with the GST on earlier demand excluding interest of ₹ 1.40 crore on delay payment of GST under reverse charge prior to third demand. Company is of the view that liability to pay GST is with NBCC under Sec 9(1) of CGST Act. AAR (Authority for Advance Ruling) under Sec 37 (1) and Delhi Appellate Authority also held the same view. As such, the company does

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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not foresee any liability of interest as on 31.03.2024. However, as an abundant precaution, the same is being disclosed as Contingent Liability.

VI) A number of cases are lying for adjudication at various forums or under arbitration, which Company is contesting on behalf of Clients. The Company is not subject to any liability that may result pursuant to adjudication / arbitral award.

VII) The above contingent liabilities do not include contingent liabilities on account of pending cases in respect of service matters & others where amount cannot be quantified.

ii) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for amounting to ₹ 94.17 crore (previous year ₹ 104.19 crore).

c) Contingent Assets

i) In a pre-closed contract in the year 2005-06, Company invokes arbitration for a claim of ₹ 233.93 crore (previous year ₹ 233.93 crore) against a client. Client also submits counter claims of ₹ 469.10 crore (previous year ₹ 469.10 crore) before arbitrator. The sole arbitrator awarded ₹88.31 crore in favour of the Company against the claim of ₹233.93 Crore, while rejecting the counter claims of the client. Since the awarded amount is less than the claimed amount, Company appealed against the aforesaid award. Appellate authority awarded ₹ 231.68 crore with applicable interest in favour of the Company. Client filed a petition in the Civil Court for setting aside the aforesaid award, which was dismissed by the Court on 22.11.2017 and preliminary objections of Company are allowed. Thereafter the Company filed writ petition before Hon'ble Jharkhand High Court on 05.07.2018 to issue the direction to client to pay the awarded amount. The said petition was disposed on 16.02.2024 in favour of company by appointing sole arbitrator i.e. Honb'le Justice(Retd.) from Supreme Court of India to adjudicate the dispute between the parties. Thereafter, the client filed an appeal before Jharkhand High Court on 21.03.2024 to challenge the appointment of Sole Arbitrator, the same is also dismissed on 07.05.2024. Next date of proceeding before Sole Arbitrator is awaited.

ii) In the above contract, executing agency also raised claims (excluding interest) of ₹184.41crore (previous year ₹184.41 crore) against the Company before the arbitration tribunal. The Company also submitted a counter claim of ₹ 644.53 crore (previous year ₹ 644.53 crore) against the executing agency. Both the parties had concluded their arguments before the Tribunal and award was published on 18th October 2016 in favour of the Company. As per the award, Company was to get ₹ 63 crore from executing agency effective from the date of publication of award i.e. 18th October 2016. The executing agency had filed two petitions i.e. arbitration appeal before hon'ble Jharkhand High Court on 25.05.2017 and commercial revocation to set aside the award before the Commercial Court, Ranchi on 06.01.2018. The arbitration appeal has already been dismissed by hon'ble Jharkhand High Court on 11.03.2019. The commercial revocation has also been dismissed on 29.06.2019. Now RITES limited filed the commercial execution case no. 03 of 2020 on 16.01.2020 before Commercial Court Ranchi to execute the award amount. Same is pending and next date of hearing is fixed on 31.05.2024. In view of above, the Company has not recognized the award amount in the books of account.

iii) In July 2021, a Locomotive meant for export to Mozambique was damaged prior to shipment. Insurance claim towards loss of locomotive has been assessed at ₹ 24.69 crores approx (net of ₹ 30 lakhs received thorough auction of damaged goods) by the Insurance Surveyor and same has been advised to Insurance Company. Cost of damaged goods amounting to ₹ 12.47 Crore has been written off during the year, insurance claim has not been recognized in the books of accounts pending approval of claim by Insurance Company.

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48. INDIAN ACCOUNTING STANDARD (IND AS) 40, DISCLOSURES ON INVESTMENT PROPERTY ARE AS FOLLOWS:

a) Amounts recognized in the Statement of Profit and Loss are as follows:

(₹ in crore)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
Rental income	-	0.03
Direct proportionate operating expenses relating to rental income (including repair & maintenance)	-	0.00
Profit before depreciation	-	0.03
Depreciation for the period	-	0.00
Profit from investment property	-	0.03

49. INDIAN ACCOUNTING STANDARD (IND AS) 107, DISCLOSURES ON FINANCIAL INSTRUMENTS ARE AS FOLLOWS

a) Financial Instruments by category

The carrying value and fair value of financial instruments categories-wise as on 31st March, 2024 are as under:

(₹ in crore)

Particulars	Total carrying value	Amortised Cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Financial Assets:						
Cash and Bank Balance – Owned Fund	698.49	698.49			-	-
Cash and Bank Balance-Client Fund	2372.56	2372.56			-	-
Investments:						
Equity	0.04	-		0.04	-	-
Tax Free Bonds	20.00	20.00		-	-	-
Trade Receivables	881.00	881.00			-	-
Loans	17.35	17.35			-	-
Other Financial Assets	390.57	390.57			-	-
Total	4380.01	4379.97		0.04	-	-
Financial Liabilities:						
Trade Payables	216.03	216.03			-	-
Lease Liability	8.00	8.00			-	-
Other Financial Liabilities	2508.38	2508.38			-	-
Total	2732.41	2732.41			-	-

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The carrying value and fair value of financial instruments categories-wise as on 31st March, 2023 are as under:

(₹ in crore)

Particulars	Total carrying value	Amortised Cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Financial Assets:						
Cash and Bank Balance – Owned Fund	837.83	837.83				
Cash and Bank Balance-Client Fund	2643.63	2643.63			-	-
Investments:						
Equity	0.04	-		0.04		
Tax Free Bonds	45.00	45.00		-	-	-
Trade Receivables	869.26	869.26			-	-
Loans	14.09	14.09			-	-
Other Financial Assets	385.73	385.73			-	-
Total	4795.58	4795.54		0.04	-	-
Financial Liabilities:						
Trade Payables	299.71	299.71			-	-
Lease Liability	5.42	5.42			-	-
Other Financial Liabilities	2775.80	2775.80			-	-
Total	3080.93	3080.93			-	-

b) Fair value hierarchy & valuation techniques

To provide an indication about the reliability of method used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Indian Accounting Standard (Ind AS-113) on fair value measure.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value of financial instruments that are not traded in an active market is determined using valuation techniques and observable inputs for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

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

Fair value hierarchies of assets and liabilities as on 31st March, 2024 are as follows:

(₹ in crore)

Particulars	Carrying Value As on 31.03.2024	Fair Value As on 31.03.2024	Level
Financial Assets:			
Investments:			
Equity*	0.04	0.04	III
Tax Free Bonds	20.00	21.90	II
Trade Receivables**	881.00	881.00	III
Loans**	17.35	17.35	III
Other Financial Assets**	390.57	390.57	III
Financial Liabilities:			
Trade Payables**	216.03	216.03	III
Lease Liability**	8.00	8.00	III
Other Financial Liabilities**	2508.38	2508.38	III

* Equity shares of ₹ 0.04 crore of GPCL Consulting Services Limited which are not tradable and amount of investment in the entity is immaterial, hence investment in equity is recognized at cost and same is considered as its fair value.

** The carrying amounts of trade receivables, trade payables, loans, other financial assets & liabilities and lease liability are considered to be same as their fair value.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

Fair value hierarchies of assets and liabilities as on 31st March, 2023 are as follows:

Particulars	(₹ in crore)		Level
	Carrying Value As on 31.03.2023	Fair Value As on 31.03.2023	
Financial Assets:			
Investments:			
Equity*	0.04	0.04	III
Tax Free Bonds	45.00	50.34	II
Trade Receivables**	869.26	869.26	III
Loans**	14.09	14.09	III
Other Financial Assets**	385.73	385.73	III
Financial Liabilities:			
Trade Payables**	299.71	299.71	III
Lease Liability**	5.42	5.42	III
Other Financial Liabilities**	2775.80	2775.80	III

* Equity shares of ₹ 0.04 crore of GPCL Consulting Services Limited which are not tradable and amount of investment in equity in the entity is immaterial, hence investment is recognized at cost and same is considered as its fair value.

** The carrying amounts of trade receivables, trade payables, loans, other financial assets & liabilities and lease liability are considered to be same as their fair value.

c) Financial Risk Management

The Company's activities are exposed to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from few customers.

i) Market Risk

The Company operates internationally and a considerable portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk for its sales and services in the Middle East, Africa and South Asian countries. The exchange rates between the rupee and foreign currencies have changed substantially in recent years which may also fluctuate substantially in the future. However, Company has currency risk management policy and exchange fluctuations are regularly monitored by the risk management committee to mitigate this risk. Policy covers various aspects of currency risk management, benchmarking, hedging and risk appetite, permissible instruments, hedging policy, structure of the risk management committee and treasury group, reporting procedures etc.

Analysis of foreign currency risk from financial instruments is as follows:

Particulars	Currency	As on 31.03.2024	As on 31.03.2023	As on 31.03.2024	As on 31.03.2023
		(Figure in Millions)		(₹ in crore)	
Cash & Cash equivalents	US Dollar	8.06	5.95	66.87	48.61
	MUR	1.06	5.18	0.19	0.90
Trade Receivables	US Dollar	36.67	20.24	304.19	165.41
	MUR	-	-	-	-
Other financial assets	US Dollar	10.03	15.35	83.19	125.47
	MUR	0.21	0.60	0.04	0.11
Trade Payable	US Dollar	(0.48)	(1.82)	(3.94)	(14.88)
	MUR	-	-	-	-
Other financial liabilities	US Dollar	(0.86)	(0.35)	(7.17)	(2.86)
	MUR	(0.48)	-	(0.08)	-
Net assets/(liabilities)	US Dollar	53.42	39.37	443.14	321.75
	MUR	0.79	5.78	0.15	1.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

For the year ended 31st March, 2024 and 31st March, 2023, every percentage increase/decrease in the exchange rate between the INR & US Dollar has affected the Company's incremental margins by approximately 0.74% (previous year 0.45%) each. For the year ended 31st March, 2024 and 31st March, 2023, every percentage increase/decrease in the exchange rate between the INR & MUR has an insignificant affect on the Company's incremental margins.

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency, due to exchange rate fluctuations between the previous reporting year and the current reporting year.

The above foreign currency exposure is unhedged as these are covered through foreign currency risk management policy.

ii) Credit Risk

Credit Risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Primarily exposure to the credit risk is from trade receivables amounting to ₹ 1007.12 crore (previous year ₹ 993.65 crore) and unbilled revenue amounting to ₹ 141.36 crore (previous year ₹ 99.35 crore) which are typically unsecured. Credit risk is being managed by continuously monitoring the outstanding dues from the customers. Trade Receivables towards export sales are generally managed by establishing Letter of Credit with the clients. Further, most of the clients of the Company are Government or Government Undertakings; hence credit risk is bare minimum and Company also does not foresee any impact on credit risk of the Company. Company has impaired, as a prudent measure, the trade receivables and unbilled revenue towards expected credit loss as per Company accounting policy to the extent of ₹ 126.46 crore (previous year ₹ 124.73 crore). Keeping in view the nature of business expected credit loss is provided for on case-to-case basis as per the policy on impairment of financial assets.

Movement of Impairment of Financial Assets

(₹ in crore)					
Sl. No.	Particulars	Balance at the beginning of the year	Provision during the year	Reversal during the year	Balance at the end of the year
1	Trade & Other Receivable	147.80	34.85	31.91	150.74

No significant credit risk on cash and bank balances including clients' funds amounting to ₹ 3071.05 crore (previous year ₹ 3481.46 crore) is expected as Company parks surplus funds with Schedule Banks having good capital adequacy ratio and least NPA as determined by RBI and guidelines of the Company. Company has parked its owned funds in fixed deposits of ₹ 690.11 crore (previous year ₹ 803.60 crore) with Schedule banks with negligible credit risks.

Non-Strategic Investments primarily include investments in tax-free bonds of ₹ 20 crore (previous year ₹ 45 crore) and liquid mutual fund units of ₹ NIL (previous year ₹ NIL) issued by Public Sector Undertaking where risk is minimal.

The Company has given House building, multi-purpose loans etc. to the employees which are insured and house properties/ other assets are mortgaged / hypothecated against these loans in line with the policies of the Company. The risk of default in respect of these loans is considered negligible.

iii) Liquidity Risk

Company's principal sources of liquidity are "cash and bank balances" and the cash flow that is generated from operations. The Company has no outstanding borrowings. The Company has a working capital of ₹ 1672.05 crore (previous year ₹ 1769.45 crore) including cash and bank balance (owned funds) of ₹ 698.49 crore (previous year ₹ 837.83 crore) and current investment ₹ NIL crore (previous year ₹ 25 crore). Company believes that the working capital is sufficient to meet its requirements, accordingly no liquidity risk is perceived by the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in crore)

Contractual maturities of financial Liabilities	Within a year	Between 1-5 Years	Beyond 5 Years	Total
31st March, 2024				
Trade Payables	216.03	-	-	216.03
Lease Liabilities	2.18	5.91	1.87	9.96
Other Financial Liabilities	2324.98	183.40	-	2508.38
Total	2543.19	189.31	1.87	2734.37
31st March, 2023				
Trade Payables	299.71	-	-	299.71
Lease Liabilities	1.25	3.42	2.69	7.36
Other Financial Liabilities	2501.21	274.59	-	2775.80
Total	2802.17	278.01	2.69	3082.87

50. INDIAN ACCOUNTING STANDARD (IND AS) 108, DISCLOSURES ON OPERATING SEGMENTS ARE AS FOLLOWS:

Operating segments are defined as components of an enterprise for which discrete financial information is available which is being evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Chairman & Managing Director who is also Chief Executive Officer.

a) Company has identified four operational reportable segments based on operations being carried out which are as under:-

- Consultancy Services
- Leasing of railway rolling stock & equipments
- Export of rolling stock, equipments and spares
- Turnkey Construction Projects

b) Geographical wise revenue segment is disclosed as under:-

- i) Revenue within India from consultancy includes quality assurance & project management services, turnkey construction projects and domestic lease rental services to clients located inside India.
- ii) Revenue from outside India includes services rendered and export sales of rolling stock & spare parts to the clients located outside India.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

- c) The accounting principles used in the preparation of the financial statements are consistently applied to record revenue & expenditure in individual segment, as set out in the note of material accounting policies.
- d) Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of attributed direct cost. All other expenses which are not attributable or allocable to the segments have been disclosed as un-allocable expenses.
- e) Assets and liabilities used in the Company's business are not identified to the reportable segments as these are used interchangeably between segments. Depreciation, amortization & impairment on Property, Plant & Equipment and Intangible Assets cannot be allocated to a specific segment. Company believes that it is currently not practicable to provide segmental disclosure relating to total assets, total liabilities and depreciation, amortization & impairment since a meaningful segregation of the available data could be onerous.

f) Operational Segments:

Year ended 31.03.2024

(₹in crore)

Description	Consultancy Services		Leasing - Domestic	Export Sale	Turnkey Construction Projects-Domestic	Total
	Domestic	Abroad				
Revenue	1078.39	88.64	138.08	103.41	903.48	2312.00
Identifiable operating expenses	613.08	58.89	83.53	81.95	878.50	1715.95
Segmental profit/(loss) from operations	465.31	29.75	54.55	21.46	24.98	596.05
Add: Interest Income*						64.70
Add: Other Income **						62.22
Less: Finance Cost						4.70
Less: Un-allocable Expenses						121.40
Net Profit Before Tax						596.87
Less: Income Tax (including Deferred Tax)						142.76
Net Profit After Tax						454.11
Additional Information:						
Depreciation and amortization						51.43
Non-cash expenses/(Income) other than depreciation and amortization						5.11
Reversal of provisions						0.96
Loss on sale of PPE						-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

Year ended 31.03.2023

(₹ in crore)

Description	Consultancy Services		Leasing - Domestic	Export Sale	Turnkey Construction Projects - Domestic	Total
	Domestic	Abroad				
Revenue	1,030.29	159.23	137.73	307.83	884.54	2,519.62
Identifiable operating expenses	562.69	75.65	89.88	238.23	849.93	1,816.38
Segmental Profit from operations	467.60	83.58	47.85	69.60	34.61	703.24
Add: Interest Income*						56.05
Add: Other Income **						63.11
Less: Finance Cost						6.62
Less: Un-allocable Expenses						107.24
Net Profit Before Tax						708.54
Less: Income Tax (including Deferred Tax)						178.00
Net Profit After Tax						530.54
Additional Information:						
Depreciation and amortization						59.38
Non-cash expenses/(Income) other than depreciation and amortization						22.16
Reversal of provisions						1.10
Loss on sale of PPE						0.03

g) Geographical Segment

(₹ in crore)

Description	Year ended 31.03.2024					Year ended 31.03.2023				
	India	Abroad			Total	India	Abroad			Total
		Asia	Africa	Others			Asia	Africa	Others	
Revenue	2119.95	48.02	143.25	0.78	2312.00	2,052.56	66.75	385.47	14.84	2519.62
Identifiable operating expenses	1575.12	29.90	110.27	0.66	1715.95	1,502.50	31.32	275.79	6.77	1816.38
Segmental profit from operations	544.83	18.12	32.98	0.12	596.05	550.06	35.43	109.68	8.07	703.24
Add: Interest Income*					64.70					56.05
Add: Other Income **					62.22					63.11
Less: Finance Cost					4.70					6.62
Less: Un-allocable Expenses					121.40					107.24
Net Profit before Tax					596.87					708.54
Less: Income Tax (including Deferred Tax)					142.76					178.00
Net Profit after Tax					454.11					530.54
Additional Information:										
Depreciation and amortization					51.43					59.38
Non-cash expenses/ (income) other than depreciation and amortization					5.11					22.16
Reversal of Provisions					0.96					1.10
Loss on sale of PPE					-					0.03

* Interest income includes interest on bank deposits, bonds, staff advances, loans, income tax refunds etc.

**Other income includes profit on sale of assets, rental income from investment properties(During previous year), dividend on current & non-current investments, exchange gain etc.

Note: - No Impairment and its reversal have been recognized in Other Comprehensive Income (OCI) during the year ended 31.03.2024 and previous year ended 31.03.2023.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

h) Revenue of ₹ 734.63 crore (previous year ₹1045.19 crore) from major customers is given below:

(₹in crore)

Description	Year ended 31.03.2024					Year ended 31.03.2023				
	Consultancy	Lease	Export Sales	Turnkey Construction Projects-Domestic	Total	Consultancy	Lease Ser-vices	Export Sales	Turnkey Con-struction Projects-Domestic	Total
Customer 1	52.83	-	-	533.20	586.03	1.64	-	-	535.45	537.09
Customer 2	134.98	13.62	-	-	148.60	287.16	-	-	220.94	508.10
Total	187.81	13.62	-	533.20	734.63	288.80	-	-	736.39	1045.19

Note: - PSUs under the same ministry have not been considered as one customer.

51. INDIAN ACCOUNTING STANDARD (IND AS) 115, DISCLOSURES ON REVENUE FROM CONTRACTS WITH CUSTOMERS ARE AS FOLLOWS:

a) Significant management judgments on Revenue Recognition:

Recognised amounts of contract revenues and related receivables reflect management's best estimate of each contract's outcome and stage of completion which is determined based on physical progress, efforts, cost incurred to date bear to the total estimated cost of the transaction, time spent, service performed or any other method that management considered appropriate. For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation and uncertainty.

b) Company has contracts with customers for different services which are given below:-

- Consultancy Services
- Export of rolling stock, equipments and spares
- Turnkey Construction Projects

Beside above, Company has contracts with customers for wet leasing which are covered under Indian Accounting Standard (Ind AS) 116, Leases

c) Company has recognized revenue either on the basis of over time or point in time depending upon satisfaction of performance obligation on transferring control of goods or services to customers. Revenue has been recognized by the Company over time basis if any one of the following condition is met:

- Customer simultaneously receives and consumes the benefits
- Company's performance creates or enhances an assets that the customer controls as the assets is created or enhanced
- Company's performance does not create with alternative use and Company has enforceable right to payment for performance completed to date.

In case, none of the above condition is met, revenue recognized by the Company on the basis of point in time.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

d) Disaggregation Revenue information:

The below presents Disaggregated Revenues from contract with customer for the year ended 31st March 2024 from various streams of revenue. The Company believe that this Disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factor.

(₹ in crore)

Particulars	Consultancy Services		Inspection Fee		Export Sale	Turnkey Construction Projects-Domestic	Total
	Domestic	Abroad	Domestic	Abroad			
2023-24	766.12	86.57	310.10	2.07	96.75	903.48	2165.09
2022-23	640.55	150.55	384.26	8.67	283.49	884.53	2352.05

e) Company is rendering many project management consultancy services for and on behalf of clients where fee is due to Company for professional services.

f) In most of the cases, payments from customers are linked with performance obligations. Wherever on the reporting date work has been performed and payment is not due as per the contract, in such cases contract assets have been created. However, where payment has been received including advance but performance has not been completed, in such cases contract liabilities have been created. Advances received by the Company for execution of work are in the nature of security i.e a source of protection and are not for financing the project.

g) Company provides warranty in the nature of assurance for which provisions are made as per the Indian Accounting Standard (Ind AS) 37, Provisions, Contingent Liabilities and Contingent Assets.

h) During the year, impairment of amount receivable from client for services rendered/goods supplied charged to Statement of Profit and Loss amounting to ₹ 8.63 crore (previous year ₹ 24.11 crore), which includes impairment for lease services amounting to ₹ 1.14 crore (previous year ₹ 0.22 crore).

i) Balances of Receivables/Contract assets/Contract liabilities are as under:

(₹ in crore)

Particulars	As on 31.03.2024	As on 31.03.2023
Receivables includes lease receivables of ₹ 45.79 crore (Previous year ₹ 50.36 crore)	1007.12	993.65
Contract assets	258.24	264.29
Contract liabilities includes lease liabilities NIL (Previous year ₹ NIL crore)	67.50	19.17

j) During the year ended March 31, 2024, ₹ 94.28 crore and March 31 2023, ₹ 45.84 crore of unbilled revenue as of April 1st, 2023 and April 1st 2022 respectively has been reclassified to Trade receivables upon billing to customers on completion of milestones.

k) During the year ended March 31, 2024 ₹ 12.45 crore and March 31, 2023 ₹ 59.45 crore of contract liabilities as of April 1, 2023 and April 1,2022 has been recognized as revenue after completion of milestones.

l) The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2024 is ₹ 5399 crore which pertains to various segment of the Company. Company is likely to recognize this revenue over a period ranging from one year to three years. The aggregate value of performance obligations that was completely or partially unsatisfied as at March 31, 2023 was ₹ 5543 crore which pertains to various segment of the Company.

m) Company has not incurred any cost for obtaining contracts except administrative cost required for preparation of offers and the same is charged to statement of Profit and Loss.

n) Company has recognized unamortized contract assets of ₹ Nil crore (previous year ₹ Nil crore) on account of costs incurred in fulfilling the contract.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

52. INDIAN ACCOUNTING STANDARD (IND AS-116): DISCLOSURES ON LEASES ARE AS FOLLOWS:

a) Company as Lessee:-

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the term of useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. Company has no borrowing, as such 3 year SBI MCLR rate 8.70% and 7.30% has been considered as weighted average incremental borrowing rate for calculation of present value of lease liability for the FY- 2023-24 and 2022-23 respectively.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

i) The following is the summary of practical expedients applied:

- I) The Company has used a single discount rate to a portfolio of leases with similar characteristics.
- II) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- III) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

ii) Following are the changes in the carrying value of right of use assets for the year ended March 31, 2024:

(₹ in crore)

Particulars	Category of ROU Assets			Total
	Land	Building	Residential Quarters	
Balance as at April 1, 2023	0.93	16.41	3.33	20.67
Additions	-	4.22	-	4.22
Depreciation	(0.49)	(2.31)	(0.25)	(3.05)
Adjustment		(0.03)		(0.03)
Balance as at March 31, 2024	0.44	18.29	3.08	21.81

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2023:

(₹ in crore)

Particulars	Category of ROU Assets			Total
	Land	Building	Residential Quarters	
Balance as at April 1, 2022	1.41	14.38	3.58	19.37
Additions	-	4.95	-	4.95
Depreciation	(0.48)	(2.92)	(0.25)	(3.65)
Balance as at March 31, 2023	0.93	16.41	3.33	20.67

Depreciation on right-of-use assets is as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Land	0.49	0.48
Building	2.31	2.92
Residential qtrs.	0.25	0.25
Total	3.05	3.65

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FOR THE YEAR ENDED MARCH 31ST, 2024

iii) The following is the break-up of current and non-current lease liabilities:

(₹ in crore)

Particulars	As on 31.03.2024	As on 31.03.2023
Current lease liabilities	1.62	0.90
Non-current lease liabilities	6.38	4.52
Total	8.00	5.42

iv) The following is the movement in lease liabilities:

(₹ in crore)

Particulars	As on 31.03.2024	As on 31.03.2023
Opening Balance	5.42	2.94
Additions	4.22	4.95
Finance cost accrued during the period	0.53	0.46
Payment of lease liabilities	(2.13)	(2.93)
Adjustment	(0.04)	-
Closing Balance	8.00	5.42

v) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in crore)

Particulars	As on 31.03.2024	As on 31.03.2023
Less than one year	2.18	1.25
One to five years	5.91	3.42
More than five years	1.87	2.69
Total	9.96	7.36

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

- vi) During the year ended 31 March 2024, the Company incurred expenses amounting to ₹ 13.57 crore (Previous year ₹ 14.78 crore) on accounts of short-term leases and leases of low-value assets. For the year ended 31 March 2024, the total cash outflows for leases, including short-term leases and low-value assets amounted to ₹ 15.70 crore (Previous year ₹ 17.71 crore).
- vii) ROU Assets includes staff quarters at Liluah Howrah, Kolkata from Indian Railways, for which lease has been expired in the month of March, 2009. The extension has been sought from Indian Railways.
- viii) The Company does not have any lease restrictions and commitment towards variable lease rent as per the contract.
- ix) The Company has no commitments towards Leases yet to be commenced as on 31.03.2024.
- x) The Company has not sub-leased any of the assets taken on lease.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

b) Company as a lessor:-

Operating Lease: As Lessor

The Company has leasing arrangement of locomotives in domestic market mainly on cancelable basis which includes providing services of its experts for maintenance of these locomotives for which lease rent is received from the clients as per terms of the contracts. [New & In-Service Locomotives (refer note no.2)]

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Gross carrying amount	457.95	437.39
Accumulated depreciation	(264.98)	(231.72)
Net carrying amount	192.97	205.67
Depreciation provided for the year	34.82	42.15

- c) The Company does not envisage any contraction in demand which could result in significant down-sizing of its business operations.

53. INDIAN ACCOUNTING STANDARD (IND AS) 12, DISCLOSURES ON INCOME TAXES ARE AS FOLLOWS:

The Company opted to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as promulgated by the GOI vide the Taxation Laws (Amendment) Ordinance, 2019 and accordingly Corporate tax rate of 25.168% (Income Tax 22%+Surcharge10%+Higher Education Cess 4%) has been considered for the purpose of provision for taxes and measuring the deferred tax assets / liabilities in the books of accounts.

a) Income tax expense in the Statement of Profit & Loss comprises:

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Income Tax Expenses:		
- Current Taxes	141.52	187.20
- Earlier Years (Net)	(1.82)	0.16
Sub Total - A	139.70	187.36
Tax on Other Comprehensive Income (OCI)- B	2.12	1.95
Tax on Buy Back Expenses-C	-	-
Sub Total -D= (A+B+C)	141.82	189.31
Deferred Tax (Net) – Prior Periods	-	(0.00)
Deferred Tax (Net) – Current Years	3.06	(9.36)
Sub Total -E	3.06	(9.36)
Total - F=D+E	144.88	179.95

Entire deferred income tax for the year ended 31stMarch, 2024 and 31st March, 2023 relates to origination and reversals of temporary differences.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

- b) The reconciliation of the Income Tax Expenses to the computed expected tax expenses for the year by applying the statutory income tax rate to the profit Before Taxes is summarized below:

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Profit before Tax	596.86	708.54
Enacted Tax Rates in India on Normal Income	25.17%	25.17%
Enacted Tax Rates in India on LTCCG	22.88%	22.88%
Special Enacted Tax Rates in India on Dividend from foreign Company	17.47%	17.47%
Computed Expected Tax Expense	150.22	178.33
Tax effect of Income Exempted from Taxation	(12.08)	(6.65)
Tax effect due to deductible temporary differences	(0.03)	(0.11)
Tax effect due to earlier period taxes	(1.82)	0.16
Tax Effect due to claim of Expenditure not charged to Statement of Profit and Loss	-	-
Additional Tax Effect due to Income from House Property and other sources	-	(1.52)
Tax effect of Non-Deductible Expenditures for determining taxable Profit	3.41	3.78
Tax effect due to income from joint operations	3.06	4.01
Income tax expenses for the year	142.76	178.00
Tax effect due to OCI	2.12	1.95
Current Tax Expense for the year(including tax effect on OCI)	144.88	179.95

- c) Details of income tax assets and liabilities as of March 31, 2024 and March 31, 2023 are as follows:

(₹ in crore)

Particulars	As on 31.03.2024	As on 31.03.2023
Income Tax Assets	221.02	214.15
Less: Current income tax liabilities	143.64	189.15
Net Income Tax Assets/(Liability) at the end	77.38	25.00

- d) The gross movement in the current income tax asset/(liability) for the year ended March 31, 2024 and March 31, 2023 is as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Net current income tax Asset/(Liability) at the beginning of the year	25.00	50.07
Current Income Tax on OCI	(2.12)	(1.95)
Current Income Tax on Buy Back expenses	-	-
Income Tax paid	194.20	164.24
Current income tax expense	(139.70)	(187.36)
Net Current Income Tax Asset/(Liability) at the end of the year	77.38	25.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

e) **Tax effects of significant temporary differences that resulted in deferred income tax asset and liabilities are as follows:**

(₹ in crore)

Particulars	As on 31.03.2024	As on 31.03.2023
Deferred Income Tax Assets:		
Accrued Compensation to Employees	22.55	23.36
Provisions for Doubtful Debts, Security Deposits/EMD, Advances etc.	38.91	38.03
Provision for warranty	7.55	11.36
Lease Liability for ROU Assets	2.01	1.36
Total Deferred Income Tax Assets – I	71.02	74.11
Deferred Income Tax Liabilities:		
Depreciation on Property Plant & Equipment and Intangible Assets	12.47	12.50
Interest Accrued on Income Tax Refund	-	-
Unrealised Short-term Gain (Loss) on Mutual Funds	-	-
Total Deferred Income Tax Liabilities – II	12.47	12.50
Deferred Income Tax Assets after set off	58.55	61.61
Deferred Income Tax Liabilities after set off	-	-

Deferred tax assets and liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making the assessment.

Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the group will realize the benefits of those deductible differences. The amount of deferred income tax assets considered realizable could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

f) **The gross movement in the deferred Income Tax account for the year ended 31st March, 2024 and 31st March, 2023 are as follows:**

(₹ in crore)

Movement during the year ended 31.03.2024	As on 31.03.2023	Recognized in Profit & Loss	Recognized in OCI	As on 31.03.2024
Tax Effect of items constituting deferred Tax Liabilities				
(i) Property, Plant & Equipments	12.50	(0.03)	-	12.47
(ii) Interest on Income Tax Refund Accrued but not received	-	-	-	-
(iii) Donation to PM Cares Fund	-	-	-	-
(iv) Unrealised Short term Gain (Loss) on Mutual Funds	-	-	-	-
Total-A	12.50	(0.03)	-	12.47
Tax Effects of Items Constituting deferred Tax Assets				
(i) Provisions for Leave Encashment of Employees	22.61	(0.39)	-	22.22
(ii) Provision for superannuation Medical	0.67	(0.42)	-	0.25
(iii) Other Employee Benefits	0.08	-	-	0.08
(iv) Prov. For Doubtful Debts & Advances	38.03	0.88	-	38.91
(v) Provision for warranty	11.36	(3.81)	-	7.55
(vi) Lease Liability for ROU Assets	1.36	0.65	-	2.01
Total-B	74.11	(3.09)	-	71.02
Deferred Tax (Assets)/Liabilities (A-B)	(61.61)	3.06	-	(58.55)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

The composition of deferred assets relating to temporary difference during the year ended March 31,2024 are primarily on account of property ,plant and equipment, provision for employee benefit and doubtful debts & advances, provision for warranty & lease liability.

The gross movement in the deferred income tax account for the year ended 31stMarch, 2023 and 31st March, 2022 are as follows:

				(₹ in crore)
Movement during the year ended 31.03.2023	As on 31.03.2022	Recognized in Profit & Loss	Recognized in OCI	As on 31.03.2023
Tax Effect of items constituting deferred Tax Liabilities				
(i) Property, Plant & Equipments	13.92	(1.42)	-	12.50
(ii) Interest on Income Tax Refund Accrued but not received	1.51	(1.51)	-	-
(iii) Unrealised Short term Gain (Loss) on Mutual Funds	0.06	(0.06)	-	-
Total-A	15.49	(2.99)	-	12.50
Tax Effects of Items Constituting deferred Tax Assets				
(i) Provisions for Leave Encashment of Employees	23.55	(0.94)	-	22.61
(ii) Provision for superannuation Medical	0.19	0.48	-	0.67
(iii) Other Employee Benefits	0.13	(0.05)	-	0.08
(iv) Provision for Doubtful Debts & Advancess	31.80	6.23	-	38.03
(v) Provision for warranty	11.33	0.03	-	11.36
(vi) Lease Liability for ROU Assets	0.74	0.62	-	1.36
Total-B	67.74	6.37	-	74.11
Deferred Tax (Assets)/Liabilities (A-B)	(52.25)	(9.36)	-	(61.61)

The composition of deferred assets relating to temporary difference during the year ended March 31,2023 are primarily on account of property, Plant and equipment, provision for employee benefit and doubtful debts & advances, provision for warranty & lease liability.

54. INDIAN ACCOUNTING STANDARD (IND AS)1, DISCLOSURES ON PRESENTATION OF FINANCIAL STATEMENTS ARE AS FOLLOWS:

a) Subsequent Event-Dividend

Company has proposed a sum of ₹120.15 crore (₹ 5 per share to 24.03 crore equity shares) as final dividend for FY 2023-24 subject to approval of shareholders in Annual General Meeting. If approved, the dividend would result in a cash outflow of ₹ 120.15 crore.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

55. DISCLOSURE AS PER REGULATION 34(3) OF LISTING AGREEMENTS WITH THE STOCK EXCHANGE

(₹ in crore)

Particulars	Financial Year	Outstanding balance	Maximum amount due during the year
Investment in Subsidiaries			
(i) REMC Limited	31.03.2024	35.70	35.70
	31.03.2023	35.70	35.70
(ii) RITES (Afrika) (Pty) Limited., Botswana	31.03.2024	0.01	0.01
	31.03.2023	0.01	0.01
Investment in Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry Private Limited	31.03.2024	24.00	24.00
	31.03.2023	24.00	24.00
(ii) Indian Railway Stations Development Corporation Limited	31.03.2024	48.00	48.00
	31.03.2023	48.00	48.00
Investment in Associates			
(i) Elicius Energy Private Limited	31.03.2024	0.00*	0.00*
	31.03.2023	0.00*	0.00*
(ii) Metro Management Group Limited	31.03.2024	0.60*	0.60
	31.03.2023	0.00	0.00
Loans & advances to Subsidiaries			
(i) REMC Limited	31.03.2024	-	-
	31.03.2023	-	-
(ii) RITES (Afrika) (Pty) Limited., Botswana	31.03.2024	-	-
	31.03.2023	-	-
Loans & advances to Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry	31.03.2024	-	-
	31.03.2023	-	-
(ii) Indian Railway Stations Development Corporation Limited	31.03.2024	-	-
	31.03.2023	-	-
Loans & advances to Associates			
(i) Elicius Energy Private Limited	31.03.2024	-	-
	31.03.2023	-	-
(ii) Metro Management Group Limited	31.03.2024	-	-
	31.03.2023	-	-

*Refer note no 57 (j)(iv) & 57 (p)

56. CAPITAL MANAGEMENT:

The Company's objective for capital management is to maximize shareholders value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are primarily being met through operating cash flows generated.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

57. OTHER DISCLOSURES:

a) Ministry of Railway (MoR) vide letter dated 18.10.2021 has decided in principle for closure of Indian Railway Station Development Corporation Limited (IRSDC), in which Company has an investment of ₹48 Crore. Closure activities are underway and Board of IRSDC has decided to transfer the assets & liabilities of IRSDC to Rail Land Development Authority on slump sale basis (excluding investment in Subsidiary & Associate of IRSDC) for consideration not less than book value. Financial statement of IRSDC has been prepared on liquidation basis. As at 31.03.2024, IRSDC has reported a net worth of ₹231.89 Crore, out of which 24% share i.e. ₹55.65 crore belongs to RITES, therefore management does not perceive any impairment in the value of investment in IRSDC.

b) Assets and liabilities are classified between current and non-current considering 12 months period as operating cycle.

c) Information on CSR expenditure:

i) Gross amount required to be spent including advances given during the year 2023-24 ₹ 13.30 crore (previous year 2022-23 ₹ 14.10 crore).

ii) Expenditure incurred including advance on CSR during the year on:

Particulars	Amount Paid		Unspent Amount		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	(i) Construction/acquisition of any asset		-		-	
(ii) On purposes other than (i) above**	13.31	14.10	-	-	13.31	14.10
Total	13.31	14.10	-	-	13.31	14.10

* Includes following expenditure on account of admin overhead and capacity building

(a) Salary Expenses ₹0.55 crore (previous year ₹ 0.62 crore)

(b) Other Expense ₹0.18 crore (previous year ₹ 0.05 crore)

(iii) Details of unspent CSR amount of ongoing project in compliance with the provision of Section 135(6) of the Act

Unspent CSR	Opening carrying amount	Addition during the year	Used during the year	Closing Carrying amount
As at 31.03.2024	1.84	-	0.61	1.23
As at 31.03.2023	4.27	-	2.43	1.84

iv) Short fall other than ongoing projects of CSR – Nil (Previous Year- Nil)

(i) Reasons for short fall other than ongoing projects of CSR – Not Applicable.

(ii) Nature of CSR Activities: The primary focus of CSR activity is on creation of necessary infrastructure, and avenues for employment and income generation, and empowering the people by inclusion in economic mainstream and facilitating sustainable development of marginalized and under privileged sections of the society in and around areas of Company's operations and in backward regions or such other areas as may be defined by the Board. These infrastructure assets then can be taken over by local community/ NGOs/ SHGs for day-to-day operations and maintenance.

d) Salary expenses and Travel expenses included in expenditure on Capital work in progress/Property, Plant & Equipment, and expenditure incurred during warranty period are as follows:

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Salary Expenses	6.66	7.75
Travel Expenses	1.29	1.03

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

- e) Details of dues to micro, small and medium enterprises as defined under The Micro, Small and Medium Enterprises Development Act, 2006* are given on the basis of information available with the management.

(₹ in crore)

Sl. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
A	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year - Principal amount due to micro and small enterprises - Interest due on above	31.09	48.99
B	The amount of interest paid by the buyer in terms of Section 16 of The Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
C	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under The Micro, Small and Medium Enterprises Development Act, 2006.	-	-
D	The amount of interest due and remaining unpaid at the end of each accounting year	-	-
E	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of The Micro, Small and Medium Enterprises Development Act, 2006.	-	-

*The Company identify supplier registered under The Micro, Small and Medium Enterprises Development Act, 2006, by obtaining confirmations from all suppliers at the time of issue of tender. Information has been collated only to the extent of information received.

- f) Disclosure of Capital Work in Progress/Intangible Assets Under development:

A) Capital Work in Progress:

- (i) Ageing as on 31.03.2024

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years- 3 years	More than 3 years	Total*
Projects in progress	78.92	36.79	42.53	15.48	173.72

*Refer Note no.3 for Capital Work in Progress schedule.

- (ii) Capital Work in Progress Completion Schedule as on 31.03.2024 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress					
Residential cum Guest House at Plot No.V-37/13 in DLF City, Phase-III, Gurugram	0.86	-	-	-	0.86
RITES Office Building at Kolkata	152.22	-	-	-	152.22
Total	153.08	-	-	-	153.08

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

(iii) Ageing as on 31.03.2023

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Projects in progress	45.49	37.97	10.50	0.84	94.80

*Refer Note no.3 for Capital Work in progress schedule

(iv) Capital Work in Progress Completion Schedule as on 31.03.2023 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress					
Residential cum Guest House at Plot No.V-37/13 in DLF City, Phase-III, Gurugram	0.54	-	-	-	0.54
RITES Office Building at Kolkata	90.17	-	-	-	90.17
Total	90.71	-	-	-	90.71

B) Intangible Asset under Development:

(i) Ageing as on 31.03.2024

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Software Underdevelopment	0.18	-	-	-	0.18

*Refer Note no- 6 for Intangible Assets Under Development

(ii) Intangible Asset under Development Completion Schedule as on 31.03.2024 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress					
Software Underdevelopment	0.18	-	-	-	0.18
Total	0.18	-	-	-	0.18

(iii) Ageing as on 31.03.2023

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Projects in progress	-	-	-	-	-

*Refer Note no.6 for Intangible Assets Under Development.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

- (iv) Intangible Asset under Development Completion Schedule as on 31.03.2023 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress					
Total	-	-	-	-	-

- g) Title deeds of Immovable property not held in the name of the company:

- (i) Lease deeds of Right-of Use Assets not held in the name of the Company as on 31.03.2024

(₹in Crore)

S. No.	Relevant line item in Balance sheet	Description of item of Property	Gross carrying value	Held in name of	Whether promoter director or their relative or employee	Period held- indicate range	Reason for not being held in name of Company
1	Right-of Use Assets	Office Building at central Metro Railway Building ,2 nd & 3 rd floor, Kolkata-700012	1.32	Indian Railway	Yes	From 12.01.2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
2	Right-of Use Assets	Testing Laboratory at 52A & 52B,C.R.Avenue, Kolkata-700012	0.46	Indian Railway	Yes	Since June, 2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side..
3*	Right-of Use Assets	House no- Belur shed No 14,JL No 15,PS-Bally,Dist Howrah,Plot No-2206 at Liluah	0.00	Indian Railway	Yes	From 03.03.1984	This property was on long term lease for 25 years, while depositing the initial amount with Eastern Railway, RITES had written for execution of deed but no response was received from other side.
4	Right-of Use Assets	Office Building at DLF Cyber City,Bhubaneswar	5.43	DLF	No	Since 29.03.2017	Lease deed being pursued.

*Property at Liluah Howrah, Kolkata is carrying at a gross carrying value of ₹ 1 in the books of accounts.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

ii) Lease deeds of Right-of Use Assets not held in the name of the Company as on 31.03.2023

(₹in Crore)

S. No.	Relevant line item in Balance sheet	Description of item of Property	Gross carrying value	Held in name of	Whether promoter director or their relative or employee	Period held- indicate range	Reason for not being held in name of Company
1	Right-of Use Assets	Office Building at central Metro Railway Building ,2 nd & 3 rd floor, Kolkata-700012	1.32	Indian Railway	Yes	From 12.01.2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
2	Right-of Use Assets	Testing Laboratory at 52A & 52B,C.R.Avenue, Kolkata-700012	0.46	Indian Railway	Yes	Since June, 2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side..
3*	Right-of Use Assets	House no- Belur shed No 14,JL No 15,PS-Bally,Dist Howrah,Plot No-2206 at Liluah	0.00	Indian Railway	Yes	From 03.03.1984	This property was on long term lease for 25 years, while depositing the initial amount with Eastern Railway, RITES had written for execution of deed but no response was received from other side.
4	Right-of Use Assets	Office Building at DLF Cyber City,Bhubaneswar	5.43	DLF	No	Since 29.03.2017	Lease deed being pursued.

*Property at Liluah Howrah, Kolkata is carrying at a gross carrying value of ₹ 1 in the books of accounts.

iii) Title deeds of Property, Plant & Equipment not held in the name of the Company as on 31.03.2024

(₹in Crore)

S. No.	Relevant line item in Balance sheet	Description of item of Property	Gross carrying value	Held in name of	Whether promoter director or their relative or employee	Period held- indicate range	Reason for not being held in name of Company
1	Property, Plant & Equipment	Land at Plot No.5, Gomti Nagar Extension, Lucknow	4.22	Lucknow Development Authority	No	Since 27.06.2019	Registration is pending due to litigation on payment of stamp duty.

iv) Title deeds of Property, Plant & Equipment not held in the name of the Company as on 31.03.2023

(₹in Crore)

S. No.	Relevant line item in Balance sheet	Description of item of Property	Gross carrying value	Held in name of	Whether promoter director or their relative or employee	Period held- indicate range	Reason for not being held in name of Company
1	Property, Plant & Equipment	Land at Plot No.5, Gomti Nagar Extension, Lucknow	4.22	Lucknow Development Authority	No	Since 27.06.2019	Registration is pending due to litigation on payment of stamp duty.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

h) Disclosure on financial ratios:

Particulars	Numerator	Denominator	31st March 2024	31st March 2023	Variance
Current Ratio	Current Assets (excluding client funds)	Current Liabilities (excluding client deposits)	4.14	3.93	5%
Debt-Equity Ratio #	Total Debt	Shareholder's Equity	NA	NA	
Debt Service Coverage Ratio #	Earnings available for Debt Service	Debt Service	NA	NA	
Return on Equity	Net Profit after Taxes	Average Shareholder's Equity (excluding OthWer Comprehensive Income)	18.16%	21.63%	-16%
Inventory Turnover Ratio ###	Cost of Goods Sold	Average Inventory (Net of provisions)	4.29	2.50	71%
Trade Receivable Turnover Ratio	Revenue from operations (excluding unbilled and other operating revenue)	Average Trade Receivable (Net of provisions)	2.48	3.09	-20%
Trade Payables Turnover Ratios	Purchases and other expenses	Average Trade Payables	4.60	4.89	-6%
Net Capital Turnover Ratio	Total income	Working Capital (excluding client funds and client deposits)	1.61	1.65	-3%
Net Profit Ratio	Net Profit	Total Income	18.62%	20.11%	-7%
Return on Capital Employed	Earnings before interest and taxes	Capital Employed (excluding Other Comprehensive Income)	24.65%	29.31%	-16%
Return on Investment ##	Income generated from Investments	Time weighted average investments			
-Liquid Funds			NA*	5.70%	-
-Fixed Deposits			7.47%	6.08%	23%
-Bonds			7.70%	7.57%	2%

* During the year there is no investment Liquid Fund.

#The Company is Debt Free. Lease Liability recognized as per IND AS 116 has not been considered as debt.

##Return on investment is not calculated on strategic investments in subsidiaries, joint ventures and other long term equity instruments.

Increase in inventory turnover ratio is due to shipment of most of the inventory.

i) Land for office building at Gomati Nagar Extension, Lucknow allotted by Lucknow Development Authority (LDA) having a total cost of ₹ 4.22 crore is yet to be registered in the name of the Company due to dispute of stamp duty. However, physical possession of the land has been with the Company w.e.f. 27th June 2019.

j) The financial statements are presented in ₹ crore. Those items which are required to be disclosed but can't be presented in the financial statement due to rounding off to the nearest ₹ crore are given as follows: -

Balance sheet items (Figures in ₹)

Description	Note No.	As on 31.03.2024	As at 31.03.2023
Non-current investment	7		
(i) Moru Mahal Co-operative Society Limited		250.00	250.00
(ii) Amit Industrial Premises Co-operative Society Limited		500.00	500.00
(iii) Regent Chambers Premises Co-operative Society Limited		500.00	500.00
(iv) Elicius Energy Private Limited		15,730.00	15,730.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

- k)** Balances shown under trade receivable, advances and trade payables including Indian Railway are subject to confirmation / reconciliation/adjustment, if any. The Company has been sending letters for confirmation to parties. However, the Company does not expect any material dispute w.r.t. the recoverability/payment of the same.

In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

- l)** Information as regard to loans, investments made as required under section 186(4) of the Companies Act, 2013 have been given vide note no.7,8, & 16.

- m)** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.

- n)** No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), 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 Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- o)** The Code on Social Security, 2020 ("the Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the code becomes effective.

- p)** During the year company invested of ₹ 0.60 Cr. as equity in an Associate namely MMG-Metro Management Group Ltd. in Israel with 24.50% share. The other two joint venture partners are Poran Shrem Engineering and Appraisal Ltd (Israel company) with 51% share and DMRC Limited with 24.50% share. Management has decided to liquidate investment in M/s Metro Management Group Ltd (MMG) and entire equity investment of ₹ 0.60 crore has been provided for in books of Accounts.

q) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For **Pawan Puri & Associates**

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPF5597

Place : Gurugram
Dated : 28.05.2024

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF RITES LIMITED FOR THE YEAR ENDED 31 MARCH, 2024

The preparation of financial statements of RITES Limited for the year ended 31 March, 2024 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139 (5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 28 May, 2024.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of RITES Limited for the year ended 31 March, 2024 under Section 143(6) (a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditor and is limited primarily to inquiries of the Statutory Auditor and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditor's report under Section 143(6) (b) of the Act.

For and on the behalf of the
Comptroller & Auditor General of India

Dr. Nilotpal Goswami

Director General of Audit
Railway Commercial, New Delhi

Place: New Delhi
Date: 31.07.2024

INDEPENDENT AUDITOR'S REPORT

To the Members of RITES Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Consolidated Financial Statements of **RITES Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), including its associates and jointly controlled entities, which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the consolidated statement of changes in equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory statement for the year ended on that date (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, 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 the consolidated state of affairs of the Group including its associates and jointly controlled entities as at March 31, 2024, the consolidated profit including other comprehensive income, consolidated statement of changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements 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 Consolidated Financial Statements* section of our report. We are independent of the Group including its associates and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated 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 ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the "Other Matters" section below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Emphasis of Matter

We draw attention to note no. 60(a) to the Consolidated Financial Statements wherein it is mentioned that the Financials Statements of one of the Jointly controlled entities namely Indian Railway Stations Development Corporation Limited (IRSDC) have been prepared on liquidation basis and Board of IRSDC has decided to transfer the Assets and Liabilities of IRSDC to Rail Land Development Authority (RLDA) for consideration not less than Book value. Therefore, the group does not perceive any impairment at present in the value of investments held in IRSDC.

Our opinion is not modified in respect of above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the 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 considered the matters described below to be the Key Audit Matters for incorporation in our Report. We have fulfilled the responsibilities described in the "Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the Holding Company's management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements. The below mentioned key audit matters have been reported taking into account such matters to the extent considered material and relevant for the purpose of Consolidated Financial Statements of the Group including associates and jointly controlled entities in respect of Holding company only. The statutory auditors of two (2) subsidiary companies and one (1) jointly controlled entity have not reported any Key Audit Matters in their reports on the financial statements of the respective companies.

The figures and the matters referred herein below under Key Audit Matters unless specifically mentioned otherwise pertain to the Holding Company only since such figures in case of all other components have not been reported upon by the statutory auditors.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in respect of Ind AS 115 "Revenue from Contracts with Customers" (revenue Indian accounting standard).</p> <p>The application of the revenue Indian accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized at a point in time or over time. Additionally, revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Refer Notes 1.2.1 and 54 to the Consolidated Financial Statements.</p>	<p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to implementation of the revenue Indian accounting standard. • Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation and inspection of evidence in respect of operation of these controls. • Selected a sample of contracts and performed the following procedures: <ul style="list-style-type: none"> ▪ Read, analysed and identified the distinct performance obligations in these contracts. ▪ Compared these performance obligations with that identified and recorded by the Group. ▪ Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. ▪ Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of Group Including its associates and jointly controlled entities in accordance with the

accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its 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 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group Including its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its 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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. In the case of one of the jointly controlled entities IRSDC, its Board of Directors have decided to close its business and transfer/hand over the business to the promoters of IRSDC.

The respective Board of Directors of the companies included in the Group Including its associates and jointly controlled entities responsible for overseeing the financial reporting process of the Group Including its associates and jointly controlled entities.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

As part of an audit in accordance with SAs, we exercise professional judgement 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 risk, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the holding Company has adequate internal financial controls with reference to the Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group including associates and its jointly controlled entity's ability to continue as a going concern. The financial statements of one of the jointly controlled entities IRSDC, have not been prepared on going concern basis but on an alternate basis i.e. liquidation basis refer note no. 60(a) to the consolidated financial statement and given under the heading "Emphasis of Matter" paragraph above in our report on the Consolidated Financial Statements. 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 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 holding company included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, 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.

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

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

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

Other Matters

- (i) The Consolidated Financial Statements includes the audited financial statements of two (2) subsidiaries whose financial statements reflect total assets of ₹ 276.12 crores as at March 31, 2024, total revenue of ₹ 161.47 crores, net profit after tax of ₹ 82.03 crores and net cash flows of ₹ (20.07) crores for the year ended March 31, 2024, which have been audited by their respective independent auditors. The independent auditors report on financial

statements of these entities have been furnished to us and our opinion on the statement, in so far as it relates to the amount and disclosures included in respect of these entities, is based solely on the report of other auditors.

- (ii) The Consolidated Financial Statements did not include the Group's share of net profit/ (loss) after tax for the year ended March 31, 2024 in respect of two associates, namely Elicius Energy Private Limited and MMG-Metro Management Group Ltd, since the same is not available as informed by the Management. According to the information and explanations given to us by the Holding company's management, investment in these associate companies is not significant to the Group and impact of the same is not material.
- (iii) The Consolidated Financial Statements also includes Group's share of net profit (including other comprehensive income) of ₹ 3.90 crores for the year ended March 31, 2024 in respect of one jointly controlled entity. These financial statements are audited and have been furnished to us by the Holding Company's management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amount and disclosures in respect of such jointly controlled entity, are based solely on the reports of such other auditors.

The statement also includes Group's share of net profit (including other comprehensive income) of ₹ 1.57 crores for the year ended March 31, 2024 in respect of one jointly controlled entity namely Indian Railway Stations Development Corporation Limited. These financial statements are unaudited and have been furnished to us by the management and our opinion on the Statement, in so far as it relates to the amount and disclosures in respect of aforesaid jointly controlled entities are based only on such unaudited financial statements. In our opinion and according to information and explanations given to us by the Management, these financial statements are not material to the Group.

- (iv) Further, of these subsidiaries and jointly controlled entities, one subsidiary is located outside India whose financial statements and other financial information has been prepared in accordance with accounting principles generally accepted in Botswana and which have been audited by another auditor under generally accepted auditing standards applicable in Botswana. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in Botswana to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, in so far as it relates to the financial information of such subsidiary located outside India, is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"/"CARO"), issued by the Central Government in terms of section 143(11) of the Companies Act, 2013, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us and other auditors of Companies included in the Consolidated Financial Statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the CARO reports.
2. In terms of sub section (5) of section 143 of the Act, based on our audit and on the consideration of the report of the auditor of a subsidiary company, as referred in the 'Other Matters' paragraph above, we give in the Annexure I statement on the directions issued under the aforesaid section by the Comptroller and Auditor General of India.
3. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and the other financial information of subsidiaries and jointly controlled Companies, as referred in the 'Other Matters' paragraph above we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting

Standards (Ind AS) specified under Section 133 of the Act;

- (e) In view of exemption given vide notification no. G.S.R. 463(E) dated 5th June, 2015, issued by Ministry of Corporate Affairs, provisions of Section 164(2) of the Act regarding disqualifications of Directors, are not applicable to the Holding Company and its subsidiaries. On the basis of the reports of the statutory auditors who are appointed under Section 139 of the Act, of its jointly controlled companies, none of the directors of the jointly controlled companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of internal financial controls with reference to the Consolidated Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure II;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and the other financial information of subsidiaries and jointly controlled Companies, as referred in the 'Other Matters' paragraph above:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group including associates and jointly controlled companies – Refer Note 49(b)(i) to the Consolidated Financial Statements;
 - ii. The Group including associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India.
 - iv. a. The respective Managements of the Holding Company, its subsidiary Companies and jointly controlled entities which are Companies incorporated in India whose financial statements have been audited under the act have represented to us and the other auditors of such subsidiary Company and jointly controlled entities respectively that, to

the best of their knowledge and belief, as disclosed in note 60(l) to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary Company and jointly controlled entities to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary Company and jointly controlled Companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b. The respective Managements of the Holding Company, its subsidiary Company and jointly controlled entities which are Companies incorporated in India whose financial statements have been audited under the act have represented to us and the other auditors of such subsidiary Company and jointly controlled entities respectively that, to the best of their knowledge and belief, as disclosed in note 60(m) to the Consolidated Financial Statements, no funds have been received by the holding company or its subsidiary Company and jointly controlled entities from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the holding company or its subsidiary Company and jointly controlled Companies shall, 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 and based on audit reports of other auditors, nothing has come to our notice that 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. As stated in notes no. 22 and 57 (b) to the Consolidated Financial Statements and based on consideration of reports of other auditors:
- i. The final dividend proposed in the previous year, declared and paid by the Holding Company and its subsidiary company during the year is in accordance with Section 123 of the Act, as applicable.
 - ii. The interim dividends declared and paid by the Holding Company during the year and until the date of this report are in compliance with Section 123 of the Act.
 - iii. The Board of Directors of the Holding Company, and its subsidiary 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. The jointly controlled entities have neither declared dividend nor paid any dividend during the year.
- vi. In our opinion and to the best of our information and according to the explanations given to us, provisions of Section 197 of the Act are not applicable to the Group including associates and its jointly controlled entities with respect to the managerial remuneration paid/provided during the year ended March 31, 2024.
- vii. Based on the consideration of reports of other auditors in case of one (1) of the subsidiaries and one (1) jointly controlled entities which are the Companies incorporated in India and based on our examination which included test checks, the Holding Company, subsidiary companies and jointly controlled entity have

used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As referred in "Other Matters" paragraph above, the financial statements of two associates are not available and in case of one (1) jointly controlled entity are unaudited and have been furnished to us as certified by the management. According to the Holding Company's management, the financial statements of these associates and jointly controlled entities are not material to the Group and therefore we are unable to comment on the reporting requirement Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 in respect of these two associates and one jointly controlled entity.

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 Pawan Puri and Associates

Chartered Accountants
Firm's Registration No: 005950N

CA Ashish Anand

Partner

Place: Gurugram
Date: May 28, 2024

Membership.No:532897
UDIN:24532897BKGWPG5407

ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT**(Referred to in paragraph 2 under the heading "Report on other Legal and Regulatory requirements" of our report of even date)****Report under Section 143 (5) of the Companies Act, 2013 in respect of RITES Limited on the Consolidated Financial Statements for the year ended March 31, 2024.**

S. no. Directions	Auditor's Comments
1. Whether the Holding Company and a subsidiary Company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	Yes, the Holding Company has SAP system and a subsidiary Company has Tally Prime Edit Log (EL) software in place to process all the accounting transactions. As per information and explanations given to us and during the course of our audit, we have not come across the any accounting transactions which were outside the IT system and have financial implications.
2. Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/ interest etc. made by a lender to the company due to company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a government company, then this direction is also applicable for statutory auditor of lender company).	According to information and explanations given to us and based on our audit, there is no case of restructuring of an existing loan or cases of waiver/write of debts / loans / interest etc. made by lender to the holding Company and its subsidiary Companies.
3. Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State government or its agencies were properly accounted for/utilized as per its terms and conditions? List the cases of deviation.	As per the information and explanations given to us the Holding Company and a subsidiary Company has not received any funds from Central/State government or its agencies for specific schemes during the year.

For Pawan Puri and AssociatesChartered Accountants
Firm's Registration No: 005950N**CA Ashish Anand**Partner
Membership.No:532897
UDIN:24532897BKGWPG5407Place: Gurugram
Date: May 28, 2024

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT

(referred to in paragraph 3(f) under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to the Consolidated Financial Statements of RITES Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, associates and its jointly controlled entities, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company, its subsidiary company, associates and its jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls 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 Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements, and, both issued by Institute of Chartered Accountants of India. 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 with reference to the Consolidated Financial

Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to the Consolidated Financial Statements included obtaining an understanding of such internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors 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 Company's internal financial controls system over financial reporting with reference to the Consolidated Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

A company's internal financial control over Financial Reporting with reference to the Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (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 statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in "Other Matters" paragraph, the Holding Company, its subsidiary company and its jointly controlled companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Financial Statements and such internal financial controls were

operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to the Consolidated Financial Statements in so far as it relates to the one subsidiary company one jointly controlled companies, which are the companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For Pawan Puri and Associates

Chartered Accountants
Firm's Registration No: 005950N

CA Ashish Anand

Partner

Membership.No:532897

UDIN:24532897BKGWPG5407

Place: Gurugram

Date: May 28, 2024

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	As at March 31, 2024	As at March 31, 2023
ASSETS			
NON CURRENT ASSETS			
PROPERTY, PLANT AND EQUIPMENT	2	507.07	526.79
CAPITAL WORK IN PROGRESS	3	173.72	98.04
RIGHT OF USE ASSETS	4	22.51	21.41
INTANGIBLE ASSETS	5	5.49	4.27
INTANGIBLE ASSETS UNDER DEVELOPMENT	6	0.18	2.50
INVESTMENT IN JOINT VENTURES APPLYING EQUITY METHOD	7	89.33	84.81
FINANCIAL ASSETS			
INVESTMENTS	8.1	20.04	20.04
LOANS	9	12.40	8.71
OTHER FINANCIAL ASSETS	10	74.58	172.53
DEFERRED TAX ASSETS (NET)	11	26.66	31.19
OTHER NON CURRENT ASSETS	12	218.52	170.02
		1,150.50	1,140.31
CURRENT ASSETS			
INVENTORIES	13	4.93	30.91
FINANCIAL ASSETS			
INVESTMENTS	8.2	-	25.00
TRADE RECEIVABLES	14	899.85	906.98
CASH AND CASH EQUIVALENTS-OWNED FUND	15.1	52.57	114.01
CASH AND CASH EQUIVALENTS-CLIENTS FUND	16.1	608.29	934.16
OTHER BANK BALANCES-OWNED FUND	15.2	725.85	775.87
OTHER BANK BALANCES-CLIENTS FUND	16.2	1,754.62	1,624.47
LOANS	17	4.95	5.38
OTHER FINANCIAL ASSETS	18	339.93	312.08
CURRENT TAX ASSETS (NET)	19	48.43	21.49
OTHER CURRENT ASSETS	20	71.52	81.67
		4,510.94	4,832.02
TOTAL ASSETS		5,661.44	5,972.33
EQUITY AND LIABILITIES			
EQUITY			
EQUITY SHARE CAPITAL	21.2	240.30	240.30
OTHER EQUITY	22	2,368.71	2,363.48
EQUITY ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY		2,609.01	2,603.78
NON-CONTROLLING INTERESTS	22.4	111.92	115.34
		2,720.93	2,719.12

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	As at March 31, 2024	As at March 31, 2023
LIABILITIES			
NON CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
LEASE LIABILITIES	55(a)	6.38	4.52
OTHER FINANCIAL LIABILITIES	23	183.40	274.59
PROVISIONS	24	10.20	19.75
OTHER NON CURRENT LIABILITIES	25	3.56	0.49
		203.54	299.35
CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
LEASE LIABILITIES	55(a)	1.62	0.90
TRADE PAYABLES			
- TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES	26	29.83	45.94
- TOTAL OUTSTANDING DUES OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES	26	190.03	256.17
OTHER FINANCIAL LIABILITIES	27	2,327.91	2,501.48
OTHER CURRENT LIABILITIES	28	119.44	71.32
PROVISIONS	29	68.14	78.05
		2,736.97	2,953.86
TOTAL EQUITY AND LIABILITIES		5,661.44	5,972.33
MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS	1-63		

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For Pawan Puri & Associates

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPG5407

Place : Gurugram
Dated : 28.05.2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE PERIOD ENDED MARCH 31, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
REVENUE FROM OPERATIONS	30	2,452.85	2,628.27
OTHER INCOME	31	86.12	101.75
TOTAL INCOME		2,538.97	2,730.02
EXPENSES			
EMPLOYEE BENEFITS EXPENSE	32	492.43	508.50
TRAVEL		59.40	54.21
SUPPLIES & SERVICES	33	1,065.28	978.68
PURCHASES FOR EXPORT		36.40	98.66
CHANGES IN INVENTORIES OF STOCK IN TRADE	34	24.78	88.67
GENERATION EXPENSES	35	9.92	8.93
FINANCE COSTS	36	4.71	7.03
DEPRECIATION & AMORTISATION EXPENSE	37	60.66	66.69
OTHER EXPENSES	38	120.50	145.70
TOTAL EXPENSES		1,874.08	1,957.07
PROFIT BEFORE SHARE OF NET PROFIT/(LOSS) OF JOINT VENTURES		664.89	772.95
SHARE OF NET PROFIT/(LOSS) OF JOINT VENTURES	39	5.47	0.97
PROFIT BEFORE TAX		670.36	773.92
TAX EXPENSES			
- CURRENT TAX	40.1	(170.63)	(202.24)
- DEFERRED TAX	40.2	(4.53)	(0.71)
PROFIT AFTER TAX		495.20	570.97
ITEMS THAT WILL BE RECLASSIFIED SUBSEQUENTLY TO PROFIT & LOSS			
- FOREIGN CURRENCY TRANSLATION RESERVE		(0.14)	(0.14)
- INCOME TAX EFFECT		-	-
		(0.14)	(0.14)
ITEMS THAT WILL NOT BE RECLASSIFIED SUBSEQUENTLY TO PROFIT & LOSS			
- REMEASUREMENTS OF THE DEFINED BENEFIT LIABILITY/ASSET	43	8.41	7.74
- REMEASUREMENTS OF THE DEFINED BENEFIT LIABILITY/ASSET OF JOINT VENTURES		(0.03)	-
- INCOME TAX EFFECT		(2.12)	(1.95)
		6.26	5.79
TOTAL OTHER COMPREHENSIVE INCOME (NET OF TAX)		6.12	5.65
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		501.32	576.62

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE PERIOD ENDED MARCH 31, 2024

(₹ in crore)			
PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
PROFIT FOR THE YEAR ATTRIBUTABLE TO:			
EQUITY SHAREHOLDERS OF THE COMPANY		455.40	542.04
NON-CONTROLLING INTERESTS		39.80	28.93
		495.20	570.97
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO:			
EQUITY SHAREHOLDERS OF THE COMPANY		461.52	547.69
NON-CONTROLLING INTERESTS		39.80	28.93
		501.32	576.62
EARNING PER SHARE (EQUITY SHARE OF ₹ 10/- EACH) - BASIC	47	₹ 18.95	₹ 22.56
EARNING PER SHARE (EQUITY SHARE OF ₹ 10/- EACH) - DILUTED	47	₹ 18.95	₹ 22.56
WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED IN COMPUTING EARNING PER SHARE		240,301,887	240,301,887

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For **Pawan Puri & Associates**

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPG5407

Place : Gurugram
Dated : 28.05.2024

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	670.36	773.92
ADJUSTMENTS FOR:		
- DEPRECIATION AND AMORTIZATION	60.66	66.69
- LOSS/(PROFIT) ON SALE OF PROPERTY, PLANT AND EQUIPMENT (NET)	(0.23)	0.03
- SHARE OF PROFIT/(LOSS) OF JOINT VENTURES	(5.47)	(0.97)
- INTEREST INCOME	(66.00)	(55.59)
- INCOME FROM INVESTMENTS	(0.01)	(0.97)
- FINANCE COST	4.71	7.03
- INCOME FROM INVESTMENT PROPERTIES	-	(0.03)
- LIABILITIES WRITTEN BACK	(5.32)	(5.19)
- PROPERTY, PLANT AND EQUIPMENT WRITTEN OFF	-	0.06
- UNREALIZED (GAIN)/LOSSES FROM CHANGES IN FOREIGN EXCHANGE RATE	(2.73)	(7.52)
- REVERSAL OF PROVISION OF INVENTORY (NET OF PROVISION / WRITTEN OFF)	(0.91)	(1.10)
- PROVISION AND IMPAIRMENT EXPENSES (NET)	14.46	33.74
EFFECT OF EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN CURRENCY CASH & CASH EQUIVALENTS	(0.01)	(2.65)
OPERATING PROFIT BEFORE CHANGES IN ASSETS AND LIABILITIES	669.51	807.45
CHANGE IN ASSETS AND LIABILITIES:		
ADJUSTMENTS FOR (INCREASE)/DECREASE IN OPERATING ASSETS:		
- INVENTORIES	41.44	89.58
- TRADE RECEIVABLES	0.11	(187.81)
- LOANS, OTHER FINANCIAL ASSETS AND OTHER ASSETS	4.43	5.14
ADJUSTMENTS FOR INCREASE/(DECREASE) IN OPERATING LIABILITIES:		
- TRADE PAYABLES	(81.76)	121.00
- OTHER FINANCIAL LIABILITIES, OTHER LIABILITIES AND PROVISIONS (NET OF CLIENT FUNDS)	20.57	(93.04)
CASH GENERATED FROM OPERATIONS	654.30	742.32
- INCOME TAX PAID	(222.74)	(182.51)
NET CASH FROM OPERATING ACTIVITIES	431.56	559.81
CASH FLOWS FROM INVESTING ACTIVITIES		
- PROPERTY, PLANT AND EQUIPMENT/ INTANGIBLE ASSETS/ CWIP/ CAPITAL ADVANCE	(137.21)	(135.66)
- PROCEEDS FROM SALE OF PROPERTY, PLANT AND EQUIPMENT	0.54	0.23
- INVESTMENTS IN JOINT VENTURES	(0.60)	-
- INVESTMENT IN LIQUID MUTUAL FUNDS	-	(110.00)
- REDEMPTION OF LIQUID MUTUAL FUNDS	-	135.92
- REDEMPTION OF BONDS	25.00	50.00
- FIXED DEPOSITS PLACED WITH BANK	(1,081.67)	(1,016.83)
- REDEMPTION OF FIXED DEPOSITS WITH BANK	1,130.91	1,006.97
- INTEREST INCOME	72.89	53.37
- DIVIDEND RECEIVED FROM JOINT VENTURE/ASSOCIATE	1.20	-
- INCOME FROM INVESTMENTS	0.01	0.97
- INCOME FROM INVESTMENT PROPERTIES	-	0.03
NET CASH FROM INVESTING ACTIVITIES	11.07	(15.00)
CASH FLOW FROM FINANCING ACTIVITIES		
- INCREASE/(DECREASE) IN SECURED LOAN FROM BANK	-	(24.65)
- FINANCE COST OTHER THAN INTEREST ON BORROWINGS	(2.68)	(3.54)
- INTEREST PAID ON BORROWINGS	-	(0.40)
- DIVIDEND PAID	(456.57)	(432.55)
- REPAYMENT OF LEASE LIABILITIES	(1.61)	(2.47)
- DIVIDEND PAID TO NON-CONTROLLING INTEREST	(43.22)	(19.55)
NET CASH FROM FINANCING ACTIVITIES	(504.08)	(483.16)
NET CASH FLOW FROM CLIENT FUND ACTIVITIES	(325.87)	175.15

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
EFFECT OF EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN CURRENCY CASH & CASH EQUIVALENTS	0.01	2.65
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(387.31)	239.45
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1,048.17	808.72
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	660.86	1,048.17

RECONCILIATION OF CASH AND CASH EQUIVALENTS

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
CASH AND CASH EQUIVALENTS	15.1 & 16.1	660.86	1,048.17
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		660.86	1,048.17
COMPONENTS OF CASH AND CASH EQUIVALENTS		660.86	1,048.17

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
LONG TERM BORROWING AT THE BEGINNING OF THE YEAR	-	24.65
- CASH FLOWS (REPAYMENT)	-	(24.65)
- NON CASH CHANGES	-	-
LONG TERM BORROWING AT THE END OF THE YEAR	-	-
INTEREST PAYABLE ON BORROWING AT THE BEGINNING OF THE YEAR	-	0.16
- CASH FLOWS (REPAYMENT)	-	(0.40)
- NON CASH CHANGES	-	0.24
INTEREST PAYABLE ON BORROWING AT THE END OF THE YEAR	-	-

NOTE:

- Cash and Cash Equivalents consist of Cash and Bank balances including FDs having maturity within 3 months from the date of acquisition.
- The above Statement of Cash Flows has been prepared under the Indirect method as set out in IND AS 7 Statement of Cash Flows notified u/s133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provision of the Act.
- Figures in bracket indicate Cash outflow.
- Refer note 60(c) w.r.t. amount spent on CSR activities.
- The above statement of Cash Flows has been prepared including Cash flow on behalf of client activities. The opening and closing Cash and Cash Equivalents includes ₹ 934.16 crore and ₹ 608.29 crore respectively on behalf of Clients fund.

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For **Pawan Puri & Associates**

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPG5407

Place : Gurugram
Dated : 28.05.2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED MARCH 31, 2024

A. EQUITY SHARE CAPITAL

(₹ in crore)

BALANCE AS AT 01.04.2023	CHANGES IN EQUITY SHARE CAPITAL DURING THE PERIOD		BALANCE AS AT 31.03.2024
	ISSUE OF BONUS	BUY BACK OF EQUITY SHARES	
240.30	-	-	240.30

(₹ in crore)

BALANCE AS AT 01.04.2022	CHANGES IN EQUITY SHARE CAPITAL DURING THE PERIOD		BALANCE AS AT 31.03.2023
	ISSUE OF BONUS	BUY BACK OF EQUITY SHARES	
240.30	-	-	240.30

B. OTHER EQUITY

(₹ in crore)

PARTICULARS	OTHER EQUITY ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY							NON- CONTROLLING INTERESTS	TOTAL
	RESERVE AND SURPLUS				OTHER COMPREHENSIVE INCOME		TOTAL		
	GENERAL RESERVE	RETAINED EARNINGS	CAPITAL RESERVE	CAPITAL REDEMPTION RESERVE	FOREIGN CURRENCY TRANSLATION RESERVE				
BALANCE AS AT 01.04.2023	1608.40	739.45	5.22	9.70	0.71	2,363.48	115.34	2,478.82	
PROFIT FOR THE YEAR		455.40				455.40	39.80	495.20	
OTHER COMPREHENSIVE INCOME (OCI)		6.26			(0.14)	6.12		6.12	
ADJUSTMENT OF SHARE ISSUE EXPENSES OF IRSDC	-	(0.03)				(0.03)		(0.03)	
ADJUSTMENT ON ACCOUNT OF TRANSFER OF SITCO SHARE BY IRSDC		0.31				0.31		0.31	
INTERIM DIVIDENDS (2023-24)		(312.39)				(312.39)	(27.78)	(340.17)	
FINAL DIVIDEND (2022-23)		(144.18)				(144.18)	(15.44)	(159.62)	
BALANCE AT 31.03.2024	1,608.40	744.82	5.22	9.70	0.57	2,368.71	111.92	2,480.63	
INTERIM DIVIDEND PER SHARE FOR 2023-24 (₹)	13.00	NUMBER OF SHARES USED IN COMPUTING DIVIDEND PER SHARE							24,03,01,887
FINAL DIVIDEND PER SHARE FOR 2022-23 (₹)	6.00	NUMBER OF SHARES USED IN COMPUTING DIVIDEND PER SHARE							24,03,01,887

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED MARCH 31, 2024

(₹ in crore)

PARTICULARS	OTHER EQUITY ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY					TOTAL	NON-CONTROLLING INTERESTS	TOTAL	
	RESERVE AND SURPLUS				OTHER COMPREHENSIVE INCOME				
	GENERAL RESERVE	RETAINED EARNINGS	CAPITAL RESERVE	CAPITAL REDEMPTION RESERVE	FOREIGN CURRENCY TRANSLATION RESERVE				
BALANCE AS AT 01.04.2022	1608.40	624.17	5.22	9.70	0.85	2,248.34	105.96	2,354.30	
PROFIT FOR THE YEAR		542.04				542.04	28.93	570.97	
OTHER COMPREHENSIVE INCOME (OCI)		5.79			(0.14)	5.65		5.65	
INTERIM DIVIDENDS (2022-23)		(348.44)				(348.44)	(12.86)	(361.30)	
FINAL DIVIDEND (2021-22)		(84.11)				(84.11)	(6.69)	(90.80)	
BALANCE AT 31.03.2023	1,608.40	739.45	5.22	9.70	0.71	2,363.48	115.34	2,478.82	
INTERIM DIVIDEND PER SHARE FOR 2022-23 (₹)	14.50	NUMBER OF SHARES USED IN COMPUTING DIVIDEND PER SHARE							24,03,01,887
FINAL DIVIDEND PER SHARE FOR 2021-22 (₹)	3.50	NUMBER OF SHARES USED IN COMPUTING DIVIDEND PER SHARE							24,03,01,887

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For Pawan Puri & Associates

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPG5407

Place : Gurugram
Dated : 28.05.2024

GROUP OVERVIEW AND MATERIAL ACCOUNTING POLICIES ON CONSOLIDATED FINANCIAL STATEMENTS

GROUP OVERVIEW

RITES Limited is a multidisciplinary engineering and consultancy organization providing diversified and comprehensive array of services from concept to commissioning in all facets of transport infrastructure and related technologies. The major business engagements as consultants, engineers and project managers are in railways, highways, airports, ports, ropeways, urban transport and inland waterways in India and abroad. The company also provides services of third party inspection, quality assurance, construction supervision & project management, operations & maintenance, leasing, export of rolling stock and modernization of railways workshop projects, doubling and electrification on turnkey basis.

The Company is a “Navratna”, Schedule-“A”, CPSE and ISO 9001:2015 certified public limited company incorporated and domiciled in India. The address of its registered office is SCOPE Minar, Laxmi Nagar, Delhi-110092 (India) and address of its corporate office is “Shikhar”, Plot no-1, Sector -29, Gurugram, Haryana-122001 (India). President of India through Ministry of Railways is presently holding 72.20% equity share of the company.

Besides the above activities, RITES Limited (The “Holding Company/Company”) along with its subsidiaries, joint venture and associate entities (collectively referred to as “the Group” and individually referred to as “Entity”) is also into the business of generating power from wind mills and facilitating Indian Railways in procurement of traction energy through open access, implementation of Net Zero initiative, manufacturing and rehabilitation of wagon business.

The financial statements of the Group, comprises of RITES Limited, the holding company, RITES (Afrika) (Pty) Ltd.(RAPL), Botswana, a wholly owned subsidiary, REMC Limited., India, a subsidiary with 51% stake, joint venture entities viz. SAIL-RITES Bengal Wagon Industry Pvt. Ltd. (SRBWIPL) (50%) & Indian Railway Stations Development Corporation Limited (24%) and associates M/s Elicius Energy Private Limited (13%) & M/s MMG-Metro Management Group Ltd (24.5%).

The reporting and functional currency of the Group is Indian Rupees (INR). Figures in financial statements are presented in ₹ crore, by rounding off upto two decimals except for per share data and as otherwise stated. Certain figures that are required to be disclosed but do not appear due to rounding off are detailed in note- 60(i). Previous periods figures have been regrouped/recasted/rearranged, wherever necessary.

The consolidated financial statements are approved for issue by the holding company’s Board of Directors in their meeting held on 28th May, 2024.

1. MATERIAL ACCOUNTING POLICIES

1.1 GENERAL

(a) Statement of Compliance

These consolidated financial statements of the Group are being prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

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

On March 31, 2023, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 thereby mandating the companies to disclose only material accounting policies. Accordingly, erstwhile significant accounting policies have been reviewed and the same has been replaced with material accounting policies. There is no financial implication on this replacement.

(b) Basis of Preparation

These consolidated financial statements have been prepared on accrual basis at historical cost except for the following assets and liabilities which have been measured at fair value/ amortized cost:

- Derivative financial instruments,
- Which are specifically indicated in the concerned accounting policies.

(c) Use of Estimates and Judgements

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities and contingent assets as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized during the year in which the results are known/materialize.

(d) Basis of Consolidation

- i) The consolidated financial statements comprise the financial statements of the Company and its controlled entities i.e. subsidiaries at the reporting date. Control is achieved when the Group is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee, if and only if, the Group has:
- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
 - Exposure or rights to variable returns from its involvement with the investee, and
 - The ability to use its power over the investee to affect its returns.
- ii) Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:
- The contractual arrangement with the other voting right holders of the investee.
 - Rights arising from other contractual arrangements.
 - The Group's voting rights and potential voting rights.
 - The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.
- iii) The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.
- iv) Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.
- v) The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purpose, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.
- vi) **Consolidation procedure for:**
- A) Subsidiaries**
- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.
 - (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
 - (c) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Intra group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
 - (d) Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary.
- De-recognises the carrying amount of any non-controlling interests.
- De-recognises the cumulative translation differences recorded in equity.
- Recognises the fair value of the consideration received.
- Recognises the fair value of any investment retained.
- Recognises any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed off the related assets or liabilities.

B) Joint Ventures & Associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement and have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether joint control exist are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its joint venture & associates are accounted for using the equity method. Under the equity method, the investment in a joint venture & associates is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date.

1.2 REVENUE RECOGNITION

1.2.1 Revenue from Contracts with Customers

Operating revenue is from various streams viz. consultancy fee, inspection fee, lease services, export sales, construction projects, and power generation.

1.2.1.1 Consultancy Fee

Revenue from consultancy services is recognized based on performance obligation satisfied either over time or at a point in time.

In case performance obligation satisfied over time, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on physical progress, efforts, cost incurred to date bear to the total estimated cost of the transaction, time spent, percentage of the value of work done/built-up cost or service performed.

In other cases where performance obligation is not satisfied over time, revenue is recognized at a point in time.

In case of contracts, where customer pays fixed amount based on a payment schedule, if services rendered by the Group exceed the payment, a contract asset is recognised. If payments exceed services rendered, a contract liability is recognised.

Mobilization fee is considered as customer advance until recognized as revenue based on the stage of completion of activities/transactions as per the terms of contract/work order.

Reimbursable and supplies are accounted for on accrual basis.

In Construction Management/ Supervision Contracts, revenue is recognised as a percentage of the value of work done/built-up cost of each contract as determined by the Management, pending customer's approval, if any.

1.2.1.2 Inspection Fee

Inspection fee is accounted for on the basis of inspection certificates issued.

1.2.1.3 Export Sales

Export sales are accounted when the Group transfers control of the assets to the customer which happens at the point in time the customer has undisputed right on delivered goods.

1.2.1.4 Construction Projects

In construction contracts/ projects, the Group recognises revenue over time. Due to high degree of interdependence among various elements of these projects, revenue is accounted for considering these activities as a single performance obligation.

To depict the progress by which the Group transfers control of the promised goods to the customer, and to establish when and to what extent revenue can be recognised, the Group measures its progress towards complete satisfaction of the performance obligation based on work done.

1.2.1.5 Lease Services

Refer Policy no-1.14:-Leases-Group as lessor.

1.1.1.6 Windmill Projects (Power Generation)

Revenue from sale of power through wind-mill projects is recognised based on certificate from concerned State Electricity Authority for energy fed in kwh (units) in authority's system and as per terms and conditions of the contract with the beneficiary.

1.2.2 Other Income

Other income is accounted for on accrual basis except claims (including insurance claims)/supplementary claims / counter claims/interest on delayed payments / awards in favor of the Group/ sale of tenders/ premium on sale of licenses etc. which are accounted for on final settlement / realization.

1.3 PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant, and equipment are stated at cost net of accumulated depreciation and impairment losses, if any.

Spares valuing more than ₹ 10 lakh which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised at cost and depreciated over the useful life of the spares or principal item of the relevant assets, whichever is lower.

1.3.1 Depreciation

(a) Depreciation on property, plant and equipment are provided on straight line method over their estimated useful life determined by management. Depreciation method, useful lives and residual values are reviewed at the end of each financial year. The useful lives of assets are as prescribed in part C of schedule II of the Companies Act, 2013 except assets indicated in sub paragraphs (c), (d), (e), (f) and (g) below.

(b) The estimated useful lives of the various assets, are as under:-

Assets	Useful Life (Years)
i) Furniture	10
ii) Fixture	5
iii) Office Equipment	5
iv) Mobile Hand Set	3
v) Coolers & Air Conditioners	7
vi) Air Conditioning Plant	15
vii) Computer Hardware	3
viii) Server & Networks	6
ix) Survey and Equipments	10
x) Vehicles	8

Assets	Useful Life (Years)
xi) Buildings on Freehold Land	60
xii) Locomotives-New	15
xiii) Locomotives-In-Service	10
xiv) Coaches-New	15
xv) Coaches-In-Service	10
xvi) Windmill Plants	25

- (c) As per Group's technical assessment, Fixtures, Mobile Hand Set, Coolers & Air Conditioners and In-Service Locomotives & Coaches (refurbished) have lower useful lives than prescribed in part C of schedule II of the Companies Act, 2013. Therefore, depreciation is charged considering lower useful life than prescribed under the Companies Act, 2013.
- (d) In case of REMCL (subsidiary company), leasehold land for wind plant is amortized over the lease term or the useful of asset built/ installed on such land, whichever is shorter.
- (e) As per the Group's technical assessment Windmill plants have a higher useful life of 25 years than prescribed in Part C of Schedule II of Companies Act, 2013 of 22 years. Therefore, depreciation is charged considering higher useful life than prescribed under the Companies Act, 2013.
- (f) In respect of buildings on lease hold land, depreciation is charged over the period of lease of land or the useful life stated above for buildings on freehold land, whichever is lower.
- (g) Individual low cost assets of value less than ₹5,000/- are fully depreciated in the year of acquisition.

1.3.2 Capital Work in Progress

Assets which are not ready for the intended use are carried at cost, comprising direct cost, related incidental expenses, and attributable interest.

1.3.3 Capital Advances

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

1.4 INTANGIBLE ASSETS

Intangible assets acquired/ developed are measured on recognition at cost less accumulated amortisation and impairment losses, if any.

1.4.1 Amortization

Estimated useful life of the software is 4 years and amortized on a straight line basis over the period. However, software of value less than ₹ 100,000/- is fully amortized in the year of acquisition.

1.5 INVESTMENTS

Equity investments are measured at fair value through profit and loss except investments in subsidiary, participating joint venture with or without joint control and associate.

Investments in subsidiary, participating joint venture with or without joint control and associate are measured at cost.

1.6 INVENTORIES

- (a) Inventories are valued at the lower of cost and Net Realizable Value.
- (b) Cost is determined on weighted average basis.
- (c) The diminution in the value of obsolete, unserviceable, slow moving, and non-moving stores and spares are assessed periodically and accordingly provided for.
- (d) Consumables and Stores & Spares other than held for the purpose of warranty are charged to the Statement of Profit and Loss in the year of purchase.

1.7 EMPLOYEE BENEFITS

1.7.1 Defined Contribution Plans

Pension Scheme/Post Retiral Medical Schemes

Retirement benefits in the form of pension scheme/post-retirement medical scheme are defined contribution schemes. The Group has no obligation, other than the contribution payable to such funds/schemes. The Group recognizes contribution payable to such funds/schemes as an expense, when an employee renders the related service.

Defined contributions towards pension under EPFO, superannuation pension fund and post retiral medical schemes are charged to the Statement of Profit and Loss based on contributions made in terms of applicable schemes on accrual basis.

1.7.2 Defined benefit plan

1.7.2.1 Gratuity

Group provides gratuity, a defined benefit plan covering eligible regular and contract employees. The gratuity plan provides a lump-sum payment to vested employees of an amount based on the respective employee's salary and the tenure of employment with the Group at retirement, death, incapacitation, or on completion of terms of employment.

The liabilities with regard to the Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at the year end.

- (i) The Group has set up a separate Gratuity Trust for managing Gratuity Fund.

- (ii) The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.
- (iii) Gain or loss through re-measurements of net defined benefit liability/(asset) is recognized in Other Comprehensive Income.
- (iv) The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in Other Comprehensive Income.
- (v) Service cost and net interest cost/(income) on the net defined benefit liability/ (asset) are recognized in Statement of Profit and Loss.

1.7.2.2 Provident Fund

The Group makes contribution to the recognized provident fund—"RITES CONTRIBUTORY PROVIDENT FUND" for its employees, which is a defined benefit plan to the extent that the Group has an obligation to make good the shortfall, if any, between the returns from the investments of the trust and the notified interest rate. The Group's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

1.7.3 Other Long Term Benefits

- (a) Leave Travel Concession (CDA employees), Leave Encashment (contract employees) and Long Service Award (regular employees)
 - i. Accounted for on actuarial valuation made at the end of year.
 - ii. The actuarial gains/losses are recognized in the Statement of Profit and Loss for the year.
- (b) Leave Encashment and Medical Leave for regular employees
 - i) Liabilities are funded under plan assets through insurance policies from insurance companies approved by Insurance Regulatory Development Authority (IRDA) and are accounted for on actuarial valuation made at the end of year.
 - ii) The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.
 - iii) Service cost and net interest cost/(income) on the net defined benefit liability/(asset) are recognized in Statement of Profit and Loss.

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

1.7.4 Other Benefits

Ex-gratia payments on death are recognized on payment basis in the Statement of Profit and Loss.

1.8 INCOME TAXES**1.8.1 Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate applicable at the reporting date as per Income Tax Act, 1961 is used to compute the amount of Current Income Taxes.

Management periodically evaluates positions taken in the tax assessments with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities.

Additional taxes, interest and/or penalties levied/imposed by the tax authorities / Appellate authorities on finality are recognized in the Statement of Profit and Loss.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

1.8.2 Deferred Tax

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits.

Minimum Alternative Tax (MAT) is recognized as deferred tax asset in the balance sheet as the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets and liabilities are measured at the rate expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date as per Income Tax Act, 1961.

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

Deferred tax assets are offset against deferred tax liabilities.

1.9 PREPAID EXPENSES**1.9.1 Prepaid Expenses**

Prepaid expenses up to ₹ 5,00,000/- in each case are treated as expenditure/income of the current year and accounted for to the natural head of accounts.

1.10 STATEMENT OF CASH FLOWS

Statement of Cash Flows is made using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, financing and investing activities of the Group are segregated.

1.11 IMPAIRMENT OF FINANCIAL ASSETS

(Other than at Fair Value)

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. When estimating the cash flows, the Group consider the following:

- All contractual terms of the financial assets (including extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables: In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

1.12 PROVISION FOR WARRANTY FOR SALE AND SERVICES RENDERED

Provision for warranties is recognized when products are sold and services are rendered with warranty as per the contract. These provisions are estimated by using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise or incurred. The initial estimate of warranty-related costs is revised annually.

As per the terms of the contracts, the Group provides post-contract services /warranty support to some of its customers. The Group accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past estimates.

1.13 LEASES:-GROUP AS A LESSEE

The Group's leased asset primarily consists of leases for land and buildings.

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

The right-of-use assets are initially recognized at cost. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.14 LEASES:-GROUP AS A LESSOR

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis/systematic basis over the lease term. However, reimbursable under the contract are accounted for on accrual basis. Initial direct cost are added to the carrying amount of the leased assets and recognized as an expense over the lease term.

1.15 FINANCIAL INSTRUMENTS

1.15.1 Initial Recognition

Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and financial liabilities are recognized at fair value on initial recognition except for trade receivables/ trade payables 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 at fair value through profit and loss are added or deducted to/from the fair value on initial recognition.

1.15.2 Subsequent Measurement

- (a) Financial assets are subsequently measured at amortised cost if these are held within a business model whose objective is to hold the assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding using the Effective Interest Rate (EIR) method. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.
- (b) Financial assets at fair value through profit or loss.
The financial assets are measured at fair value through profit or loss unless it is classified at amortised cost.
- (c) Financial liabilities
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial

recognition as at fair value through profit or loss. All other financial liabilities are subsequently measured at amortised cost using EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are de-recognised as well as through the EIR amortisation process.

1.15.3 De-recognition of Financial Instruments

A financial asset is de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability or a part of financial liability is de-recognised from the Balance Sheet when the

obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

1.16 GOVERNMENT GRANTS

The Group is getting Government Grant as export incentive under Foreign Trade Policy (FTP) of the Government of India. The same is recognized/presented following Income Approach as other operating income when there is a reasonable assurance that the incentive will be received, and all the attached conditions have been complied with and the same will be received.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

2 PROPERTY, PLANT AND EQUIPMENT

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF PROPERTY, PLANT AND EQUIPMENT FOR THE PERIOD ENDED 31.03.2024

DESCRIPTION	GROSS BLOCK			DEPRECIATION/AMORTISATION			NET BLOCK	
	AS AT 01/04/2023	ADJ DURING THE PERIOD	AS AT 31/03/2024	ADJ DURING THE PERIOD	ADJ OF EXCHANGE RATE	DELETIONS DURING THE PERIOD	AS AT 01/04/2023	AS AT 31/03/2024
LAND #	35.44		35.44				-	35.44
BUILDING	122.20	(0.48)	121.72			(0.01)	10.02	109.46
RESIDENTIAL QUARTERS	38.83	0.24	39.07				2.42	36.10
LEASED/HOLD IMPROVEMENT	1.96		1.96				0.93	0.90
OFFICE EQUIPMENTS								
SURVEY AND OTHER INSTRUMENTS	13.11	0.78	13.88				7.55	5.33
COMPUTER AND EQUIPMENTS	20.43	3.83	22.65				15.05	5.24
SERVER & NETWORK	6.26	6.21	12.45				5.46	5.82
OFFICE AND OTHER EQUIPMENTS	11.05	1.53	12.10	(0.02)			6.72	4.13
AIR-CONDITIONER AND EQUIPMENTS	2.60	0.06	2.66	0.03			1.60	0.82
PLANT & MACHINERY								
AIR CONDITIONER PLANT	7.29		7.29				5.69	1.26
LOCOMOTIVES NEW @	255.82		255.82				82.14	156.06
LOCOMOTIVES IN SERVICE @	181.57	22.12	202.13				149.58	36.91
WIND MILL PLANT	152.22		152.22				45.42	100.69
FURNITURE & FIXTURES								
FURNITURES	10.91	0.68	11.35	0.01			5.01	5.37
FIXTURES	8.99	0.15	9.24	0.30			5.13	2.88
VEHICLE								
VEHICLES	2.96	-	2.40	-			2.13	0.66
VEHICLES ABROAD	0.03	-	0.03	-			0.03	-
TOTAL	871.67	35.60	902.41	(0.13)	-	4.73	344.88	507.07
							(0.01)	395.34

NOTE :

- Depreciation on Residential Quarters is charged on the total cost of flats in the absence of break-up of land components in the flats value.
- In the case of assets available for intended use, where final settlement of vendor bills is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

In respect of Land pending execution of registration (refer note no. 60 (h)).

@ Refer Note no. 55 (b)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR ENDED 31.03.2023

DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
	AS AT 01/04/2022	ADDITIONS DURING THE PERIOD	ADJ OF EXCHANGE RATE DURING THE PERIOD	DELETIONS DURING THE PERIOD	AS AT 31/03/2023	ADJ OF EXCHANGE RATE DURING THE PERIOD	ADJ OF EXCHANGE RATE DURING THE PERIOD	DELETIONS DURING THE PERIOD	AS AT 31/03/2023	AS AT 31/03/2023
LAND #	35.39	-	0.05	-	35.44	-	-	-	-	35.44
BUILDING	114.56	7.94	(0.30)	-	122.20	-	-	-	10.02	112.18
RESIDENTIAL QUARTERS	38.73	-	0.10	-	38.83	1.77	0.10	-	2.42	36.41
LEASED/HOLD IMPROVEMENT	1.96	-	-	-	1.96	0.66	-	-	0.93	1.03
OFFICE EQUIPMENTS										
SURVEY AND OTHER INSTRUMENTS	12.68	0.52	-	0.09	13.11	6.52	-	0.09	7.55	5.56
COMPUTER AND EQUIPMENTS	18.55	3.34	-	1.46	20.43	12.67	-	1.31	15.05	5.38
SERVER & NETWORK	6.22	0.07	-	0.03	6.26	5.14	-	0.02	5.46	0.80
OFFICE AND OTHER EQUIPMENTS	10.11	1.49	0.03	0.58	11.05	5.67	-	0.47	6.72	4.33
AIR-CONDITIONER AND EQUIPMENTS	2.37	0.30	-	0.07	2.60	1.42	-	0.07	1.60	1.00
PLANT & MACHINERY										
AIR CONDITIONER PLANT	6.98	0.31	-	-	7.29	5.35	-	-	5.69	1.60
LOCOMOTIVES NEW @	237.78	18.04	-	-	255.82	65.36	-	-	82.14	173.68
LOCOMOTIVES IN SERVICE @	164.58	16.99	-	-	181.57	124.21	-	-	149.58	31.99
WIND MILL PLANT	152.22	-	-	-	152.22	39.33	-	-	45.42	106.80
FURNITURE & FIXTURES										
FURNITURES	9.21	1.76	0.06	0.12	10.91	4.09	-	0.07	5.01	5.90
FIXTURES	8.43	0.56	-	-	8.99	3.64	-	-	5.13	3.86
VEHICLE										
VEHICLES	2.96	-	-	-	2.96	1.95	-	-	2.13	0.83
VEHICLES ABROAD	0.03	-	-	-	0.03	0.03	-	-	0.03	-
TOTAL	822.76	51.32	(0.06)	2.35	871.67	285.68	61.13	0.10	344.88	526.79

NOTE :

- Depreciation on Residential Quarters is charged on the total cost of flats in the absence of break-up of land components in the flats value.
- In the case of assets available for intended use, where final settlement of vendor bills is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

In respect of Land pending execution of registration (refer note no. 60 (h)).

@ Refer Note no. 55 (b)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

3 CAPITAL WORK IN PROGRESS

DESCRIPTION	(₹ in crore)				
	OPENING	ADDITIONS DURING THE PERIOD	ADJ DURING THE PERIOD	DELETIONS DURING THE PERIOD	CLOSING
AS AT 31.03.2024	98.04	81.85	(6.17)	-	173.72
AS AT 31.03.2023	58.11	51.41	(11.48)	-	98.04

Refer Note No. 60(f)(A) for Capital Work in progress ageing and completion schedule.

4 RIGHT OF USE ASSETS

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF RIGHT OF USE ASSETS FOR THE YEAR ENDED 31.03.2024.

DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
	AS AT 01/04/2023	ADDITIONS DURING THE PERIOD	ADJ DURING THE PERIOD	DELETIONS DURING THE PERIOD	AS AT 31/03/2024	FOR THE PERIOD	ADJ DURING THE PERIOD	DELETIONS DURING THE PERIOD	AS AT 31/03/2024	AS AT 31/03/2024
LAND	3.53	-	-	-	3.53	0.53	-	-	2.39	1.14
BUILDING	24.73	4.22	-	5.98	22.97	2.31	-	5.95	4.68	18.29
RESIDENTIAL QUARTERS	4.33	-	-	-	4.33	0.25	-	-	1.25	3.08
TOTAL	32.59	4.22	-	5.98	30.83	3.09	-	5.95	8.32	22.51

- In respect of Lease Agreements pending execution (refer note no. 60 (g))

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF RIGHT OF USE ASSETS FOR THE YEAR ENDED 31.03.2023

DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
	AS AT 01/04/2022	ADDITIONS DURING THE PERIOD	ADJ DURING THE PERIOD	DELETIONS DURING THE PERIOD	AS AT 31/03/2023	FOR THE PERIOD	ADJ DURING THE PERIOD	DELETIONS DURING THE PERIOD	AS AT 31/03/2023	AS AT 31/03/2023
LAND ^	3.53	-	-	-	3.53	0.52	-	-	1.86	1.67
BUILDING	19.78	4.95	-	-	24.73	2.92	-	-	8.32	16.41
RESIDENTIAL QUARTERS	4.33	-	-	-	4.33	0.25	-	-	1.00	3.33
TOTAL	27.64	4.95	-	-	32.59	3.69	-	-	11.18	21.41

- In respect of Lease Agreements pending execution (refer note no. 60 (g))

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

5 INTANGIBLE ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK			
	OPENING	ADDITIONS DURING THE PERIOD	ADJ DURING THE PERIOD	ADJ OF EXCHANGE RATE	TOTAL	OPENING	FOR THE PERIOD	ADJ DURING THE PERIOD		ADJ OF EXCHANGE RATE	DELETIONS DURING THE PERIOD	TOTAL
AS AT 31.03.2024	14.74	3.91	-	-	18.56	10.47	2.69	-	-	0.09	13.07	5.49
AS AT 31.03.2023	11.23	3.53	-	-	14.74	8.62	1.87	-	-	0.02	10.47	4.27

6 INTANGIBLE ASSETS UNDER DEVELOPMENT

DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK			
	OPENING	ADDITIONS DURING THE PERIOD	ADJ DURING THE PERIOD	ADJ OF EXCHANGE RATE	TOTAL	OPENING	FOR THE PERIOD	ADJ DURING THE PERIOD		ADJ OF EXCHANGE RATE	DELETIONS DURING THE PERIOD	TOTAL
COMPUTER SOFTWARES (ACQUIRED)	-	2.50	-	-	2.50	-	-	-	-	-	-	2.50
AS AT 31.03.2024	2.50	0.80	(3.12)	-	0.18	-	-	-	-	-	-	0.18
AS AT 31.03.2023	-	2.50	-	-	2.50	-	-	-	-	-	-	2.50

Refer Note No. 60(f)(B) for Intangible Asset under Development

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

7 INVESTMENT IN JOINT VENTURES & ASSOCIATES APPLYING EQUITY METHOD

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED		55.65	53.83
SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED		33.68	30.98
ELICIUS ENERGY PRIVATE LIMITED	60 (i)	-	-
MMG- METRO MANAGEMENT GROUP LTD.	60 (o)	0.60	-
Less: PROVISION FOR DIMUNITION		(0.60)	-
TOTAL		89.33	84.81

8.1 NON CURRENT INVESTMENTS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
A) INVESTMENT IN UNQUOTED EQUITY INSTRUMENTS OF (INVESTMENT CARRIED AT COST):			
COOPERATIVE SOCIETIES			
(i) Moru Mahal Co-operative Society Limited	60 (i)	-	-
5 (previous year 5) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of residential quarter.			
(ii) Amit Industrial Premises Co-operative Society Limited	60 (i)	-	-
10 (previous year 10) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of laboratory.			
(iii) Regent Chambers Premises Co-operative Society Limited	60 (i)	-	-
10 (previous year 10) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of residential quarter.			
		-	-
Others			
(i) GPCL Consulting Services Limited (formerly known as Global Procurement Consultants Limited)		0.04	0.04
32,279 (previous period 32,279) equity shares of face value of ₹ 10/- each, fully paid-up (includes 2,279 equity shares of face value of ₹ 10/- each at a price of ₹ 30/- each).			
AGGREGATE OF UNQUOTED INVESTMENTS (NON CURRENT)		0.04	0.04
B) INVESTMENT IN QUOTED TAX FREE BONDS OF (INVESTMENT CARRIED AT AMORTISED COST):			
(i) INDIAN RAILWAY FINANCE CORPORATION (10 YEAR SECURED REDEEMABLE 7.19% TAX FREE BONDS 31JUL.2025)			
200 Bonds of face value of ₹ 1,000,000/- each at premium of ₹100/- each, fully paid		20.00	20.00
AGGREGATE OF QUOTED INVESTMENTS (NON CURRENT)		20.00	20.00
TOTAL (NON CURRENT)		20.04	20.04

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

8.2 CURRENT INVESTMENTS

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
A) INVESTMENT IN QUOTED TAX FREE BONDS OF (INVESTMENT CARRIED AT AMORTISED COST):		
(i) INDIAN RAILWAY FINANCE CORPORATION (10 YEAR SECURED REDEEMABLE 8.35% TAX FREE BONDS 21NOV.2023)		
250 Bonds of face value of ₹ 1,000,000/- each at premium of ₹100/-each, fully paid	-	25.00
AGGREGATE OF QUOTED INVESTMENTS (CURRENT)	-	25.00
TOTAL (CURRENT)	-	25.00
GRAND TOTAL	20.04	45.04
A AGGREGATE AMOUNT OF QUOTED INVESTMENTS	20.00	45.00
B MARKET VALUE OF QUOTED INVESTMENTS	21.90	50.34
C AGGREGATE AMOUNT OF UNQUOTED INVESTMENTS	0.04	0.04
D AGGREGATE AMOUNT OF IMPAIRMENT IN VALUE OF INVESTMENTS	-	-

9 NON CURRENT LOANS

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
LOANS TO EMPLOYEES CONSIDERED GOOD-SECURED	11.92	5.68
LOANS TO EMPLOYEES CONSIDERED GOOD-UNSECURED	0.48	3.03
LOANS TO EMPLOYEES WHICH HAVE SIGNIFICANT INCREASE IN CREDIT RISK	-	-
LOANS TO EMPLOYEES-CREDIT IMPAIRED	-	-
TOTAL	12.40	8.71

10 OTHER NON CURRENT FINANCIAL ASSETS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
SECURITY DEPOSITS		3.59	4.73
INTEREST ACCRUED (INCLUDING ACCRUED BUT NOT DUE) ON:			
- CLIENT FUND FDR		0.22	0.63
RETENTION MONEY		60.26	82.36
BANK DEPOSITS HAVING MATURITY OVER 12 MONTHS FROM REPORTING DATE:			
- OWNED FUND	15.3	0.88	0.01
- CLIENTS FUND	16.3	9.63	84.80
TOTAL		74.58	172.53

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

11 DEFERRED TAX ASSETS/ (LIABILITY) (NET)

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
DEFERRED INCOME TAX ASSETS:			
ACCRUED COMPENSATION TO EMPLOYEES		22.50	23.32
PROVISION FOR DOUBTFUL DEBTS, SECURITY DEPOSITS/ EMD, ADVANCES ETC.		40.29	38.75
PROVISION FOR WARRANTY		7.55	11.36
MAT CREDIT ENTITLEMENT		-	3.91
LEASE LIABILITY FOR ROU ASSETS		2.01	1.36
TOTAL DEFERRED INCOME TAX ASSETS - I		72.35	78.70
DEFERRED INCOME TAX LIABILITIES:			
PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS		45.69	47.51
TOTAL DEFERRED INCOME TAX LIABILITIES - II		45.69	47.51
DEFERRED INCOME TAX ASSETS (NET)	56	26.66	31.19

12 OTHER NON CURRENT ASSETS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
CAPITAL ADVANCE		184.22	159.75
LESS: PROVISION FOR DOUBTFUL		(0.79)	(0.79)
ADVANCES OTHER THAN CAPITAL ADVANCE			
PREPAID EXPENSES		0.77	0.99
DEFERRED COST TOWARDS STAFF LOAN		5.06	3.86
ADVANCE INCOME TAX (NET OF PROVISION)	56	29.26	6.21
WORKS CONTRACT TAX RECEIVABLE		1.96	1.96
LESS: PROVISION FOR DOUBTFUL RECEIVABLE		(1.96)	(1.96)
TOTAL		218.52	170.02

13 INVENTORIES (AT THE LOWER OF COST AND NET REALISABLE VALUE)

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
(AS CERTIFIED BY MANAGEMENT)		
STOCK IN TRADE*	7.70	48.09
LESS: PROVISION FOR OBSOLETE INVENTORIES	(2.77)	(18.23)
STORES & SPARES	-	1.05
TOTAL	4.93	30.91

*Includes inventory lying with third parties of ₹ 4.16 crore (previous year ₹ 23.53 crore) & stock in transit ₹ NIL (previous year ₹ 22.98 crore).

Note - All inventories are expected to be utilised/sold within twelve months except certain items, which are utilised on need basis. Quantum of such items, which may be utilised beyond one year, is not determinable and is not expected to be material with reference to the total value of inventories.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

14 TRADE RECEIVABLES

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
TRADE RECEIVABLE CONSIDERED GOOD -SECURED	-	-
TRADE RECEIVABLE CONSIDERED GOOD -UNSECURED	899.85	906.98
TRADE RECEIVABLE WHICH HAVE SIGNIFICANT INCREASE IN CREDIT RISK	-	-
TRADE RECEIVABLE -CREDIT IMPAIRED	130.11	126.85
	1,029.96	1,033.83
LESS: ALLOWANCE FOR EXPECTED CREDIT LOSSES	(130.11)	(126.85)
TOTAL	899.85	906.98

14.1 TRADE RECEIVABLES AGEING SCHEDULE FOR THE YEAR ENDING 31.03.2024

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months-1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	-	495.26	161.02	209.43	32.92	1.22	899.85
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	3.04	4.39	0.07	0.12	62.21	69.83
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0.01	0.10	0.66	0.17	59.34	60.28
Total	-	498.31	165.51	210.16	33.21	122.77	1,029.96
Add:Unbilled Revenue Asset (Refer Note.18)							152.71
Total							1,182.67

14.2 TRADE RECEIVABLES AGEING SCHEDULE FOR THE YEAR ENDING 31.03.2023

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months-1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	-	661.69	140.20	62.70	42.38	0.01	906.98
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	2.35	-	1.36	1.39	74.13	79.23
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	47.62	47.62
Total	-	664.04	140.20	64.06	43.77	121.76	1,033.83
Add:Unbilled Revenue Asset (Refer Note.18)							109.58
Total							1,143.41

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

15 CASH AND BANK BALANCES-OWNED FUND

(₹ in crore)

PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023	
15.1 CASH AND CASH EQUIVALENTS				
BANK BALANCES IN :				
CURRENT ACCOUNTS	7.11		30.73	
DEPOSITS #	45.45	52.56	79.30	110.03
CHEQUES IN HAND		-		3.98
CASH IN HAND		0.01		-
TOTAL		52.57		114.01
15.2 OTHER BANK BALANCES				
EARMARKED BALANCE WITH BANKS*		1.83		2.35
DEPOSITS ## @		724.02		773.52
TOTAL		725.85		775.87
15.3 BANK BALANCE MORE THAN 12 MONTHS MATURITY-OWNED FUND (NOTE NO. 10)				
DEPOSITS ### @		0.88		0.01
TOTAL		0.88		0.01
TOTAL CASH & BANK BALANCE-OWNED FUND		779.30		889.89

Includes flexi deposits and deposits having maturity within 3 months from the date of acquisition.

Having maturity over 3 months from the date of acquisition and upto 12 months from reporting date.

Having maturity over 12 months from reporting date.

@ Includes restricted cash and bank balances of ₹ 1.49 crore (previous year ₹ 0.46 crore) on account of bank balance held as margin money deposits against guarantees.

* Earmarked bank balance is for unpaid dividend and unspent CSR

16 CASH AND BANK BALANCES-CLIENTS FUND

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
16.1 CASH AND CASH EQUIVALENTS		
BANK BALANCES IN :		
CURRENT ACCOUNTS	174.49	595.32
DEPOSITS #	433.80	338.84
TOTAL	608.29	934.16
16.2 OTHER BANK BALANCES		
DEPOSITS ##	1,754.62	1,624.47
TOTAL	1,754.62	1,624.47
16.3 BANK BALANCE MORE THAN 12 MONTHS MATURITY-CLIENT FUND (NOTE NO. 10)		
DEPOSITS ###	9.63	84.80
TOTAL	9.63	84.80
TOTAL CASH & BANK BALANCE-CLIENTS FUND*	2,372.54	2,643.43

Includes flexi deposits and deposits having maturity within 3 months from the date of acquisition.

Having maturity over 3 months from the date of acquisition and upto 12 months from reporting date.

Having maturity over 12 months from reporting date.

* Equivalent amount appears in client liabilities

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

17 CURRENT LOANS

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
LOANS TO EMPLOYEES CONSIDERED GOOD-SECURED	1.99	2.07
LOANS TO EMPLOYEES CONSIDERED GOOD-UNSECURED	2.96	3.31
LOANS TO EMPLOYEES WHICH HAVE SIGNIFICANT INCREASE IN CREDIT RISK	-	-
LOANS TO EMPLOYEES - CREDIT IMPAIRED	-	-
TOTAL	4.95	5.38

18 OTHER CURRENT FINANCIAL ASSETS

(₹ in crore)

PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023	
SECURITY DEPOSITS	26.92		20.81	
LESS: ALLOWANCES FOR EXPECTED CREDIT LOSSES	(0.31)	26.61	(0.31)	20.50
AMOUNT RECOVERABLES CONSIDERED GOOD-UNSECURED	57.28		59.06	
AMOUNT RECOVERABLES CONSIDERED DOUBTFUL-UNSECURED	24.71		22.76	
	81.99		81.82	
LESS: ALLOWANCES FOR EXPECTED CREDIT LOSSES	(24.71)	57.28	(22.76)	59.06
INTEREST ACCRUED (INCLUDING ACCRUED BUT NOT DUE) ON:				
- BANK DEPOSITS HAVING MATURITY:				
- OWN FUND FDR	11.46		16.35	
- BONDS	1.38		3.38	
- CLIENT FUND FDR	34.00	46.84	20.97	40.70
RETENTION MONEY		56.63		82.58
UNBILLED REVENUE	152.71		109.58	
LESS: ALLOWANCES FOR EXPECTED CREDIT LOSSES	(0.34)	152.37	(0.34)	109.24
DIVIDEND RECEIVABLE FROM RELATED PARTY		0.20		-
TOTAL		339.93		312.08

19 CURRENT TAX ASSETS (NET OF PROVISION)

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
INCOME TAX RECEIVABLES	56	48.43	21.49
TOTAL		48.43	21.49

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

20 OTHER CURRENT ASSETS

(₹ in crore)				
PARTICULARS	NOTE NO.	AS AT 31.03.2024		AS AT 31.03.2023
PREPAID EXPENSES			7.55	6.14
ADVANCES TO SUPPLIERS		52.31		16.17
LESS: PROVISION FOR DOUBTFUL ADVANCES		(1.29)	51.02	(1.34) 14.83
OTHER ADVANCES		1.51		2.83
LESS: PROVISION FOR DOUBTFUL ADVANCES		(0.03)	1.48	(0.03) 2.80
EXPORT INCENTIVE RECEIVABLE	44	0.32		0.50
LESS: PROVISION FOR DOUBTFUL EXPORT INCENTIVE		(0.31)	0.01	(0.31) 0.19
DEFERRED COST TOWARDS STAFF LOAN			0.23	0.21
UNAMORTIZED CONTRACT COST	54(n)		-	-
GOODS & SERVICE TAX INPUT RECEIVABLE			11.23	57.50
TOTAL			71.52	81.67

21 EQUITY SHARE CAPITAL

(₹ in crore)				
PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023	
21.1 AUTHORISED				
300,000,000 (PREVIOUS YEAR 300,000,000) EQUITY SHARES OF ₹ 10/- EACH		300.00		300.00
21.2 ISSUED, SUBSCRIBED AND FULLY PAID-UP				
240,301,887 (PREVIOUS YEAR 240,301,887) EQUITY SHARES OF ₹ 10/- EACH		240.30		240.30
		240.30		240.30
		No. of Shares	(₹ in crore)	No. of Shares (₹ in crore)
21.3 RECONCILIATION OF NUMBER OF EQUITY SHARES				
OPENING BALANCE		24,03,01,887	240.30	24,03,01,887 240.30
LESS: BUY BACK OF EQUITY SHARES		-	-	- -
CLOSING BALANCE		24,03,01,887	240.30	24,03,01,887 240.30
21.4 RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO EQUITY SHARES				

The Company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held in case poll is demanded by the members in accordance with the provisions of the companies act, 2013. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(₹ in crore)				
PARTICULARS	AS AT 31.03.2024		AS AT 31.03.2023	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
21.5 EQUITY SHARES HELD BY EACH SHAREHOLDER MORE THAN 5% OF SHARES				
PRESIDENT OF INDIA ACTING THROUGH MINISTRY OF RAILWAYS	17,35,04,773	72.20%	17,35,04,773	72.20%
LIFE INSURANCE CORPORATION OF INDIA	1,50,68,520	6.27%	1,95,84,120	8.15%
NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA SMALL CAP FUND*	-	-	1,44,80,007	6.03%

Note*:- In the FY 2023-24 the shareholding is less than 5%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

(₹ in crore)

PARTICULARS	AS AT 31.03.2024			AS AT 31.03.2023	
	No. of Shares	Shareholding (%)	% change during the year	No. of Shares	Shareholding (%)
21.6 EQUITY SHARES HELD BY PROMOTER SHAREHOLDER					
PRESIDENT OF INDIA ACTING THROUGH MINISTRY OF RAILWAYS	17,35,04,773	72.20%	-	17,35,04,773	72.20%

(₹ in crore)

PARTICULARS	AS AT 31.03.2023			AS AT 31.03.2022	
	No. of Shares	Shareholding (%)	% change during the year	No. of Shares	Shareholding (%)
PRESIDENT OF INDIA ACTING THROUGH MINISTRY OF RAILWAYS	17,35,04,773	72.20%	-	17,35,04,773	72.20%

21.7 FULLY PAID-UP AGGREGATE NUMBER OF EQUITY SHARES ALLOTTED BY WAY OF BONUS SHARES DURING THE YEAR OF FIVE YEARS IMMEDIATELY PRECEDING BALANCE SHEET DATE.

Company issued 5 crore bonus shares of ₹ 10 each during 2019-20 amounting to ₹ 50 crore.

21.8 FULLY PAID-UP AGGREGATE NUMBER OF EQUITY SHARES BUY-BACK DURING THE YEAR OF FIVE YEARS IMMEDIATELY PRECEDING BALANCE SHEET DATE

The Company has bought back 96,98,113 fully paid-up equity shares of ₹ 10 each from the shareholders on 18th November, 2020, on proportionate basis by way of tender offer at a price of ₹ 265 per equity share for an aggregate amount of ₹ 257 crore. Consequent to the said buy-back, the equity share capital of the company has been reduced by ₹ 9.70 crore and capital redemption reserve of an equivalent amount has therefore been created as per the extant provision of the companies act 2013.

22 OTHER EQUITY (REFER STATEMENT OF CHANGES IN EQUITY)

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
22.1 RESERVE & SURPLUS			
GENERAL RESERVE*	22.1.1	1,608.40	1,608.40
CAPITAL RESERVE	22.1.2	5.22	5.22
CAPITAL REDEMPTION RESERVE**	22.1.3	9.70	9.70
22.2 RETAINED EARNING	22.2.1	744.82	739.45
22.3 OTHER COMPREHENSIVE INCOME			
FOREIGN CURRENCY TRANSLATION RESERVE	22.3.1	0.57	0.71
ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY (22.1+22.2+22.3) #		2,368.71	2,363.48
22.4 NON-CONTROLLING INTERESTS ##		111.92	115.34
TOTAL		2,480.63	2,478.82

*General Reserve represents amount kept by the company out of its profit for future purposes. It is not earmarked for any specific purpose.

**Capital Redemption Reserve shall be utilised in accordance with the provisions of Companies Act, 2013.

Includes OCI of ₹ 7.77 crore (previous year ₹ 1.65 crore).

Non-Controlling interests pertains to REMC Limited.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
22.1.1 GENERAL RESERVE		
OPENING BALANCE	1,608.40	1,608.40
CLOSING BALANCE	1,608.40	1,608.40
22.1.2 CAPITAL RESERVE		
OPENING BALANCE	5.22	5.22
CLOSING BALANCE	5.22	5.22
22.1.3 CAPITAL REDEMPTION RESERVE		
OPENING BALANCE	9.70	9.70
CLOSING BALANCE	9.70	9.70
22.2.1 RETAINED EARNINGS		
OPENING BALANCE	739.45	624.17
PROFIT FOR THE YEAR	455.40	542.04
OTHER COMPREHENSIVE INCOME (OCI)	6.26	5.79
ADJUSTMENT ON ACCOUNT OF TRANSFER OF SITCO SHARE BY IRSDC	0.31	-
ADJUSTMENT OF SHARE ISSUE EXPENSES OF IRSDC	(0.03)	-
INTERIM DIVIDENDS(2022-23)	-	(348.44)
INTERIM DIVIDENDS(2023-24)	(312.39)	-
FINAL DIVIDEND(2021-22)	-	(84.11)
FINAL DIVIDEND(2022-23)	(144.18)	-
CLOSING BALANCE	744.82	739.45
22.3.1 FOREIGN CURRENCY TRANSLATION RESERVE		
OPENING BALANCE	0.71	0.85
OTHER COMPREHENSIVE INCOME (OCI)	(0.14)	(0.14)
CLOSING BALANCE	0.57	0.71

23 OTHER NON CURRENT FINANCIAL LIABILITIES

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
CLIENTS DEPOSITS	16	9.85	85.43
SECURITY DEPOSITS - CLIENTS	16	153.88	174.56
SECURITY DEPOSITS		18.04	12.40
EX GRATIA PAYABLE		1.63	2.20
TOTAL		183.40	274.59

24 NON CURRENT PROVISIONS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
EMPLOYEE BENEFITS	43	2.94	3.08
WARRANTIES	49(a)	7.26	16.67
TOTAL		10.20	19.75

25 OTHER NON CURRENT LIABILITIES

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
CLIENTS ADVANCES	3.56	0.49
TOTAL	3.56	0.49

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

26 TRADE PAYABLES

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES	60(e)	29.83	45.94
TOTAL OUTSTANDING DUES OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES		190.03	256.17
TOTAL		219.86	302.11

26.1 TRADE PAYABLES AGEING SCHEDULE FOR THE YEAR ENDING 31.03.2024

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	11.96	2.47	15.40	-	-	-	29.83
(ii) Others	77.81	16.80	92.13	1.13	0.07	1.00	188.94
(iii) Disputed Dues-MSME	-	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-	1.09	1.09
Total	89.77	19.27	107.53	1.13	0.07	2.09	219.86

26.2 TRADE PAYABLES AGEING SCHEDULE FOR THE YEAR ENDING 31.03.2023

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	30.56	0.15	15.23	-	-	-	45.94
(ii) Others	101.92	6.35	142.73	1.67	0.55	1.78	255.00
(iii) Disputed Dues-MSME	-	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	0.08	-	-	-	1.09	1.17
Total	132.48	6.58	157.96	1.67	0.55	2.87	302.11

27 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
CLIENTS DEPOSITS	16	2,119.61	2,306.61
SECURITY DEPOSITS - CLIENTS	16	123.42	98.43
SECURITY DEPOSITS		64.05	66.18
FOREIGN SERVICE CONTRIBUTION	43 (c)	1.48	2.78
EX GRATIA PAYABLE		0.98	1.16
SALARY PAYABLES		5.55	6.70
STAFF & OTHER CLAIMS		5.57	11.44
PAYABLE TO RELATED PARTY		0.12	-
OTHER PAYABLE OF MSME	60(e)	1.26	3.05
OTHER PAYABLE OF OTHER THAN MSME		5.27	4.62
UNPAID DIVIDEND*		0.60	0.51
TOTAL		2,327.91	2,501.48

* No amount is due for payment to Investor Education & Protection Fund.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

28 OTHER CURRENT LIABILITIES

(₹ in crore)

PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
ADVANCE FROM CUSTOMERS	64.06	18.68
STATUTORY LIABILITIES	55.38	52.64
TOTAL	119.44	71.32

29 CURRENT PROVISIONS

(₹ in crore)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
EMPLOYEE BENEFITS	43	44.18	47.75
CORPORATE SOCIAL RESPONSIBILITY	60(c)	1.23	1.84
WARRANTIES	49(a)	22.73	28.46
TOTAL		68.14	78.05

30 REVENUE FROM OPERATIONS

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
SALE OF SERVICES			
CONSULTANCY FEE		974.33	879.92
INSPECTION FEE		312.17	392.93
LEASE SERVICES	55 (b)	137.88	137.71
		1,424.38	1,410.56
SALE OF PRODUCTS			
EXPORT SALES		96.75	283.49
SALE OF POWER GENERATION		19.21	19.83
OTHERS			
TURNKEY CONSTRUCTION PROJECTS		903.48	884.53
TOTAL *		2,443.82	2,598.41
OTHER OPERATIVE REVENUE			
PROVISION NO LONGER REQUIRED		0.96	1.10
SALE OF INVENTORY SCRAP		1.06	-
LIABILITIES WRITTEN BACK		5.32	5.19
EXPORT INCENTIVES		1.69	23.57
TOTAL		9.03	29.86
REVENUE FROM OPERATIONS		2,452.85	2,628.27

Note-* 1 - Revenue from operation does not include GST of ₹ 394.88 crore (previous year ₹ 372.62 crore)

2 - Revenue from operation include unbilled income recognized of ₹147.65 crore (previous year ₹ 104.67 crore)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

31 OTHER INCOME

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024		YEAR ENDED 31.03.2023	
INTEREST EARNED ON:				
- DEPOSITS WITH BANK	63.22		49.52	
- TAX FREE BONDS	2.78		6.07	
- STAFF ADVANCES	2.24	68.24	1.90	57.49
PROFIT ON SALE OF PROPERTY, PLANT AND EQUIPMENT		0.23		-
DIVIDEND FROM:				
- OTHER INVESTMENTS	0.01	0.01	0.01	0.01
REALIZED GAIN ON CURRENT INVESTMENT (MUTUAL FUNDS)		-		0.96
RENT FROM INVESTMENT PROPERTIES		-		0.03
EXCHANGE VARIATION		8.90		40.60
MISCELLANEOUS INCOME		8.74		2.66
TOTAL		86.12		101.75

32 EMPLOYEE BENEFITS EXPENSE

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
SALARIES		367.45	374.41
FOREIGN SERVICE CONTRIBUTION	43(c)	0.70	0.81
CONTRIBUTION TO PROVIDENT & OTHER FUNDS	43	75.70	62.45
STAFF WELFARE EXPENSES		25.17	24.10
PERFORMANCE RELATED PAYMENT		13.31	35.89
LEAVE ENCASHMENT	43	10.10	10.84
TOTAL		492.43	508.50

33 SUPPLIES & SERVICES

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
TURNKEY CONSTRUCTION PROJECTS	821.50	806.62
OTHERS	243.78	172.06
TOTAL	1,065.28	978.68

34 CHANGES IN INVENTORIES OF STOCK IN TRADE

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
OPENING STOCK	48.09	136.76
CLOSING STOCK	7.70	48.09
(INCREASE)/ DECREASE IN INVENTORIES - (a)	40.39	88.67
INVENTORY WRITTEN OFF DURING THE YEAR - (b)	14.55	-
INVENTORY TRANSFERRED TO STORE & SPARES - (c)	1.06	-
NET (INCREASE)/DECREASE IN INVENTORIES - (a-b-c)	24.78	88.67

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

35 GENERATION EXPENSES

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
TRANSMISSION, WHEELING & SLDC CHARGES	6.45	5.71
OPERATION & MAINTENANCE COST	3.47	3.22
TOTAL	9.92	8.93

Note: Revision in transmission charges, DSM Charges etc. are accounted for in the year in which revision is notified by the respective regulatory commission, Transmission charges includes ₹ 82.68 lakh (PY ₹ 15.71 Lakh due to revision as notified by the regulator).

36 FINANCE COSTS

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
ON TERM LOAN		-	0.24
UNWINDING WARRANTY	49(a)	2.03	3.25
BG/LC CHARGES		1.82	2.08
UNWINDING LEASE LIABILITY	55(a)	0.54	0.46
INTEREST- OTHERS*		0.32	1.00
TOTAL		4.71	7.03

*Includes Interest on Income tax of ₹ 0.30 crore (previous year ₹ 0.49 crore)

37 DEPRECIATION & AMORTISATION EXPENSE

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
PROPERTY, PLANT AND EQUIPMENT	54.88	61.13
RIGHT OF USE ASSETS	3.09	3.69
INTANGIBLE ASSETS	2.69	1.87
TOTAL	60.66	66.69

38 OTHER EXPENSES

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
PRINTING, STATIONERY AND DOCUMENTATION		4.24	3.36
ADVERTISEMENT & BUSINESS PROMOTION		6.39	4.32
AUDITORS' REMUNERATION (INCLUDING OUT OF POCKET EXPENSES)	38.1	0.64	0.53
RATES & TAXES		3.46	2.59
OFFICE RENT		9.99	9.94
POSTAGE & TELECOMMUNICATION		4.95	4.93
OFFICE MAINTENANCE		15.54	12.52
REPAIRS TO MACHINERY/EQUIPMENTS		1.06	1.53
FREIGHT & FORWARDING (OUTWARD)		9.63	23.48
POWER AND FUEL CHARGES		4.84	4.46
STORES AND SPARES CONSUMED		16.72	14.20
INTERNAL AUDIT FEE		0.11	0.10
LEGAL AND PROFESSIONAL FEE		3.95	3.32
INSURANCE CHARGES		1.84	2.12
PROPERTY, PLANT AND EQUIPMENT WRITTEN OFF		-	0.06

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
MANPOWER DEVELOPMENT		1.85	1.27
LOSS ON SALE OF PROPERTY, PLANT AND EQUIPMENT		-	0.03
IMPAIRMENT LOSS FOR FINANCIAL ASSETS:			
- ON FINANCIAL ASSETS		5.21	25.52
- DIMINUTION IN VALUE OF INVESTMENT		0.60	-
BAD DEBTS		6.89	2.26
PROVISION FOR WARRANTIES		1.81	5.95
DIRECTORS' SITTING FEE		0.21	0.27
CORPORATE SOCIAL RESPONSIBILITY		14.55	15.12
RESEARCH AND DEVELOPMENT		0.69	0.40
MISCELLANEOUS EXPENSES		5.33	7.42
TOTAL		120.50	145.70

38.1 AUDITORS' REMUNERATION

(₹ in crore)

PARTICULARS	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
(A) STATUTORY AUDITORS		
STATUTORY AUDIT FEE	0.16	0.15
TAX AUDIT FEE	0.05	0.05
LIMITED REVIEW	0.11	0.09
OTHER SERVICES, i.e. CERTIFICATION ETC.	0.31	0.21
SUB TOTAL (A)	0.63	0.50
(B) BRANCH AUDITORS		
LIMITED REVIEW FEE	-	0.01
SUB TOTAL (B)	-	0.01
AUDITORS' REMUNERATION (A+B)	0.63	0.51
AUDITORS' OUT OF POCKET EXPENSES (C)	0.01	0.02
AUDITORS' REMUNERATION (INCLUDING OUT OF POCKET EXPENSES)(A+B+C)	0.64	0.53

39 SHARE OF PROFIT/(LOSS) OF JOINT VENTURES & ASSOCIATES

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED		1.57	0.81
SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED		3.90	0.16
ELICIUS ENERGY PRIVATE LIMITED	60(i)	-	-
TOTAL	53(b)(ii)	5.47	0.97

40 TAXES EXPENSES

40.1 CURRENT TAX

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
- CURRENT YEAR		(172.45)	(202.08)
- EARLIER YEAR		1.82	(0.16)
TOTAL	56	(170.63)	(202.24)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

40.2 DEFERRED TAX (NET)

(₹ in crore)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
CREDIT/(CHANGE) RELATING TO TEMPORARY DIFFERENCES			
- CURRENT YEAR		(4.53)	(0.71)
- EARLIER YEAR		-	-
TOTAL	56	(4.53)	(0.71)

41. THE SUBSIDIARY COMPANIES CONSIDERED IN THE FINANCIAL STATEMENTS ARE AS FOLLOWS:

Name of Subsidiary Companies	Country of Incorporation	% of Shareholding as on 31.03.2024	% of Shareholding as on 31.03.2023
RITES (Afrika) (Pty) Limited	Botswana	100%	100%
REMC Limited	India	51%	51%

42. INDIAN ACCOUNTING STANDARD (IND AS) 2, DISCLOSURES ON INVENTORIES ARE AS FOLLOWS:

Inventories are carried at lower of cost and net realizable value. Cost of stock in trade, procured or purchased, by the holding Company comprises of costs of purchase and other costs incurred in bringing the inventories to its present location and condition.

Amount of inventories consumed and recognized as expenses during the year is as under:

(₹ in crore)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Stock in Trade	61.18	187.33
Stores and spares	16.72	14.20
Total	77.90	201.53
Reversal of Provision of inventory (Net of written off /Provision)	0.91	1.10

43. IN CASE OF HOLDING COMPANY, INDIAN ACCOUNTING STANDARD (IND AS) 19, DISCLOSURE ON EMPLOYEE BENEFITS IS AS FOLLOWS:

a) Defined Benefit Plan

i) Gratuity (Funded)-Regular Employees

l) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Present Value of obligation as at beginning of year	137.92	148.31
Interest Cost	10.18	10.38
Current Service Cost	8.39	8.04
Past Service Cost	14.81	-
Benefits paid	(17.70)	(21.83)
Actuarial (Gain)/Loss on obligation	(7.70)	(6.98)
Present Value of Obligation as at end of year	145.90	137.92

Bifurcation of Present Value Obligation at the end of year in current and non-current:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Current liability (Amount due within one year)	19.41	16.63
Non-Current liability (Amount due over one year)	126.49	121.29
Present Value of Obligation as at end of year	145.90	137.92

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Fair Value of Plan Assets at beginning of year	138.42	147.54
Actual Interest Income	11.52	11.94
Contributions	(0.50)	0.77
Benefit Paid (But not received from Fund)	(17.70)	(21.83)
Fair value of Plan Assets at the end of year	131.74	138.42

Major categories of plan assets (as percentage of total plan assets):

(₹ in crore)

Particulars	31.03.2024	31.03.2023
a) Government of India Securities	--	--
b) State Government securities	--	--
c) High Quality Corporate Bonds	--	--
d) Equity Shares of listed companies	--	--
e) Property	--	--
f) Funds Managed by Insurer	100 %	100 %
g) Bank Balance	--	--
Total	100 %	100 %

III) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Defined Benefit Obligation at end of year	145.90	137.92
Fair value of Plan Assets at the end of year	131.74	138.42
Funded Status – (Surplus)/ Deficit	14.16	(0.50)
Net (Liability)/Asset recognized in Balance Sheet	(14.16)	0.50

IV) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Current Service Cost	23.21	8.04
Net Interest on Net Defined Benefit Liability	(0.04)	0.05
Expenses recognized in Statement of Profit and Loss	23.17	8.09

Bifurcation of Actuarial Gain/Loss on Obligation

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	1.47	(3.59)
Actuarial (Gain)/Loss on arising from Experience Adjustment	(9.17)	(3.39)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

V) Amount recognized in Other Comprehensive Income is as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Actuarial (Gains)/Losses on Liability	(7.70)	(6.98)
Actuarial (Gains)/Losses on Assets	(1.30)	(1.62)
Other Comprehensive (Income)/Expense	(9.00)	(8.60)

VI) The principal actuarial assumptions are as follows:

Particulars	31.03.2024	31.03.2023
Discounting rate (%)	7.23%	7.38%
Future salary increase (%)	8.70%	8.70%
Retirement Age (Years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

VII) The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity for actuarial assumptions has been computed by varying respective actuarial assumption used for valuation of the defined benefit obligation by 1%, while holding all other assumptions constant.

If the discount rate increases/decreases by 1%, the defined obligations would decrease by ₹ 9.66 crore / increase by ₹ 10.38 crore as on 31st March, 2024 and if the expected salary growth increases /decreases by 1%, the defined benefit obligations would increase by ₹ 4.01 crore/ decrease by ₹ 4.16 crore as on 31st March, 2024.

However, the actual change in assumptions would not necessarily behave in isolation to each other. The defined benefit obligations would change accordingly.

The company is expected to contribute ₹14.16 crore to defined benefit plan obligations towards Gratuity during the year 2024-25.

Remeasurement (gain)/loss of defined employee benefit plans in Other Comprehensive Income (OCI) for the year ended 31.03.2024 and 31.03.2023 are ₹ (9.00) crore and ₹ (8.60) crore respectively.

The defined benefit obligation shall mature as follows:

(₹ in crore)

Year ending March, 31	Defined benefit obligations
2025	19.41
2026	18.57
2027	15.37
2028	11.08
2029	12.00
2030	7.56
2030 onward	61.90

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

ii) Gratuity (Funded)-Contract Employees

I) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Present Value of obligation as at beginning of year	5.10	3.84
Interest Cost	0.37	0.27
Current Service Cost	0.78	0.48
Benefit paid	(0.85)	(0.34)
Actuarial (Gain)/Loss on obligation	0.68	0.85
Present Value of obligation as at end of year	6.08	5.10

Bifurcation of PBO at the end of year in current and noncurrent

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Current liability (Amount due within one year)	0.21	0.19
Non-Current liability (Amount due over one year)	5.87	4.91
Total Present Value of Obligation as at end of year	6.08	5.10

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Fair Value of plan Assets at beginning of year	3.77	3.79
Actual Interest income	0.36	0.27
Contributions	1.33	0.05
Benefit claimed from trust but not credited till date	(0.85)	(0.34)
Benefits paid	0.00	0.00
Fair value on Plan Assets at end of year	4.61	3.77

Major categories of plan assets (as percentage of total plan assets):

(₹ in crore)

Particulars	31.03.2024	31.03.2023
Government of India Securities	-	-
State Government securities	-	-
High Quality Corporate Bonds	-	-
Equity Shares of listed companies	-	-
Property	-	-
Funds Managed by Insurer	100 %	100 %
Bank Balance	-	-
Total	100 %	100 %

III) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

PARTICULARS	31.03.2024	31.03.2023
Defined Benefit Obligation at end of year	6.08	5.10
Fair value of Plan Assets at the end of year	4.61	3.77
Funded Status – (Surplus)/ Deficit	1.47	1.33
Net (Liability)/ Asset recognized in Balance Sheet	(1.47)	(1.33)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

IV) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)		
PARTICULARS	31.03.2024	31.03.2023
Current Service Cost	0.78	0.48
Net Interest on Net Defined Benefit Liability	0.10	0.00
Expenses recognized in the statement of Profit & Loss	0.88	0.48

Bifurcation of Actuarial Gain/Loss on Obligation:

(₹ in crore)		
PARTICULARS	31.03.2024	31.03.2023
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.10	(0.25)
Actuarial (Gain)/Loss on arising from Experience Adjustment	0.57	1.11

V) Amount recognized in Other Comprehensive Income is as follows:

(₹ in crore)		
PARTICULARS	31.03.2024	31.03.2023
Actuarial (Gains)/ Losses on Liability	0.68	0.85
Actuarial (Gains)/Losses on Assets	(0.09)	0.00
Other Comprehensive (Income)/Expense	0.59	0.85

VI) The principal actuarial assumptions are as follows:

PARTICULARS	31.03.2024	31.03.2023
Discounting rate (%)	7.23%	7.38%
Future salary increase (%)	4.35%	4.35%
Retirement Age (Years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

VII) The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity for actuarial assumptions has been computed by varying respective actuarial assumption used for valuation of the defined benefit obligation by 1%, while holding all other assumptions constant.

If the discount rate increases /decreases by 1%, the defined obligations would decrease by ₹0.73 crore / increase by ₹ 0.80 crore as on 31st March, 2024 and if the expected salary growth increases /decreases by 1%, the defined benefit obligations would increase by ₹ 0.82 crore/ decrease by ₹ 0.76 crore as on 31st March, 2024.

However, the actual change in assumptions would not necessarily behave in isolation to each other. The defined benefit obligations would change accordingly.

The Company is expected to contribute ₹ 1.47 crore to defined benefit plan obligations towards gratuity during the year 2024-25. Remeasurement (gain)/loss of defined employee benefit plans in Other Comprehensive Income (OCI) for the year ended 31.03.2024 and 31.03.2023 are ₹ 0.59 crore and ₹ 0.85 crore respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

The defined benefit obligation shall mature as follows:

Year ending March, 31	Defined benefit obligations
2025	0.21
2026	0.20
2027	0.26
2028	0.19
2029	0.15
2030	0.24
2030 onward	4.83

(₹ in crore)

iii) Provident Fund (Funded)

The Company pays fixed contribution to provident fund at predetermined rates to a separate trust, which invests the funds in permitted securities. The Company has an obligation to ensure minimum rate of return to the members as specified by GOI. Accordingly, the Company has obtained report of the actuary, based on which overall interest earnings and cumulative surplus is more than the statutory interest payment requirement for all the periods presented. Further, contribution to employees pension scheme is paid to the appropriate authorities.

As per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Company has no right to the benefits either in the form of refund from the plan or lower future contribution to the plan towards the net surplus of ₹ 1.67 crore (previous year ₹3.27 crore) determined through actuarial valuation. Accordingly Company has not recognized the surplus as assets as it pertains to the provident fund trust and not to the Company.

The Company contributed ₹ 26.15 crore and ₹ 24.63 crore to the provident fund during the year ended 31st March, 2024 and 31st March, 2023 respectively.

I) Changes in Present Value of the Benefit Obligation are as follows:

PARTICULARS	31.03.2024	31.03.2023
Present value of obligation as at the beginning of the period	680.95	676.06
Interest Cost	54.85	53.20
Current Service Cost	26.15	24.63
Contributions by plan participants / employees	42.77	44.04
Benefits Paid	(107.75)	(120.83)
Total Actuarial (Gain)/Loss on Obligation	1.57	(1.28)
Settlements/Transfer In	2.42	5.13
Present value of obligation as at the end of the period	700.96	680.95

(₹ in crore)

II) Changes in the Fair Value of Plan Assets are as follows:

PARTICULARS	31.03.2024	31.03.2023
Fair value of plan assets at the beginning of the Year	684.22	677.11
Actual return on plan assets	54.82	54.14
Employer contribution	26.15	24.63
Plan Participants / Employee Contribution	42.77	44.04
Benefits paid	(107.75)	(120.83)
Settlements / Transfer In	2.42	5.13
Fair value of plan assets at the end of the Year	702.63	684.22

(₹ in crore)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

III) Net defined benefit Surplus (Deficit) is as follows:

(₹ in crore)

PARTICULARS	31.03.2024	31.03.2023
Defined Benefit Obligation at end of year	700.96	680.95
Fair value of Plan Assets at the end of year	702.63	684.22
Net defined benefit Surplus/(Deficit)	1.67	3.27

iv) Other Benefits

I) Other Benefits (Funded):-Earned leave and Medical Leave- Regular Employees

A) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	Earned leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Present Value of obligation as at beginning of year	88.72	93.15	64.94	67.74
Acquisition adjustment	0.15	-	0.09	-
Interest Cost	6.55	6.52	4.79	4.74
Current Service Cost	7.89	7.62	4.29	4.35
Benefits paid	(19.78)	(22.69)	(4.28)	(5.10)
Actuarial (Gain)/Loss on obligation	3.86	4.12	(5.63)	(6.79)
Present Value of Obligation as at end of year	87.39	88.72	64.20	64.94

B) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	Earned leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Fair Value of Plan Assets at beginning of year	91.97	78.56	79.22	67.66
Actual Interest Income	6.91	5.81	5.53	5.01
Excess Fund Balance Withdraw	(3.25)	-	(14.27)	-
Contributions	-	7.60	-	6.55
Benefits Paid	-	-	-	-
Fair value of Plan Assets at the end of year	95.63	91.97	70.48	79.22

C) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	Earned leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Defined Benefit Obligation at end of year	87.39	88.72	64.20	64.94
Fair value of Plan Assets at the end of year	95.64	91.97	70.48	79.22
Funded Status – (Surplus)/ Deficit	(8.25)	(3.25)	(6.28)	(14.28)
Net (Liability)/ Asset recognized in Balance Sheet	8.25	3.25	6.28	14.28

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

D) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	Earned leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Current Service Cost	7.89	7.62	4.29	4.35
Net Interest on Net Defined Benefit Liability	(0.23)	1.02	(1.05)	0.00
Net Actuarial (gain)/loss recognized in the year	3.73	3.81	(5.32)	(7.06)
Expenses recognized in the statement of Profit & Loss	11.39	12.45	(2.08)	(2.71)

E) The principal actuarial assumptions are as follows:

(₹ in crore)

Particulars	Earned leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Discounting rate (%)	7.23%	7.38%	7.23%	7.38%
Future salary increase (%)	8.70%	8.70%	8.70%	8.70%

F) Sensitivity Analysis of the defined benefit obligation:

(₹ in crore)

Particulars	Increase (Decrease) in present value of obligation as on 31.03.2024	
	Earned leave (Regular Employee)	Medical Leave (Regular Employee)
Impact due to Increase of 1 % discount rate	(8.43)	(4.92)
Impact due to Decrease of 1 % discount rate	9.19	5.32
Impact due to Increase of 1 % in Salary.	9.02	5.22
Impact due to Decrease of 1 % in Salary.	(8.36)	(4.88)

II) Other Benefits (unfunded):- Earned Leave (Contract employee), Leave Travel Concession and Long Service Award (Regular employee).

A) Present value of the defined benefits plan obligations:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Leave Travel Concession (Regular employee)		Long Service Award (Regular employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Opening Balance	1.81	1.39	0.00	0.01	1.54	1.55
Interest Cost	0.13	0.10	0.00	0.00	0.11	0.11
Current Service Cost	0.42	0.33	0.00	0.00	0.20	0.19
Benefit paid	(0.99)	(0.68)	0.00	(0.01)	-	(0.24)
Actuarial (Gain)/Loss on obligation	0.23	0.67	0.00	0.00	(0.29)	(0.07)
Closing Balance	1.60	1.81	0.00	0.00	1.56	1.54

B) Total expenses recognized in the Statement of Profit & Loss are as follows:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Leave Travel Concession (Regular employee)		Long Service Award (Regular employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Current Service Cost	0.43	0.33	0.00	0.00	0.20	0.19
Interest Cost	0.13	0.10	0.00	0.00	0.11	0.11
Actuarial (Gain)/Loss	0.23	0.67	0.00	0.00	(0.29)	(0.07)
Expenses recognized in the statement of Profit & Loss	0.79	1.10	0.00	0.00	0.02	0.23

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

C) The principal actuarial assumptions used at the Balance Sheet date are as follows:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Leave Travel Concession (Regular employee)		Long Service Award (Regular employee)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Discount rate (%)	7.23%	7.38%	-	7.38%	7.23%	7.38%
Future salary increase (%)	4.35%	4.35%	-	8.70%	-	-

D) Sensitivity Analysis of the defined benefit obligation:

(₹ in crore)

Particulars	Increase (Decrease) in present value of obligation as on 31.03.2024	
	Earned Leave (Contract employee)	Leave Travel Concession (Regular Employees)*
Impact due to Increase of 1 % discount rate	(0.22)	-
Impact due to Decrease of 1 % discount rate	0.24	-
Impact due to Increase of 1 % in Salary.	0.25	-
Impact due to Decrease of 1 % in Salary.	(0.23)	-

b) Defined Contribution Plans

i) Post-Retirement Benefits (Pension & Medical):

All eligible employees are entitled to benefit under defined contribution plans towards pension under EPFO scheme, post retirement pension fund and medical schemes as defined contribution plans. The Company has no obligations other than the contribution payable to such funds/schemes. The Company recognizes such contributions as expenses when an employee renders the related service.

During the year, Company contributed/ provided ₹ 20.92 crore (previous year ₹20.07 crore) towards post-retirement pension fund, ₹ 2.32 crore (previous year ₹3.27crore) towards pension under EPFO and ₹ 1.98 crore (previous year ₹5.62crore) towards medical schemes.

ii) Performance Related Pay:

Eligible employees are entitled to benefit of performance related pay. The provision for performance-related pay is of short-term nature and has been recognized as per the procedure laid by management based on the guidelines of the Department of Public Enterprises.

c) Foreign Service Contribution

Foreign Service Contribution is recognized on accrual basis in the Statement of Profit and Loss Account as per the deputation terms with parent organizations in respect of officers taken on deputation from other organizations.

44. INDIAN ACCOUNTING STANDARD (IND-AS) 20, DISCLOSURES ON ACCOUNTING FOR GOVERNMENT GRANT AND DISCLOSURES ON GOVERNMENT ASSISTANCE ARE AS FOLLOWS:

The holding Company is receiving government grant in the form of export incentive on export of Rolling Stock and Spare parts. There are two types of export incentive i.e. duty drawback and RoDTEP (Remission of Duties & Taxes on Exported Products). The holding Company has recognized/presented ₹ 1.69 crore (previous year ₹23.57 crore) as export incentive. The export incentive receivable at the end of the year is ₹ 0.32 crore (previous year ₹ 0.50 crore).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

45. INDIAN ACCOUNTING STANDARD (IND AS) 21, DISCLOSURES ON THE EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES ARE AS FOLLOWS:

The amount of exchange differences (net) credited to the statement of profit and loss account during the Financial Year is ₹ 8.90 crore (Previous Year ₹ 40.60 crore).

The movement in the Foreign Currency Translation Reserve is as follows:

PARTICULARS	(₹ in crore)	
	Year ended 31.03.2024	Year ended 31.03.2023
Opening Balance	0.71	0.85
Other Comprehensive income recognized during the year	(0.14)	(0.14)
Closing Balance	0.57	0.71

46. INDIAN ACCOUNTING STANDARD (IND AS)-24, DISCLOSURES ON RELATED PARTY DISCLOSURES ARE AS FOLLOWS:

a) Joint Ventures

Name of joint ventures	Country	(₹ in crore)	
		Holding as on	
		31.03.2024	31.03.2023
M/s SAIL-RITES Bengal Wagon Industry Private Limited	India	50%	50%
M/s. Indian Railway Stations Development Corporation Limited	India	24%	24%

b) Associates

Name of Associates	Country	(₹ in crore)	
		Holding as on	
		31.03.2024	31.03.2023
M/s Elicius Energy Private Limited	India	13%	13%
M/S MMG Metro Ltd	Irseal	24.5%	-

Management has decided to liquidate investment in M/s Metro Management Group Ltd (MMG) and entire equity investment of ₹ 0.60 crore has been provided for in books of Accounts.

c) Other Related Parties

Name of Other Related Parties	Country	Nature of Relationship
RITES Contributory Provident Fund	India	Post- Employment Benefit Plan of RITES Limited
RITES Limited Superannuation Pension Trust	India	Post- Employment Benefit Plan of RITES Limited
RITES Limited Retired Employees Medical Trust	India	Post- Employment Benefit Plan of RITES Limited
RITES Employee Gratuity Fund	India	Post- Employment Benefit Plan of RITES Limited

d) Key Management Personnel

i) Holding Company

- **Chairman & Managing Director (Chief Executive Officer)**
Shri Rahul Mithal (DIN: 07610499)
- **Whole Time Directors**
Shri Arun Kumar Singh (DIN: 09747776) - Director (Projects)
Dr. Deepak Tripathi (DIN: 10090267) - Director (Technical)
Shri Krishna Gopal Agarwal (DIN: 10239667) - Director (Finance) (w.e.f. 01.08.2023)
Shri Bibhu Prasad Nayak (DIN: 08197975)- Director (Finance) (upto 31.07.2023)

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- **Government Nominee Directors**
Shri Sandeep Jain (DIN: 09435375)
Shri Raj Kumar Mangla (DIN: 09533985) (upto 29.02.2024)
Shri Shailendra Singh (DIN: 07083410) (w.e.f. 27.03.2024)
- **Non-Executive (Independent) Directors**
Shri Laxman Tammanna Tapashi (DIN: 01838521)
Dr. Godawari Mishra (DIN: 09394545)
Dr. Dineshananda Goswami (DIN: 09394294)
Shri Likha Togu (DIN: 09470640)
- **Chief Financial Officer**
Shri Krishna Gopal Agarwal (w.e.f. 01.08.2023)
Shri Bibhu Prasad Nayak (upto 31.07.2023)
- **Company Secretary**
Shri Ashok Mishra (w.e.f. 28.02.2024)
Shri Nikhil Agarwal (from 12.09.2023 to 28.02.2024)
Shri Joshit Ranjan Sikidar (upto 11.09.2023)

ii) Subsidiary Companies

I) REMC Limited

- **Chairman**
Shri Rahul Mithal (DIN: 07610499)
 - **Directors**
Shri Arun Kumar Singh (DIN: 09747776) (upto 25.01.2024)
Shri Ajeet Kumar Srivastava (DIN: 08187918) (upto 04.04.2024)
Shri Manish Gupta (DIN: 07327439)
Shri B.P. Nayak (DIN: 08197975) (upto 31.07.2023)
Shri Krishna Gopal Agarwal (DIN :10239667) (w.e.f. 11.08.2023)
Smt. Tarini Baswal (DIN :10476023) (w.e.f. 25.01.2024)
Shri Anurag Kapil (DIN: 06640383) (w.e.f. 24.04.2024)
 - **Chief Executive Officer (CEO)**
Smt. Veena Sinha (w.e.f. 19.10.2023)
Shri Sanjay Singh (from 25.07.2023 to 18.10.2023)
Shri Ajay Kumar Singhal (upto 17.07.2023)
 - **Chief Financial Officer (CFO)**
Shri Anjeev Kumar Jain
 - **Company Secretary**
Shri Ranjan Kumar Tiwary
- ### II) RITES (Afrika) (Pty) Limited
- **Directors**
Shri Rajesh Kumar
Shri Vijay Kumar

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

e) Transactions and Balances with Related Parties

Outstanding balances from the related parties are unsecured and considered good which are due in ordinary course of business and are being realized within reasonable time.

i) Joint Ventures

Transactions with Joint Ventures:

(₹ in crore)

Particulars	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
	Year ended		Year ended	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Inspection Fee	0.02	-	-	-
Dividend Received	1.20	-	-	-
Payable	0.12	-	-	-
Unbilled revenue	-	-	-	0.89
Transfer of leave encashment & gratuity	-	-	-	0.20

Balances with Joint Ventures:

(₹ in crore)

Particulars	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
	As on		As on	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Investments (equity)	24.00	24.00	48.00	48.00
Receivables	-	-	-	-
Unbilled assets	-	-	-	0.89

ii) Associates

Transactions with Associates

(₹ in crore)

Particulars	Elicius Energy Private Limited		MMG Metro Limited	
	Year ended		Year ended	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Investments (equity)	-	-	0.60**	-

Balances with Associates:

(₹ in crore)

Particulars	Elicius Energy Private Limited		MMG Metro Limited	
	As on		As on	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Investments (equity)	0.00*	0.00*	0.60**	-

*Refer note no 60(i)

** Refer note no 60 (o)

iii) Transactions with other related parties (Post-Retirement Benefits Trusts/Plans):

Refer note no.43 & 46(c).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

iv) Transactions with Key Managerial Personnel:

(₹ in crore)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
Compensation to CMD, Whole Time Directors, CFO & Company Secretary:		
Short Term Employee Benefits	5.79	6.27
Post-employment Benefits	0.47	0.45
Other Long-Term Benefits	0.64	0.80
Sub-Total	6.90	7.52
Sitting fee to Non-Executive (Independent Directors)	0.21	0.28
Total	7.11	7.80

f) Entities under the control of same government

Government of India (GOI) as on 31st March 2024 is holding 72.20% equity shares of the holding Company, which is held by President of India through Ministry of Railways. GOI controls the holding Company through Ministry of Railways.

The Group has made various transactions with the Ministry of Railways and with entities being controlled or jointly controlled or having significant influence of the Ministry of Railways. The transactions with them are as under:

Significant Transactions with Government related entities:

(₹ in crore)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
Revenue	1075.69	1130.91
Procurements	24.68	69.41
Fee for services & supplies obtained	2.72	7.94
Consumables	8.97	0.74
Training expenses	0.17	0.01
Provision for bad debts including written offs	7.36	10.43
Dividend paid	372.86	331.85
Interest on tax free bonds	2.77	6.07
Reimbursements/ Recoverable	1.62	1.40

Significant balances with Government related entities:

(₹ in crore)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
Capital Advances	1.74	6.60
Other Advances	39.04	12.82
Recoverable	16.75	2.94
Payables	15.10	17.54
Advance Received	0.77	0.07
Clients Funds Received	104.02	171.30
Receivables	176.77	275.31
Tax Free Bonds	20.00	45.00
Interest on Tax Free Bonds	1.38	3.38

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47. INDIAN ACCOUNTING STANDARD (IND-AS) 33, DISCLOSURE ON EARNINGS PER SHARE (EPS) IS AS FOLLOWS:

(₹ in crore)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
A Net Profit available for Equity Shareholder (₹ in crore)	455.40	542.04
B Weighted average number of Equity Shares	24,03,01,887	24,03,01,887
C Earnings per Share (Basic & Diluted) (A)/(B)	18.95	22.56
D Face value per equity share	₹10/-	₹10/-

48. INDIAN ACCOUNTING STANDARD (IND AS) 36, DISCLOSURES ON IMPAIRMENT OF ASSETS ARE AS FOLLOWS:

The Company has carried out the assessment on impairment of assets in terms of Indian Accounting standard (Ind AS) 36, Impairment of Assets and management does not perceive any impairment in the value of the carrying amount of assets. However, during the Financial Year Management has decided to Liquidate Investment in M/s Metro Management Group Ltd (MMG) and entire equity investment of ₹ 0.60 crore has been provided for in books of Accounts.

49. INDIAN ACCOUNTING STANDARD (IND AS) 37, DISCLOSURES ON PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS ARE AS FOLLOWS:

- a) In case of Holding Company, provision includes mainly towards warranty which has been made for fulfillment of warranty obligation after export sale of rolling stocks/ locomotives & spares. Estimation of such provision is based on past experience, nature of rolling stock exported to various clients and period specified in the agreements with them. Actual expenditure may vary during the warranty period as per the requirements.

(₹ in crore)

Items	Carrying amount 01.04.2023	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Unwinding Cost	Carrying amount as on 31.03.2024
Warranties	45.13	1.81	18.98	-	2.03	29.99

(₹ in crore)

Items	Carrying amount 01.04.2022	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Unwinding Cost	Carrying amount as on 31.03.2023
Warranties	45.02	5.95	9.09	-	3.25	45.13

As per the agreements with the customers, warranty years are varying from two to five years, i.e., extending beyond one year, require discounting to work out net present value of such provisions made towards warranty.

Effect of change in the discount rate:

3 years SBI MCLR rate as on 31.03.2024 ie. 8.85% is used as discount rate during the reporting period. The effect of change in discount rate, FY 2023-24 ie. 8.85% vice 8.70% for FY- 2022-23, is ₹ 0.05 crore

For movement of provision for unspent amount of Corporate Social Responsibility-refer 60(c)(i)(III) & 60(c)(ii) (III)

b) Contingent liabilities and commitments to the extent not provided for include:

i) Contingent Liabilities (As certified by the Management)

- I) Claims (excluding interest) against the Holding Company not acknowledged as debts are ₹27.15 crore (previous year ₹27.06 crore).
- II) In one of the Building Projects, which the company did as a Project Management Consultant (PMC), the building is declared unsafe based on third-party evaluation and is required to reconstructed. Cost of Reconstruction

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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is estimated at ₹ 99.23 Crore (including GST & Contingencies). The Contractor, who constructed the said building, has undergone Insolvency Proceedings under the Insolvency and Bankruptcy Code (IBC).

The likely availability of the amount from insurance claim, Bank Guarantee encashment proceeds, and other amounts available under the contract is estimated to be ₹ 60.12 Crore. Since the project is handled by the Company as PMC, the Company does not foresee any outflow from its account. However, as an abundant precaution, ₹ 39.11 Crore (including GST & Contingencies) is being disclosed as contingent liabilities on this account.

- III) The holding Company is subject to legal/arbitration proceeding and claims, which have arisen in the ordinary course of business. Management does not reasonably expect that when these cases ultimately conclude and determined, will have any material and adverse effect on the holding Company's results of operations or financial conditions.
- IV) **Disputed taxes and duty of the holding Company:**
 - A) Demand on account of income tax includes of ₹ 6.66 crore (excluding interest) (previous year ₹6.66 crore) which are being contested by the Holding Company. This excludes ₹ 4.51 crore (previous year ₹ 4.51 crore) relating to cases where the holding Company has already won the same at different appellate authorities during earlier years, against which income tax department has gone for appeal at higher appellate authorities. In similar cases of past years, the appeal of the income tax department has also been dismissed.
 - B) Demand on account of service tax, VAT etc. amounting to ₹ 11.04 crore (previous year ₹ 8.87 crore) which are being contested by the Holding Company at different forums.
- V) The holding company has entered into a contract with the Ministry of Housing & Urban Affairs for purchase of commercial built up in the complex at Nauroji Nagar New Delhi through NBCC. The holding company has paid GST under reverse charge from third demand onward along with the GST on earlier demand excluding interest of ₹1.40 crore on delay payment of GST under reverse charge prior to third demand. The holding Company is of the view that liability to pay GST is with NBCC under Sec 9(1) of CGST Act. AAR (Authority for Advance Ruling) under Sec 37 (1) and Delhi Appellate Authority also held the same view. As such, the holding company does not foresee any liability of interest as on 31.03.2024. However, as an abundant precaution, the same is being disclosed as Contingent Liability.
- VI) REMC Limited, on account of wheeling & transmission charges for 26MW windmill plant of Company at Jaisalmer, an amount of ₹1.62 crore (previous year ₹ 1.62 crore) for which Company may be contingently liable to Rajasthan State utilities.
- VII) Group share of contingent liabilities in Joint ventures (IRSDC Limited and SAIL-RITES Bengal Wagon Industry Private Limited) is ₹ 0.38 crore (previous year ₹2.68 crore).
- VIII) A number of cases are lying for adjudication at various forum or under arbitration, which the holding Company is contesting on behalf of Clients. The holding Company is not subject to any liability that may result pursuant to adjudication / arbitral award.
- IX) The above contingent liabilities do not include contingent liabilities on account of pending cases in respect of service matters & others where amount cannot be quantified.

ii) Commitments

Estimated amount of contracts of holding Company remaining to be executed on capital account and not provided for amounting to ₹ 94.17 crore (previous year ₹ 104.19 crore).

Estimated amount of contracts of REMC Limited remaining to be executed on capital account and not provided for amounting to ₹ Nil (previous year ₹ 4.27).

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c) Contingent Assets

- i) In a pre-closed contract in the year 2005–06, the holding Company invoke arbitration for a claim of ₹ 233.93 crore (previous year ₹ 233.93 crore) against a client. Client also submitted counter claims of ₹ 469.10 crore (previous year ₹ 469.10 crore) before arbitrator. The sole arbitrator awarded ₹ 88.31 crore in favour of the holding Company against the claim of ₹ 233.93 Crore, while rejecting the counter claims of the client. Since the awarded amount is less than the claimed amount, the holding Company appealed against the aforesaid award. Appellate authority awarded ₹ 231.68 crore with applicable interest in favour of the holding Company. Client filed a petition in the Civil Court for setting aside the aforesaid award, which was dismissed by the court on 22.11.2017 and preliminary objections of the holding Company are allowed. Thereafter the holding Company filed writ petition before Hon'ble Jharkhand High court on 05.07.2018 to issue the direction to client to pay the awarded amount. The said petition was disposed on 16.02.2024 in favour of company by appointing sole arbitrator ie Honb'le Justice (Retd.) from Supreme Court of India to adjudicate the dispute between the parties. Thereafter, the client filed an appeal before Jharkhand High Court on 21.03.2024 to challenge the appointment of sole Arbitrator, the same is also dismissed on 07.05.2024. Next date of proceeding before sole arbitrator is awaited.
- ii) In the above contract, executing agency also raised claims (excluding interest) of ₹ 184.41 crore (previous year ₹ 184.41 crore) against the holding Company before the arbitration tribunal. The holding Company also submitted a counter claims of ₹ 644.53 crore (previous year ₹ 644.53 crore) against the executing agency. Both the parties had concluded their arguments before the Tribunal and award was published on 18th October, 2016 in favour of the holding Company. As per the award, the holding Company was to get ₹ 63 crore from executing agency effective from the date of publication of award i.e. 18th October, 2016. The executing agency had filed two petitions i.e. arbitration appeal before hon'ble Jharkhand high court on 25.05.2017 and commercial revocation to set aside the award before the commercial court, Ranchi on 06.01.2018. The arbitration appeal has already been dismissed by hon'ble Jharkhand high court on 11.03.2019. The commercial revocation has also been dismissed on 29.06.2019. Now RITES limited filed the commercial execution case no. 03 of 2020 on 16.01.2020 before commercial court Ranchi to execute the award amount. Same is pending and next date of hearing is fixed on 31.05.2024. In view of above, the holding Company has not recognized the award amount in the books of account.
- iii) REMC Limited, subsidiary Company has installed 26 MW Wind Mill plant at Jaisalmer, Rajasthan for utilization of energy generated from Wind Mill Plant by WCR for a period of 25 years in accordance with Power Purchase Agreement (PPA) signed between West Central Railways (WCR) and Company. The Wind Mill Plant was commissioned on 16.10.2015 and since then energy generated from Wind Mill Plant was being continuously utilized by Indian Railways through WCR up to 09.01.2017 at three Traction Sub Stations (TSS) in Rajasthan State connected as consumer of Rajasthan DISCOM i.e. Jaipur Vidyut Vitran Nigam limited (JVVNL).

With effect from 10.01.2017, open access status was permitted to Indian Railways as deemed distribution licensee in the state of Rajasthan. Accordingly, Railways started taking power at Six TSSs in Rajasthan as a deemed distribution licensee through open access route and accordingly accountal/methodology for utilization of energy generated by Windmill Plant had to be changed from consumer mode to Deemed Distribution licensee Mode. Utilisation of wind energy by WCR under Deemed Distribution Mode had been started with effect from 27.04.2017 and during transition period i.e., from 10.01.2017 to 26.04.2017 energy generated by Windmill Plant was fed into Rajasthan State Grid and for this period accountal for Wind energy had not been considered by JVVNL. Accordingly, the TSSs initially taking power from 26 MW Wind Power Plant were disconnected as a Consumer of JVVNL and connected with RRVPNL as licensee and WCR is contesting that payment to REMCL for the month of January'17 to April'17 was withheld as wind energy for the above period has not been set off from the conventional energy drawn from other generating company.

In this regard, a petition was filed in Rajasthan Electricity Regulatory Commission (RERC) for realization of the wind energy charges during this period (i.e., 10.01.2017 to 26.04.2017) as this power was fed into the Rajasthan State Grid. As per RERC order dt.05.11.2018, "The commission is of the considered view that the petitioner (REMCL) is not entitled for Adjustment of energy wheeled from its CPP after termination of WBA". Accordingly, the petition was disposed off. Aggrieved by the above RERC order dated 05.11.2018, Company filed an appeal before APTEL on 20.12.2018. The last hearing was held on 28.03.2023. Next hearing date is awaited.

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In present circumstances, there is uncertainty regarding realization of revenue. Therefore, revenue amounting to ₹ 6.81 crore for the period 10.01.2017 to 26.04.2017 has been postponed and not recognized.

- iv) One locomotive of holding Company, ready for export, was damaged in July 2021 before shipment to Mozambique. Insurance claim towards loss of locomotive has been assessed at ₹24.69 crores approx (net of ₹ 30 lakhs received thorough auction of damaged goods) by the Insurance Surveyor and same has been advised to Insurance Company. While the cost of damaged goods amounting to ₹12.47 Crore has been written off during the year, insurance claim has not been recognized in the books of accounts pending approval of claim by Insurance Company.

50. INDIAN ACCOUNTING STANDARD (IND AS) 40, DISCLOSURES ON INVESTMENT PROPERTY ARE AS FOLLOWS:

In case of Holding Company:

a) Amounts recognized in the Statement of Profit and Loss are as follows:

(₹ in crore)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
Rental income	-	0.03
Direct proportionate operating expenses relating to rental income (including repair & maintenance)	-	0.00
Profit before depreciation	-	0.03
Depreciation for the period	-	0.00
Profit from investment property	-	0.03

51. INDIAN ACCOUNTING STANDARD (IND AS) 107, DISCLOSURES ON FINANCIAL INSTRUMENTS ARE AS FOLLOWS:

a) Financial Instruments by category

The carrying value and fair value of financial instruments category-wise as on 31stMarch, 2024 are as under:

(₹ in crore)

Particulars	Total carrying value	Amortised Cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Financial Assets:						
Cash and Bank Balance – Owned Fund	779.30	779.30			-	-
Cash and Bank Balance- Client Fund	2372.54	2372.54			-	-
Investments:						
Equity	0.04	-		0.04	-	-
Tax Free Bonds	20.00	20.00		-	-	-
Trade Receivables	899.85	899.85			-	-
Loans	17.35	17.35			-	-
Other Financial Assets	404.00	404.00			-	-
Total	4493.08	4493.04		0.04	-	-
Financial Liabilities:						
Borrowing	-	-			-	-
Trade Payables	219.86	219.86			-	-
Lease Liability	8.00	8.00			-	-
Other Financial Liabilities	2511.31	2511.31			-	-
Total	2739.17	2739.17			-	-

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The carrying value and fair value of financial instruments category-wise as on 31stMarch, 2023 are as under:

Particulars	Total carrying value	Amortised Cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
(₹ in crore)						
Financial Assets:						
Cash and Bank Balance – Owned Fund	889.89	889.89				
Cash and Bank Balance-Client Fund	2643.43	2643.43			-	-
Investments:						
Equity	0.04	-		0.04		
Tax Free Bonds	45.00	45.00		-	-	-
Trade Receivables	906.98	906.98			-	-
Loans	14.09	14.09			-	-
Other Financial Assets	399.80	399.80			-	-
Total	4899.23	4899.19		0.04		
Financial Liabilities:						
Borrowing	-	-			-	-
Trade Payables	302.11	302.11			-	-
Lease Liability	5.42	5.42			-	-
Other Financial Liabilities	2776.07	2776.07			-	-
Total	3083.60	3083.60				

b) Fair value hierarchy & valuation technique

To provide an indication about the reliability of method used in determining fair value, group has classified its financial instruments into three levels prescribed under the Indian Accounting Standard (Ind AS) 113, on Fair Value Measurement.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value of financial instruments that are not traded in an active market is determined using valuation techniques and observable Inputs for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

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

Fair value hierarchies of assets and liabilities as on 31stMarch,2024 are as follows:

Particulars	(₹ in crore)		
	Carrying Value As on 31.03.2024	Fair Value As on 31.03.2024	Level
Financial Assets:			
Investments:			
Equity*	0.04	0.04	III
Tax Free Bonds	20.00	20.00	II
Trade Receivables**	899.85	899.85	III
Loans**	17.35	17.35	III
Other Financial Assets**	404.00	404.00	III
Financial Liabilities:			
Trade Payables**	219.86	219.86	III
Lease Liability**	8.00	8.00	III
Other Financial Liabilities**	2511.31	2511.31	III

* Equity shares of ₹ 0.04 crore of GPCL Consulting Services Limited which are not tradable and amount of investment in the entity is immaterial, hence investment is recognized at cost and same is considered as its fair value.

** The carrying amounts of trade receivables, trade payables, loans, other financial assets & liabilities and lease liabilities are considered to be same as their fair value.

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Fair value hierarchies of assets and liabilities as on 31st March, 2023 are as follows:

(₹ in crore)			
Particulars	Carrying Value As on 31.03.2023	Fair Value As on 31.03.2023	Level
Financial Assets:			
Investments:			
Equity*	0.04	0.04	III
Tax Free Bonds	45.00	50.34	II
Liquid Plan of Mutual Fund	-	-	I
Trade Receivables**	906.98	906.98	III
Loans**	14.09	14.09	III
Other Financial Assets**	399.80	399.80	III
Financial Liabilities:			
Trade Payables**	302.11	302.11	III
Lease Liability**	5.42	5.42	III
Other Financial Liabilities**	2776.07	2776.07	III

* Equity shares of ₹ 0.04 crore of GPCL Consulting Services Limited which are not tradable and amount of investment in the entity is immaterial, hence investment is recognized at cost and same is considered as its fair value.

** The carrying amounts of trade receivables, trade payables, loans, other financial assets & liabilities and lease liability are considered to be same as their fair value.

c) Financial Risk Management

The Group's activities are exposed to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from few customer.

i) Market Risk of Holding Company

The holding Company operates internationally and a major portion of the business is transacted in several currencies and consequently the holding Company is exposed to foreign exchange risk for its sales and services in the Middle East and South Asian countries. The exchange rates between the rupee and foreign currencies have changed substantially in recent years which may also fluctuate substantially in the future. However, holding Company has currency risk management policy and exchange fluctuations are regularly monitored by the risk management committee to mitigate this risk. Policy covers various aspects of currency risk management, benchmarking, hedging and risk appetite, permissible instruments, hedging policy, structure of the risk management committee and treasury group, reporting procedures etc.

Analysis of foreign currency risk from financial instruments is as follows:

Particulars	Currency	As on 31.03.2024	As on 31.03.2023	As on 31.03.2024	As on 31.03.2023
		(Figure in Millions)		(₹ in crore)	
Cash & Cash equivalents	US Dollar	8.06	5.95	66.87	48.61
	MUR	1.06	5.18	0.19	0.90
Trade Receivables	US Dollar	36.67	20.24	304.19	165.41
	MUR	-	-	-	-
Other financial assets	US Dollar	10.03	15.35	83.19	125.47
	MUR	0.21	0.60	0.04	0.11
Trade Payable	US Dollar	(0.48)	(1.82)	(3.94)	(13.88)
	MUR	-	-	-	-
Other financial liabilities	US Dollar	(0.86)	(0.35)	(7.17)	(2.86)
	MUR	(0.48)	-	(0.08)	-
Net assets/(liabilities)	US Dollar	53.42	39.37	443.14	321.75
	MUR	0.79	5.78	0.15	1.01

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For the year ended 31st March, 2024 and year ended 31st March, 2023, every percentage increase/decrease in the exchange rate between the INR & US Dollar has affected the Company's incremental margins by approximately 0.66% (previous year 0.42%) each. For the year ended 31st March, 2024 and 31st March, 2023, every percentage increase/decrease in the exchange rate between the INR & MUR has an insignificant affect on the Company's incremental margins.

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency, due to exchange rate fluctuations between the previous reporting year and the current reporting year.

The above foreign currency exposure is unhedged as these are covered through foreign currency risk management policy.

ii) Credit Risk of Group

Credit Risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Primarily exposure to the credit risk is from trade receivables amounting to ₹ 1029.96 crore (previous year ₹ 1033.83 crore) and unbilled revenue amounting to ₹ 152.71 crore (previous year ₹ 109.58 crore) which are typically unsecured. Credit risk is being managed by continuously monitoring the outstanding dues from the customer. Trade Receivables towards export sales are generally managed by establishing Letter of Credit with the customer. Further most of the clients of the Group are Government or Government Undertakings; hence credit risk is bare minimum. Group has impaired, as a prudent measure, the trade receivables and unbilled revenue towards expected credit loss as per Group's accounting policy to the extent of ₹ 130.45 crore (previous year ₹ 127.19 crore). Keeping in view the nature of business expected credit loss is provided for on case-to-case basis as per the policy on impairment of financial assets.

Movement of Impairment of Financial Assets

(₹ in crore)					
Sl. No.	Description	Balance at the beginning of the year	Provision during the year	Reversal during the year	Balance at the end of the year
1	Trade & Other Receivable	150.26	37.12	31.91	155.47

No significant credit risk on cash and bank balances including clients' funds amounting to ₹ 3151.84 crore (previous year ₹ 3533.32 crore) is expected as holding Company and its Indian Subsidiaries park surplus funds with Schedule Banks having good credit adequacy ratio and least NPA as determined by RBI and guidelines of the respective companies. Holding Company and its Indian Subsidiaries has parked its owned funds in fixed deposits of ₹ 770.35 crore (previous year ₹ 852.83 crore) with Schedule banks with negligible credit risks.

Non-Strategic Investments primarily include investments in tax-free bonds of ₹ 20 crore (previous year ₹ 45 crore) and liquid mutual fund units of ₹ Nil (previous year ₹ Nil) issued by Public Sector Undertaking where risk is minimal.

The holding Company has given House building, multi-purpose loans etc. to the employee which are insured and house properties/ other assets are mortgaged / hypothecated against these loans in line with the policies of the Company. The risk of default in respect of these loans is considered negligible.

iii) Liquidity Risk of Group

Group's principal sources of liquidity are "cash and cash equivalents" and the cash flow that is generated from operations. Group has outstanding borrowings of ₹ NIL (previous year ₹ NIL crore). Group has a working capital of ₹ 1773.97 crore (previous year ₹ 1878.16 crore) including cash and bank balance (owned funds) of ₹ 778.42 crore (previous year ₹ 889.88 crore) and current investment ₹ NIL crore (previous year ₹ 25 crore). Group believes that the working capital is sufficient to meet its requirements, accordingly no liquidity risk is perceived by the Group.

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Maturities of financial liabilities

The tables below analyze the Group's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in crore)

Contractual maturities of financial Liabilities	Within a year	Between 1-5 Years	Beyond 5 Years	Total
31st March, 2024				
Trade Payables	219.86	-	-	219.86
Lease Liabilities	2.18	5.91	1.87	9.96
Other Financial Liabilities	2327.91	183.40	-	2511.31
Borrowings	-	-	-	-
Total	2549.95	189.31	1.87	2741.13
31st March, 2023				
Trade Payables	302.11	-	-	302.11
Lease Liabilities	1.25	3.42	2.69	7.36
Other Financial Liabilities	2501.48	274.59	-	2776.07
Borrowings	-	-	-	-
Total	2804.84	278.01	2.69	3085.54

52. INDIAN ACCOUNTING STANDARD (IND-AS)108, DISCLOSURES ON OPERATING SEGMENTS ARE AS FOLLOWS:

Operating segments are defined as components of the Group for which discrete financial information is available which is being evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and assessing performance. The holding Company's chief operating decision maker is the Chairman & Managing Director who is also Chief Executive Officer.

- i) The group has identified five operational reportable segments based on operations being carried out which are as under: -
 - Consultancy Services
 - Leasing of railway rolling stock & equipments
 - Export of rolling stock, equipments and spares
 - Turnkey Construction Projects
 - Power Generation
- ii) Geographical wise revenue segment is disclosed as under:
 - A) Revenue within India from consultancy includes quality assurance & project management services, turnkey construction projects, power generation and domestic lease rental services to clients located inside India.
 - B) Revenue from outside India includes services rendered and export sales of rolling stock & spare parts to the clients located outside India.
- iii) The accounting principles used in the preparation of the financial statements are consistently applied to record revenue & expenditure in individual segment, as set out in the note of significant accounting policies.
- iv) Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of attributed direct cost. All other expenses which are not attributable or allocable to the segments have been disclosed as un-allocable expenses.
- v) Assets and liabilities used in the Group's business are not identified to the reportable segments as these are used interchangeably between segments. Depreciation, amortisation & impairment on Property, Plant & Equipment and Intangible Assets cannot be allocated to a specific segment. The Group believes that it is currently not practicable to provide segmental disclosure relating to total assets, total liabilities and depreciation, amortisation & impairments since a meaningful segregation of the available data could be onerous.

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vi) Operational Segments:

Year ended 31.03.2024

(₹in crore)

Description	Consultancy Services		Leasing - Domestic	Export Sale	Turnkey Construction Projects-Domestic	Power Generation	Total
	Domestic	Abroad					
Revenue	1193.75	94.92	138.08	103.41	903.48	19.21	2452.85
Identifiable operating expenses	617.34	64.30	83.53	81.95	878.50	16.27	1741.89
Segmental profit/(loss) from operations	576.41	30.62	54.55	21.46	24.98	2.94	710.96
Add: Interest Income*							68.24
Add: Other Income **							17.88
Less: Finance Cost							4.71
Less: Un-allocable Expenses							127.48
Share of Profit/(Loss) of Joint Ventures							5.47
Net Profit Before Tax							670.36
Less: Income Tax (including Deferred Tax)							175.16
Net Profit After Tax							495.20
Additional Information:							
Depreciation and amortization							60.66
Non-cash expenses/(Income) other than depreciation and amortization							7.38
Reversal of provisions							0.96
Loss on sale of PPE							-

Year ended 31.03.2023

(₹in crore)

Description	Consultancy Services		Leasing - Domestic	Export Sale	Turnkey Construction Projects-Domestic	Power Generation	Total
	Domestic	Abroad					
Revenue	1,113.27	165.07	137.73	307.83	884.54	19.83	2628.27
Identifiable operating expenses	564.73	80.56	89.88	238.23	849.93	15.50	1838.83
Segmental profit/(loss) from operations	548.54	84.51	47.85	69.60	34.61	4.33	789.44
Add: Interest Income*							57.49
Add: Other Income **							44.26
Less: Finance Cost							7.04
Less: Un-allocable Expenses							111.20
Share of Profit/(Loss) of Joint Ventures							0.97
Net Profit Before Tax							773.92
Less: Income Tax (including Deferred Tax)							202.95
Net Profit After Tax							570.97
Additional Information:							
Depreciation and amortization							66.69
Non-cash expenses/(Income) other than depreciation and amortization							22.65
Reversal of provisions							1.10
Loss on sale of PPE							0.03

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vii) Geographical Segment

(₹ in crore)

Description	Year ended 31.03.2024					Year ended 31.03.2023				
	India	Abroad			Total	India	Abroad			Total
		Asia	Africa	Others			Asia	Africa	Others	
Revenue	2254.52	48.02	149.53	0.78	2452.85	2155.37	66.75	391.31	14.84	2628.27
Identifiable operating expenses	1595.64	29.90	115.69	0.66	1741.89	1520.04	31.32	280.70	6.77	1838.83
Segmental profit from operations	658.88	18.12	33.84	0.12	710.96	635.33	35.43	110.61	8.07	789.44
Add: Interest Income*					68.24					57.49
Add: Other Income **					17.88					44.26
Less: Finance Cost					4.71					7.04
Less: Un-allocable Expenses					127.48					111.20
Share of profit/(loss) of joint ventures					5.47					0.97
Net Profit before Tax					670.36					773.92
Less: Income Tax (including Deferred Tax)					175.16					202.95
Net Profit after Tax					495.20					570.97
Additional Information:										
Depreciation and amortization					60.66					66.69
Non-cash expenses/ (income) other than depreciation and amortization					7.38					22.65
Reversal of Provisions					0.96					1.10
Loss on sale of PPE					-					0.03

*Interest income includes interest on bank deposits, bonds, staff advances, loans, income tax refunds etc.

**Other income includes profit on sale of assets, rental income from investment properties(During previous year), dividend on current & non-current investments, exchange gain, etc.

Note: No impairment and its reversal have been recognized in Other Comprehensive Income (OCI) during the year ended 31.03.2024 and previous year ended 31.03.2023.

viii) Revenue of ₹ 866.38 crore (previous year ₹ 1159.33 crore) from major customers is given below:

(₹ in crore)

Description	Year ended 31.03.2024					Year ended 31.03.2023				
	Consultancy	Lease	Turnkey Construction Projects-Domestic	Power Generation	Total	Consultancy	Export Sales	Turnkey Construction Projects-Domestic	Power Generation	Total
Customer 1	165.37		533.20	19.21	717.78	381.47	-	220.94	19.83	622.24
Customer 2	134.98	13.62	-	-	148.60	1.64	-	535.45	-	537.09
Total	300.35	13.62	533.20	19.21	866.38	383.11	-	756.39	19.83	1159.33

Note: PSUs under the same Ministry have not been considered as one customer.

53. INDIAN ACCOUNTING STANDARD (IND AS) 112- DISCLOSURES OF INTEREST IN OTHER ENTITIES ARE AS FOLLOWS:

a) Subsidiaries:

i) The subsidiary companies considered in the financial statements are as follows:

Name of Subsidiary Companies	Country of Incorporation	Functional Currency	% of Shareholding as on 31.03.2024	% of Shareholding as on 31.03.2023	Principal Activities
• RITES (Afrika) (Pty) Limited	Botswana	Pula	100%	100%	Consultancy
• REMC Limited	India	INR	51%	51%	Generation and procurement of power

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ii) Disclosure in respect of subsidiary that has non-controlling interests:

- I) Dividend to non-controlling interest by subsidiary Company amounting to ₹ 43.22 crore.
 II) Summarised Financial information of the subsidiary that has non-controlling interests are as under:

(₹ in crore)

Description of Subsidiary that has non-controlling interest	REMC Limited	
	31.03.2024	31.03.2023
Non-Current Assets	162.47	170.66
Current Assets	106.86	99.58
Current Liabilities	9.09	4.50
Non-Current Liabilities	31.84	30.38
Capital	105.00	105.00
Other Equity	123.40	130.37
Total Revenue	153.28	117.06
Expenditure including Tax	72.06	58.02
Profit / (Loss) After Tax	81.22	59.04
Proportion of ownership interest held by non-controlling interest	49%	49%
Profit/(loss) allocated to non-controlling interest	39.80	28.93
Accumulated non-controlling interest of the subsidiary at the end of the reporting period	111.92	115.34
Additional information:		
Cash and Cash Equivalents	9.52	29.08
Current financial liabilities (excluding trade and other payables and provisions)	0.43	0.38
Non- Current financial liabilities (excluding trade and other payables and provisions)	-	-
Depreciation and Amortisation	9.22	7.30
Interest Income	3.46	1.41
Interest Expense	-	0.43
Income tax expenses or (income)	32.16	24.76

b) Joint Arrangements & Associates:

i) The Holding Company has following Joint Arrangements & Associates:

Name of Joint Arrangements	Nature of Interest/Relationship with Joint Arrangements	Principal Place of Business of Joint Arrangements	Proportionate ownership interest or participating share
Joint ventures			
SAIL-RITES Bengal Wagon Industry Private Limited	RITES has formed a Joint Venture with SAIL for manufacturing Wagons at SGW, Kulti, West Bengal.	India	50.00%
Indian Railway Stations Development Corporation Limited	RITES has formed a Joint Venture with Rail Development Authority & IRCON to develop or develop the existing or new railway stations.	India	24.00%
Associates			
Elicius Energy Private Limited	The company is engaged in the business of research, designing and fabrication of energy storage technology and undertakes the activity of training & research and consultancy in the field of conventional & non-conventional energy & in power storage, conversion & distribution.	India	13.00%
Metro Management Group Ltd.	For participation in tender of providing metro Project Management Consultancy in Israel.	Israel	24.50%
Joint operations			

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Name of Joint Arrangements	Nature of Interest/Relationship with Joint Arrangements	Principal Place of Business of Joint Arrangements	Proportionate ownership interest or participating share
Geoconsult – RITES	RITES has formed a Joint venture with M/s. Geoconsult-ZT-Gmbh (Austria) for detailed design consultancy and construction supervision of about 11 kms long railway tunnel in J&K State. Both the venturers contributed in the seed money as agreed for operational and execution purposes.	India	13.00%
Geoconsult – RITES, NRT-1	RITES has formed a Joint venture with M/s. Geoconsult-ZT-Gmbh (Austria) for detailed design consultancy and construction supervision of Tunnel No.1 (3.1 km long) on Udampur – Katra Section for the USBRL project in the state of J&K.	India	16.00%
Geoconsult ZT GmbH – RITES	RITES has formed a Joint venture with M/s. Geoconsult ZT GmbH (Austria) for detailed design and construction supervision of Tunnel No.10 (Approx. Length 3.3 km) in connection with Jiribam-Tupul new railway line project in the state of Manipur.	India	39.40%
Geoconsult-RITES (JV)	RITES has formed a Joint venture with M/s. Geoconsult India Private Limited for instrumentation, monitoring and design of remedial works as per requirement for vulnerable locations for two monsoon seasons in Lumding-Silchar BG Rail Line.	India	35.01%
Geoconsult-RITES (JV)	RITES has formed a Joint venture with M/s Geoconsult India Private Limited for preparation of detailed project report and providing pre-construction activities for constructions of highway tunnel across Shinkun La pass, Tanalang La pass, Lachalung La pass including approaches on NH-03 in Himachal Pradesh and Ladakh.	India	49.00%
RICON	RITES has formed a Joint Venture with M/s. IRCON International Limited to secure and execute contracts to be awarded by M/s Companhia Dos Caminhos de Ferro Da Beira, SA, Mozambique to RICON for rendering Management Support Services, Consultancy Works, Project Management, Construction Supervision, Supply of Materials, Rolling Stock and equipment, Works Contracts, Leasing of Equipments / Rolling Stocks etc.	India	51.00%
Modern Engineers Planners & Consultants Limited	RITES has formed a joint Venture with Modern Engineers Planners & Consultants Limited for project management consultancy for improvement of Ashuganj river port-Sarail-Dharkhar-Akhaura Land Port Road as 4-lane National Highway project in Bangladesh.	Bangladesh	77.65%
Meinhardt (Singapore) Pte Ltd and RITES Ltd JV in association with CARD Consult(P) Ltd and Nepal consult(P) Ltd	RITES has formed a joint Venture with Meinhardt (Singapore)Pte Ltd and RITES Ltd JV in association with CARD Consult(P) Ltd and Nepal consult(P) Ltd	Nepal	28.00%
RITES Ltd. India in JV with Aarvee Associates	RITES has formed a joint Venture with Aarvee Associates for Consultancy services for updating feasibility study, detailed design, mathematical modeling, tendering services and construction supervision services.	India	55.00%
RITES PMPL JV	RITES has formed a joint Venture with Power Mech. Projects Ltd for Consultancy services.	India	51.00%
RITES SCWPL, Bengaluru	Station Redevelopment at Kollam Junction Railway Station Station at Kollam, Kerala for Southern Railway.	India	51.00%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

ii) Disclosure in respect of Joint Ventures & Associates:

i) Investment is measured at cost.

Summarised financial information of the Joint Ventures & Associates are as under:

(₹ in crore)

Description / JVs & Associates	SAIL-RITES Bengal Wagon Industry Private Limited (Joint Venture)		Indian Railway Stations Development Corporation Limited (Joint Venture)		Elicius Energy Private Limited (Associate)		Metro Management Group Limited	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024**	31.03.2023**	31.03.2024**#	31.03.2023#
Non-Current Assets	62.95	75.75	-	-	-	-	-	-
Current Assets	70.90	62.77	374.87	388.19	-	-	-	-
Current Liabilities	59.05	69.17	64.14	83.88	-	-	-	-
Non-Current Liabilities	7.45	7.39	-	-	-	-	-	-
Capital	48.00	48.00	200.00	200.00	-	-	-	-
Other Equity	19.36	13.96	110.73	104.31	-	-	-	-
Non-Controlling Interest	-	-	-	-	-	-	-	-
Total Revenue	295.55	222.79	14.61	20.48	-	-	-	-
Expenditure including Tax and Share of Profit/Loss in Joint Ventures/ Associates	287.49	222.46	5.58	14.49*	-	-	-	-
Profit / (Loss) After Tax	8.06	0.33	6.55	3.45	-	-	-	-
Additional information:	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	0.50	4.16	-	-	-	-
Current financial liabilities (excluding trade and other payables and provisions)	23.38	35.86	55.10	54.06	-	-	-	-
Non- Current financial liabilities (excluding trade and other payables and provisions)	1.56	1.05	-	-	-	-	-	-
Depreciation and Amortisation	6.31	6.54	-	-	-	-	-	-
Interest Income	0.02	-	9.14	6.22	-	-	-	-
Interest Expense	2.40	3.04	-	0.17	-	-	-	-
Income tax expenses or (income)	3.47	0.26	-	0.07	-	-	-	-

*Including IRSDC share of Profit/Loss in its joint ventures.

** In the absence of management signed/audited accounts of the company proportionate shares of the same has not been disclosed.

During the year FY-2023-24 company invested of ₹0.60 Cr. as equity in an Associate namely MMG-Metro Management Group Ltd.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

II) Reconciliation of Holding Company's interest in Joint Ventures & Associates:

(₹ in crore)

Description / JVs & Associates	SAIL-RITES Bengal Wagon Industry Private Limited (Joint Venture)		Indian Railway Stations Development Corporation Limited (Joint Venture)		Elicius Energy Private Limited (Associate)		Metro Management Group Limited	
	As on 31.03.2024	As on 31.03.2023	As on 31.03.2024	As on 31.03.2023	As on 31.03.2024**	As on 31.03.2023**	As on 31.03.2024**##	As on 31.03.2023**##
Net Assets								
Net Assets of Joint Venture/ Associates	67.35	61.96	231.89	225.47	0.00	0.00	0.00	-
Proportionate share in Joint Venture (%)	50%	50%	24%	24%	13%	13%	24.5%	-
Share of interest in net assets of Joint Venture/ Associates	33.68	30.98	55.65	54.11	0.00	0.00	0.00	-
Carrying amount of interest in Joint Venture/ Associates	33.68	30.98	55.65	54.11	0.00	0.00	0.00	-
Net Profit								
Net Profit / (Loss) After Tax	7.80 [^]	0.33	6.55	3.38	-	-	-	-
Proportionate share (%)	50%	50%	24%	24%	13%	13%	24.5%	-
Share of interest in net profit after tax	3.90	0.16	1.57	0.81	-	0.00	-	-
Amount of interest in net profit after tax	3.90	0.16	1.57	0.81	-	0.00	-	-

[^]The amount of ₹0.26 lakh which has been considered in equity by the Joint Venture has been considered as part of profit & loss account while consolidation.

*Quasi equity (Perpetual loan) of ₹78.84 crore is not considered in Net Assets.

** In the absence of management signed/audited accounts of the company proportionate shares of the same has not been disclosed.

During the Financial Year - 2023-24 company invested of ₹0.60 Cr. as equity in an Associate namely MMG-Metro Management Group Ltd.

#Excluding share of Non-controlling interest in the Balance Sheet of Joint Venture.

There is no restriction on the ability of Joint Ventures to transfer funds to the holding Company in the form of cash dividends or to repay loans and advances made by the holding Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

III) All the investments in Joint Ventures & Associates are non-tradable in market.

iii) Joint Operations:

Summarised financial information of the Joint Operations are as under:

(₹ in crore)

Description / Jos	RICON		Geoconsult-RITES		Geoconsult - RITES, NRT-1		Geoconsult ZT GmbH-RITES		Geoconsult-RITES (JV)	
	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.24	Year ended 31.03.23
Non Current Assets	2.93	2.93	-	-	-	-	-	-	-	-
Current Assets	0.27	0.27	6.22	6.08	2.78	3.97	1.03	1.00	0.04	0.06
Current Liabilities	0.01	-	3.96	3.92	2.60	2.95	0.82	0.80	0.01	0.01
Non Current Liabilities	-	-	-	-	-	-	-	-	-	-
Retained Earnings / Losses	3.20	3.20	2.25	2.16	0.19	1.02	0.21	0.20	0.03	0.05
Total Revenue	-	-	0.23	0.42	0.17	0.13	0.92	0.62	-	-
Expenditure including Tax	(0.01)	0.04	0.14	0.34	1.00	0.11	0.91	0.28	0.02	0.05
Profit/(Loss) After Tax	(0.01)	(0.04)	0.09	0.08	(0.83)	0.02	0.01	0.34	(0.02)	(0.05)
Additional information:										
Cash and Cash Equivalents	0.27	0.27	0.16	0.23	0.15	0.15	0.09	0.09	0.03	0.05
Current financial liabilities (excluding trade and other payables and provisions)	-	-	-	-	-	-	0.03	0.03	-	-
Depreciation and Amortization	-	-	-	-	-	-	-	-	-	-
Interest Income	-	-	0.23	0.42	0.17	0.13	0.01	0.02	-	-
Income tax expenses or (income)	-	-	0.07	0.05	0.93	0.01	-	-	-	-

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(₹ in crore)

Description / Jos	Geoconsult P LTD- RITES (JV)		Modern Engineers Planners & Consultants Limited [Bangladesh]		Meinhardt (Singapore) Pte Ltd and RITES Ltd JV [Nepal]		RITES Ltd India in JV with Aarvee Associates	
	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.24	Year ended 31.03.23
Non-Current Assets	0.01	0.03	0.43	0.83	-	-	0.07	0.09
Current Assets	7.04	9.07	9.92	12.58	0.72	0.39	8.23	13.10
Current Liabilities	6.31	9.13	9.73	11.15	0.71	0.39	5.37	9.71
Non-Current Liabilities	-	-	-	1.73	-	-	-	-
Retained Earnings / Losses	0.74	(0.03)	0.63	0.53	0.01	0.01	2.93	3.47
Total Revenue	9.26	13.3	19.37	18.77	0.30	-	8.51	16.62
Expenditure including Tax	8.49	13.67	19.27	18.61	0.30	0.02	7.83	13.15
Profit/(Loss) After Tax	0.77	(0.37)	0.10	0.16	-	(0.02)	0.67	3.47
Additional information:								
Cash and Cash Equivalents	0.15	2.86	1.12	0.33	0.15	0.04	1.66	1.88
Current financial liabilities (excluding trade and other payables and provisions)	-	-	-	-	0.27	0.37	-	-
Depreciation and Amortization	0.01	0.04	0.07	0.06	-	-	0.03	0.02
Interest Income	0.06	0.03	-	-	-	-	-	-
Income tax expenses or (income)	0.37	-	3.87	3.75	-	-	1.42	2.77

Description / Jos	RITES - PMPL JV		RITES - SCWPL	
	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.24	Year ended 31.03.23*
Non-Current Assets	-	0.79	18.06	-
Current Assets	7.73	0.61	6.22	-
Current Liabilities	7.73	0.61	6.22	-
Non-Current Liabilities	-	0.79	18.06	-
Retained Earnings / Losses	-	-	-	-
Total Revenue	203.01	8.21	44.97	-
Expenditure including Tax	203.01	8.21	44.97	-
Profit/(Loss) After Tax	-	-	-	-
Additional information:				
Cash and Cash Equivalents	-	0.16	0.36	-
Current financial liabilities (excluding trade and other payables and provisions)	-	-	-	-
Depreciation and Amortization	-	-	-	-
Interest Income	-	-	-	-
Income tax expenses or (income)	-	-	-	-

*The holding company has formed RITES-SCWPL Joint operation during financial year 2023-24.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

iv) Holding Company jointly participated in the following projects with other entities:

Project Name	Name of entities
Gneeral Consultancy services for Haryana Orbital Rail Corridor(HORC) project from Palwal to Sonipat via Sohna,Manesar and Kharkhoda in the state of Haryana	M/s.SMEC International Pty.Limited
General Consultancy to Delhi Metro Rail Corporation Limited for Delhi Mass Rapid Transit System Project-Phase-III.	M/s Oriental Consultants Co. Limited M/s Parsons Brickerhoff International INC. M/s Tonichi Engineering Consultants INC.
General Consultancy to Bangalore Metro Rail Corporation Limited for Bangalore Metro.	M/s Oriental Consultants Co. Limited M/s Parsons Brickerhoff International INC. M/s Systra SA
General Consultancy to Metro Link Express for Gandhinagar & Ahmedabad (MEGA) Company Limited for Mass Rapid Transit System project at Ahmedabad.	M/s Systra SA France (Lead), M/s Oriental Consultants Global Co. Limited, Japan. M/s AECOM Asia Company Limited, HongKong.
General consultancy to Nagpur Metro Rail Corporation Limited for Nagpur Metro.	M/s Systra, France M/s AECOM Asia Co. Limited M/s EGIS Rail S.A.
General consultancy to Pune Metro Rail Corporation Limited for Pune Metro.	M/s Systra, France M/s AECOM Asia Co. Limited M/s EGIS Rail S.A.
Detailed design consultancy services for power supply & distribution system, 750 V DC, 3 rd rail traction electrification & SCADA system of Metro Link Express for Ghandhinagar& Ahmedabad (MEGA) Company Limited for mass Rapid Transit System Project at Ahmedabad.	M/s TUV SUD South Asia Pvt. Limited (TUV)
Feasibility report /DPR for development and operation of airport at Singrauli, M.P.	M/s KPMG
TEFR Study for Development of Integrated Multimodal Logistics Hub(IMLH) at Nangal Chaudhary in Haryana.	M/s KPMG M/s LnT IEL
Multi Modal Integration Planning for Surat Metro rail Project Phase-I	M/s RINA Consulting S.P.A, Italy- through Mumbai Branch
Design of the Intermodal transit hubs in Bangalore Package-I	M/s UMTC, New Delhi
Final Alignment Design Including Aerial LiDAR Survey and Other Related Works for Delhi-Ahmedabad High Speed Rail Corridor (about 886 kms Long).	M/s GEOKNO India Private Limited.
Feasibility and DPR for MRTS in Coimbatore	M/s Systra SA, France
DPR for Development of interodel Station at katra and Feasibility Report of Commercial Zone at Katra	M/s Creative Group M/s Seth & Associates (Associate)
PMC Services from concept to completion for construction/modification & extension of existing passenger terminal building at Srinagar Airport.	M/s Behal Joshi & associates
Appointment of PMC from concept to commissioning for "construction of Terminal Building, Ancillary Buildings, Car Parking, City side Development & other associated work at Gwalior Airport	M/s Creative Group
Design & Supervision of old runway rehabilitation (New Parallel Taxiway) at Gautam Buddha International Airport Project, Nepal	M/s Meinhardt (Singapore) Pte. Ltd.
Preparation of DPR for Development of Greenfield Airport at Dagadarthi (District Nellore),Andhra Pradesh for Commercial operations of passengers and cargo aircraft.	M/s Prime Horti Agro Projects Limited
Detailed design consultancy services for power supply receiving and distribution system, 750 V DC third rail traction electrification and SCADA systems each of Bhopal and Indore metro rail projects, Package BI-01-05	M/s ArdanuyIngenieria S.A (Consortium Partner)
Detailed Design Consultancy Services for two rolling stock depots, one in Bhopal and one in Indore. BI-01/04	M/s ArdanuyIngenieria S.A (Consortium Partner)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Project Name	Name of entities
Detailed Design Consultancy services for power supply and distribution system, 750 V DC third rail traction electrification and SCADA system of Ahmedabad metro rail project Phase-2 for Gujarath Metro Rail Corporation (GMRC) Limited	M/s ArdanuyIngenieria S.A (Consortium Partner)
Detailed Design Consultancy services for Power supply and distribution system, 750 V DC third rail traction electrification and SCADA system of Surat Metro Rail project Phase-1 for Gujarath Metro Rail Corporation (GMRC) Limited	M/s ArdanuyIngenieria S.A (Consortium Partner)
Consultancy Services for preparation of DPR for development of Economic Corridors, Inter Corridors, Feeder Routes to improve the efficiency of freight movement in India under Bharat Mala Pariyojna (Lot 2/Haryana/Package-1)	M/s Matrix Geo Solution Pvt Ltd.
Consultancy Services for preparation of DPR for development of Economic Corridors, Inter Corridors, Feeder Routes to improve the efficiency of freight movement in India under Bharat Mala Pariyojna (Lot 2/Punjab/Package-3)	M/s Matrix Geo Solution Pvt Ltd.
Consultancy Service for preparation of DPR for Greenfield Expressway from Raxaul to Haldia Port (Package-1)	M/s G Gng Advisory Pvt. Ltd.
Consultancy Service for preparation of DPR for Greenfield Expressway from Raxaul to Haldia Port (Package-2)	M/s G Gng Advisory Pvt. Ltd.
Consultancy Services for preparation of Detailed Project Report for 2 Lanning with hard Sholuder from Meluri in Nagaland ConnetingTusom, Chingai, Khamsom, ChamuNampisha, Khongla, Kasong, Saibol, Narum, Moreh, New Samtal, Khongtal, Behiang, to Singhat in the State of Manipur	M/s Shree Bhawani Consultancy Services Pvt. Ltd.
Consultancy Services for the supervision of Construction of the East Bank – East Coast Road Linkage Project (Ogle to Eccles (Haags Bosch)) – Phase 1	CB & Associates, Guyana
Consultancy services for Feasibility Study, Detailed Design, Material Investigations, Pre-contract Services and Construction Supervision of Tshesebe-Masunga Road:- PR/5/127/2001-2002 (PC RT 320-00022)	M/s PULA consultant (Pty) Ltd
Project Management Consultancy Services (PMC) for Improvement of Ashuganj River Port – Sarail – Dharkhar–Akhaura Land Port Road as 4-Lane National Highway Project	Modern Engineers Planners & Consultant Ltd, Bangladesh
Detailed Project Report for development of stretches for improving direct connectivity in Indian cities (Lot-8/Package-02) in Telangana, MP and Maharashtra	M/s Geokno India Pvt. Ltd., Hyderabad
Project Management Consultant (Facility, Equipment & Soft Component) for Assam Health System Strengthening Project (Supported by Japan International Cooperation Agency).	M/S Mukesh & Associates
Consultancy Services for High Occupancy Vehicle (HOV) Lane Study on Budaiya Highway	M/s Bahrain Energy Services, WLL M/s RINA Consulting S.P.A
DPR for development of Intermodal Station at Tirupati and Feasibility Report of Commercial Zone at Tirupati	M/s Creative Group M/s Seth & Associates (Associate)
Detailed Project Report (DPR) preparation of various Road/Tunnel projects of Public Works (R& B) Department, UT of Ladakh. (PC RT510-00081)	M/s Skylark-Designer and Engineers Pvt Ltd
Supply, installation and monitoring of Structural Health Monitoring System for Bridge no. 39 & 43 on Katra Dharam Section Udhampur-Srinagar-Baramulla Rail Link Project, Jammu & Kashmir. (PC RT510-00085)	M/s PMT infrascience in association with M/s Red Bernard Pvt Ltd
Development of Coaching Depot at Koteganguru in Mysuru Division including Civil, Electrical and Signal & Telecom works between chainage 69170 and Chainage 71620 in Shivamogga–Taloguppa section	Siddhartha Civil Works Pvt Ltd
Station Redevelopment at Kollam junction Railway Station at Kollam, Kerala for Southern Railway	Siddhartha Civil Works Pvt Ltd
Construction of Depot cum Workshop at Challaghatta in Reach-2, Extension of Bangalore Metro Rail Project Phase-2	Power Mech Projects Ltd
Selection of General Engineering Consultant for Ahemdabad Metro Rail Project -II	M/S Nippon Koei Co Ltd M/s Aarvee Associates Architects Engineer & Consultants Pvt Ltd
Hyderabad Airport Metro Limited Appointment of General Consultant (GC) for Airport Express Metro Line from Raidurg Merto Station to Shamshabad International Airport, Hyderabad On Design and Build (DB) basis	M/S SYSTRA SA FRANCE M/S DB Engineering & Consulting GmbH
Consultancy Services for Preperation of Feasibilty Cum DPR for development of various Port Connectivity Stretches under Port Connectivity Master Plan	M/S G- ENG Advisory Services Pvt Ltd

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

54. INDIAN ACCOUNTING STANDARD (IND AS) 115, DISCLOSURES ON REVENUE FROM CONTRACTS WITH CUSTOMERS ARE AS FOLLOWS:

a) Significant management judgments on Revenue Recognition:

Recognized amounts of contract revenues and related receivables reflect management's best estimate of each contract's outcome and stage of completion which is determined based on physical progress, efforts, cost incurred to date bear to the total estimated cost of the transaction, time spent, service performed or any other method that management considered appropriate. For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation and uncertainty.

b) Group has contracts with customers for different services which are given below:-

- Consultancy Services
- Export of rolling stock, equipments and spares
- Turnkey Construction Projects
- Power Generation

Beside above, the holding Company has contracts with customers for wet leasing which are covered under Indian Accounting standard (Ind AS) 116, Leases

c) Company has recognized revenue either on the basis of over time or point in time depending upon satisfaction of performance obligation on transferring control of goods or services to customer. Revenue has been recognized by the Company over time basis if any one of the following conditions is met:

- Customer simultaneously receives and consumes the benefits
- Company's performance creates or enhances an asset that the customer controls as the assets is created or enhanced
- Company's performance does not create with alternative use and Company has enforceable right to payment for performance completed to date.

In case, none of the above conditions is met, revenue recognized by the Company on the basis of point in time.

d) Disaggregation Revenue information:

The below presents Disaggregated Revenues from contract with customer for the year ended 31st March, 2024 from various streams of revenue. The Company believe that this Disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factor.

(₹in crore)

Particulars	Consultancy Services		Inspection Fee		Export Sale	Turnkey Construction Projects-Domestic	Power generation	Total
	Domestic	Abroad	Domestic	Abroad				
2023-24	881.49	92.84	310.10	2.07	96.75	903.48	19.21	2305.94
2022-23	723.52	156.40	384.26	8.67	283.49	884.53	19.83	2460.70

e) Company is rendering many project management consultancy services for and on behalf of clients where fee is due to Company for professional services.

f) In most of the cases, payments from customers are linked with performance obligations. Wherever on the reporting date work has been performed and payment is not due as per the contract, in such cases contract assets have been created. However, where payment has been received including advance but performance has not been completed, in such cases contract liabilities have been created. Advances received by the Company for execution of work are in the nature of security i.e. a source of protection and are not for financing the project.

g) Company provides warranty in the nature of assurance for which provisions are made as per the Indian Accounting standard (Ind AS) 37, Provisions, Contingent Liabilities and Contingent Assets.

h) During the year, impairment of amount receivable from client for services rendered/goods supplied charged to Statement of Profit and Loss amounting to ₹ 10.15 crore (previous year ₹ 24.61 crore), which includes impairment for lease services amounting to ₹ 1.14 crore (previous year ₹ 0.22 crore).

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- i) Balances of Receivables/Contract assets/Contract liabilities are as under:

Particulars	(₹ in crore)	
	As on 31.03.2024	As on 31.03.2023
Receivables includes lease receivables of ₹ 45.79 crore (Previous year ₹ 50.36 crore)	1029.96	1,033.83
Contract assets	269.60	274.52
Contract liabilities includes lease liabilities of ₹ Nil (Previous year ₹ Nil crore)	67.62	19.17

- j) During the year ended March 31, 2024, ₹ 104.51 crore and March 31, 2023, ₹ 53.63 crore of unbilled revenue as of April 1, 2023 and April 1st 2022 respectively has been reclassified to Trade receivables upon billing to customers on completion of milestones.
- k) During the year ended March 31, 2024 ₹ 12.45 Crore and March 31, 2023 ₹ 59.45 crore of contract liabilities as of April 1, 2023 and April 1, 2022 has been recognized as revenue after completion of milestones.
- l) The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2024 is ₹ 5399 crore which pertains to various segment of the Holding Company. Holding Company likely to recognize this revenue over a period ranging from one year to three years. The aggregate value of performance obligations that was completely or partially unsatisfied as at March 31, 2023 was ₹ 5543 crore which pertains to various segment of the Company.
- m) The Group has not incurred any cost for obtaining contracts except administrative cost required for preparation of offers and the same is charged to statement of Profit and Loss.
- n) The Group has recognized unamortized contract assets of ₹ Nil (previous year ₹ Nil crore) on account of costs incurred in fulfilling the contract.

55. INDIAN ACCOUNTING STANDARD (IND AS)116, DISCLOSURES ON LEASES ARE AS FOLLOWS:

a) Group as Lessee: -

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the term of useful life of right-of-use asset.

The holding Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The holding Company has no borrowing, as such 3-year SBI MCLR rate 8.70% and 7.30% has been considered as weighted average incremental borrowing rate for calculation of present value of lease liability for the FY- 2023-24 and 2022-23 respectively.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

i) The following is the summary of practical expedients applied:

- I) The Group has used a single discount rate to a portfolio of leases with similar characteristics.
- II) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- III) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

ii) Following are the changes in the carrying value of right of use assets for the year ended March 31, 2024:

(₹ in crore)

Particulars	Category of ROU Assets			
	Land	Building	Residential Quarters	Total
Balance as at April 1, 2023	1.67	16.41	3.33	21.41
Additions	-	4.22	-	4.22
Depreciation	(0.53)	(2.31)	(0.25)	(3.09)
Adjustment		(0.03)		(0.03)
Balance as at March 31, 2024	1.14	18.29	3.08	22.51

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2023

(₹ in crore)

Particulars	Category of ROU Assets			
	Land	Building	Residential Quarters	Total
Balance as at April 1, 2022	2.19	14.38	3.58	20.15
Additions		4.95		4.95
Depreciation	(0.52)	(2.92)	(0.25)	(3.69)
Balance as at March 31, 2023	1.67	16.41	3.33	21.41

Depreciation on right-of-use assets is as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Land	0.53	0.52
Building	2.31	2.92
Residential quarter	0.25	0.25
Total	3.09	3.69

iii) The following is the break-up of current and non-current lease liabilities:

(₹ in crore)

Particulars	As on 31.03.2024	As on 31.03.2023
Current lease liabilities	1.62	0.90
Non-current lease liabilities	6.38	4.52
Total	8.00	5.42

iv) The following is the movement in lease liabilities:

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Opening Balance	5.42	2.94
Additions	4.22	4.95
Finance cost accrued during the period	0.53	0.46
Payment of lease liabilities	(2.13)	(2.93)
Adjustment	(0.04)	-
Closing Balance	8.00	5.42

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- v) **The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:**

(₹ in crore)

Particulars	As on 31.03.2024	As on 31.03.2023
Less than one year	2.18	1.25
One to five years	5.91	3.42
More than five years	1.87	2.69
Total	9.96	7.36

The holding Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

- vi) During the year ended 31 March 2024, the Group incurred expenses amounting to ₹ 13.58 crore (Previous Year ₹ 14.96 crore) on accounts of short-term leases and leases of low-value assets. For the year ended 31 March 2024 the total cash outflows for leases including short-term leases and low-value asset amounted to ₹ 15.71 crore (Previous Year ₹17.88 crore)
- vii) ROU Assets includes staff quarters at Liluah Howrah, Kolkata from Indian Railways, for which lease has been expired in the month of March,2009. The extension has been sought from Indian Railways.
- viii) The Group does not have any lease restrictions and commitment towards variable lease rent as per the contract.
- ix) The Group has no commitments towards Leases yet to be commenced as on 31.03.2024.
- x) The Group has not sub-leased any of the assets taken on lease.

b) Group as a lessor:

Operating Lease: As Lessor

The holding Company has leasing arrangement of locomotives in domestic market mainly on cancellable basis which includes providing services of its experts for maintenance of these locomotives for which lease rent is received from the clients as per terms of the contracts.

New & In-Service Locomotives (refer note no.2)

(₹ in crore)

Description	Year Ended 31.03.2024	Year Ended 31.03.2023
Gross carrying amount	457.95	437.39
Accumulated depreciation	(264.98)	(231.72)
Net carrying amount	192.97	205.67
Depreciation provided for the year	34.82	42.15

- c) **The holding Company does not envisage any contraction in demand which could result in significant down-sizing of its business operations.**

56. INDIAN ACCOUNTING STANDARD (IND-AS) 12, DISCLOSURES ON INCOME TAXES ARE AS FOLLOWS:

The holding Company opted to exercise the option permitted under section 115BAA of the Income Tax Act,1961 as promulgated by the GOI vide the Taxation Laws (Amendment) Ordinance, 2019 and has taken 25.168% (Income tax 22%+Surcharge10%+Higher Education cess 4%) rate of corporate tax in its accounts. However, one of the subsidiary companies (REMC Limited) did not opt the same due to available balances of unutilized MAT Credit and losses due to unabsorbed depreciation. Accordingly, the holding Company has recognized provision for income tax for the year. The holding Company has recognized provision for income tax and measured its deferred tax assets/liabilities during the year.

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a) Income tax expense in the consolidated statement of profit and loss comprises:

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Income Tax Expenses:		
- Current Taxes	172.45	202.08
- Earlier Years (Net)	(1.82)	0.16
Total - A	170.63	202.24
Tax on Other Comprehensive Income (OCI) – B	2.12	1.95
Tax on Buy Back Expenses – C	-	-
Sub Total - D= (A+B+C)	172.75	204.19
Deferred Tax (Net) – Prior Periods	0.00	0.00
Deferred Tax (Net) – Current Years	4.53	0.72
Sub Total – E	4.53	0.72
Total – F=D+E	177.28	204.91

Entire deferred income tax for the year ended 31st March, 2024 and previous year ended on 31st March, 2023 relates to origination and reversal of temporary differences.

b) Reconciliation of the Income Tax Expenses for the year to amount computed as expected tax expense by applying statutory income tax rates is as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Profit before Tax	671.67	773.92
Inter Corporate Dividend	-	-
Profit before Tax	671.67	773.92
Enacted Tax Rates in India on Normal Income	25.17%	25.17%
Enacted Tax Rates in India on LTCCG	22.88%	22.88%
Computed Expected Tax Expense*	169.05	194.78
Tax effect due to accounting for JVs/Subsidiaries	9.89	4.88
Tax effect of income exempted from non operating income	(12.08)	(6.65)
Tax effect due to deductible temporary differences	(0.64)	(0.13)
Tax Effect due to Earlier Period Taxes	(1.82)	0.16
Additional Tax Effect due to Income from House Property and other sources	(0.62)	(1.52)
Tax Effect due to claim of Expenditure not charged to Statement of Profit and Loss	-	-
Tax Effect of Non-Deductible Expenditures for determining taxable Profit	3.78	4.14
Tax effect due to income from Joint Operations	3.06	4.01
Effect of Different Tax Rate under various jurisdiction	4.54	3.29
Tax effect due to OCI	2.12	1.95
Current Tax Expense for the year	177.28	204.91

*Computed expected tax expense for the respective years including tax expense calculated on income of RITES at the rates mentioned herein and tax expense calculated on income of subsidiaries and joint ventures are different from rates mentioned herein.

c) REMC Limited

- The Company has not opted to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as promulgated by the GOI vide the Taxation Laws (Amendment) Ordinance, 2019 due to available balances of unabsorbed MAT credit and losses on due to un-absorbed depreciation. The turnover of the Company during FY 2018-19 was less than 400 Cr, accordingly, continues to pay tax at the rate of 25% plus surcharge & HEC.

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FOR THE YEAR ENDED MARCH 31ST, 2024

The enacted tax rate of RITES (Afrika) (Pty) Limited is 22% both for the year ended 31st March 2024 and previous year ended on 31st March, 2023 respectively.

d) Details of income tax assets and liabilities as of 31st March, 2024 and 31st March, 2023 are as follows:

Particulars	(₹ in crore)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
Income Tax Assets	252.24	231.66
Less: Current income tax liabilities	174.56	203.97
Net Current Income Tax Assets/(Liability) at the year end	77.68	27.69

e) The gross movement in the current income tax asset/ (liability) for the year ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	(₹ in crore)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
Net current income tax asset/(liability) at the beginning of the year	27.69	49.37
Current Income Tax on OCI	(2.12)	(1.95)
Current Income Tax on Buy Back Expenses	-	-
Income Tax paid	222.74	182.51
Current income tax expense	(170.63)	(202.24)
Net Current Income Tax Asset/(Liability) at the end of the year	77.68	27.69

f) The tax effects of significant temporary differences that resulted in deferred income tax asset and liabilities are as follows:

Particulars	(₹ in crore)	
	As on 31.03.2024	As on 31.03.2023
Deferred Income Tax Assets:		
Accrued Compensation to Employees	22.51	23.32
Provisions for Doubtful Debts, Security Deposits/EMD, Advances Etc.	40.29	38.75
Provision for Warranty	7.55	11.36
Lease Liability ROU Assets	2.01	1.36
MAT credit available	-	3.91
Total Deferred Income Tax Assets - I	72.36	78.70
Deferred Income Tax Liabilities:		
Depreciation on Property Plant & Equipment and Intangible Assets	46.30	47.51
Interest Accrued on income tax Refund	(61.01)	-
Donation to PM care Fund	-	-
Unrealized Short-term Gain (Loss) on Mutual Funds	-	-
Total Deferred Income Tax Liabilities - II	(14.71)	47.51
Deferred Income Tax Assets after set off	87.07	31.19
Deferred Income Tax Liabilities after set off	-	-

i) Deferred tax assets and liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

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- ii) The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the period in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making the assessment.

Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realise the benefits of those deductible differences. The amount of deferred income tax assets considered realisable, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

g) The gross movement in the deferred income tax account for the year ended March 31,2024 and previous year ended on March 31, 2023 are as follows:

(₹ in crore)

Movement during the year ended 31.03.2024	As on 31.03.2023	Recognized in Profit & Loss	Recognized in OCI	As on 31.03.2024
Tax Effect of items constituting deferred Tax Liabilities				
(i) Property, Plant & Equipments	47.51	(1.21)	-	46.30
(ii) Interest accrued on income tax refund	-	(61.01)	-	(61.01)
(iii) Unrealised Short term Gain (Loss) on Mutual Funds	-	-	-	-
Total-A	47.51	(62.22)	-	(14.71)
Tax Effects of Items Constituting deferred Tax Assets				
(i) Provisions for Leave Encashment of Employees	22.57	(0.39)	-	22.18
(ii) Provision for superannuation Medical	0.67	(0.42)	-	0.25
(iii) Other Employee Benefits	0.08	-	-	0.08
(iv) Prov. For Doubtful Debts & Advances	38.75	1.54	-	40.29
(v) Provision for warranty	11.36	(3.81)	-	7.55
(vi) Lease Liability for ROU Assets	1.36	0.65	-	2.01
(vii) MAT credit available	3.91	(3.91)	-	-
(viii) Business Loss	-	-	-	-
Total-B	78.70	(6.34)	-	72.36
Deferred Tax (Assets)/Liabilities (A-B)	(31.19)	(55.88)	-	(87.07)

The composition of deferred assets relating to temporary differences during the year ended 31st March, 2024 is primarily on account of Property Plant and Equipment, Trade Receivable, Compensation to Employees, MAT credit Entitlement etc.

The gross movement in the deferred income tax account for the year ended March 31,2023 and previous year ended on March 31, 2022 are as follows:

(₹ in crore)

Movement during the year ended 31.03.2023	As on 31.03.2022	Recognized in Profit & Loss	Recognized in OCI	As on 31.03.2023
Tax Effect of items constituting deferred Tax Liabilities				
(i) Property, Plant & Equipments	49.65	(2.14)	-	47.51
(ii) Interest accrued on income tax refund	1.51	(1.51)	-	-
(iii) Unrealised Short term Gain (Loss) on Mutual Funds	0.06	(0.06)	-	-
Total-A	51.22	(3.71)	-	47.51
Tax Effects of Items Constituting deferred Tax Assets				
(i) Provisions for Leave Encashment of Employees	23.50	(0.93)	-	22.57
(ii) Provision for superannuation Medical	0.19	0.48	-	0.67
(iii) Other Employee Benefits	0.13	(0.05)	-	0.08

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(₹ in crore)

Movement during the year ended 31.03.2023	As on 31.03.2022	Recognized in Profit & Loss	Recognized in OCI	As on 31.03.2023
(iv) Prov. For Doubtful Debts & Advances	32.52	6.23	-	38.75
(v) Provision for warranty	11.33	0.03	-	11.36
(vi) Lease Liability for ROU Assets	0.74	0.62	-	1.36
(vii) MAT credit available	14.72	(10.81)	-	3.91
(viii) Business Loss	-	-	-	-
Total-B	83.13	(4.43)	-	78.70
Deferred Tax (Assets)/Liabilities (A-B)	(31.91)	0.72	-	(31.19)

The composition of deferred assets/liabilities relating to temporary differences during the year ended 31st March, 2023 is primarily on account of Property Plant and Equipment, Trade Receivable, Compensation to Employees, MAT credit Entitlement etc.

57. INDIAN ACCOUNTING STANDARD (IND-AS) 1: DISCLOSURES ON PRESENTATION OF FINANCIAL STATEMENTS ARE AS FOLLOWS:

a) Reclassification and Comparative figures

Certain reclassifications have been made to the comparative period's financial statements to enhance comparability with current year financial statement. As a result, certain line items have been reclassified in the Balance sheet, Statement of profit & loss and Statement of cash flow, the details of which are as under:

Items of Balance sheet before and after reclassification for the year ended 31st March 2023

Particulars	Before Re-classification	Reclassification	After Re-classification
Capital work in progress	100.54	(2.50)	98.04
Intangible Assets under Development	0	2.50	2.50

Items of Statement of cash flow before and after Re-classification for the year ended 31st March-2023

Particulars	Before Re-classification	Reclassification	After Re-classification
Finance Cost (Operating Activities)	7.04	(0.01)	7.03
Finance cost other than interest on borrowing (Financing Activities)	(3.55)	0.01	(3.54)
Fixed deposit placed with Bank	(949.99)	(66.84)	(1016.83)
Redemption of fixed deposit with Bank	940.13	66.84	1006.97

Items of Statement of Profit & Loss before and after reclassification for the year ended 31st March 2023

Particulars	Before Re-classification	Reclassification	After Re-classification
Finance Cost	7.04	(0.01)	7.03
Other Expenses	145.69	0.01	145.70

b) Subsequent Event – Dividend in case of Holding and its Indian subsidiary

The Board of Directors of holding Company has proposed a sum of ₹ 120.15 crore (₹ 5 per share to 24.03 crore equity shares) as final dividend for FY 2023-24 subject to approval of shareholders in Annual General Meeting. If approved, the dividend would result in a cash outflow of ₹ 120.15 crore.

The Board of Directors of the subsidiary Company (REMC Limited) proposed a final dividend of ₹24.15 crore (₹ 2.30 per share to 10.50 crore equity shares) in respect of the financial year 2023-24 subject to approval of shareholders in Annual General meeting. If approved, the dividend would result into cash outflow of ₹ 24.15 crore.

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58. DISCLOSURE AS PER REGULATION 34(3) OF LISTING AGREEMENTS WITH THE STOCK EXCHANGE

(₹ in crore)

Description	Financial Year	Outstanding balance	Maximum amount due during the year
Investment in Subsidiaries			
(i) REMC Limited	31.03.2024	35.70	35.70
	31.03.2023	35.70	35.70
(ii) RITES (Afrika) (Pty) Limited., Botswana	31.03.2024	0.01	0.01
	31.03.2023	0.01	0.01
Investment in Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry Private Limited	31.03.2024	24.00	24.00
	31.03.2023	24.00	24.00
(ii) Indian Railway Stations Development Corporation Limited	31.03.2024	48.00	48.00
	31.03.2023	48.00	48.00
Investment in Associates			
(i) Elicius Energy Private Limited	31.03.2024	0.00*	0.00*
	31.03.2023	0.00*	0.00*
(ii) MMG Metro Limited	31.03.2024	0.60*	0.00
	31.03.2023	0.00	0.00
Loans & advances to Subsidiaries			
(i) REMC Limited	31.03.2024	-	-
	31.03.2023	-	-
(ii) RITES (Afrika) (Pty) Limited., Botswana	31.03.2024	-	-
	31.03.2023	-	-
Loans & advances to Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry Private Limited	31.03.2024	-	-
	31.03.2023	-	-
(ii) Indian Railway Stations Development Corporation Limited	31.03.2024	-	-
	31.03.2023	-	-
Loans & advances to Associates			
(i) Elicius Energy Private Limited	31.03.2024	-	-
	31.03.2023	-	-
(ii) MMG Metro Limited	31.03.2024	-	-
	31.03.2023	-	-

*Please refer note no 60 (i) & (o)

59. CAPITAL MANAGEMENT

The Group's objective for capital management is to maximize shareholders value, safeguard business continuity and support the growth of the Group. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are primarily being met through operating cash flows generated.

60. OTHER DISCLOSURES

- a) Ministry of Railway (MoR) vide letter dated 18.10.2021 has decided in principle for closure of one of the Joint ventures of the Group i.e. Indian Railway Stations Development Corporation Limited (IRSDC), in which the holding company has an investment of ₹48 Crore (net of capital reserve). Closure activities are underway and Board of IRSDC has decided to transfer the assets & liabilities of IRSDC to Rail Land Development Authority on slump sale basis (excluding investment in Subsidiary & Associate of IRSDC) for consideration not less than book value. Financial

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statements of IRSDC has been prepared on liquidation basis. As at 31.03.2024, IRSDC has reported a net worth of ₹ 231.89 Crore, out of which 24% share i.e. ₹55.65 crore belongs to holding company, therefore Group does not perceive any impairment in the value of investment in IRSDC.

- b) Assets and liabilities are classified between current and non-current considering 12 months period as operating cycle.
c) **Information on Corporate Social Responsibility expenditure**

i) In case of holding Company:

- I) Gross amount required to be spent including advances given during the year 2023-24 ₹ 13.30 crore (previous year 2022-23 ₹14.10crore).
II) Expenditure incurred including advance on CSR during the year on:

(₹ in crore)

Particulars	Amount Paid		Unspent Amount		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
(i) Construction/ acquisition of any asset		-		-		-
(ii) On purposes other than (i) above**	13.31	14.10	-	-	13.31	14.10
Total	13.31	14.10	-	-	13.31	14.10

* Includes following expenditure on account of admin overhead and capacity builds

- (a) Salary Expenses ₹ 0.55 crore (previous year ₹ 0.62 crore)
(b) Other Expense ₹ 0.18 crore (previous year ₹ 0.05 crore)

- III) Details of unspent CSR amount of ongoing project in compliance with the provision of Section 135(6) of the Act.

(₹ in crore)

Unspent CSR	Opening carrying amount	Addition during the year	Used during the year	Closing Carrying amount
As at 31.03.2024	1.84	-	0.61	1.23
As at 31.03.2023	4.27	-	2.43	1.84

- IV) Nature of CSR Activities: The primary focus of CSR activity is on creation of necessary infrastructure, and avenues for employment and income generation, and empowering the people by inclusion in economic mainstream and facilitating sustainable development of marginalized and under privileged sections of the society in and around areas of Company's operations and in backward regions or such other areas as may be defined by the Board. These infrastructure assets then can be taken over by local community/ NGOs/ SHGs for day-to-day operations and maintenance

ii) In case of subsidiary Company (REMC Limited):

- I) Gross amount required to be spent during the year 2023-24 is ₹ 1.24 crore (previous year 2022-23 ₹ 1.01 crore).
II) Expenditure incurred including advances on CSR during the year on:

(₹ in crore)

Particulars	Amount Paid		Unspent Amount		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
(i) Construction/ acquisition of any asset	-	-	-	-	-	-
(ii) On purposes other than (i) above**	1.24	1.01**	-	-	1.01	1.01
Total	1.24	1.01	-	-	1.01	1.01

*Includes following expenditure on account of admin overhead and capacity builds:

- (a) Salary Expenses ₹ 0.06 crore (previous year ₹ 0.05 crore)
(b) Other Expense ₹ Nil (previous year ₹ Nil)

** The Company has booked a CSR expenditure of ₹ Nil (Previous Year 2022-23 ₹ 0.50 Lakh) based on the bills submitted by the vendor and therefore included in the current liability of the company.

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- III) Details of unspent CSR amount of ongoing project in compliance with the provision of Section 135(6) of the Act Movement of provision of CSR unspent

Unspent CSR	Opening carrying amount	Addition during the year	Used during the year	Closing Carrying amount
As at 31.03.2024	-	-	-	-
As at 31.03.2023	0.10	-	0.10	-

- iii) Short fall other than ongoing projects of CSR – Nil (Previous Year- Nil)
- iv) Reasons for short fall other than ongoing projects of CSR – Not Applicable.
- d) Salary expenses and Travel expenses included in expenditure on Capital work in progress/Property, Plant & Equipment and expenditure incurred during warranty period are as follows:

Particulars	(₹ in crore)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
Salary Expenses	6.66	7.75
Travel Expenses	1.29	1.03

- e) In case of Group details of dues to micro, small and medium enterprises as defined under The Micro, Small and Medium Enterprises Development Act, 2006* are given on the basis of information available with the management.

Sl. No.	Particulars	(₹ in crore)	
		Year Ended 31.03.2024	Year Ended 31.03.2023
A	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period		
	Principal amount due to micro and small enterprises	31.09	48.99
	Interest due on above	-	-
B	The amount of interest paid by the buyer in terms of Section 16 of The Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period.	-	-
C	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under The Micro, Small and Medium Enterprises Development Act, 2006.	-	-
D	The amount of interest due and remaining unpaid at the end of each accounting period.	-	-
E	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of The Micro, Small and Medium Enterprises Development Act, 2006.	-	-

*The Holding Company identify supplier registered under The Micro, Small and Medium Enterprises Development Act, 2006, by obtaining confirmations from all suppliers at time issue of tender. Information has been collated only to the extent of information received.

f) Disclosure of Capital Work in Progress

(A) Capital Work in Progress

- (i) Ageing as on 31.03.2024

CWIP Project	(₹ in crore)				
	Less than 1 year	1 year-2 year	2 Years- 3 years	More than 3 years	Total*
Projects in progress	78.92	36.79	42.53	15.48	173.72

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- (ii) Capital Work in Progress Completion Schedule as on 31.03.2024 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress					
Residential cum Guest House at Plot No.V-37/13 in DLF City, Phase-III, Gurugram	0.86	-	-	-	0.86
RITES Office Building at Kolkata	152.22	-	-	-	152.22
Total	153.08	-	-	-	153.08

- (iii) Ageing Schedule as on 31.03.2023

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Projects in progress	51.23	37.97	10.50	0.84	100.54

- (iv) Capital Work in Progress Completion Schedule as on 31.03.2023 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress					
Residential cum Guest House at Plot No.V-37/13 in DLF City, Phase-III, Gurugram	0.54	-	-	-	0.54
RITES Office Building at Kolkata	90.17	-	-	-	90.17
National Control Centre, Bhikaji Cama Place Delhi	5.75	-	-	-	5.75
Total	96.46	-	-	-	96.46

*Refer Note no.3 for Capital Work in progress schedule.

(B) Intangible Asset under Development:

- (i) Ageing as on 31.03.2024

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Software Underdevelopment	0.18	-	-	-	0.18

*Refer Note No.6 for Intangible Assets Under Development.

- (ii) Intangible Asset under Development Completion Schedule as on 31.03.2024 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress					
Software Underdevelopment	0.18	-	-	-	0.18
Total	0.18	-	-	-	0.18

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iii) Ageing as on 31.03.2023

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Projects in progress	-	-	-	-	-

iv) Intangible Asset under Development Completion Schedule as on 31.03.2023 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress					
National Energy Management Center (NEMC)	2.50	-	-	-	2.50
Total	2.50	-	-	-	2.50

- g) In Case of Holding company, Lease deeds are pending for execution in respect of the office building at Central Metro Railway Building, 56, C.R.Avenue, Kolkata of ₹ 1.32 crore, the physical testing laboratory at 52 A&B, C.R. Avenue, Kolkata of ₹ 0.46 crore, office building at DLF Cybercity, Bhubaneshwar of ₹ 5.43 crore and building at Liluah, Howrah of ₹ 1 only.
- h) In case of Holding Company, land for office building at Gomati Nagar Extension, Lucknow allotted by Lucknow Development Authority (LDA) having a total cost of ₹ 4.22 crore is yet to be registered in the name of the holding Company due to dispute of stamp duty. However, physical possession of the land has been with the holding Company w.e.f. 27th June 2019.
- i) The financial statements are presented in ₹ crore. Those items which are required to be disclosed but can't be presented in the financial statement due to rounding off to the nearest ₹ crore are given as follows:-
Balance sheet items of holding Company

(Figures in ₹)

Description	Note No.	As on 31.03.2024	As on 31.03.2023
Investment in joint venture and associates applying equity method.	7		
Elicius Energy Private Limited		17736.00	17736.00
Share of profit/(loss) of joint venture and associates			
Elicius Energy Private Limited	39	0.00	0.00
Non-current investment	8.1		
(i) Moru Mahal Co-operative Society Limited		250.00	250.00
(ii) Amit Industrial Premises Co-operative Society Limited		500.00	500.00
(iii) Regent Chambers Premises Co-operative Society Limited		500.00	500.00

- j) Balances shown under trade receivable, advances and trade payables including Indian Railway are subject to confirmation / reconciliation/ adjustment, if any. The Group has been sending letters for confirmation to parties. However, the Group does not expect any material dispute w.r.t. the recoverability/payment of the same.

In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

- k) In case of Holding Company, information as regard to loans, investments made as required under section 186(4) of the Companies Act, 2013 have been given vide note no. 8,9 & 17.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

- l) Group has not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or like on behalf of the Ultimate Beneficiaries.
- m) Group has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that Group shall, 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.
- n) The Code on Social Security, 2020 ("the Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the code becomes effective.
- o) During the year company invested of ₹0.60 Cr. as equity in an Associate namely MMG-Metro Management Group Ltd. in Israel with 24.50% share. The other two joint venture partners are Poran Shrem Engineering and Appraisal Ltd (Israel company) with 51% share and DMRC Limited with 24.50% share. Management has decided to liquidate investment in M/s Metro Management Group Ltd (MMG) and entire equity investment of Rs 0.60 crore has been provided for in books of Accounts.

61. OTHER DISCLOSURE OF GROUP

- a) **In case of SAIL-RITES Bengal Wagon Industry Private Limited, Company has following borrowing facilities:-**

i) Other Borrowings:

Particulars	(₹ in crore)	
	31.03.2024	31.03.2023
Cash credit from SBI	22.87	28.18
Total	22.87	28.18

- b) **Assets & Liabilities have been translated at closing exchange rate and profit & loss items have been translated at average exchange rate of RITES (Afrika) (Pty) Limited (Subsidiary Company).**

Currency	31.03.2024		31.03.2023	
	Closing rate	Average rate	Closing rate	Average rate
	1 Pula (Botswana)	5.9909	6.06257	6.203884

(Source Oanda.com)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

62. ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO REVISED SCHEDULE-III OF THE COMPANIES ACT, 2013:

Information for the year ended 31.03.2024

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 Crore)	As % of Consolidated Share in profit & Loss	Amount (₹In Crore)	As % of Consolidated share in Other Comprehensive Income	Amount (₹In Crore)	As % of Consolidated share in Total Other Comprehensive Income	Amount (₹In Crore)
Holding Company								
RITES Limited	96.09	2506.87	99.72	454.11	102.78	6.29	99.76	460.4
Subsidiaries	-	-	-	-	-	-	-	-
Indian	-	-	-	-	-	-	-	-
REMC Limited	8.75	228.39	17.83	81.22	-	-	17.6	81.22
Foreign	-	-	-	-	-	-	-	-
RITES(Afrika) (Pty) Limited	0.16	4.06	0.18	0.81	(2.29)	(0.14)	0.15	0.67
Minority Interests in all subsidiaries	(4.29)	(111.92)	(8.74)	(39.8)	-	-	(8.62)	(39.8)
Joint ventures (investment as per equity method)								
Indian								
SAIL-RITES Bengal Wagon Industry Private Limited	1.29	33.67	0.86	3.9	-	-	0.85	3.9
Indian Railways Stations Development Corporation Limited	2.13	55.65	0.34	1.57			0.34	1.57
Associates (investment as per equity method)								
Elicius Energy Private Limited	-	-	-	-	-	-	-	-
MMG METRO	-	-	-	-	-	-	-	-
Adjustment for consolidation	(4.13)	(107.71)	(10.19)	(46.41)	(0.49)	(0.03)	(10.08)	(46.44)
TOTAL	100	2609.01	100	455.4	100	6.12	100	461.52

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31ST, 2024

Information for the year ended 31.03.2023

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 Crore)	As % of Consolidated Share in profit & Loss	Amount (₹In Crore)	As % of Consolidated share in Other Comprehensive Income	Amount (₹In Crore)	As % of Consolidated share in Total Other Comprehensive Income	Amount (₹In Crore)
Holding Company								
RITES Limited	96.13	2503.04	97.88	530.54	102.48	5.79	97.92	536.33
Subsidiaries								
Indian								
REMC Limited	9.04	235.37	10.89	59.04	-	-	10.78	59.04
Foreign								
RITES(Afrika) (Pty) Limited	0.14	3.61	0.14	0.78	-	-	0.14	0.78
Minority Interests in all subsidiaries	(4.43)	(115.34)	(5.34)	(28.93)	-	-	(5.28)	(28.93)
Joint ventures (investment as per equity method)								
Indian								
SAIL-RITES Bengal Wagon Industry Private Limited	1.19	30.98	0.03	0.16	-	-	0.03	0.16
Indian Railways Stations Development Corporation Limited	2.07	53.83	0.15	0.81	-	-	0.15	0.81
Associates (investment as per equity method)								
Elicius Energy Private Limited	-	-	-	-	-	-	-	-
Adjustment for consolidation	(4.14)	(107.71)	(3.75)	(20.36)	(2.48)	(0.14)	(3.74)	(20.50)
TOTAL	100.00	2603.78	100.00	542.04	100.00	5.65	100.00	547.69

63. RECENT ACCOUNTING PRONOUNCEMENTS:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

For and on behalf of the Board of Directors

Rahul Mithal

Chairman & Managing Director
and Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal

Director (Finance) & Chief Financial Officer
DIN: 10239667

Ashok Mishra

Company Secretary
M.No.FCS 6411

As per our report of even date attached

For **Pawan Puri & Associates**

Chartered Accountants
Firm Registration No.005950N

Ashish Anand

Partner
Membership No.532897
UDIN: 24532897BKGWPG5407

Place : Gurugram
Dated : 28.05.2024

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) READ WITH SECTION 129(4) OF THE COMPANIES ACT, 2013 ON THE CONSOLIDATED FINANCIAL STATEMENTS OF RITES LIMITED FOR THE YEAR ENDED 31 MARCH, 2024

The preparation of consolidated financial statements of RITES Limited for the year ended 31 March, 2024 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139 (5) read with Section 129 (4) of the Act are responsible for expressing opinion on the financial statements under Section 143 read with Section 129 (4) of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 28 May, 2024.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the consolidated financial statements of RITES Limited for the year ended 31 March, 2024 under Section 143(6) (a) read with Section 129 (4) of the Act. We conducted a supplementary audit of the financial statements of REMC Limited and SAIL RITES Bengal Wagon Industry Private Limited but did not conduct Supplementary Audit of the financial statements of Indian Railway Stations Development Corporation Limited for the year ended on that date.

Further, Section 139(5) and 143 (6) (a) of the Act are not applicable to M/s Elicius Energy Private Limited being private entities, RITES (Afrika) (Pty) Limited (Botswana) and M/s. Metro Management Group Limited (Israel), being a private entity incorporated in a foreign country under the respective laws for appointment of their Statutory Auditor and for conduct of supplementary audit. Accordingly, the Comptroller and Auditor General of India has neither appointed the Statutory Auditors nor conducted the supplementary audit of these companies. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and Company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors report under Section 143(6) (b) of the Act.

For and on the behalf of the
Comptroller & Auditor General of India

Dr. Nilotpal Goswami

Director General of Audit
Railway Commercial, New Delhi

Place: New Delhi

Date: 31.07.2024



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