



ORIENTAL RAIL INFRASTRUCTURE LIMITED

(Formerly known as Oriental Veneer Products Limited)

August 29, 2024

To,
BSE Limited,
1st Floor, New Trading Wing,
Rotunda Bldg., P.J. Towers,
Dalal Street, Fort, Mumbai- 400 001

BSE Scrip code: 531859

Dear Sir/Madam,

Sub: Submission of Annual Report pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Annual Report of the Company for the year ended 31st March, 2024.

You are requested to take the same in your record.

Thanking you,

Yours Truly,
For **Oriental Rail Infrastructure Limited,**

Hardik Chandra
Company Secretary

Encl: as above



CIN: L35100MH1991PLC060686

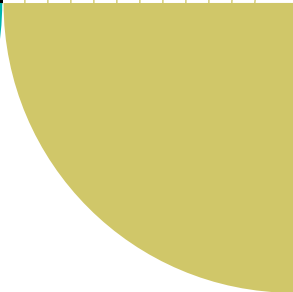
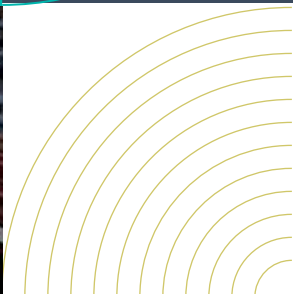
Registered Office: Survey No. 49, Village Aghai, Taluka Shahpur, Dist. Thane – 421 601, Maharashtra, India
Corporate Office: 16, Mascarenhas Road, Mazgaon, Mumbai – 400 010, Maharashtra, India

Tel: +91 22 6138 9400 Email: compliance@orientalrail.co.in Website: www.orientalrail.com



33RD ANNUAL REPORT

2023-24





ABOUT US

Our Company, Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) ('ORIL') is a 33 year old organization engaged in the manufacturing and supply of several items for the Indian Railways and other industries. The Company had modest beginnings in 1991, it commenced operations by manufacturing Veneer and Railway products. In fact, the company was listed on Bombay Stock Exchange (BSE) on July 24, 1996 under the Script Code: 531859 with ISIN: INE457G01029.

We have a wholly owned subsidiary under the name of Oriental Foundry Private Limited (OFPL) incorporated on July 25, 2014. OFPL is a major manufacturer of Heavy Engineering Equipment's like Railway Rolling Stock a diverse range of products which includes Wagons, Bogie, Coupler & Draft Gears through its wholly owned subsidiary Oriental Foundry Private Limited (OFPL).

The Companies are in line with the Nation's developing concept of 'MAKE IN INDIA'.

We have complete set up of Plant & Machinery for manufacturing the Products. Also available is a fully equipped Laboratory not only for testing the complete Products In-house but also for Research and Development activity of more than 6000 sq.mtrs.

Over the years, we have developed a very strong relationship with the railways. In fact, today the Company is a Preferred Part I Vendor to the Indian Railways, a feat desired by many but achieved by only a selected few. All the ORIL's products to Indian Railways are approved by the Research Designs Standards Organization (RDSO) which is the sole vendor approving body for the consumer organization. The products are also RITES (erstwhile Rail Technical Economic Service) certified which is the sole inspecting authority for ensuring quality and clearance of all products for supplying to Indian Railways. Feribeatem



WHAT'S INSIDE

1 CORPORATE OVERVIEW

Our Principles	02
Chairman's Communique	06
Message from the Whole-time Director	08
Performance Highlights	10
Corporate Information	11

2 GOVERNANCE

Notice of Annual General Meeting	12
Board's Report	32
Corporate Governance Report	54

3 MANAGEMENT REVIEW

Management Discussion and Analysis	73
------------------------------------	----

4 FINANCIAL STATEMENT

Standalone Financial Statements

Standalone Auditors' Report	79
Standalone Balance Sheet	88
Statement of Profit and Loss	89
Statement of Cash Flow	90
Statement of Changes in Equity	91
Notes to the Standalone Financial Statements	92

Consolidated Financial Statements

Consolidated Auditor's Report	116
Consolidated Balance Sheet	122
Statement of Profit and Loss	123
Consolidated Cash Flow Statement	124
Statement of Changes in Equity	125
Notes to the Consolidated Financial Statements	126



Click on the below link to know about us:
<https://www.orientalrail.com/who-we-are.php>

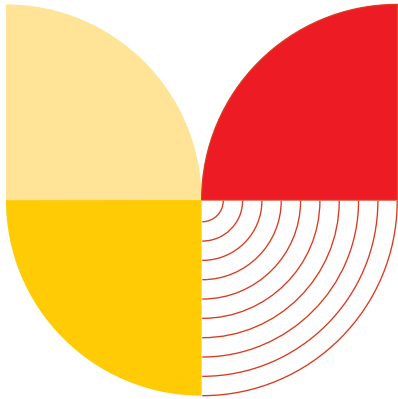
Scanner to download an Annual Report



5 COMPANY INFORMATION AND AGM DETAILS

CIN	L35100MH1991PLC060686
BSE	531859
Dividend Recommended	10% (₹ 0.10 per Share of ₹ 1/- each)
ISIN	INE457G01029
33 rd AGM through Video Conferencing/ OAVM	Date: Thursday, September 26, 2024 Time: 03.00 p.m.
VC Platform & E-voting	NSDL

ORIENTAL RAIL AT A GLANCE



Oriental Rail Infrastructure Limited manufacturing plant is spread over 50 acres of land, at village Aghai, Shahpur, Maharashtra, approx. 100 kms from Mumbai. Seat & Berths, Densified Thermal Bonded Blocks (DTBB), Silicon foam Blocks, AcoSonic Board, Artificial Leather/Rexene, Compreg boards & allied products which are used in railway coaches for over a number of years.

OUR PRINCIPLES

OWNERSHIP



This is our Company and we accept personal responsibility and accountability to meet business needs.

PEOPLE DEVELOPMENT



People are our most important asset. We add value through result-driven training, while encouraging and rewarding excellence.

TEAM WORK



We work together on the principle of mutual trust and transparency in a boundary less organisation. We are intellectually honest in advocating proposals, including recognising risks.

PASSION FOR WINNING



We all are leaders in our area of responsibilities with a deep commitment to deliver results. We are determined to be the best at doing what matters the most.

INNOVATION



Continuous innovation in products and processes is the basis of our success.

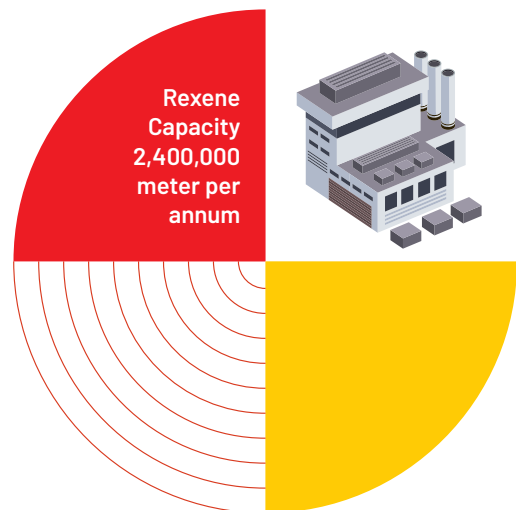
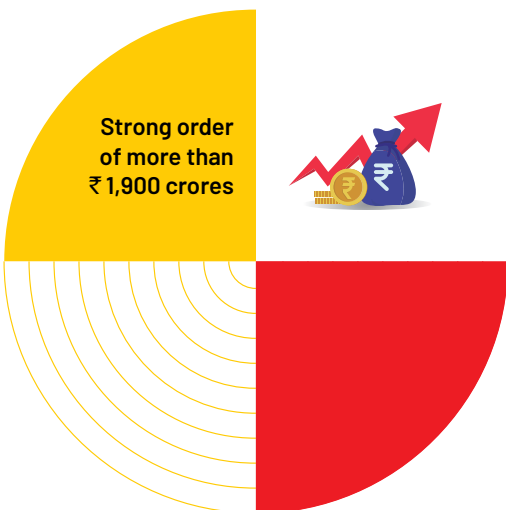
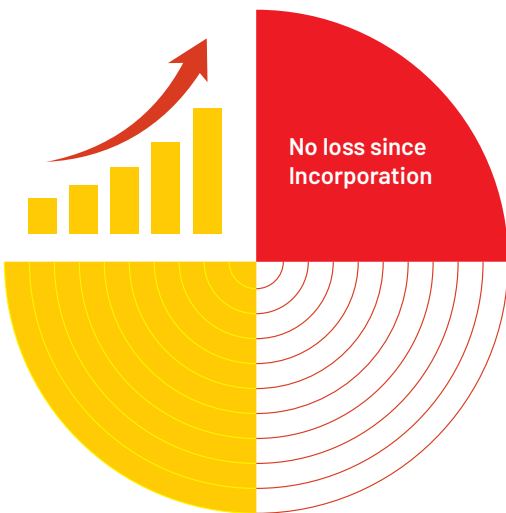
INTEGRITY



We are committed to the achievement of business success with integrity. We are honest with consumers, with business partners and with each other.



OUR POTENTIAL





THREE DECADES OF EXCELLENCE JOURNEY SO FAR...



1991

Company got incorporated



1993

Started manufacturing
Railway Products



1996

Came up with IPO
and listed on BSE



2005

New product launched
i.e. Recron



2008

Started manufacturing
Railway Seat and Berth



2014

Incorporated OFPL as
Wholly Owned Subsidiary



2014

Set up of Bogie
& Coupler plant



2015

Backward Integration in
Rexine plant for IR



2017

Started setting up
of Wagon Capacity



2018

Stock Split (10:1)

Over the years, we have been consistently focusing on innovation-led growth and creating long-term value for our stakeholders.



2019

First order for 500 Wagons from IR 8ty



2020

New product launch: Silicon Foam for Seats & Berths



2021

Successfully delivered 500 Wagons to IR



2022

New product development PU Foam



2022

Second order from IR for 636 Wagons with option of 30% increase



2022

Set up of second line of Bogie & Coupler



2022

Modernization of Artificial Leather (Rexene) Plant



2022

New Bogie spring plant to manufacture spring for a Bogie



2023

Secured an Order for 2,964 Wagons valuing ₹ 1,211.89 Crores



2024

Received RDSO approval for enhancement of its manufacturing capacity of Wagons upto 2400 Wagons per year.



CHAIRMAN'S COMMUNIQUE



Dear Shareholders,

I am immensely grateful for what we have achieved together. Your unwavering support and trust have fuelled our transformation and allowed us to emerge stronger than ever with the wherewithal to overcome every obstacle that has come our way.

I am happy to share that the Company has made great progress during the year and is on track in its transformation and growth journey. In 2024, we showed our unbreakable spirit and proved that challenges could not weaken us; instead they became a testament to our ability to emerge stronger than ever. In the face of an unprecedented challenges in the post pandemic world emanating from a highly volatile macro environment, our journey epitomised the essence of the spirit that has always defined us and the Company has delivered a well-rounded performance focused on growth and expansion.

To meet the growing demands of the Indian Railways the substantial progress has been made in strengthening the core businesses and expanding the total addressable market by the Company. Also, the Company has taken significant steps towards becoming growth oriented and building strong organisational capabilities.

Performance Overview

Amidst strong demand growth in India but a fairly challenging environment, our performance in FY 2023-24 underlines the strength and resilience of ORIL Group. The Indian government has been consistently investing in expanding and modernizing

the railway infrastructure. Budget allocations for railway projects indicate sustained growth in demand for railway products and services. A big part of growing is investing in the future generation, and to facilitate this we aim at strengthening our culture of teamwork and knowledge exchange to build a future-ready workforce.

In the past year, Oriental Rail Infrastructure Limited delivered strong financial and operational performance. The company has been able to achieve total Standalone turnover of ₹ 171.58 crores which is 27.54% higher than previous year

In the dynamic landscape of India's infrastructure development, particularly within the Indian Railways sector, ORIL is resolute in its commitment to contribute significantly. As the nation intensifies its efforts to expand and modernize its infrastructure, we at ORIL are dedicated to playing a pivotal role..

With a strategic focus on the Indian Railways, we aim to enhance connectivity, efficiency, and sustainability across the network. Our initiatives are geared towards integrating cutting-edge technologies, fostering innovation in railway products, and ensuring robust infrastructure solutions that align with the evolving needs of the sector.

ORIL recognizes the transformative power of infrastructure development in driving economic growth and societal progress. We are poised to leverage our expertise, resources, and

partnerships to support India's vision for a modern, efficient, and interconnected railway network.

The Indian Railways has showcased remarkable resilience and efficiency over the past years, navigating operational challenges while steadfastly serving as a cost-effective and reliable mode of transportation for millions. This achievement underscores its pivotal role in facilitating both passenger travel and the seamless movement of goods across the nation. Amidst this backdrop, the Government of India has demonstrated a strong commitment to enhancing railway infrastructure through investor-friendly policies. Recognizing the critical need for modernization and expansion, the government has swiftly implemented measures to attract Foreign Direct Investment (FDI) into the railway sector. This strategic move aims to bolster infrastructure capabilities, particularly for freight and high-speed trains, thereby enhancing connectivity and operational efficiency.

At ORIL, we applaud these proactive steps by the government. We are committed to aligning our efforts with India's vision for a modernized and efficient railway network. By leveraging our expertise in railway products and solutions, we aim to contribute significantly to the ongoing transformation of the Indian Railways.

Our focus remains on delivering innovative and sustainable solutions that meet the evolving needs of the sector. ORIL is poised to support India's infrastructure goals, ensuring that our railways continue to serve as the backbone of the nation's transport and logistics network.

As we move forward, ORIL is dedicated to fostering growth, promoting efficiency, and upholding the highest standards of service excellence. Together with the Indian Railways and our stakeholders, we look forward to advancing towards a future where superior infrastructure drives economic progress and societal well-being."

Subsidiary Company's Performance with collective efforts

Revenue of M/s. Oriental Foundry Private Limited ('OFPL') subsidiary company of ORIL has been increased to ₹ 36,116.48 Lakhs.

Growth Opportunity

The expansion and upgradation projects initiated by the government are pivotal for our mid and long-term growth prospects. These endeavors not only enhance the infrastructure but also signify substantial opportunities for our company to contribute meaningfully.

Looking ahead, we are optimistic about our growth and development trajectory. The strategic investments in railway infrastructure, coupled with supportive policies, provide a fertile ground for innovation and expansion in our sector. At ORIL, we are poised to capitalize on these opportunities, leveraging our expertise and capabilities to deliver exceptional solutions that meet the evolving needs of the Indian Railways.

The government of India has been consistently focusing upon enhancing the railways network throughout the country. With Railways being among the major focus areas for the government, there lies immense scope for products growth and hence opportunity for ORIL to capitalise on them. ORIL & its subsidiary OFPL has emerged as a Total Rail Solution provider,

equipped with latest technologies. It will keep the industry engaged for years to come at a brisk pace.

Going forward, I am confident that we would continue to deliver growth, set new benchmarks for the company and continue to meet expectations of all stakeholders.

Way Forward

The challenges of the past few years have made us a better and stronger company. We have grown and evolved across many facets and have now initiated a slew of strategic steps to further push your Company's performance trajectory. However, a sound strategy does not by itself underwrite success. The arduous and equally important task of putting strategies into action and thus creating brilliant performances out of bright ideas demands an organization that is responsive and full of energy.

The government is expected to continue increasing its investment in improving the railways and building other essential infrastructures, creating an increased demand which would provide tailwinds for the foundry industry too.

Committed to sustainability

At ORIL, we are deeply committed to sustainability as a guiding principle in all aspects of our operations. We recognize the critical importance of minimizing our environmental impact, promoting social responsibility, and ensuring long-term economic viability. Sustainability has long been integrated into our decision-making process across the board to mitigate risks, maximise opportunities, create long-lasting operating models, and effect positive change thereby creating value for all our stakeholders. The Company is committed to conduct its business in legal, ethical and transparent manner and observes the highest corporate governance practices. We continue to grow and evolve, sustainability remains at the forefront of our strategic priorities. We are committed to collaborating with stakeholders, industry partners, and communities to foster a sustainable future for generations to come.

ORIL group consciously embeds the high standard protocols and guidelines of compliance and governance in its operations. We recognize the criticality of governance challenges relating to business ethics, ever-evolving compliance landscape, and the imperative of improved disclosures.. Our overarching culture promotes Respect, Integrity, Responsibility, Pioneering, corporate fairness, transparency, and accountability in the best interests of customers, partners, teams, communities, and all other stakeholders.

Acknowledgment

I extend my deepest appreciation to our customers, contractors, suppliers and employees, together with the Board and the executive team for unrelenting support as we embark on the next phase of our journey towards even greater success.

Together, we can continue to lead the way and make an impact in the world.

Our future is bright, and the spectrum of

Warm regards,

Saleh N. Mithiborwala
Chairman of the Board



MESSAGE FROM THE WHOLE-TIME DIRECTOR



Dear Shareholders,

We look back at FY24 with a sense of pride at another year of achievement and operational excellence. Our company is dedicated to advancing railway infrastructure through innovation and sustainability. Investing in modern technology and embracing sustainable practices are crucial steps towards ensuring efficiency and preparing for the future demands of the industry.

The Company has navigated through a dynamic year with resilience and agility. Capitalizing on opportunities as they arise and maintaining strong support from stakeholders are key indicators of a well-managed organization. Mixed emotions often accompany challenges and opportunities, reflecting the complex landscape of business growth and development.

I am appreciative to inform that resilience, adaptability, and dedication are core values at ORIL Group, for driving your mission to deliver excellence to Indian Railways. The support and trust of your stakeholders are indeed crucial in achieving success in such endeavors. Maintaining these values and

relationships will undoubtedly continue to propel your company forward.

As we look back on the past year, I am pleased to highlight our steadfast commitment at ORIL Group to meeting the evolving needs of Indian Railways while safeguarding our business model.

Throughout the year, our focus remained laser-sharp on understanding and addressing the dynamic requirements of Indian Railways. This dedication has been pivotal in not only meeting but exceeding expectations, ensuring that our solutions contribute meaningfully to the efficiency and advancement of the railway sector. Concurrently, we have prioritized protecting our business model, navigating challenges with resilience and strategic foresight. This approach has allowed us to maintain stability and sustainability amidst a changing landscape, reinforcing our position as a trusted partner in the industry.

The Company has been through a significant journey of adaptation and growth, especially focusing on business

continuity, cost optimization, and evolving your business mix. Continuing to serve Indian Railways with excellent service over three decades is indeed a remarkable achievement and a testament to your commitment and capability.

The ORIL Group Management's focus on attracting and retaining highly motivated, skilled, and experienced manpower is commendable. By creating the right environment, offering competitive perks, and providing ample opportunities for career progression through training and support, your company demonstrates a commitment to nurturing talent and ensuring employee satisfaction. This approach not only enhances productivity and innovation but also strengthens the overall organizational culture

Your Company has made a significant impact on the development of rail infrastructure throughout the country. Such a commendable performance underscores your company's role in enhancing transportation networks and facilitating economic growth.

Our financial performance has been strong in the current year, despite the challenging business environment. Our total revenue from operations grew by 27.54% to ₹ 171.58 crores, compared to ₹ 134.53 crores in 2023.

I am pleased to inform you that, during the financial year 2023-24, Oriental Foundry Private Limited, a wholly owned subsidiary company of Oriental Rail Infrastructure Limited has received RDSO approval for enhancement of its manufacturing capacity of Wagons upto 2400 Wagons per year.

Further, the Government of India is prioritizing the upgrade of its aging railway infrastructure and aiming to enhance the quality of service. Initiatives like these are crucial for improving transportation efficiency, safety, and overall connectivity across the country. Investing in modernizing railway infrastructure not only supports economic growth by facilitating smoother movement of goods and passengers but also enhances the overall travel experience for commuters.

The government's focus on upgrading existing railway lines with enhanced facilities and higher speeds, expanding new lines, and introducing a high-speed train network connecting major cities across India is a significant stride towards modernizing the country's transportation infrastructure. Additionally, the development of dedicated freight corridors aims to reduce cargo costs and improve logistics efficiency, which are crucial for boosting economic productivity and competitiveness.

For ORIL group, these developments represent substantial opportunities.

ORIL group has positioned itself as a Total Rail Solution provider, equipped with the latest technologies. Such a strategic approach not only enhances your company's competitiveness but also ensures that you can meet the evolving needs of the rail industry effectively.

Maintaining a successful relationship with Indian Railways, which constitutes a significant portion of your company's revenue, is crucial for sustained growth and stability. This longstanding partnership underscores your company's reliability, capability, and commitment to meeting the needs of one of the largest rail networks in the world.

Your Company remains very excited about its long-term growth prospects. It remains committed to continuous transformation, excellent customer service and fostering a supportive and dynamic work environment, all leading to higher shareholder value creation.

We extend our gratitude to all our stakeholders for their continued support. Also, we express sincere gratitude to all shareholders, customers, suppliers, partners for their unstinted support over many years and hope for their continued support in our journey to take the Company to greater heights.

Warm regards,

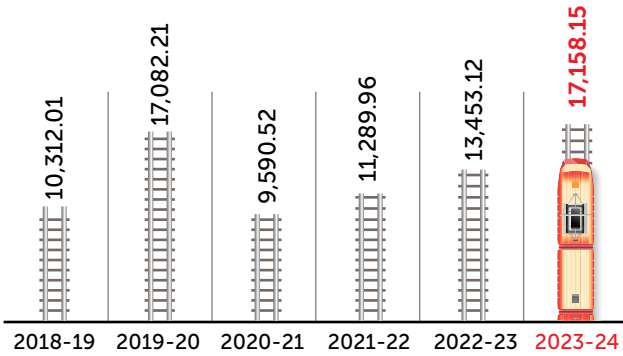
Vali N. Mithiborwala

Whole-Time Director

PERFORMANCE HIGHLIGHTS

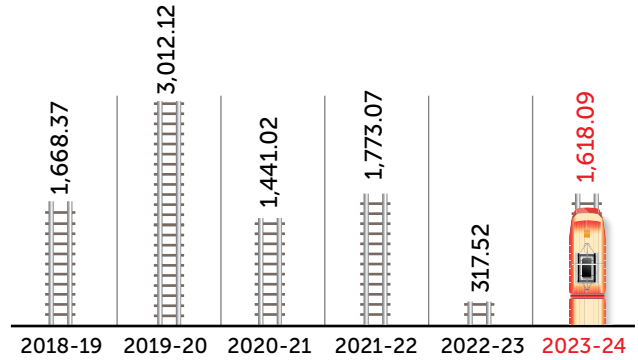
REVENUE FROM OPERATIONS

(₹ in Lakhs)



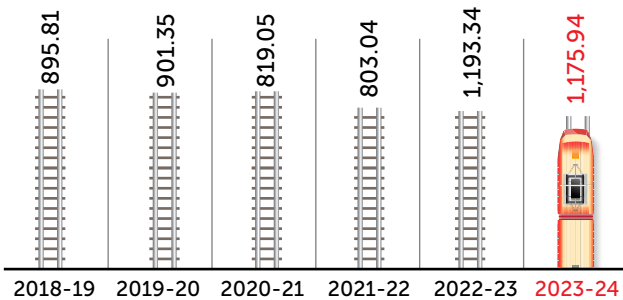
EBIDTA

(₹ in Lakhs)



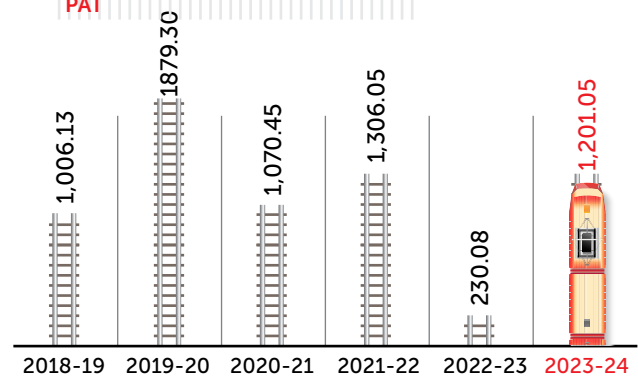
NET FIXED ASSETS

(₹ in Lakhs)



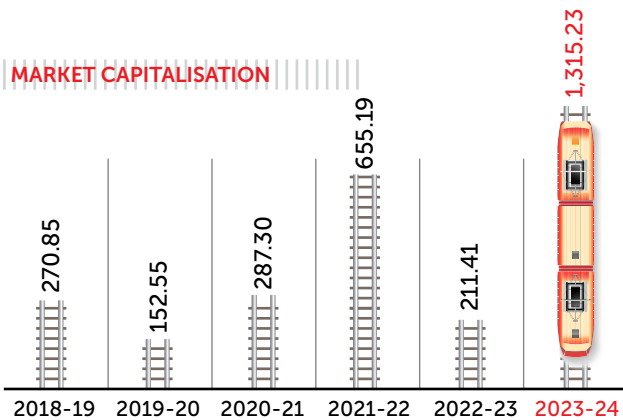
PAT

(₹ in Lakhs)



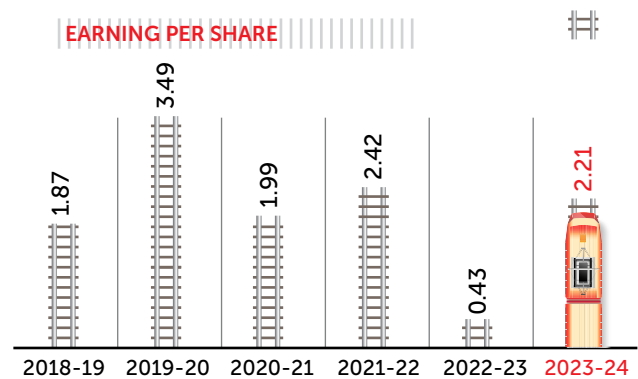
MARKET CAPITALISATION

(₹ in Crores)



EARNING PER SHARE

(In ₹)



CORPORATE INFORMATION

Board of Directors

EXECUTIVE DIRECTORS

Mr. Saleh N. Mithiborwala
Chairman & Chief Financial Officer

Mr. Karim N. Mithiborwala
Managing Director

Mr. Vali N. Mithiborwala
Executive Director

Mr. Amitabh Sinha
Executive Director-Technical
(w.e.f August 14, 2024)

INDEPENDENT DIRECTORS

Mr. Mustafa Pardawala

Mr. Suresh Mane

Mrs. Sheetal Nagda

Mr. Dattaprasad Ugrankar
(w.e.f August 14, 2024)

Mr. Latif Pirani
(w.e.f August 14, 2024)

COMPANY SECRETARY

Mr. Hardik Chandra

STATUTORY AUDITORS

M/s. Anil Bansal & Associates
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Shiv Hari Jalan & Co.,
Practising Company Secretaries

REGISTRAR & SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited
17-20, Jafferbhoy Industrial Estate,
Makhwana Rd, Marol, Andheri East,
Mumbai-400 059, Maharashtra, India
Tel.: 91-22-2859 4060
Fax: 91-22-2850 3748
Email: info@adroitcorporate.com
Website: www.adroitcorporate.com

REGISTERED OFFICE & PLANT LOCATIONS

Survey No. 49, Aghai (Via) Kalyan Railway Station,
Thane-421 601, Maharashtra, India.
CIN: L35100MH1991PLC060686
Tel.: +91 22 61389400
Email: compliance@orientalrail.co.in
Website: www.orientalrail.com

CORPORATE OFFICE

16, Mascarenhas Road, Mazgaon,
Mumbai 400010, Maharashtra, India.

SUBSIDIARY COMPANY

Oriental Foundry Private Limited
Shop No.17, Rizvi Park Co-operative
Housing Society, E Wing, S. V. Road,
Santacruz (W), Mumbai-400 054,
Maharashtra, India.

BANKERS

The Saraswat Co-op Bank Limited
The Shamrao Vithal Co-op Bank Limited
HDFC Bank Limited
State Bank of India
Axis Bank Limited
ICICI Bank Limited





ORIENTAL RAIL INFRASTRUCTURE LIMITED

(Formerly known as Oriental Veneer Products Limited)

CIN: L35100MH1991PLC060686

Survey No. 49, Village Aghai, Taluka Shahpur, District - Thane, Maharashtra - 421 601, India

T: +91 22 61389400 | E: compliance@orientalrail.co.in | W: www.orientalrail.com

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting ('AGM') of the Members of Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) will be held on Thursday, September 26, 2024 at 03.00 p.m. Indian Standard Time ('IST') through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity Shares for the financial year ended March 31, 2024
3. To appoint a Director in place of Mr. Vali N. Mithiborwala (DIN 00171255), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Ratification of remuneration of Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to M/s. Tadhani & Co., Cost Accountants, (Firm Registration No. 101837), appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, amounting to ₹ 28,200/- plus taxes as applicable and reimbursement of actual travel and out of pocket expenses, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such

acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT Mr. Dattaprasad Ugrankar (DIN: 10729828) who was appointed as an Additional Director of the Company with effect from August 14, 2024 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV to the Act and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Dattaprasad Ugrankar (DIN: 10729828), who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are severally hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Latif Pirani (DIN: 08608540) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** Mr. Latif Pirani (DIN: 08608540) who was appointed as an Additional Director of the Company with effect from August 14, 2024 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV to the Act and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Latif Pirani (DIN: 08608540), who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are severally hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Appointment of Mr. Amitabh Sinha (DIN: 10605264) as Executive Director (Technical) of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** Mr. Amitabh Sinha (DIN: 10605264) who was appointed as an Additional Director (Executive Director-Technical) of the Company with effect from August 14, 2024 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Amitabh Sinha (DIN: 10605264), be and is hereby appointed as an Executive Director-Technical of the Company for a term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive), liable to retire by rotation.

8. Approval of ORIL Group- Employee Stock Purchase Scheme, 2024 (“ESPS 2024”) and issue of Shares to the employees through the same.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (including any modification or re-enactment thereof for the time being in force) read with all circulars, prevailing statutory guidelines and notifications issued



thereunder ("SEBI SBEB&SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively, "Applicable Laws"), the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company at its meetings held on August 14, 2024, the consent of the members of the Company be and is hereby accorded to the introduction, adoption and implementation of "ORIL Group- Employee Stock Purchase Scheme, 2024 (hereinafter referred to as "ESPS 2024" or "ORIL ESPS 2024" or "Scheme") authorizing the Board to create, grant, offer, issue and allot, in one or more tranches, to such employees, whether working in or outside India and Directors of the Company whether Whole-Time Directors or not, including a Non- Executive Director who is not a Promoter or member of the Promoter group but excluding the Independent Directors, except: (a) a Promoter or a person who belongs to Promoter group (b) Director who, either himself/ herself or through his/her Relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company, (hereinafter referred to as "Eligible Employees"), as may be decided by the Board, aggregating up to 6,00,000 (Six Lakh) new equity shares of face value of ₹ 1/- (Rupee One only) each under ORIL ESPS 2024, at such price or prices, and on such terms and conditions as may be decided by the Board in accordance with the provisions of the applicable laws and the scheme.

RESOLVED FURTHER THAT the new equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including payment of dividend, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the company shall conform to the accounting policies as specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any statutory modification (s), amendment (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for the listing of the equity shares issued and allotted under the "ORIL ESPS 2024", on the stock exchanges where the shares of the company are listed, as per the applicable guidelines, rules, and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company may authorize Nomination & Remuneration

Committee ("Committee"), to implement, formulate, evolve, decide upon and bring into effect the "ORIL ESPS 2024" on such terms and conditions as may be decided by the Board/committee and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the "ORIL ESPS 2024", from time to time, including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the "ORIL ESPS 2024, subject to the provisions of the SEBI SBEB&SE Regulations and other Applicable Laws, in force.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger, buyback, scheme of arrangement or other re-organisation of capital, etc; of the Company, the number of above mentioned equity shares to be offered under the scheme shall be appropriately adjusted under the ESPS 2024.

RESOLVED FURTHER THAT the Board/ Committee be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including authorizing to appoint Merchant Banker(s), if required, and such other appropriate agencies, as may be required and to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose, including giving effect to this Resolution with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard, in conformity with the provisions of the Companies Act, 2013, the SEBI SBEB&SE Regulations, the Memorandum and Articles of Association of the Company and other Applicable Laws."

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of shares allotted under ESPS 2024, Mr. Karim N Mithiborwala, Managing Director, Mr. Vali N Mithiborwala, Whole-Time Director, Mr. Saleh N. Mithiborwala, Chief financial Officer and Mr. Hardik Chandra, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign, execute, issue, file, submit, perform all such acts, deeds, applications, documents etc. for and on behalf of the company, as may be required from time to time for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals as may be required, the Board may in its absolute discretion deem fit."

By Order of the Board of Directors

Hardik Chandra

Company Secretary & Compliance Officer

Place: Mumbai

Date: August 14, 2024

NOTES:

1. In terms of General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 respectively (collectively referred to as 'MCA Circulars') the AGM is being held through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC/OAVM.

2. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India ('SEBI') Circulars Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 7, 2023 respectively (collectively referred to as "SEBI Circulars"), Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://www.orientalrail.com/index.php>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com

In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the MCA Circulars and the SEBI Circulars, the 33rd AGM of the Company is being held through VC/OAVM on Thursday, September 26, 2024 at 03.00 p.m. Indian Standard Time ('IST') through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')

3. Since this AGM is being held through VC/OVAM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate therein and cast their votes through e-voting. Corporate Members are required to send, (before e-voting/ attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act, on the e-mail id

shivharijalanacs@gmail.com or office@csshjco.com with a copy marked to evoting@nsdl.co.in.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 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, 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.

5. The Board of Directors, at its meeting held on Tuesday, May 28, 2024, has recommended dividend of ₹ 0.10/- per equity share of the face value of ₹ 1/- each for Financial Year ended March 31, 2024 for the approval of members at the thirty-three AGM.

6. Pursuant to the provisions of regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') the Company has fixed Thursday, September 19, 2024 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for Financial Year ended March 31, 2024.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos 4 to 8 set out above is annexed hereto. The details for Directors seeking appointment / re-appointment at the AGM, pursuant to Regulation 36(3) of the Listing Regulations and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are forming part of this Notice.

9. Book Closure and Dividend:

(a) The Register of Members and the Share Transfer Books of the Company will be closed from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive)

(b) If final dividend on Equity Shares, as recommended by the Board, if declared at the AGM, will be paid on or after Thursday, September 26, 2024 as under:

- To all Beneficial Owners in respect of shares held in electronic form, as per details furnished



by the Depositories for this purpose as at the end of the business hours on Thursday, September 19, 2024.

- To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transmission and transposition requests lodged with the Company before the end of business hours on Thursday, September 19, 2024.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

10. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source ('TDS') at the time of making the payment of final dividend, if declared at the AGM. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted by the shareholders and accepted by the Company in accordance with the provisions of the Act.
11. Members are requested to register/update their e-mail addresses with the Depository Participant (DP) (in case of shares held in dematerialized form) or with Registrar and Share Transfer Agent (RTA) (in case of shares held in physical form) which will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details, change of address and specimen signature), and nomination details. As per the said Circular, it is mandatory for the members holding shares in physical form to register PAN, KYC and nomination details. Members holding shares in physical form are requested to register their PAN, e-mail id, bank details and other KYC details by filling Form ISR-1, update signature by filling Form ISR-2 and update nomination details by filling

Form SH-13 or declaration of opt out of nomination by filling Form ISR-3 or cancel nomination by filling form SH-14 and send the respective forms to Adroit Corporate Services Pvt. Ltd. at 18-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, India. or email the scanned copy to info@adroitcorporate.com. The forms for updating the same are available at <https://www.orientalrail.com/downloads.php> and on the website of our RTA at <https://www.adroitcorporate.com/RandTServices.aspx>. On or after 1st October, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Members are requested to quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence and consolidate their holdings into one Folio in case they hold share under multiple Folios in the identical order of names.

Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from 1st April, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

As per SEBI Circular No SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated 10th June, 2024

- (i) Non submission of 'choice of nomination' shall not result in freezing of Demat Accounts of existing security holders
- (ii) Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders.
- (iii) payments including dividend, interest or redemption payment withheld presently by the Listed Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly.

Notwithstanding the above, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts)

13. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend in accordance with the mandate of SEBI. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank

mandates. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their DP only.

14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

15. SEBI has recently launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by MIIIs related to securities market process education and awareness messages. The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey. It offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds, and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.
16. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of dividends which remain unclaimed for 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

In view of this, Members/claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.mca.gov.in along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/ claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Also, The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. <https://www.orientalrail.com/index.php>. It is in the Members interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so

that dividends paid by the Company are credited to the Members' account on time.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website <https://www.orientalrail.com/downloads.php> and on the website of the Company's RTA <https://www.adroitcorporate.com/RandTServices.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with the physical shares and avail various benefits of dematerialization Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Adroit Corporate Services Private Limited for assistance in this regard.
19. Members who wish to inspect statutory registers required to be made available/kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to compliance@orientalrail.co.in.
20. The venue of the meeting shall be deemed to be the Registered Office of the Company.
21. The Company has appointed Mr. Shiv Hari Jalan, Practising Company Secretaries (Membership No.: 5703; CP No.: 4226) to act as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
22. **Voting through electronic means**
 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulation and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.



The facility of casting votes by a member using remote e-voting system as well as evoting during the proceedings of the AGM through VC/ OVAM will be provided by NSDL.

2. The remote e-voting period commences on **Monday, September 23, 2024 (09.00 a.m. IST)** and ends on **Wednesday, September 25, 2024 (05.00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. Members holding shares either in physical form or in dematerialized form, as on the close of business hours on Thursday, September 19, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cutoff date. Any person who is not a Member as on the cut-off date being Thursday, September 19, 2024 should treat this Notice for information purpose only.
4. Any person holding shares in physical form

and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, September 19, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA at info@adroitcorporate.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 19, 2024 may follow steps mentioned in this part.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If you are 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
--	---



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

(a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

(b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

(b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

(c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

(d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for



which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at info@adroitcorporate.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Adroit Corporate Services Pvt. Ltd., RTA at info@adroitcorporate.com.

3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@orientalrail.co.in by September 21, 2024. The same will be replied by the company suitably.

Declaration of Results on the Resolutions:

Mr. Shiv Hari Jalan, Practising Company Secretaries (Membership No.: 5703; CP No.: 4226) has been appointed as Scrutinizer for conducting the e-voting process in the fair and transparent manner.

The Scrutinizer shall within 48 hours of the conclusion of the AGM, submit a consolidated Scrutinizer's report of the votes cast in favour or against, to the Chairman of the AGM ('Chairman') or to any Director or any person authorized by the Chairman for this purpose, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.orientalrail.com/> and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the securities of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors

Place: Mumbai

Date: August 14, 2024

Hardik Chandra

Company Secretary &
Compliance Officer

Registered Address:

Oriental Rail Infrastructure Limited

(Formerly Oriental Veneer Products Limited)
Survey No. 49, Aghai (Via) Kalyan Railway Station,
Thane, 421 301, Maharashtra, India
CIN: L35100MH1991PLC060686
Tel. No.: +91 22 61389400
Email Id: compliance@orientalrail.co.in

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 4: Remuneration of Cost Auditors

The Board of Directors, on the recommendations of the Audit Committee, has approved the appointment of M/s. Tadhani & Co., Cost Accountants, (Firm Registration No. 101837), as Cost Auditors for conducting cost audit of the relevant cost records of the Company for the financial year ending March 31, 2025, at a remuneration of ₹ 28,200/- (Rupees Twenty-Eight Thousand Two Hundred only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses.

In accordance with Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors is required to be ratified by the members of the Company. Hence, ratification from the Members is sought for the same.

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

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5: Appointment of Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Independent Director of the Company

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee (NRC) appointed Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

As per Section 161(1) of the Act, Mr. Dattaprasad Ugrankar (DIN: 10729828) being an Additional Director, holds office upto this AGM of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice



in writing from a member of the Company in terms of Section 160(1) of the Act proposing his candidature for the office of a Director of the Company. Mr. Dattaprasad Ugrankar (DIN: 10729828) has consented to act as a Director of the Company.

Further, in terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Listing Regulations, Mr. Dattaprasad Ugrankar (DIN: 10729828) is eligible to be appointed as an Independent Director of the Company and has given necessary declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also given a declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Dattaprasad Ugrankar (DIN: 10729828) has further provided a confirmation that he has registered himself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Dattaprasad Ugrankar (DIN: 10729828) fulfills all the criteria prescribed in the Act, Rules framed therein and the Listing Regulations for appointment as an Independent Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, members' approval is being sought for appointment of Mr. Dattaprasad Ugrankar (DIN: 10729828) as the Director and Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

Except Mr. Dattaprasad Ugrankar (DIN: 10729828) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 5 of this Notice.

The details of Mr. Dattaprasad Ugrankar as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members

Item No. 6: Appointment of Mr. Latif Pirani (DIN: 08608540) as an Independent Director of the Company

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee (NRC) appointed Mr. Latif Pirani (DIN: 08608540) as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

As per Section 161(1) of the Act, Mr. Latif Pirani (DIN: 08608540) being an Additional Director, holds office upto this AGM of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from a member of the Company in terms of Section 160(1) of the Act proposing his candidature for the office of a Director of the Company. Mr. Latif Pirani (DIN: 08608540) has consented to act as a Director of the Company.

Further, in terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Listing Regulations, Mr. Latif Pirani (DIN: 08608540) is eligible to be appointed as an Independent Director of the Company and has given necessary declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also given a declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Latif Pirani (DIN: 08608540) has further provided a confirmation that he has registered himself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Latif Pirani (DIN: 08608540) fulfills all the criteria prescribed in the Act, Rules framed therein and the Listing Regulations for appointment as an Independent Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, members' approval is being sought for appointment of Mr. Latif Pirani (DIN: 08608540) as the Director and Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

Except Mr. Latif Pirani (DIN: 08608540) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 6 of this Notice.

The details of Mr. Latif Pirani as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members

Item No. 7: Appointment of Mr. Amitabh Sinha (DIN: 10605264) as Executive Director (Technical) of the Company

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee (NRC) appointed Mr. Amitabh Sinha (DIN: 10605264) as an Additional Director

(Executive Director-Technical) of the Company, liable to retire by rotation, for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

The Board is of the view that Mr. Sinha appointment as Executive Director-Technical will be in the best interest of the Company, considering his expertise and varied experience and the significant contributions and growth initiatives made by him in shaping and directing the functions under his responsibility. At ORIL Group since April 2015, he has conceptualised set up and brought into Commercial production the plant for manufacture of Wagons, the Steel Foundry for manufacture of Bogies and Couplers and the plant for manufacture of Springs.

In the opinion of the Board, Mr. Amitabh Sinha (DIN: 10605264) fulfills all the criteria prescribed in the Act, Rules framed therein and the Listing Regulations for appointment as Executive Director-Technical.

Mr. Sinha satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (‘the Act’) as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. Mr. Sinha has granted consent for his appointment as a Executive Director-Technical. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Except Mr. Amitabh Sinha (DIN: 10605264) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 7 of this Notice.

The details of Mr. Amitabh Sinha as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members

Item No. 8: Approval of ORIL Group- Employee Stock Purchase Scheme, 2024 (“ESPS 2024”) and issue of Shares to the employees through the same.

With an intention to motivate its key work force for their contribution to the corporate growth, to foster a spirit of entrepreneurial mindset, to attract new talents and to retain them for ensuring sustained growth, the Company intends to introduce and implement a new ESPS Scheme namely ORIL Group- Employee Stock Purchase Scheme, 2024 (“ESPS 2024” or “scheme” or “ORIL ESPS 2024”). Keeping the aforesaid objectives in mind, pursuant to the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on August 14, 2024, approved the ORIL ESPS 2024 subject to the approval of the shareholders as per the provisions of the Securities and Exchange Board

of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time.

In compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB&SE)”], the company is formulating a Scheme namely ORIL Group- Employee Stock Purchase Scheme, 2024 (“ORIL ESPS 2024”). The Scheme will be administered by the Nomination and Remuneration Committee of the Board and shall be subject to compliance with the applicable laws.

The Board of Directors at its meeting held on August 14, 2024 subject to Shareholders and Regulatory approvals, approved the issuance and allotment of upto 6,00,000 (Six Lakhs) Equity Shares of face value of ₹ 1/- each in one or more tranches to eligible employees at a issue price of ₹ 1/- each which is the face value of the Equity Shares of the Company. .

The new equity shares proposed to be issued under the Scheme shall rank *pari-passu* in all respects with the existing equity shares of the company including payment of dividend, if any, declared by the company.

In compliance with Regulation 41(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Regulation 6 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the company is proposing the Special Resolution for issuance and allotment of new equity shares to Eligible Employees.

Pursuant to Part C of Schedule-I of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the additional disclosures required to be given in the explanatory statement to the notice as enumerated therein are provided as under:

A. BRIEF DESCRIPTION OF THE SCHEME:

The Scheme shall be called as ORIL Group- Employee Stock Purchase Scheme, 2024 (“ORIL ESPS 2024”).

The objective of the ORIL ESPS, 2024 is to reward the Employees for their association with the Company and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Policy to attract and retain talent in the Company. The Company views employee stock purchase units as instruments that would enable the Employees to share the value they create for the Company in the years to come.

The Purpose of the Scheme includes the followings:

- To recognize and reward the contributions made by the employees of the company and to align the interests of the employees with the long-term interests of the company; and
- To enhance the sense of belongingness and ownership among the employees.



B. TOTAL NUMBER OF SHARES TO BE OFFERED:

The Company proposes to offer upto 6,00,000 (Six Lakhs) new equity shares of face value of Re.1/- each of the company to the Eligible Employees under ORIL ESPS 2024 subject to applicable Laws, Rules, Regulations and Guidelines.

C. IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE AND BE BENEFICIARIES IN THE ORIL ESPS 2024.

- a. an employee as designated by the company, who is exclusively working in India or outside India; or
- b. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; but does not include:
 - i. an employee who is a promoter or a person belonging to the promoter group; or
 - ii. a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

D. REQUIREMENTS OF VESTING AND PERIOD OF VESTING:

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme.

E. MAXIMUM PERIOD (SUBJECT TO REGULATION 18 (1) AND 24 (1) OF THE SEBI (SBEB&SE) REGULATIONS, AS THE CASE MAY BE) WITHIN WHICH THE OPTIONS/SARs/ BENEFIT SHALL BE VESTED:

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme

F. EXERCISE PRICE, SAR PRICE, PURCHASE PRICE OR PRICING FORMULA:

The exercise price for employee stock purchase units shall be at ₹ 1/- per share which is the face value of the Equity Shares of the Company

G. OFFER PERIOD AND PROCESS OF ACCEPTANCE OF OFFER:

The period during which the issue remains open as per the decision of the Board/ Nomination and Remuneration Committee of the Board shall be the Offer Period. The process of exercise would, inter-alia, include an offer made to the Eligible Employees, receipt of application

and subscription amount, and allotment of shares under the Scheme.

H. THE APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES FOR THE PROPOSED ESPS:

Eligible Employees as on the date of the offering will be entitled to participate subject to the applicable regulatory requirements and guidelines. Eligibility of the employees shall be determined by the NRC based on criteria fixed in the scheme. Employees against whom disciplinary action is eminent due to the establishment of charges, casually engaged employees, employees whose appointments are under investigation, employees who have been issued a notice of termination of service by the company etc. are not eligible to participate in the ESPS.

I. MAXIMUM NUMBER OF OPTIONS, SARs, SHARES, AS THE CASE MAY BE, TO BE ISSUED PER EMPLOYEE AND IN AGGREGATE:

The maximum number of new equity shares per employee proposed to be issued under the Scheme shall be decided by the Nomination and Remuneration Committee / Compensation Committee.

The company proposes to issue maximum of 6,00,000 (Six Lakh) new equity shares in aggregate.

J. MAXIMUM QUANTUM OF BENEFITS TO BE PROVIDED PER EMPLOYEE UNDER THE SCHEME:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of offer and the Purchase Price paid by the Employee.

K. WHETHER THE SCHEME (S) IS TO BE IMPLEMENTED AND ADMINISTERED DIRECTLY BY THE COMPANY OR THROUGH A TRUST:

This Scheme shall be administered by the Nomination and Remuneration Committee, as constituted by the Board, and in accordance with the SEBI (SBEB&SE) Regulations. The Scheme shall be directly implemented by the Company through the primary route by new issue of shares.

L. WHETHER THE SCHEME (S) INVOLVES NEW ISSUE OF SHARES BY THE COMPANY OR SECONDARY ACQUISITION BY THE TRUST OR BOTH:

This Scheme shall involve new issue of equity shares by the Company directly to the eligible employees. The Scheme does not involve any secondary acquisition by trust.

M. THE AMOUNT OF LOAN TO BE PROVIDED FOR IMPLEMENTATION OF THE SCHEME(S) BY THE COMPANY TO THE TRUST, ITS TENURE, UTILIZATION, REPAYMENT TERMS ETC.:

Not Applicable since Company intends to issue new equity shares of the Company directly to the eligible employees and no formation of Trust is envisaged.

N. MAXIMUM PERCENTAGE OF SECONDARY ACQUISITION (SUBJECT TO LIMITS SPECIFIED UNDER THE SEBI REGULATIONS) THAT CAN BE MADE BY THE TRUST FOR THE PURPOSES OF THE SCHEME (S):

Not Applicable.

O. ADHERENCE TO THE ACCOUNTING POLICIES SPECIFIED IN REGULATION 15 OF SEBI (SBEB) REGULATIONS:

The Company will conform to the accounting policies specified in Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

P. THE METHOD WHICH THE COMPANY SHALL USE TO VALUE ITS OPTIONS OR SARs:

Not Applicable.

Q. STATEMENT OF CONFIRMATION

In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the directors' report and the impact of this difference on profits and on earnings per share ("eps") of the company shall also be disclosed in the directors' report:

R. LOCK-IN PERIOD:

The new equity shares proposed to be issued under the present ESPS shall be locked in for a minimum period of one year from the date of allotment as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or more as per the discretion of the Nomination and Remuneration Committee of the Board (NRC)

S. TERMS AND CONDITIONS OF BUYBACK:

Not Applicable

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in this resolution except to the extent of Equity Shares held by them in the Company or the Equity Shares that may be offered under the said Scheme.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members

By Order of the Board of Directors

Hardik Chandra

Company Secretary & Compliance Officer

Place: Mumbai

Date: August 14, 2024

Registered Address:

Oriental Rail Infrastructure Limited

(Formerly Oriental Veneer Products Limited)

Survey No. 49, Aghai (Via) Kalyan Railway Station,

Thane, 421 301, Maharashtra, India

CIN: L35100MH1991PLC060686

Tel. No.: +91 22 61389400

Email Id: compliance@orientalrail.co.in



ANNEXURE

Disclosure relating to Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings

Name of Director	Mr. Vali N. Mithiborwala
DIN	00171255
Designation	Whole Time Director
Date of Birth	November 06, 1964
Age	59 years
Date of First Appointment	August 18, 2017
Qualification/Experience (Including expertise in specific functional area)/Brief Resume	Mr. Vali N. Mithiborwala has a graduate degree from Mumbai University and has more than thirty four years of rich experience in Veneer and Compreg Board industry. He has entrepreneur skills to conceptualise business and establish it as a successful enterprise. He has held various key positions in the family business and was instrumental in bringing recognition and new heights to the business by introducing innovative technology.
Skills and capabilities required for the role as an Independent Director and manner of meeting	Not applicable
Terms and Condition for appointment	Appointed as Executive Director for term of 5 years.
Shareholding in the Company	45,93,000 Equity Shares
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Vali N. Mithiborwala is brother of Mr. Saleh N. Mithiborwala.
No. of Board meetings attended during FY 2023-24	9 out of 9
List of Directorships in other companies	V K Mithiborwala and Company Private Limited Icon Infrastructures Private Limited Vision Infpro (India) Private Limited Virtue Infrastructures Private Limited Rock Hard Engineering Private Limited Vision Housing and Infrastructure Company Pvt Ltd Oriental Technocraft Private Limited Oriental Automation Systems Private Limited Oriental Foundry Private Limited Trishala Woodcraft Private Limited Trishala Veener Private Limited Densified Laminated Wood Manufacturing Company Private Limited Exim Trade Links (India) Private Limited Bremskerl Friction Materials India Private Limited

Name of Director	Mr. Vali N. Mithiborwala
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he is a Director Audit Committee Stakeholders Relationship Committee	Nil
Name of listed entities from which the person has resigned in the past three years	Nil

Name of Director	Mr. Dattaprasad Ugrankar
DIN	10729828
Designation	Independent Director
Date of Birth	December 17, 1956
Age	67 years
Date of First Appointment	August 14, 2024
Qualification	Practicing Chartered Accountant
Experience/brief profile	Mr. Dattaprasad Ugrankar is a Chartered Accountant with a widespread experience of 39 years. He is a Proprietor of M/s. Ugrankar & Associates, Chartered Accountants having practical experience of 37 years. He specialises in the fields of statutory audits. Taxation, financial consultancy, Bank Audits etc.
Terms and conditions of appointment along with details of remuneration sought to be paid:	Non-Executive, Independent Director not liable to retire by rotation.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
No. of Board meetings attended during FY 2023-24	NA
List of Directorships in other companies	Nil
List of Committee Chairmanship / Membership in other companies	Nil
Name of listed entities from which the person has resigned in the past three years	Nil

Name of Director	Mr. Latif Pirani
DIN	08608540
Designation	Independent Director
Date of Birth	December 18, 1956
Age	67 years
Date of First Appointment	August 14, 2024
Qualification	Bachelor's degree course in law from University of Mumbai and Solicitorship from Bombay Incorporated Law Society.



Name of Director	Mr. Latif Pirani
Experience/brief profile	<p>Mr. Latif Pirani is Solicitor having very high professional qualifications and expertise in his area of work.</p> <p>He has worked with senior management person in his capacity as Solicitor for compliances and to resolve legal issues, forecasting issues likely to arise in every case. Being part of the Board of Director, Mr. Pirani assists the Board in arriving at a decision considering the legal issues involved.</p> <p>His continuing education in the Director's Program with Director's World Council of Directors has helped him to balance divergent views of the Board with that of the Chairman. It also enables him to chair Committee Meetings. His rich experience and abilities makes him an asset in the Board.</p>
Terms and conditions of appointment along with details of remuneration sought to be paid:	Non-Executive, Independent Director not liable to retire by rotation.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
No. of Board meetings attended during FY 2023-24	NA
List of Directorships in other companies	Aga Khan Health Services India
List of Committee Chairmanship / Membership in other companies	Nil
Name of listed entities from which the person has resigned in the past three years	Nil

Name of Director	Mr. Amitabh Sinha
DIN	10605264
Designation	Executive Director-Technical
Date of Birth	August 11, 1963
Age	61 years
Date of First Appointment	August 14, 2024
Qualification	Masters in Mechanical Engineering.
Experience/brief profile	<p>Mr. Amitabh Sinha belongs to the 1984 batch of Indian Railway Service of Mechanical Engineers(SCRA '81). He took voluntary retirement in 2014.</p> <p>He has more than 38 years of rich experience as a leader, in the field of Railway Rolling Stock design, manufacture, maintenance and marketing.</p> <p>During his tenure with the Indian Railway and RITES, he was involved in a leadership role in the production of diesel engines, design of coaches, design of maintenance routines for railway rolling stock, the transfer of technology contract with Linke-Hofmann-Busch for indigenous manufacture of coaches, and supply and leasing of locomotives and coaches to Tanzania and Mozambique.</p> <p>As Executive Director (Wagon), he led the team to develop the high axle load high speed wagons and the bilevel autocarcarrier, both of which were transformation projects for Indian Railways.</p>

Name of Director	Mr. Amitabh Sinha
Terms and conditions of appointment along with details of remuneration sought to be paid:	Executive Director, liable to retire by rotation
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
No. of Board meetings attended during FY 2023-24	NA
List of Directorships in other companies	Oriental Foundry Private Limited
List of Committee Chairmanship / Membership in other companies:	Nil
Name of listed entities from which the person has resigned in the past three years	Nil



BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 33rd Annual Report on the business and operations of the Company and the Audited Financial Statement for the financial year ended March 31, 2024.

Performance Highlights

The summarised financial highlight is depicted below:

Particulars	Standalone		Consolidated	
	FY 2024	FY 2023	FY 2024	FY 2023
Revenue from Operations	17,158.15	13,453.12	52,619.94	32,512.83
Other Income	223.45	193.79	273.28	209.13
Total Revenue	17,381.59	13,646.92	52,893.22	32,721.96
Profit/ (Loss) before Finance cost, Depreciation and Tax	2189.84	857.62	6,942.24	2715.50
Less: Finance Costs	444.46	432.17	2,199.42	1,604.42
Less: Depreciation	127.29	107.93	801.23	682.27
Profit before Tax	1618.09	317.52	3,941.59	428.81
Less: Tax Expenses	417.05	87.44	940.72	110.09
Net Profit	1201.05	230.08	3,000.87	318.72
Other comprehensive income (net of tax)	—	—	—	—
Total Comprehensive income	1201.05	230.08	3,000.87	318.72
Basic & Diluted EPS (in ₹)	2.21	0.43	5.51	0.59

OPERATIONS REVIEW

Standalone

The Company's Standalone revenue from operations for FY 2023-24 was ₹ 17,158.15 Lakhs, compared to ₹ 13,453.12 Lakhs in the previous year. The Company's profit before exceptional items and tax on a standalone basis was ₹ 1618.09 Lakhs during the year compared to ₹ 317.52 Lakhs in the previous year. The Company earned a net profit of ₹ 1201.05 Lakhs during the year compared to ₹ 230.08 Lakhs in the previous year.

Consolidated

The Company's consolidated revenue from operations for FY 2023-24 was ₹ 52,619.94 Lakhs compared to ₹ 32,512.83 Lakhs in the previous year. The Company's profit before exceptional items and tax on a consolidated basis was ₹ 3,941.59 Lakhs during the year compared to ₹ 428.81 Lakhs in the previous year.

The Company earned a net profit of ₹ 3,000.87 Lakhs during the year compared to ₹ 318.72 Lakhs in the previous year.

SUBSIDIARY COMPANIES AND FINANCIAL DETAILS

Oriental Foundry Private Ltd.

As on March 31, 2024, the Company had 1 Wholly Owned Subsidiary namely Oriental Foundry Private Limited ('OFPL'). During the year, the Board of Directors reviewed the affairs of the subsidiary

The OFPL revenue from operations for FY 2023-24 was ₹ 36,116.48 Lakhs as compared to ₹ 19,768.32 Lakhs in the previous year. The Company's profit before exceptional items and tax was ₹ 2323.49 Lakhs during the year as compared ₹ 111.29 Lakhs in the previous year. The Company earned a net profit of ₹ 1,799.82 Lakhs during the year compared to ₹ 88.64 in the previous year.

The Consolidated Financial Statements of the Company and its subsidiary, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ('the Act') and Rules 5 and 8(1) of the Companies (Accounts) Rules, 2014, the salient features of the financial position of subsidiary is given in Form AOC-1 set out as 'Annexure G' to this Report.

During the year under review, no Company has become or ceased to be a subsidiary of the Company. The Company does not have any associate or joint venture companies.

The separate financial statement of the subsidiary Company is available on the website of the Company and can be accessed at <https://www.orientalrail.com/subsidiary-annual-report.php>

The policy for determining material subsidiaries as approved is available on the Company's website at <https://www.orientalrail.com/policies-code-and-compliances.php>

DIVIDEND

Your Directors are pleased to recommend a Final Dividend of ₹ 0.10 (Rupees Ten paise only) i.e. @ 10% per equity share of the face value of ₹ 1/- each for the financial year ended March 31,



2024 subject to the approval of members of the Company at the ensuing Annual General Meeting.

SHARE CAPITAL

During the Financial Year under review, pursuant to the approval of the **Board of Directors** at its meeting held on **Thursday, December 21, 2023** and approval of Members at the Extra-Ordinary General Meeting of the Company held on **Friday, January 19, 2024 at 03.00 P.M.**, through Video Conferencing ("**VC**") and Other Audio Visual Means ("**OAVM**") the following changes have taken place in the Equity share capital of the Company:

• Preferential allotment of Equity Shares

Pursuant to provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and the Act, the Company allotted 50,56,000 Equity Shares having Face Value of ₹ 1/- each to the below mentioned allottees on Thursday, February 22, 2024 :-

Sr. No.	Name of the Allottees	No of equity shares to be allotted	Category
1	Mukul Mahavir Agrawal	34,00,000	Non-Promoter
2	Parag Chandulal Mehta	1,25,000	Non-Promoter
3	Gaurishankar Jhalani	1,50,000	Non-Promoter
4	Hardik Agrawal	1,00,000	Non-Promoter
5	Param Mayank Agrawal	90,000	Non-Promoter
6	Paragraph Securities Pvt Ltd	1,00,000	Non-Promoter
7	ANG Corporate Services Pvt. Ltd.	50,000	Non-Promoter
8	Susham Jayant Sirsat	1,00,000	Non-Promoter
9	Akriti Agarwal	75,000	Non-Promoter
10	Vijay Ramvallabh Khetan	50,000	Non-Promoter
11	Prajakta Sushil Patil	40,000	Non-Promoter
12	Rishi Kedia	40,000	Non-Promoter
13	Snehlata Ashok Kumar Todi	40,000	Non-Promoter
14	Sushil Anant Patil	40,000	Non-Promoter
15	Bhavin Haresh Thakkar	30,000	Non-Promoter
16	Sagar Arya	25,000	Non-Promoter
17	Gandhi Tejas Pradip	25,000	Non-Promoter
18	Mahesh Chain Khubchandani	15,000	Non-Promoter
19	Sandeep Kamalnayan Ajmera	10,000	Non-Promoter
20	Ajay Jayram Prabhudesai	10,000	Non-Promoter
21	Chaitali K. Shah	10,000	Non-Promoter
22	Akshay Lalit Jogani	6,000	Non-Promoter
23	Rahul Gupta	10,000	Non-Promoter
24	Chintan Hemantkumar Desai	10,000	Non-Promoter
25	Nexta Enterprises LLP	2,40,000	Non-Promoter
26	Hemant Kumar Mansinghka	1,00,000	Non-Promoter
27	Harshit Arvind Poddar	1,60,000	Non-Promoter
28	Rajen Hemchand Gada	5,000	Non-Promoter
	Total	50,56,000	

• Preferential allotment of Warrants

The Company allotted 75,00,000 (Seventy Five Lakhs) Warrants Convertible into equivalent number of Equity Shares ('Convertible Warrants') of the Company of Face Value of ₹ 1/- (Rupee One Only) each on Preferential

allotment basis to Wazeera S Mithiborwala , a Member under Promoter Group on Thursday, February 22, 2024.

Further, the Allotment Committee of the Board of Directors of the Company at its meeting held on Saturday, March 30, 2024 approved conversion of 25,00,000 (Twenty Five Lakhs) Convertible Warrants, out of total 75,00,000 (Seventy Five Lakhs) Convertible Warrants allotted, into 25,00,000 equity shares of face value of ₹1/- (Rupees One only) each allotted to Wazeera S Mithiborwala, a Member under Promoter Group.

Hence, as on March 31, 2024 the Company's paid-up Share Capital increased from ₹ 5,39,03,000/- comprising of 5,39,03,000 Equity Shares of Re 1/- each to ₹ 6,14,59,000 comprising of 6,14,59,000 Equity Shares of Re 1/- each.

Further, during the year under review, your Company has neither issued any shares with differential voting rights nor has granted any sweat equity shares.

Pursuant to SEBI ICDR Regulations, the Company appointed CARE Ratings Ltd. as monitoring agency to monitor the utilisation of issue proceeds of aforesaid Preferential Allotment.

There has been no deviations in the use of proceeds as objects stated in the notice seeking members' approval. Details of utilisation of funds raised through Preferential Allotment as per regulation 32(7A) are given in the Monitoring Agency Report available on the Company's website at <https://www.orientalrail.com/>

TRANSFER TO RESERVE

An amount of ₹ 1201.05 Lakhs has been transferred to General Reserve in respect of Financial Year under review.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from the public and as such, no amount of principal or interest was outstanding as on the balance sheet date.

INTERNAL CONTROL WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial control with reference to financial statements.

The Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 and other applicable provisions, if any, of the Act read together with the Companies (Indian Accounting Standards) Rules, 2015.

The Company in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/validate them as and when appropriate.





The Internal Auditor evaluates the efficacy and adequacy of internal control system, accounting procedures and policies adopted by the Company for efficient conduct of its business, adherence to Company's policies, safeguarding of Company's assets, prevention and detection of frauds and errors and timely preparation of reliable financial information etc. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

STATUTORY AUDITORS AND AUDITORS' REPORT

M/s. Anil Bansal & Associates., Chartered Accountants (Firm Registration No. 100421W) were appointed as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of 31st AGM till the conclusion of the 36th Annual General Meeting of the Company to be held in the calendar year 2027.

M/s. Anil Bansal & Associates, Chartered Accountants (Firm Registration No. 100421W) have consented and confirmed that their appointment is in accordance with the conditions prescribed in Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014 and that they meet the eligibility criteria specified in Section 141 of the Act.0

The Auditors Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended March 31, 2024. The Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

COST AUDIT

In terms of Section 148 of the Act, the Company is required to maintain cost records and have the audit of its cost records conducted by a Cost Accountant. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Act. M/s. Tadhani & Co., Cost Accountants, (Firm Registration No. 101837) have been duly appointed as Cost Auditors for conducting cost audit in respect of products manufactured by the Company which are covered under the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending March 31, 2025. They were also the Cost Auditors for the financial year ended March 31, 2024. As required under Section 148 of the Act, necessary resolution has been included in the Notice convening the AGM, seeking ratification by Members to the remuneration proposed to be paid to the Cost Auditors for the financial year ending March 31, 2025.

SECRETARIAL AUDITOR

The Board of Directors of the Company has appointed Mr. Shiv Hari Jalan, Practising Company Secretary (Certificate of Practice No. 4226), as the Secretarial Auditor to conduct an audit of the secretarial records for the FY 2023-24.

The Company has received consent from Mr. Shiv Hari Jalan to act as the auditor for conducting audit of the secretarial records for the financial year ending March 31, 2025.

The Secretarial Audit Report for the financial year ended March 31, 2024 under Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in the 'Annexure B' to this report.

The Secretarial Compliance Report for the financial year ended March 31, 2024, in relation to compliance of all applicable SEBI Regulations/circulars/ guidelines issued thereunder, pursuant to requirement of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') has been filled with the stock exchange within stipulated time period.

As per the requirements of the Listing Regulations, the material subsidiary of the Company viz. Oriental Foundry Private Limited have undertaken secretarial audit for the Financial Year 2023-24 and is also annexed as 'Annexure C' to this report.

CERTIFICATIONS FROM COMPANY SECRETARY IN PRACTICE

A certificate has been received from M/s. Shiv Hari Jalan & Co., Practising Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory authority. The certificate is a part of Report on Corporate Governance.

The requisite Certificate from M/s. Shiv Hari Jalan & Co., Practising Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is annexed hereto 'Annexure D' to this Report.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, M/s. Dhiraj H. Mehta & Co., Chartered Accountants were appointed by the Board of Directors to conduct internal audit reviews for the Company for the financial year ended 31st March, 2024.

CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committee are provided in the Corporate Governance Report. The Annual Report on CSR activities is annexed to this Report as 'Annexure A'. The CSR policy is available on the website of the Company at <https://www.orientalrail.com/policies-code-and-compliances.php>

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

Particulars regarding Conservation of energy, technology absorption and foreign exchange earnings and outgo are given as 'Annexure E' to this Report.



TRANSFER OF UNPAID/UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as 'IEPF Rules'), the amount of dividend remaining unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('the IEPF'). The IEPF Rules mandate Companies to transfer shares of Members whose dividends remain unpaid/ unclaimed for a continuous period of seven years to the demat account of IEPF Authority.

The Members whose dividend/shares are transferred to the IEPF Authority can claim their shares/dividend from the Authority. In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the Company's website <https://www.orientalrail.com/dividend.php>

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on March 31, 2024 is available on the Company's website at <https://www.orientalrail.com/annual-reports.php>

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis containing information inter-alia on industry trends, your company's performance, future outlook, opportunities and threats for the year ended March 31, 2024, is provided in a separate section forming integral part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of The Companies Act, 2013 (hereinafter referred as "the Act") and Articles of Association of the Company, Mr. Vali N. Mithiborwala, Director (DIN: 00171255) retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

On recommendation of Nomination Remuneration Committee (NRC), the Board of Directors of the Company at their meeting held on Wednesday, August 14, 2024 appointed Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Additional Director designated as Non-Executive Independent Director, Mr. Latif Pirani (DIN: 08608540) as an Additional Director designated as Non-Executive Independent Director and Mr. Amitabh Sinha (DIN: 10605264) as an Additional Director designated as Executive Director- Technical, for a tenure of 5 consecutive years commencing from 14th August, 2024 to

13th August, 2029 (both days inclusive), subject to approval of the shareholders in accordance with the provisions of the Act and Rules made thereunder and the Listing Regulations.

They shall hold the office as an Additional Director upto the date of the ensuing AGM. Necessary resolutions to this effect has been inserted in the AGM notice.

Your Directors recommend the said resolutions.

The brief resumes and other disclosures relating to the Directors who are proposed to be appointed/re-appointed, as required to be disclosed pursuant to Regulation 36 of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard 2 are given in the Annexure to the Notice of the 33rd AGM.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with criteria of independence as prescribed under subsection (6) of Section 149 of the Act and under Regulation 161(1)(b) & 25(8) of the Listing Regulations.

In the opinion of the Board of Directors of the Company, all Independent Directors possess high integrity, expertise and experience to discharge the duties and responsibilities as Directors of the Company.

The Company recognises and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage.

AUDIT COMMITTEE OF THE COMPANY

The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Act, Regulation 18 of the Listing Regulations as amended from time to time and guidance note issued by Stock Exchange. The details of the composition of the Audit Committee are detailed in the Corporate Governance Report, which forms part of this Report.

NOMINATION AND REMUNERATION POLICIES

The Board of Directors has approved a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors.

Details of the Nomination and Remuneration Policy is hosted on the website of the Company at <https://www.orientalrail.com/policies-code-and-compliances.php>

BOARD EVALUATION

Pursuant to the provisions of the Act and Regulation 19 of the Listing Regulations, the Board has carried out an annual





evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and the Non-Executive Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects. The performance of the Executive Directors is evaluated on the basis of achievement of their Key Result Areas.

In a separate meeting of independent directors, performance of Non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

The Board of Directors has expressed its satisfaction with the evaluation process.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as 'Annexure F'.

The information required under Rule 5(2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report. In terms of the first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid Annexure. Any Members interested in obtaining the same may write to the Company Secretary at the registered office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

RISK MANAGEMENT

Your Company has adopted Risk Management system for risk identification, assessment and mitigation. Major risks identified by the Company are systematically addressed through mitigating actions on a continuous basis.

Some of the risks that the Company is exposed to are financial risks, commodity price risk, regulatory risks and economy risks. The Internal Audit Report and Risk Management Framework is reviewed by the Audit Committee.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year, 9 (Nine) Board Meetings were convened and held, details of which are given in the Report on Corporate Governance forming part of the Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees in compliance with the provisions of Section 177(10) of the

Act and Regulation 22 of the Listing Regulations, to provide for adequate safeguards against victimization of persons, a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism/ Whistle Blower Policy are posted on the website of the Company and the weblink to the same is <https://www.orientalrail.com/policies-code-and-compliances.php>

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Since the Company is in the business of providing Infrastructural facilities, provisions of Section 186 except sub-section 1 of the Act ('the Act') is not applicable to the company.

Further, the details of loans, guarantees and investments covered under the provisions of Section 186 of the Act, read with Companies (Meetings of Board and Its Powers) Rules, 2014 are given in the notes to the financial statements forming part of this Annual Report.

RELATED PARTY TRANSACTIONS

During the year under review, all contracts/arrangements/ transactions entered into by the Company with related parties were in ordinary course of business and on an arm's length basis.

There were no material related party transactions by the Company during the year except:

Issue of of 75,00,000 Warrants Convertible into Equity Shares of the Company on Preferential Basis at a price of Rs 169/- (including premium of Rs 168/-) per share to Mrs. Wazeera S Mithiborwala, a person/member under Promoter Group Category, being a Related Party.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Act is given in Form AOC-2 set out as 'Annexure H' to this Report.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are planned/repetitive in nature and omnibus approvals are taken as per the policy laid down for unforeseen transactions. Related Party Transactions entered into pursuant to omnibus approval so granted are placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Securities Exchange Board of India ('SEBI') vide amendments to the Listing Regulations had introduced substantial changes in the related party transaction framework, inter alia, by enhancing the purview of the definition of related party, and overall scope of transactions with related parties effective April 1, 2022 or unless otherwise specified. The Board of Directors on recommendations of the Audit Committee approved the revised 'Policy on Related Party Transactions' to align it with the said amendments and the same is available on the website of the Company at <https://www.orientalrail.com/policies-code-and-compliances.php>



COMPLIANCE WITH SECRETARIAL STANDARDS

The Company complies with applicable secretarial standards.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and systems of compliance which are established and maintained by the Company, audits conducted by the Internal, Statutory and Secretarial Auditors including audit of internal financial controls over financial reporting by the Statutory Auditors and reviews by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2023-24.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act the Directors confirm to the best of their knowledge and ability, that:

- (a) in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable accounting standards have been followed with no 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 as at March 31, 2024 and of the loss of the Company for the year ended on that date;
- (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 financial statements 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 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.

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

The Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention

of sexual harassment at workplace which is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee ('ICC') has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. ICC has its presence at corporate office as well as at site locations.

The Policy is gender neutral. During the year under review, Company have not received any complaints as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of the Report except as mentioned below:

Approval of ORIL Group- Employee Stock Purchase Scheme, 2024 ("ESPS 2024")

On recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on Wednesday, August 14, 2024, subject to the approval of Members at the ensuing Annual General Meeting (AGM), approved ORIL Group- Employee Stock Purchase Scheme, 2024 ("ESPS 2024") (hereinafter referred to as "ESPS 2024" or "ORIL ESPS 2024" or "Scheme"). The Scheme seeks to drive long-term performance, retain key talent and to provide an opportunity for the employees to participate in the growth of the Company.

The objective of the ESPS, 2024 is to reward the Employees for their association with the Company and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Policy to attract and retain talent in the Company. The Company views employee stock purchase units as instruments that would enable the Employees to share the value they create for the Company in the years to come. The Scheme has been formulated in accordance with the provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB&SE Regulations').

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS AFFECTING THE GOING CONCERN STATUS OF THE COMPANY

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

REPORTING OF FRAUDS

There were no instances of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and





Rules framed thereunder.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There are no applications made or any proceeding pending against the Company under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There are no instances of one time settlement during the financial year.

ACKNOWLEDGEMENT

Your Directors express their sincere appreciation for the co-operation received from shareholders, bankers and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, for better performance of the Company during the year

On behalf of the Board of Directors

Saleh N. Mithiborwala

Chairman and Chief Financial Officer
DIN: 00171171

Date: August 14, 2024
Place: Mumbai



ANNEXURE A

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2023-24**1. Brief outline on CSR Policy of the Company:**

The Company has framed Corporate Social Responsibility (CSR) Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Saleh N. Mithiborwala	Chairman (Executive Director)	1	1
2.	Mr. Karim N. Mithiborwala	Member (Executive Director)	1	1
3.	Mr. Mustafa Pardawala	Member (Independent Director)	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company

The web-link for Composition of CSR committee: www.orientalrail.com/board_commities.php

The web-link for CSR Policy:

<https://www.orientalrail.com/companydetails/Corporate%20Social%20Responsibility%20Policy%202016-201.pdf>

The web-link for CSR projects: www.orientalrail.com/corporate-announcements.php

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 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: N.A.
5. (a) Average Net Profit of the Company as per Section 135(5): ₹ 1,177.20 Lakhs
 (b) Two percent of average net profit of the company as per section 135(5): ₹ 23.54 Lakhs
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
 (d) Amount required to be set off for the financial year, if any: Nil
 (e) Total CSR obligation for the financial year [(b)+(c)+(d)]: ₹ 23.54 Lakhs
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 24.12 Lakhs
 (b) Amount spent in Administrative Overheads: Nil
 (c) Amount spent on Impact Assessment, if applicable: Nil
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 24.12 Lakhs
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	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
₹ 24.12	Nil	Nil		Nil	





(f) Excess amount for set-off if any

Sr. No	Particulars	Amount (₹ in Lakhs)
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	23.54
ii.	Total amount spent for the Financial Year	24.12
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	0.58
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years if any	Nil
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.58

7. Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (₹ in Lakhs)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (₹ in Lakhs)	Amount spent in the reporting Financial (₹ in Lakhs)	Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any.		Amount remaining to be spent in succeeding financial years (₹ in Lakhs)	Deficiency, if any
					Name of the Fund	Amount (₹ in Lakhs)		
1.	2020-21	Nil	Nil	29.72		N.A.	7.20	N.A.
Total		–	–	29.72		N.A.	7.20	N.A.

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

If yes, enter the number of Capital assets created/acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable**

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount Spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135 : **Not Applicable**

Mr. Karim N. Mithiborwala
Managing Director
DIN: 00171326

Mr. Saleh N. Mithiborwala
Chairman-CSR Committee
DIN: 00171171



ANNEXURE B**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

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

To,
The Members of
Oriental Rail Infrastructure Limited
(Formerly Oriental Veneer Products Limited)
Survey No- 49, Aghai (Via),
Kalyan Railway Station,
Thane- 421301.

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oriental Rail Infrastructure Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2024 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)
 - (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
 - (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review)
 - (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the review period)
 - (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
 - (j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;





- (vi) Other laws applicable specifically to the Company namely:
- (a) Factories Act, 1948;
 - (b) Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder;
 - (c) Environment Protection Act, 1986
 - (d) Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder;
 - (e) Other employment regulations.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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 observations:

Two independent directors of the Company have not included their name in databank as required pursuant to rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review there has been no changes in the composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in accordance with the provisions of Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

I 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.

I further report that during the audit period the company had following specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

The Company has allotted 50,56,000 (Fifty Lacs Fifty Six Thousand) equity shares of the Company of face value of ₹ 1/- (Rupee One Only) each, on Preferential allotment basis, to Non-Promoters Category at a price of ₹ 169/- (Rupees One Hundred Sixty Nine Only) per equity share (including premium of ₹ 168/- (Rupees One Hundred and Sixty Eight Only) per equity share) on February 22, 2024 pursuant to Resolution passed by the Board of Directors on December 21, 2023 and Special Resolution passed at the Extra Ordinary General Meeting held on January 19, 2024.

The Company has allotted 75,00,000 (Seventy Five Lacs) partly paid up warrants convertible into equivalent number of equity shares ('Convertible Warrants') of the Company of face value of ₹ 1/- (Rupee One Only) each, on Preferential allotment basis, to members of the promoter group at a price of ₹ 169/- (Rupees One Hundred Sixty Nine Only) per convertible warrant (including premium of Rs. 168/- (Rupees One Hundred and Sixty Eight Only) per convertible warrant) on February 22, 2024 pursuant to Resolution passed by the Board of Directors on December 21, 2023 and Special Resolution passed at the Extra Ordinary General Meeting held on January 19, 2024.

The Company has allotted 25,00,000 (Twenty Five Lakhs) equity shares of the Company of face value of ₹ 1/- (Rupee One Only) each on March 30, 2024 pursuant to exercise of the option of conversion of 25,00,000 (Twenty Five Lakhs) Convertible Warrants out of the 75,00,000 (Seventy Five Lacs) Convertible Warrants allotted to promoter group.

Place: Mumbai
Date: 14.08.2024
UDIN: F005703F000980941

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021

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



'Annexure A'

To,
The Members of
Oriental Rail Infrastructure Limited
(Formerly Oriental Veneer Products Limited)
Survey No- 49, Aghai (Via),
Kalyan Railway Station,
Thane- 421301.

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 14.08.2024
UDIN: F005703F000980941

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021





FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule
No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Oriental Foundry Private Limited
Shop No.17, Rizvi Park Co-Operative Housing Society,
E Wing, S. V. Road, Santacruz (W),
Mumbai - 400054.

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oriental Foundry Private Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2024 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the company during the review period)
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the company during the review period)
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)
 - (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (Not applicable to the company during the review period)
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
 - (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review)



- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the review period)
 - (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
 - (j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; (Not applicable to the company during the review period)
- (vi) Other laws applicable specifically to the Company namely:
- (a) Factories Act, 1948;
 - (b) Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder;
 - (c) Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder;
 - (d) Other employment regulations;

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review there is no changes in the composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in accordance with the provisions of Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

I 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.

I further report that during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Mumbai
Date: 14.08.2024
UDIN: F005703F000981031

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021

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





'Annexure A'

To,
The Members of
Oriental Foundry Private Limited
Shop No.17, Rizvi Park Co-Operative Housing Society,
E Wing, S. V. Road, Santacruz (W),
Mumbai - 400054.

My 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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 14.08.2024
UDIN: F005703F000981031

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021



ANNEXURE D**Certification on Corporate Governance**

To,

The Members of

Oriental Rail Infrastructure Limited

(Formerly Oriental Veneer Products Limited)

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice have examined the compliance of conditions of Corporate Governance by **Oriental Rail Infrastructure Limited** ('the Company') for the year ended March 31, 2024 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2024.

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

Restriction on use

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Place: Mumbai

Date: 14.08.2024

UDIN: F005703F000980985

For **Shiv Hari Jalan & Co.**

Company Secretaries

FRN: S2016MH382700

(Shiv Hari Jalan)

Proprietor

FCS No: 5703

C.P.NO: 4226

PR No. 1576/2021





Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information on Conservation of Energy, Technology absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is provided hereunder:

(A) CONSERVATION OF ENERGY:

(i) Steps taken or impact on conservation of energy

The Company has continued its efforts to improve energy efficiency with more vigor and depth. Steps taken during the year to conserve energy include:

- A lightning arrester device is setup to protect the insulation and conductors of the system from the damaging effects of lightning;
 - A lightning arrester device is setup to protect the insulation and conductors of the system from the damaging effects of lightning;
 - The Effluent treatment plants (ETP) is installed for removal of high amounts of organic compounds, debris, dirt, grit, pollution, toxic, non-toxic materials and polymers etc. from industrial effluent;
 - Energy saving by using Light Emitting Diode ('LED') Lights;
 - Replacement of Energy Efficient Motor;
 - 5 Star AC installation in offices;
 - Replacement of old utility equipment's with new energy efficient equipment's;
 - Effective preventive maintenance helped in increasing energy efficiency of equipment.
 - Energy consumption reduced by providing Timer at various location to switch off lights and fan during tea break and lunch hours
 - Eliminate ideal running of motors when machine is not in production mode and reduced energy consumption.

(ii) Steps taken by the company for utilizing alternate sources of energy:

The Company continuously explores avenues for using alternate sources of energy keeping in mind several parameters including environment, production and cost efficiencies. The Company is currently exploring initiatives for generating solar power energy for its plants.

(iii) Capital investment on energy and conservation equipments:

The above measures did not result in any capital investments towards energy conservation equipment.



(B) TECHNOLOGY ABSORPTION:**(i) Efforts made towards technology absorption:**

Updation of technology is a continuous process. Company is continuously adopting and implementing new and upgraded technology in operations such as:

- Construction of new Research & Development ('R&D') Centre with enhanced capacity and capability.
- Internet connection is updated to Optical Fiber Cable;
- Installation of Biometric access control across the plant for authorized man movement.
- Continuous value generation through formulation re-engineering, sourcing efficiency, process optimization, new raw material search, new manufacturing techniques, vendor collaboration to enhance profitability.
- Upgradation of existing products with value added features to create product differentiation to retain market share.
- Building a sustainable idea and prototype pipeline for the company and develop new capability platforms for creating next generation products to catalyze future growth.
- Encourage use of new scientific tools to strengthen existing product development methodology.

(ii) The benefits derived like product improvement, Cost reduction, product development or import substitution:

The use of improved technology resulted in improvement in quality of Products.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

	(₹ In Lakh)	
	2023-24	2022-23
Actual Foreign Exchange earnings	Nil	Nil
Actual Foreign Exchange outgo		
a) Payments for Import Purchases	417.05	1,443.43
b) Advance for Imports Purchase	54.75	—
c) Travelling Expenses	—	—
Total	471.80	1,443.43

On behalf of the Board of Directors

Date: August 14, 2024
Place: Mumbai

Saleh N. Mithiborwala
Chairman and Chief Financial Officer
DIN: 00171171





ANNEXURE F

Disclosure pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014

(i) Disclosure under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Designation	Remuneration of Directors/ KMP for the year ended March 31, 2024 (₹ In lakhs)	Ratio to Median Remuneration	% Increase in remuneration for the year ended March 31, 2024
Mr. Saleh N. Mithiborwala#	Chairman and CFO	-	-	-
Mr. Karim N. Mithiborwala#	Managing Director	-	-	-
Mr. Vali N. Mithiborwala#	Executive Director	-	-	-
Mr. Mustafa Pardawala	Non-Executive Independent Director	1.42*	0.31	(6.25%)
Mrs. Sheetal Nagda	Non-Executive Independent Director	1.38*	0.30	5.08%
Mr. Suresh Mane	Non-Executive Independent Director	1.38 *	0.30	(6.06%)
Mr. Hardik Chandra	Company Secretary	7.50	1.84	

#Executive Directors are not paid any remuneration.

*Sitting fees paid

- (b) The percentage increase in the median remuneration of employees in the financial year 2023-24- 24%
- (c) The number of permanent employees on the rolls of company- 186
- (d) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof.
Average percentage increase in salaries of employees other than Key Managerial Personnel is (60 %). There is no increase in the remuneration of managerial personnel in comparison to the average increase in the salary of other employees.
- (e) We affirm that the remuneration paid during the year 2023-24 is as per the Remuneration Policy of the Company.

(ii) Disclosure under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (a) Details of top ten employees of the Company in terms of remuneration drawn during 2023-24:

Details of top ten employees of the Company in terms of remuneration drawn during 2023-24 will be provided on request.

As per the provisions of Section 136 of the Companies Act, 2013, the Annual Report and Accounts are being sent to the members and others entitled thereto excluding the said information of top ten employees. The said details of top ten employees will be available for inspection by the members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

- (b) List of employees of your Company employed throughout the Financial Year 2023-24 and were paid remuneration not less than ₹ 1.2 Crore:

During the year under review, there were no employees of the Company drawing remuneration of ₹ 1.2 Crore and above p.a.

- (c) Employees employed for the part of the year and were paid remuneration during the Financial Year 2023-24 at a rate which in aggregate was not less than eight lakh and fifty thousand rupees per month:

During the year under review, there were no employees of the Company drawing remuneration of ₹ 8.5 Lakhs per month and above being employed for the part of the year.

On behalf of the Board of Directors

Date: August 14, 2024
Place: Mumbai

Saleh N Mithiborwala
Chairman and Chief Financial Officer
DIN: 00171171



ANNEXURE G

Form No. AOC-1

Statement containing salient features of the financial statements of Subsidiaries / Associates / Joint Ventures

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

PART A - SUBSIDIARIES

(₹ in Lakhs)

1. Name of the subsidiary	Oriental Foundry Private Limited
2. The date since when subsidiary was acquired	November 19, 2014
3. Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	April to March
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of Foreign Subsidiaries	Not Applicable
5. Share capital	3,350
6. Reserves & surplus	5,433.25
7. Total assets	42,559.31
8. Total Liabilities	42,559.31
9. Investments	0.28
10. Turnover	36,116.48
11. Profit before taxation	2,323.49
12. Provision for taxation (Deferred Tax)	(252.81)
13. Profit after taxation	1,799.82
14. Proposed Dividend	Nil
15. Extent of shareholding	100%

Notes:

- There are no Subsidiaries which are yet to commence operations.
- There are no subsidiaries which have been liquidated or sold during the year 2023-24.

PART B - ASSOCIATES / JOINT VENTURES

Not applicable as the Company did not have any Associate Company or Joint Venture during the reporting period.

On behalf of the Board of Directors

Saleh N. Mithiborwala

Chairman and Chief Financial Officer

DIN: 00171171

Date: August 14, 2024

Place: Mumbai



**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Wazeera S Mithiborwala, Promoter Group
b)	Nature of contracts/arrangements/transaction	Issue of of 75,00,000 Warrants Convertible into Equity Shares of the Company on Preferential Basis at a price of ₹ 169/- (including premium of ₹ 168/-) per share
c)	Duration of the contracts/arrangements/transaction	18 months from the date of allotment
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	The warrants are issued by the Company on the following terms and conditions: <ul style="list-style-type: none"> i. An amount equivalent to 25% of the issue price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option; ii. The Warrant Holder shall pay the balance 75% of the issue price at the time of exercising the option to convert the warrants into equivalent number of equity shares in one of more tranches but not later than 18 months from the date of allotment of such convertible warrants;



SL. No.	Particulars	Details
		<p>iii. In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;</p> <p>iv. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;</p> <p>v. Each convertible warrant shall be convertible into one(1)equity share of face value of Re. 1/- per share;</p> <p>vi. The equity shares allotted, upon conversion of convertible warrants to be issued on preferential basis to above allottees, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018;</p> <p>vii. The equity shares allotted, upon conversion of convertible warrants shall be listed on BSE Limited.</p> <p>Amount: Upto ₹ 130.00 Crores</p>
	Date of approval by the Board	December 21, 2023
	Amount paid as advances, if any	₹ 31.69 Crores

On behalf of the Board of Directors

Date: August 14, 2024
Place: Mumbai

Saleh N. Mithiborwala
Chairman and Chief Financial Officer
DIN: 00171171





REPORT ON CORPORATE GOVERNANCE

A report for the financial year ended March 31, 2024 on the compliance by the Company with the Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), is furnished below.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the creation and enhancement of long-term sustainable value for our stakeholders, comprising regulators, employees, customers, vendors, investors, and the society at large, through ethically driven business practices. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from its culture and ethos. At Oriental group, it is imperative that our Company's affairs are managed in a fair and transparent manner. It brings into focus the fiduciary and trusteeship role of the Board to align and direct the actions of the organisation towards creating wealth and stakeholder value.

The Company has a legacy of fair, transparent and ethical governance practices. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Board views Corporate Governance in its widest sense. The main objective is to create and adhere to a corporate culture of integrity and consciousness. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Board of Directors fully support and endorse Corporate Governance practices as envisaged in the Listing Regulations.

A report on compliance with the principles of the Corporate Governance as on 31st March, 2024 as prescribed by Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time is given below:

2. BOARD OF DIRECTORS

The Board of Directors is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. Further, the Board of Directors of the Company is totally committed to the best practices for effective Corporate Governance. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. The Board of Directors, along with its Committees have a fiduciary responsibility to ensure that the Company's actions and objectives are aligned to sustainable growth and long-term value creation.

1.1 Composition and Size of the Board

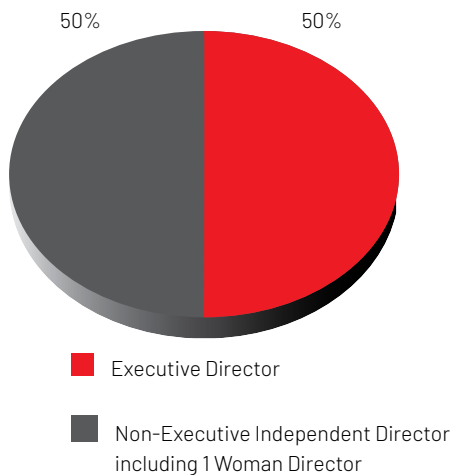
The Board is entrusted with ultimate responsibility of the management, directions and performance of the Company. The Company's policy is to maintain an optimum combination of Executive and Non-Executive / Independent Directors. The composition of your Company's Board, which comprises of 6 (Six) Directors, is given in the table below and is in conformity with Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements. About 50% of the Company's Board comprises Independent Directors. There are no Nominee Directors representing any institution on the Board of the Company.

Name of Director	Other Directorships as on March 31, 2024 ¹	Membership of Other Board Committees as on March 31, 2024 ²		Directorship in other listed entity
		as Member	as Chairman	
Executive Directors – Promoter/Promoter Group				
Mr. Saleh N. Mithiborwala (Chairman and Chief Financial Officer)	1	-	-	-
Mr. Vali N. Mithiborwala (Whole-Time Director)	1	-	-	-
Mr. Karim N. Mithiborwala (Managing Director)	-	-	-	-
Non-Executive, Independent Directors				
Mr. Mustafa Pardawala	1	-	-	-
Mr. Suresh Mane	-	-	-	-
Mrs. Sheetal Nagda	1	-	2	Indian Bright Steel Co Limited



Notes:

1. Number of Directorships includes all Public Limited Companies, whether listed or not, and excludes Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 ('the Act')/ Section 25 of the Companies act, 1956;
2. This relates to membership of Committees referred to in Regulation 26(1) of the Listing Regulations, viz. Audit Committee and Stakeholders Relationship Committee of all Public Limited Companies, whether listed or not and excludes Private Limited Companies, Foreign Companies and Companies licensed under Section 8 of the Companies Act, 2013 / Section 25 of the Companies Act, 1956.
3. Excludes directorship and committee positions in the Company.

2.2 Chart of Board Composition**2.3 Skills, Expertise and Competencies of the Board**

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, identifies the core skills/ expertise/competencies of Directors as required in the context of business of the Company for its effective functioning.

The criteria for appointment to the Board include:

- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of relevance to the Company;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.
- In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors as given below:

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

Business Leadership	Leadership experience including in areas of business development, strategic planning, succession planning, driving change and long-term growth and guiding the Company and its senior management towards its vision and values.
Financial Expertise	Knowledge and skills in accounting, finance, treasury management, tax and financial management of large corporations with understanding of capital allocation, funding and financial reporting processes
Risk Management	Ability to understand and assess the key risks to the organisation, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk.
Global Experience	Global mindset and staying updated on global market opportunities, competition experience in driving business success around the world with an understanding of diverse business environments, economic conditions and regulatory frameworks.
Corporate Governance	Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the company and protecting stakeholders interest.
Technology & Innovations	Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data centre, data security etc.



In the table below, the specific areas of focus or expertise of individual board members have been highlighted

Name of Director	Areas of Skills/ Expertise					
	Business Leadership	Financial Expertise	Risk Management	Global Experience	Corporate Governance	Technology & Innovations
Mr. Saleh N. Mithiborwala	✓	✓	✓	✓	✓	✓
Mr. Vali N. Mithiborwala	✓	✓	✓	✓	✓	✓
Mr. Karim N. Mithiborwala	✓	✓	✓	✓	✓	✓
Mr. Suresh Mane	✓	✓	✓	-	✓	-
Mr. Mustafa Pardawala	✓	✓	✓	-	✓	-
Mrs. Sheetal Nagda	✓	✓	✓	-	✓	-

2.4 Board Evaluation

Evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India ('SEBI'). The performance of the Executive Directors is evaluated on the basis of achievements of their Key Result Areas.

The Board of Directors has expressed its satisfaction with the evaluation process.

2.5 Board Meetings and Procedures

The internal guidelines for Board / Committee meetings facilitate the decision making process at the meetings of the Board/Committees in an informed and efficient manner.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

There is a minimum of Four Board Meetings held every year. Apart from these, additional Board Meetings are convened to address the specific needs of the Company. The Notice is circulated well in advance to the Board/Committee members along with comprehensive background information on the items in the agenda to enable the Board and Committees to arrive at appropriate decisions.

All necessary information including but not limited to those mentioned in Part A of Schedule II to the Listing Regulations, are placed before the Board of Directors. The Members of the Board are at liberty to bring up any matter for discussions at the Board Meetings and the functioning is democratic.

There was no instance during the financial year 2023-24, where the Board of Directors had not accepted the recommendation of any Committee of the Board which was mandatorily required.

2.6 Meetings Held

During the year, 09 (Nine) Board Meetings were held as against the minimum statutory requirement of four meetings and the gap between any two Board Meetings was not more than one hundred and twenty days, thereby complying with applicable statutory requirements.

Dates of meetings held during the year and number of Directors present at the meeting therein is as follows:

Dates of the Board Meetings	No. of Directors Present
April 18, 2023	6
July 19, 2023	6
August 08, 2023	6
September 16, 2023	6
November 03, 2023	6
December 21, 2023	5
February 12, 2024	6
February 22, 2024	6
March 22, 2024	6

The necessary quorum was present for all the meetings. None of the Non-Executive Directors holds any Shares in the Company as on March 31, 2024.



2.7 Details of Directors attendance at Board Meetings held during the year is given in the following table:

Name of Director	Board Meetings attendance		Attended Last AGM
	Held during tenure	Attended	
Mr. Saleh N. Mithiborwala	9	8	No
Mr. Karim N. Mithiborwala	9	9	No
Mr. Vali N. Mithiborwala	9	9	Yes
Mr. Mustufa Pardawala	9	9	Yes
Mr. Suresh Mane	9	9	Yes
Mrs. Sheetal Nagda	9	9	Yes

2.8 Inter-se relationships among Directors

There is no inter-se relationship among any of the Directors of the Company except between Mr. Karim N. Mithiborwala, Managing Director, brother-in-law of Mr. Saleh N. Mithiborwala, Chairman and Chief Financial Officer and Mr. Vali N. Mithiborwala, Executive Director, brother of Mr. Saleh N. Mithiborwala, Chairman and Chief Financial Officer.

2.9 Role of Non-Executive / Independent Directors

Non-Executive Independent Directors play a key role in the decision-making process of the Board and in shaping various strategic initiatives of the Company. The Independent Directors are committed to act in what they believe is in the best interests of the Company and its stakeholders. The wide knowledge in their respective fields of expertise and best-in-class boardroom practices helps foster varied, unbiased, independent and experienced perspective.

The Company benefits immensely from their inputs in achieving its strategic direction.

An Independent Director is the Chairman of each of the Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee except in Corporate Social Responsibility Committee.

The Company has one material subsidiary Company, in which one of the Independent Director act as a Director.

Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfil the conditions specified in the Act, the Listing Regulations and are independent of the Management.

2.10 Meeting of Independent Directors

The Company's Independent Directors met on Friday, March 22, 2024 without the presence of Executive

Directors or members of management. At this meeting the Independent Directors reviewed the following:

- 1) Performance of the Chairman;
- 2) Performance of the Independent and Non-Independent Directors;
- 3) Performance of the Board as a whole and its Committees.

They also assessed the quality, quantity and timeliness of flow of information between the Management and the Board.

The Company has one Material Subsidiary Company in which one of the Independent Director act as a Director.

All the Independent Directors attended the meeting.

The Chairman of the meeting of the Independent Directors takes appropriate steps to present Independent Directors' views to the Chairman of the Company.

2.11 Familiarization Programme for Independent Directors

The Company has held a Familiarization Programme for Independent Directors. At the time of appointing a Director, a letter of appointment was given to them, which, inter alia, explains the role, function, duties and responsibilities expected from them as a Director of the Company. The Director was also explained in detail the Compliance required from him under the Act, and other various statutes and an affirmation was obtained. Further, on an ongoing basis as part of Agenda of Board / Committee Meetings, presentations were regularly made to the Independent Directors on various matters, inter alia, covering the Company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of familiarization programme imparted to the Independent Directors of the Company are also available on the Company's website link www.orientalrail.com/policies-code-and-compliances.php

During the year under review, the newly inducted Independent Director was familiarised with the Company, its businesses and the senior management.

2.12 Statutory Board Committees

The Board, as on March 31, 2024 had 6 (Six) Committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Allotment Committee and Executive Committee.





The Board Committees play a crucial role in the governance structure of the Company and they deal with specific areas of concern for the Company that need a closer review. The Committees operate under the direct supervision of the Board and Chairpersons of the respective Committees report to the Board about the deliberations and decisions taken by the Committees. The recommendations of the Committees are submitted to the Board for approval. The minutes of the meetings of all Committees of the Board are placed before the Board for noting.

The Company has four Statutory Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee.

3. AUDIT COMMITTEE

3.1 Constitution of the Committee

The Audit Committee comprises of 4 (Four) Directors, of which 3(Three) are Non-Executive Independent Directors and 1(One) is Executive Director. The details of which are:

Name of Director	Category
Mr. Mustafa Pardawala, Chairman	Non - Executive, Independent Director
Mr. Suresh Mane	Non - Executive, Independent Director
Mr. Saleh N. Mithiborwala	Executive Director
Mrs. Sheetal Nagda	Non - Executive, Independent Director

All the members of the Committee have sound knowledge of finance, accounts and business management. The Chairman of the Committee, Mr. Mustafa Pardawala, has extensive accounting and related financial management expertise.

The composition of this Committee is in compliance with the requirements of Section 177 of the Act, and Regulations 18 and 21 of the Listing Regulations. Mr. Hardik Chandra, Company Secretary, is the Secretary to the Committee.

3.2 Terms of Reference

The terms of reference of the Audit Committee are aligned with the terms of reference provided under Section 177(4) of the Act, Part C of Schedule II and Regulation 21 of the Listing Regulations.

3.3 Meetings Held

The Audit Committee met 6(Six) times during the financial year 2023-24, on the following dates, including before

finalisation of annual accounts and adoption of quarterly financial results by the Board:

April 18, 2023	July 19, 2023	November 03, 2023
December 21, 2023	February 12, 2024	March 22, 2024

It can be seen from the above table that the frequency of the Committee Meetings was more than the minimum limit prescribed under applicable regulatory requirements and the gap between two Committee Meetings was not more than one hundred and twenty days. The details of Meetings attended by the Directors during the year are given below:

Name of Director	Audit Committee Meetings attendance	
	No. of Meeting Attended	Attendance %
Mr. Mustafa Pardawala, Chairman	6	100
Mr. Suresh Mane	6	100
Mr. Saleh N. Mithiborwala	5	83.33
Mrs. Sheetal Nagda	6	100

The meetings of the Audit Committee are usually attended by the Chief Financial Officer, Internal Auditors and the Statutory Auditors. The Company Secretary acts as the Secretary to the Committee.

Mr. Mustafa Pardawala, Chairman of the Audit Committee was present at the last Annual General Meeting ('AGM') held on September 26, 2023.

4. NOMINATION & REMUNERATION COMMITTEE

4.1 Constitution of the Committee

The Nomination & Remuneration Committee comprises of 4(Four) Directors, of which 3(Three) are Non-Executive Independent Directors and 1(One) is Executive Director. The details of which are:

Name of Director	Category
Mr. Mustafa Pardawala, Chairman	Non-Executive, Independent Director
Mr. Suresh Mane	Non-Executive, Independent Director
Mr. Saleh N. Mithiborwala	Executive Director
Mrs. Sheetal Nagda	Non-Executive, Independent Director

The composition of this Committee is in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. The Company Secretary acts as the Secretary to the Committee.



4.2 Terms of Reference

The terms of reference of the Committee are aligned with the terms of reference provided under Section 178 of the Act and Para A of Part D of Schedule II of the Listing Regulations.

4.3 Meetings Held

The Committee met 1 (One) during the financial year 2023-24, i.e. on April 18, 2023.

The details of Meetings attended by the Members during the year are given below:

Name of Director	Nomination & Remuneration Committee Meetings attendance	
	No. of Meeting Attended	Attendance %
Mr. Mustafa Pardawala, Chairman	1	100
Mr. Suresh Mane	1	100
Mr. Saleh N. Mithiborwala	1	100
Mrs. Sheetal Nagda	1	100

Mr. Mustafa Pardawala, Chairman of the Nomination & Remuneration Committee was present at the last AGM held on September 26, 2023.

4.4 Performance Evaluation Criteria for Independent Directors

The Performance Evaluation Criteria for Independent Directors is comprised of certain parameters like professional qualifications, experience, knowledge and competency, active participation at the Board/Committee meetings, ability to function as a team, initiative, availability and attendance at meetings, commitment and contribution to the Board and the Company, integrity, independence from the Company and other Directors and whether there is any conflict of interest, voicing of opinions freely, etc. These are in compliance with applicable laws, regulations and guidelines.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

5.1 Constitution of the Committee

The Stakeholders Relationship Committee comprises of 4 (Four) Directors, of which 3 (Three) are Non-Executive Independent Directors and 1 (One) is Executive Director. The detail of which are:

Name of Director	Category
Mr. Mustafa Pardawala, Chairman	Non-Executive, Independent Director
Mr. Suresh Mane	Non-Executive, Independent Director
Mr. Karim N. Mithiborwala	Executive Director
Mrs. Sheetal Nagda	Non-Executive, Independent Director

The composition of this Committee is in compliance with the requirements of Section 178 of Act and Regulation 20 of the Listing Regulations. The Company Secretary acts as the Secretary to the Committee.

5.2 Terms of Reference

The Stakeholders Relationship Committee reviews and ensures the existence of a proper system for timely resolution of grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet and declared dividends.

The terms of reference of the Committee are aligned with the terms of reference provided under Section 178 of the Act and Para B of Part D of Schedule II of the Listing Regulations.

5.3 Meetings Held

The Committee met 4 (Four) times during the financial year 2023-24, on the following dates:

April 18, 2023	July 19, 2023	August 04, 2023
November 03, 2023	February 12, 2024	—

It can be seen from the above table that the frequency of the Committee Meetings was more than the minimum limit prescribed under applicable regulatory requirements. The details of Meetings attended by the Members during the year are given below:

Name of Director	Stakeholders Relationship Committee Meetings attendance	
	No. of Meeting Attended	Attendance %
Mr. Mustafa Pardawala, Chairman	5	100
Mr. Suresh Mane	5	100
Mr. Karim N. Mithiborwala	5	100
Mrs. Sheetal Nagda	5	100

Mr. Mustafa Pardawala, Chairman of the Stakeholders Relationship Committee was present at the last AGM held on September 26, 2023.

5.4 Details of Shareholders' Complaints Received, Solved and Pending during F.Y. 2023-24:

Number of complaints received in the F.Y. 2023-24	Nil
Number of complaints solved in the F.Y. 2023-24	Nil
Number of pending complaints as on March 31, 2024	Nil



The above table includes complaints received from SEBI SCORES by the Company.

5.5 Name, Designation and Address of Compliance Officer

Mr. Hardik Chandra

Company Secretary

Oriental Rail Infrastructure Limited

(Formerly known as Oriental Veneer Products Limited)

16, Mascarenhas Road, Mazgaon,

Mumbai - 400 010, Maharashtra, India.

Tel. No.: +91 22 61389400

Email Id: compliance@orientalrail.co.in

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

6.1 Constitution of the Committee

The Corporate Social Responsibility Committee comprises of 3 (Three) Directors, of which 2 (Two) are Executive Directors and 1 (One) is Non-Executive Independent Director. The detail of which are:

Name of Director	Category
Mr. Saleh N. Mithiborwala, Chairman	Executive Director
Mr. Karim N. Mithiborwala	Executive Director
Mr. Mustafa Pardawala	Non-Executive, Independent Director

The composition of the Committee is in compliance with Section 135 of the Act.

6.2 Terms of Reference

The terms of reference of the Corporate Social Responsibility Committee are aligned with the terms of reference provided under Section 135 of the Act.

6.3 Meetings Held

The CSR Committee met 1(Once) during the financial year 2023-24, i.e. on April 18, 2023

It can be seen from the above table that the frequency of the Committee Meetings was more than the minimum limit prescribed under applicable regulatory requirements. The details of Meetings attended by the Directors during the year are given below:

Name of Director	Corporate Social Responsibility Committee Meetings attendance	
	No. of Meeting Attended	Attendance %
Mr. Saleh N. Mithiborwala, Chairman	1	100
Mr. Karim N. Mithiborwala	1	100
Mr. Mustafa Pardawala	1	100

7. EXECUTIVE COMMITTEE OF THE BOARD

7.1 Composition of Committee:

The Executive Committee comprises of 3 (Three) Executive Directors, as per the details in following table:

Name of Director	Category
Mr. Karim N. Mithiborwala, Chairman	Executive Director
Mr. Saleh N. Mithiborwala	Executive Director
Mr. Vali N. Mithiborwala	Executive Director

7.2 Terms of Reference

The Board of Directors have constituted the Executive Committee at its Meeting held on October 27, 2015. The Term of Reference include:

- To authorise any one or more person/s (whether employee of the Company or not), firm or company, to represent the Company and to do all such acts, deeds, matters and things, for or in connection with the business of the Company, whether in India or abroad as the Committee may deem fit, and in this regard to authorise the issue of necessary Power/s of Attorney, Letter/s of Authority and/or other documents;
- To consider the proposals and pass requisite resolutions for opening of bank accounts for the Company, all of its divisions, units, branches with one or more banks, to authorize the Directors, officers and other person or persons to operate such accounts and to decide the manner and monetary limits for operations of such accounts and also to revise the manner and mode of operations of the bank accounts as well as to decide to close any bank accounts of the Company as the Committee may deem fit and to instruct the banks accordingly;
- To avail from time to time financial assistance from Banks / Financial Institutions / Non - Banking Finance Companies / Bodies Corporate, Funds or other entities ("Lender/Investors"), in the form of loans upon such terms and conditions as the Lenders/Investors may stipulate including creation of security and acceptable to the Company;
- To negotiate with the Lenders/Investors and to consider, finalise and approve the acceptable form(s) of such financial assistance and the terms and conditions for the same including but not limited to the rate of interest/dividend, security, repayment period/schedule, terms of redemption (i.e. period, manner and mode of redemption whether at fixed period(s) or at the option of the Company and/or Lender/Investor, or premature/early



- redemption whether at premium or not), payment of upfront fees and other fees/charges etc. payable by the Company and to make and agree to any alterations, modifications, variations to the same;
5. To offer as security any property/assets of the Company whether movable or immovable, tangible or intangible, trademarks, copy rights or such other rights and intellectual properties, present or future in such form and manner as the Committee may deem fit;
 6. To approve, settle and authorise execution on behalf of the Company, of the agreements, documents, deeds, mortgage deeds, undertakings, indemnities, declarations, promissory notes, powers of attorney, allotment letters, certificates, writings etc., as may be required to be executed by the Company for availing of such financial assistance and for creating securities and to make, agree to and accept modifications to any such documents including the security documents so executed;
 7. To raise funds by monetization and/or encashment and/or sale of any of the Company's investments or assets, including by way of transfer and/or sale and/or discounting any of the Company's receivables and/or other assets;
 8. To take final decision on the nature and type of the Company's investments / assets to be monetized/ encashed / sold / transferred / discounted and to decide and approve the terms and conditions thereof;
 9. To appoint legal counsels, arrangers, issuers, trustees, bankers, issuing & paying agents, escrow agents and other agents and intermediaries as may be necessary;
 10. To approve all agreements, indentures, indemnities, declaration and other documents and writing and authorize their execution;
 11. To approve such modifications in the terms of any of the transactions for raising of funds as may be required and authorize execution of necessary documents for this purpose;
 12. To grant financial assistance to any entity (whether by way of equity, preferred or preference shares, loans, guarantees and/or security, including guarantees and/or security to be provided to banks or third party lenders for any borrowings to be incurred by the Company / its subsidiary or otherwise or in any combination thereof), on such terms and conditions and in such form or manner as maybe decided by this Committee;
 13. To consider and approve the transfer / transmission of the physical shares, issue of duplicate share certificates, name deletion of deceased joint shareholders, replacement and consolidation of share certificates, dematerialisation of shares, rematerialisation of shares, etc. of the Company and to authorize persons to sign the share certificates, share allotment letters, address investor grievances, etc. on behalf of the Company;
 14. To delegate any one or more of its powers to any director(s) or officer(s) of the Company or to any other person(s) as the Committee may deem fit and proper;
 15. Where required, to authorise affixation of the Common Seal of the Company to any document which may be affixed thereto in accordance with the provisions of the Articles of Association of the Company;
 16. To do and perform and cause to do and perform all such acts, deeds, things and matters as the Committee may deem fit to give effect to this resolution for matters incidental or consequential thereto;

7.3 Meetings Held

The Committee met 22 (Twenty Two) times during the financial year 2023-24, on following dates:

April 04, 2023	May 24, 2023	June 15, 2023
July 14, 2023	July 26, 2023	August 18, 2023
September 13, 2023	September 19, 2023	October 10, 2023
November 16, 2023	November 18, 2023	December 01, 2023
December 11, 2023	December 19, 2023	December 27, 2023
January 16, 2024	February 01, 2024	February 27, 2024
March 05, 2024	March 18, 2024	March 26, 2024
March 30, 2024	-	-

The details of Meetings attended by the Directors during the year are given below:

Name of Director	Executive Committee Meeting attendance	
	No. of Meeting Attended	Attendance %
Mr. Karim N. Mithiborwala, Chairman	22	100
Mr. Vali N. Mithiborwala	22	100
Mr. Saleh N. Mithiborwala	21	95.45

8. ALLOTMENT COMMITTEE

8.1 Composition of Committee:





The Allotment Committee comprises of 3 (Three) Directors of which 2 (Two) are Executive Directors and 1 (One) is Non-Executive Independent Director. The detail of which are as follows:

Name of Director	Category
Mr. Vali N. Mithiborwala, Chairman	Executive Director
Mr. Karim N. Mithiborwala	Executive Director
Mr. Mustufa Pardawala	Non-Executive, Independent Director

8.2 Terms of Reference

The Board of Directors have constituted the Allotment Committee at its Meeting held on Thursday, February 22, 2024. The Term of Reference include:

- To create and allot securities, subject to such approvals as may be required by way of public issue, right issue, bonus issue, preferential issue by way of further issue of shares, ESOS, ESPS, qualified institutional placement, ADR, GDR, Warrants, bonds, debentures or other securities, issue and allotment of securities on conversion of warrants, bonds, debentures, preference shares as may be required from time to time;
- To appoint Lead Managers, Merchant Bankers, Legal Advisors, Counsels, Registrars and Transfer Agents, Underwriters and all such agencies and intermediaries as may be involved or concerned in such issue of the securities and to remunerate all such agencies as may be involved in cash or otherwise including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of the securities;
- To decide the terms and conditions of the offer in consultation with the Lead Managers other intermediaries involved with the issue
- To enhance the share capital by way of allotment of securities of the Company pursuant to Scheme of amalgamation, merger, demerger, arrangement, compromise as per the applicable provisions of Companies Act, 2013 and rules made thereunder, as may be amended from time to time.
- To sign the Placement Memorandum / issue documents on behalf of the Board of Directors finalized in consultation with the Lead Managers/ Legal Counsel;
- To fix the record date, opening and closing date for the issue and any other dates proposed in the time table including to extend the issue period;
- To open such Bank Accounts and other accounts, as may be required in connection with the issue;
- To execute various deeds, drafts, documents, forms, applications, undertakings, agreements, Power of Attorney, as may be required to be filed with Stock

Exchanges, Securities and Exchange Board of India (SEBI), National Security Depository Limited (NSDL), Central Depository Services (India) Ltd (CDSL), Ministry of Corporate Affairs (MCA) and other authorities in relation to allotment of securities as aforesaid and to do all such acts, deeds, matters and things as may be necessary.

- To delegate any of the powers or authority hereby conferred on the Committee to any officer (s) of the Company or group Company.

8.3 Meetings Held

The Allotment Committee met 01 (One) times during the financial year 2023-24 on Saturday, March 30, 2024

The details of Meetings attended by the Directors during the year are given below:

Name of Director	Executive Committee Meeting attendance	
	No. of Meeting Attended	Attendance %
Mr. Vali N. Mithiborwala, Chairman	1	100
Mr. Karim N. Mithiborwala	1	100
Mr. Mustufa Pardawala	1	100

9. Particulars of Senior Management:

The details of Senior Management Personnel ("SMP") of the Company as on 31st March, 2024 are as follows:

Sr. No.	Name of SMP	Designation
1.	Mr. Saleh N Mithiborwala	Chief Financial Officer ("CFO")
2.	Mr. Hardik Chandra	Company Secretary ("CS")

10. REMUNERATION OF DIRECTORS

- No remuneration was paid to Executive Directors during the year.
- The terms of appointment of Executive Directors as approved by shareholders, are contained in their respective Agreements entered into with the Company. The tenure of office of the Whole-Time Directors is five years from their respective date of appointment. The Agreements also contain clauses relating to termination of appointment in different circumstances, including for breach of terms. There is no notice period for the Executive Directors of the Company. While there is no specific provision for payment of severance fees for any of the Executive Directors, the Board is empowered to consider the same at its discretion, taking into account attendant facts and circumstances;



- c. During the F.Y. 2023-24, following Sitting Fees was paid to the Non-Executive Independent Directors;

Name of Non-Executive Independent Directors	Sitting Fees (₹)
Mr. Mustafa Pardawala	1,42,000/-
Mr. Suresh Mane	1,38,000/-
Mrs. Sheetal Nagda	1,38,000/-

- d. During the F.Y. 2023-24, no Commission was paid to the Non-Executive Independent Directors;
- e. There were no pecuniary relationship / transactions between non-executive directors and the Company;
- f. The criteria for making payment to Non-Executive Directors of the Company is disclosed under web-link <https://www.orientalrail.com/policies-code-and-compliances-2.php>
- g. No amount by way of loan or advance has been given by the Company to any of its Directors;
- h. The Company does not have any stock option plans;
- i. There are no variable components and performance linked incentives.

11. SUBSIDIARY COMPANIES

Regulation 16(1)(c) of the Listing Regulations defines a material subsidiary as a subsidiary, whose income or net worth exceeds 10 % of the consolidated income or net worth respectively, of the listed entity and its

subsidiaries in the immediately preceding accounting year. During the year under review, the Company have one unlisted material subsidiary incorporated in India and was therefore, required to have an Independent Director of the Company on the Board of such subsidiary, under Regulation 24 of the Listing Regulations. Mr. Mustafa Pardawala is acting as Director on the Board of its unlisted material subsidiary.

Details of Material Subsidiaries of the Company

Name of the Material Subsidiary	Date & Place of incorporation	The name & date of appointment of Statutory Auditors
M/s. Oriental Foundry Private Limited ('OFPL')	25th July, 2014 Mumbai, Maharashtra	M/s Anil Bansal & Associates, Chartered Accountants 16th December, 2020

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiary, including the investments made by the subsidiary. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiary of the Company is periodically placed before the Board of Directors of the Company.

According to requirement of Reg. 24A of Listing Regulations, M/s. Shiv Hari Jalan, Practising Company Secretaries did secretarial audit of unlisted material subsidiary, OFPL for the financial year ended March 31, 2024 and same shall be annexed with this Annual Report as Annexure - D.

12. GENERAL BODY MEETINGS

12.1 Details of the Annual General Meetings held during the preceding 3 years and Special Resolutions passed there at are given below:

Annual General Meeting (AGM)	Date	Time	Venue	Details of Special Resolutions passed
30 th AGM	Thursday, September 14, 2021	01.00 p.m.	Video Conferencing/Other Audio Visual means	Approval of Related Party Transactions
31 st AGM	Tuesday, September 27, 2022	01.30 p.m.	Video Conferencing/Other Audio Visual means	1. Appointment of Mrs. Sheetal Nagda as an Independent Director 2. Re-appointment of Mr. Vali N. Mithiborwala as Executive Director 3. Re-appointment of Mr. Saleh N. Mithiborwala as Chairman & Chief Financial Officer ('CFO') of the Company 4. Re-appointment of Mr. Karim N. Mithiborwala as Managing Director
32 nd AGM	Tuesday, September 26, 2023	12.00 p.m.	Video Conferencing/Other Audio Visual means	N.A

Extra-Ordinary General Meetings:

Date	Time	Venue	Details of Special Resolutions passed
Friday, January 19, 2024	03.00 p.m.	Video Conferencing/Other Audio Visual means	1. To consider and approve Alteration of Articles of Association of the Company. 2. To approve issue of Warrants Convertible into Equity Shares of the Company on Preferential Basis to Promoters/Promoter Group. 3. To consider Issue of Equity Shares on Preferential Basis to Non- Promoters





12.2 Postal Ballot

During the year under review, no resolution was passed through postal ballot.

13. MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with shareholders and of giving a balanced reporting of results and progress. They respond to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions at the Annual General Meeting. Some of the modes of communication are mentioned below:

13.1 Quarterly Results

The approved financial results are forthwith sent to the Stock Exchange where the shares is listed and are displayed on the Company's website www.orientalrail.com and are generally published in Business Standard (all editions) (English) and Navakaal (Marathi), within forty eight hours of approval thereof.

13.2 Website

Comprehensive information about the Company, its business and operations and press releases can be viewed on the Company's website www.orientalrail.com. The "Investor Relations" section on the website gives information relating to financial results, annual reports, shareholding pattern and policies and other information. Information about unclaimed dividends and details of Equity Shares required to be transferred to the IEPF Demat account are also available in this section.

13.3 Annual Report

The Annual Report containing inter-alia the Audited Standalone & Consolidated Financial Statements, Board's Report, Auditors' Report, Corporate Governance Report and other important information is circulated to Members and others entitled thereto. Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also posted on the website of the Company.

13.4 Designated Exclusive Email ID

The Company has designated the Email ID compliance@orientalrail.co.in exclusively for investor servicing. This Email ID has been displayed on the Company's website www.orientalrail.com

13.5 SEBI Complaints Redress System (SCORES)

SCORES is a system implemented by SEBI which enables investors to lodge their complaints electronically on the SEBI website. The investor complaints are processed in a centralized web-based complaints redressal system.

The salient features of this system are centralised database of all complaints, online uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Company have not received any compliant from investors on Scores.

13.6 BSE Corporate Compliance & Listing Centre (BSE Listing Centre)

BSE Listing Centre is web-based application systems for enabling corporates to undertake electronic filing of various periodic compliance related filings like shareholding pattern, results, press releases, etc.

14. GENERAL INFORMATION FOR SHAREHOLDERS

14.1 Company Registration Details

The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L35100MH1991PLC060686.

14.2 Annual General Meeting

Day, Date and Time: Thursday, September 26, 2024 at 03.00 p.m. through Video Conferencing / Other Audio-Visual Means.

14.3 Financial Calendar

The financial year of the Company starts on April 1 and ends on March 31 of next year.

Financial reporting for:

Quarter ending June 30, 2023	On or before August 14, 2023
Half year ending September 30, 2023	On or before November 14, 2023
Quarter ending December 31, 2023	On or before February 14, 2024
Year ending March 31, 2024	On or before May 30, 2024

14.4 Book Closure Period

Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive).

14.5 Dividend Payment Date & Record Date

The Final Dividend for FY 2023-24, if declared at the ensuing Annual General Meeting, shall be paid within thirty days from the date of Annual General Meeting. The Company has fixed Thursday, September 19, 2024 as the 'Record Date' for the final dividend.



14.6 Listing on Stock Exchanges

Equity Shares

BSE Limited (BSE),

[Scrip Code: 531859]

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

ISIN: INE457G01029

14.7 Stock Market Data

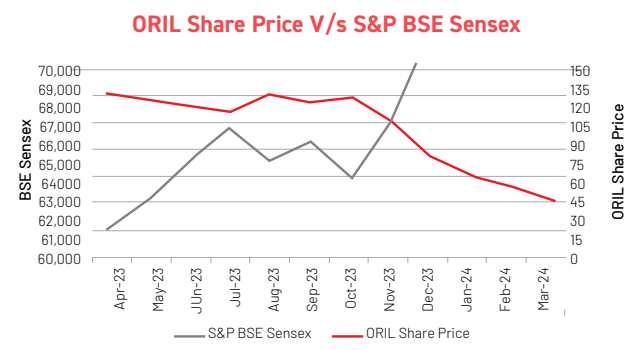
High, Low and Average Closing Price and Trading Volume of the Company's Equity Shares during each month of the last financial year 2023-24 at BSE Sensex are given below:

Month	High(₹)	Low(₹)	No. of Shares	No. of Trades
Apr, 2023	56.65	35.60	8,37,754	4,848
May, 2023	45.40	33.50	13,64,504	5,023
Jun, 2023	49.75	37.08	6,88,880	4,554
Jul, 2023	70.15	47.50	35,89,273	12,689
Aug, 2023	75.65	60.00	43,66,099	9,324
Sep, 2023	89.84	75.55	59,44,320	15,445
Oct, 2023	125.15	90.52	38,84,894	4,597
Nov, 2023	139.00	110.40	22,25,860	7,745
Dec, 2023	254.00	123.00	1,15,52,263	45,944
Jan, 2024	302.40	222.65	59,35,935	74,040
Feb, 2024	300.15	243.20	33,01,128	34,358
Mar, 2024	292.00	218.50	20,80,583	18,501

14.8 Stock Performance v/s S&P BSE Sensex

Performance of the Company's Equity Shares (ORIL) on BSE Limited relative to the BSE Sensitive Index (S&P BSE Sensex) is graphically represented in the charts below:

Average monthly closing price of the Company's shares on BSE as compared to S&P BSE Sensex



14.9 Share Transfer System (in physical segment)

In terms of Regulation 40(1) of the Listing Regulations, securities can be transferred only in dematerialised form with effect from April 1, 2019. Pursuant to SEBI circular dated January 25, 2022, the listed companies shall issue the securities in dematerialised form only, for processing any service request from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website <https://www.orientalrail.com/downloads.php>

During the year, all share transmission, issue of duplicate shares, name deletion and such other related matters were approved by the Committee authorised by the Board within prescribed timelines.

In view of the aforesaid, Members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialisation.

Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The requests for transmission or transposition of securities held in physical form are registered and returned within a period of fifteen (15) days from the date of receipt in case the documents are complete in all respects.

The Company obtains a certificate from Practicing Company Secretary as required under Regulation 40 of the Listing Regulations and the same is filed with the Stock Exchanges.

14.10 Secretarial Compliance Report

In accordance with the SEBI Circular dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Shiv Hari Jalan & Co., Practicing Company Secretary confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2024.



14.11 Distribution of Shareholding by size as on March 31, 2024

No. of Shares held	No. of share-holders	% to total no. of shareholders	No. of shares	% to total no. of shares
0 to 5000	25372	98.30	49,74,866	8.09
5001 to 10000	179	0.69	14,08,922	2.29
10001 to 20000	102	0.40	15,03,348	2.45
20001 to 30000	36	0.14	9,02,404	1.47
30001 to 40000	26	0.10	9,58,372	1.56
40001 to 50000	24	0.09	11,09,765	1.81
50001 to 100000	31	0.12	23,71,832	3.86
100001 and above	41	0.16	4,82,29,491	78.47
TOTAL	25,811	100.00	6,14,59,000	100.00

14.12 Dematerialisation of shares

As on March 31, 2024, 5,93,99,000 equity shares (96.65 % of the total number of shares) are in dematerialized form as compared to 5,16,14,000 equity shares (95.75% of the total number of shares) as on March 31, 2023.

The Company's shares were regularly traded in both the Depositories in India - Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL).

Particulars of Shares	Equity Shares of ₹ 1/- each	
	Number	% of total
Dematerialised		
CDSL	3,28,91,032	53.52
NSDL	2,65,07,968	43.13
Sub-Total	5,93,99,000	96.65
Physical Form	20,60,000	3.35
TOTAL	6,14,59,000	100.00

14.13 Statement showing shareholding pattern as on March 31, 2024

Sr. No.	Category of Shareholder	Total no. of shares	% to total no. of shares
A	Indian Promoter & Promoter Group	3,36,85,500	54.81
B	Public shareholder		
1.	Individuals	2,19,13,971	35.66
2.	Bodies Corporate	46,73,714	7.60
3.	Foreign Portfolio Investors	10,000	0.02
4.	Non-Resident Indian (NRI)	2,55,167	0.41
5.	HUF	9,20,648	1.50
	Total Public Shareholding (B)	2,77,73,500	45.19
	Total (A+B)	6,14,59,000	100.00

14.14 Outstanding GDRs / ADRs / Warrants or any convertible warrants

The company does not have any outstanding GDRs/ AD Rs.

Further, the Company has total 50,00,000 Outstanding warrants convertible into equivalent number of equity shares of ₹ 1/- each allotted to Wazeera S Mithiborwala (Promoter Group).

14.15 Commodity Price Risk or Foreign Exchange Risk and hedging activities

Foreign currency exposures not hedged by derivative instrument as on the March 31, 2024 is Nil [Previous Year USD \$ 0.31 Lakhs]. The unhedged exposure is naturally hedged by foreign currency earnings and earnings linked to foreign currency.

14.16 Details of utilization of funds raised through preferential allotment as specified under Regulation 32 (7A).

During the Financial year 2023-24, the Company allotted 50,56,000 equity shares to Non-Promoter Group Category Shareholders on February 22, 2024 and 25,00,000 Equity Shares to Mrs. Wazeera S Mithiborwala (Promoter Group) on March 30, 2024 upon conversion of 25,00,000 warrants out of total 75,00,000 convertible warrants allotted to her,

Pursuant to the provisions of regulation 32(7A) of the SEBI Listing Regulations, the Company has utilised the funds raised through Preferential Allotment for the objects stated in the notice seeking members' approval i.e.,

- Repayment of Debt / Borrowings of the Company and/ or its subsidiary,
- Working Capital requirement of the Company and / or its subsidiary; and
- Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes but are not restricted to drive our business growth, including, amongst other things, payment towards purchase of raw materials, payment of commission and/or fees to consultants, employee related expenses, insurance, repairs and maintenance and payments of statutory taxes and duties, issue expenses, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to



below as “General Corporate Purposes”). (Collectively referred to as the “Objects”)

The report from Care Ratings Ltd., Monitoring Agency appointed for aforesaid issue/allotment has been filed with the stock exchange and is also available on the Company's website at <https://www.orientalrail.com/uploads/Results/2024/Monitoring%20Agency%20Report%20for%20quarter%20ended%20March%2031,%202024.pdf>

Statement of fund utilisation pursuant to regulation 32 of the SEBI Listing Regulations has also been filed with the stock exchange for the aforesaid issue/allotment.

14.17 Plant Locations of ORIL & its Subsidiary:

ORIL

Survey No. 49, Village Aghai, Via Kalyan Railway Station, Thane - 421 601, Maharashtra, India

OFPL

Factory Unit - I

Survey No 442 & 455/P-23 Vill: Chopadava, Tal: Bhachau, Dist: Kutch (Gujarat)-370 165

Factory Unit - II

Survey No. 619/1, 619/2, 618/4, 620/1, 620/2, 622/1, 622/2 P1, 622/2 P2 & 621/2, Radhanpur Highway, Village - Lakadiya, Taluka - Bhachau, Dist.: Kutch (Gujarat)-370 145.

14.18 Address for correspondence

The Shareholders may contact Company or Registrar & Transfer Agent on below address:

14.19 The Company Secretary

Oriental Rail Infrastructure Limited

(Formerly known as Oriental Veneer Products Limited)
16, Mascarenhas Road, Mazgaon, Mumbai 400 010, Maharashtra, India
Phone: 022 - 61389400 / 408
Fax: 022 - 61389401
Email: compliance@orientalrail.co.in

14.20 Share Transfer Agents

Adroit Corporate Services Pvt. Ltd.

19, Jaferbhoy Industrial Estate 1st Floor, Makwana Road Marol Naka, Andheri (E), Mumbai - 400 059, Maharashtra, India
Tel: 91-22 - 2859 4060,
Fax: 91-22 - 2850 3748,
Email: info@adroitcorporate.com
Website: www.adroitcorporate.com

15. DISCLOSURES

15.1 Related Party Transactions

- All transactions entered into with Related Parties in terms of provisions under the Act and Regulation 23 of the Listing Regulations during the financial year 2023-24 were undertaken in compliance with the aforesaid regulatory provisions;
- There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company;
- All related party transactions entered into during the year were on arms' length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and Listing Regulations.
- SEBI vide amendments to the Listing Regulations had introduced substantial changes in the related party transaction framework, inter alia, by enhancing the purview of the definition of related party, and overall scope of transactions with related parties effective April 1, 2022 or unless otherwise specified. The Board on the recommendations of the Audit Committee approved the revised 'Policy for Related Party Transactions' to align it with the said amendments and the same is available on the website of the Company at <https://www.orientalrail.com/policies-code-and-compliances.php>
- The Register of Contracts / statement of related party transactions, is placed before the Board / Audit Committee regularly;
- Transactions with related parties are disclosed in Note in Financial Statement which forms part of this Annual Report.

15.2 Policy on Material Subsidiaries:

The Company has adopted a Policy on Material Subsidiaries and the same is displayed on the Company's website at the web link: www.orientalrail.com/Company_Polies.aspx

15.3 Details of non-compliance, penalties, strictures imposed by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last 3 years

No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter relating to capital markets during the last 3 years.

15.4 Listing Fees

Listing fees for FY 2023-24 and FY 2024-25 have been paid to the Stock Exchange on which the shares of the Company is listed.





15.5 Vigil Mechanism / Whistle Blower Policy for Directors and employees

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism/ Whistle Blower Policy are posted on the website of the Company and the weblink to the same is <https://www.orientalrail.com/policies-code-and-compliances.php>

15.6 Compliance with mandatory and non-mandatory requirements of Listing Regulations:

The Company has complied with all mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance 17 to 27 and also complied with Clauses (b) to (i) of Regulation 46 (2) relating to dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations is as under:

- The quarterly and half yearly financial performance are published in the newspapers and are also posted on the Company's website.
- The financial statements of the Company are with unmodified audit opinion.
- The Chairman of the Board is an Executive Director and his position is separate from that of the Managing Director & CEO.
- The Internal Auditor reports to the Audit Committee.

15.7 Certificate from M/s. Shiv Hari Jalan & Co., Practicing Company Secretary, is attached (which forms integral part of this report) confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

15.8 There was no such instance during FY 2023-24 when the board had not accepted any recommendation of any committee of the board.

15.9 Disclosure with respect to demat suspense account/ unclaimed suspense account: Not Applicable.

15.10 Terms of Appointment of Independent Directors

In accordance with Regulation 46 of Listing Regulations and Section 149 read with Schedule IV of The Companies Act, 2013 Terms and conditions

of appointment/reappointment of Independent Directors are available on the Company's website <https://www.orientalrail.com/policies-code-and-compliances-2.php>

15.11 Familiarization Program for Independent Directors

In accordance with Regulations 25(7) and 46 of Listing Regulations Details of familiarization program imparted to Independent Directors are available on the Company's Website <https://www.orientalrail.com/policies-code-and-compliances.php>

15.12 Code for Prevention of Insider Trading

The Company has adopted the revised Code of Conduct to regulate, monitor and report trading by designated persons in Securities of the Company and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

15.13 Fees paid to Statutory Auditors

The total fees incurred by the Company and its subsidiary on a consolidated basis, for services rendered by statutory auditors and its affiliate's entities, is given below:

Particulars	FY 2023-24 (₹)
Services as statutory auditors (including quarterly audits)	8,50,000/-

15.14 Prevention, prohibition and redressal of sexual harassment at workplace:

Status of complaints in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 for the FY 2023-24 is as follows:

Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as on end of the financial year	0

15.15 Compliance with Accounting Standard:

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules thereunder. The Significant Accounting Policies which are consistently applied have been set out in the notes to the financial statements.

15.16 Non-compliance of any requirement of corporate, governance report of sub-para (2) to (10) of Schedule V(c) of the Listing Regulations: NIL.



15.17 Extent to which the discretionary requirements specified, in Part E of Schedule II of the Listing Regulations have been adopted: Mentioned in point 15.6

15.18 The Company has complied with the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 of Listing Regulations details of which are as below:

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of directors	17(2) & 17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of the Board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Quorum of Stakeholders Relationship Committee	20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3) & (3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3) & (4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Policy for related party transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Directorship & Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declarations from independent directors	25(8) & (9)	Yes
D & O Insurance for independent directors	25(10)	NA
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes
Website Upload	46(2)	Yes





To,
The Members of
Oriental Rail Infrastructure Limited

DECLARATION BY THE MANAGING DIRECTOR

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Codes of Conduct and Ethics for Directors and Senior Management of the Company for the year ended March 31, 2024."

For **Oriental Rail Infrastructure Limited**

Karim N. Mithiborwala

Managing Director

DIN: 00171326

Date: May 28, 2024

Place: Mumbai



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 of
Oriental Rail Infrastructure Limited
(Formerly Oriental Veneer Products Limited)
Survey No- 49, Aghai (Via),
Kalyan Railway Station,
Thane- 421 601.

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Oriental Rail Infrastructure Limited (Formerly Oriental Veneer Products Limited) having CIN L35100MH1991PLC060686 and having registered office at Survey No- 49, Aghai (Via), Kalyan Railway Station, Thane- 421301 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company *
1.	Mr. Saleh Najmuddin Mithiborwala	00171171	29/10/1997
2.	Mr. Vali Najmuddin Mithiborwala	00171255	18/08/2017
3.	Mr. Karim Nuruddin Mithiborwala	00171326	29/10/1999
4.	Mr. Mustafa Saifuddin Pardawala	02814971	31/03/2003
5.	Ms. Sheetal Bhavin Nagda	07179841	14/12/2021
6.	Mr. Suresh Govind Mane	07247232	13/06/2015

*The date of appointment is as per the MCA Portal

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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.

Place: Mumbai
Date: 14.08.2024
UDIN: F005703F000980897

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021





MD/CFO Certification for the FY 2023-24

May 28, 2024

To,
The Audit Committee
The Board of Directors
Oriental Rail Infrastructure Limited
(Formerly known as Oriental Veneer Products Limited)
Survey No. 49, Village Aghai, Taluka Shahpur,
District - Thane, Maharashtra - 421 301, India

Dear Sir(s)/Madam,

In compliance with the requirements of the Regulations 17(8) and 33(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that:

- a) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2024 of the Company 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 the internal control systems of the Company pertaining to financial reporting and disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;
- d) We have indicated to the auditors and the Audit Committee, wherever applicable:
 - i. significant changes in the internal control over financial reporting during the year;
 - ii. significant changes in the accounting policies during the year and the disclosure of the same in the notes to the financial statements; and
 - iii. Instances of significant fraud, if any, of which we have become aware of and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Oriental Rail Infrastructure Limited**

Saleh N. Mithiborwala
Whole-Time Director & CFO

Karim N. Mithiborwala
Managing Director



MANAGEMENT DISCUSSION AND ANALYSIS

1. ECONOMIC REVIEW

1.1 GLOBAL

Global growth, estimated at 3.1% in 2023, is projected to remain at 3.1% in 2024 before rising modestly to 3.2% in 2025. Compared with that in the October 2023 WEO, the forecast for 2024 is about 0.2% higher, reflecting upgrades for China, the United States, and large emerging market and developing economies. Nevertheless, the projection for global growth in 2024 and 2025 is below the historical (2000-19) annual average of 3.8%, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth decline slightly in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and a moderation of growth in the United States. Emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.

1.2 OUTLOOK

A balanced outlook on global economic growth is anticipated, with certain regions projected to achieve stronger growth than initially estimated. Moreover, the likelihood of a severe economic downturn has receded. Consumer price indices are improving, with inflation moderately easing. This is also likely to bolster consumer confidence in the advanced economies. With central banks implementing fiscal policies and undertaking structural reforms to promote sustainable growth, the global economic outlook remains optimistic. The likelihood of interest rate reductions is expected to encourage economic activity. With governments in major economies withdrawing fiscal policy support more slowly than necessary, higher-than projected global growth is anticipated in the near term.

1.3 INDIAN ECONOMY

Throughout FY 2024, India has maintained its position as the fastest growing major economy amid global headwinds. It has also emerged as an alternative to China and garnered the attention of foreign companies, who are seeking an alternative manufacturing hub outside China. The domestic economy is further being buoyed by a robust financial system that is supporting its growth dynamics. Forecasts by the National Statistical Office reveal that India has clocked a real GDP growth of 7.6% during FY 2024. This rebound in economic growth can be attributed to India's sound macroeconomic fundamentals, burgeoning domestic demand and prudent fiscal policies implemented by the RBI. Further, easing supply side constraints, coupled with the government's consistent emphasis on capital expenditure have facilitated economic growth. A surge in investments in

the public sector and a strong banking sector has also contributed to gradual economic expansion over the years. Throughout FY 2024, inflationary pressures within the nation witnessed substantial moderation, primarily due to proactive supply-side initiatives implemented by the government.

1.4 OUTLOOK

Notwithstanding a volatile global macroeconomic environment, the outlook for the Indian economy remains optimistic. Strong fundamentals, such as sustained political stability, enhanced government focus on public capex, increasing private capex, growing credit demand, low debt levels and deleveraged balance sheets of most companies, are expected to substantially contribute to economic growth. The Reserve Bank of India's prompt and decisive monetary policy measures, which include suitable policy rates and liquidity measures, are further fuelling India's rapid expansion. India continues to be a massive consumption-driven economy and along with higher capacity utilisation across sectors, economic growth is likely to continue in the coming years.

RAILWAY INDUSTRY

The railway industry is poised for significant growth and innovation by 2024. Rapid urbanization, a shift towards sustainable transportation, and advancements in technology are all driving forces behind this positive outlook. One of the key trends in the railway industry by 2024 is the increased focus on sustainability. Governments and transportation agencies are prioritizing eco-friendly modes of transport, such as rail, to reduce carbon emissions and combat climate change. This has led to investments in high-speed rail, electrification of existing networks, and the development of green technologies for trains. Indian Railways is one of the busiest and most heavily used railway systems in the world, carrying over 23 million passengers daily. It also plays a crucial role in the transportation of goods and commodities across the country, with freight services accounting for a significant portion of its revenue. Indian Railways has a long and storied track record, dating back to its establishment in 1853. Over the years, it has grown to become one of the largest rail networks in the world, spanning nearly 70,000 miles of track and connecting all corners of the country. The Indian Railways loaded 1591 million tonnes (MT) freight during financial year 2023-24 up from 1512 MT in the preceding fiscal. According to officials aware of the development, with 79 MT incremental loading, the national transported clocked the highest ever loading for Indian Railways in a fiscal.





Records of railway electrification, new lines, and track replacement were also made during the year under review. The Indian Railways electrified 7188 Route Kilometers (rkm), laid new lines at 14.5 kms per day, and replaced 5950 Kms of tracks. Within goods loading, the Railways ferried 787.61 MT of Coal, 180.95 MT of Iron ore, 153.80 MT of Cement, and 114.36 MT as Balance Other Goods. Officials said Railway tracks of 7188 Route Kms have been electrified in fiscal 2023-24, up from 6565 RKM in the preceding financial year. "Since 2014-15, Indian Railways has completed electrification of about 40,000 RKM on Broad gauge (BG) network. There is substantial jump in electrification from about 1.42 Km/day between 2004-14 to about 19.6 Km/day in 2023-24. The railways earned around Rs 2.56 lakh crore in 2023-24 from freight and passenger movement, which is its highest-ever revenue earnings. Its earnings totalled Rs 2.4 lakh crore in the previous year. The railways recorded its highest-ever freight loading of 1,591 million tonnes (MTs) in 2023-24, almost 5% more than the previous financial year. The earlier maximum loading of cargo was 1,512 MT in FY 2022-23. Data show that FY 24 freight loading surpassed the revised estimate of 1,80 MTs. In the financial year ended March 31, the railways achieved loading of 787.6 MT of coal, 181 MT of iron ore, 154 MT of cement and 114.4 MT among others.

Rail electrification, laying of new lines and track replacement also set new records during the last fiscal. The electrification of railway lines touched a total of 7,188 km, which translates to 14.5 km per day. During the previous financial year, 6,565 kms were electrified and since 2014-15, the railways has completed electrification of about 40,000 km on the broad gauge (BG) network. Sources said the railways also achieved 5,300 km of laying new lines, doubling and gauge conversion compared to 5,241 km during 2022-23. Thus average daily track laying comes out to be 14.5 kmp er day. It is also the highest ever commissioning of railway lines. These capacity augmentation will help railway to transport more freight and passengers in future. Indian Railways with its more than 170 years of existence, is now making transformative changes. The vision of Indian Railways is to provide safe, efficient, affordable, customer focused and environmentally sustainable integrated transportation solution(s) to the country.

INDUSTRY STRUCTURE & DEVELOPMENTS

Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products limited) ('ORIL'), a 33 year old organization, is one of the few companies in India that is engaged in the manufacturing and supply of several diversified railway products/items for Indian Railways and other related industries. ORIL has played a significant role in infrastructure development of Indian Railways by investing in the modernization of manufacturing of several diversified railway products/items and generate more revenue. Over the years, ORIL has developed a very strong relationship with the railways.

In fact, the Company is a Preferred Part I Vendor to the Indian Railways. All the products developed by ORIL for Indian Railways are approved by the Research Designs Standards Organisation (RDSO) which is the sole vendor approving body for the Railways. The products are also RITES certified, which is the sole inspecting authority for ensuring quality and clearance of all products supplied to Indian Railways. Being the trusted supplier of the Indian Railways, we are supporting with our cutting-edge, technology-driven products through modernization efforts. Our world-class research and design facility, and collaborations with leading technology providers aid us in creating a niche for ourselves in providing safe and reliable products.

The Company manufactures several products consumed not just by the Indian Railways but many other industries as well such as Seat & Berth, Densified Thermal Bonded Block (DTBB), Compreg Board & Allied Products, ORVIN, Recorn, Coated Upholstery Fabric, Furniture & Parts, Plywood and Phenolic Resin & Hardener, Rubber floor.

The Company has modernized Artificial Leather (Rexene) plant and it will expand the capacity of production from 24 Lac meter to 48 Lac meter per annum. It will upgrade the existing products which will help the Company to capture the consumer market, automobile sector and export globally.

The Company is focused in invest in a new manufacturing facility and on expanding production capacities at existing plants.

ORIL are also focused on developing new products and innovating and upgrading its products.

With advanced Technology, and with great research, we are also focused to expand the production of Silicon Foam Blocks which is used as a cushioning material for manufacturing Seat and Berths specialized for Railway coaches.

ORIL & its subsidiary OFPL has emerged as a Total Rail Solution provider, equipped with the latest products & technologies.

SUBSIDIARY

Oriental Foundry Private Limited (OFPL)

The Wholly owned Subsidiary of the Company i.e. OFPL is into manufacturing of bogies, couplers and Wagons.

OFPL has acquired approximately 27 acres of industrial land at Lakadiya, Gujarat and has set up second plant to assist your Company in expanding its footprint in the new segments of Heavy Engineering of Rolling Stock i.e. Wagon used by Indian Railways and many other Industries. OFPL has set up two new manufacturing plants Bogie



spring plant in Kutch, Gujrat and Bogie and Coupler manufacturing plant in Chopadava. And also expanded a manufacturing capacity for Wagons at its Plant at Lakadiya, Gujrat. New Bogie spring plant manufactures spring for a Bogie and its yearly capacity is 2,80,800 Nos. Our new Bogie and Coupler plant will result in double the capacity of manufacturing 'Bogie' and 'Coupler' and will cater the demand of Indian Railways.

The Capacity of Wagon plant enhanced the existing capacity of production of upto '2,400 Wagons' per year. These capacity expansion provided significant opportunity to our Foundry section which helps to curb the gap of short supply of Wagons to Indian Railways.

OFPL in FY 2023-24 revenue is ₹ 36,116.48 Lakhs and Net Profit at ₹ 1,799.82 Lakhs.

During the year, OFPL, a Wholly Owned Subsidiary of the Company has received RDSO approval for enhancement of its manufacturing capacity of Wagons upto 2400 Wagons per year.

PRODUCT-WISE PERFORMANCE:

The company manufactures several products consumed not just by the Indian Railways but many other industries as well such as Seat & Berth, Recorn, Compreg Board & Articles thereof, Furniture & Parts, Coated Upholstery Fabric, Plywood, Phenolic Resin & Hardner, Silicon Foam, etc.

Railway Seat & Berth

The turnover from Seat & Berth for the FY'24 stands at ₹ 141.08 Crores (the figure excludes GST).

Our Company has a great opportunity to get an orders from Indian Railways as Government is focused on Developing Indian Railways.

The Indian railway system is one of the largest in the world, with a total route length of over 68,000 km and around 14,000 trains running daily, carrying millions of passengers and freight across the country. The railway network is operated by the Indian Railways, a government-owned enterprise that is one of the largest employers in the country. This represents a significant increase in track completion from the previous year, nearly doubling the amount of track constructed. The increased investment in infrastructure development during this period likely contributed to this accomplishment.

Upcoming new coaches in future will increase the requirement of Seat & Berth which will double the supply.

ORIL enjoy over 30% market share in seats & berths.

Other Products

The turnover from Recorn, Compreg Board & Articles thereof, Furniture & Parts, Coated Upholstery Fabric,

Plywood, Phenolic Resin & Hardner, Silicon Foam, etc. is ₹ 29.51 crores (the figure excludes GST).

Product-wise performance

Detail of Products sold (Net)	Products-wise revenue for the FY 2023-24 (₹ in lakhs)
Seat & Berth	14,107.87
Recorn	116.10
Compreg Board & Articles thereof	414.59
Furniture & Parts	18.93
Coated Upholstery Fabric	1,303.77
Plywood	271.09
Phenolic Resin & Hardner	566.82
Silicon Foam	87.56
Others*	172.19
Total	17,058.91

Note: The figure excludes GST.

RESEARCH AND DEVELOPMENT

To realise our aim we have a strong and well-equipped Research & Development lab. R&D's contribution in ORIL's growth has been noteworthy. The Company recognizes the need for value addition in products and our vision is to introduce innovative products.. It has helped the Company to grow its business and expand its market presence through better service, quality and timely delivery of products. R&D has played a critical role in bringing down the costs, adopting new technologies for monetization and ensuring that the Company maintains its competitive edge.

OPPORTUNITIES

The government of India has been consistently focusing upon enhancing the roads and railways network throughout the country. As per data the Government has taken following initiatives:

- Vision 2024 has been envisaged to achieve targets of 2024 MT freight loading by 2024.
- Mumbai-Ahmedabad High Speed Rail (MAHSR) Project: The MAHSR project, which was sanctioned by the government in 2015, with technical and financial cooperation from Government of Japan, is under execution and survey & design aspects of it have been finalized. Mumbai-Ahmedabad high-speed rail project sanctioned at a total cost of \$14.27 Bn.
- The railway sector of India aims to electrify the entire network by 2023 which will lead to annual energy savings of \$1.55 Bn.
- As of Feb 2024, 61,813 km length of Broad-Gauge network has been electrified. With this, Indian Railways is rapidly progressing towards its target of





100% electrification and becoming the largest green railway network in the world. Indian Railways (IR) is rapidly progressing to accomplish Mission.

- 400 new generation Vande Bharat Trains to be manufactured during the next three years. Induction of semi-high-speed Vande Bharat Train Sets: Semi High-Speed Self-Propelled Vande Bharat Trainsets were manufactured by Integral Coach Factory, Chennai, with indigenous efforts.
- Kavach has so far been deployed on 1465 Route km (Rkm) and 139 locomotives (including Electric Multiple Unit rakes) on South Central Railway in Telangana (684 Rkm), Andhra Pradesh (66 Rkm), Karnataka (117 Rkm) & Maharashtra (598 Rkm) States.
- GatiShakti Multi-Modal Cargo Terminal (GCT): GCTs are being developed by private players on non-railway land as well as fully/ partially on railway land, based on demand from industry and potential of cargo traffic. 21 GCTs have been commissioned and more than 90 more locations have been provisionally identified for development of GCTs (as of 31 October 2022). This will boost investment from industry in the development of additional terminals for handling rail cargos.
- 100% Electrification and became the largest green railway network in the world. 6,577 RKM has been achieved in IR history during calendar year 2023 using three-phase technology for regenerative braking, use of renewable sources of energy and 'head on generation' technology to eliminate the need for diesel-fuelled power cars and create carbon sink for afforestation.
- Under the Gati Shakti scheme, 400 new Vande Bharat trains and 100 new cargo terminals have been introduced, mentioned in the Union Budget 2023.
- The Indian Railways has operated 1,841 Kisan Rail services, transporting approximately 6 lakh tonnes of perishables including fruits and vegetables.
- Indian Railways is developing and creating technology in areas such as signaling and telecommunication with 15,000 kms being converted into automatic signaling and 37,000 kms to be fitted with 'KAVACH', the domestically developed Train Collision Avoidance System

The ambitious plan of the Government has also triggered the demand for Railway Seat & Berth, modern hi-tech wagons, Bogies and Coupler where you're Company has already established a strong presence.

With such unprecedented opportunities thrown up in the wake of massive ongoing expansion plans of Railways, the major challenge to your Company is to beef up its own resources in terms of organisation, financial wherewithal and supply chain management, etc. The Company's top brass management is fully seized of it and is committed to deliver. In this hugely inspiring backdrop, it is no less

important that the Government of India must have a stable policy for sustained engagement of the private sector, and it should eschew any flip-flop policy which tends to dampen the long-term plans of the private sector.

THREATS

- As the Indian railway is the largest buyer of the Company's products, any change in policies of Indian Railways whether positive or negative, has a direct impact on the Company's business.
- As uncertainties prevail in the global economy, the industry continues to face a range of business risks related to supply chain and changing customer preferences. Delay in economic recovery, increase in price of Raw material are some of the headwinds being confronted. Moreover, evolving regulatory and trade environment, technological changes and environmental regulation continue to pose challenges to the sector.

Risk and Concerns

Dependence Risk	The Company's business and its revenues are substantially dependent on the policies of the Ministry of Railways and operations of Indian Railways. Any policy change or any adverse decision may affect the revenue of the Company for e.g. in 2016 the decision to scrap service fee affected the Company's revenue.
Competition Risk	The Gol or the Ministry of Railways opens up the market for private players. Intense competition may have an adverse impact on the Company's operation and profitability
Human Resource Risk	The Company operates in a labour intensive industry and hires contract labour to provide certain services. Worker strikes or demand for increased wages and benefits may adversely affect the profitability of the Company.
Raw Material Price Risk	As uncertainties prevail in the global economy, the industry continues to face a range of business risks related to supply chain and changing customer preferences. Delay in economic recovery, increase in price of Raw material are some of the headwinds being confronted. Moreover, evolving regulatory and trade environment, technological changes and environmental regulation continue to pose challenges to the sector



INTERNAL CONTROL SYSTEMS

The Company has a defined system of internal controls for financial reporting of transactions and compliance with relevant laws and regulation commensurate with its size and nature of business. The Company also has a well-defined process for ongoing management reviews and periodic interview of businesses as key operational controls wherein the performance of divisions is reviewed against budgets and corrective actions are taken to ensure alignment with strategic objectives.

The Audit Committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures. Based on their recommendations, the Company has implemented a number of control measures both in operational, internal control and accounting related areas, apart from security related measures.

FINANCIAL PERFORMANCE

Standalone

The Company's Standalone revenue from operations for FY 2023-24 was ₹ 17,158.15 Lakhs, compared to ₹ 13,453.12 Lakhs in the previous year. The Company's profit before exceptional items and tax on a standalone basis was ₹ 1,618.09 Lakhs during the year compared to ₹ 317.52 Lakhs in the previous year. The Company earned a net profit of ₹ 1,201.05 Lakhs during the year compared to ₹ 230.08 Lakhs in the previous year.

Consolidated

The Company's consolidated revenue from operations for Financial FY 2023-24 was ₹ 52,619.94 Lakhs compared to ₹ 32,512.83 Lakhs in the previous year. The Company's profit before exceptional items and tax on a consolidated basis was ₹ 3,941.59 Lakhs during the year compared to ₹ 428.81 Lakhs in the previous year. The Company earned a net profit of ₹ 3,000.87 Lakhs during the year compared to ₹ 318.72 Lakhs in the previous year.

KEY FINANCIAL RATIOS

Indicators	Standalone		Consolidated	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Debtor Turnover	2.72	3.33	3.60	4.13
Inventory Turnover	0.13	0.22	0.39	0.57
Interest Coverage Ratio	0.22	0.58	0.36	0.79
Current Ratio	3.40	1.18	2.07	1.38
Debt Equity Ratio	0.21	0.35	1.02	2.91
Operating Profit Margin	2.83	3.11	2.12	3.39
Net profit Margin (%)	7.00	1.71	5.70	0.98
EPS (₹)	2.21	0.43	5.51	0.59
Return on Net worth	4.74	2.49	10.47	2.96

HUMAN RELATIONS

As on March 31, 2024, your Company had 186 employees. Our culture enables us to attract & retain some of the

best talents. We are guided by our value system which determines our attitudes & actions.

Our strategic objective is to build a sustainable organization which remains relevant to our clients, while creating growth opportunities for our employees and generating profitable growth for our investors.

Employees are our most important assets. We believe that the quality & level of service that our employees deliver are among the highest.

INVESTOR RELATIONS

We constantly endeavour to improve our services standards for our investors and benchmark our performance against best practices. We have a dedicated investor relations desk, which serves the interest of the investing community, through regular contact and timely communication – engaging shareholders in ongoing management meetings. We conducted periodic plant visits and meetings to communicate details of our performance and important developments, and exchange information.

We ensure that all critical information about us is available to all investors by uploading such information on our website (www.orientalrail.com/), containing a dedicated 'Investor Relations' section where relevant information is available, including information on the Directors, shareholding pattern, quarterly reports, financial results, annual reports, press releases, details of unpaid/unclaimed dividends and various policies.

CAUTIONARY STATEMENT

In this annual report some future developments which are expected to be implemented have been given. This has been done with a view to help investors better understand the Company's future prospects and make informed decisions. This annual report and other written and oral statements made from time to time may contain such forward-looking statements based on management's current plans and assumptions. It cannot be guaranteed that any forward-looking statement will be realised, although, we believe, we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should 'known' or 'unknown' risks or uncertainties materialise, or should the underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind when they consider forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.





FINANCIAL STATEMENTS



STANDALONE AUDITOR'S REPORT

To,
The Members of
Oriental Rail Infrastructure Limited
[Formerly known as Oriental Veneer Products Limited]

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Oriental Rail Infrastructure Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31st, 2024, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Cash Flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis on Matters

Refer note no. 40 to the financial statements Out of the total debtors of Rs.6302.91 Lacs As at March 31, 2024, Rs.628.52

Lacs has more than one year at the year end. As explained to us, management is in discussion with these debtors to expedite the recoverability of the above aforesaid outstanding amounts and believes that the entire amount is fully recoverable. Therefore, no provision is considered necessary in these financial statements in this regard.

Refer note no. 32 to the financial statements relating to dues to micro and small enterprises as defined under the MSMED Act, 2006, the company has not made interest provision on late payment to creditors, due to the negotiation on the accepted date and materials issues, under the said act as per the applicable provisions of the law in respect to the extent of such parties have been identified on the basis of information collected by the Management.

Our opinion is not qualified 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 that there are no key audit matters to communicate in our report.

Other information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information





and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility 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 financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statement 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, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors’ 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2A. As required by Section 143(3) of the Act, we further report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books, except for certain matters in respect of audit trail as stated in the paragraph 2B(f) below.
 - c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this report are in agreement with the books of account.
 - d. Except for the matter described in the Basis of Emphasis on Matters paragraph, In our opinion, the aforesaid financial statements comply with applicable Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31st March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024, from

being appointed as a director in terms of Section 164(2) of the Act.

- f. The modifications relating to the maintenance of accounts and other matters connected therewith in respect of audit trail are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 2B. with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any, refer note 29 to the financial statements;
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d. (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - (ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in





the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- e. The Company has not declared or paid any dividend during the year.
- f. Based on our examination which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
 - (i) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting softwares used for maintaining the books of

account relating to payroll, order process, general ledger and certain non-editable fields/tables of the accounting software used for maintaining general ledger.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

2C. With respect to the matter to be included in the Auditors' Report in accordance with the requirements of section 197(16), as amended;

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **Anil Bansal & Associates**

Chartered Accountants

Firm registration number: 100421W

Anil Bansal

Partner

Place: Mumbai

Date: 28.05.2024

Membership No.: 043918

UDIN: 24043918BKCQDE4018



ANNEXURE 'A'

TO THE INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" Section of our report of even date]

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deeds provided to us, we report that the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
 - d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e. According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii.
 - a. The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them, if any. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
 - b. The Company has a working capital limit in excess of Rs. 5 crore, sanctioned by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit.
- iii.
 - a. The Company has granted loans to one wholly owned subsidiary company covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of loan which in our opinion and according to the information and explanations given to us, the terms and conditions are generally not prejudicial to the Company's interest.
 - b. As per information and explanation given to us, the principal/interest amounts are repayable on demand and there is no repayment schedule.
 - c. As per information and explanation given to us, the principal/interest amounts are repayable on demand and hence the amount has not overdue for more than 90 days.
- iv. In our opinion and according to the information and explanations given to us, and considering the legal opinion taken by the Company on applicability of section 185 and section 186 of the Companies Act, 2013 and the Company has complied with the provisions of section 185 of the Companies Act 2013. Further, based on the information and explanations given to us, being an infrastructure company, provision of section 186 of the Companies Act, 2013 is not applicable to the Company and hence not commented upon.
- v. According to the information and explanation given to us, the Company has not accepted any deposits covered under section 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Accordingly, clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the central government under section 148(1)(d) of the Companies Act, 2013 and are of the opinion that, Prima Facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed





examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us, in respect of statutory dues:

a. According to Information and explanation given to us, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and other material statutory dues have generally regularly deposited

with the appropriate authorities though there has been a delay in a few cases.

b. According to the information and explanations provided to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Sales-Tax, Goods and Services Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable. Other statutory dues which have not been deposited on account of any dispute are as follows:

Name of Statue	Period	Type of Liabilities	Amount	Forum Where Dispute is Pending
Income Tax Act, 1961	A.Y.2016-17	Income Tax	₹ 35.68 Lakhs	Income Tax Appellate Tribunal
Income Tax Act, 1961	A.Y.2017-18	Income Tax	₹ 737.30 Lakhs	Income Tax Appellate Tribunal
Central Excise Act, 1944	April-2016 to June-2017	Excise	₹ 409.96 Lakhs	Appellate Tribunal

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lenders.

b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. The Company has raised new term loans during the year. The term Loans outstanding at the beginning of the year been applied for the purposes for which they were raised.

d. On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

f. The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

b. During the year, the Company has made the preferential allotment of equity shares in compliance with section 42 and section 62 of the Companies Act, 2013 and the funds raised, have been used for the purposes they were raised.

xi. a. Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c. According to the information and explanations given to us, there is no whistle blower complaint has been received by the company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. According to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of



related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv. a. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. According to information and explanation given to us, the Company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi) of the Order is not applicable to the Company.
- xvii. According to the information and explanations given to us, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the

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

- xx. In our opinion and according to the information and explanations given to us, there is no requirement to comply with under sub-section (5) of Section 135 of the Act. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **Anil Bansal & Associates**

Chartered Accountants

Firm registration number: 100421W

Anil Bansal

Partner

Membership No.: 043918

UDIN: 24043918BKCQDE4018

Place: Mumbai

Date: 28.05.2024





ANNEXURE 'B'

TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 accompanying standalone financial statements of Oriental Rail Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, in conjunction with our audit of the standalone financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of 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 auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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



Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March 2024, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Anil Bansal & Associates**

Chartered Accountants

Firm registration number: 100421W

Anil Bansal

Partner

Place: Mumbai

Date: 28.05.2024

Membership No.: 043918

UDIN: 24043918BKCQDE4018





Standalone Balance Sheet

as at March 31, 2024

(₹ in Lakhs)

	Notes	As at March 31, 2024	As at March 31, 2023
Assets			
Non-Current Assets			
Property, Plant and Equipment	3	1,175.94	1,193.34
Financial Assets			
Investments	4	5,475.35	5,475.35
Trade Receivables	5	628.52	268.95
Loans	6	1,347.03	-
Others	7	256.41	1,992.66
Other Non-Current Assets	8	27.01	27.01
		8,910.25	8,957.32
Current Assets			
Inventories	9	2,185.75	2,988.73
Financial Assets			
Trade Receivables	5	5,674.40	3,771.12
Cash and Cash Equivalents	10	11,421.16	2,031.88
Loans	6	6,470.38	-
Others	7	122.59	111.65
Other Current Assets	8	575.16	542.59
		26,449.44	9,445.98
		35,359.69	18,403.29
Total Assets			
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	11	614.59	539.03
Other Equity	12	24,725.17	8,717.54
Total Equity		25,339.76	9,256.57
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	13	2,099.04	1,059.03
Provisions	14	51.41	38.43
Deferred Tax Liabilities	15	82.94	74.33
		2,233.39	1,171.79
Current Liabilities			
Financial Liabilities			
Borrowings	13	2,792.25	3,597.96
Trade Payables	16	2,322.85	2,073.17
Other Current Financial Liabilities	17	527.65	74.19
Provisions	14	9.35	9.55
Other Current Liabilities	18	490.08	254.20
Current Tax Liabilities	19	1,644.36	1,965.85
		7,786.54	7,974.93
		35,359.69	18,403.29
Total Liabilities			

Significant accounting policies and Notes to the Financial Statement

2 to 42

As per our report of even date
For **Anil Bansal & Associates**
Chartered Accountants
Firm Registration Number: 100421W

Anil Bansal
Proprietor
Membership No. 043918
Place: Mumbai
Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Hardik Chandra
Company Secretary
M No. A57863

Karim N. Mithiborwala
Managing Director
DIN: 00171326



Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in Lakhs)

	Notes	Year Ended March 31, 2024	Year Ended March 31, 2023
Income			
Revenue from Operations	20	17,158.15	13,453.12
Other Income	21	223.45	193.79
Total Revenue		17,381.59	13,646.92
Expenses			
Cost of Material Consumed	22	11,886.00	9,546.07
Purchase of Stock-in-Trade	22	64.37	259.33
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	(179.03)	165.67
Employee Benefits Expense	24	1,423.27	1,138.94
Finance Costs	25	444.46	432.17
Depreciation and Amortisation Expense	26	127.29	107.93
Other Expenses	27	1,997.14	1,679.29
Total Expenses		15,763.50	13,329.40
Profit Before Tax		1,618.09	317.52
Tax expenses			
Current tax		(408.44)	(73.08)
Earlier year tax		-	-
Deferred tax		(8.61)	(14.36)
Total Tax Expenses		(417.05)	(87.44)
Profit for the Year		1,201.05	230.08
Other Comprehensive Income:			
i. Items that will not be reclassified to Statement of Profit and Loss		-	-
ii. Income tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
iii. Items that will be reclassified to Statement of Profit and Loss		-	-
iv. Income tax relating to items that will be reclassified to Statement of Profit and Loss		-	-
Total Comprehensive Income for the Year			
Profit/(loss) transfer to balance sheet		230.08	1,306.05
Earnings per equity share of face value of ₹ 1 each			
	28		
Basic (in ₹)		2.21	0.43
Diluted (in ₹)		2.21	0.43
Significant accounting policies and Notes to the Financial Statement	2 to 42		

As per our report of even date
For **Anil Bansal & Associates**
Chartered Accountants
Firm Registration Number: 100421W

Anil Bansal
Proprietor
Membership No. 043918
Place: Mumbai
Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Hardik Chandra
Company Secretary
M No. A57863

Karim N. Mithiborwala
Managing Director
DIN: 00171326





Standalone Cash Flow Statement

for the year ended March 31, 2024

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Cash flow from Operating Activities		
Profit before tax and after prior period items	1,618.09	317.52
Non-cash adjustment to reconcile profit before tax to net cash flows:		
Depreciation/ amortization on continuing operation	127.29	107.93
Interest and Financial expense	444.46	432.17
Profit/loss on sales of fixed assets	(4.51)	(1.80)
Dividend Income	(0.80)	(0.88)
Foreign Exchange Fluctuation	(1.98)	(12.55)
Interest income	(202.09)	(178.57)
Operating profit before Working Capital changes	1,980.47	663.83
Movements in working capital:		
Increase/ (Decrease) in Liabilities/Provisions	638.90	820.39
Decrease / (Increase) in Trade Receivables	(2,262.84)	384.84
Decrease / (Increase) in Loans and Advances	1,725.32	(498.75)
Decrease / (Increase) in Inventories	802.98	(627.46)
Decrease / (Increase) in Other Assets	(7,849.98)	3,131.53
Cash generated from / (used in) operations	(4,965.16)	3,874.39
Direct taxes paid (net of refunds)	(417.05)	(87.44)
Cash flow before extraordinary item	(5,382.21)	3,786.95
Extra ordinary item	-	-
Net cash flow from/ (used in) Operating Activities (A)	(5,382.21)	3,786.95
Cash flows from Investing Activities		
Purchase of fixed assets, including CWIP and capital advances	(110.42)	(498.69)
Investment in Subsidiary	-	(3,970.10)
Capital Reserve State Capital Subsidy	-	21.79
Sales of fixed assets	5.05	2.25
Interest received	202.09	178.57
Dividend received	0.80	0.88
Net cash flow from/ (used in) Investing Activities (B)	97.52	(4,265.31)
Cash flows from Financing Activities		
Equity shares issued	12,769.64	-
Share application money received	2,112.50	-
Long/Short Term Borrowing Taken/Repayment during the Year (net)	234.30	1,020.04
Interest and financial Expenses paid	(444.46)	(432.17)
Net cash flow from/ (used in) in Financing Activities (C)	14,671.98	587.86
Net increase/(decrease) in Cash and Cash Equivalents (A + B + C)	9,387.29	109.51
Cash and cash equivalents at the beginning of the year	2,031.88	1,909.82
Foreign Exchange Fluctuation	1.98	12.55
Cash and Cash Equivalents at the end of the year	11,421.16	2,031.88
Components of Cash and Cash Equivalents		
Cash on hand	104.75	127.75
With banks- on current account	5,240.82	508.26
Fixed Deposits	6,075.59	1,395.87
Total Cash and Bank balances	11,421.16	2,031.88
Significant accounting policies and Notes to the Financial Statements	2 to 42	

As per our report of even date
For **Anil Bansal & Associates**
Chartered Accountants
Firm Registration Number: 100421W

Anil Bansal
Proprietor
Membership No. 043918
Place: Mumbai
Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Hardik Chandra
Company Secretary
M No. A57863

Karim N. Mithiborwala
Managing Director
DIN: 00171326



Standalone Statement of changes in Equity

for the year ended March 31, 2024

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Balance at the beginning of the reporting period i.e. April 01, 2022	Changes in Equity Share capital during the year 2022-23	Balance at the end of the reporting period i.e. March 31, 2023	Changes in Equity Share capital during the year 2023-24	Balance at the end of the reporting period i.e. March 31, 2024
539.03	—	539.03	25.00	564.03

B. OTHER EQUITY

(₹ in Lakhs)

	Money Received against Share Warrants / Application Money	Comprehensive Income	Reserve & Surplus				Total
			Capital Reserve	General Reserve	Retained Earnings	Comprehensive Income	
Balance at the end of the reporting period i.e. April 01, 2022	-	-	30.25	8,435.42	-	-	8,465.67
Profit for the year	-	-	-	-	230.08	-	230.08
Transfer to/from Retained Earnings	-	-	-	230.08	(230.08)	-	-
Addition During the Year	-	-	21.79	-	-	-	21.79
Balance at the end of the reporting period i.e. March 31, 2023	-	-	52.04	8,665.50	-	-	8,717.54
Profit for the year	-	-	-	-	1,201.05	-	1,201.05
Transfer to/from Retained Earnings	-	-	-	1,201.05	(1,201.05)	-	-
Addition During the Year	6,337.50	12,694.08	-	-	-	-	19,031.58
Equity Share Issued during the year	(4,225.00)	-	-	-	-	-	(4,225.00)
Balance at the end of the reporting period i.e. March 31, 2024	2,112.50	12,694.08	52.04	9,866.55	-	-	24,725.17

Significant accounting policies and Notes to the Financial Statements 2 to 42

As per our report of even date
For Anil Bansal & Associates
 Chartered Accountants
 Firm Registration Number: 100421W

Anil Bansal
 Proprietor
 Membership No. 043918
 Place: Mumbai
 Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
 Whole Time Director / CFO
 DIN: 00171171

Hardik Chandra
 Company Secretary
 M No. A57863

Karim N. Mithiborwala
 Managing Director
 DIN: 00171326





Notes to the Standalone Financial Statements

for the year ended March 31, 2024

NOTE 1 - CORPORATE INFORMATION

The Company incorporated under the provisions of the Companies Act, 2013 [Earlier Companies Act, 1956] on March 08, 1991 as a Private Limited Company in the name of "ORIENTAL VENEER PRODUCTS PRIVATE LIMITED". The name of Company subsequently changed from "ORIENTAL VENEER PRODUCTS PRIVATE LIMITED" to "ORIENTAL VENEER PRODUCTS LIMITED" as on July 03, 1995 and it became as Public Limited Company, Limited by Shares. Subsequently the name of company has changed again from "ORIENTAL VENEER PRODUCTS LIMITED" to ORIENTAL RAIL INFRASTRUCTURE LIMITED w.e.f. March 02, 2022.

The company is engaged in the manufacturing, buying and selling of all type Recron, Seat & Berth, Compreg Boards and also engaged in trading of timber woods and all its products. The Company caters to both domestic and international markets.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of Financial Statements

These Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended thereafter. For all periods up to and including the year ended March 31, 2024, the Company prepared its Financial Statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- A. Derivative financial instruments;
- B. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

In addition, the carrying values of recognized assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

2.2 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- A. Expected to be realised or intended to be sold or consumed in normal operating cycle
- B. Held primarily for the purpose of trading
- C. Expected to be realised within twelve months after the reporting period, or
- D. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- A. It is expected to be settled in normal operating cycle
- B. It is held primarily for the purpose of trading
- C. It is due to be settled within twelve months after the reporting period, or
- D. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.3 Foreign currencies transactions and translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign



currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2017 which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.4 Fair value measurement

The Company measures financial instruments at fair value on initial recognition.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- A. In the principal market for the asset or liability, or
- B. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are

appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.5 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the





goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Income from services

Revenue in respect of contracts for services is recognized on completion of services.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividend

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

Government grants

Grants from the government are recognized at fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit and loss on a straight line basis over the expected lives of the related assets and presented within other income.

The benefit of a government loan at a below market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

2.6 Property, plant and equipment

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its Indian GAAP Financial Statements as deemed cost at the transition date, viz., April 1, 2016.

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalised at cost, including non-deductible excise duty, wherever applicable. All significant costs relating to the acquisition and installation of property, plant and

equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset. Depreciation on the identified components has been provided for on straight line method at the rates prescribed and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on additions is provided on Pro-rata basis for the period for which the Assets are put to use. Assets costing ₹ 5,000/- or less are fully depreciated in the year of purchase.

Freehold land is carried at cost.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.



The summary of amortization policy applied to the Company's intangible assets is as below:

Type of assets	Life (years)
Computer Software	5

2.8 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are charged to Profit and Loss accounts.

2.9 Leases

Company in its capacity as lessee

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

2.10 Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on First-in First-Out basis.

Finished Goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of Finished Goods includes excise duty and is determined on First-in First-Out basis.

2.11 Impairment of non-financial assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the

recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.12 Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The company operates one defined benefit plan for its employees, viz., gratuity. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the statement of profit and loss.

2.13 Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down





the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement".

2.14 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

2.15 Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

2.16 Financial instruments

Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a. Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the

contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

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

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Investment in subsidiaries

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b. Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the



receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Financial liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.17 Critical accounting judgments and key sources of estimation uncertainty

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

A. Decommissioning Liabilities

The liability for decommissioning costs are recognized when the Company has obligation to perform site restoration activity. The recognition and measurement of decommissioning provisions involves the use of estimates and assumptions. These include; the timing of abandonment of well and related facilities which would depend upon the ultimate life of the field, expected utilization of assets by other fields, the scope of abandonment activity and pre-tax rate applied for discounting.

B. Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and

determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

C. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

D. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

E. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.



**NOTE 3 - PROPERTY, PLANT AND EQUIPMENT**

(₹ in Lakhs)

Sr. Particulars No.	Gross Block			Depreciation			Net Block		
	Balance as at April 01, 2023	Additions	Disposal/ Retirement	Balance as at March 31, 2024	Balance as at April 01, 2023	Depreciation charge for the year	Reversal	Balance as at March 31, 2024	Balance as at March 31, 2023
a. Tangible Assets									
Land	19.33	-	-	19.33	-	-	-	19.33	19.33
Building	451.99	-	-	451.99	350.47	10.08	-	91.44	101.52
Residential Flat	99.45	-	-	99.45	20.70	1.59	-	77.16	78.75
Plant & Machinery	1,365.06	28.24	-	1,393.30	559.17	77.31	-	756.82	805.89
Equipments	12.05	3.66	-	15.70	9.54	1.16	-	5.01	2.51
Vehicle	401.83	67.63	10.90	458.56	227.67	30.28	10.35	210.96	174.15
Computer	71.76	10.90	-	82.66	60.56	6.88	-	15.22	11.21
Total (I)	2,421.46	110.42	10.90	2,520.99	1,228.11	127.29	10.35	1,175.94	1,193.35
b. Intangible Assets									
Software	11.49	-	-	11.49	11.49	-	-	-	-
Total (II)	11.49	-	-	11.49	11.49	-	-	-	-
Total (I)+(II)	2,432.95	110.42	10.90	2,532.48	1,239.60	127.29	10.35	1,175.94	1,193.35
At March 31, 2023	1,942.98	498.69	8.71	2,432.95	1,139.93	107.93	8.26	1,193.35	803.04



NOTE 4 - NON-CURRENT INVESTMENTS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-trade investments (valued at cost)		
Investment in equity shares (unquoted)		
2,500 (Previous Year 2,500) Equity Share of ₹ 10 Each in The Saraswat Co-op Bank Limited	0.25	0.25
20,000 (Previous Year 20,000) Equity Share of ₹ 25 Each in The SVC Co-Op Bank Limited	5.00	5.00
3,35,00,000 (Previous Year 3,35,00,000) Equity Share of ₹ 10 Each in Oriental Foundry Private Limited [Subsidiary]	5,470.10	5,470.10
Total	5,475.35	5,475.35

NOTE 5 - TRADE RECEIVABLES

(Unsecured, Considered Good)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-current		
Unsecured, Considered Good	628.52	268.95
Total	628.52	268.95
Current		
Unsecured, Considered Good	5,674.40	3,771.12
Total	5,674.40	3,771.12

Trade receivables ageing schedule for the year ended as on March 31, 2024

(₹ in Lakhs)

	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables	4756.43	917.97	46.28	284.30	297.94	6,302.91
Disputed Trade receivables	-	-	-	-	-	-
Total Trade Receivables	4756.43	917.97	46.28	284.30	297.94	6,302.91

Trade receivables ageing schedule for the year ended as on March 31, 2023

(₹ in Lakhs)

	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables	2,764.60	1,006.52	72.13	37.66	159.16	4,040.07
Disputed Trade receivables	-	-	-	-	-	-
Total Trade Receivables	2,764.60	1,006.52	72.13	37.66	159.16	4,040.07

NOTE 6 - LOANS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-Current		
(Unsecured, Considered Good)		
Loan to Related Party (Refer note no. 6.1)	1,347.03	-
Total	1,347.03	-
Current		
(Unsecured, Considered Good)		
Loan to Related Party (Refer note no. 6.1)	6,470.38	-
Total	6,470.38	-





NOTE 6.1 - LOANS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-Current		
Oriental Foundry Private Limited (Subsidiary)	1,347.03	—
	1,347.03	—
Current		
Oriental Foundry Private Limited (Subsidiary)	6,470.38	—
	6,470.38	—
Total	7,817.41	—

NOTE 7 - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-Current		
Secured - Considered Good		
Security Deposits	72.42	68.68
Fixed Deposits with banks*	183.99	1,923.98
Total	256.41	1,992.66
Current		
Interest accrued on banks FDR	122.59	111.65
Total	122.59	111.65

* Includes ₹ 1.00 Lakh (Previous Year ₹ 1037.56 Lacs) Fixed Deposit are Under Lien with Bank.

NOTE 8 - OTHER ASSETS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-Current		
Balances with Statutory / Government Authorities*	27.01	27.01
Total	27.01	27.01
*Duties under Dispute showing amount which is related to Excise.		
Current		
Balances with Statutory / Government Authorities	184.47	228.65
Other advances*	390.69	313.94
Total	575.16	542.59

* Includes advances to creditors for material.

NOTE 9 - INVENTORIES

(Valued at lower of cost and net realizable value)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Raw materials	686.96	1,735.85
Finished Goods	152.04	144.21
Semi-Finished Goods	1,039.98	892.10
Stores & others and Packing Material	283.45	216.57
Stock in Trade	23.32	—
Total	2,185.75	2,988.73



NOTE 10 - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Balance with Banks:		
On Current Accounts	5,240.82	508.26
Cash on hand	104.75	127.75
	5,345.57	636.01
Other Fixed Deposit with banks:		
Fixed Deposit with Banks*	6,075.59	1,395.87
	6,075.59	1,395.87
Total	11,421.16	2,031.88

*Fixed Deposit includes ₹ 5,062.90 Lakhs (Previous Year ₹ 926.21 Lakhs) are Under Lien with Bank.

NOTE 11 - EQUITY SHARE CAPITAL

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Authorized		
100,000,000 number of Equity shares of ₹ 1/- each	1,000.00	1,000.00
(Previous year 100,000,000 number of Equity shares of ₹ 1/- each)		
Total	1,000.00	1,000.00
Issued, subscribed & fully paid up		
6,14,59,000 number of Equity shares of ₹ 1/- each fully paid up	614.59	539.03
(Previous year 5,39,03,000 number of Equity shares of ₹ 1/- each)		
Total	614.59	539.03

a. Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period

	March 31, 2024		March 31, 2023	
	Number of Shares (In Lakhs)	₹ in Lakhs	Number of Shares (In Lakhs)	₹ in Lakhs
At the beginning of the period	539.03	539.03	539.03	539.03
Add: Equity share issues during the year	50.56	50.56	-	-
Add: Share warrant converted into Equity Share (Note-11-c)	25.00	25.00	-	-
	614.59	614.59	539.03	539.03
Less: Calls in Arrears	-	-	-	-
Outstanding at the end of the year	614.59	614.59	539.03	539.03

During financial year, the Company has allotted 75,56,000 Equity Shares of ₹ 1 each to certain parties under preferential allotment as approved by the shareholders in accordance with Chapter V of the Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2018. The Equity Shares were issued @ ₹ 169/- per Equity Share (including a share premium of ₹ 168/- per share).

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a per value of ₹ 1 per share (previous year ₹ 1 per share). Each Equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Money received against share Application Money/warrants

(₹ in Lakhs)





	As at March 31, 2024	As at March 31, 2023
Money received against share warrants		
25% upfront payment	2,112.50	—
75% balance payment	6,337.50	—
Total	8,450.00	—

Money received against Share Warrants represents amounts received towards warrants which entitles the warrant holders the option to apply for and be allotted equivalent number of equity shares of the face value of ₹ 1/ each.

During the financial year, the Company has issued on preferential basis 75,00,000 share warrants at a price of ₹ 169 each entitling them for subscription of equivalent number of Equity Shares of ₹ 1/- each (including premium of ₹ 168/- each Share) under Regulation 28(1) of the SEBI (LODR) Regulations, 2015. The holder of the share warrants would need to exercise the option to subscribe to equity shares before the expiry of 18 months from the date of allotment made on 22nd February, 2024 upon payment of the balance 75% of the consideration of share warrants.

Further during the financial year, the Group has exercised the option to convert the 25,00,000 share warrants into 25,00,000 equity shares.

d. Shareholding of promoter

Shares held by promoters as at March 31st, 2024.

Promoter Name	No. of Shares	% of Total Shares	% Change during the year
M/s. Vision Infpro (India) Private Limited	5,500,000	8.95%	—
Mr. Vali N. Mithiborwala	4,593,000	7.47%	—
Mr. Saleh N. Mithiborwala	8,554,000	13.92%	—
Mrs. Shaheen A. Mithiborwala	2,372,000	3.86%	—
Mr. Karim N. Mithiborwala	2,218,000	3.61%	—
Mrs. Sakina E. Mithiborwala	2,112,000	3.44%	—
Mrs. Hussaina V. Mithiborwala	1,285,000	2.09%	—
Mr. Ebrahim N. Mithiborwala	1,282,000	2.09%	—
M/s. Industrial Laminates (India) Private Limited	1,180,000	1.92%	—
Mrs. Kulsum S. Mithiborwala	614,500	1.00%	—
Mrs. Wazeera S. Mithiborwala	2,947,000	4.80%	559%
Mr. Abbas N. Mithiborwala	1,028,000	1.67%	—
	33,685,500	54.81%	

e. Details of Shareholders holding more than 5% shares in the company*

Name of the shareholder	March 31, 2024		March 31, 2023	
	Number of Shares	% holding	Number of Shares	% holding
M/s. Vision Infpro (India) Private Limited	5,500,000	8.95%	5,500,000	10.20%
Mr. Vali N. Mithiborwala	4,593,000	7.47%	4,593,000	8.52%
Mr. Saleh N. Mithiborwala	8,554,000	13.92%	8,554,000	15.87%
Mr. Mukul Mahavir Agrawal	3,400,000	5.53%	—	—

* As per records of the Company, including its Register of Shareholders/ Members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.



NOTE 12 - OTHER EQUITY

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Reserve & Surplus		
a) Capital Reserve*		
Balance as per the last Financial Statement	52.04	30.25
Add: Transfer during the year	—	—
Closing balance	52.04	30.25
* Capital Reserve stood for State Capital Subsidy		
b) General Reserve		
Balance as per the last Financial Statement	8,665.50	8,435.42
Add: Transfer during the year	1,201.05	230.08
Closing balance	9,866.55	8,665.50
C) Surplus in the statement of Profit and Loss		
Balance as per last Financial Statement	—	—
Add: Profit for the year	1,201.05	230.08
Less: Transfer to General Reserve	1,201.05	230.08
Net surplus in the statement of Profit and Loss	—	—
D) Securities Premium		
Balance as per last Financial Statement	—	—
Add: Addition during the year	12,694.08	—
Net Securities Premium	12,694.08	—
E) Money Received Against Share Warrant/application money		
Balance as per last Financial Statement	—	—
Add: Addition during the year	6,337.50	—
Less: Equity Share issued during the year	4,225.00	—
Money Received Against Share Warrant	2,112.50	—
Total	24,725.17	8,717.54

NOTE 13 - BORROWING

(₹ in Lakhs)

	Non-current portion		Current portion	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Secured				
Term loans				
Indian rupee loan from banks				
Term loans*	1,443.76	89.04	162.66	16.69
Vehicle Loan**	83.86	93.99	72.98	57.50
WCTL***	571.42	876.00	292.00	—
Secured				
Working capital loan				
From Banks				
Rupee Loan#	—	—	2792.25	3,597.96
	2,099.04	1,059.03	3,319.90	3,672.15
The above amount includes				
Amount disclosed under the head "Other financial current liabilities" (note 17)	—	—	527.65	74.19
Net Amount	2,099.04	1,059.03	2,792.25	3,597.96

*Term Loan are secured by way of Mortgage of Directors Residential Flats and the personal guarantee from Managing Director and Director.

**Secured by hypothecation of vehicles acquired under said loans.

*** Working Capital term loan under ECGLS scheme from The Axis Bank Ltd. and The ICICI Bank Limited.

*** Working Capital Loan from The Axis Bank Ltd. and The ICICI Bank Limited are Secured by hypothecation of present and future Inventories, Book debts and other current assets of the Company. The Working Capital loans are further guaranteed by Directors of the Company, including Managing Director of the Company. Working Capital loans are further secured by first charge on the Fixed Assets of the Company.

**NOTE 14 - PROVISION**

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non Current		
Provision for gratuity	51.41	38.43
Total	51.41	38.43
Current		
Provision for gratuity	9.35	9.55
Total	9.35	9.55

NOTE 15 - DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Deferred tax liabilities		
Related to fixed assets	82.94	74.33
Total	82.94	74.33

NOTE 16 - TRADE PAYABLES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Micro & Small Enterprises (refer note 32)	193.76	192.87
Other than Micro & Small Enterprises Payable	2,129.09	1,880.30
Total	2,322.85	2,073.17

Trade payables ageing schedule for the year ended as on March 31, 2024

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro & Small Enterprises	193.76	-	-	-	193.76
Other than Micro & Small Enterprises Payable	2,097.57	18.28	4.62	8.62	2,129.09
Total Trade Payable	2,291.33	18.28	4.62	8.62	2,322.85

Trade payables ageing schedule for the year ended as on March 31, 2023

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro & Small Enterprises	192.87	-	-	-	192.87
Other than Micro & Small Enterprises Payable	1,850.44	20.65	0.33	8.88	1,880.30
Total Trade Payable	2,043.32	20.65	0.33	8.88	2,073.17

NOTE 17 - OTHER FINANCIAL CURRENT LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Current maturities of Long Term Liabilities (Secured)	527.65	74.19
Total	527.65	74.19



NOTE 18 - OTHER CURRENT LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	222.03	21.23
Others*	268.05	232.97
Total	490.08	254.20

*Other includes creditor for capital expenditure, advances from customer and other expenses payable.

NOTE 19 - CURRENT TAX LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Income Tax	1,644.36	1,965.85
Total	1,644.36	1,965.85

NOTE 20 - REVENUE FROM OPERATIONS

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Sale of Products	17,158.15	13,453.12
Revenue from Operation (net)	17,158.15	13,453.12

NOTE 21 - OTHER INCOME

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest on Banks FDR	202.09	178.57
Dividend	0.80	0.88
Foreign Currency Fluctuation	1.98	12.55
Profit on sale of Vehicle	4.51	1.80
Capital Subsidy Received	14.07	-
Total	223.45	193.79

NOTE 22 - COST OF MATERIAL AND CONSUMED

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening Stock	1,952.42	1,159.29
Add: Purchases (Including stores)	10,903.99	10,339.20
	12,856.42	11,498.49
Less: Closing Stock (including stores)	970.41	1,952.42
Total	11,886.00	9,546.07

Traded goods purchase

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Polyster Staples Fibers	64.37	259.33
Total	64.37	259.33



**NOTE 23 - CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Closing stock of Finished Goods	152.04	144.21
Closing stock of Semi-Finished Goods	1,039.98	892.10
Stock in Trade	23.32	—
	1,215.34	1,036.31
Less: Opening stock of Finished Goods	144.21	100.80
Opening stock of Semi- Finished Goods	892.10	1,063.48
Stock in Trade	—	37.70
	1,036.31	1,201.98
Total	(179.03)	165.67

NOTE 24 - EMPLOYEE BENEFIT EXPENSE

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Salaries, Wages and Bonus	1,253.74	1,005.73
Contribution to Provident and other Funds	41.47	15.94
Staff Welfare Expenses	128.06	117.26
Total	1,423.27	1,138.94

NOTE 25 - FINANCIAL CHARGES

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest on Term Loan with banks	162.59	96.96
Interest on Working Capital Loans with banks	249.74	279.80
Others	32.12	55.41
Total	444.46	432.17

NOTE 26 - DEPRECIATION AND AMORTIZATION EXPENSE

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Depreciation of Tangible Assets	127.29	107.93
Total	127.29	107.93

NOTE 26 - OTHER EXPENSES

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Manufacturing Expenses		
Power and Fuel	188.70	220.60
Labour Charges	141.62	76.35
Testing Charges	20.77	40.05
Water Charges	50.02	31.35
Factory Expenses	46.97	42.25
Repairs and Maintenance		
Factory Building	31.95	17.83
Plant and Machinery	6.69	10.38
	486.72	438.81



NOTE 26 - OTHER EXPENSES

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Sales & Administration Expenses		
Advertisement	1.96	2.05
Business Promotion	18.59	15.72
Communication Costs	19.15	25.33
Computer Expenses	13.44	14.74
Commission and Brokerage Charges	7.50	—
Electricity Expenses (Office)	3.86	4.11
Fees and Subscription	4.18	3.76
Freight Out Ward & Loading & Unloading charges	386.76	288.38
Insurance	23.90	32.28
Legal and Professional Fees	158.95	105.76
Office and Administrative	125.87	76.91
Payment to Auditor	8.50	7.50
Postage and Telegram	5.70	5.24
Printing and Stationery	7.88	9.05
Rent, Rates and Taxes	46.82	47.37
Repair and Maintenance	63.54	7.60
Security Charges	17.20	13.07
Travelling and Conveyance	433.14	399.28
Vehicle Expenses	139.37	141.71
Corporate Social Responsibility (CSR)	24.12	40.61
	1,510.42	1,240.48
Total	1,997.14	1,679.29
Payment to Auditor:		
Audit fee	8.50	7.50
	8.50	7.50

NOTE 28 - EARNINGS PER SHARES

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Profit after Tax	1,201.05	230.08
Weighted average number of shares outstanding during the Year	544.57	539.03
Face Value per share (₹)	1.00	1.00
Basic Earnings Per Share (₹)	2.21	0.43

NOTE 29 - CONTINGENT LIABILITIES

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Income Tax A.Y 2016-17	35.68	—
Income Tax A.Y 2017-18	737.30	—
Excise*	409.96	409.96
Corporate Guarantee	28,289	20,176.00

* Demand in respect of Income tax matters for the A.Y. 2016-17 & 2017-18 for which appeal is pending before ITAT-Mumbai. This is disputed by the Company and hence not provided for in the books of accounts

** Demand in respect of Excise matters for the period April-2016 to June-2017 for which appeal is pending. This is disputed by the Company and hence not provided for in the books of accounts. The company has paid demand of ₹ 15.37 Lakhs against the order dues.

A. Letter of Credit Outstanding with Saraswat Co-operative Bank Limited at the end of the year for Nil (Previous Year ₹ 26.89 Lakhs) and Bank guarantee of ₹ 933.15 Lakhs (Previous Year ₹ 1566.24 Lakhs).





NOTE 30 - RELATED PARTY DISCLOSURE [AS CERTIFIED BY MANAGEMENT]

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

Name of the Related Party	Relationship
M/s. Oriental Foundry Private Limited	Subsidiary Company
Mr. Saleh N Mithiborwala [Whole Time Director / CFO]	
Mr. Vali N. Mithiborwala [Whole Time Director]	
Mr. Karim N Mithiborwala [Managing Director]	Key Management Personnel
Mr. Hardik Chandra [Company Secretary]	
M/s. V. K. Mithiborwala & Co. Private Limited	
M/s. Industrial Laminates (I) Private Limited	
M/s. Gen Wood Products Private Limited	
M/s. Exim Trade Links (I) Private Limited	
M/s. Vision Housing & Infrastructure Co. Private Limited	
M/s. Oriental Technocraft Private Limited	
M/s. Virtue Infrastructures Private Limited	
M/s. Trishla Veneer Private Limited	
M/s. Bremskerl Friction Materials India Private Limited	Enterprises in which Key Management Personnel exercises Significant Influence or their relatives
M/s. Densified Laminated Wood Manufacturing Company Private Limited	
M/s. Generic Engineering Construction And Projects Limited	
M/s. Icon Infrastructures Private Limited	
M/s. Oriental Automation Systems Private Limited	
M/s. Red Bricks Infrastructure (India) Private Limited	
M/s. Rock Hard Engineering Private Limited	
M/s. Trishala Woodcraft Private Limited	
M/s. Vision Infpro (India) Private Limited	
Mrs. Wazeera S. Mithiborwala	

b) Transactions with related parties for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Subsidiary Company		Key Management Personnel		Enterprises significantly influenced by key management personnel or their relatives	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Equity Share issued						
Mrs. Wazeera S. Mithiborwala	—	—	—	—	4,225.00	—
Money Received against share warrents/ application money						
Mrs. Wazeera S. Mithiborwala	—	—	—	—	2,112.50	—
Investment in Equity Share						
M/s. Oriental Foundry Private Limited	—	3,970.10	—	—	—	—
Salary paid						
Ms. Sonam Gupta	—	—	—	4.76	—	—
Mr. Hardik Chandra	—	—	7.50	1.77	—	—
Loans (Taken)						
Mr. Saleh N Mithiborwala	—	—	24.20	395.53	—	—
Mr. Vali N. Mithiborwala	—	—	0.40	—	—	—
Loans (Repayment made)						
Mr. Saleh N Mithiborwala	—	—	24.20	395.53	—	—
Mr. Vali N. Mithiborwala	—	—	0.40	—	—	—
Loans and advances (Given)						
M/s. Oriental Foundry Private Limited	12,963.32	4,286.00	—	—	—	—



Particulars	Subsidiary Company		Key Management Personnel		Enterprises significantly influenced by key management personnel or their relatives	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
M/s. Exim Trade Links (I) Private Limited	–	–	–	–	0.12	0.25
M/s. Gen Wood Products Private Limited	–	–	–	–	9.73	10.45
M/s. Industrial Laminates (I) Private Limited	–	–	–	–	58.59	437.33
M/s. V. K. Mithiborwala & Co. Private Limited	–	–	–	–	17.01	–
Loans and advances (Repayment Recd)						
M/s. Oriental Foundry Private Limited	5,145.91	7,241.03	–	–	–	–
M/s. Exim Trade Links (I) Private Limited	–	–	–	–	0.12	0.25
M/s. Gen Wood Products Private Limited	–	–	–	–	9.73	10.45
M/s. Industrial Laminates (I) Private Limited	–	–	–	–	58.59	437.33
M/s. V.K.Mithiborwala & Co. Private Limited	–	–	–	–	17.01	–
Sales of Goods						
M/s. Oriental Technocraft Private Limited	–	–	–	–	49.87	384.97
M/s. Oriental Foundry Private Limited	772.53	841.11	–	–	–	–
M/s. Bremskerl Friction Materials India Pvt Ltd	–	–	–	–	78.83	10.51
M/s. Trishala Veneer Private Limited	–	–	–	–	0.24	0.91
Purchase of Goods						
M/s. Oriental Foundry Private Limited	1.18	–	–	–	–	–
M/s. Oriental Technocraft Private Limited	–	–	–	–	1,003.59	412.82
M/s. Trishala Veneer Private Limited	–	–	–	–	1,557.01	1,531.85
M/s. Bremskerl Friction Materials India Pvt Ltd	–	–	–	–	0.72	–
Electricity Charges / Rent Paid						
M/s. V.K.Mithiborwala & Co. Private Limited	–	–	–	–	3.01	3.61

c) **Balances with related parties as at March 31, 2024**

Outstanding at the year end						
M/s. Oriental Foundry Private Limited	7,817.41	–	–	–	–	–
M/s. Oriental Technocraft Private Limited	–	–	–	–	767.80	–
M/s. Bremskerl Friction Materials India Pvt Ltd	–	–	–	–	6.26	3.26
Mrs. Wazeera S. Mithiborwala	–	–	–	–	2,112.50	–

NOTE 31 - GRATUITY

The company operates one-defined plans, viz., gratuity. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of salary for each year of service subject to a maximum of ₹ 20.00 Lacs.

The Company has charged/reversed the gratuity provision of ₹ 18.71 Lacs in the profit and loss accounts in the year ended March 31, 2024 (previous year, ₹ (30.15) Lacs). The Projected obligation towards the gratuity at the end of the year ₹ 60.77 Lacs (previous year ₹ 47.98 Lacs).

Profit and Loss Account

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Expenses Recognized in the statement of Profit or Loss		
Current Service Cost	5.85	8.60
Net Interest Cost	3.59	5.94
Actuarial (Gain)/Losses on obligation	9.27	(44.69)
Expenses recognized	18.71	(30.15)





Balance sheet

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Amount Recognized in Balance sheet		
Present Value of Benefit obligation at the end of period	(60.77)	(47.98)
Fair Value of Plan Assets	Nil	Nil
Funded Status (Surplus / (Deficit))	(60.77)	(47.98)
Net (Liability) / Assets Recognized	(60.77)	(47.98)

Changes in the present value of the benefit obligation are as follows:

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Present Value of Benefit at the beginning	47.98	88.64
Current service cost	5.85	8.60
Interest cost	3.59	5.94
Benefit Paid By Employer	(5.93)	(10.51)
Actuarial (gains) / losses Due to change in Demographic Assumptions	–	–
Actuarial (gains) / losses Due to change in Financial Assumption	1.56	(0.83)
Actuarial (gains) / losses Due to Experience	7.71	(43.85)
Present Value of benefit at the End	60.77	47.98

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

Gratuity

Retirement Age	58 Years
Vesting Period	5 Years
Attrition Rates	2.00 % P.A.
Rate of Salary Increase	5.00% P.A.
Rate of Discounting	7.21%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14 (Urban))

NOTE 32 - DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006

Dues to micro and small enterprises as defined under MSMED Act, 2006, on the basis of certificate received from vendors the company has informed under the Micro, Small and Medium Enterprises Development Act, 2006. In Some of the cases, date of acceptance may be differ due to quality of materials, hence interest provision under the said act not booked.

NOTE 33 - SEGMENT INFORMATION

i) Primary (Business) Segment

In accordance with the requirements of Accounting Standard 17 "Segment Reporting" issued by the ICAI, the Company's business consist of one reportable segment i.e. Seat & Berth, Recorn Densified Thermal Bonded Blocks, Recorn Wadding, Comperg, Foldable Mattress. Hence no separate disclosures pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.

ii) Secondary (Geographical) Segment

Secondary segment reporting is performed on the basis of geographical location of the Customers The operation of the Company comprises domestic sales and export sales. The export sale consideration is not materialized hence no separate disclosure pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.



NOTE 34 - VALUE OF IMPORTS CALCULATED ON CIF BASIS

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Amount Recognized in Balance sheet		
Raw Material & Consumables	394.16	1,443.43
Total	394.16	1,443.43

NOTE 35 - IMPORTED AND INDIGENOUS RAW MATERIAL, COMPONENTS AND SPARE PARTS CONSUMED

(₹ in Lakhs)

	March 31, 2024		March 31, 2023	
	% of total consumption	₹ in Lakhs	% of total consumption	₹ in Lakhs
Imported	7.30%	867.71	11.06%	1,055.57
Indigenous	92.70%	11,018.30	88.94%	8,490.50
Total	100.00%	11,886.00	100.00%	9,546.07

NOTE 36 - CORPORATE SOCIAL RESPONSIBILITY

As per section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradicating poverty, hunger and malnutrition, promoting healthcare and improvement in education. A CSR committee has been by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in schedule VII of the Companies Act 2013:

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
i) Amount required to be spent by the company during the year	NA*	38.27
ii) Amount of expenditure incurred	24.12	40.61
iii) Shortfall at the end of the year	-	-
iv) Total of previous years shortfall	-	-
v) Reason for shortfall	-	-
vi) Nature of CSR activities	Eradicating poverty, hunger & malnutrition, promoting healthcare, improvement in education	
vii) Details of Related Party Transaction	-	-
viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

*CSR is not applicable to the company during the financial year 2023-24

NOTE 37 - FINANCIAL DERIVATIVE INSTRUMENT

Foreign currency exposures are not hedged by derivative instrument as on the March 31, 2024 is Nil [Previous Year USD\$ 0.31 Lacs). The unhedged exposure are naturally hedged by foreign currency earnings and earnings linked to foreign currency.





NOTE 37 - CATEGORIES OF FINANCIAL INSTRUMENTS

	As at March 31, 2024	As at March 31, 2023
Financial Assets		
Break up of financial assets carried at amortised cost		
Trade Receivables (Note 5)	6,302.91	4,040.07
Cash and Bank Balances (Note 10)	11,421.16	2,031.88
Loans (Note 6)	7,817.41	–
Other Financial Assets (Note 7)	379.00	2,104.31
Total Financial Assets carried at amortised cost	25,920.48	8,176.27
Break up of Financial Assets at fair value through profit or loss		
Investments-Non-Current (Note 4)	5,475.35	5,475.35
Total Financial Assets carried at fair value through profit or loss	5,475.35	5,475.35
Financial Liabilities		
Break up of Financial Liabilities carried at Amortised Cost		
Non Current-Long Term Borrowings (Note 13)	2,099.04	1,059.03
Current-Short Term Borrowings (Note 13)	2,792.25	3,597.96
Trade Payables (Note 16)	2,322.85	2,073.17
Other Current Financial Liabilities (Note 17)	527.65	74.19
Total Financial Liabilities carried at Amortised Cost	7,741.78	6,804.36

The management has assessed that the carrying values of the Financial Assets and Liabilities at amortised cost approximate their fair value largely due to their short-term maturities of these instruments.

NOTE 38A - FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial assets include trade & other receivables, and cash & cash equivalents that derives directly from its operations. The Company's principal financial liabilities comprise trade & other payables and short term borrowings. The main purpose of majority of these financial liabilities is to manage working capital of the Company.

The Company is exposed to credit risk, market risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The below note explains the sources of risk which the Company is exposed to and how the entity manage the risk :

A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, primarily cash & cash equivalents.

i) Trade Receivables

Customer credit risk is managed in accordance with the Company's established policy, procedures and controls relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored through credit lock and release effectively manage the exposure.

An impairment analysis is performed at each reporting date on an individual basis for major customers In addition,a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The Company does not hold any collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as most of its external customers are established players in their industry.



The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered related credit information for its customer, that's available in public domain to estimate the probability of default in future.

ii) Cash and Cash Equivalents and Other Financial Assets

Credit risk from balances with banks is managed by the Board of Directors in accordance with the Company's policy. Investment of surplus funds are made for short-term in deposit with banks. Investments and Bank deposits are reviewed by the Board of Directors on a quarterly basis. Credit risk arising from short term liquid fund, cash and cash equivalents and other balances with banks is limited and no collaterals are held against these because the counterparties are banks.

Other financial assets mainly include security deposits & other receivables. There are no indications that defaults in payment obligations would occur in respect of these financial assets.

B) Market Risk

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

i) Commodity Risk

Commodity risk for the Company is mainly related to availability of raw materials at right price which drives the prices of Finished Goods. Most of these input materials are procured from approved vendors and subject to price negotiations. In order to mitigate the risk associated with raw material and components prices, the Company manages its procurement through productivity improvements, expanding vendor base and constant pricing negotiation with vendor. The Company renegotiates the prices with its customers in case there is more than normal deviation in the prices of its major raw materials. Additionally, the processes and policies related to such risks are reviewed and controlled by senior management team.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The risk of fluctuations in foreign currency exchange rates on its financial liabilities including trade and other payables etc. Hence, variation in the Foreign exchange rate would have reasonable impact on the profit or loss / equity of the Company. Net foreign currency exposure also reviewed by the Board of Directors on a quarterly basis.

Foreign Currency Sensitivity Analysis

The Company is exposed to the currencies USD & EURO on account of outstanding receivables (+) and payables (-). The Company's net exposure to foreign currency risk at the end of the reporting period expressed in respective currencies given below;

Foreign currency exposures are not hedged by derivative instrument as on the March 31, 2024 is Nil [Previous Year USDS 0.32 Lacs).

iii) Equity Price Risks

Equity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or by factors affecting all similar financial instrument traded in the market.

The Company only invests in the equity shares of the subsidiary as part of the Company's overall business strategy and policy. The Company manages the equity price risk through placing limits on individual and total equity investment in the subsidiary. The Company's investment in quoted equity instruments (other than subsidiaries) is Nil.

C) Liquidity Risk

Liquidity risk is defined as a risk that the Company will not be able to meet its obligations on time or at a reasonable price. An effective liquidity risk management takes into consideration in maintaining optimum level of cash and cash equivalents and the availability of funding through an credit facilities at a reasonable cost to meet the obligation when due. Additionally, the processes and policies related to such risks are reviewed and controlled by senior management team. Management continuously reviews the actual cash flows and forecasts the expected cash flows to monitor the liquidity position. All the current financial liabilities of the Company are due to be paid with in twelve





months from the date from the Balance sheet date. All non-current financial liabilities are due to be paid in more than twelve months from the Balance sheet date. However the interest component of all the non-current financial liabilities if any will be payable as and when due, which may be with in twelve months from the date of Balance sheet date.

Fair Values

₹ in Lakhs

	March 31, 2024	March 31, 2023
i) Class wise fair value of the Company's Financial Instruments:		
Investments (unquoted) in Equity shares	5,475.35	1,505.25
ii) Fair Value Hierarchy		
The following table provides the fair value measurement hierarchy of the Company's assets		

₹ in Lakhs

	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Quantitative disclosures fair value measurement Hierarchy for Assets as at March 31, 2024:			
Assets measured at fair value:	—	—	—
Investment in equity shares	—	—	5,475.35
Quantitative disclosures fair value measurement Hierarchy for Assets as at March 31, 2023:			
Assets measured at fair value:	—	—	—
Investment in equity shares	—	—	5,475.35

- a. The Company has determined the carrying value of the investment as its fair value in the absence of any available fair value for its non-current investment which is carried at cost.

NOTE 39 - RATIO

	March 31, 2024	March 31, 2023	Variance
Current Ratio	3.40	1.18	186.78
Debt-Equity Ratio	0.21	0.51	58.16
Debt Service Coverage Ratio	1.03	1.95	47.51
Return on Equity (ROE)	0.07	0.02	179.34
Trade Receivables Turnover Ratio	3.32	6.66	(50.18)
Trade Payables Turnover Ratio	4.99	6.28	(20.54)
Inventory Ratio	6.63	9.00	(26.33)
Net Capital Turnover Ratio	0.92	9.15	(89.95)
Net Profit Ratio	0.07	0.02	309.29
Return on Capital Employed (ROCE)	0.06	0.07	(11.85)

NOTE 40

Out of the total debtors of ₹ 6,302.91 Lakhs as at March 31, 2024, ₹ 628.52 Lacs has more than one year at the year end. As explained to us, management is in discussion with these debtors to expedite the recoverability of the above aforesaid outstanding amounts and believes that the entire amount is fully recoverable. Therefore, no provision is considered necessary in these financial statements in this regard.



NOTE 41 - OTHER STATUTORY INFORMATION

- a. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- b. The Company does not have any transactions with struck off companies.
- c. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- d. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- e. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- f. The Company has complied with the number of layers prescribed under the Companies Act, 2013.

NOTE 42

Sundry Debtors, Sundry Creditors, loans & advances and outstanding balance are subject to confirmation and reconciliation.

NOTE 43

Previous Year Figures have been reclassified/recast to conform to this year's classification.

As per our report of even date
For **Anil Bansal & Associates**
Chartered Accountants
Firm Registration Number: 100421W

Anil Bansal
Proprietor
Membership No. 043918
Place: Mumbai
Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Hardik Chandra
Company Secretary
M No. A57863

Karim N. Mithiborwala
Managing Director
DIN: 00171326





CONSOLIDATED AUDITOR'S REPORT

To,
The Members of
Oriental Rail Infrastructure Limited
[Formerly known as Oriental Veneer Products Limited]

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Oriental Rail Infrastructure Limited (hereinafter referred to as "the Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31st March 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 significant accounting policies and other explanatory information (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 as at 31st March 2024, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

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

Emphasis on Matters

Refer note no. 39 to the consolidated financial statements relating to Out of the total debtors of ₹ 14,626.17 Lacs As at March 31, 2024, ₹ 1,474.41 Lacs has more than one year at the year end. As explained to us, management is in discussion with these debtors to expedite the recoverability of the above aforesaid outstanding amounts and believes that the entire amount is fully recoverable. Therefore, no provision

is considered necessary in these financial statements in this regard.

Refer note no. 31 to the consolidated financial statements relating to dues to micro and small enterprises as defined under MSMED Act, 2006, on the basis of certificate received from vendors the company has informed under the Micro & Small Enterprises Development Act, 2006. In Some of the cases, date of acceptance may be differ due to quality of materials, hence interest provision under the said act not booked.

Our opinion is not qualified 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 determined that there are no key audit matters to communicate in our report.

Other information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Management's Responsibility for the consolidated financial statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) 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 such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.





We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable. We report that there are no qualifications or adverse remarks in CARO report of the Company and its subsidiary.
- 2A. As required by Section 143(3) of the Act, based on our audit, 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.

- 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. Except for the matter described in the Basis of Emphasis on Matters & Other Matters paragraph, In our opinion, the aforesaid consolidated financial statements comply with applicable Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors of the Holding Company and its subsidiaries which are incorporated in India, as on 31 March 2024 and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under section 143(3)(b) of the Act and paragraph 2(B)(f) below on reporting under rule 11(g) of the companies (Audit and Auditors) Rule, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- 2B. with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 on the consolidated financial position of the Group. Refer Note 28 to the consolidated financial statements.
 - (ii) The group company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has not been an occasion in case of the group company during the year under report to transfer



any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

- (iv) (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries 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 performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, 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) The dividend has not declared or paid during the year by the Company.
- (vi) Based on our examination which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, except for the instances mentioned below, the Group Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
- (i) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting softwares used for maintaining the books of account relating to payroll, order process, general ledger and certain non-editable fields/tables of the accounting software used for maintaining general ledger.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

- 2C. With respect to the matter to be included in the Auditors' Report in accordance with the requirements of section 197(16), as amended;

In our opinion and according to the information and explanations given to us, the remuneration paid, if any, by the group to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **Anil Bansal & Associates**

Chartered Accountants

Firm registration number: 100421W

Anil Bansal

Partner

Place: Mumbai

Date: 28.05.2024

Membership No.: 043918

UDIN: 24043918BKCQDD4744





ANNEXURE 'A'

TO THE INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" Section of our report of even date]

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Oriental Rail infrastructure Limited ('the Company') and its subsidiary companies incorporated in India as at March 31st, 2024 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the respective internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India 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 (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained of company & its subsidiary incorporated in India, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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

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

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2024, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note.

Other Matter

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 insofar as it relates to one subsidiary companies, incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Anil Bansal & Associates**

Chartered Accountants

Firm registration number: 100421W

Anil Bansal

Partner

Membership No.: 043918

UDIN: 24043918BKCQDD4744

Place: Mumbai

Date: 28th May, 2024





Consolidated Balance Sheet

as at March 31, 2024

(₹ in Lakhs)

	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-Current Assets			
Property, Plant and Equipments	3	12,492.19	10,619.11
Capital Work in Progress	3	—	2,044.74
Financial Assets			
Investments	4	5.53	5.53
Trade Receivables	5	1,474.41	889.88
Other	6	904.54	2,279.24
Other non-current assets	7	27.01	27.01
Total Non-Current Assets		14,903.68	15,865.50
Current Assets			
Inventories	8	20,281.00	18,446.60
Financial Assets			
Trade receivables	5	13,151.76	6,983.56
Cash and Cash Equivalents	9	12,328.83	2,356.67
Other	6	171.46	121.52
Other Current Assets	7	3,794.77	3,990.97
Total Current Assets		49,727.82	31,899.32
Total Assets		64,631.49	47,764.82
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	10	614.59	539.03
Other Equity	11	28,038.32	10,230.87
Total Equity		28,652.91	10,769.90
Liabilities			
Non- Current Liabilities			
Financial Liabilities			
Borrowings	12	11,207.88	13,352.00
Provisions	13	81.24	56.76
Deferred Tax Liabilities (Net)	14	652.27	390.85
Total Non- Current Liabilities		11,941.39	13,799.61
Current Liabilities			
Financial Liabilities			
Borrowings	12	16,371.03	17,144.81
Trade Payables	15	3,091.23	2,533.32
Other current financial liabilities	16	1,778.88	866.61
Provisions	13	9.89	9.88
Other current Liability	17	735.85	657.13
Current tax liabilities (net)	18	2,050.32	1,983.57
Total Current Liabilities		24,037.20	23,195.31
Total Equity & Liabilities		64,631.49	47,764.82

Significant accounting policies and Notes to the Consolidated financial statement

2 to 42

As per our report of even date
For **Anil Bansal & Associates**
Chartered Accountants
Firm Registration Number: 100421W

Anil Bansal
Proprietor
Membership No. 043918

Place: Mumbai
Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Hardik Chandra
Company Secretary
M No. A57863

Karim N. Mithiborwala
Managing Director
DIN: 00171326



Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in Lakhs)

	Notes	Year Ended March 31, 2024	Year Ended March 31, 2023
INCOME			
Revenue from Operations	19	52,619.94	32,512.83
Other Income	20	273.28	209.13
Total Income		52,893.22	32,721.96
EXPENSES			
Cost of materials consumed	21	41,332.96	26,853.63
Purchases of Stock-in-Trade	21	64.37	259.33
Changes in inventories	22	(1,990.09)	(2,496.63)
Employee benefits expense	23	2,284.12	1,749.76
Finance costs	24	2,199.42	1,604.42
Depreciation and amortization expense	25	801.23	682.27
Other expenses	26	4,259.63	3,640.37
Total expenses		48,951.63	32,293.15
Profit Before Exceptional Items And Tax		3,941.59	428.81
Exceptional Items		-	-
Profit/(loss) before tax		3,941.59	428.81
Tax expense:			
Current tax		(814.40)	(91.66)
MAT Credit Entitlement		135.10	18.58
Deferred tax		(261.42)	(37.01)
Profit (Loss) for the period from continuing operations		3,000.87	318.72
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from Discontinued operations after Tax		-	-
Profit/(loss) for the period		3,000.87	318.72
Other Comprehensive Income			
i. Items that will not be reclassified to Statement of Profit and Loss		-	-
ii. Income tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
iii. Items that will be reclassified to Statement of Profit and Loss		-	-
iv. Income tax relating to items that will be reclassified to Statement of Profit and Loss		-	-
Total Comprehensive Income for the Year		3,000.87	318.72
Net Profit Attributable to:			
a. Owners of the Company		3,000.87	318.72
b. Non-Controlling Interest		-	-
Total Comprehensive Income attributable to:			
a. Owners of the Company		-	-
b. Non-Controlling Interest		-	-
Earnings per Equity share of Face Value of ₹ 1 each (Previous Year ₹1 each)			
Basic & Diluted (in ₹)	27	5.51	0.59
Significant accounting policies and Notes to the Consolidated financial statement	2 to 42		

As per our report of even date
For **Anil Bansal & Associates**
Chartered Accountants
Firm Registration Number: 100421W

Anil Bansal
Proprietor
Membership No. 043918

Place: Mumbai
Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Hardik Chandra
Company Secretary
M No. A57863

Karim N. Mithiborwala
Managing Director
DIN: 00171326



Consolidated Cash Flow Statement

for the year ended March 31, 2024

(₹ in Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Cash flow from operating activities		
Profit before tax and after prior period items	3,941.59	428.81
Non-cash adjustment to reconcile profit before tax to net cash flows:		
Depreciation/ amortization on continuing operation	801.23	682.27
Interest and Financial expense	2,199.42	1,604.42
Profit/ Loss on sale of vehicle	(4.46)	(1.80)
Dividend Income	(0.80)	(0.88)
Foreign Exchange Fluctuation	(1.98)	(12.55)
Interest income	(251.92)	(178.57)
Operating profit before working capital changes	6,683.06	2,521.71
Movements in working capital:		
Increase/ (decrease) in current liabilities/provisions	1,901.57	1,807.52
Decrease / (increase) in trade receivables	(6,752.74)	(2,047.65)
Decrease / (increase) in short/long-term loans and advances	1,324.75	(2,284.53)
Decrease / (increase) in Inventories	(1,834.39)	(7,419.58)
Decrease / (increase) in other current assets	196.20	3,131.53
Cash generated from / (used in) operations	1,518.44	(4,290.99)
Direct taxes paid (net of refunds)	(940.72)	(110.09)
Cash flow before extraordinary item	577.72	(4,401.08)
Extra ordinary item	-	-
Net cash flow from/ (used in) operating activities (A)	577.72	(4,401.08)
Cash flows from investing activities		
Purchase of fixed assets, including CWIP and capital advances	(634.94)	(2,606.69)
Capital Reserve State Capital Subsidy	-	21.79
Sale of Fixed Assets	9.85	2.25
Interest received	251.92	178.57
Dividend received	0.80	0.88
Net cash flow from/ (used in) investing activities (B)	(372.37)	(2,403.21)
Cash flows from financing activities		
Dividend proposed	-	-
Equity Share Issued	12,769.64	-
Share application money received	2,112.50	-
Long/Short Term Borrowing Taken/Repayment During the year (net)	(2,917.90)	8,635.64
Interest and financial Expenses paid	(2,199.42)	(1,604.42)
Net cash flow from/ (used in) in financing activities (C)	9,764.82	7,031.22
Net increase/(decrease) in cash and cash equivalents (A + B + C)	9,970.17	226.94
Cash and cash equivalents at the beginning of the year	2,356.67	2,117.18
Foreign Exchange Fluctuation	1.98	12.55
Cash and cash equivalents at the end of the year	12,328.83	2,356.67
Components of cash and cash equivalents		
Cash on hand	338.25	234.75
With banks- on current account	5,311.28	534.14
Fixed Deposits	6,679.30	1,587.78
Total cash and bank balances	12,328.83	2,356.67
Significant accounting policies and Notes to the Consolidated financial statement	2 to 42	

As per our report of even date
For **Anil Bansal & Associates**
Chartered Accountants
Firm Registration Number: 100421W

Anil Bansal
Proprietor
Membership No. 043918
Place: Mumbai
Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Hardik Chandra
Company Secretary
M No. A57863

Karim N. Mithiborwala
Managing Director
DIN: 00171326



Consolidated Statement of changes in Equity

for the year ended March 31, 2024

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Balance at the beginning of the reporting period i.e. 1st April, 2022	Changes in Equity Share capital during the year 2022-23	Balance at the end of the reporting period i.e. March 31, 2023	Changes in Equity Share capital during the year 2023-24	Balance at the end of the reporting period i.e. March 31, 2024
539.03	—	539.03	75.56	614.59

B. OTHER EQUITY

(₹ in Lakhs)

	Money Received against Share warrents / application money	Reserve & Surplus			Total	
		Securities Premium	Capital Reserve	General Reserve		
Balance at the beginning of the reporting period i.e. 1st April, 2022	-	-	30.25	9,860.10	-	9,890.35
Profit for the year	-	-	-	-	318.72	318.72
Transfer to/from Retained Earnings	-	-	-	318.72	(318.72)	-
Addition During the Year	-	-	21.79	-	-	21.79
Balance at the end of the reporting period i.e. 31st March, 2023	-	-	52.04	10,178.83	-	10,230.87
Profit for the year	-	-	-	-	3,000.87	3,000.87
Transfer to/from Retained Earnings	-	-	-	3,000.87	(3,000.87)	-
Addition During the Year	6,337.50	12,694.08	-	-	-	19,031.58
Equity Share Issued during the year	(4,225.00)	-	-	-	-	(4,225.00)
Balance at the end of the reporting period i.e. 31st March, 2024	2,112.50	12,694.08	52.04	13,179.70	-	28,038.32

Significant accounting policies and Notes to the Consolidated Financial Statement 2 to 42

As per our report of even date

For **Anil Bansal & Associates**

Chartered Accountants

Firm Registration Number: 100421W

Anil Bansal

Proprietor

Membership No. 043918

Place: Mumbai

Date: 28-05-2024

For and on behalf of the Board of Directors

Saleh N. Mithiborwala

Whole Time Director / CFO

DIN: 00171171

Hardik Chandra

Company Secretary

M No. A57863

Karim N. Mithiborwala

Managing Director

DIN: 00171326





Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

NOTE 1 - CORPORATE INFORMATION

Oriental Rail Infrastructure Limited ("the Company") & its Subsidiary (collectively referred to as "the Group") are engaged in the manufacturing, buying and selling of all type Recron, Seat & Bearth, Coompreg Boards and also engaged in trading of timber woods, ferrous & non ferrous metals, casting tools, slabs, rods, section flates & other ferrous & non ferrous products. The Group caters to both domestic and international markets. As at 31st March, 2024, Oriental Rail Infrastructure Limited (Holding) Company holds 100% Equity Share Capital of 'M/s Oriental Foundry Private Limited' (subsidiary). The consolidated financial statements comprise financial statements of Oriental Rail Infrastructure Ltd. ("the Company and its subsidiaries (collectively, the Group) for the year ended March 31, 2024.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of Financial Statements

These Consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended thereafter. The Company prepared its Consolidated financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- A. Derivative financial instruments;
- B. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The Consolidated Financial Statement comprises of Oriental Rail Infrastructure Limited and all its subsidiaries, being the entities that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

The Consolidated Financial Statements are presented in Indian Rupees (₹) and all the values are rounded to the nearest Lacs, except when otherwise indicated.

In addition, the carrying values of recognized assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

2.2. Principles of Consolidation

The Consolidated Financial Statements consist of Oriental Rail Infrastructure Limited ("the company") and its Subsidiary Company (collectively referred to as "the Group"). The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b) The excess of the cost to the parent of its investments in a subsidiary over the parent's portion of equity at the date on which investment in the subsidiary is made, is recognised as 'Goodwill (on consolidation)'. When the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary at the date on which investment in a subsidiary is made, the difference is treated as 'Capital Reserve (on consolidation)' in the consolidated financial statements.
- c) Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- d) Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- e) As far as possible, the Consolidated Financial Statements are prepared using uniform Indian Accounting Policies for like transactions and other



events in similar circumstances and are presented in the same manner as company's separate statements.

2.3 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- A. Expected to be realised or intended to be sold or consumed in normal operating cycle
- B. Held primarily for the purpose of trading
- C. Expected to be realised within twelve months after the reporting period, or
- D. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

A liability is current when:

- A. It is expected to be settled in normal operating cycle
- B. It is held primarily for the purpose of trading
- C. It is due to be settled within twelve months after the reporting period, or
- D. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.4 Foreign currencies transactions and translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable

to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2018 which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.5 Fair value measurement

The Group measures financial instruments at fair value on initial recognition.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- A. In the principal market for the asset or liability, or
- B. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based





on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company’s external valuers, which valuation techniques and inputs to use for each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.6 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Income from services

Revenue in respect of contracts for services is recognized on completion of services.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the statement of profit and loss.

Dividend

Dividend income is recognized when the company’s right to receive dividend is established by the reporting date.

Government grants

Grants from the government are recognized at fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit and loss on a straight line basis over the expected lives of the related assets and presented within other income.

The benefit of a government loan at a below market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

2.7 Property, plant and equipment

Since there is no change in the functional currency, the Group has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its Indian GAAP financial statements as deemed cost at the transition date, viz., April 1, 2016.

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalised at cost, including non-cenvatable excise duty, wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition



criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset. Depreciation on the identified components has been provided for on straight line method at the rates prescribed and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on additions is provided on Pro-rata basis for the period for which the Assets are put to use. Assets costing ₹ 5000/- or less are fully depreciated in the year of purchase.

Freehold land is carried at cost.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.8 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

The summary of amortization policy applied to the Company's intangible assets is as below:

Type of assets	Life (years)
Computer Software	5

2.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of qualifying asset that necessarily takes

a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are charged to the Consolidated Profit and Loss accounts for the period for which they are incurred.

2.10 Leases

Company in its capacity as lessee

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

2.11 Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on First-in First-Out basis.

Finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on First-in First-Out basis.

2.12 Impairment of non-financial assets - Property, Plant and Equipment and Other Intangible Assets

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and





value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.13 Retirement and other employee benefits

"Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The group has no obligation, other than the contribution payable to the provident fund.

The Group operates one defined benefit plan for its employees, viz., gratuity. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the statement of profit and loss.

2.14 Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement".

2.15 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

2.16 Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

2.17 Financial instruments

Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a. Financial assets carried at amortised cost (AC)

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



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

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

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

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Investment in subsidiaries

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

E. Impairment of financial assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b. Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Financial liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Consolidated Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.18 Critical accounting judgments and key sources of estimation uncertainty

The preparation of the Group's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

A. Decommissioning Liabilities

The liability for decommissioning costs are recognized when the Group has an obligation to perform site restoration activity. The recognition and measurement of decommissioning provisions involves the use of estimates and assumptions. These include; the timing of abandonment of well and related facilities which would depend upon the ultimate life of the field, expected utilization of assets by other fields, the scope of abandonment activity and pre-tax rate applied for discounting.

B. Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.





C. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

D. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other

assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

E. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.



NOTE 3 - PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Sr. No.	Particulars	Gross Block				Depreciation			Net Block	
		Balance as at April 01, 2023	Additions	Disposal/ Retirement	Balance as at March 31, 2024	Balance as at April 01, 2023	Depreciation charge for the year	Disposal/ Reversal	Balance as at March 31, 2024	Balance as at March 31, 2023
a.	Tangible Assets									
	Land	1,057.01	—	—	1,057.01	—	—	—	1,057.01	1,057.01
	Building	3,231.52	886.82	—	4,118.35	658.02	10.08	—	3,450.25	2,573.50
	Residential Flat	99.45	—	—	99.45	20.70	103.25	—	(24.50)	78.75
	Plant & Machinery	8,679.85	1,544.47	—	10,224.32	2,247.12	586.85	—	7,390.35	6,432.73
	Equipments	352.23	93.40	—	445.64	172.49	37.76	—	235.39	179.74
	Vehicle	522.88	125.80	21.25	627.43	267.18	45.57	15.87	330.55	255.70
	Computer	103.71	24.34	—	128.05	80.05	13.13	—	34.88	23.66
	Furniture & Fixture	45.99	4.84	—	50.83	27.98	4.59	—	18.25	18.01
	Total (I)	14,092.64	2,679.68	21.25	16,751.08	3,473.54	801.23	15.87	12,492.19	10,619.11
b.	Intangible Assets									
	Software	11.49	—	—	11.49	11.49	—	—	11.49	—
	Total (II)	11.49	—	—	11.49	11.49	—	—	11.49	—
c.	Capital Work-In-Progress									
	Total (III)	—	—	—	—	—	—	—	—	2,044.74
	Total (I)+(II)+(III)	14,104.13	2,679.68	21.25	16,762.56	3,485.03	801.23	15.87	12,492.19	12,663.85
	Previous year	13,550.90	561.95	8.71	14,104.13	2,811.02	682.27	8.26	12,663.85	10,739.88

* The Group has elected to continue with the carrying value of property, plant and equipments as recognised in financial statements as per Indian GAAP and regard those values as deemed costs on the date of transition and has carried forward gross block and accumulated depreciation only for discloser purposes.

**NOTE 4 - NON-CURRENT INVESTMENTS**

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-trade investments (valued at cost)		
Investment in equity shares (unquoted)		
5,000 (Previous Year 5,000) Equity Share of Rs. 10 Each in Saraswat Co-op Bank Ltd	0.50	0.50
20,100 (Previous Year 20,100) Equity Share of Rs.25 Each in SVC Co-Op Bank Ltd.	5.03	5.03
Total	5.53	5.53

NOTE 5 - TRADE RECEIVABLES

(Unsecured, Considered Good)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-current		
Unsecured, Considered Good	1,474.41	889.88
Total	1,474.41	889.88
Current		
Unsecured, Considered Good	13,151.76	6,983.56
Total	13,151.76	6,983.56

Trade receivables ageing schedule

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Undisputed Trade receivables		
Less than 6 Months	11,423.01	5,732.12
6 Months to 1 year	1,728.75	1,251.44
1-2 years	98.12	170.41
2-3 years	451.26	389.88
More than 3 years	925.03	329.58
Total Undisputed Trade receivables	14,626.17	7,873.43
Disputed Trade receivables		
Unsecured, Considered Good	—	—
Total Trade Receivables	14,626.17	7,873.43

NOTE 6 - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-current		
Secured - Considered Good		
Security Deposits	84.41	80.26
Fixed Deposits with Banks	820.14	2,198.98
Total	904.54	2,279.24
* Includes ₹ 615.96 Lacs (Previous Year ₹ 1312.56 Lacs) Fixed Deposit are Under Lien with Banks.		
Current		
Interest accrued on Deposit with others	171.46	121.52
Total	171.46	121.52



NOTE 7 - OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non-Current		
Balances with statutory / government authorities*	27.01	27.01
Total	27.01	27.01
*Duties under Dispute showing amount which is related to Excise.		
Current		
Balances with statutory / government authorities	2,505.52	2,644.00
Other advances*	1,289.25	1,346.97
Total	3,794.77	3,990.97

*Includes advance to creditors & others loans & advances.

NOTE 8 - INVENTORIES

(Valued at lower of cost and net realizable value)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Raw materials	7,796.61	8,019.19
Finished goods	152.04	144.21
Semi-Finished goods	12,025.57	10,066.63
Stores & Spares and Packing Material	283.45	216.57
Stock in Trade	23.32	-
Total	20,281.00	18,446.60

NOTE 9 - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Balance with banks:		
On current accounts	5,311.28	534.14
Cash on hand	338.25	234.75
	5,649.53	768.89
Other fixed deposit with banks		
Fixed Deposit with Banks	6,679.30	1,587.78
Total	12,328.83	2,356.67

* Includes ₹ 5,262.93 Lacs (Previous Year ₹ 1,118.12 Lacs) Fixed Deposit are Under Lien with Banks.

NOTE 10 - SHARE CAPITAL

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Authorized Share Capital		
100,000,000 number of equity share of ₹ 1/- each	1,000.00	1,000.00
(Previous year 100,000,000 number of Equity shares of ₹ 1/- each)		
Issued, Subscribed & Fully Paid up		
6,14,59,000 number of equity shares of ₹ 1/- each fully paid up	614.59	539.03
(Previous year 5,39,03,000 number of equity shares of ₹ 1/- each)		
Total	614.59	539.03





a. Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period

	March 31, 2024		March 31, 2023	
	Number of Shares (In Lakhs)	₹ in Lakhs	Number of Shares (In Lakhs)	₹ in Lakhs
At the beginning of the period	539.03	539.03	539.03	539.03
Add: Equity share issues during the year	50.56	50.56	—	—
Add: Share warrant converted into Equity Share (Note-10-c)	25.00	25.00	—	—
	614.59	614.59	539.03	539.03
Less: Calls in Arrears	—	—	—	—
Outstanding at the end of the year	614.59	614.59	539.03	539.03

During financial year, the Company has allotted 75,56,000 Equity Shares of ₹ 1 each to certain parties under preferential allotment as approved by the shareholders in accordance with Chapter V of the Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2018. The Equity Shares were issued @ ₹ 169/- per Equity Share (including a share premium of ₹ 168/- per share).

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a per value of ₹ 1 per share. Each Equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Money received against share Application Money/warrants

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Money received against share warrants		
25% upfront payment	2,112.50	—
75% balance payment	6,337.50	—
Total	8,450.00	—

Money received against Share Warrants represents amounts received towards warrants which entitles the warrant holders the option to apply for and be allotted equivalent number of equity shares of the face value of ₹ 1/ each.

During the financial year, the Company has issued on preferential basis 75,00,000 warrants at a price of ₹ 169 each entitling them for subscription of equivalent number of Equity Shares of ₹ 1/- each (including premium of ₹ 168/- each Share) under Regulation 28(1) of the SEBI (LODR) Regulations, 2015. The holder of the warrants would need to exercise the option to subscribe to equity shares before the expiry of 18 months from the date of allotment made on 22nd February, 2024 upon payment of the balance 75% of the consideration of warrants.

Further during the financial year, the Group has exercised the option to convert the 25,00,000 warrants into 25,00,000 equity shares.

d. Details of Shareholders holding more than 5% shares in the company

Name of the shareholder	March 31, 2024		March 31, 2023	
	Number of Shares	% holding	Number of Shares	% holding
M/s. Vision Infpro (India) Private Limited	5,500,000	8.95%	5,500,000	10.20%
Mr. Vali N. Mithiborwala	4,593,000	7.47%	4,593,000	8.52%
Mr. Saleh N. Mithiborwala	8,554,000	13.92%	8,554,000	15.87%
Mr. Mukul Mahavir Agrawal	3,400,000	5.53%	—	—

* As per records of the Group, including its Register of Shareholders/ Members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.



NOTE 11 - OTHER EQUITY

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Reserve & Surplus		
a) Capital Reserve*		
Opening Balance	52.04	30.25
Add: Addition during the year	—	21.79
Closing balance	52.04	52.04
* Capital Reserve stood for State Capital Subsidy		
b) General Reserve		
Opening Balance	10,178.83	9,860.10
Add: Transfer during the year	3,000.87	318.72
Closing balance	13,179.70	10,178.83
c) Surplus in the statement of profit and loss		
Opening Balance	—	—
Profit for the year	3,000.87	318.72
Effect on Consolidation	—	—
	3,000.87	318.72
Less: Appropriations		
Proposed Dividend on Equity Shares	—	—
[Dividend per Share ₹ 0.25/-]	—	—
Transfer to General Reserve	3,000.87	318.72
Net surplus in the statement of profit and loss	—	—
D) Securities Premium		
Balance as per last Financial Statement	—	—
Add: Addition during the year	12,694.08	—
Net Securities Premium	12,694.08	—
E) Money received against share warrant/application money		
Balance as per last Financial Statement	—	—
Add: Addition during the year	6,337.50	—
Less: Equity Share issued during the year	4,225.00	—
Closing Balance	2,112.50	—
Total	28,038.32	10,230.87

NOTE 12 - BORROWINGS

(₹ in Lakhs)

	Non-current portion		Current portion	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Secured				
Term loans				
Indian rupee loan from banks				
Term loans*	2,784.57	2,419.75	1,072.71	776.01
Vehicle Loan**	127.45	122.38	110.44	80.65
WCTL***	1,977.61	2,596.12	595.73	9.95
Secured				
Working capital loan				
From Banks				
Rupee Loan#	—	—	16,371.03	17,144.81
	4,889.64	5,138.26	18,149.91	18,011.42





	Non-current portion		Current portion	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Unsecured				
Related parties (note - 12.1)	6,318.24	8,213.74	-	-
	11,207.88	13,352.00	18,149.91	18,011.42
The above amount includes				
Amount disclosed under the head "other financial liabilities" (note 16)	-	-	(1,778.88)	(866.61)
Net Amount	11,207.88	13,352.00	16,371.03	17,144.81

* Term loans are secured by way of hypothecation of plant & machinery and other fixed assets at Bharuch, Kutch, Mortgage of the factory land & building and office building situated at Bharuch, Kutch, and secured by way of Mortgage of Director's Residential flats and personal guarantee from managing director and director.

** Loan from bank includes vehicles loan secured by hypothecation of vehicles acquired under said loans.

*** Working Capital term loan under ECGLS scheme from The Axis Bank Ltd and The ICICI Bank Limited. further, WCTL under ECLGS scheme (COVID-19) from bank against 100% guarantee coverage from national credit guarantee trustee company (NCGTC) and second charge on existing prime & collateral securities of the company.

Working Capital Loan from The Axis Bank Ltd and The ICICI Bank Limited are Secured by hypothecation of present and future Inventories, Book debts and other current assets of the Company. The Working Capital loans are further guaranteed by Directors of the Company, including Managing Director of the Company. Working Capital loans are further secured by first charge on the Fixed Assets of the Company.

NOTE 12.1- LOAN FROM RELATED PARTIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Mr. Saleh N Mithiborwala	2,065.60	4,790.60
Mr. Valli N Mithiborwala	1,793.46	1,063.46
Exim Trade Links (I) Private Limited	494.18	494.68
Virtue Infrastructures Private Limited	1,965.00	1,865.00
Total	6,318.24	8,213.74

NOTE 13 - PROVISION

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Non Current		
Provision for employee benefits		
Provision for gratuity	81.24	56.76
Total	81.24	56.76
Current		
Provision for employee benefits		
Provision for gratuity	9.89	9.88
Proposed Dividend on Equity Shares	-	-
Total	9.89	9.88

NOTE 14 - DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Deferred tax liabilities		
Related to fixed assets	652.27	390.85
Total	652.27	390.85



NOTE 16 - TRADE PAYABLES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Micro & Small Enterprises (refer note 31)	441.53	260.15
Others than Micro & Small Enterprises Payable	2,649.70	2,273.16
Total	3,091.23	2,533.32

Trade payables ageing schedule for the year ended as on March 31, 2024

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro & Small Enterprises	441.53	–	–	–	441.53
Other than Micro & Small Enterprises Payable	2,597.14	38.87	4.65	9.05	2,649.70
Total Trade Payable	3,038.66	38.87	4.65	9.05	3,091.23

Trade payables ageing schedule for the year ended as on March 31, 2023

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro & Small Enterprises	260.15	–	–	–	260.15
Other than Micro & Small Enterprises Payable	2,200.79	23.04	37.95	11.39	2,273.17
Total Trade Payable	2,460.94	23.04	37.95	11.39	2,533.32

NOTE 16 - OTHER FINANCIAL CURRENT LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Current maturities of Long Term Liabilities (Secured)	1,778.88	866.61
Total	1,778.88	866.61

NOTE 17 - OTHER CURRENT LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	248.87	38.13
Others*	486.98	619.00
Total	735.85	657.13

*Other liabilities includes creditor for expenditure, advances from customer and other expenses payable.

NOTE 18 - CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Income Tax	2,050.32	1,983.57
Total	2,050.32	1,983.57

NOTE 19 - REVENUE FROM OPERATIONS

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Sale of products	52,619.94	32,512.83
Revenue from operation (net)	52,619.94	32,512.83





NOTE 20 - OTHER INCOME

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Interest on Banks FDR	251.92	193.90
Dividend on non current investment	0.80	0.88
Foreign Currency Fluctuation	1.98	12.55
Profit on sale of Vehicle	4.51	1.80
Capital Subsidy Received	14.07	-
Total	273.28	209.13

NOTE 21 - COST OF MATERIAL AND CONSUMED

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Opening Stock	8,235.77	3,312.82
Add: Purchases (Including stores)	41,177.26	31,776.58
	49,413.03	35,089.40
Less: Closing Stock (including stores)	8,080.07	8,235.77
Total	41,332.96	26,853.63

Traded goods purchase

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Polyster Staples Fibers	64.37	259.33
Total	64.37	259.33

NOTE 22 - CHANGE IN INVENTORIES

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Inventories (at close)		
Finished Goods	152.04	144.21
Work in Progress	12,025.57	10,066.63
Stock in Trade	23.32	-
	12,200.93	10,210.84
Inventories (at commencement)		
Finished Goods	144.21	111.38
Work in Progress	10,066.63	7,565.13
Stock in Trade	-	37.70
	10,210.84	7,714.21
Total	(1,990.09)	(2,496.63)

NOTE 23 - EMPLOYEE BENEFIT EXPENSE

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	1,956.41	1,476.72
Contribution to provident and other funds	53.95	16.86
Staff welfare expenses	273.76	256.19
Total	2,284.12	1,749.76



NOTE 24 - FINANCIAL CHARGES

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Interest on term loan	589.73	515.71
Interest on Working capital loans	1,421.42	936.00
Interest on Other	–	–
Others	188.27	152.71
Total	2,199.42	1,604.42

NOTE 25 - DEPRECIATION AND AMORTIZATION EXPENSE

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation of Tangible Assets	801.23	682.27
Total	801.23	682.27

NOTE 26 - OTHER EXPENSES

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Manufacturing Expenses		
Power and fuel	1,120.03	1,020.26
Labour Charges	702.13	523.66
Testing Charges	20.77	40.05
Water Charges	54.72	47.21
Factory Expenses	125.36	80.26
Repairs and maintenance		
Factory Building	31.95	17.83
Plant and machinery	17.04	25.12
	2,072.00	1,754.38
Sales & Administration Expenses		
Advertisement	1.96	2.05
Business Promotion	18.59	15.72
Communication costs	23.66	30.18
Computer Expenses	19.82	18.32
Commission and Brokerage Charges	7.50	–
Discount & Rebate	–	(30.02)
Electricity Expenses (Office)	12.06	9.24
Fees And Subscription	9.66	32.70
Freight Out Ward	436.92	381.02
Insurance	48.67	60.74
Legal and professional fees	253.89	207.39
Office and Administrative	171.30	116.82
Payment to auditor	14.50	10.50
Postage & Telegram	5.70	5.24
Printing and stationery	12.14	14.50
Rent, Rates and taxes	206.34	144.05
Repair and Maintenance	63.91	17.23
Security Charges	73.27	44.70
Testing Charges	25.34	22.27
Travelling and conveyance	585.19	564.23



**NOTE 26 - OTHER EXPENSES**

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Vehicle Expenses	166.92	170.75
Loss on Sale of Assets	0.04	-
commission charges	6.12	2.71
Corporate social responsibility (CSR)	24.12	45.66
	2,187.62	1,885.99
Total	4,259.63	3,640.37
Payment to Auditor		
As auditor:		
Audit fee	14.50	10.50
Total	14.50	10.50

NOTE 28 - EARNINGS PER SHARES

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Profit after tax (₹)	3,000.87	318.72
Weighted average number of shares outstanding during the year (in Lacs)	544.57	539.03
Face value per share ₹ 1/- (Previous year per share ₹ 1/- each)	1.00	1.00
Basic & Diluted earnings per share	5.51	0.59

NOTE 28 - CONTINGENT LIABILITIES

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Income Tax A.Y 2016-17*	35.68	-
Income Tax A.Y 2017-18*	737.30	-
Excise**	409.96	409.96
Corporate Gurantee	28,289.00	20,176.00

*A. Demand in respect of Income tax matters for the A.Y.2016-17 & A.Y.2017-18 for which appeal is pending before ITAT-Mumbai. This is disputed by the Company and hence not provided for in the books of accounts.

**B. Demand in respect of Excise matters for the period April-2016 to June-2017 for which appeal is pending. This is disputed by the Company and hence not provided for in the books of accounts. The company has paid demand of ₹ 15.37 Lacs against the order dues.

C. Letter of Credit Outstanding with Axis Bank Ltd. at the end of the year for ₹ 803.24 Lacs (Previous Year ₹ 26.89 Lacs) and Bank guarantee with Saraswat Co-operative Bank, Svc Co-op Bank, Bank of Baroda, ICICI Bank Ltd and Axis Bank Ltd at the end of the year for ₹ 5,607.87 Lacs (Previous Year ₹ 6,433.43 Lacs).

D. In Feb-2016, M/s Shrinivas Fabricators filed a legal claim against the subsidiary company in the Karnataka micro and small enterprises facilitation council, Belagavi. In July 2017, the subsidiary company received an unfavourable jury verdict awarding totaling ₹ 18.06 lacs with interest at three times the marginal cost of funds based lending rate (MCLR) of the Reserve Bank of India. Further the subsidiary company had filed appeal against the order with Karnataka High Court and final order is still pending. Accordingly, an amount of ₹ 18.06 lacs with interest is disclosed as contingent liability which is not acknowledged as debts.

NOTE 29 - GRATUITY

The group operates one-defined plans, viz., gratuity Under the gratuity plan, every employee who has completed atleast five years of service gets a gratuity on departure @ 15 days of salary out of 26 days for each year of service.

The Company has charged the gratuity provision of ₹ 30.42 Lacs in the profit and loss accounts in the year ended 31st March, 2024 (previous year, ₹- 35.33 Lacs). The Projected obligation toward the gratuity at the end of the year ₹ 91.13 Lacs (previous Year ₹ 66.64 Lacs).

(₹ in Lakhs)

Profit and Loss Account	Year ended March 31, 2024	Year ended March 31, 2023
Expense recognized in the employee cost		
Current service cost	13.97	19.25
Net Interest Cost	4.99	7.70
Acturial (Gain)/ Losses On Obligation	11.46	(62.28)
Expenses/(Income) Recognised	30.42	(35.33)



(₹ in Lakhs)

Balance sheet	Year ended March 31, 2024	Year ended March 31, 2023
Amount Recognised In the Balance Sheet		
Present Value of Benefit obligation at the end of period	(91.13)	(66.64)
Fair Value of Plan Assets	—	—
Funded Status (Surplus)/(Deficit)	(91.13)	(66.64)
Net (Liability)/Assets Recognized	(91.13)	(66.64)
Net (Liability)/Asset Recognized in the Balance Sheet	(91.13)	(66.64)

Changes in the present value of the defined benefit obligation are as follows:

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Present Value of Benefit at the beginning	66.64	112.47
Current service cost	13.97	19.25
Interest cost	4.99	7.70
(Benefit Paid By Employer)	(5.93)	(10.51)
Actuarial (gains)/ losses Due to change in Demographic Assumptions	—	—
Actuarial (gains)/ losses Due to change in financial assumption	2.79	(1.23)
Actuarial (gains)/ losses Due to Experience	8.67	(61.05)
	91.13	66.64

Changes in the fair value of plan assets are as follows:

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Opening fair value of plan assets	Nil	Nil
Closing fair value of plan assets	Nil	Nil

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

Gratuity	
Retirement Age	58 Years
Vesting Period	5 Years
Expected Return on Plant Assets	N.A
Rate of Salary Increase	5.00%
Rate of Employee Turnover	2.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14 (Urban))
Mortality Rate After Employment	N.A

NOTE 30 - RELATED PARTY DISCLOSURE [AS CERTIFIED BY MANAGEMENT]**(a) List of related parties where control exists and related with whom transactions have taken place and relationships:**

Name of the Related Party	Relationship
M/s. Oriental Foundry Private Limited	Subsidiary Company
Mr. Saleh N Mithiborwala [Wholetime Director/CFO]	
Mr. Vali N Mithiborwala [Wholetime Director]	
Mr. Karim Mithiborwala [Managing Director]	Key Management Personnel
Mr. Hardik Chandra [Company Secretary]	





Name of the Related Party	Relationship
M/s. V.K.Mithiborwala & Co. Private Limited	
M/s. Industrial Laminates (I) Private Limited	
M/s. Gen Wood Products Private Limited	
M/s. Exim Trade Links (I) Private Limited	
M/s Oriental Rail Trade (I) Private Limited	
M/s. Vision Housing & Infrastructure Co. Private Limited	
M/s. Oriental Technocraft Private Limited	
M/s. Virtue Infrastructures Private Limited	
M/s. Trishla Veneer Private Limited	
M/s. Bremskerl Friction Materials India Private Limited	Enterprises in which Key Management Personnel exercises Significant Influence or their relatives
M/s. .Densified Laminated Wood Manufacturing Company Private Limited	
M/s. Generic Engineering Construction And Projects Limited	
M/s. Icon Infrastructures Private Limited	
M/s. Oriental Automation Systems Private Limited	
M/s. Red Bricks Infrastructure (India) Private Limited	
M/s. Rock Hard Engineering Private Limited	
M/s. Trishala Woodcraft Private Limited	
M/s. Vision Infpro (India) Private Limited	
Mrs. Wazeera S. Mithiborwala	

b) Transactions with related parties for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Subsidiary Company		Key Management Personnel		Enterprises significantly influenced by key management personnel or their relatives	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Equity Share issued						
Mrs. Wazeera S. Mithiborwala	-	-	-	-	4,225.00	-
Money Received against share warrents/ application money						
Mrs. Wazeera S. Mithiborwala	-	-	-	-	2,112.50	-
Salary paid						
Ms. Sonam Gupta	-	-	-	4.76	-	-
Mr. Hardik Chandra	-	-	7.50	1.77	-	-
Unsecured Loan Taken						
Mr. Vali N Mithiborwala	-	-	2,450.40	512.00	-	-
Mr. Saleh N Mithiborwala	-	-	474.20	895.33	-	-
M/s Virtue Infrastructures Private Limited.	-	-	-	-	100.00	370.00
Unsecured Loan Repayment						
Mr. Vali N Mithiborwala	-	-	1,720.40	350.00	-	-
Mr. Saleh N Mithiborwala	-	-	3,199.20	745.53	-	-
M/s Exim Trade Links (I) Pvt Ltd	-	-	-	-	0.50	51.13
Loans and advances (Given)						
M/s. Exim Trade Links (I) Private Limited	-	-	-	-	0.12	0.25
M/s. Gen Wood Products Private Limited	-	-	-	-	9.73	10.45
M/s. Industrial Laminates (I) Private Limited	-	-	-	-	58.59	437.33
M/s. V.K.Mithiborwala & Co. Private Limited	-	-	-	-	17.01	-



Particulars	Subsidiary Company		Key Management Personnel		Enterprises significantly influenced by key management personnel or their relatives	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Loans and advances (Repayment Recd)						
M/s. Exim Trade Links (I) Private Limited	-	-	-	-	0.12	0.25
M/s. Gen Wood Products Private Limited	-	-	-	-	9.73	10.45
M/s. Industrial Laminates (I) Private Limited	-	-	-	-	58.59	437.33
M/s. V.K.Mithiborwala & Co. Private Limited	-	-	-	-	17.01	-
Sales of Goods						
M/s. Oriental Technocraft Private Limited	-	-	-	-	49.87	384.97
M/s. Bremskerl Friction Materials India Pvt Ltd	-	-	-	-	78.83	10.51
M/s. Trishala Veneer Private Limited	-	-	-	-	0.24	0.91
Purchase of Goods						
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	1,003.59	412.82
M/s. Trishala Veneer Pvt Ltd.	-	-	-	-	1,557.01	1,531.85
M/s. Bremskerl Friction Materials India Pvt Ltd	-	-	-	-	0.72	-
Electricity Charges / Rent Paid						
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	-	-	3.01	3.61

C) Balances with related parties as at March 31, 2024

Outstanding at the year end						
Mr. Saleh N Mithiborwala	-	-	2,065.60	4,790.60	-	-
Mr. Vali N Mithiborwala	-	-	1,793.46	1,063.46	-	-
M/s Exim Trade Links (I) Pvt Ltd	-	-	-	-	494.18	494.68
M/s Virtue Infrastructures Private Limited.	-	-	-	-	1,965.00	1,865.00
M/s. Oriental Technocraft Private Limited	-	-	-	-	767.80	-
Mrs. Wazeera S. Mithiborwala	-	-	-	-	2,112.50	-
M/s. Bremskerl Friction Materials India Pvt Ltd	-	-	-	-	6.26	3.26

NOTE 31 - DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006

Dues to micro and small enterprises as defined under MSMED Act, 2006, on the basis of certificate received from vendors the company has informed under the Micro & Small Enterprises Development Act, 2006. In Some of the cases, date of acceptance may be differ due to quality of materials, hence interest provsion under the said act not booked.

NOTE 32 - SEGMENT INFORMATION

i) Primary (Business) Segment

In accordance with the requirements of Ind Accounting Standard 108 "Segment Reporting" issued by the ICAI, the Group business consist of one reportable segment i.e. Seat & Bearth, Recorn Densified Thermal Bonded Blocks, Recorn Wadding, Comperg, Foldable Mattress hence no separate disclosures pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.

ii) Secondary (Geographical) Segment

Secondary segment reporting is performed on the basis of geographical location of the Customers. The operation of the Group comprises domestic sales and export sales. The export sale consideration is not materialized hence no separate disclosure pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.



**NOTE 33 - VALUE OF IMPORTS CALCULATED ON CIF BASIS**

(₹ in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Raw Material & Consumables	394.16	1,443.43
Total	394.16	1,443.43

NOTE 34 - IMPORTED AND INDIGENOUS RAW MATERIAL, COMPONENTS AND SPARE PARTS CONSUMED

(₹ in Lakhs)

	March 31, 2024		March 31, 2023	
	% of total consumption	₹ in Lakhs	% of total consumption	₹ in Lakhs
Imported	2.10	867.71	3.93	1,055.57
Indigenous	97.90	40,465.26	96.07	25,798.06
Total	100.00	41,332.96	100.00	26,853.63

NOTE 35 - CORPORATE SOCIAL RESPONSIBILITY

As per section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradicating poverty, hunger and malnutrition, promoting healthcare and improvement in education. A CSR committee has been by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in schedule VII of the Companies Act 2013: CSR is not applicable to the company during the financial year 2023-24.

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
i) Amount required to be spent by the company during the year	NA	38.27
ii) Amount of expenditure incurred	24.12	45.66
iii) Shortfall at the end of the year	—	—
iv) Total of previous years shortfall	—	—
v) Reason for shortfall	Unable to identify the projects due to COVID-19	
vi) Nature of CSR activities	Eradicating poverty, hunger & malnutrition, promoting healthcare, improvement in education	
vii) Details of related party transaction	—	—
viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

NOTE 36 - DERIVATIVE INSTRUMENT

Foreign currency exposures are not hedged by derivative instrument as on the 31st March, 2024 is Nil [Previous Year USD\$ 0.32 Lacs]. The unhedged exposure are naturally hedged by foreign currency earnings and earnings linked to foreign currency.



NOTE 37 - CATEGORIES OF FINANCIAL INSTRUMENTS

	As at March 31, 2024	As at March 31, 2023
Financial Assets		
Break up of financial assets carried at amortised cost		
Trade receivables (Note 5)	14,626.17	7,873.43
Cash and Bank balances (Note 9)	12,328.83	2,356.67
Other financial assets (Note 6)	1,076.01	2,400.75
Total financial assets carried at amortised cost	28,031.00	12,630.86
Break up of financial assets at fair value through profit or loss		
Investments-Non-current (Note 4)	5.53	5.53
Total financial assets carried at fair value through profit or loss	5.53	5.53
Financial Liabilities		
Break up of financial liabilities carried at amortised cost		
Non Current-Long term Borrowings (Note 12)	11,207.88	13,352.00
Current-Short term Borrowings (Note 12)	16,371.03	17,144.81
Trade payables (Note 15)	3,091.23	2,533.32
Other Current Financial Liabilities (Note 16)	1,778.88	866.61
Total financial liabilities carried at amortised cost	32,449.02	33,896.74

The management has assessed that the carrying values of the Financial Assets and Liabilities at amortised cost approximate their fair value largely due to their short-term maturities of these instruments.

NOTE 38 - FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial assets include trade & other receivables, and cash & cash equivalents that derives directly from its operations. The Company's principal financial liabilities comprise trade & other payables and short term borrowings. The main purpose of majority of these financial liabilities is to manage working capital of the Company.

The Company is exposed to credit risk, market risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The below note explains the sources of risk which the Company is exposed to and how the entity manage the risk :

A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, primarily cash & cash equivalents.

i) Trade Receivables

Customer credit risk is managed in accordance with the Company's established policy, procedures and controls relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored through credit lock and release effectively manage the exposure.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The Company does not hold any collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as most of its external customers are established players in their industry.

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered related credit information for its customer, that's available in public domain to estimate the probability of default in future.





ii) Cash and Cash equivalents and Other financial assets

Credit risk from balances with banks is managed by the Board of Directors in accordance with the Company's policy. Investment of surplus funds are made for short-term in deposit with banks. Investments and Bank deposits are reviewed by the Board of Directors on a quarterly basis. Credit risk arising from short term liquid fund, cash and cash equivalents and other balances with banks is limited and no collaterals are held against these because the counterparties are banks.

Other financial assets mainly include security deposits & other receivables. There are no indications that defaults in payment obligations would occur in respect of these financial assets.

B) Market Risk

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

i) Commodity Risk

Commodity risk for the Company is mainly related to availability of raw materials and ferrous and non-ferrous metal scrap at right price which drives the prices of finished goods. Most of these input materials are procured from approved vendors and subject to price negotiations. In order to mitigate the risk associated with raw material and components prices, the Company manages its procurement through productivity improvements, expanding vendor base and constant pricing negotiation with vendors. The Company renegotiates the prices with its customers in case there is more than normal deviation in the prices of its major raw materials. Additionally, the processes and policies related to such risks are reviewed and controlled by senior management team.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The risk of fluctuations in foreign currency exchange rates on its financial liabilities including trade and other payables etc. Hence, variation in the Foreign exchange rate would have reasonable impact on the profit or loss / equity of the Company. Net foreign currency exposure also reviewed by the Board of Directors on a quarterly basis.

Foreign Currency Sensitivity Analysis

The Company is exposed to the currencies USD & EURO on account of outstanding receivables (+) and payables (-). The Company's net exposure to foreign currency risk at the end of the reporting period expressed in respective currencies given below;

Foreign currency exposure that are not hedge by derivative instruments as on 31st March, 2024 is Nil [Previous Year USD \$ 0.32 Lacs Lacs). The unhedged exposure are naturally hedged by foreign currency earnings and earnings linked to foreign currency.

iii) Equity Price Risks

Equity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or by factors affecting all similar financial instrument traded in the market.

The Company only invests in the equity shares of the subsidiary as part of the Company's overall business strategy and policy. The Company manages the equity price risk through placing limits on individual and total equity investment in the subsidiary. The Company's investment in quoted equity instruments (other than subsidiaries) is Nil.

C) Liquidity Risk

Liquidity risk is defined as a risk that the Company will not be able to meet its obligations on time or at a reasonable price. An effective liquidity risk management takes into consideration in maintaining optimum level of cash and cash equivalents and the availability of funding through an credit facilities at a reasonable cost to meet the obligation when due. Additionally, the processes and policies related to such risks are reviewed and controlled by senior management team. Management continuously reviews the actual cash flows and forecasts the expected cash flows to monitor the liquidity position. All the current financial liabilities of the Company are due to be paid with in twelve months from the date from the Balance sheet date. All non-current financial liabilities are due to be paid in more than twelve months from the Balance sheet date. However the interest component of all the non-current financial liabilities if any will be payable as and when due, which may be with in twelve months from the date of Balance sheet date.

Fair Values



₹ in Lakhs

	March 31, 2024	March 31, 2023
i) Class wise fair value of the Company's financial instruments:		
Investments (unquoted) in Equity shares	5.53	5.53

ii) Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets

₹ in Lakhs

	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2024:			
Assets measured at fair value::	—	—	—
Investment in equity shares	—	—	5.53
Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:			
Assets measured at fair value:	—	—	—
Investment in equity shares	—	—	5.53

- a. The Company has determined the carrying value of the investment as its fair value in the absence of any available fair value for its non-current investment which is carried at cost.

NOTE 39

Out of the total debtors of ₹ 14,626.17 Lacs as at March 31, 2024, ₹ 1,474.41 Lacs has more than one year at the year end. As explained to us, management is in discussion with these debtors to expedite the recoverability of the above aforesaid outstanding amounts and believes that the entire amount is fully recoverable. Therefore, no provision is considered necessary in these financial statements in this regard.

NOTE 40 - OTHER STATUTORY INFORMATION

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Company does not have any transactions with struck off companies.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- The Company has complied with the number of layers prescribed under the Companies Act, 2013.

NOTE 41

Sundry Debtors, Sundry Creditors, loans & advances and outstanding balance are subject to confirmation and reconciliation.

NOTE 43

Previous Year Figures has been reclassified /recast to conform to this year classification

As per our report of even date
For **Anil Bansal & Associates**
Chartered Accountants
Firm Registration Number: 100421W

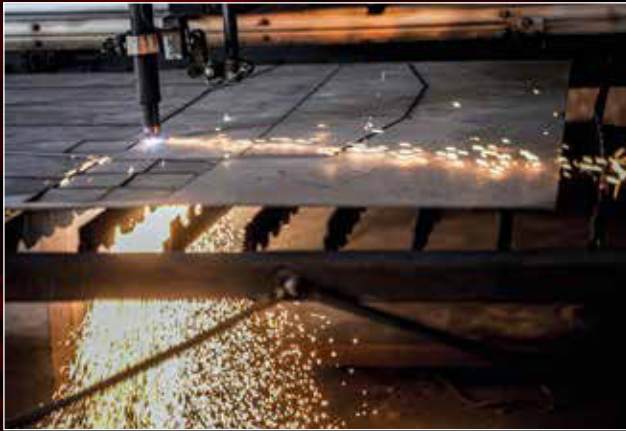
Anil Bansal
Proprietor
Membership No. 043918
Place: Mumbai
Date: 28-05-2024

For and on behalf of the Board of Directors
Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Hardik Chandra
Company Secretary
M No. A57863

Karim N. Mithiborwala
Managing Director
DIN: 00171326







ORIENTAL RAIL INFRASTRUCTURE LIMITED
(Formerly known as Oriental Veneer Products Limited)

Survey No. 49, Aghai (Via) Kalyan Railway Station, Thane, 421 601, Maharashtra, India
T: +91 22 61389400 | E: compliance@orientalrail.co.in | W: www.orientalrail.com
CIN: L35100MH1991PLC060686