



**ANNUAL
REPORT
2023-24**

SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

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Board of Directors

Shri Vinod Gupta, Chairman
Shri Debasish Majumdar, Director (Till 01-02-2024)
Shri Manobendra Ghoshal, Director (Till 01-01-2024)
Shri Sanjay Agarwal, Chairman (Till 17-08-2024)
Shri M B Balakrishnan, Director
Shri Sandeep Jain, Director
Mr. Ghalib Ahmed Jillani, Director

KMP

Shri Anirudha Kumar Bharti, Chief Executive Officer
Shri Anuj Nidhi, Chief Financial Officer
Smt Sutama Chowdhury, Company secretary

Principal Executives

General Manager

Shri Sushanta Bhattacharjee (In-charge)
Shri Ujjal Mukherjee (Prod. & Maintenance)

Deputy General Manager

Shri Sudipta Sarkar (Maintenance)
Shri Ashutosh Kr. Jha (Stores)
Shri Navneet Kr. Jha (Purchase)
Shri Tarak Mallick (Quality)
Smt Sutama Chowdhury (Finance)

Assistant General Manager

Shri Laxmi Kanta Guria (Production)
Shri Sayantam Banerjee (Production)

Senior Manager

Shri Tathagata Sinha (Production)

Manager

Shri Shams Tabrej (Production)
Shri Siddhartha Salui (Production)
Shri Rohit Mahato (Purchase)
Smt Shilpa Thakur (Quality)
Shri Kaushik Roy (Purchase)
Shri Subhojit Sarkar (Maintenance)
Shri Sajal Kr. Mandal (Finance)
Shri Rajan Kr. Jha (Finance)

Asst. Manager

Shri Avijit Mal (Quality)
Shri Rajat Bose (Quality)
Shri Susobhan Bhattacharjee (Material)
Shri Abhijit Mudi (Civil)
Shri Surojit Das (Store)

Executive

Shri Pran Krishna Konar (Store)
Shri Vivek Singh (Store)
Shri Kallol Hazra (Store)
Shri Mozamill Hussain (Production)
Shri Binod Mistry (Maintenance)

Boards Report

To,
The Members,
SAIL-RITES Bengal Wagon Industry Pvt. Ltd.
Kulti

The Board of Directors has the pleasure of presenting thirteenth (13th) Annual Report together with the Audited Statement of Accounts of SAIL RITES Bengal Wagon Industry Private Limited ("the Company") for the year ended March 31st, 2024.

A. Summary of Operations

SAIL-RITES Bengal Wagon Industry Private Limited (SRBW IPL), a 50:50 JV of SAIL and RITES, was set up in terms of the commitment made by the Ministry of Railways vide letter dt. 25th of Oct, 2010 for assured off-take of 1200 wagons to be manufactured by RITES & SAIL, JVC at Kulti and award of work for rehabilitation of at least 300 wagons per annum for a period of 08 years as per later dated 07th of March, 2022.

The Board is pleased to inform the shareholders that the Company, in its 8th year of operations, has reported positive PAT for the 6th time. The company has also maintained consistency in physical outturn, turnover, PBT and PAT from 2018-19 to 2023-24.

B. Physical Performance

The summarized actual physical performance of your company for the six years is as under:

Year	BOXNHL (New)	BCNAHSM1 (New)	BOXNR (Rehab)	BOXNHL (GATX)	BVCM (GATX)
2016-17	20	-	106	-	-
2017-18	303	-	441	-	-
2018-19	696	-	313	-	-
2019-20	743	-	323	-	-
2020-21	438	-	251	-	-
2021-22	NIL	284	166	-	-
2022-23	364	320	-	-	-
2023-24	538	16	52	183	3
Total	3102	620	1652	183	3

C. Financial Performance

The summarized standalone financial results of your Company are as given in the table below:

Particulars	FY Ending 31.03.2024 (fig in lakhs)	FY Ending 31.03.2023 (fig in lakhs)
Total Revenue	29554.97	22279.37
EBIDTA	2024.79	1023.90
Less: Finance Cost	240.28	311.35
Less: Depreciation/Amortization	630.79	653.77
PBT	1153.72	58.78
Less: TAX	347.48	26.03
PAT	806.24	32.75
Other Equity/R & Surplus	1935.62	1395.98

D. Financial and Capital Structure:

(Fig. Rs. In lakhs)

Particulars	FY ending 31.03.2024	FY ending 31.03.2023
Authorized Capital	5000.00	5000.00
Issued & Subscribed Capital	4800.00	4800.00
Reserves & Surplus	1935.62	1395.98
Non-Current Liabilities	744.52	739.11
Current Liabilities	5904.73	6976.65
TOTAL	13384.87	13851.74
Non-Current Assets	6295.23	7574.97
Current Assets	7089.64	6276.77
TOTAL	13384.87	13851.74

E. Highlights of Performance

The highlights of performance of your company are given below:

- ❖ The company has started its commercial production from the year 2016-17 and completed 1652 numbers of Rehabilitated wagons and Manufactured 3288 numbers of new Wagons including BOXNHL & BVCM type of wagon and 620 numbers of BCNAHSM1 wagons.
- ❖ In spite of facing hurdles for getting different input material like Bogies, Couplers, Wheel sets etc, the company has achieved the highest production of 110 new Wagons (BOXNHL-110) in the month of MARCH-2024.
- ❖ Order has been received & completed production of 183 numbers of BOXNHL & 3 numbers of BVCM wagons from GATX India Private Limited.
- ❖ The company regularly pays off its debt and interest with internal accruals. The whole loan acquired from the company's promoters was paid back on March 31, 2022, and the remaining term loan from FI, along with any accrued interest, be paid in full by September 2023.
- ❖ The credit rating agency M/s Care Rating has considered credit stability and given rating of **CARE BBB+; Stable**; for Long Term Bank Facilities & **CARE A2** for Short Term Bank Facilities as on 02/07/2024.
- ❖ Apart from the existing customer base of Indian Railways, vendor registration has been done in TATA Steel for fabrication of Steel Structure and in CLW for fabrication of Loco parts.
- ❖ As per assured off take agreements between Ministry of Railway and M/s SRBWIPL on 24.11.2015, board has examined the financials of M/s SRBWIPL and it has been agreed by the board to continue the two assured of take agreements for 3 years and thereafter again be reviewed to determine its continuance.
- ❖ Order received from Eastern Railway for fabrication of 6th order for 2000 BOXNHL wagons.

F. Business Review / State of the Company's affairs

Most of the infrastructural facilities and resources required for sustained operations are in place and your company is targeting manufacturing of 970 nos. new wagon & rehabilitation of 231 nos. of BOXNR wagons during 2024-25.

G. Industry Scenario

The Indian economy is expected to grow at rapid pace over medium and long term. The Government of India is focused to improve the infrastructural facilities for promoting consistent growth. Considerable investment is likely to be made in the coal and mining sector, which will result in substantial increase in movement of coal and other minerals. There is a huge demand for wagons projected by the Indian Railways to cater the requirement of increased movement of goods to support the economic growth. As such, there will be a consistent demand for wagons from Indian Railways and the operations are likely to show a consistent and sustainable growth. The biggest example in this respect is, recently Railway Board has awarded fabrication order for huge number of fresh wagons to different wagon builders and the requirement is likely to increase in future also.

H. Outlook

The demand for new wagons as well as the requirement for repair and rehabilitation of old wagons will continue to grow to meet the needs of growing economy. This will create opportunity for the company to scale up its production to full capacity. With an assured off-take agreement from Indian Railways for a period of 10 years, your company is placed in an advantageous position to benefit from the foreseen increase in demand of wagons from the Indian Railways. The company will strive to scale up production to its capacity utilization in the next few years.

I. Details of Board Meetings

During the financial year 2023-24, 9 Board meetings were held, details of which are given below:

No. and Date of the meeting	No. of Directors who attended the meeting
64th BOD - 22nd May, 2023	Four Directors
65th BOD - 27th July, 2023	Four Directors
66th BOD - 7th August, 2023	Four Directors
67th BOD - 28th September, 2023	Four Directors
68th BOD - 6th November, 2023	Four Directors
69th BOD - 24th November, 2023	Four Directors
70th BOD - 23rd January, 2024	Three Directors
71st BOD - 12th March, 2024	Four Directors
72nd BOD - 22nd March, 2024	Three Directors

J. Capital/ Finance

As on 31st March, 2024 the issued, subscribed and paid-up share capital of your Company stood at Rs.48,00,00,000/-, comprising 4,80,00,000 Equity shares of Rs.10/- each.

K. Directors' Responsibility Statement

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made

judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

L. Auditors, their Report and Notes to Financial Statements

The Statutory Auditors Report on the Financial Statements of the Company for the Financial Year ended 31st March, 2024 is placed at **Annexure I**. The comments of Comptroller & Auditor General of India (C&AG) on the Financial Statements of the Company for the Financial Year ended 31st March, 2024 under Section 143(6)(b) of the Companies Act, 2013 and the Management's replies thereon are placed at **Annexure II** to this report.

The Board would like to place on record their sincere thanks for the valuable service rendered by Statutory Auditor and Comptroller & Auditor General of India (C&AG).

M. Cost Records and Cost Audit

Pursuant to the direction of the Central Government for Audit of Cost Accounts, the Company had appointed M/s. R. K. SINHA & CO. as Cost Auditor(s) for the Financial Year 2024-25. The Cost Audit for new BOXNHL & BOXNR wagons has been conducted by M/s. M G & Associates, Cost Auditors, for 2023-24.

N. Internal audit systems and its adequacy

SRBWIPL has effective internal control and audit systems for maintaining efficiency of operations and compliances of applicable laws and regulations. Regular internal audits are being conducted by our in-house team, consisting of professionals, as appointed by the Management. The internal control and audit systems are being reviewed periodically by the higher authority.

O. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188

All the contracts / arrangements / transactions entered by the Company during the Financial Year 2023-24, with the related parties were in the ordinary course of business and on an arm's length basis. The transactions with the related parties have been disclosed in the financial statements. Particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 is annexed to this report as **Annexure III**.

P. Dividend

Interim Dividend of 5% i.e. ₹ 0.50 per equity share was paid during the FY 2023-24 to the shareholders SAIL & RITES Ltd.

Q. Extract of Annual Return

The extracts of Annual Return in Form MGT-9 as per the provisions of the Companies Act, 2013 & Rules prescribed therein is placed at **Annexure IV** to this report.

R. Human Resources

The principal operations which is fabrication of manufacturing of new wagons and rehabilitation of old wagons have been sub-contracted. Your company is presently operating with minimal supervisory staff and executives deployed on tenure basis. There are no permanent employees presently deployed by the company other than CEO & CFO sent on deputation from the promoters SAIL and RITES Ltd.

S. Disclosure in relation to the sexual harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. The following is the summary of sexual harassment complaints received and disposed of during the year 2023-24:

No. of complaints received:	NIL
No. of complaints disposed of:	NIL

T. Statement Containing Salient Features of Financial Statements of Subsidiaries

The Company is having no subsidiaries, associate company or companies and joint venture.

U. Declaration by Independent Directors

There are no independent directors since the Directors of the Company are nominated by the two shareholders, SAIL and RITES respectively.

V. Company's Policy on Appointment and Remuneration

The Directors of the company are nominated and appointed by the two shareholders, SAIL and RITES. The expenditure related to Directors are borne by the respective shareholders.

As regards Key Managerial Personnel (KMP), CEO and CFO are nominated by RITES and SAIL respectively.

The company is following the approved HR policy for appointment and remuneration of its manpower engaged directly through open advertisements. The company is ensuring payment of minimum wages and other statutory obligations in respect of employees engaged in contractual basis.

W. Significant and material orders passed by the regulators

No such orders have been passed.

X. Internal financial controls

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

Y. Directors and Key Managerial Personnel

Sl. No.	Name	Designation	Date of appointment	Date of cessation (1-4-22 to till dt)
1	SHRI DEBASISH MAJUMDAR	Nominee Director	04/08/2021	01/02/2024
2	SHRI VINOD GUPTA	Nominee Director	05/10/2021	22/02/2024
3	SHRI VINOD GUPTA	Nominee Director	17/08/2024	
4	SHRI M B BALAKRISHNAN	Nominee Director	12/08/2022	
5	SHRI MANOBENDRA GHOSHAL	Nominee Director	15/11/2022	01/01/2024
6	SHRI SANDEEP JAIN	Nominee Director	29/01/2024	
7	MD. GHALIB AHMED JILLANI	Nominee Director	16/02/2024	
8	SHRI SANJAY AGARWAL	Nominee Director	22/02/2024	17/08/2024
9	SHRI SUSHANTA BHATTACHARJEE	Chief Executive Officer	27/05/2021	27/07/2023
10	SHRI SANDEEP JAIN	Chief Executive Officer	27/07/2023	07/08/2023
11	SHRI ANIRUDHA BHARTI	Chief Executive Officer	07/08/2023	
12	SHRI SHANKAR PAUL	Chief Financial Officer	27/05/2021	27/07/2023
13	SHRI ANUJ NIDHI	Chief Financial Officer	07/08/2023	
14	SUTAMA CHOWDHURY	Company Secretary	05/11/2018	

Z. Public Deposits

Your Company has not accepted any deposits from public in terms of Section 73 to 76 of the Companies Act, 2013.

AA. Acknowledgement

Your directors place on records their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your directors also thank the clients, customers, vendors, bankers, shareholders and advisers of the Company for their continued support.

Your directors also thank the Central and State Governments, the Ministry of Railways and other statutory authorities for their continued support.

For and on behalf of the Board
SAIL RITES Bengal Wagon Industry Private Limited

Sd/-
(Chairman)

Date : 27-09-2024

Place : Delhi

Annexure - I

INDEPENDENT AUDITOR'S REPORT (REVISED)

**TO THE MEMBERS OF
SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED**

Report on the Audit of the Financial Statements

We have audited the accompanying Financial Statements of **SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED** (the "Company") for the Financial year ended on 31st March 2024 and given our Audit Report dated 18 May, 2024 and 12 August, 2024, on those Financial Statements. However, it is observed during the Government Audit of the aforesaid Financial Statements, that in "Annexure – B" and "Annexure – C" of our Audit Report relating to Companies (Auditor's Report) Order, 2020, there were some typographical errors and inadvertently it was mentioned that material accounting policies instead of significant accounting policies was included. Hence, Revised Independent Audit Report in compliance with the observation of the Government Audit is given hereunder:

Opinion

We have audited the accompanying Financial Statements of **SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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



Key Audit Matters

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our Report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the 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 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 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.

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

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

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

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



Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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 financial controls 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 Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. Management has represented that, the Company does not have any pending litigations that would impact its financial position.
 - ii. The Company did not have any long-term contracts for which any provision is required under applicable law or accounting standards for material foreseeable losses. The Company did not have any long-term derivative contracts.



- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- h. (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.
- i. As stated in Note 15 to the Financial Statements, the interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
- j. Based on our examination, which included test checks, the Company has used accounting software for maintaining its Books of Account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility w.e.f. 21/02/2024 and the same has not operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
2. With respect to others matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act as amended, the same is not applicable to the company, it being a private company.
3. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.
4. As required by Section 143(5) of the Act, we give in "Annexure-C", a statement on the matters specified in the Directors issued by the Comptroller and Auditor General of India in respect of the Company.

Place: Kolkata
Date: 9 September, 2024



For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN/302139E

UDIN: 24053509BKDZFS2652

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED of even date)

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to Financial Statements of **SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED** (the "Company") as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls with reference to Financial Statements 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 "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to Financial Statements 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 ICAI.

Place: Kolkata
Date: 9 September, 2024

For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS


MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN : 302139E



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED of even date on the Financial Statements for the year ended March 31, 2024, we report that:

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

- i.
 - a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b. The Company has a program of physical verification of all the items of Property, Plant and Equipment and right-of-use assets so to cover all the assets, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. 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 on the basis of our examination of the records provided to us, we report that, the Company does not own any immovable property in its name, however the immovable property where the Company is Lessee, the Lease agreement is duly executed in favour of Company.
 - d. According to the information and explanations given to us, the Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.
 - e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - a. The inventories were physically verified during the year by the management at reasonable intervals and no discrepancies were found on such physical verification. In our opinion and according to the information and explanations given to us, the nature and size of the business of the company, the coverage and procedure of such inventory verification by the management is appropriate.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of Company, the company has been sanctioned working capital limits of Rs. 4100 Lakhs, from Banks on the basis of security of current assets and quarterly returns or statement filed by the company with such banks or financial institutions are in agreement with the books of accounts of the company.
- iii. The Company has not made investments in, not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. Hence, clause (iii) of paragraph 3 of the order is not applicable.
- iv. The Company has given advance of Rs. 24 lacs to shareholders / promoter Companies and balance outstanding at the end of the year is Rs. 24 lacs. The Company has paid dividend to SAIL and RITES without deduction of TDS and the amount of Rs. 24 Lacs pertains to TDS, which was later reimbursed by SAIL and Rites in April, 2024. The Company has not given any guarantee or security nor made any investment under the provisions of Sections 185 and 186 of the Companies Act, 2013.



- v. According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits from the public during the year. Therefore, the provision of Section 73 and 76 or any relevant provisions of the Act and the rules framed thereunder are not applicable.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. In respect of Statutory dues, according to information and explanation given to us
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities..
- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Nature of the statute	Nature of dues	Amount Rs. In Lakh	Period to which the Amount Relates	Forum where appeal is pending	Remarks, if any
Goods & Service Tax Act, 2017	Service Tax	7.49	F.Y. 2016-17	Assistant Commissioner CGST Asansol-II Division	Paid Rs.0.56 lakh under protest to file appeal

- viii. According to the information and explanations given to us and on the basis of our examination the records, there are no such transactions which had not been recorded in the books of accounts but 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. Based on our audit and according to the information and explanation given to us the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. Based on our audit and according to the information and explanation given to us the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. In our opinion and according to the information and explanation given to us the money raised by the way of term loans were, *prima facie*, applied by the Company for the purpose of which they were raised.
- d. According to the information and explanations given to us and on the basis of our examination the records of the company, we are of the opinion that there are no funds raised on short-term basis that have been used during the year for long-term purposes.
- e. On an overall examination of the financial statements of the Company, the Company has no subsidiaries, associates, joint ventures. Therefore clause (ix) (e) & (f) of paragraph 3 of the Order is not applicable to the Company.



- 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 not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. a) To the best of our knowledge and belief and according to the information and explanations given to us no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
c) 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 and on the basis of our examination the records of the company, transaction with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.
- xiv. The company has its own Internal Audit team which is supervised by management. In our opinion, the internal audit system of the company commensurate with the size and the nature of its business.
- xv. Based on our audit and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with them. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. a) Based on our audit and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
b) In our opinion, there is no Core Investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. Hence the clause (xvii) of paragraph 3 of the order is not applicable to the company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exist as on the date of the audit report and that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.



We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx.** a) The Company has no unspent amount in respect of other than ongoing projects which needs to be transferred to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of Section 135 of the said Act.
b) The Company has no ongoing projects pertaining to Corporate Social Responsibilities; hence, no amounts need to be transferred in compliance with the provision of sub-section (6) of section 135 of the Companies Act, 2013. Hence, the clause (xx)(b) of paragraph 3 of the order is not applicable to company.
- xxi.** This being Companies (Auditor's Report) Order (CARO) report on the Financial Statements of the company, the clause (xxi) of paragraph 3 of the order is not applicable.

Place: Kolkata

Date: 9 September, 2024

For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN: 302139E



ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in paragraph 4 under the heading "Report on other Regulatory Requirements" of our report of even date to the member of SAIL RITES Bengal Wagon Private Limited on the Ind AS Financial Statements for the year ended 31st March,2024)

On the Directions issued by Comptroller and Auditors General of India under sub-section 5 of section 143 of companies Act, 2013, based on verification of records of the company and according to information & explanation given to us, we report that:

Sl. No.	Questionnaire	Observation
1.	Whether the Company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The Company is processing all accounting transaction through IT Systems. According to the information and explanation provided by management and on the basis of examination of the same. We are of the opinion that none of the transactions of the company are being, Processed outside the purview of IT System.
2.	Whether there is any restructuring of an existing loan or cases of waiver / write off of debts / loans / interest etc. made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for?	According to the information & explanation provided by the management and on the basis of examination of the same we are of the opinion that there are no cases of Waiver/ write-off of debts/ loans/ interest during the Financial Year 2023-24.
3.	Whether funds (grant/subsidy etc.) received/receivable for specific schemes from Central/State Government or its agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation.	According to the information and explanation provided by the management no funds were received / receivable for specific scheme from Central/ State Government or its agencies during the year under audit.

Place: Kolkata

Date: 9 September, 2024



For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN : 502139E

SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

CIN:U35200DL2010PTC211955

Regd Office: Scope Minar, Laxmi Nagar, Delhi-110092
Administrative Office: SRBWIP, Kulti, Dist-Paschim Bardhaman, WB-713343

Balance Sheet as at March 31, 2024

Particulars	Note No	31-Mar-24	31-Mar-23
ASSETS			
Non-Current Assets			
Property, plant and equipment	4	5,126.12	5,690.01
Right of Use Asset	4a	1,042.40	1,092.03
Other intangibles Assets	5	0.45	1.63
Financial Assets			
Loan	6	-	-
Other Non-current Assets	7	126.26	791.30
Total Non-current Asset		6,295.23	7,574.97
Current Assets			
Inventories	8	3,547.02	4,463.43
Financial Assets			
(i) Trade Receivables	9	2,688.89	837.36
(ii) Cash and Cash equivalents	10	-	-
(iii) Bank Balance other than Cash and Cash Equivalent	11	201.67	-
(iv) Other current assets	12	442.19	833.60
Current tax assets	13	209.87	142.38
Total Current Asset		7,089.64	6,276.77
Total Assets		13,384.87	13,851.74
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	4,800.00	4,800.00
Other Equity	15	1,935.62	1,395.98
Total Equity		6,735.62	6,195.98
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings	16	-	-
Lease liability	16a	110.05	75.31
Other financial liabilities	17	46.02	29.43
Deferred tax liability (Net of MAT)	17a	588.45	634.37
Total Non-current liabilities		744.52	739.11
Current liabilities			
Financial Liabilities			
(i) Trade payables			
(a) Total outstanding dues of micro and small enterprises	18	53.13	70.14
(b) Total outstanding dues of creditors other than micro and small enterpr	18	2,933.60	2,784.41
(ii) Borrowings	16	2,286.84	3,533.94
(iii) Lease Liability	16a	2.00	11.97
(iv) Other Financial Liabilities	19	49.39	40.21
Other Current Liabilities	20	173.87	396.73
Current Tax Liabilities	21	405.90	79.25
Total Current Liability		5,904.73	6,916.65
Total Equity & Liabilities		13,384.87	13,851.74

Summary of significant accounting policies 3

The accompanying notes are integral part of the financial statements. 4-42

This is the Balance Sheet referred to in our report of even date

For H. P. JHUNJHUNWALA & CO
CHARTERED ACCOUNTANTS

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN : 302139E

Place: Kulti

Date: 18 MAY 2024

Place: Kolkata

ANIRUDHA
KUMAR BHARTI
Digitally signed by
ANIRUDHA KUMAR
BHARTI
Date: 2024.05.17 13:42:34
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(Chief Executive Officer)

ANUJ
NIDHI

(Chief Financial Officer)

SANDEEP JAIN

Director
(DIN: 09768235)

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SANDEEP JAIN
Date: 2024.05.17 16:05:43
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Director
(DIN: 10481851)

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CHOWDHURY
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SUTAMA CHOWDHURY
Date: 2024.05.17
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(Company Secretary)



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

CIN:U35200DL2010PTC211955

Regd Office: Scope Minar, Laxmi Nagar, Delhi-110092

Administrative Office: SRBWIPL, Kulti, Dist-Paschim Bardhaman, WB-713343

Statement of Profit and Loss for the year ended on March 31, 2024

		₹ in lakhs	
Particulars	Note No	31-Mar-24	31-Mar-23
Income			
Revenue from Operations	22	29,429.86	22,061.65
Other Income	23	125.11	217.72
Total Income		29,554.97	22,279.37
Expenses			
Cost of Material Consumed	24	25,274.71	20,788.59
Changes in Inventories - (Accretion)/Decretion of Finished Goods & WIP	25	681.64	-833.80
Employee benefit expenses	26	256.62	245.77
Finance Cost	27	240.27	304.09
Depreciation and amortisation expense	28	630.79	653.77
Other expenses	29	1,317.21	1,062.17
Total Expenses		28,401.24	22,220.59
Profit before tax		1,153.72	58.78
Tax Expenses :			
Current Tax		405.90	79.25
Deferred Tax Liability		-45.92	-57.31
(Excess) / Short Provision of Income tax for earlier years /Mat Credit written off		-12.50	4.09
Tax Expenses :	30	347.48	26.03
Profit after tax for the year		806.24	32.75
Other Comprehensive Income		-	-
Other Comprehensive Income for the period		-	-
Total Comprehensive Income for the period		806.24	32.75
Earnings per equity share (of Rs. 10/- each) (Annualised)	31		
Basic		1.68	0.07
Diluted		1.68	0.07
Summary of significant accounting policies	3		
The accompanying notes are integral part of the financial statements.	4-42		
This is the Statement of Profit and Loss referred to in our report of even date			

For and on behalf of the Board of Directors of
SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN : 302139E

ANIRUDHA
KUMAR BHARTI
(Chief Executive Officer)


SANDEEP
JAIN
Director
(DIN: 09768235)

Digitally signed by
SANDEEP JAIN
Date: 2024.05.17 16:06:16
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Director
(DIN:10481851)

ANUJ NIDHI
(Chief Financial Officer)

SUTAMA
CHOWDHURY
(Company Secretary)

Place: Kulti
Date: 18 MAY 2024

Place: Kolkata



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

CIN:U35200DL2010PTC211955

Regd Office: Scope Mlnar, Laxmi Nagar, Delhi-110092

Administrative Office: SRBWIL, Kulti, Dist-Paschim Bardhaman, WB-713343

Cash Flow Statement for the year ended March 31, 2024

Particulars	31-Mar-24	31-Mar-23
Cash flow from operating activities		
Net profit before tax	1,153.72	58.78
Adjustments for:		
Depreciation and amortisation	630.79	653.77
Provision for doubtful trade receivables	-	-
(Gain)/ Loss on sale of fixed assets (net)	-	-
Interest Income	-1.85	-
Interest on income tax refund	-	-
Finance costs	240.27	304.09
Amortisation of government grants	-	-
Interest income on discounting of financial assets	-	-
Unwinding of discount on security deposits	-	-
Operating cash flows before working capital changes	2,021.94	1,016.64
Changes in operating assets and liabilities		
Inventory	916.41	-1,754.03
Trade receivables	-1,851.53	900.38
Other Non-current assets	665.04	-1.03
Other current assets	391.40	-609.57
Trade payables	132.18	737.67
Other non current financial liabilities	16.59	9.62
Other financial liabilities	9.18	14.52
Other current liabilities	-222.85	91.71
Cash flow generated from operations	2,074.35	405.90
Income taxes paid (net of refunds)	-160.65	-118.33
Net cash flow from operating activities (A)	1,918.51	287.57
Cash flow from investing activities		
Purchase or construction of Property, plant and equipment	-16.09	-55.08
Proceeds on sale of Property, plant and equipment	-	-
Bank deposits (having original maturity of more than three months) (net)	-201.67	-
Interest received	1.85	-
Net cash generated from investing activities (B)	-215.91	-55.08
Cash flow from financing activities		
Proceeds from borrowings	-1,247.10	816.18
Proceeds from Equity	-	-
Repayment of Lease	24.77	-10.28
Repayment of long-term borrowings	-	-734.31
Dividend paid (including tax on dividend)	-240.00	-
Finance cost paid (including interest on lease liabilities Rs. 10.54 Lacs)	-240.27	-304.09
Net cash used by financing activities (C)	-1,702.60	-232.50
Net cash increase in cash and cash equivalents (A+B+C)	-0.00	-0.00
Cash and cash equivalents at the beginning of the year	-	-
Cash and cash equivalents at the end of the year	-	-

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income & expenses associated with the investing or financing cash flows. The cash flow from operating, investing and financing activities of the entity are segregated.

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows. This is the Cash Flow referred to in our report of even date

For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN : 302139E

Place: Kulti
Date:

18 MAY 2024
Place: Kolkata



For and on behalf of the Board of Directors of
SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Director
(DIN: 09768235)

SANDEEP
JAIN

Digitally signed by
SANDEEP JAIN
Date: 2024.05.17 16:07:13
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Director
(DIN:10481851)

ANIRUDHA
KUMAR BHARTI
(Chief Executive Officer)

ANUJ NIDHI
(Chief Financial Officer)

SUTAMA
CHOWDHURY
(Company Secretary)

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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

CIN:U35200DL2010PTC211955

Regd Office: Scope Minar, Laxmi Nagar, Delhi-110092

Administrative Office: SRBWPL, Kultli, Dist-Paschim Bardhaman, WB-713343

Statement of Changes in Equity for the year ended March 31, 2024

(A) Equity Share Capital				₹ in lakhs
Particulars	Balance as at 01-Apr-2023	Changes in equity share capital	Balance as at 31-March-2024	
Equity shares with voting rights	4,800.00	-	4,800.00	
Equity shares without voting rights	-	-	-	
Total	4,800.00	-	4,800.00	

Particulars	Balance as at 01-Apr-2023	Changes in equity share capital	Balance as at 31-March-2024	
Equity shares with voting rights	4,800.00	-	4,800.00	
Equity shares without voting rights	-	-	-	
Total	4,800.00	-	4,800.00	

(B) Other Equity							
Particulars	Reserves and Surplus					Other Comprehensive Incomes	Total Balance as at 31-March-2024
	Capital Reserves	Securities Premium Reserves	General Reserves	Other Reserves	Retained Earnings		
Balances as at April 1, 2023	-	-	-	-	1,395.98	-	1,395.98
Profit for the period	-	-	-	-	806.24	-	806.24
Other comprehensive income/(loss) for the period	-	-	-	-	-	-	-
Total	-	-	-	-	2,202.22	-	2,202.22
Transfers from reserves	-	-	-	-	-	-	-
Less: Equity dividend paid	-	-	-	-	240.00	-	240.00
Less: Interest on Lease Liability short provided in earlier years now provided for	-	-	-	-	26.61	-	26.61
Balances as at March 31, 2024	-	-	-	-	1,935.62	-	1,935.62
Balances as at April 1, 2022	-	-	-	-	1,363.23	-	1,201.73
Profit for the year	-	-	-	-	32.75	-	161.50
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-
Total	-	-	-	-	1,395.98	-	1,363.23
Transfers from reserves	-	-	-	-	-	-	-
Less: Equity dividend paid	-	-	-	-	-	-	-
Balances as at March 31, 2023	-	-	-	-	1,395.98	-	1,363.23

Summary of significant accounting policies
The accompanying notes are integral part of the financial statements.
This is the Statement of changes in equity referred to in our report of even date

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4-42

For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN-302139E

ANIRUDHA KUMAR BHARTI
(Chief Executive Officer)

ANUJ NIDHI
(Chief Financial Officer)

SUTAMA CHOWDHURY
(Company Secretary)

For and on behalf of the Board of Directors of
SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Director
(DIN: 09768235)

SANDEEP JAIN
Digitally signed by SANDEEP JAIN
Date: 2024.05.17 16:07:40 +05'30'

Place: Kultli
Date:

18 MAY 2024
Place: Kolkata



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

1. Corporate and General Information

SAIL Rites Bengal Wagon Industry Private Limited ("the Company") was incorporated on 30th December 2010. The Company is engaged in manufacturing of wagons including high end specialized wagons and rehabilitation of old wagons. The registered office of the Company is situated at Scope Minar, Laxmi Nagar, Delhi – 110092, India and administrative office & factory is situated at SRBWIPL, Kulti, Bardhaman, WB-713343.

2. Basis of preparation

2.1. Statement of Compliance

The financial statements of the Company have been prepared on accrual basis of accounting in accordance with the Indian Accounting Standards (Ind-AS) under Section 133 of Companies Act, 2013, and as notified under the Companies (Indian Accounting Standards) Rules 2015, and other accounting principles generally accepted in India. The Company has uniformly applied the accounting policies during the period presented.

2.2. Basis of Measurement

The financial statements are prepared on a historical cost basis except for the following assets and liabilities which have been measured at fair value:

- certain financial assets and liabilities which are classified as fair value through profit and loss or fair value through other comprehensive income.
- Assets held for sale, at fair value less cost to sell.
- defined benefit plans and plan assets.

2.3. Functional and Presentation Currency

The Financial Statements have been presented in Indian Rupees (Rs), which is the Company's functional currency. All financial information presented in ' have been rounded off to the nearest rupee unless otherwise stated.

2.4 Use of Estimates and Management Judgement

In preparing the financial statements in conformity with Company's accounting policies, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements, the amounts of revenue and expenses during the reported period and notes to the financial statements. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

2.5 Current versus Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent 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 classified as current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other Liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

Summary of significant accounting policies

3.1 Foreign Currency Transactions

Foreign currency transactions are translated into the functional currency of the Company using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement and re-measurement of monetary items denominated in foreign currency are recognised in the Statement of Profit and Loss at period-end exchange rates.

Non-monetary items are not retranslated at period-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

3.2 Revenue recognition

Revenue is measured at the fair value of consideration received or receivable.

Sale of goods

Sales are net of Goods and Services Tax (GST), rebates and price concessions. Sales are recognised at the time of dispatch of materials to the buyers including the cases where delivery documents are endorsed in favour of the buyers. Where the contract prices are not finalised with government agencies, sales are accounted for on provisional basis.

Interest income

Interest income is reported on an accrual basis using the effective interest method.

3.3 Borrowing cost

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalised as a part of the cost of that asset, during the period of time that is necessary to complete and prepare the asset for its intended use.

Transaction costs in respect of long-term borrowings are amortised over the tenor of respective loans using effective interest method. Other borrowing costs are recognised in the Statement of Profit & Loss in the period in which these are incurred.

The Company considers a period of twelve months or more as a substantial period of time.

3.4 Property, plant and equipment

Land

Land held for use is initially recognised at cost.

Other Tangible Assets

Property, plant, and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The initial cost at cash price equivalence of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, any directly attributable costs of bringing the assets to its working condition and location and present value of any obligatory decommissioning costs for its intended use. Plant and Machinery also include assets held under finance lease.

In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of overheads, directly attributable borrowing costs including trial run expenses, net of revenue.



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

Spares having useful life of more than one year and having value of Rs. 10 lakhs or more in each case are capitalised under the respective heads as and when available for use.

Profit or loss arising on the disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Subsequent Cost

Subsequent expenditure is recognised as an increase in the carrying amount of the asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits deriving from the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

Major repairs of Rs. 50 lakhs or more of property, plant and equipment are recognised in the carrying amount of the item if it is probable that the future economic benefits of the costs incurred will flow to the Company. The carrying amount of the replaced items is derecognised.

Depreciation

Depreciation on tangible assets and investment property is provided on straight line method, considering residual value of 5% of the cost of the asset, over the useful lives of the assets, as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives of depreciable/ amortisable assets are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

Where the historical cost of a depreciable asset undergoes a change, the depreciation on the revised unamortised depreciable amount is provided over the residual useful life of the asset. Depreciation on addition/ deletion during the year is provided on pro-rata basis with reference to the month of addition/ deletion. Assets costing up to Rs. 5,000/- are fully depreciated in the year in which they are put to use.

Depreciation on capital spares is provided over the useful life of the spare or remaining useful life of the mother asset whichever is lower.

3.5 Intangible assets

Recognition and measurement

Software, which is not an integral part of related hardware, is treated as intangible asset and amortised over a period of five years or its licence period, whichever is less.

Subsequent Cost

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the Statement of Profit and Loss.

3.6 Impairment of non-financial assets

The Company reviews the carrying amount of its assets on each Balance Sheet date for the purpose of ascertaining impairment if any, by considering assets of entire one Plant as Cash Generating Unit (CGU). If any such indication exists, the assets' recoverable amount is estimated, as higher of the Net Selling Price and the Value in Use. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

3.7 Financial instruments

Recognition, initial measurement and de-recognition

Financial assets and financial liabilities are recognised and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss which are measured initially at fair value.



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled, or expires.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- Amortised cost
- financial assets at fair value through profit or loss (FVTPL)
- financial assets at fair value through other comprehensive income (FVOCI)

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date.

Amortised cost

A financial asset shall be measured at amortised cost using effective interest rates if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets 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.

The Company's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at FVTPL

Financial assets at FVTPL include financial assets that are either do not meet the criteria for amortised cost classification or are equity instruments held for trading or that meet certain conditions and are designated at FVTPL upon initial recognition. All derivative financial instruments also fall into this category. Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Financial assets at FVOCI

FVOCI financial assets are either debt instruments that are managed under hold to collect and sell business model or are non-trading equity instruments that are designated to this category.

FVOCI financial assets are measured at fair value. Gains and losses are recognized in other comprehensive income, except for interest and dividend income, impairment losses and foreign exchange differences on monetary assets, which are recognized in statement of profit or loss.

Classification and subsequent measurement of financial liabilities

Financial liabilities are measured subsequently at amortized cost using the effective interest method, except for financial liabilities held for trading or designated at FVTPL, that are carried subsequently at fair value with gains or losses recognized in profit or loss. All derivative financial instruments are accounted for at FVTPL.

3.8 Inventories

Raw materials, Stores & Spares and Finished/Semi-finished products (including process scrap) are valued at lower of cost and net realisable value. In case of identified obsolete/ surplus/ non-moving items, necessary provision is made and charged to revenue. The net realisable value of semi-finished special products, which have realisable value at finished stage only, is estimated for the purpose of comparison with cost.

Residue products and other scrap are valued at estimated net realisable value/estimated market price. The basis of determining cost is:

- Raw materials –at lower of cost and net realisable value using first in first out (FIFO) method
- Work-in-progress - at lower of cost and net realisable value
- Finished goods—at lower of cost and net realisable value
- Packing material - at lower of cost and net realisable value
- Machinery stores, spares and tools are valued historical cost.

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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

3.9 Equity and Reserves

Share Capital represents the nominal value of shares that have been issued. Securities premium includes any premium received on issue of Share Capital. Any transaction costs associated with the issuing of shares are deducted from Securities premium account, net of any related income tax benefits.

Other components of equity include retained earnings include all current and prior period retained profits.

3.10 Employee benefits

Defined Contribution Plan

A defined contribution plan is a plan under which the Company pays fixed contributions into a separate entity. Contributions towards Provident Funds are charged to the Statement of Profit and Loss of the period when the contributions to the Funds are due.

Defined Benefit Plan

Defined benefit plans are the amount of the benefit that an employee will receive on completion of services by reference to length of service, last drawn salary or direct costs related to such benefits. The legal obligation for any benefits remains with the Company.

The liability recognised for Defined Benefit Plans is the present value of the Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets, together with adjustments for unrecognised actuarial gains or losses and past service costs. Management estimates the present value of the DBO annually through valuations by an independent actuary using the projected unit credit method. Actuarial gains and losses are included in Statement of Profit and Loss or Other Comprehensive Income of the year.

Re-measurement, comprising of actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

Short-term employee benefits

Short term employee benefits comprise of employee costs such as salaries, bonus, ex-gratia, annual leave and sick leave which are accrued in the year in which the associated services are rendered by employees of the Company.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related services.

Expenditure incurred on Voluntary Retirement Scheme is charged to the Statement of Profit and Loss immediately.

3.11 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into cash and subject to an insignificant risk of changes in value.

3.12 Provisions, contingent liabilities and contingent assets

Provisions and Contingent Liabilities:

A Provision is recognised when the Company has present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are discounted to their present value, where the time value of money is material.



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as a separate asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognised because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in Other Notes to Financial Statements.

In cases where the possible outflow of economic resources as a result of present obligation is considered improbable or remote, no Provision is recognised or disclosure is made.

Contingent assets:

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognised though are disclosed, where an inflow of economic benefits is probable.

3.13 Income taxes

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income (OCI) or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act. Current income tax relating to items recognised outside statement of profit and loss is recognised either in OCI or in equity.

Deferred income taxes are calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits (MAT Credit entitlement) or deductible temporary difference will be utilised against future taxable income. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised either in OCI or in equity.

3.14 Leases

The Company has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The standard sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The Company has applied Ind AS 116 using the modified retrospective approach, under which the right-of-use assets are measured at the date of initial application at its carrying amount as if the standard has been applied since the commencement date but discounted using company's incremental borrowing rate at the date of initial application.

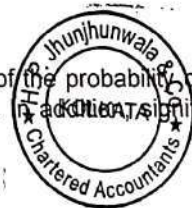
3.15 Significant judgement and estimates in applying Accounting policy

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.

Inventories

The Company estimates the cost of inventories taking into account the most reliable evidence, such as cost of materials and overheads considered attributable to the production of such inventories including actual cost of production, etc. Management also estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

Defined Benefit Obligation (DBO)

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

Useful lives of depreciable/ amortisable assets (tangible and intangible)

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

Provision and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.

Fair value measurements

The Company applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with the market participants to price the instrument. The Company's assumptions are based on observable data as far as possible, otherwise on the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.



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Property, plant and equipment										₹ in lakhs
Description	Gross Block				Accumulated Depreciation				Net Block	
	01-Apr-23	Additions	Disposals/ Adjustments	31-Mar-24	01-Apr-23	Additions	Disposals/ Adjustments	31-Mar-24	31-Mar-24	31-Mar-23
Land (Including cost of Development)										
Buildings and related equipments	5,261.85	-	-	5,261.85	2,018.42	233.93	-	2,252.35	3,009.50	3,243.43
Plant and machinery - Others	4,143.21	14.44	-	4,157.65	1,953.00	261.17	-	2,214.12	1,943.52	2,190.21
Furniture and fixtures	22.35	0.12	-	22.47	15.02	1.88	-	16.90	5.58	7.33
Electrical Installation	854.89	0.88	-	855.77	608.68	81.55	-	690.23	165.54	246.22
EDP Equipment's & Misc. Articles	12.63	0.65	-	13.28	9.81	1.50	-	11.31	1.97	2.82
Sub total 'A'	10,294.93	16.09	-	10,311.02	4,604.93	579.98	-	5,184.90	5,126.12	5,690.01
B. Social facilities	-	-	-	-	-	-	-	-	-	-
Total	10,294.93	16.09	-	10,311.02	4,604.93	579.98	-	5,184.90	5,126.12	5,690.01
PREVIOUS YEAR	10,227.10	67.83	-	10,294.93	4,002.10	602.82	-	4,604.92	5,690.01	6,225.00

4a. Right of Use of Asset (Refer Note 39)

Description	Gross Block				Accumulated Depreciation				Net Block	
	01-Apr-23	Additions	Disposals/ Adjustments	31-Mar-24	01-Apr-23	Additions	Disposals/ Adjustments	31-Mar-24	31-Mar-24	31-Mar-23
Right of Use of Asset	1,290.59	-	-	1,290.59	198.55	49.64	-	248.19	1,042.40	1,092.03
Total	1,290.59	-	-	1,290.59	198.55	49.64	-	248.19	1,042.40	1,092.03
PREVIOUS YEAR	1,290.59	-	-	1,290.59	148.92	49.64	-	198.55	1,092.03	1,141.67

5. Other Intangible Assets

Description	Gross Block				Accumulated Depreciation				Net Block	
	01-Apr-23	Additions	Disposals/ Adjustments	31-Mar-24	01-Apr-23	Additions	Disposals/ Adjustments	31-Mar-24	31-Mar-24	31-Mar-23
Tally Software	0.52	-	0.52	-	0.52	-	0.52	-	-	-
ERP Software	8.63	-	-	8.63	7.59	0.61	-	8.20	0.43	1.04
Other Computerware	2.42	-	-	2.42	1.83	0.57	-	2.40	0.02	0.59
Total	11.57	-	0.52	11.05	9.94	1.18	0.52	10.60	0.45	1.63
PREVIOUS YEAR	11.57	-	-	11.57	8.64	1.30	-	9.94	1.63	-

5a. Capital WIP

Description	Gross Block				Accumulated Depreciation				Net Block	
	01-Apr-23	Additions	Disposals/ Adjustments	31-Mar-24	01-Apr-23	Additions	Disposals/ Adjustments	31-Mar-24	31-Mar-24	31-Mar-23
	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
PREVIOUS YEAR	12.75	-	-	12.75	-	-	-	-	-	12.75



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

CIN:U35200DL2010PTC211955

Notes to the financial statements for year ended Mar 31, 2024

6. Loans

Security Deposits

7. Other Non-Current Assets

Prepaid Expenses

Security Deposits

Total Other Current Asset

8. Inventories

(Valued at lower of cost and net realisable value)

Raw Materials & Components

Sub total - Raw Materials and components (A)

Work in Progress

Sub total - Work in Progress (B)

Finished Goods

Sub total - Finished Goods (C)

Steel OFF CUT Scrap

Sub total - STEEL OFF CUT (D)

CRRM-SS Scrap

Sub total - CRRM-SS Scrap

Total (A+B+C+D+E)

* Values as per Accounting Policy 3.8

9. Trade Receivables

Unsecured

Considered Good

Credit impaired

(Ageing Schedule: Note 33.2)

10. Cash and Cash Equivalent

Cash in hand

Balances with banks

Current accounts

11. Bank Balance other than Cash and Cash Equivalent

Bank deposits with original maturity more than 3 months but less than 12 months

Accrued Interest on Bank Deposits

12. Other Current Assets

Prepaid Expenses

Advance to related parties (Refer Note 37)*

Advance & other receivables**

Earnest Money Deposit / Security Deposit

GST Credit Balance / TDS / Receivable from Creditors

* Refer Note 37

**Includes Inspection charges reimbursement, advance to employees, advance from others

13. Current tax Asset (net)

Advance Tax

Income tax TDS / TCS receivable

₹ in lakhs

31-Mar-24

31-Mar-23

- -

126.26 791.30

126.26 791.30

2,459.45 2,694.22

2,459.45 2,694.22

338.79 310.32

338.79 310.32

359.38 1,335.91

359.38 1,335.91

290.10 122.98

290.10 122.98

99.30 -

99.30 -

3,547.02 4,463.43

2,688.89 837.36

2,688.89 837.36

- -

- -

- -

200.00 -

1.67 -

201.67 -

40.78 21.17

24.00 -

177.64 314.15

- 20.99

199.78 477.29

442.19 833.60

175.00 119.61

34.87 22.77

209.87 142.38



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14. Equity Share Capital

Authorised Capital

5,00,00,000 (previous year 5,00,00,000) Equity Shares of Rs 10 each

	₹ in lakhs	
	31-Mar-24	31-Mar-23
	5,000	5,000
	5,000	5,000

Issued, subscribed and Paid-up capital

4,80,00,000 (previous year 4,80,00,000) Equity Shares of Rs 10 each

	4,800	4,800
	4,800	4,800

(i) Out of 4,80,00,000 equity shares, company has allotted 4,20,00,000 fully paid up equity shares at Rs.10 each to two parties other than Cash as follows:

Particulars	No. of shares	Issue Price
(i) Shares issued to Rites Limited		
in pursuance of Engineering Procurement, Construction contract	1,10,00,000	10
in pursuance of settlement of Short Term Loan	1,02,70,000	10
in pursuance of settlement of Short Term Loan (during 2016-17)	17,30,000	10
Total (i)	2,30,00,000	10
Shares issued to SAIL		
in pursuance of providing infrastructure and Factory Shed	99,00,000	10
in pursuance of Long term lease agreement between SAIL and SRBWIPL	73,70,000	10
in pursuance of settlement of Short Term Loan (during 2016-17)	17,30,000	10
Total (ii)	1,90,00,000	10
Total (i) + (ii)	4,20,00,000	10

a) Reconciliation of equity shares outstanding at the beginning and at the end of the period.

	31-Mar-24	31-Mar-23
Equity shares at the beginning of the year	4,80,00,000	4,80,00,000
Issued during the year	-	-
Bought back during the year	-	-
Equity shares at the end of the period	4,80,00,000	4,80,00,000

b) Rights/preferences/restrictions attached to equity shares

The Company has only one class of equity shares having a face value of Rs.10 per share. Each holder of Equity Share is entitled to one vote per share. Each of the Equity Share carry the same rights with respect to voting, dividend, etc.

In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of Company, after the distribution of all preferential amounts. The Distribution will be in proportion to the number of Equity Shares held by the Shareholders.

c) Details of shareholders holding more than 5% shares in the Company

	31-Mar-24	
	No. of Shares	% holding
Equity shares of Rs. 10 each fully paid up		
Steel Authority of India limited	2,40,00,000	50%
Rites Limited	2,40,00,000	50%

i) There are no other individual shareholders holding 5% or more in the issued share capital of the Company.



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	₹ In lakhs	
	31-Mar-24	31-Mar-23
15. Other Equity		
Retained earnings		
Opening balance	1,395.98	1,363.23
Add : Net profit for the period	806.24	32.75
Less : Appropriations		
Equity Dividend -Interim *	240.00	-
Tax on equity dividend	-	-
Interest on Lease Liability short provided in earlier years	26.61	-
Total Other Equity	1,935.62	1,395.98

* It is decided by the Board of Directors in their meeting held on 22nd March 2024, the company has paid an Interim Dividend of Rs 240 Lacs @ 20% on issued Share Capital of Rs. 4800 lacs

16. Borrowings

Secured Loans from Banks

SBI Bank(Term Loan)

Non Current

		Current
Cash credit from SBI Bank-Dhanbad	2,223.59	2,773.91
Cash credit from SBI Bank-Kulti	63.25	44.33
Current maturities of long term debt	-0.00	715.70
	2,286.84	3,533.94

16a. Lease Liability

Lease Liability - Non Current

	110.05	75.31
	110.05	75.31

Lease Liability - Current

	2.00	11.97
	2.00	11.97

17. Other Financial Liabilities

Security deposits

46.02 29.43

Interest on outstanding loan

46.02 29.43

17a. Deferred tax liability

WDV of Fixed Assets as per Books of Account

5,126.58 5,691.64

WDV as per Income tax Act

3,105.80 3,481.21

Difference in WDV of Fixed Assets

2,020.78 2,210.43

Deferred tax liability @ 29.12% of Income Tax

588.45 643.68

MAT Credit

- 9.31

Deferred tax liability

588.45 634.37



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18. Trade payables

Total outstanding dues of micro and small enterprises

Due to related parties

Due to others

Total Trade payable

(Aging Schedule: Note 35.2)

	₹ in lakhs	
	31-Mar-24	31-Mar-23
	53.13	70.14
	1,337.56	429.97
	1,596.04	2,354.46
	2,986.73	2,854.57

19. Other financial liabilities

Earnest Money Received

Interest Payable-Others

	49.39	40.21
	-	-
	49.39	40.21

20. Other current liabilities

TDS & TCS Payable

Profession Tax Payable

PF & ESI Payable

Provision for Expenses

Expenses Payable for Creditors

Advance received

Other Payables *

	28.99	8.56
	0.08	0.08
	1.96	3.94
	117.22	288.16
	12.80	11.90
	1.24	70.39
	11.58	13.71
	173.87	396.73

*Includes Leave Encashment for employees and Audit Fees Payable

21. Current Tax Liabilities (Net)

Provisions for Income Tax

	405.90	79.25
	405.90	79.25



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22. Revenue from operations**Operating revenue**

Sale of Products

Total - Revenue from operation

Nature of Goods And Services:-

The Company is engaged in manufacturing of specialized wagons and rehabilitation of old wagons and generate revenue from sale and rehabilitation of wagons in India. It is the only reportable segment of the company.

(1) Primary Geographical Markets

Within India

Outside India

Total**(2) Major Products**

BOXNHL WAGONS

BCNA WAGONS

BOX NR (REHAB)

Total**23. Other income**

Interest - Bank deposits

Other non-operating income

Tender Fees

Scale of Scrap

Income tax Interest

Other Income including penalty

Total Other income**24. Cost of material consumed**

Opening Stock of Raw Material

Add: Purchases of Raw Material

Less: Closing Stock of Raw Material

Cost of Material Consumed**25. Changes in Inventories****Finished Goods**

Opening stock

Less: Closing stock

A

Work In Progress

Opening stock

Less: Closing stock

B

CRRM SS Scrap

Opening Stock

Less: Closing Stock

C

Total- (Accretion)/decretion of Finished Goods & WIP (A+B+C)

₹ in lakhs

31-Mar-24

31-Mar-23

29,429.86

22,061.65

29,429.86

22,061.65

29,429.86

22,061.65

29,429.86

22,061.65

28,404.05

11,721.29

497.33

10,340.35

528.48

-

29,429.86

22,061.65

1.85

-

3.31

3.42

109.39

204.15

3.03

0.51

7.53

9.64

125.11

217.72

2,694.22

1,773.98

25,039.94

21,708.83

2,459.45

2,694.22

25,274.71

20,788.59

1,335.91

116.09

359.38

1,335.91

976.53

-1,219.81

433.31

819.33

628.89

433.31

-195.59

386.02

99.30

-

-99.30

-

681.64

-833.80



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₹ in lakhs

26. Employee benefit expense

	31-Mar-24	31-Mar-23
Salaries, wages and bonus	216.49	209.12
Leave Encashments	11.26	11.02
Contribution to provident and other funds	25.25	24.91
Welfare Expenses	3.61	0.72

Total- Employee cost

256.62 245.77

27. Finance costs

Interest on Lease Liabilities	10.14	1.68
Interest on Cash Credit	212.70	211.98
Interest on Others	17.44	90.42
Total - Finance cost	240.27	304.09

28. Depreciation and amortisation

Depreciation on		
Property, plant and equipment	579.98	602.82
Amortization on		
Right of Use Asset	49.64	49.64
Intangible assets	1.17	1.31
Total - Depreciation and amortisation	630.79	653.77

29. Other expenses

Bank Charges	35.76	7.26
Rent Charges	1.03	0.98
Power & Fuel Expenses	102.17	110.61
Direct Manufacturing Expenses	545.96	471.33
Legal & Professional	10.54	13.03
Fees & taxes	0.06	0.88
Travelling & Conveyance	15.61	12.73
Repairs & Maintenance	46.42	75.44
Business promotion Expenses	4.30	6.40
Office expenses/Printing & Stationery	8.31	5.53
Insurance	13.37	12.36
Telephone & Internet	0.39	0.46
Filing fee - ROC	0.14	0.14
Land Leasing Charges	10.50	10.50
Security Service Charges	157.48	144.79
Common Sharing Expenditure	30.12	106.36
Miscellaneous Expenses	333.24	79.92
Remuneration to Auditors:		
Audit fees	1.55	2.30
Tax audit fees	-	0.65
In other services	-	-
Out of pocket expenses	-	-
Cost audit fee and reimbursement of expenses	0.25	0.50
Total - Other expenses	1,317.21	1,062.16



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED
CIN:U35200DL2010PTC211955

Notes to the financial statements for year ended Mar 31, 2024

	₹ in lakhs	
	31-Mar-24	31-Mar-23
30. Tax Expense		
Current tax *	405.90	79.25
Deferred Tax Liability	-55.23	-48.00
(Excess)/Short Provision of Income Tax for Earlier Years	-3.19	-5.22
	347.48	26.03

*The domestic effective tax rate of at 29.12%

31. Earnings per equity share

The Company's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders' of the Parent. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

Net profit attributable to equity shareholders	806.24	32.75
Profit after tax		
Profit attributable to equity holders of the parent adjusted for the effect of dilution	806.24	32.75
Nominal value of equity share (Rs)	10.00	10.00
Weighted-average number of equity shares for basic EPS	4,80,00,000	4,80,00,000
Basic/Diluted earnings per share (Rs)	1.68	0.07

32. Contingent Liability

(i) Claims against the company pending appellate/judicial decisions:

(a) Excise Duty/Service Tax	14.98	14.98
	14.98	14.98

Per our Report attached.
For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN : 302139E

Place: Kulti

Date: **18 MAY 2024**

Place: Kolkata



For and on behalf of the Board of Directors of
SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

SANDEEP JAIN
Digitally signed by SANDEEP JAIN
Date: 2024.05.17 16:08:12 +05'30'
Director

(DIN:09349353) (DIN:09266708)

ANIRUDHA KUMAR BHARTI
Digitally signed by ANIRUDHA KUMAR BHARTI
Date: 2024.05.17 13:41:13 +05'30'

(Chief Executive Officer)

ANUJ NIDHI
Digitally signed by ANUJ NIDHI
Date: 2024.05.17 13:44:53 +05'30'

(Chief Financial Officer)

SUTAMA CHOWDHURY
Digitally signed by SUTAMA CHOWDHURY
Date: 2024.05.17 13:50:34 +05'30'

(Company Secretary)

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33.1 Balances of the Trade Receivables, Other Assets, Trade and Other Payables are subject to confirmations/reconciliations and consequential adjustment, if any. Reconciliations are carried out on on-going basis. Provisions, wherever considered necessary, have been made. However, Management does not expect to have any material financial impact of such pending confirmations/reconciliations

33.2 Trade Receivables

S.No	Ageing	Outstanding as on 31-Mar-2024 from transaction date							
		0-3 months	3-6 months	6-12 months	12-24 months	24-36 months	More than 36 months	Unbilled	Total
1	Gross Carrying Amount	2,685.87	-	-	-	3.02	-	-	2,688.89
1A	Current								
	Undisputed - considered good	2,685.87	-	-	-	3.02	-	-	2,688.89
	Disputed - considered good	-	-	-	-	-	-	-	-
	Subtotal - A	2,685.87	-	-	-	3.02	-	-	2,688.89
	Undisputed - credit impaired	-	-	-	-	-	-	-	-
	Disputed - credit impaired	-	-	-	-	-	-	-	-
	Subtotal - B	-	-	-	-	-	-	-	-
	Subtotal - C (A+B)	2,685.87	-	-	-	3.02	-	-	2,688.89
1B	Non Current								
	Undisputed - considered good	-	-	-	-	-	-	-	-
	Disputed - considered good	-	-	-	-	-	-	-	-
	Subtotal - D	-	-	-	-	-	-	-	-
	Undisputed - credit impaired	-	-	-	-	-	-	-	-
	Disputed - credit impaired	-	-	-	-	-	-	-	-
	Subtotal - E	-	-	-	-	-	-	-	-
	Subtotal - F (D+E)	-	-	-	-	-	-	-	-
	Grand Total C+E	2,685.87	-	-	-	3.02	-	-	2,688.89
	Expected Loss Rate (%)	-	-	-	-	-	-	-	-
	Expected Credit Loss Provision	-	-	-	-	-	-	-	-
	Carrying Amount of Trade Receivable	2,685.87	-	-	-	3.02	-	-	2,688.89

S.No	Ageing	Outstanding as on 31-March-2023 from transaction date							
		0-3 months	3-6 months	6-12 months	12-24 months	24-36 months	More than 36 months	Unbilled	Total
1	Gross Carrying Amount	834.34	-	-	3.02	-	-	-	837.36
1A	Current								
	Undisputed - considered good	834.34	-	-	3.02	-	-	-	837.36
	Disputed - considered good	-	-	-	-	-	-	-	-
	Subtotal - A	834.34	-	-	3.02	-	-	-	837.36
	Undisputed - credit impaired	-	-	-	-	-	-	-	-
	Disputed - credit impaired	-	-	-	-	-	-	-	-
	Subtotal - B	-	-	-	-	-	-	-	-
	Subtotal - C (A+B)	834.34	-	-	3.02	-	-	-	837.36
1B	Non Current								
	Undisputed - considered good	-	-	-	-	-	-	-	-
	Disputed - considered good	-	-	-	-	-	-	-	-
	Subtotal - D	-	-	-	-	-	-	-	-
	Undisputed - credit impaired	-	-	-	-	-	-	-	-
	Disputed - credit impaired	-	-	-	-	-	-	-	-
	Subtotal - E	-	-	-	-	-	-	-	-
	Subtotal - F (D+E)	-	-	-	-	-	-	-	-
	Grand Total C+E	834.34	-	-	3.02	-	-	-	837.36
	Expected Loss Rate (%)	-	-	-	-	-	-	-	-
	Expected Credit Loss Provision	-	-	-	-	-	-	-	-
	Carrying Amount of Trade Receivable	834.34	-	-	3.02	-	-	-	837.36



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34
SHARES HELD BY PROMOTERS

SNo	Promoter Name	As on 31-Mar-2024		As on 31-Mar-2023		% change during the year
		No. of Shares	% of total	No. of Shares	% of total	
1	STEEL AUTHORITY OF INDIA LIMITED	2,40,00,000	50.00%	2,40,00,000	50.00%	0%
2	BITES LIMITED	2,40,00,000	50.00%	2,40,00,000	50.00%	0%

35.1

The amount due to Micro and Small Enterprises as defined in the The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) (as disclosed in Note No. 35.2 Trade Payables) has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro, Small and Medium Enterprises under Section 22 of MSMED Act, 2006 as at 31st March, 2024 are as under:

Sr. No.	Description	As at 31st March 2024	As at 31st March 2023
i.	The principal amount remaining unpaid to suppliers as at the end of the Year.	53.13	70.14
ii.	The amount of interest accrued during the Year and remaining unpaid at the end of the Year.	-	-
iii.	The amount of further interest remaining due and payable even in the succeeding Year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under section 23.	-	-
iv.	The interest due thereon remaining unpaid to supplier as at the end of the Year.	-	-
v.	The amount of interest paid in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed day during the Year.	-	-
vi.	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the Year) but without adding the interest specified under this Act.	-	-



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35.2 TRADE PAYABLE AGEING SCHEDULE

Amount in Rs 'Lacs

SNo	Particulars	Outstanding as on 31-Mar-2024 from due date of payment						Total
		Unbilled Dues	Not Due	0-12 months	12-24 months	24-36 months	More than 36 months	
1	MSME-Disputed	-	-	-	-	-	-	-
2	MSME-Un-Disputed	-	-	46.53	4.17	2.18	0.25	53.13
	Sub-total (A)	-	-	46.53	4.17	2.18	0.25	53.13
3	Others-Disputed	-	-	-	-	-	-	-
4	Others-Undisputed	-	-	2914.73	9.25	6.26	3.36	2933.60
	Sub-total (B)	-	-	2,914.73	9.25	6.26	3.36	2,933.60
	Grand Total (A+B)	-	-	2,961.26	13.42	8.44	3.61	2,986.73

SNo	Particulars	Outstanding as on 31-Mar-2023 from due date of payment						Total
		Unbilled Dues	Not Dues	0-12 months	12-24 months	24-36 months	More than 36 months	
1	MSME-Disputed	-	-	-	-	-	-	-
2	MSME-Un-Disputed	-	-	67.71	2.18	0.25	-	70.14
	Sub-total (A)	-	-	67.71	2.18	0.25	-	70.14
3	Others-Disputed	-	-	-	-	-	-	-
4	Others-Undisputed	-	-	2,708.94	2.22	73.25	-	2,784.41
	Sub-total (B)	-	-	2,708.94	2.22	73.25	-	2,784.41
	Grand Total (A+B)	-	-	2,776.65	4.40	73.50	-	2,854.55



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36
The Title Deeds/Lease Agreements of the following Immovable Properties (Included under head 'Property Plant and Equipment' and 'Right of use asset') are not held in the name of the Company

Amount in Rs in Lacs

S.No.	Line Item in Balance Sheet	Nature of Property	Total Area	Gross Value	Net Value	Title deed held in the name of	Whether title deed holder is a promoter/ Director etc. (Y/N)	Date/Month/ Year since property held	Reason for not being held in name of company
1	Right of use asset	Land	15.47 acres	1290.59	1092.03	SAIL Growth Works, Kulti	Y	22-05-2015	Since the Company is lessee and lease agreement is executed in favour of lessee.



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SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

CIN:U35200DL2010PTC211955

Notes to the financial statements for year ended Mar 31, 2024

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Details of Loans and Advances granted that are:

(i) Repayable on demad, or

(ii) without specifying any terms or period of repayment

Amount in ₹ lacs

S.No.	Type of Borrower	As on 31-Mar-2024		As on 31-Mar-2023	
		Amt Outstanding	% of Total	Amt Outstanding	% of Total
1	Promoter	24.00	100%	0	0
2	Directors (specify names)	0	0	0	0
3	KMPs (specify names)	0	0	0	0
4	Related parties*	0	0	0	0
	(partywise)	0	0	0	0
	TOTAL	24.00	100%	0	0

38.1

The Company based upon its best knowledge and information states that the company does not have any transaction with companies struck off under Section 248 of the companies Act, 2013 for the year ended 31-Mar-2024 and corospondent previous year 2022-23.

RELATION WITH STRUCK OFF COMPANIES

Amount in 'lacs

S.No.	Name of Struck Off Company	Nature of Transaction	Relationship	Balance as on	
				31-03-2024	31-03-2023
		Investment			
		Receivable			
		Payable			
		Others			

38.2

Benami transaction

The Company based upon its best knowledge and information states that no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.



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39
 Right of Use Assets

Set out below are the carrying amount of right of use assets recognised and movements during the period

Amount in Rs in lacs

Particulars	Leasehold Land	Plant and equipment	Vehicles	Buildings	Right of Use assets Total
As at April 1, 2023	1,092.03	-	-	-	1,092.03
Additions	-	-	-	-	-
Adjustments/Disposals	-	-	-	-	49.77
Depreciation expense	49.77	-	-	-	1,042.26
As at Mar 31, 2024	1,042.26	-	-	-	

Lease Liabilities

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period.

Particulars	Lease Liabilities
As at April 1, 2023	87.27
Additions	26.61
Interest accrued	10.14
Payments	11.97
Adjustments	112.05
As at Mar 31, 2024	2.00
Current	110.05
Non Current	

a. Lease payments not included in measurement of lease liability

Particulars	31-Mar-24	31-Mar-23
Short-term leases	Nil	Nil
Leases of low value assets	Nil	Nil
Variable lease payments	Nil	Nil
Others		

b. Total cash outflow for leases for the year ended 31st March 2024 are Rs.11.97 Lacs. And for previous year was Rs. 11.97 Lacs

c. Maturity of lease liability

The lease liability are secured by the related under lying assets. Future minimum lease payments were as follow

Particulars	Minimum lease payments due as at 31Mar-2024			Total
	Within 1year	1-5 years	More than 5 years	
Lease Payments	11.97	59.85	179.55	251.37
Interest Expense	9.97	46.86	82.49	139.32
Net Present Values	2.00	12.99	97.06	112.05



100025

Ratio	31-Mar-24			31-Mar-23			% Variance	Reason for Variance
	Numerator	Denominator	Current Period	Numerator	Denominator	Previous Period		
Current ratio	7,089.64	5,904.73	1.20	6,276.77	6,916.65	0.91	32.31%	Increase in Trade Receivables
Debt Equity Ratio	2,286.84	6,735.62	0.34	3,533.94	6,195.98	0.57	-40.47%	Repayment of Debt
Debt Service Coverage Ratio	1,618.89	2,527.11	0.64	937.39	3,838.03	0.24	162.29%	Repayment of Term loan
Return on Equity Ratio	806.24	6,465.80	0.12	32.75	6,179.61	0.01	2252.59%	Increase in Profit after taxes compared to previous year.
Inventory Turnover Ratio	26,453.25	4,005.22	6.60	20,504.65	3,586.42	5.72	15.52%	
Trade Receivables Turnover Ratio	29,429.86	1,763.13	16.69	22,061.65	1,287.55	17.13	-2.58%	
Trade Payable Turnover Ratio	25,039.94	2,920.64	8.57	21,708.83	2,485.72	8.73	-1.83%	
Net Capital Turnover Ratio	29,429.86	272.52	107.99	22,061.65	-558.95	-39.47	-373.61%	Increase in Turnover compared to previous financial year
Net Profit Ratio	806.24	29,429.86	0.03	32.75	22,061.65	0.00	1745.59%	Increase in Net Sales and Net Profit compared to Previous year
Return on Capital Employed	1,394.00	6,847.66	0.20	362.87	6,998.96	0.05	292.65%	Increase in Earnings Before Interest and taxes
Return on Investment	NA	NA	NA	NA	NA	NA		



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41 Related Party

As per Ind AS 24- 'Related Party Disclosures', the name of the related parties, are given below

A. Name of the Related Party and relationship

SN	Name of the Related Party	Nature of relationship
1	Steel Authority of India Limited (SAIL)	Promoter
2	Rites Limited	Promoter

B. Details of transactions between Company and Related Party during the year

SN	Particulars	Party	Year ended 31.03.2024	Year ended 31.03.2023	Note no. and account head
1	Raw Material Purchase	SAIL	4,859.53	4,960.62	Note 23: Purchase-Cost of Material Consumed
2	Security Services	SAIL	161.14	144.79	Note 28: Other expenses
4	Electricity	SAIL	89.75	98.40	Note 28: Other expenses
5	Other support services	SAIL	2.57	2.70	Note 28: Other expenses
6	Lease Rent	SAIL	11.97	11.97	Note 16: Lease Liability
7	Testing Charges	RITES	2.68	0.09	Note 28: Other expenses

C. Balances with Related Parties as at the end of the period

SN	Party	Year ended 31.03.2024 (Rs)	Year ended 31.03.2023 (Rs)	Note no. and account head
1	SAIL	1,337.56	429.97	Note 18: Trade Payables
2	RITES	-	-	Note 18: Trade Payables

D. Details of Loans and Advances granted that are:

- (i) Repayable on demand, or
(ii) without specifying any terms or period of payments

SN	Related Party	As on 31.03.2024		As on 31.03.2023	
		Amount outstanding	%age of total	Amount outstanding	%age of total
1	SAIL	12.00	50%	-	-
2	RITES	12.00	50%	-	-

The Company's related party transactions during the year ended 31-Mar-2024 and 31-Mar-2023 and outstanding balances as at 31-Mar-2024 and 31-Mar-2023 are with its promoters with whom the Company generally enters into transactions, which are at arms length and in ordinary course of business.

42 General

42.1

- No funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries.
- (a) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the 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. Ratios as per Amended Schedule III.



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42.2 During the Financial year :

- (a) The company does not hold any Benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- (b) The company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) The company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
- (d) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules, 2017.
- (e) The company has not entered into any Scheme of Arrangement under section 230 to 237 of the Companies Act, 2013.
- (f) The company does not have any undisclosed income in the tax assessments under the Income tax Act, 1961.
- (g) The company has not traded in crypto currency or virtual currency.

42.3 Previous Year Figures

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
Amounts and other disclosure for the preceding year are included as an integral part of the current year financial

Per our Report attached
For H. P. JHUNJHUNWALA & CO.
CHARTERED ACCOUNTANTS

Place: Kulti
Date:

MANOJ KUMAR JHUNJHUNWALA, PARTNER
MEMBERSHIP NO. 53509, FRN : 302139E

18 MAY 2024

Place: Kolkata

ANIRUDHA KUMAR BHARTI
Digitally signed by ANIRUDHA KUMAR BHARTI
Date: 2024.05.17 13:42:58 +05'30'
(Chief Executive Officer)

ANUJ NIDHI

(Chief Financial Officer)

Director
(DIN: 09768235)

Digitally signed by ANUJ NIDHI
Date: 2024.05.17 13:43:26 +05'30'

(Company Secretary)

For and on behalf of the Board of Directors of
SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

SANDEEP JAIN

Digitally signed by SANDEEP JAIN
Date: 2024.05.17 16:05:43 +05'30'

Director
(DIN:10481851)

SUTAMA CHOWDHURY

Digitally signed by SUTAMA CHOWDHURY
Date: 2024.05.17 12:47:39 +05'30'



000028

Annexure - II

महानिदेशक लेखापरीक्षा
का कार्यालय,
रेलवे वाणिज्यिक,
4, दीनदयाल उपाध्याय मार्ग
नई दिल्ली - 110002



SUPREME AUDIT INSTITUTION OF INDIA
लोकहितार्थं सत्यनिष्ठा
Dedicated to Truth in Public Interest

OFFICE OF THE
DIRECTOR GENERAL OF AUDIT
RAILWAY COMMERCIAL,
4, DEEN DAYAL UPADHYAYA
MARG, NEW DELHI-110002

संख्या /डी.जी.ए/आर.सी/ AA-SRBWIPL/83-24/2024-25/330

दिनांक 30.09.2024

सेवा में,

अध्यक्ष,

सेल राइट्स बंगाल वैगन इंडस्ट्रीज प्राइवेट लिमिटेड,

सेल ग्रोथ वर्क्स, कुल्टी, बर्दवान,

वेस्ट बंगाल-713 343.

महोदय,

विषय: 31 मार्च 2024 को समाप्त वर्ष के लिए सेल राइट्स बंगाल वैगन इंडस्ट्रीज प्राइवेट लिमिटेड के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143 (6)(b) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

मैं, सेल राइट्स बंगाल वैगन इंडस्ट्रीज प्राइवेट लिमिटेड के 31 मार्च 2024 को समाप्त वर्ष के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143 (6) (b) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ अग्रेषित कर रहा हूँ।

कृपया इस पत्र की संलग्नको सहित प्राप्ति की पावती भेजी जाए।

भवदीय,

संलग्न यथोपरी :

डॉ. नीलोत्पल गोस्वामी
महानिदेशक (रेलवे वाणिज्यिक)

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143 (6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED FOR THE YEAR ENDED 31 MARCH 2024.

The preparation of financial statements of SAIL RITES Bengal Wagon Industry Private Limited for the year ended 31 March 2024 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139 (5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Revised Audit Report dated 09 September 2024, which supersedes their earlier Audit Reports dated 18 May 2024 and 12 August 2024.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of SAIL RITES Bengal Wagon Industry Private Limited for the year ended 31 March 2024 under Section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditor and is limited primarily to inquiries of the Statutory Auditor and company personnel and a selective examination of some of the accounting records. The Audit Report has been revised by the statutory auditor to give effect to some of my audit observations raised during supplementary audit.

In addition, I would like to highlight the following significant matters under section 143(6)(b) of the Act which have come to my attention and which in my view are necessary for enabling a better understanding of the financial statements and the related audit report:

A. Comments on Profitability

(i) Statement of Profit and Loss for the year ended on March 31, 2024

Income - Other Income – Note 23 – ₹ 125.11 lakh

The 'Other Income' includes ₹ 109.39 lakh being the value of scrap sold during the year 2023-24. Since the scrap was generated from the main operating activity of the Company, therefore, the sale of scrap should have been shown as 'Other Operating Revenue' instead of 'Other Income'.

Thus, 'Other Income' is overstated by ₹ 109.39 lakh and 'Other Operating Revenue' is understated to the same extent.

B. Comments on Financial Position

Other Non-Current Assets – Note 7- ₹ 126.26 lakhs

Other Current Assets – Note 12- ₹ 442.19 lakhs

The 'Other Non-Current Assets' included Security Deposit of ₹ 94.34 lakh against order for 500 BOXNHL wagon placed by the Railways. The delivery of the wagons was satisfactorily completed by the Company in July 2018. As on March 2024, the stipulated warrantee/guarantee period of 30 months from the date of delivery or 24 months from date of commissioning had expired and the Security Deposit was due for release in favour of the Company.

Accordingly, the Security Deposit of ₹ 94.34 lakh should have been shown under 'Other Current Assets' instead of 'Other Non-Current Assets'.

This had resulted in overstatement of 'Other Non-Current Assets' by ₹ 94.34 lakh and understatement of 'Other Current Assets' by the same amount.

C. Comments on Disclosure

(i) As per Para 110 of Ind AS 115, 'an entity shall disclose qualitative and quantitative information about the contract with the customers'.

The Company executed (November 2015) an assured off-take agreement with Ministry of Railways for supply of wagons and rehabilitation of wagons and an agreement (March 2023) with M/s Gatex India Private Limited for supply of BOXNHL wagons. The Company earned revenue from these contracts during 2023-24.

However, the Company had not given disclosures in the financial statements as required under Para 110 of Ind AS 115.

(ii) **Summary of Significant Accounting Policies and other explanatory information.**

A reference is invited to the Significant Accounting Policies no. 3.2 which states that 'Revenue is measured at fair value of consideration received or receivable'. This Accounting Policy of the Company has been adopted from erstwhile Ind AS 18 which has been superseded by Ind AS 115.

Accordingly, the Accounting Policy of the Company regarding Revenue Recognition should have been disclosed as per Ind AS 115.

(iii) Non-disclosure of Key Management Personnel in violation of Ind AS 24 Related Party Disclosures

The Company has not given the disclosure in the financial statements in respect of Key Management Personnel (KMP) and their remuneration in violation to para 17 Ind AS 24-Related Party Disclosures.

For and on the behalf of the
Comptroller & Auditor General of India

Place: New Delhi
Dated: 20.09.2024



Dr. Nilotpal Goswami
Director General of Audit
Railway Commercial, New Delhi

Annexure - III

Annexure – III

Form AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis – SRBWIPL has not entered into any contract or arrangement or transaction with its related parties which is not arm's length during financial year 2023-24.
2. Details of material contracts or arrangement or transactions at arm's length basis -

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required under Ind AS 24 'Related Party Disclosures' specified under Section 133 of the Act read with relevant rules

Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name	Designation/ Nature of Duties	Remun- eration Received [Rs.]	Quali- fication	Expe- rience in years	Age in years	Date of commence- ment of employment	Last employ- ment held
1	2	3	4	5	6	7	8	9
NOT APPLICABLE								

Notes:

✚ All appointments are / were non-contractual.

✚ Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis.

✚ None of the above employees is related to any Director of the Company & employed for part of the financial year.

Annexure - IV

Annexure -IV
Extract of Annual Return (MGT-9)
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2024 of
SAIL RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014

Registration and Other Details:

CIN	U35200DL2010PTC211955
Registration Date	30.12.2010
Name of the Company	SAIL RITES BENGAL WAGON INDUSTRY PVT LTD
Category / Sub-Category of the Company	Private Company, Limited by Shares
Address of the Registered Office and contact details	Scope Minar, Laxmi Nagar, New Delhi – 110 092 ; cs.srbwipl@gmail.com
Administrative Office and Works	SAIL-RITES Bengal Wagon Industry Pvt. Ltd., Kulti, Paschim Bardhaman-713343
Whether listed company	No
Name, Address and contact details of Registrar & Transfer	Not Applicable

Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
	Manufacture of new wagons	302	90%
	Rehabilitation of old wagons	302	10%

Particulars of Holding, Subsidiary and Associate Companies:

Not Applicable

Shareholding Pattern									
e Capital Breakup as percentage of Total Equity)									
Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the begning of the year %				No. of Shares held at the end of the year %				% change during the year
	Demat s	Physical Share	Total	% of Total	Demat shares	Physical Share	Total	% of Total	
A. Promoters									
(1) Indian									
(a) Individual/HUF									
(b) Central Govt									
(c) State Govt (s)									
(d) Bodies Corp.		480 lacs	480 lacs	100%	-	480 lacs	480 lacs	100%	
(e) Banks / FI									
(f) Any Other....									
Sub-total (A) (1):-		480 lacs	480 lacs	100%	-	480 lacs	480 lacs	100%	
(2) Foreign									
(a) NRI-Individuals									
(b) Other – Individual									
(c) Bodies Corp.									
(d) Banks / FI									
(e) Any Other....									
Sub-total (A) (2):-									
Manufacture of new wagons	-	480 lacs	480 lacs	100%	-	480 lacs	480 lacs	100%	-
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds									
(b) Banks / FI									
(c) Central Govt									
(d) State Govt(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FIIs									
(h) Foreign Venture Capital									
(i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual Shareholders									
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh									
(c) Others (specify)									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	-	480 lacs	480 lacs	100%	-	480 lacs	480 lacs	100%	-

Share holding of promoters

Sl. No.	Share-holder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of total shares pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of total shares pledged / encumbered to total shares	
1	RITES Limited	240.00 lacs	0.50	-	240.00 lacs	0.50	-	
2	SAIL	240.00 lacs	0.50	-	240.00 lacs	0.50	-	

Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year		% change during the year
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
1	At the beginning of the year	4.80 Cr	100.00	4.80 Cr	100.00	
2	Increase in Promoters Share holding during the year	-	-	-	-	-
3	At the end of the year	4.80 Cr	100.00	4.80 Cr	100.00	

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

Shareholding of Directors and Key Managerial Personnel: NIL

Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Sl No.	Particulars	Secured Loans excluding deposits (in Rs)	Unsecured Loans (in Rs.)	Deposits (in Rs.)	Total Indebtness (in Rs.)
Indebtedness at the beginning of the financial year					
1	Principal Amount	35,33,93,790.00	-	-	35,33,93,790.00
Manufacture of new waja					
2	ii) Interest due but not paid	-	-	-	-
3	iii) Interest accrued but not due	-	-	-	-
4	Total (i+ii+iii)	35,33,93,790.00	-	-	35,33,93,790.00
Change in Indebtedness					
5	Addition	-12,47,09,873.00	-	-	(12,47,09,873.00)
6	Net Change	22,86,83,917.00	-	-	22,86,83,917.00
Indebtness at the end of the financial year					
7		-	-	-	-
8	i) Principal Amount	22,86,83,917.00	-	-	22,86,83,917.00
9	ii) Interest due but not paid	-	-	-	-
	iii)Interest accrued but not due	-	-	-	-
10	Total (i+ii+iii)	22,86,83,917.00	-	-	22,86,83,917.00

Remuneration of Directors and Key Managerial Personnel

Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under		
2	Stock Option	N.A.	
4	Sweat Equity		
5	Commission as % of profit		
6	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

Remuneration to Other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount	Total Indebtness (in Rs.)
1	Independent Directors			
	(a) Fee for attending board /committee meetings			
	(b) Commissions			
	(c)Others , Please specify			
	Total (1)			
2	Other Non Executive Directors			
	(a) Fee for attending board /committee meetings	N.A		
	(b) Commissions			
	(c)Others , Please specify			
	Total (2)			
	Total (1+2)			
	Total (A)			
	Total managerial remuneration			
	Overcall Ceiling as per the Act			

Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:

Sl No	Particulars of Remuneration	CEO (Mr. Anirudha Kumar Bharti)	CFO (Mr. Anuj Nidhi)	CS (Ms. Sutama Chowdhury)	Total Amount	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act,1961	-	-	7,18,467.00	7,18,467.00	
2	Stock Option	-	-	-	-	
3	Sweat Equity	-	-	-	-	
4	Commission as %of profit	-	-	-	-	
5	Others, Please specify	-	-	-	-	
6	Total	-	-	7,18,467.00	7,18,467.00	

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Description Breif	Details of penalty/punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other officers in default					
Penalty					
Punishment					
Compounding					

NIL



CIN No.: U35200DL2010PTC211955

SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

(सेल और राइट्स का एक संयुक्त उद्यम)

(A Joint Venture of SAIL and RITES)

(An ISO:9001, 14001 & 45001 Certified Company)

NOTICE

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting of SAIL-RITES BENGAL WAGON INDUSTRY PVT LTD will be held at 11.30 a.m. on 27th September, 2024, Friday through Video Conferencing ("VC") to transact the following business:

Ordinary Business:

Item No.1 – Adoption of Audited Financial Statement

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with Reports of the Board of Directors and Auditors thereon -

“RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on 31st March 2024 along with the Director’s Report and Auditor’s Report thereon, as circulated to the Members, be and are hereby considered and adopted.

Item No.2 – To confirm the first interim dividend

To confirm the first interim dividend declared in the FY 2023-24 on equity shares and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution –

“RESOLVED THAT approval of the shareholders be and is hereby accorded for payment first interim dividend @ 5% (0.50/- per equity share) on the paid-up equity share capital of the company as approved by the Board and already paid in the month of March, 2024.

Item No.3 – Fixation of Remuneration of Auditor

To authorize the Board of Directors of the Company to confirm the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2024-25 –



Special Business:

Item No.4 - Appointment of Director

Appointment of Shri Sandeep Jain (DIN: 10481851)

To appoint Shri Sandeep Jain (DIN: 10481851) as Director of the Company and in this regard to consider and pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Sandeep Jain (DIN: 10481851) who was nominated by RITES Ltd. as Director of the Company as per Articles of Association of the Company and who was appointed as an Nominee Director under section 161 of the Companies Act, 2013 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company & not liable to retire by rotation.”

Item No.5 - Appointment of Director

Appointment of Mr. Ghalib Ahmed Jillani (DIN: 10510594)

To appoint Mr. Ghalib Ahmed Jillani (DIN: 10510594) as Director of the Company and in this regard to consider and pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ghalib Ahmed Jillani (DIN: 10510594) who was nominated by RITES Ltd. as Director of the Company as per Articles of Association of the Company and who was appointed as an Nominee Director under section 161 of the Companies Act, 2013 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company & not liable to retire by rotation.”

Item No.6 - Appointment of Director

Appointment of Shri Vinod Gupta (DIN: 09349353)

To appoint Shri Vinod Gupta (DIN: 09349353) as Director of the Company and in this regard to consider and pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Vinod Gupta (DIN: 09349353) who was nominated by SAIL as Director of the Company as per Articles of Association of the Company and who was appointed as an Nominee Director under section 161 of the Companies Act, 2013 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company & not liable to retire by rotation.”



CIN No.: U35200DL2010PTC211955

SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

(सेल और राइट्स का एक संयुक्त उद्यम)

(A Joint Venture of SAIL and RITES)

(An ISO:9001, 14001 & 45001 Certified Company)

Item No.7 – ratification of remuneration to Cost Auditors

To ratify the remuneration of the Cost Auditors of the Company and in this regard to consider, and if thoughtfit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of `70,000/- plus taxes as applicable and reimbursement of travelling expenses to be paid to the Cost Auditors viz. M/s. R K Sinha & Co, Bokaro for the Financial Year 2024-25, as approved by the Board of Directors, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do allacts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

 **SUTAMA CHOWDHURY**
Company Secretary
SAIL-RITES BENGAL WAGON
INDUSTRY PVT. LTD., KULTI

(Sutama Chowdhury)
Company Secretary

Dated: 26-09-2024
Place - Kulti



SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

(सेल और राइट्स का एक संयुक्त उद्यम)

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Notes:

1. The Statement pursuant to Section 102 and Secretarial Standard-2 on General meeting of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.
2. In continuation to this Ministry's General circular No. 20/ 2020 dated 05.05.2020, General Circular No. 02/ 2022 dated 05.05.2022 and General Circular No. 10/ 2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 (collectively "MCA Circulars"), have permitted companies to conduct AGM through VC or other audio-visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, the AGM of the Company is being convened and conducted through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members can attend the AGM through VC/OAVM and cast their votes.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 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 will also be available on the Company's website <http://www.srbwipl.com/Test/ViewAnnualReport>
6. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
7. None of the Directors of the Company is in any way related to each other.
8. The meeting is being convened at shorter notice, after obtaining the consent, in writing, of more than 95% of the members of the company, pursuant to the provisions of section 101 of the Act.



SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

(सेल और राइट्स का एक संयुक्त उद्यम)

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(An ISO:9001, 14001 & 45001 Certified Company)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

1. Item No.4 - Appointment of Shri Sandeep Jain (DIN: 10481851)

On nomination by RITES Ltd., Shri Sandeep Jain (DIN: 10481851) was appointed as a Nominee Director of the Company w.e.f. 29.01.2024.

In terms of section 161 of the Companies Act, 2013, Shri Sandeep Jain (DIN: 10481851) would hold office up to the date of this Annual General Meeting.

Shri Sandeep Jain (DIN: 10481851) is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

The Board considers it desirable that the Company should continue to avail of his services as Director and recommends this Resolution for approval of the Shareholders.

2. Item No.5- Mr. Ghalib Ahmed Jillani (DIN: 10510594)

On nomination by RITES Ltd., Mr. Ghalib Ahmed Jillani (DIN: 10510594) was appointed as a Nominee Director of the Company w.e.f. 16.02.2024.

In terms of section 161 of the Companies Act, 2013, Mr. Ghalib Ahmed Jillani (DIN: 10510594) would hold office up to the date of this Annual General Meeting.

Mr. Ghalib Ahmed Jillani (DIN: 10510594) is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

The Board considers it desirable that the Company should continue to avail of his services as Director and recommends this Resolution for approval of the Shareholders.

3. Item No.6 - Appointment of Shri Vinod Gupta (DIN: 09349353)

On nomination by SAIL, Shri Vinod Gupta (DIN: 09349353) was appointed as a Nominee Director of the Company w.e.f. 17.08.2024.

In terms of section 161 of the Companies Act, 2013, Shri Vinod Gupta (DIN: 09349353) would hold office up to the date of this Annual General Meeting.

Shri Vinod Gupta (DIN: 09349353) is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

The Board considers it desirable that the Company should continue to avail of his services as Director and recommends this Resolution for approval of the Shareholders.



CIN No.: U35200DL2010PTC211955

SAIL-RITES BENGAL WAGON INDUSTRY PRIVATE LIMITED

(सेल और राइट्स का एक संयुक्त उद्यम)

(A Joint Venture of SAIL and RITES)

(An ISO:9001, 14001 & 45001 Certified Company)

4. Item No.7- Ratification of Remuneration to Cost Auditors

The Board of Directors of the Company, has considered and approved the appointment of M/s. R K Sinha & CO. as the Cost Auditors of the Company for the Financial Year 2024-25 at a remuneration of 70,000/- plus taxes as applicable and reimbursement of travelling expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company. Accordingly, the Resolution for ratification of the fee of the Cost Auditors as set out at Item No.3 of the Notice is submitted for approval of the Shareholders.

The Board recommends the resolution for your approval. None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the resolution.

By order of the Board of Directors

 **SUTAMA CHOWDHURY**
Company Secretary
SAIL-RITES BENGAL WAGON
INDUSTRY PVT. LTD., KULTI

(Sutama Chowdhury)
Company Secretary
Place: Kulti
Dated: 26-09-2024



NOTICE

NOTICE IS HEREBY GIVEN THAT the 12th Annual General Meeting of SAIL-RITES BENGAL WAGON INDUSTRY PVT LTD will be held at 4.30 p.m. on 28th September, 2023, Thursday through Video Conferencing ("VC") to transact the following business:

Ordinary Business:

Item No.1-Adoption of Audited Financial Statements

To receive, consider and adopt-

The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with Reports of the Board of Directors and Auditors thereon.

Item No.2-Fixation of Remuneration of Auditors

To authorize the Board of Directors of the Company to confirm the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2023-24.

Special Business:

Item No.3- Ratification of Remuneration to Cost Auditors

To ratify the remuneration of the Cost Auditors of the Company and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹25,000/- plus taxes as applicable and reimbursement of travelling expenses to be paid to the Cost Auditors viz. M/s. MG & Associates, Burnpur for the Financial Year 2023-24, as approved by the Board of Directors, be and is hereby ratified."

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

Item No.4- Appointment of Director

To appoint Shri M B Balakrishnan (DIN: 09143124), as Nominee Director and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, for the time being in force), Shri M B Balakrishnan (DIN: 09143124), who was appointed as Nominee Director of the Company by Steel Authority of India Limited vide order no. CA-15(52)/22 dated 17th July, 2022 and subsequently appointed as Nominee Director by the Board of Directors w.e.f. August 12, 2022 be and is hereby regularized as a Nominee Director on the Board of the Company.

Item No.5- Appointment of Director

To appoint Shri Manobendra Ghoshal (DIN: 09762368), as Nominee Director and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, for the time being in force), Shri Manobendra Ghoshal (DIN: 09762368), who was appointed as Nominee Director of the Company by RITES Limited vide order no. RITES/SECY/04 dated 3rd October, 2022 and subsequently appointed as Nominee Director by the Board of Directors w.e.f. November 15, 2022 be and is hereby regularized as a Nominee Director on the Board of the Company.

By order of the Board of Directors

 **SUTAMA CHOWDHURY**
Company Secretary
SAIL-RITES BENGAL WAGON
INDUSTRY PVT. LTD., KULTI

Place: Kulti
Dated: 28-09-2023

(Sutama Chowdhury)
Company Secretary



ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.6- Ratification of Remuneration to Cost Auditors

The Board of Directors of the Company, has considered and approved the appointment of M/s. MG & Associates as the Cost Auditors of the Company for the Financial Year 2023-24 at a remuneration of 25,000/- plus taxes as applicable and reimbursement of travelling expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company. Accordingly, the Resolution for ratification of the fee of the Cost Auditors as set out at Item No.3 of the Notice is submitted for approval of the Shareholders.

The Board recommends the resolution for your approval. None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the resolution.

By order of the Board of Directors

 **SUTAMA CHOWDHURY**
Company Secretary
SAIL-RITES BENGAL WAGON
INDUSTRY PVT. LTD., KULTI

(Sutama Chowdhury)
Company Secretary
Place: Kulti Dated:
28-09-2023