RITES
THE INFRASTRUCTURE PEOPLE

आज़ादी का अमृत महोत्सव

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

No. RITES/SECY/NSE **Date: September 03, 2026**

To लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड, एक्सचेंज प्लाजा, सी -1, ब्लॉक जी, बांद्रा - कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई – 400051 Listing Department, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051	To कॉर्पोरेट संबंध विभाग, बीएसई लिमिटेड, रोटुंडा बिल्डिंग, पी जे टावर्स, दलाल स्ट्रीट, फोर्ट, मुंबई - 400 001 Corporate Relationship Department, BSE Limited, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001
Symbol- RITES	**Scrip Code-** 541556

<u>विषय: वित्तीय वर्ष 2025-26 के लिए 52वीं वार्षिक आम बैठक (एजीएम) और एकीकृत वार्षिक रिपोर्ट की सूचना</u>

Sub: <u>Notice of the 52nd Annual General Meeting (AGM) and Integrated Annual Report for the Financial Year 2025-26</u>

Dear Sir/ Madam,

Please find enclosed herewith the Notice of 52nd Annual General Meeting of the Company scheduled to be held on Friday, 25th September, 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") and Integrated Annual Report for FY 2025-26.

Notice of the 52nd Annual General Meeting and Integrated Annual Report for the Financial Year 2025-26 is also available on the website of the Company.

Kindly take this information on record.

Thanking You,

Yours sincerely,
For **RITES Limited**

NIKHIL AGARWAL
Digitally signed by NIKHIL AGARWAL
Date: 2026.09.03 16:14:02 +05'30'

Nikhil Agarwal
Company Secretary & Compliance Officer
Membership No.: A42626

RITES LIMITED

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

NOTICE FOR THE 52ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 52nd Annual General Meeting of the members of **RITES Limited** will be held at 11:00 A.M. (IST) on Friday, September 25, 2026 through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2026 along with the Board's Report and Auditor's Report thereon and the comments of the Comptroller and Auditor General of India and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2026 along with the Board's Report and Auditor's Report thereon and the comments of the Comptroller and Auditor General of India, as circulated to the members, be and are hereby considered and adopted."

2. To confirm the payment of first, second and third interim dividend declared in the FY 2025-26 and to declare final dividend on equity shares for the financial year ended March 31, 2026 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** approval of the members be and is hereby accorded to confirm the payment of first, second and third interim dividend @ 13%, 20% and 19% (₹ 1.30, ₹ 2.00/- and ₹ 1.90/- 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 August, 2025, November, 2025 and February, 2026 respectively and to declare final dividend @ 27.50% (₹ 2.75/- per equity share) on the paid-up equity share capital of the Company for the financial year 2025-26, as recommended by the Board of Directors."

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

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

4. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2026-27 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to decide and fix the remuneration and out of pocket expenses payable to Statutory Auditors of the Company as may be appointed by the Comptroller and Auditor General of India for the financial year 2026-27."

SPECIAL BUSINESS:

5. To appoint Shri Prem Singh Meena (DIN: 10855590), as Whole Time Director [Director (Projects)] of the Company liable to retire by rotation and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to Section 149, 152, 161, 203 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder read with Articles of Association of the Company, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Prem Singh Meena (DIN: 10855590), who was appointed as Director (Projects) of the Company by the Hon'ble President of India vide Ministry of Railway's order no. 2025/E(O)II/40/6 dated March 19, 2026 and subsequently appointed as an Additional Director designated as Director (Projects) by the Board of Directors w.e.f. March 19, 2026 to hold office upto the date of this Annual General Meeting under Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as Whole Time Director [Director (Projects)] on the Board of the Company on terms & conditions as may be specified by the Government of India from time to time and shall be liable to retire by rotation."

6. To appoint Shri Jayant Kumar (DIN: 07179274), as Government Nominee Director of the Company liable to retire by rotation and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder read with Articles of Association of the Company, Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Jayant Kumar (DIN: 07179274), who was appointed as Government Nominee Director of the Company by the Hon'ble President of India vide order no. 2022/PL/57/10 dated October 17, 2025 of Ministry of Railways and subsequently appointed as an Additional Director by the Board of Directors w.e.f. October 17, 2025 to hold office upto the date of this Annual General Meeting under Section 161 of Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as Government Nominee Director on the Board of the Company and shall be liable to retire by rotation."

7. To appoint Shri Atul Singh (DIN: 11747888), as Government Nominee Director of the Company liable to retire by rotation and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder read with Articles of Association of the Company, Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Atul Singh (DIN: 11747888), who was appointed as Government Nominee Director of the Company by the Hon'ble President of India vide order no. 2022/PL/57/10 dated May 27, 2026 of Ministry of Railways and subsequently appointed as an Additional Director by the Board of Directors w.e.f. May 29, 2026 (i.e. date of allotment of DIN) to hold office upto the date of this Annual General Meeting under Section 161 of Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as Government Nominee Director on the Board of the Company and shall be liable to retire by rotation."

8. To re-appoint Shri Rahul Mithal (DIN:07610499) as Chairman & Managing Director of the Company consequent to extension of tenure, not liable to retire by rotation and in this regard to consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder read with Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for re-appointment of Shri Rahul Mithal (DIN:07610499) as Chairman & Managing Director of the Company as per terms and conditions of Ministry of Railways letter no. 2020/E(O)II/40/7 dated August 20, 2026 beyond October 06, 2026 (i.e. w.e.f. October 07, 2026) till the date of his superannuation i.e. June 30, 2027, or until further orders, whichever is earlier and shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Act."

By order of the Board of Directors
For **RITES Limited**

Sd/-
(Nikhil Agarwal)
Company Secretary &
Compliance Officer

Membership No: - A42626

Date: September 03, 2026

Place: Gurugram

Registered Office:
"Scope Minar", Laxmi Nagar, Delhi-110092
CIN: L74899DL1974GOI007227

NOTES:

1. Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, (collectively referred to as MCA Circulars) and such other applicable circulars issued by MCA and Securities and Exchange Board of India (SEBI) (the Circulars), the Company is convening its 52nd AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) which does not require physical presence of members at a common venue. The deemed venue for the 52nd AGM shall be the Registered Office of the Company.

2. As per the provisions of Section 105 of the Companies Act, 2013 ("Act"), a member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. Since the AGM is being held through VC/ OAVM and physical attendance of members has been dispensed with, the facility for appointment of proxies by the members will not be available for the AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not enclosed hereto. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of casting vote through remote e-Voting prior to the AGM, participation in the 52nd AGM through VC/OAVM Facility and for electronic voting during the AGM.

3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

4. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business, i.e. Item Nos. 5, 6, 7 and 8, to be transacted at the Annual General Meeting ('AGM') is annexed hereto. As per provisions of the Ministry of Corporate Affairs General Circular No. 20/2020 dated 5th May, 2020 the matters of Special Business as appearing in items nos. 5,6,7 and 8 of the above accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

5. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM. Corporate members are requested to send a scanned duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting through VC/ OAVM. The said Resolution/Authorization should be sent to Company at cs@rites.com and to Scrutinizer for the AGM at asacs2022@gmail.com.

6. Brief resume of Directors seeking appointment/reappointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.

7. The Members may join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

8. Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the Company to make remittance by means of ECS. Those holding shares in dematerialized form may send the ECS Mandate to their Depository Participants (DP). Those who have already furnished the ECS Mandate Form to the Company/ Depository Participant/Registrar & Share Transfer Agent with complete details need not to send it again. Members holding shares in physical form may send the ECS Mandate Forms to the RTA of the Company.

9. Members holding shares in dematerialised form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such details to the RTA of the Company.

   In order to enable the Company to remit dividend electronically through National Automated Clearing House (NACH), National Electronic Funds Transfer (NEFT), etc., Members holding shares in physical form are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine digit MICR code and IFSC code (as appearing on the cheque) along with scanned copy of the cheque/ cancelled cheque at rites@beetalfinancial.com and beetalrta@gmail.com.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.

11. Non-Resident Indian members are requested to inform their Depository Participants, regarding:

    I. Change in their residential status on return to India for permanent settlement.

    II. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.

12. The Board of Directors of the Company has declared the following interim dividend during the Financial year 2025-26:

Particulars	Date of Board Meeting in which Interim Dividend is declared	Amount of Dividend declared per share of ₹ 10 each (in ₹)	Total amount of dividend declared (₹ in Crore)
1st Interim Dividend	August 06, 2025	1.30	62.48
2nd Interim Dividend	November 11, 2025	2.00	96.12
3rd Interim Dividend	February 04, 2026	1.90	91.31
TOTAL		**5.20**	**249.91**

Final dividend of ₹ 132.16 crore i.e. ₹ 2.75 per share of ₹ 10 each on equity shares, as recommended by the Board of Directors in its meeting held on May 19, 2026, for the year ended on 31.03.2026, if approved by the members at the Annual General Meeting, will be paid subject to deduction of tax at source:

(i) To those members holding shares in physical form and whose names appear in the Register of Members of the Company as on Sunday, September 20, 2026.

(ii) To those members whose names appear in the Statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on Sunday, September 20, 2026.

Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with M/s. Beetal Financial & Computer Services Private Limited (RTA) (in case of shares held in physical mode) and with depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by email to rites@beetalfinancial.com and beetalrta@gmail.com till 05:00 PM IST on Sunday, September 20, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate.

13. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General (C&AG) of India and, in terms of provisions contained in Section 142 of the Companies Act 2013, their remuneration shall be fixed by the Company in a General Meeting or in such manner as the Company in a General Meeting may determine. The members of the Company may authorise Board of Directors of the Company to fix the remuneration payable to Statutory Auditors as may be appointed by the C&AG for the FY 2026-27.

14. In line with the MCA Circulars and SEBI Circulars as referred above, Notice of the AGM and Annual Report of the Company for the FY 2025-26 ("Annual Report 2025-26") comprising audited financial statements for the FY 2025-26, Auditor's Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility and Sustainability Report are being sent only through email to those members whose email addresses are registered with the Company or the depositories/ depository participants. Notice of the AGM along with Annual Report for the year ended March 31, 2026, circulated to Members is also available on the website of the Company www.rites.com and on the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www. bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com

In terms of Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their email address with the Company/ Registrar and Share Transfer Agent (RTA)/ Depository Participant(s).

15. All relevant documents and registers referred to in the Notice will be available for inspection by the Members without payment of any fee from the date of circulation of this notice upto the date of the AGM i.e. September 25, 2026. Members seeking to inspect such documents are requested to send an email to cs@rites.com. Inspection shall be provided when it is mutually suitable.

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

17. IEPF related information:

Members are requested to note that dividends remaining unpaid/unclaimed for a period of 7 years from the date of transfer to Unpaid Dividend Account(s) of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF") of the Government of India.

Pursuant to provisions of Companies Act, 2013, during financial year 2025-26, unclaimed final dividend for the financial year 2017-18 and unclaimed 1st and 2nd interim dividend for the financial year 2018-19 have been transferred to Investor Education and Protection Fund (IEPF), established by Central Government. Pursuant to provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company alongwith the list of shareholders whose unclaimed dividend are transferred to IEPF Authority.

Further, Section 124(6) of the Act, provides that all shares in respect of which dividend has remained unpaid/unclaimed for 7 consecutive years shall be transferred by the Company to the

IEPF Authority. The Company has transferred 186 equity shares in FY 2025-26 to the demat account of IEPF Authority of those shareholders who has dividend has remained unpaid/unclaimed for 7 consecutive years. The List of shareholders whose share are transferred to IEPF Authority is also available on the website of the Company.

Shareholder may claim from IEPF Authority both the unclaimed dividend amount and the Equity Shares transferred to IEPF Account by making an online application in Form IEPF-5 and by sending the required documents enumerated in the said Form IEPF-5 to the Company Secretary at Corporate Office of the Company at SHIKHAR, Plot No.1, Sector-29, Gurugram, Haryana-122001 for verification of your claim.

Members are requested to claim dividends that remain unclaimed by making request with RTA of the Company i.e. M/s Beetal Financial & Computer Services Private Limited, BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062, Email: rites@beetalfinancial.com and beetalrta@gmail.com by quoting Unit: RITES Limited or with the Company Secretary at cs@rites.com.

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

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

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

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

20. Pursuant to the SEBI Circular no. HO/38/13/11(2)2026-MIRSDPOD/I/3750/2026 January 30, 2026, shareholders are hereby informed that a special window has been opened from 5th February, 2026 to 4th February, 2027 for re-lodgement of transfer deeds that were originally lodged before April 01, 2019 but were rejected, returned, or not processed due to deficiencies in documents or process. This initiative is intended to safeguard investor interests and provide one final opportunity for shareholders who missed the earlier re-lodgement deadline. All such re-lodged securities shall be transferred only in dematerialized form, and due process will be followed for the transfer-cum-demat requests. Shareholders holding such physical securities are advised to take note and initiate the necessary steps within the stipulated window. The Company is also disseminating information regarding the opening of the special window through newspaper publications, display on the Company's website, and submission to the Stock Exchange(s).

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

    The Company has engaged National Securities Depository Limited ("NSDL") as the agency for providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM and e-voting during the AGM.

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

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

24. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Company has appointed CS Sachin Agarwal (Membership No. F5774 and Certificate of Practice No. 5910) or in his absence CS Shweta Jain (Membership No. F7152 and Certificate of Practice No. 27503) from M/s Agarwal S. & Associates, Company Secretaries, New Delhi as scrutinizers for e-voting.

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

26. Annual listing fee for the year 2026-27 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2026-27 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.

27. Members who like to express their views or ask questions during the AGM may register themselves as Speaker by sending their request in advance at least 7 days prior to AGM from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at cs@rites.com. Request given on other email IDs will not be considered. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for smooth conduct of the AGM.

28. Members are requested to notify immediately any change in their address:

(i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and

(ii) to the Company at its registered office or its Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited in respect of their physical shares, if any, quoting their Folio Number.

29. Information and other Instructions relating to e-voting are given with e-voting communication.

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

a. **Commencement of remote e-voting: From 09:00 A.M. (IST) on Tuesday, September 22, 2026,.**

b. **End of remote e-voting: Up to 05:00 P.M. (IST) on Thursday, September 24, 2026.**

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Sunday, September 20, 2026.

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

   c) How to retrieve your 'initial password'?

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asacs2022@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886

7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to cs@rites.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) to cs@rites.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

ANNEXURE TO THE NOTICE

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

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

ITEM NO. 5

To appoint Shri Prem Singh Meena (DIN: 10855590), as Whole Time Director [Director (Projects)] of the Company, liable to retire by rotation

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

Ministry of Railways vide its order No. 2025/E(O)II/40/6 dated March 19, 2026 has approved the appointment of Shri Prem Singh Meena (DIN: 10855590), Executive Director, RITES Limited as Director (Projects) of RITES Limited with effect from the date of assumption of charge of the post till the date of his superannuation i.e. 30.06.2028 or until further orders, whichever is earlier. Further, on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on March 19, 2026 has approved the appointment of Shri Prem Singh Meena (DIN: 10855590) as an Additional Director designated as Director (Projects) from the date of his assumption of charge to the post i.e. March 19, 2026.

In accordance with the proviso of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

In terms of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and all the applicable provisions of SEBI (LODR) Regulations, the Company has received consent and requisite declaration & undertaking from Shri Prem Singh Meena (DIN: 10855590). As per the declaration/undertaking received, he is not disqualified from being appointed as Director in terms of provision of Section 164 of the Act and also not debarred by SEBI or any other authority from being appointed as a Director.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri Prem Singh Meena (DIN: 10855590) for the office of Director (Projects) of the Company.

In view of the above, the Board of Directors of the Company has recommended the appointment of Shri Prem Singh Meena (DIN: 10855590) as Whole Time Director [Director (Projects)]) of the Company in accordance with Order No. 2025/E(O)II/40/6 dated 19.03.2026 of the Ministry of Railways, Govt. of India and he shall be liable to retire by rotation.

A brief profile of Shri Prem Singh Meena (DIN: 10855590) in terms of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2, is annexed to this Notice. The terms & conditions of the appointment of Shri Prem Singh Meena (DIN: 10855590) are as per Ministry of Railways order dated March 19, 2026.

Except Shri Prem Singh Meena (DIN: 10855590), none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution other than the extent of their holding in the securities of the Company, if any.

The Board of Directors of your Company recommends the passing of the Resolution as set out at Item No. 5 as an **Ordinary Resolution.**

ITEM NO. 6

To appoint Shri Jayant Kumar (DIN: 07179274), as Government Nominee Director of the Company, liable to retire by rotation

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

Ministry of Railways, Govt. of India vide its order no. 2022/PL/57/10 dated October 17, 2025 has informed that Hon'ble President of India has approved the appointment of Shri Jayant Kumar (DIN: 07179274), EDME (MDP), Railway Board as part time Government Nominee Director on the Board of the Company till he holds the post of EDME (MDP), Railway Board or until further orders, whichever is earlier. Further, on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has approved the appointment of Shri Jayant Kumar (DIN: 07179274) as an Additional Director (Govt. Nominee Director) on the Board of Company w.e.f. October 17, 2025 in accordance with aforesaid order of Ministry of Railways, Govt. of India.

In accordance with the proviso of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

In terms of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and all the applicable provisions of SEBI (LODR) Regulations, the Company has received consent and requisite declaration & undertaking from Shri Jayant Kumar. As per the declaration/undertaking received, he is not disqualified from being appointed as Director in terms of provision of Section 164 of the Act and also not debarred by SEBI or any other authority from being appointed as a Director.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri Jayant Kumar (DIN: 07179274) for the office of Govt. Nominee Director of the Company.

In view of the above, the Board of Directors of the Company has recommended the appointment of Shri Jayant Kumar (DIN: 07179274) as Govt. Nominee Director of the Company in accordance with the order no. 2022/PL/57/10 dated October 17, 2025 of the Ministry of Railways, Govt. of India and he shall be liable to retire by rotation.

A brief profile of Shri Jayant Kumar (DIN: 07179274) in terms of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2, is annexed to this Notice. The terms & conditions of the appointment of Shri Jayant Kumar are as per Ministry of Railways order dated October 17, 2025.

Except Shri Jayant Kumar (DIN: 07179274), none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution other than the extent of their holding in the securities of the Company, if any.

The Board of Directors of your Company recommends the passing of the Resolution as set out at Item No. 6 as an **Ordinary Resolution.**

ITEM NO. 7

To appoint Shri Atul Singh (DIN: 11747888), as Government Nominee Director of the Company, liable to retire by rotation

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

Ministry of Railways, Govt. of India vide its order no. 2022/PL/57/10 dated May 27, 2026 has informed that Hon'ble President of India has approved the appointment of Shri Atul Singh (DIN: 11747888), PED /ME(PU)/W&I, Railway Board as part time Government Nominee Director on the Board of the Company till he holds the post of PED /ME(PU)/W&I, Railway Board or until further orders, whichever is earlier. Further, on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has approved the appointment of Shri Atul Singh (DIN: 11747888) as an Additional Director (Govt. Nominee Director) on the Board of Company w.e.f. May 29, 2026 (i.e. date of allotment of DIN) in accordance with aforesaid order of Ministry of Railways, Govt. of India.

In accordance with the proviso of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

In terms of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and all the applicable provisions of SEBI (LODR) Regulations, the Company has received consent and requisite declaration & undertaking from Shri Atul Singh. As per the declaration/undertaking received, he is not disqualified from being appointed as Director in terms of provision of Section 164 of the Act and also not debarred by SEBI or any other authority from being appointed as a Director.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri Atul Singh (DIN: 11747888) for the office of Govt. Nominee Director of the Company.

In view of the above, the Board of Directors of the Company has recommended the appointment of Shri Atul Singh (DIN: 11747888) as Govt. Nominee Director of the Company in accordance with the order no. 2022/PL/57/10 dated May 27, 2026 of the Ministry of Railways, Govt. of India and he shall be liable to retire by rotation.

A brief profile of Shri Atul Singh (DIN: 11747888) in terms of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2, is annexed to this Notice. The terms & conditions of the appointment of Shri Atul Singh (DIN: 11747888) are as per Ministry of Railways order dated May 27, 2026.

Except Shri Atul Singh (DIN: 11747888), none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution other than the extent of their holding in the securities of the Company, if any.

The Board of Directors of your Company recommends the passing of the Resolution as set out at Item No. 7 as an **Ordinary Resolution.**

ITEM NO. 8

To re-appoint Shri Rahul Mithal (DIN:07610499) as Chairman & Managing Director of the Company consequent to extension of tenure, not liable to retire by rotation

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

Shri Rahul Mithal (DIN:07610499) was appointed as Chairman & Managing Director (CMD) of the Company by the Hon'ble President of India vide Ministry of Railways Office Order No. 2020/E(O)11/40/7 dated October 06, 2021 for a period of five years w.e.f. date of his assumption of charge or until further orders, whichever is earlier. Shri Rahul Mithal assumed the charge of Chairman & Managing Director (CMD) of the Company on 7th October, 2021. Subsequently, the appointment of Shri Rahul Mithal as Chairman & Managing Director (CMD) of the Company was approved by the shareholders of the Company by passing Ordinary Resolution through Postal Ballot.

In accordance with the proviso of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

Ministry of Railways, Government of India vide its letter No. 2020/E(O)II/40/7 dated August 20, 2026 has informed that the Competent Authority has approved the extension of tenure of appointment of Shri Rahul Mithal (DIN 07610499), Chairman & Managing Director, RITES Limited, beyond October 06, 2026 till the date of his superannuation i.e. June 30, 2027, or until further orders, whichever is earlier.

As per the declaration/undertaking received, he is not disqualified from being appointed/continuing as Director in terms of provision of Section 164 of the Companies Act, 2013 and also not debarred by SEBI or any other authority from being appointed/continuing as a Director. As per the Articles of Association of the Company, the Chairman & Managing Director of the Company is a non-retiring Director and, accordingly, is not liable to retire by rotation.

In view of the above, the Board of Directors of the Company, has recommended the reappointment of Shri Rahul Mithal (DIN: 07610499) as Chairman & Managing Director of the Company consequent to extension of tenure, not liable to retire by rotation in accordance with the letter no. 2020/E(O)II/40/7 dated August 20, 2026 of the Ministry of Railways, Govt. of India. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri Rahul Mithal (DIN:07610499) for the office of Chairman & Managing Director of the Company.

A brief profile of Shri Rahul Mithal (DIN:07610499), Chairman & Managing Director of the Company in terms of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2, is annexed to this Notice. The terms & conditions of the reappointment consequent to extension of term of Shri Rahul Mithal are as per Ministry of Railways order dated October 06, 2021 and August 20, 2026.

Except Shri Rahul Mithal, none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution other than the extent of their holding in the securities of the Company, if any.

The Board of Directors of your Company recommends the passing of the Resolution as set out at Item No. 8 as an **Ordinary Resolution**.

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT AT 52ND AGM UNDER ITEM NO. 3, 5, 6, 7 AND 8:

1. Directors seeking re-appointment at the 52nd Annual General Meeting:

A) Dr. Deepak Tripathi, Director (Technical):

Name of Director	Dr. Deepak Tripathi
DIN	10090267
Date of Birth	15.07.1968
Age	58 Years
Date of first appointment made in the Board	27.03.2023
Qualification	Graduate in Mechanical Engineering, holding a Doctorate and Post-Graduation in Operations Management from IIM, Mumbai.
Brief Resume	An ex-IRSME officer from the 1990 batch, Dr. Tripathi is a graduate in Mechanical Engineering, holding a Doctorate and Post-Graduation in Operations Management from IIM, Mumbai. During his career span of 35+ years in Indian Railways & Konkan Railway, he has covered a wide business spectrum in Traction & Rolling Stock, Railway Operations & Maintenance, Quality Assurance, Rolling Stock Infrastructure, O&M and Technology Projects, Marketing & Business Development, and International Business. His contributions in the field of technology include development of patented 'SMART Yard Technology', Technology/ Transfer projects, including Industry 4.0 and AI projects. He has been honoured with 'National Award for Outstanding Services', 'Best Innovative Idea of the Year Award', 'Outstanding Author Award' from EMERALD Publications, UK, and 'Lal Bahadur Shastri Award' for his book 'Smart Lean Management'.
Nature of his expertise in specific functional areas	He has vast experience almost of 35 years in Indian Railways (IR) & Konkan Railway (KRCL), he has covered wide business spectrum in Traction & Rolling Stock, Railway Operations & Maintenance, Quality Assurance, Rolling Stock Infrastructure, O&M and Technology Projects, Marketing & Business Development and International Business.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Other Directorship	NIL
Chairmanship/ Membership of Committees in companies in which position of Director is held.	**RITES Limited** a) Audit Committee- Member b) Corporate Social Responsibility Committee- Chairman c) Risk Management Committee- Member d) Project Investment Committee- Member
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not Related
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	7
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order no. 2021/E(O)II/40/30 dated 21.03.2023 of Ministry of Railways, Govt. of India.

B) Shri Rahul Mithal, Chairman & Managing Director:

Name of Director	Shri Rahul Mithal
DIN	07610499
Date of Birth	02.06.1967
Age	59 Years
Date of first appointment made in the Board	07.10.2021
Qualification	Bachelor of Engineering (Mechanical) from Indian Railways Institute of Mechanical & Electrical Engineering, Jamalpur. MBA (Finance) from Jamnalal Bajaj Institute of Management Studies, Mumbai. Fellow of the Institution of Mechanical Engineers (UK) and a Chartered Engineer, registered with the Engineering Council (UK).
Brief Resume	Shri Rahul Mithal has been serving as Chairman & Managing Director and Chief Executive Officer of the Company w.e.f. 07.10.2021. Before joining RITES, he was a Functional Director on the Board of Container Corporation of India Limited for 4 years, in-charge of the Projects & Services wing. In his tenure of more than 10 years in CONCOR, he played a key role in the design and execution of mega projects, ensuring the timely construction of more than 20 Logistics Parks/Warehouses. Prior to this, he has had a stint of more than 20 years in various key positions in Indian Railways. With a flair for technological innovations, he has led many digitization initiatives in his stint in CONCOR and the Railways.
Nature of his expertise in specific functional areas	During his career spanning more than 35 years, he has extensive and multifaceted experience across the spectrum of strategy, leadership and business re-engineering. Besides, he has a wide exposure of various aspects of Projects Financing, Design and Maintenance of Rolling Stock and Handling Equipment and has held various key assignments in CONCOR and Indian Railways.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Other Directorship	He is also a Director and Chairman on the Board of REMC Limited (Subsidiary of RITES Limited).
Chairmanship/ Membership of Committees in companies in which position of Director is held.	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not Related
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	Out of 7 Board Meetings held, he has attended all meetings.
Terms and conditions of appointment or reappointment including remuneration	Re-appointment pursuant to extension of tenure as per the order of the Hon'ble President of India vide Ministry of Railways order No. 2020/E(O)II/40/7 dated 20th August, 2026. Terms and conditions of re-appointment are as per Ministry of Railways order No. 2020/E(O)11/40/7 dated 06th October, 2021.

2. Directors being appointed at the 52nd Annual General Meeting:

A) Shri Prem Singh Meena, Director (Projects):

Name of Director	Shri Prem Singh Meena
DIN	10855590
Date of Birth	08.06.1968
Age	58 Years
Date of first appointment made in the Board	19.03.2026
Qualification	Graduation degree in Electrical Engineering from MNIT, Jaipur
Brief Resume	Shri Prem Singh Meena is an IRSEE (Indian Railway Service of Electrical Engineers) officer of 1990 batch and has more than 34 years of experience in Traction Distribution, Traction Rolling Stocks, General Electrical Services under Ministry of Railways and Rail Infra & Metro works under RITES. He holds graduation degree in Electrical Engineering from MNIT, Jaipur. Shri Prem Singh Meena, worked as Executive Director (Rail Infra, Metro and Project Co-ordination) in RITES Ltd. He has handled various important assignments like Railway Electrification projects, new Railway siding works, Signalling works, PMCs of Metro Rail projects and Business Development for RITES Ltd. He attended Advanced Management Program at INSEAD, Singapore and ICLIF, Malaysia. He also attended Heavy Haul training at Southwest Jiaotong University, Beijing (China).
Nature of his expertise in specific functional areas	He has vast experience in the field of Projects Execution, Railway and Metro.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Other Directorship	He is also the Nominee Director on the Board of REMC Limited (Subsidiary of RITES Limited).
Chairmanship/ Membership of Committees in companies in which position of Director is held.	**RITES Limited** a) Corporate Social Responsibility Committee- Member b) Risk Management Committee- Chairman c) Project Investment Committee- Chairman **REMC Limited** a) Audit Committee- Member b) Corporate Social Responsibility Committee- Chairman c) Nomination and Remuneration Committee- Member
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not Related
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	Not applicable
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order no. 2025/E(O)II/40/6 dated 19.03.2026 of Ministry of Railways, Govt. of India.

B) **Shri Jayant Kumar, Govt. Nominee Director:**

Name of Director	Shri Jayant Kumar
DIN	07179274
Date of Birth	22.08.1974
Age	51 Years
Date of first appointment made in the Board	17.10.2025
Qualification	Bachelors in Mechanical Engineering
Brief Resume	Shri Jayant Kumar is presently serving as EDME (MDP), Railway Board. Shri Jayant Kumar has joined Board of RITES Ltd. on 17th October, 2025. He is holding a Bachelor's in Mechanical Engineering and belongs to Indian Railways Service of Mechanical Engineers (IRSME) of 1994 batch and has more than 25 years of rich & varied experience working with the Indian Railways and Govt. of India.
Nature of his expertise in specific functional areas	He has more than 25 years of rich & varied experience working with the Indian Railways and Govt. of India.
Other Directorship	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held.	**RITES Ltd.** 1. Nomination and Remuneration Committee- Member 2. Stakeholders Relationship Committee- Chairman
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not Related
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	Out of 4 Board Meetings held in his tenure, he has attended 3 meetings.
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order no. 2022/PL/57/10 dated 17.10.2025 of Ministry of Railways, Govt. of India.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL

C) **Shri Atul Singh, Govt. Nominee Director**

Name of Director	Shri Atul Singh
DIN	11747888
Date of Birth	30.03.1969
Age	57 Years
Date of first appointment made in the Board	29.05.2026
Qualification	Bachelors in Mechanical Engineering
Brief Resume	Shri Atul Singh is presently serving as Executive Director (Production Units/ Workshops & Innovation), Railway Board. Shri Atul Singh has joined Board of RITES Ltd. on 29th May, 2026. He is holding a Bachelor's in Mechanical Engineering and belongs to Indian Railways Service of Mechanical Engineers (IRSME) of 1991 batch and has more than 30 years of experience working with the Indian Railways. He has also worked on central deputation in the Ministry of Commerce during 2012-2017.

Nature of his expertise in specific functional areas	He has more than 25 years of rich & varied experience working with the Indian Railways and Govt. of India.
Other Directorship	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held.	**RITES Ltd.** 1. Audit Committee- Member 2. Nomination and Remuneration Committee- Member
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not Related
No. of equity shares held in the Company	NIL
No. of board meetings attended during the year	Not applicable
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order no. 2022/PL/57/10 dated 27.05.2026 of Ministry of Railways, Govt. of India.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL

RITES LIMITED
A Navratna Company

CONSOLIDATION
To
ACCELERATION

We Shape What Shapes Lives

Integrated Annual Report **2025-26**

CONSOLIDATION TO ACCELERATION

The foundation is set. Now, it's time to accelerate

FY2025-26 marks a defining shift for RITES — from strengthening what we have built to scaling what comes next. With our highest-ever order book, expanding global footprint, tech-led delivery, and stronger talent and governance, we are ready to unlock the next wave of growth.

We believe acceleration is not about speed. It is about thinking bigger, moving smarter and converting capability into impact. With ambition as our driver and execution as our edge, RITES is ready to shape the next S-curve by redefining the pace, scale and possibilities of growth — and the very way *'We Shape What Shapes Lives'.*

With the right enablers in place, acceleration is now our direction.

RITES is not simply growing with the curve.

We are redefining it.

About The Report

This Integrated Annual Report provides a comprehensive account of RITES Limited's performance and value creation journey for the financial year ended March 31, 2026. It offers an integrated perspective on how the Company harnessed its financial, manufactured, intellectual, human, social and relationship, and natural capitals to drive business performance, strengthen stakeholder value and build a long-term growth.

The report presents a transparent and balanced overview of RITES Limited's operating environment, strategic priorities, business performance, governance practices, risk management framework and sustainability initiatives. It highlights the opportunities and challenges that shaped the Company's performance during the year, while outlining the strategic actions undertaken to navigate a dynamic business landscape.

Through this report, RITES Limited seeks to provide shareholders, clients, employees, business partners, lenders, regulators and other stakeholders with meaningful insights into its performance, priorities and approach to responsible value creation. It reflects the Company's commitment to growth, while reinforcing its focus on creating enduring value for all stakeholders.

REPORTING FRAMEWORK

This report has been prepared in accordance with the International Integrated Reporting Framework issued by the IFRS Foundation. It explains the interrelationship between strategy, governance, performance, risks, opportunities and the six capitals that underpin the Company's business model.

The financial and statutory information presented in this report has been prepared in accordance with:

- The Companies Act, 2013
- Indian Accounting Standards (Ind AS)
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
- Secretarial Standards issued by The Institute of Company Secretaries of India
- Other applicable statutory and Government requirements

Unless otherwise stated, the reporting boundary covers the standalone operations of RITES Limited. Environmental, Social and Governance (ESG) disclosures have been prepared in accordance with SEBI's Business Responsibility and Sustainability Report (BRSR) framework, including applicable BRSR Core disclosures.

AUDITORS' REPORTS

The comments of the Comptroller and Auditor General of India under Section 143(6)(b) of the Companies Act, 2013, are NIL and enclosed with the Financial Statements.

The Statutory Auditor's Report for FY26 issued by S R Goyal & Co, Chartered Accountants (Firm Registration No. 001537C), does not contain any qualification, reservation or adverse remark. The report forms part of the Financial Statements included in this Integrated Annual Report.

The Secretarial Auditor's Report for FY26 issued by Agarwal S. & Associates, Company Secretaries (ICSI Unique Code: P2003DE049100), is included as Annexure-III to the Board's Report.

ASSURANCE

The Company's Business Responsibility and Sustainability Report (BRSR) Core disclosures have been independently assured by Sustainability Actions Private Limited.

RESTATEMENT OF FINANCIAL INFORMATION

There has been no restatement of the financial information presented in this report.

MANAGEMENT REVIEW

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

FEEDBACK

We welcome feedback from our shareholders and other stakeholders. Comments and suggestions on this report may be shared at:

investors@rites.com

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Scan the QR code to access the Integrated Annual Report 2025–26.

Corporate Information

REGISTERED OFFICE

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

CORPORATE OFFICE

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

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Nikhil Agarwal

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services Private Limited,
Beetal House, 3rd Floor, 99, Madangir, Behind LSC,
New Delhi- 110062
Phone No.: +91 11-29961281
E-mail: rites@beetalfinancial.com and beetalrta@gmail.com

SHARES LISTED AT

BSE Limited
National Stock Exchange of India Limited

DEPOSITORIES

Central Depository Services (India) Limited (CDSL)
National Securities Depository Limited (NSDL)

SCRIP CODE

NSE: RITES
BSE: 541556

ISIN NO.

INE320J01015

STATUTORY AUDITOR

S R GOYAL & Co.
Chartered Accountants
Falt no.906
9th Floor, New Delhi House
27, Barakhamba Road
New Delhi – 110001
Phone No.: +91 98291 69260, +91 97995 58175
E-mail: info@srgoyal.com and ajay@srgoyal.com

SECRETARIAL AUDITOR

M/s. Agarwal S. & Associates
Company Secretaries
D- 427, 2nd Floor, Palam Extn.,
Ramphal Chowk, Sector 7, Dwarka,
New Delhi-110075
Phone No.: 011-45052182
Email: asacs2022@gmail.com and sachincs2022@gmail.com

INTERNAL AUDITOR

M/s. AMAA & Associates
UG-2 17A/ 56, Triveni Plaza,
W E A Karol Bagh, New Delhi-110005
Phone No.: +91 92123-27628
E-mail: mukesh@amaa.in

BANKERS

Axis Bank
Bank of Baroda
EXIM Bank
HDFC Bank
ICICI Bank
IDBI Bank
Indian Bank
IndusInd Bank
Kotak Mahindra Bank
Standard Chartered Bank
State Bank of India

UNDERSTANDING THE ORGANISATION

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About RITES

We are a Navratna Enterprise under the Ministry of Railways, Government of India. Established in 1974, we have evolved as a multidisciplinary engineering and infrastructure consultancy serving clients in India and overseas.

OUR VISION

Future Ready

Not just more of the same, but much more of the new.

OUR MISSION

To be the Go-To

Infrastructure Consultancy Company

OUR VALUES

Leadership | Efforts | Harmony | Enjoy | Results

GREEN STATEMENT

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

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

01 **Integrating Infra & Green Solutions**

02 **3Rs-Reduce, Reuse & Recycle**

03 **Carbon Neutrality**

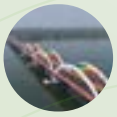
We will leverage our GREEN insight into action, expanding our capabilities in the pursuit of global environmental sustainability.

Sectors of Operations

- Green Mobility
- Sustainability Consulting
- Renewable Energy
- Urban Infrastructure
- Land Ports
- Logistic Parks
- Institutional Buildings
- Airports
- Bridges & Tunnels
- Highways
- Ports & Harbours
- Metros
- Railways

OUR OFFERINGS

- Techno-economic Feasibility
- Detailed Project Report (DPR)
- Project Management Consultancy (PMC)
- Engineering Design
- Third party Inspections
- Structural Health Monitoring
- Transaction Advisory
- Operation & Maintenance - Railway Systems
- Leasing of Locomotives
- Sustainability Consultancy
- Exports of Rolling stock
- Quality Assurance



5+ decades of engineering excellence

Multidisciplinary Consultancy across infrastructure

End-to-end project lifecycle infrastructure expertise

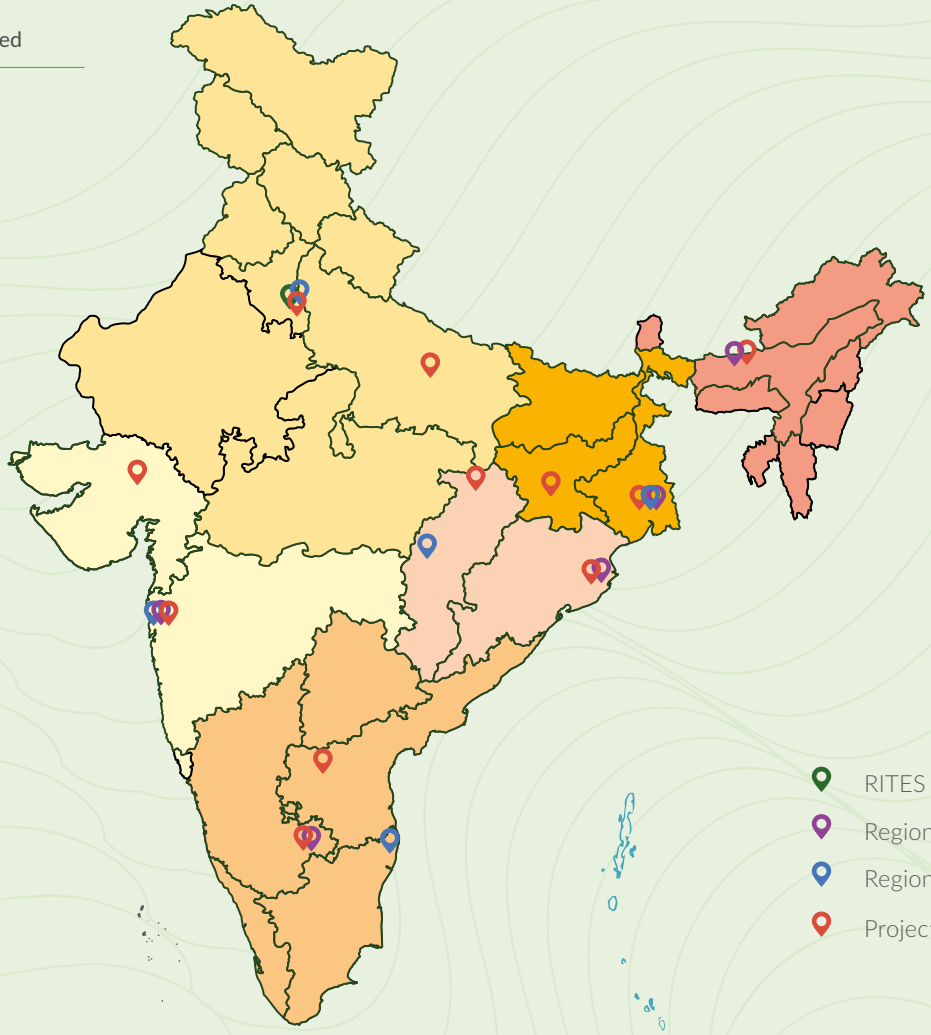
Exports & Mobility Solutions

Established global presence

Geographic Presence

We execute projects across India and international markets through consultancy, project management, exports and technical advisory. Our overseas presence broadens our addressable market, diversifies revenue opportunities and extends Indian engineering capability to global infrastructure programmes.

55+
Countries Served



- RITES Head Office
- Regional Project Offices
- Regional Inspection Offices
- Project Units

*Maps are not to scale, used for representation purpose only.

GEOGRAPHICAL FOOTPRINT

Domestic

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

International

- Projects completed
- Projects ongoing
- Regional Business Offices*

Key Highlights

Financial Highlights

₹1,310 cr
Highest-ever Consultancy Revenue

₹172 cr
Highest-ever Leasing Revenue

₹163 cr
Highest-ever REMC Revenue

Environment

10%
Reduction in Energy Intensity

8%
Reduction in Emissions Intensity

451 GJ
Electricity consumed from renewables

Social

880
New hires to team

15,150
Learning Mandays

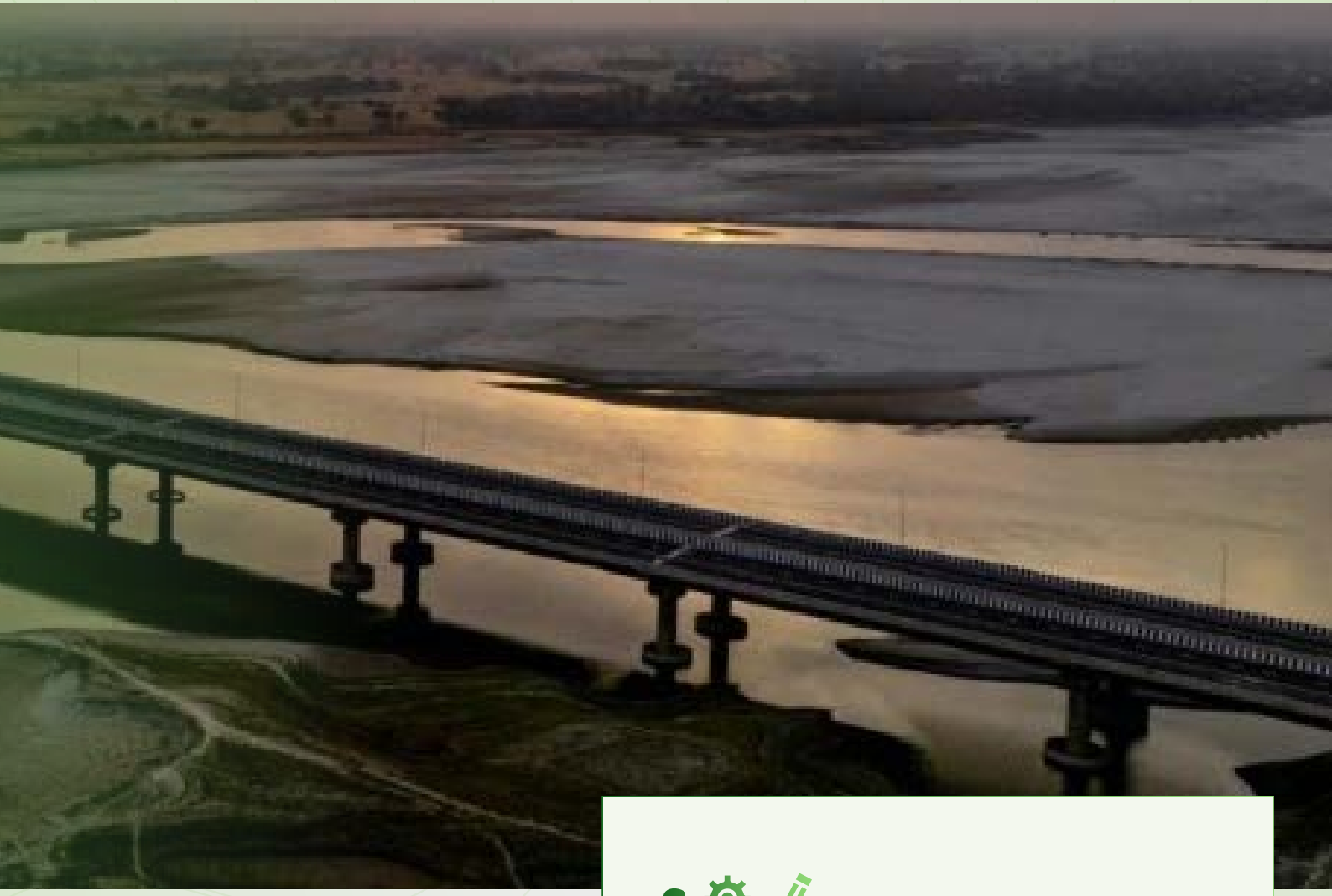
35k+
CSR Beneficiaries

Governance

28
Number of meetings

95%
Board Attendance

Nil
CAG Comments



Progress

700+

Projects Under Execution

One Order a Day

Average Order Inflow in FY26

One Export Order a Quarter

A steady export order cadence

Projects

- Consultancy for Ahmedabad Metro Phase-II
- Retrofitment of RS-1 trainsets of Delhi Metro
- Comprehensive health check-up of Rabindra Setu
- Export of 10 cape gauge locos to Mozambique

People

- #aiReady Initiative: 2100+ employees upskilled
- Lakshay Series: Focus on Leadership, Learning & Legacy
- Dedicated for Assessment Development Centre to tap into next line of command
- Prarambh, our holistic internship programme

Decade at a Glance Standalone

(₹ in crore)

Particulars	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26
Profit & Loss										
Revenue from operations*	1,313	1,450	1,991	2,410	1,809	2,569	2,519	2,311	2,074	2,276
Total Income (including other income)	1501	1578	2148	2602	1913	2655	2638	2438	2222	2426
Foreign Exchange Earnings	422	308	278	633	172	1039	402	176	55	370
Total Expenditure*	1013	1093	1471	1779	1351	1980	1929	1841	1723	1903
Depreciation & Amortisation	32	30	32	41	45	58	59	51	53	57
EBITDA^	335	392	555	675	506	652	655	526	410	434
Profit Before Tax	488	485	677	823	562	675	709	597	499	523
Profit After Tax	331	332	445	596	424	497	531	454	380	401
Earning Per Share (EPS) ₹ **	6.62	6.64	8.89	11.93	8.61	10.34	11.04	9.45	7.91	8.34
Dividend Per share (for the year) ₹ **	2.66	2.20	5.10	8.00	6.34	8.50	10.25	9.00	7.55	7.95
Assets & Liabilities										
Government Investment***	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10
Share Capital	200	200	200	250	240	240	240	240	481	481
General Reserve & Retained Earning	1834	1999	2184	2327	2072	2149	2253	2257	2053	2084
Net Worth	2035	2199	2384	2577	2322	2399	2503	2507	2533	2564
Book Value Per Share ₹	41	44	48	52	47	50	52	52	53	53
Capital Employed	2035	2199	2384	2577	2322	2399	2503	2507	2533	2564
Property, Plant & Equipment and Intangible Assets	261	263	339	389	391	373	371	353	423	422
Inventories	50	9	105	11	286	119	31	5	78	35
Ratios										
EBTIDA Margin^^	26%	27%	28%	28%	28%	25%	26%	23%	20%	19%
PAT Margin	22%	21%	21%	23%	22%	19%	20%	19%	17%	17%
Return on Equity (RoE) ^^^	16%	15%	19%	23%	18%	21%	21%	18%	15%	16%
Return on Capital Employed (RoCE)^^^^	24%	22%	29%	32%	24%	28%	29%	24%	20%	21%
Current Ratio	2.79	2.84	3.73	4.82	2.90	3.85	3.93	4.14	2.81	3.03
Employee Productivity										
Number of Employees****	3200	3267	3233	3199	2976	2856	2671	2611	2733	2919
Revenue Per Employee	0.47	0.49	0.66	0.81	0.62	0.91	0.95	0.92	0.83	0.86

*Income and Expenditure have been adjusted on account of reclassification of reversal of provision from other operating income to expenses for FY2016-17 to FY2023-24.

**Earning per share & Dividend per share have been computed on the basis of post bonus equity shares issued during financial year 2016-17, 2019-20 & 2024-25

*** Does not include bonus shares issued from time to time.

****Average Employees during the year.

^ Earning before Interest Tax Depreciation & Amortisation excluding other Income

^^ Operating Margins: Total Expenditure to Revenue from operation

^^^ Return on Equity: Profit After Tax to Net Worth

^^^^ Return on Capital Employed: Profit Before Interest and Tax to Capital Employed

1 Crore = 10 Million 1 US$ = ₹ 93.15 (31.03.2026)

Decade at a Glance Consolidated

(₹ in crore)

Particulars	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26
Profit & Loss										
Revenue From Operations*	1,365	1,514	2,069	2,484	1,871	2,655	2,627	2,452	2,196	2,415
Total Income (Including Other Income)	1,555	1,642	2,224	2,670	1,971	2,739	2,729	2,538	2,302	2,525
Total Expenditure*	1,039	1,121	1,502	1,804	1,380	2,004	1,956	1,873	1,749	1,931
Depreciation & Amortisation Expenses	38	36	38	47	52	66	67	61	62	66
Finance Cost	14	11	8	7	6	7	7	5	6	4
EBITDA^	367	438	621	741	551	725	746	650	527	568
Profit Before Tax	505	519	730	874	592	736	774	670	565	608
Profit After Tax	337	357	490	633	444	539	571	495	424	454
Profit After Tax attributable to equity shareholders of the company	328	342	470	616	432	516	542	455	385	410
Assets & Liabilities										
Net Worth attributable to equity shareholders of the company	2,038	2,214	2,422	2,633	2,392	2,489	2,604	2,609	2,640	2,681
Capital Employed	2,165	2,326	2,541	2,755	2,513	2,619	2,719	2,721	2,750	2,794
Ratios										
EBTIDA Margin^^	27%	29%	30%	30%	29%	27%	28%	27%	24%	24%
PAT Margin ^^^	22%	22%	22%	24%	23%	20%	21%	20%	18%	18%
Return on Equity (RoE) ^^^^	16%	16%	19%	23%	18%	21%	21%	18%	15%	15%
Return on Capital Employed (RoCE)^^^^^	24%	23%	29%	32%	24%	28%	29%	25%	21%	22%
Current Ratio	3.64	4.07	3.75	4.79	2.91	3.95	4.10	4.28	2.92	3.16
Segmental Revenue										
Consultancy	833	1,022	1,165	1,129	1,019	1,078	1,278	1,289	1,224	1,310
Export	391	241	215	550	104	966	307	103	11	316
Leasing	93	92	104	121	108	131	138	138	150	172
Turnkey	31	147	567	673	624	459	885	903	797	602
Power Generation	17	17	19	11	16	21	20	19	15	15

*Income and Expenditure have been adjusted on account of reclassification of reversal of provision from other operating income to expenses for FY2016-17 to FY2023-24.

^ EBITDA: Earning before Tax+ Finance Cost+ Depreciation & Amortisation - Other Income

^^ EBITDA Margin: EBITDA to revenue from operations

^^^ PAT Margin: Profit after tax to Total Income

^^^^ ROE: Profit after Tax (PAT) attributable to owners of the company to Net Worth attributable to equity shareholders of the company

^^^^^ ROCE: Profit before Finance cost and Tax to Capital Employed including Non-Controlling Interest (NCI)

1 Crore = 10 Million

LEADERSHIP OVERVIEW

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Board of Directors

Rahul Mithal

Chairman & Managing Director and CEO

Mr. Mithal is an officer of the Indian Railway Service of Mechanical Engineers (IRSME), SCRA 1985 Batch, with over three and half decade of experience in railway operations, projects, services, management and administration. He holds an MBA in Finance from Jamnalal Bajaj Institute of Management Studies, Mumbai, and is a Fellow of the Institution of Mechanical Engineers (UK) and a Chartered Engineer registered with the Engineering Council (UK). He served as Functional Director on the Board of CONCOR from September 2017 to October 2021, heading its Projects & Services wing. His experience spans railways, infrastructure projects, corporate management and business leadership. He also serves as Chairman of REMC Ltd., a subsidiary of RITES

Dr. Deepak Tripathi

Director Technical

Dr. Tripathi is an officer of IRSME (1990 Batch) and has over three & half decade of experience with three decades of at Indian Railways and Konkan Railway in operations and maintenance, rolling stock, quality assurance, infrastructure, technology, exports and international business. He holds a Doctorate and Postgraduate qualification in Operations Management from IIM Mumbai and has undertaken leadership programmes at NUS, INSEAD and IIM Kozhikode. He has worked extensively in Lean Management, Industry 4.0 and Artificial Intelligence, including through technology projects, books, publications and international conferences. His awards include the National Award for Outstanding Services, Best Innovative Idea Award, Lal Bahadur Shastri Award, Outstanding Author Award, Director General Medals and Presidential Awards.

Krishna Gopal Agarwal

Director Finance and CFO

Mr. Agarwal has over three decades of experience in financial management, reporting, treasury and strategic decision-making. He joined the RITES Board as Director (Finance) in August 2023, after serving as General Manager (Finance) since June 2021. Prior to RITES, he spent over 26 years with SAIL, including several positions in the Finance function at Bhilai Steel Plant, and began his career with Nerolac Paints. He is a Fellow Member of both ICMAI and ICSI. His experience combines finance, corporate governance and strategic business management. He also serves on the Boards of REMC Ltd., GPCL Consulting Services Ltd. and Indian Railway Stations Development Corporation Ltd.

Prem Singh Meena

Director Projects

Mr. Meena, an IRSEE officer of the 1990 Batch, has over three and half decades of experience in railway electrification, traction systems, rolling stock, electrical services, rail infrastructure and metro projects. He holds a bachelor's degree in Electrical Engineering from MNIT, Jaipur and has undertaken management programmes at INSEAD, Singapore and ICLIF, Malaysia, along with specialised Heavy Haul training at Southwest Jiaotong University, Beijing. At RITES, he served as Executive Director (Rail Infra, Metro & Project Coordination), leading assignments in railway electrification, railway sidings, signalling, metro rail PMCs and business development. His experience covers technical delivery, project management, rail infrastructure and metro systems. He also serves as Nominee Director on the Board of REMC Ltd.

Atul Singh
Govt Nominee Director

Mr. Singh is a senior railway professional currently serving as Principal Executive Director (Production Units/Workshops & Innovation) in the Railway Board. An officer of the Indian Railway Service of Mechanical Engineers (IRSME), 1991 batch, he holds a Bachelor's degree in Mechanical Engineering and brings over three decades of extensive experience with the Indian Railways. During his distinguished career, he has handled diverse responsibilities across the railway sector and also served on central deputation with the Ministry of Commerce from 2012 to 2017.

Jayant Kumar
Govt Nominee Director

Mr. Kumar is a senior railway professional currently serving as Executive Director (Mechanical Engineering – MDP) in the Railway Board. An officer of the Indian Railway Service of Mechanical Engineers (IRSME), 1994 batch, he holds a Bachelor's degree in Mechanical Engineering and brings over 25 years of experience across the Indian Railways and the Government of India.

Rajbir Sharma
Independent Director

Mr. Sharma is a legal professional with over 22 years of experience, with expertise spanning law, finance, management and administration. A postgraduate in Law, he brings extensive experience in legal practice and advisory matters across forums. He currently practices as an Advocate before several prominent courts and tribunals, including the High Court of Punjab & Haryana at Chandigarh, Central Administrative Tribunal (Chandigarh Bench), Consumer Courts, Labour Courts and the Railway Claims Tribunal.

Arun Kumar Singh
Director (Projects)
(Up to 05.05.2025)

Shailendra Singh
Govt. Nominee Director
(Up to 31.01.2026)

Sandeep Jain
Govt. Nominee Director
(up to 21.08.2025)

Vinod Kumar
Govt. Nominee Director
(25.02.2026 to 03.05.2026)

Likha Togu
Independent Director
(15.04.2025 to 14.04.2026)

Dr. Dineshananda Goswami
Independent Director
(07.07.2025 up to 06.07.2026)

Purnima Kerketta
Independent Director
(13.07.2025 to 23.02.2026)

Leadership Team

Beyond the Board, RITES is led by a senior management team with an average of over three decades of Railways and infrastructure experience, organised functionally across consultancy verticals (rail, highways, metros, ports & airports, exports), corporate functions (finance, HR, business development) and specialised units such as Civil Engineering Design & Survey (CEDS). Succession is managed through structured talent assessment, leadership-development programmes, cross-functional job rotation, and the forthcoming Abhikalp Centre of Excellence.

Vinod Kumar Sharma, ITS
Chief Vigilance Oficer

Vertical Heads

Sandeep Jain
Technical Services

Ghalib Ahmed Jillani
Quality Assurance

Rajeev Kumar Chaudhary
Expotech

Mahesh Sreenivasan
Management Services & Chief Risk Officer

Lalit Kumar
Urban Infrastructure

S Mohanty
Chief People Officer

Pankaj Chaudhary
Buildings

Shobhana Palli
Rail Infra & Metro

S B Samanta
Finance

Anoop Sharma
Ports & Airports

Abhas Kumar
Deputy Chief Vigilance Officer

Prabhat Kumar
Highways

Rakesh Kumar Gupta
Chief Strategy Officer & COO-EXPOCON

Nikhil Agarwal
Company Secretary & Compliance Officer

Regional Heads

Col.Mahesh Narayan
South Region Project Office, Bengaluru

N D Patankar
West Region Project Office, Mumbai

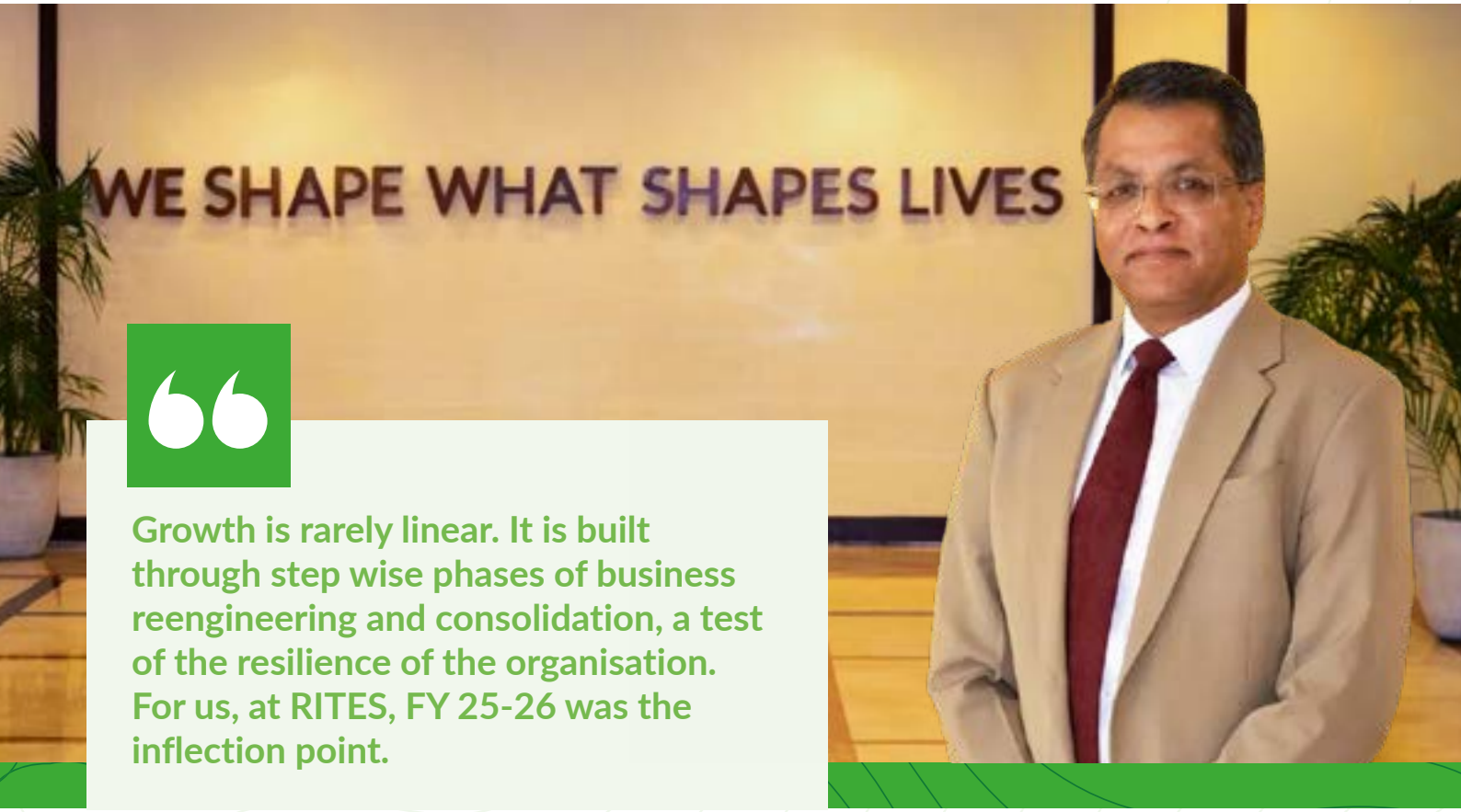
Sai Singh Khongrymmai
North-East Region Project Office, Guwahati

Vinod Kumar Paswan
East Region Project Office, Kolkata

Subhra Jyoti Mandal
East Coast Region Project Office, Bhubaneswar

Navneet Kumar
North Region Project Office, Gurugram

Chairman & MD's Message



Growth is rarely linear. It is built through step wise phases of business reengineering and consolidation, a test of the resilience of the organisation. For us, at RITES, FY 25-26 was the inflection point.

Dear Shareholders,

As we look back at FY 2025–26, it truly marks a defining inflection point in RITES' growth journey, and now providing a platform to surge ahead. Recognising the rapidly evolving ecosystem shaping both our domestic and international businesses, we went back to the drawing board, questioned the basics, leveraged our legacy knowledge and drafted a comprehensive business engineering plan. It required not just an operating model reset, not just a structural reset but a fundamental shift in mindset that we will take the challenge head-on and emerge successful, and we did.

The key was our ability to secure orders consistently and on a competitive basis, maintaining a strike rate of 'one order a day' and building the highest-ever order book of ₹9,416 crore. The young order book has already begun generating revenue and we had turned the curve with a growth of 10% in the total revenue and a 7% growth in the bottom line.

In FY26, your Company achieved a consolidated revenue of ₹2525 crore against ₹2302 crore in FY25. The operating revenue, excluding other income, stood at ₹2415 crore against ₹2196 crore in FY25. Profit Before Tax stood at ₹608 crore (₹565 crore in FY25), while Profit After Tax was ₹454 crore, compared to ₹424 crore in FY25.

Not just these numbers, what was satisfying and reassuring was the revival of our export business after a gap of several years. The export orders secured through global competitive tenders are now starting to contribute to the revenue.

Consultancy continued to be the cornerstone of our business, contributing the highest-ever revenue of ₹1,310 crore. Our Leasing business saw a growth of 15%, achieving its highest-ever revenue of ₹172 crore. The Turnkey revenue of ₹602 crore saw a dip primarily as the older orders were getting completed while the newer ones were only beginning to contribute to revenue.

Giving impetus to 'RITES Videsh', a strategic initiative to strengthen our presence across key international markets, Regional Business Heads have been appointed for five strategic geographies, supported by operational offices in Manila, Abu Dhabi and Georgetown, while new offices in Johannesburg and Accra are being established. Together, these interventions reaffirm RITES' growing stature as a trusted global partner in transport infrastructure and engineering consultancy.

Our milestones this year reaffirmed what sets RITES apart — our ability to seamlessly integrate multidisciplinary expertise and deliver end-to-end infrastructure solutions, from concept to commissioning, across sectors, geographies and scales.

During the year, we completed diverse projects, including railway siding works for BPCL, NTPC and SECL, consultancy for the Bundelkhand and Gorakhpur Link Expressways, retro-fitment of RS-1 trains for Delhi Metro, General Engineering Consultancy for Ahmedabad Metro Phase-II, DPR for ropeways and the funicular system at Palani Temple, comprehensive health check-up of Rabindra Setu, 3D monitoring and construction supervision of six tunnels on the Jarati–Maligura doubling project, and supply of 10 Cape Gauge locomotives to CFM Mozambique.

We also secured several strategic assignments, including Project Management Consultancy for IIM-Bengaluru Phase-I, TEFRs for greenfield airports at Amaravati and Srikakulam, DPR and transaction advisory for the Outer Harbour at Chennai Port, supply of five locomotives to Minas De Benga, Lda. (MBL), Mozambique, environmental and social monitoring for the Bengaluru Suburban Rail Project, and an IT-based transport model for the Ministry of Chemicals & Fertilizers.

Together, these projects underscore our diversified portfolio, expanding global footprint and proven capability to deliver high-impact infrastructure solutions across domains.

Even amid margin pressures, your Company upheld its track record of delivering the highest dividend payout ratios while maintaining a robust balance sheet and healthy net worth. Reflecting this confidence, the Board of Directors has recommended ₹2.75 per share as a final dividend in addition to the three interim dividends, totaling ₹5.20 per share, which have already been paid during the year. The total dividend of ₹382 crore at ₹7.95 per share, on the accrual basis, takes the dividend payout ratio to 95.4% of the profits earned.

Your Company's subsidiaries and joint ventures continued to strengthen the RITES portfolio, making meaningful contributions to our overall performance. REMC Ltd. recorded a substantial growth of 15.8% with the highest-ever total revenue of ₹163 crore & Profit After Tax of ₹90 crore and paid ₹83 crore as dividend. Continuing with its momentum, SRBWIPL reported the highest-ever revenue of ₹379 crore and profit of ₹23 crore and paid a total dividend of ₹14 crore.

Our flagship CSR initiative 'Changing Lives', with a contribution of ₹11.80 crore in FY 26, reflects our commitment to creating meaningful social impact and value beyond business.

Our achievements reflect the unwavering support of the Ministry of Railways and the trust of our stakeholders. As we surge ahead, the strength of our capabilities, the commitment of Team RITES, and the guidance of our Board remain our driving force. I extend my sincere gratitude to the Ministry, our esteemed Board, clients across geographies, valued investors, and the 3000+ members of Team RITES. Your trust and shared vision continue to shape our journey.

True enterprises recognise the moment when consolidation must transform into acceleration. And we recognise that the next phase of growth will be driven not just by doing more of the same, but by much more of the new. As we increase the pace of growth in order book and profitability, we have already upped the curve and set ourselves a roadmap for integrating cutting-edge technology for best-in-class delivery. At RITES, we are clear that technology adoption is not merely for the sake of technology but with a purpose, leveraging our rich legacy to move from execution-centric delivery to tech-driven solutions, and from scale alone to speed, quality and value creation. With this vision, we have created Abhikalp, our Centre of Excellence, fostering innovation, collaboration and the application of emerging technologies. This initiative will drive us to the next level, as we owe it to our rich legacy that we brook no compromise in quality and delivery, rededicating ourselves to our core values of 'Operation Tattva: Quality, Cost & Time'. Our greatest strength has always been our people. As infrastructure becomes increasingly digital and AI-driven, we are building a workforce that is ready for what's next. Through learning initiatives such as our #aiReady initiative, we amplified AI adoption and equipped our team with the future-ready capabilities. The 'Lakshya' series is strengthening leadership and continuous learning, as these initiatives are building a more agile, future-ready RITES.

WE SHAPE WHAT SHAPES LIVES: thus, as we build on the growth trajectory, the key focus now is to identify solutions interfacing cutting-edge technology to enable best-in-class delivery.

Anchored in a strong value system, your Company remains committed to the highest standards of corporate governance. Guided by ethical leadership, regulatory compliance, transparent decision-making and global best practices, RITES continues to strengthen stakeholder trust and create sustainable long-term value.

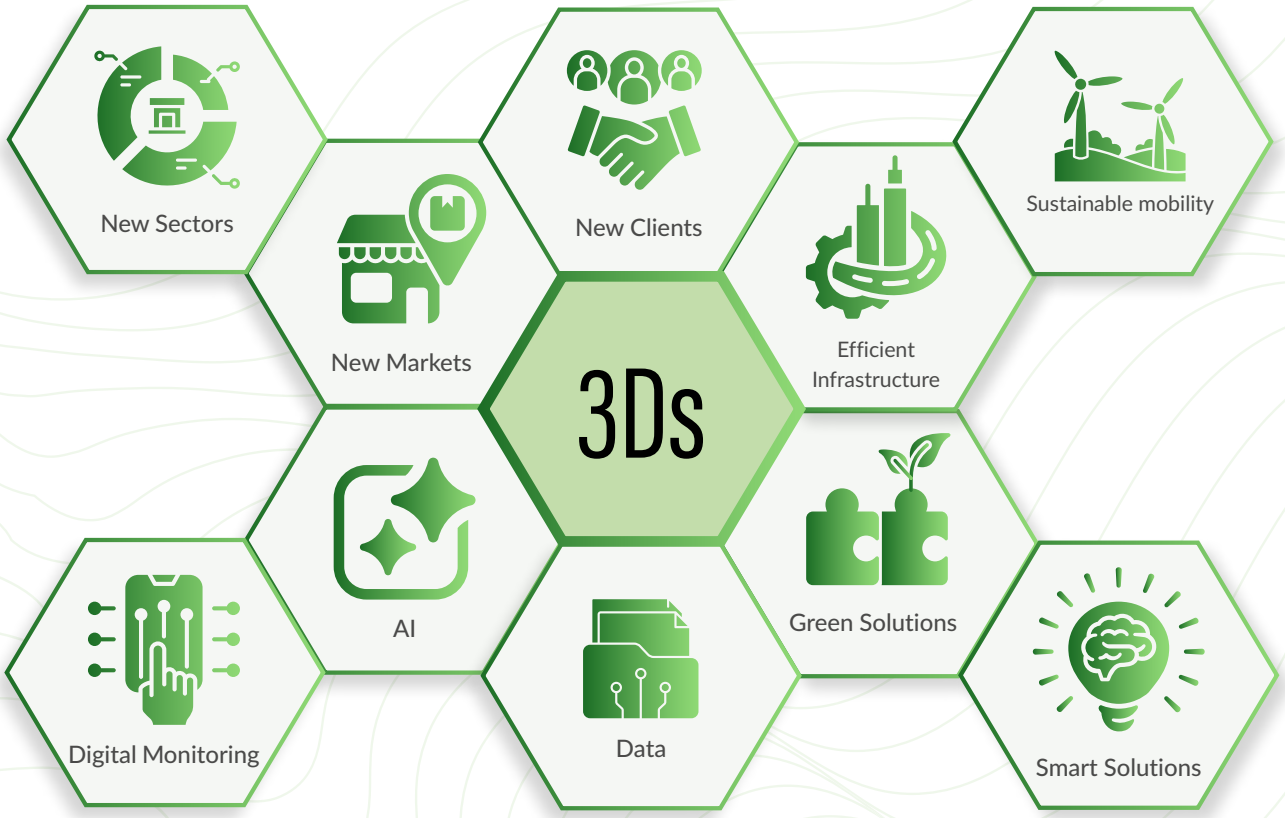
The curve ahead belongs to those who dare to redefine it. As we move forward, our ADAPT framework continues to guide our journey — acknowledging the change, strengthening capabilities, fostering partnerships, embracing technology and aligning our purpose with the evolving needs of the world. Backed by the trust of our stakeholders, the strength of our people and the confidence born of five decades of engineering excellence, we are ready not just to navigate the future, but to shape it—because at RITES: ***WE SHAPE WHAT SHAPES LIVES.***

With Best Wishes,

Rahul Mithal
Chairman & Managing Director and CEO

The Curve Ahead, Powered by the 3Ds

The curve ahead is being shaped by rapid shifts in technology, markets, mobility and sustainability. And RITES is not only responding to the change, but anticipating it while adapting with agility and creating new pathways for growth. Our 3Ds: Diversification, Digitalisation and Decarbonisation form the strategic lens through which we are preparing to *shape what shapes lives.*



Diversify to grow.
Digitalise to differentiate.
Decarbonise to endure.

01 DIVERSIFICATION

Expanding The Curve

We are broadening our presence across sectors, geographies, services and client segments to unlock new opportunities and strengthen the resilience of our business.

- Expand integrated consultancy across infrastructure and emerging sectors
- 'RITES Videsh': Strengthen global presence with Regional Business Offices in high-potential markets
- Diversify the client base across government, public-sector and private-sector
- Leverage our multidisciplinary capabilities to create end-to-end solutions
- Develop new business opportunities in specialised and high-value services

02 DIGITALISATION

Accelerating around The Curve

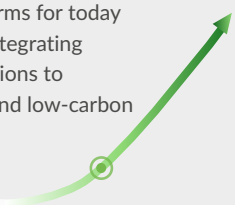
As infrastructure becomes increasingly technology-driven, we are embedding digital capabilities across the project lifecycle to improve efficiency, transparency, quality and decision-making.

- Centre of Excellence 'Abhikalp'
- Deploy AI-enabled inspection solution 'VISTAR'
- A digital tool for project planning 'PARAKH'
- Apply Industry 4.0 technologies to improve operational efficiency
- Build tech-led solutions for clients and data-driven project monitoring

03 DECARBONISATION

Shaping a Green Curve.

Shaping the infrastructure that performs for today and endures for tomorrow. We are integrating environmental thinking into our solutions to support resilient, resource-efficient and low-carbon infrastructure.



- Embed sustainability considerations from the planning and design stage
- Promote green and energy-efficient infrastructure solutions
- Support multimodal and low-carbon mobility planning
- Integrate environmental considerations into project advisory and consultancy
- Leverage our expertise to help clients achieve sustainability objectives

Awards and Recognitions

ASSOCHAM Achiever's Award 2026 for the USBRL Bridges

RITES was honoured by Hon'ble Union Minister for Road Transport and Highways Mr. Nitin Gadkari at the Assocham Achiever's Awards 2026 for its contribution to the USBRL bridges. Through advanced bridge design, proof checking, and structural health monitoring, RITES ensured safety, durability, and performance at every stage.

CEAI National Award for Engineering Innovation & Sustainability

RITES received the CEAI National Award for Engineering Innovation & Sustainability for its role in the Udhampur–Srinagar–Baramulla Railway Link (USBRL Project), delivering complex alignment design, validation of 45 bridges and structural health monitoring across geologically sensitive stretches.

EPC World Award for Ahmedabad Metro Phase-II

RITES' contribution to the Ahmedabad Metro Phase-II project earned the EPC World Award 2026 in the Urban Infrastructure category, a recognition of its precision engineering and commitment to sustainable urban transport development.

National Mobility Awards 2026

At the National Mobility Awards 2026, RITES stood out in the Metro, Rail & Multimodal Integration category, being recognized for its leadership in building seamless, efficient and sustainable transport networks that embody future-ready mobility solutions.

Rajbhasha Award

The Rajbhasha Excellence Award 2025–26 was presented by the Hon'ble Governor of Odisha Dr. Hari Babu Kambhampati to RITES ECRPO head during the First International Rajbhasha Annual Summit, Odisha–2026.

7th Rail Analysis Innovation & Excellence Summit and Awards 2026:

The Excellence in Sustainable Engineering for the Rail Sector award at the 7th Rail Analysis Innovation & Excellence Summit 2026 highlighted RITES' pioneering role in advancing sustainable railway practices through innovative design, rigorous technical audits, and industry-leading solutions.

VALUE CREATION FRAMEWORK

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Approach to Value Creation

The transport infrastructure landscape is changing rapidly, driven by technology, rising client expectations, increasing competition and a stronger focus on efficiency and outcomes. As RITES moves from an expertise-led to a more market-led, technology-enabled and outcome-focused model, the opportunity is to build on its core strengths to create greater value for clients and stakeholders. In line with its purpose, *We Shape What Shapes Lives*, the Value Creation Framework seeks to translate RITES' capabilities into sustainable growth, execution excellence and lasting impact.

The RITES' Way...

RITES' value creation approach is anchored in its core operational philosophy 'Operation Tattva', a disciplined framework that drives zero compromise on quality, optimal cost and timely delivery. These guiding principles are complemented by our strategic focus on sustainability, digital transformation, and client-centric solutions, enabling us to meet evolving market demands with agility.

For RITES, value creation is a continuous cycle of performance enhancement, relationship building, and operational excellence.

Leveraging our multi-sector expertise, integrated project management, and prudent financial practices, we aim to strengthen competitiveness, resilience and long-term growth.

As we chart the curve, our value creation framework brings together our capabilities, strategic priorities and desired outcomes to deliver clear value for clients and stakeholders. It is built around two complementary dimensions: ADAPT and Operation Tattva.

01 ADAPT

A 5-point strategic approach designed to make RITES future-ready. ADAPT stands for:

Acknowledge

Acknowledge that the business dynamic is changing.

Develop

Develop manpower and resources to compete in the changing environment

Align

Aligning to offer tailor-made solutions to the client

Partnerships

Look for more and more partnerships across geographies

Technology

Make RITES a digitally-driven company

02 OPERATION TATTVA

TIME

We ensure milestone-based monitoring, implementation of integrated project management approach, efficient scheduling and phased execution, and efficient stakeholder coordination, backed by digital tools and automation, to deliver projects within strict timelines.

COST

Our zero-debt, low-capex model, stringent cost controls, competitive bidding strategy, and operational efficiency enable us to maximise client value while maintaining optimal pricing.

QUALITY

With rigorous QA/QC protocols, in-house and third-party audits, and a client-centric approach, we consistently deliver safe, reliable, and sustainable infrastructure solutions that reinforce trust.

The Edge: The ADAPT x Operation Tattva

ADAPT	TIME	COST	QUALITY
Acknowledge Changing Business Dynamics	Proactively tracking and evolving as per changing business dynamics to recalibrate project schedules early and prevent delays.	Leverage in-house multidisciplinary capabilities across sectors and manpower mix (regular/contract consultants/ advisors/YP) to cushion from changing dynamics.	Continuously benchmark engineering and design practices against evolving global standards to ensure future-ready infrastructure.
Develop Resources	Build capacity through targeted upskilling and cross-deployment to ensure rapid resource mobilization for strict timelines.	Strengthen the in-house capabilities to minimize reliance on external consultants, optimizing overall project delivery costs.	Empower technical experts with emerging digital tools to sustain engineering excellence across a diverse service portfolio.
Align Business & Client Needs	Implement milestone-based monitoring and structured stakeholder reviews to keep execution aligned with targeted schedules.	Tailor project structuring to each client's specific funding framework, ensuring realistic and optimized financial planning.	Embed structured feedback loops at every project stage (DPR, design, execution) to meet exact client expectations.
Partnerships Business Development & Growth	Leverage established global relationships across 55+ countries to rapidly mobilize on new domestic and international opportunities.	Form strategic joint ventures and consortiums to share risks and optimize costs on large-scale infrastructure assignments.	Collaborate with niche technology and engineering partners to elevate capabilities on complex, first-of-the-kind infrastructure projects.
Technology Tech- Enabled Solutions	Digital tools for design, GIS mapping and progress tracking are deployed across consultancy and turnkey assignments to shorten design cycles and flag delays early.	Utilize simulation-based engineering and digital documentation to minimize material wastage, rework, and lifecycle execution costs.	Integrate advanced, remote inspection processes to enforce standardized, uncompromised quality assurance across geographically dispersed projects.

Enabling RITES to Shape What Shapes Lives

Value Creation Model

Inputs

Financial Capital

Debt-free
Balance sheet

₹2,564 crore
Net Worth

Manufactured Capital

Multi-sectoral presence

14
domestic offices

9
oversea offices

01
Wagon Manufacturing Facility (JV)

Intellectual Capital

Next-Gen solutions
MAITRI, SAARTHI, VISTAR, SHMS and much more

2500+
Professional

Human Capital

2919
Average employee in FY26

800+
hired

₹28.17 crore
Welfare Expenses

₹10.71 crore
Learning & Development Expense

Social and Relationship Capital

₹11.80 crore
CSR Spend

300+
Active clients

33.7%
Procurement from MSMEs

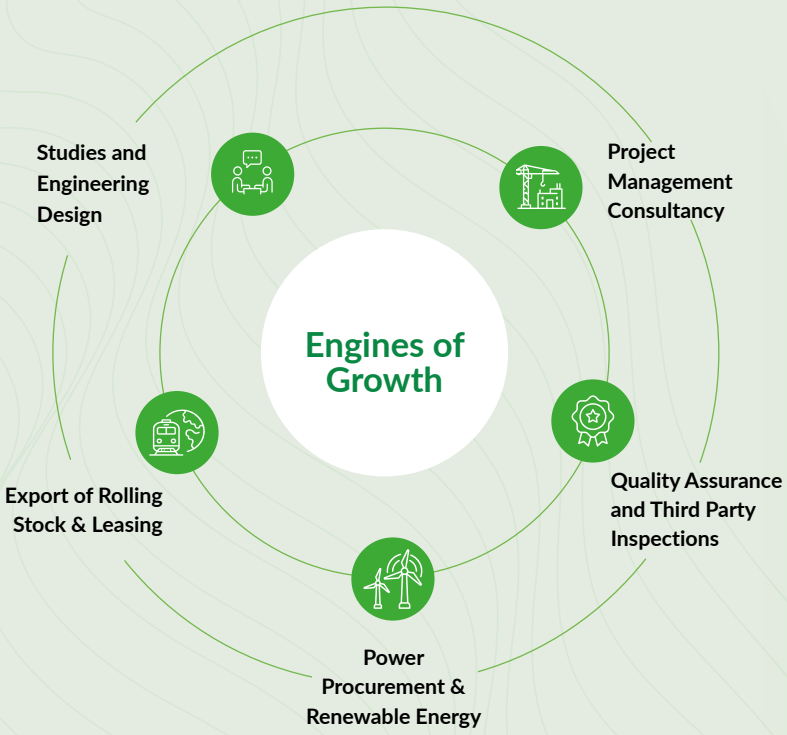
Natural Capital

16166 GJ
Total Energy Consumption

226 KWp
Rooftop Solar capacity

900+
Saplings planted on RITES campuses

Value Drivers



Strategic Enablers

ADAPT framework
(Change readiness, partnerships, technology adoption, execution)

Operation Tattva
(Execution discipline: time, cost, quality, accountability, digital integration)

5P Strategy
Diversity, talent pipeline & retention, employee value proposition, leadership programmes and employee wellness

RITES Videsh
5 Regional Business Offices

Abhikalp
Centre Of Excellence

Shodh
In-house testing laboratories

Outputs	Outcomes
Financial Capital **₹2,525 crore** Consolidated revenue **₹568 crore** EBITDA (~23.5% margin) **₹454 crore** PAT (+7.3% YoY)	• 95.4% dividend payout • EBITDA & PAT margin on the line of guidance
Manufactured Capital **700+** Ongoing Projects **10** Locomotives exported **100** Locomotives for Leasing **1089** Wagons Manufactured	• Durable, lifecycle-optimised infrastructure • Stronger coordination & client confidence vs. fragmented-service competitors • Deeper traction in Africa, Southeast Asia & Latin America
Intellectual Capital **₹ 9416 crore** Order book (all time high) **580+** Projects secured during the year	• Knowledge partnerships to client • Smart and Sustainable Solutions
Human Capital **₹86 Lakh** Revenue per Employee **CONCERT** Employee-body dialogue Structured leadership pipeline & job rotation	• Future-ready, technically skilled workforce • Attrition rate as low as 2.76% for permanent employee • Safe and inclusive workplaces
Social and Relationship Capital **28** CSR Projects **97.4%** Client Satisfaction Index **3700+** Registered MSE vendors	• Stronger stakeholder trust domestically • Inclusive Procurement • Safer & Inclusive workplace
Natural Capital **10.1%** Reduction in Energy Intensity **8.0%** Reduction in GHG Emissions Intensity (Scope 1 & 2) **451 GJ** Electricity consumed from renewables	• Lower environmental footprint • REMC-enabled contribution to Indian Railways' 2030 Net Zero target (4,277 MW RE tie-ups facilitated)

Stakeholder Engagement

Infrastructure projects are delivered through long-term relationships with governments, public authorities, clients, employees, partners and investors. RITES' engagement framework provides structured channels to understand stakeholder priorities, address emerging issues and improve decision-making across the project lifecycle. Feedback from stakeholders informs business development, project execution, capability development, governance practices and capital allocation.

Stakeholder	Modes of Engagement	Value Delivered
Clients As a multidisciplinary consultancy, RITES continued to strengthen partnerships across transport infrastructure in India and beyond. With 700+ live projects, we deepened client engagement through tech-enabled communication, need-based solutions and sustained dialogue. This approach kept our 'one order a day' momentum strong while reinforcing long-term partnerships built on reliability, relevance and responsiveness.	Dedicated project management teams, regular project review meetings, site visits, milestone-based progress reporting, techno-economic feasibility studies, quality audits, participation in competitive bidding and nomination-based assignments, long-term service agreements	Multidisciplinary engineering and consultancy expertise, reliable project execution, integrated infrastructure solutions, quality assurance and long-term project support
Employees Our employees are the architects of our transformation. Through CONCERT, employee engagement events, feedback surveys and leadership dialogues, we fostered a culture of empowerment, transparency and two-way engagement. By prioritising learning, recognition and well-being, we strengthened an inclusive, resilient and future-ready workforce.	Structured induction programmes, technical and leadership development, deputation opportunities, performance management, employee engagement initiatives, internal communication platforms	Professional development, career progression, technical capability building, knowledge sharing, employee engagement and a stable work environment
Vendors, Partners & Associates Our ecosystem of vendors, suppliers and partners plays a key role in converting plans into performance, helping us stay lean, responsive and future-ready. During the year, RITES deepened collaborative practices encouraging open feedback, grievance redressal, knowledge-sharing and multiple dialogues. We remained committed to inclusive procurement, especially supporting MSEs, and enabling sustainable value chains.	Vendor empanelment, transparent procurement processes, contract management, timely payment practices, collaboration on project execution and CSR initiatives	Long-term business opportunities, transparent commercial practices, collaborative project delivery and mutually beneficial business relationships
Investors & Shareholders As we moved from consolidation to acceleration, our investors remained central to our confidence and credibility. Through transparent communication, investor engagement and disclosures beyond compliance, we strengthened trust while aligning profitability with purpose and embedding ESG into our business, reinforcing our commitment to value-driven growth.	Quarterly financial results, investor presentations, analyst and investor conference calls, statutory disclosures, Annual General Meeting and dividend communication	Transparent reporting, regular communication, visibility on business performance, capital allocation and shareholder returns

Stakeholder	Modes of Engagement	Value Delivered
Government & Regulatory Bodies Our partnership with government and regulatory stakeholders remained critical to our progress. Through proactive engagement with ministries, think tanks and statutory bodies, we contributed to sectoral dialogues and aligned with national infrastructure priorities, enabling compliance, innovation and mission-driven growth.	Regulatory filings, statutory disclosures, policy engagement, execution of nominated assignments, collaboration with government organisations	Regulatory compliance, transparent governance and delivery of infrastructure projects aligned with national priorities
Media RITES sees the media as a vital partner in building trust, strengthening visibility and amplifying its thought leadership. Through press releases, interviews, authored articles and media engagements, we shared our journey and perspectives with wider audiences. Targeted media outreach strengthened these relationships, reinforcing RITES as a brand that shapes what shapes lives.	Press releases, social media platforms, investor presentations, conference call transcripts and project announcements	Timely and accurate communication on financial performance, project developments and corporate milestones
Community Our community engagements in FY2025-26 focused on inclusive development, environmental sustainability, and grassroots empowerment. Through partnerships and targeted interventions, we ensured our presence translated into real, positive change.	CSR programmes, partnerships with government agencies and institutions, stakeholder consultations, impact assessments, field reviews and community feedback mechanisms	Investments in education, healthcare, skill development, water conservation, renewable energy and rural infrastructure, supporting long-term socio-economic development
Industry Bodies As the business landscape continues to evolve, industry bodies play an important role in shaping policies and preparing the sector for the future. We strengthened our engagement with these institutions to share sectoral insights, develop guidelines and promote industry-wide standards, reinforcing our position as a trusted voice in the infrastructure sector.	Participation in industry forums, conferences, sector associations and collaborative initiatives	Knowledge sharing, contribution to industry practices, policy dialogue and wider sector development

Materiality Assessment

Our materiality assessment identifies the ESG issues most relevant to our business model, operating environment and stakeholders. It provides the basis for prioritising risks and opportunities, directing capital and management attention, and establishing the performance indicators used to monitor progress.

By focusing resources on the issues with the greatest strategic relevance, the assessment strengthens the integration of sustainability considerations into business planning, project execution and long-term value creation.

Material Topic	Principle	Key Themes	Targets
Climate Change	RITES' environmental approach rests on four areas: carbon footprint, water use, waste, and biodiversity.	Energy management; GHG emissions; Water management; Waste management	Focus on aligning the business model with infrastructure that lowers emissions for clients and for RITES alike.
Business Sustainability	RITES takes a long-term view of client relationships, on the premise that durable ties translate into repeat mandates on both sides.	Economic performance; Demand sustainability; Investment in capability development	Keep the business positioned to adapt to shifts in technology and client demand, while growing revenue and reducing outstanding dues.
Talent Management	People are treated as a multi-year investment rather than a project-cycle cost — the basis for the skills RITES needs to keep winning technically complex work.	Talent acquisition; Talent development; Employee engagement; Talent retention	Build a work environment employees choose to stay in — one that supports business growth and gives the Company a workforce equipped for what infrastructure delivery requires next.
Employee Wellbeing and Engagement	A safe, healthy workplace for employees, associates and other stakeholders is treated as a baseline, not an add-on.	Health camps and check-ups; Sports events	Extend safe-workplace measures and processes, and build safe work practices among employees and contractors alike.
Communities	RITES connects people to opportunity in its own field, on the premise that equitable access to skills and employment compounds over a longer horizon than any single project.	Women's participation; Education and skill development; Job creation; Environmental stewardship	Build pathways that are inclusive and sustainable for all, with particular focus on youth, marginalised communities and persons with disabilities, and grow participation within that mandate over time.
Corporate Governance	Governance at RITES is built to hold business strategy and fiscal accountability, ethical conduct and fairness to every stakeholder to the same standard, structurally rather than by exception.	Governance structure and composition; Avoidance of conflict of interest; Board oversight; Disclosure and transparency	Maintain governance discipline at Board, executive and management levels through compliance committees and working groups.

Financial Capital

RITES continues to maintain a strong financial foundation characterised by a predominantly consultancy-led, knowledge-intensive and asset-light business model, a debt-free balance sheet, healthy operating cash flows, robust liquidity and disciplined financial management. This strong financial position provides resilience against market uncertainties while enabling timely investments in strategic growth initiatives, technological advancement and international expansion.

SDGs Covered

₹1,310 crore
Highest-ever Consultancy Revenue

₹172 crore
Highest-ever Leasing Revenue

₹163 crore
Highest-ever REMCL Revenue

95.4%
Dividend Payout Ratio

Managing Financial Capital

Our financial priorities are centered on profitable growth, margin enhancement, diversification, capital efficiency and sustainable value creation. The Company continues to strengthen its presence in high-value engineering consultancy, project management, integrated export packages and digital engineering solutions. These initiatives are expected to diversify revenue streams, improve competitiveness and strengthen long-term earnings.

Consistent with its asset-light model, capital expenditure is undertaken selectively in projects that strengthen long-term business capability. Planned investments include development and upgrading of office infrastructure, procurement of locomotives for the leasing business and implementation of SAP S/4HANA replacing SAP ECC 6.0 as an enterprise-wide digital transformation programme to enhance governance, process integration, internal controls, analytics and operational efficiency.

Shareholder Return Strategy

The Company views shareholder returns through a balanced framework encompassing sustainable earnings growth, prudent capital allocation, efficient capital utilisation, strong governance and consistent cash distribution. While dividends remain an important mechanism for rewarding shareholders, equal emphasis is placed on enhancing intrinsic value through investments in technology, innovation, international expansion and business capability that strengthen future earnings and improve long-term capital efficiency. Accordingly, internal initiatives are funded through internal accruals, enabling the company to pursue strategic growth while maintaining sustainable shareholder distributions.

Transparency & Compliance

As a publicly listed company, we adhere to strict financial disclosure regulations, ensuring timely and transparent communication. We endeavour to fulfil the expectations of our stakeholders through prudent business decisions and governance practices. Our relationship with stakeholders, especially investors, is built on understanding of their aspirations and our commitment to delivering long-term value. We ensure timely and accurate disclosures, complemented by regular interactions through quarterly post-result calls, analyst meets, the Annual General Meeting, and dedicated one-on-one and group engagements.

A Balanced Approach

Capital allocation is guided by maintaining liquidity, preserving financial resilience, supporting sustainable business growth and delivering consistent shareholder returns. Investment decisions are evaluated based on strategic importance, expected economic and risk-adjusted returns, cash-flow implications and contribution to long-term value creation. Internal reinvestment is increasingly directed towards digital transformation, Artificial Intelligence, capability development, international expansion and technology-driven service offerings. Dividend decisions remain aligned with Government guidelines applicable to CPSEs while ensuring adequate resources for strategic investments. This balanced approach is expected to strengthen the Company's competitive position, enhance capital efficiency and deliver sustainable long-term value for shareholders and all other stakeholders.

Debt Free

23.5%
EBITDA Margin

18.0%
PAT Margin

15.4%
RoE

22.0%
RoCE (incl. NCI)

₹2,681 crore
RoCE (incl. NCI)

Human Capital

As our business expands into international markets and more technically complex assignments, our workforce is evolving alongside it. We are becoming a 'Future Ready' organisation, building Employee Value Propositions around #AIReady, #SkillReady and #ITReady, while broadening our talent base through lateral hiring, young professionals and project-specific experts. Partnerships with academic and research institutions provide access to emerging talent ahead of internal capability development.

SDGs Covered

₹86 Lakh
Revenue per employee

2.76%
Attrition rate

800+
New Additions

15,150
Learning Mandays

Workforce Mix to Asset-Light Model

Our workforce combines regular employees, deputation staff, contract employees and consultants, each serving a distinct role. Regular employees provide core engineering and management capability; contract employees and consultants add capacity during project peaks; deputation staff supplement domain-specific skills. This scales project delivery without the fixed cost of a larger permanent workforce, supporting our asset-light approach.

Aligning People Strategy

More than 70 Key Managerial Personnel operate under delegated Standard Operating Procedures, providing clear accountability and supporting consistent execution across Team RITES. Dedicated people platforms support capability development, leadership continuity and the transfer of institutional knowledge across the organisation.

Voice	CONCERT - elected employee council
Leadership	Lakshay - Legacy, Leadership & Learning; Prarambh internship programme
Succession	Assessment & Development Centre (ADC), run by an independent external agency
Engagement	Vimarsh (townhalls) and RITES Awaaz (employee survey)
Knowledge	Samvaad - peer-led, employee-to-employee knowledge series
Learning	Saksham - curated learning portal
Recognition	Prerna Awards and Best Tech Paper Award

Nurturing Talent

We consistently emphasise workforce development as a strategic priority. During the year, 405 training initiatives were executed, contributing nearly 1,21,200 learning hours, averaging 41.52 hours per employee with expenditure of ₹10.13 crore (including man-month costs). Newly joined employees were onboarded through domain-specific induction programmes.

3,035
People on Rolls (Regular + Deputations+ Contract)

41.52
Manhours of training given to per employee

ADC
Tool for structured succession planning

405
No. of Training Programmes

Building Future Leadership

We build leadership capability from Prarambh, our internship programme, through the Lakshay series and structured succession planning via the Assessment and Development Centre (ADC). Capability building also covers digital engineering, sustainability, data analytics and emerging infrastructure technologies. Young Professionals (YPs) are recruited across regular, contract, deputation, advisory and consultancy roles, with structured training and defined career paths supported through the e-PMS platform.

Creating an Inclusive, Safe and Engaged Workplace

Material Topic	Principle	Key Themes
We provide equal access to employment, learning and career progression irrespective of gender, background or community. Recruitment is guided by our Equal Opportunity framework, while women professionals lead consultancy and engineering assignments across our project portfolio. Recruitment is conducted under our Equal Opportunity framework, ensuring representation across communities and Persons with Benchmark Disabilities (PwBD).	We build engagement through employee surveys, structured dialogue with forums such as CONCERT, technical and behavioural learning, succession planning and internal mobility. Our wellbeing programmes include health insurance, transport assistance, housing support, leased accommodation, preventive health screening and cashless treatment at empanelled hospitals, supporting employee wellbeing and long-term retention.	We integrate safety into project execution through site-level occupational health and safety systems covering hazard identification, inspections, medical camps, periodic health check-ups, sanitation, drinking water facilities and safety training. Safety responsibilities form part of individual performance expectations across project teams, embedding accountability throughout project delivery.

Social and Relationship Capital

Our social investments are aligned with the communities, institutions and public systems connected to our areas of operation. The focus remains on interventions that address access gaps in healthcare, education, livelihoods and local infrastructure, while also creating durable social assets in underserved locations.

CSR deployment is guided by clearly identified thematic areas and supported by partnerships with implementing agencies, community institutions and local stakeholders. This allows social programmes to move beyond one-time support and towards more structured outcomes.

SDGs Covered

97.4%
Customer (Client) Satisfaction Index

28
CSR Projects

33.7%
Procurement from MSMEs

₹11.80 Cr
CSR Expenditure

Our CSR Numbers	FY26	FY25
Social investments (in ₹ cr)	11.80	13.30
Social initiatives in all regions (No.)	28	53
Money spent on CSR activities (in ₹ lakh)	1180	1,330
Net Positive contribution through water interventions derived by True Value assessment (in ₹ lakh)	24.14	45.15
Capital Assets Created (in ₹ lakh)	246.21	356.52
Channel partners	28	53
People Impacted (in 0,00s)	35	200

Customer and Stakeholder Relationships

Our relationship capital is also shaped by long-standing engagement with clients across transport infrastructure, consultancy, exports, leasing and turnkey segments. Contributions across consultancy, exports, leasing, turnkey and REMC indicate the breadth of client trust across business lines.

A diversified order mix and repeat engagement across public-sector and institutional clients reflect the strength of these relationships. This has been supported by execution capability, sector expertise and our ability to deliver across both domestic and international assignments.

Rural Infrastructure and Community Assets

Infrastructure-focused social investments are directed towards assets that improve day-to-day quality of life and support basic local needs. These may include facilities and enabling infrastructure that strengthen access, usability and service availability in rural and semi-urban locations.

This area remains important because physical infrastructure often determines whether community services in health, education and livelihoods can function effectively. Social capital creation, therefore, is linked not only to programme spending but also to the quality and relevance of assets created.

Education, Youth and Capability Development

Education-led social programmes are designed to strengthen access, continuity and capability among students and young people. The focus extends beyond basic support to areas such as learning infrastructure, institutional strengthening and pathways that improve future employability.

Youth-oriented interventions also help build community-level capability in a more durable way. This is especially relevant in regions where educational support and skill exposure can materially improve long-term social mobility.

RITES actively participated in the Phase-I and II of Prime Minister Internship Scheme initiatives and offered 251 and 225 internship opportunities in Phase-I and II, respectively.

Healthcare Access and Preventive Support

Healthcare-related social interventions are directed towards improving access, especially in locations where public healthcare reach is limited or preventive care needs strengthening. The emphasis is on practical support that can improve early access, basic care availability and health awareness at the community level.

A preventive healthcare lens also helps direct resources toward screening, outreach and local service support rather than only episodic assistance. This improves the usefulness of interventions for communities that depend on regular access rather than one-time relief.

Natural Capital

We manage our impact at both levels - through our own offices and operations, and, more importantly, through the projects we design and execute for our clients. Our approach includes a hierarchy of avoidance, minimisation and mitigation for environmentally sensitive project sites with transparent disclosure of our operational footprint. Through REMC, our renewable energy joint venture, we also contribute to Indian Railways' transition towards its Net Zero 2030 ambition.

SDGs Covered

451GJ
Electricity consumption through renewables

8.0%
Reduction in GHG emissions intensity

226 KWp
Rooftop solar installed

4277 MW
Renewable energy tied-up by REMC

Climate Resilience

Regulatory compliance	Statutory approvals, environmental consents and EPR obligations tracked through a structured compliance system.
Water & Waste Management	Efficient resource use, waste minimisation and pollution prevention across operations.
Stakeholder Engagement	Awareness and engagement programmes encourage employees and business partners to adopt responsible practices.
Governance & Oversight	Internal audits, corporate reviews and monthly site-level monitoring support corrective action.

At RITES, environmental stewardship is integral to delivering innovative infrastructure solutions. As a leading provider of design, engineering consultancy, and project management services, we embed sustainability into every aspect of our operations. Aligned with relevant sustainability frameworks and SDGs, our Infra4Future approach balances infrastructure growth with ecological preservation. Through our GREEN insight and robust ESG Policy, we transform environmental, social, and governance challenges into actionable strategies. While not a direct producer, we significantly influence project outcomes by promoting sustainable practices, reducing carbon footprints, improving resource efficiency, and supporting eco-friendly initiatives, creating lasting value for stakeholders and future generations.

Circular Economy in Practice

Resource efficiency shapes both our operations and the infrastructure solutions we recommend to clients.

Where We Apply It	What We Do
Internal Operations	Certified e-waste recyclers, paper reduction via digitisation, rainwater harvesting, rooftop solar energy recovery
Project Advisory to Clients	Recycled aggregates, fly ash concrete, reclaimed asphalt pavement, fly ash in Recycled aggregates

REMC: Our Renewable Energy JV with Indian Railways

- Nodal Agency for Indian Railways' carbon credit initiatives and Net Zero Carbon 2030 ambition.
- 4,277 MW of renewable energy (solar, wind, hydro) , including 2,600 MW of Round-the-Clock power.
- Scope1 emissions for IR have been offset through modal shift and afforestation, which have been independently verified by TÜV SÜD South Asia.

FY26 Environmental Performance

KPIs	FY26	FY25
Renewable share in electricity consumption (%)	2.79	0.85
Energy Intensity per Rupee of Turnover (Gj/₹Cr)	7.14	7.65
Scope 1 & 2 emissions intensity per rupee of turnover (MT $C0_2e$/₹Cr)	1.27	1.38
SOx emissions (Kg)	4.60	9.31
NOx emissions (Kg)	43.36	122.91
Water intensity per rupee of turnover (KL/₹Cr)	2.31	2.19

A reduction in Scope 1 emissions was achieved through the optimized use of standby power generation systems and increased share of renewable in electricity consumption.

Manufactured and Intellectual Capital

RITES' manufactured and intellectual capital together provide the foundation for delivering complex engineering and consultancy assignments across sectors and geographies. Its manufactured capital includes physical infrastructure, engineering assets, specialised equipment and technology-enabled systems supporting the project lifecycle from feasibility and design to implementation and rehabilitation. Its intellectual capital comprises engineering expertise, project experience, digital platforms, technologies, methodologies and institutional knowledge, enabling RITES to apply learnings, drive innovation, enhance productivity and develop technology-led solutions that create sustainable value for clients.

SDGs Covered

10
Customized cape-gauge locos exported to Mozambique

100
Leased locomotives

Shodh
Integrated Laboratories

1+ Lakh
Inspections

Impactful Workplaces

Our workplace strategy is centred on productivity, social connection, technology adoption, health and well-being, sustainability and inclusive design. As the nature of work evolves, our workplaces are being reimagined as enablers of culture, collaboration, innovation and long-term resilience. Reflecting this approach, our new Centres of Operation—Ojas in Kolkata and Kshitij in Lucknow—bring together dedicated recreation zones, knowledge-building hubs and women-centric facilities, creating vibrant, inclusive and employee-focused environments. These spaces are designed to foster collaboration, continuous learning and well-being while supporting evolving ways of working. Aligned with our 'Green Goals', our buildings also demonstrate RITES' commitment to reducing its ecological footprint and creating healthy, sustainable and future-ready workplaces.

'RITES Videsh'

RITES' international growth strategy, anchored by 'RITES Videsh', focuses on leveraging the organisation's engineering and consultancy capabilities across global markets through a scalable and adaptable delivery model. With five Regional Business Offices in Manila, Abu Dhabi, Georgetown, Johannesburg and Accra, RITES combines its global expertise with local market understanding to respond effectively to regional requirements, regulatory environments and stakeholder expectations. This presence strengthens RITES' ability to build local partnerships, pursue opportunities and deliver high-quality, context-specific solutions across international markets. Our commitment to expanding our global footprint is evident as Videsh order book stands at Rs 2100+ crore as on March 31, 2026.

Sustainability Into Every Project

At RITES, we believe growth and decarbonisation are not competing priorities, but complementary forces shaping Infra4Future. Sustainability is embedded across our functions—from Green DPRs and Environmental Impact Assessments to deploying solar panels on idle land and delivering 300+ sustainability-focused reports, including GHG emissions assessments. We actively enable modal shift through mass transit solutions such as Light Rail Systems, Metros and Ropeways, advancing mobility that is efficient, clean and inclusive. For RITES, sustainable transport is not just a solution—it is an exportable model that can drive development, strengthen connectivity and support a lower-carbon future.

Abhikalp Centre - of Excellence

Abhikalp, RITES' Centre of Excellence, serves as a platform for advancing technology, innovation and knowledge-led solutions across the organisation. Embracing IR4.0, it brings together multidisciplinary expertise, data, digital technologies, artificial intelligence and advanced analytics to identify and develop technology-based solutions to business and project challenges. The Centre focuses on creating better offerings and experiences for customers while driving greater efficiency, productivity and effectiveness across RITES' internal operations. Through collaboration and experimentation, Abhikalp integrates five capabilities:

Intelligence	to harness data, digital technologies, AI and advanced analytics
Innovation	to develop and test new solutions
Integration	to scale
Insight	to anticipate trends and challenges
Impact	to translate these capabilities into measurable outcomes for RITES and its clients.

Governing Innovation

At RITES, we institutionalise innovation through defined governance mechanisms, converting ideas into approved workflows and standardised tools supported by periodic reviews, standardisation committees and project close-out learning. This structured approach enables us to move from experimentation to implementation, as demonstrated by solutions such as VISTAR, MAITRI and SAARTHI, which leverage AI, digital technologies and data to enhance quality, efficiency, transparency and decision-making.

MAITRI

MAITRI (Master Application for International Trade and Regulatory Interface) is a digital platform designed as a 'Virtual Trade Corridor' for seamless cross-border data exchange. By integrating port and customs systems across countries, MAITRI enables secure and efficient sharing of logistics data, supporting smoother trade processes and greater transparency across borders.

VISTAR

VISTAR is an AI-enabled visual inspection system for railway assets that combines high-resolution imaging with AI-based defect detection to enhance inspection efficiency, accuracy and consistency. Deployed at SAIL Bhilai, the platform has evolved into a revenue-generating quality assurance service.

SAARTHI

SAARTHI (Smart and Automated Review, Tracking & Holistic Inspection) is a technology-driven portal that enables real-time monitoring of railway inspections. From vendor benchmarking to automated alerts and centralised quality monitoring, it enhances transparency, efficiency and oversight—enabling faster decisions and safer, more reliable rail systems.

OPTIMISING RESOURCES

Optimisation is central to our approach to advancing sustainability across large-scale infrastructure projects. By leveraging our physical assets, advanced technologies and engineering expertise, we enhance operational efficiency while integrating environmental considerations into project planning and delivery. This enables us to balance resource efficiency, operational performance and long-term sustainability across our projects.

Risk and Resilience

In response to the evolving operating environment, we revised our Risk Management Framework during FY2025-26 to strengthen enterprise-wide risk oversight across our expanding business portfolio.

Key Strategic Risks

Market risks

Our export and international consultancy businesses are exposed to foreign exchange fluctuations and the credit profile of overseas clients. Changes in market conditions, geopolitical developments and country-specific regulations may also affect project execution and commercial outcomes.

Operational risks

Our Project management and turnkey assignments are exposed to execution risks arising from site availability, supply chain constraints, adverse weather and contractor performance. These factors may affect project timelines, costs and operational efficiency.

Regulatory risks

As a listed Navratna CPSE under the Ministry of Railways, we operate within a dynamic regulatory environment. Changes in policies and regulations may influence business opportunities, project execution and profitability.

Enterprise Risk Management Approach at RITES

We adopted a revised Risk Management Policy to strengthen our Enterprise Risk Management approach in line with our evolving business environment. The revised policy broadens the scope of risk oversight to address cyber security, sustainability-related risks and emerging regulatory developments, while providing a structured process for identifying, assessing, mitigating, monitoring and reporting risks across the organisation. The framework is supported by a five-tier governance structure that establishes clear accountability and oversight at every level.

Board of Directors

- Sets the Company's risk appetite and tolerance in line with its strategic objectives.
- Provides overall oversight of the enterprise risk management framework.

Risk Management Committee (RMC)

- Oversees the implementation and effectiveness of the Risk Management Framework.
- Monitors enterprise-wide risk exposures and mitigation measures.

RMC Sub-Committee

- Reviews specific risk areas in greater detail.
- Supports the RMC by regularly monitoring emerging and priority risks.

Chief Risk Officer (CRO)

- Leads the enterprise risk management function.
- Coordinates risk identification, assessment, monitoring, mitigation and reporting across the organisation.

Risk & Mitigation Plan Owners (RMPOs)

- Own and manage risks within their respective functions.
- Implement mitigation measures and monitor risk at the operational level.
- Escalate material risks in accordance with the Company's governance framework.

Governance

Governance that supports responsible growth

Good governance forms the foundation of our decision-making, accountability and long-term value creation. As a Navratna Central Public Sector Enterprise, we operate within a well-defined governance framework that supports transparent oversight, effective risk management and regulatory compliance.

Governance Priorities

Integrity

Conducting business with fairness, accountability and ethical standards.

Transparency

Timely disclosures and open engagement with stakeholders.

Accountability

Defined responsibilities supported by Board and management oversight.

Risk Oversight

Governance processes integrated with enterprise risk management.

Governance Framework

Board Oversight

Our Board provides oversight of the Company's strategy, risk management, financial performance and governance practices. During the year, we strengthened our governance processes through continued focus on regulatory compliance, transparency and timely disclosures.

Board Committees (Statutory)

Our Board is supported by a committee structure that enables focused oversight across key areas of governance, financial reporting, stakeholder engagement, risk management and corporate responsibility.

01

Audit Committee: Oversees financial reporting, internal controls, audit processes and compliance.

02

Stakeholders' Relationship Committee: Oversees investor relations and the timely resolution of stakeholder grievances.

03

Nomination and Remuneration Committee: Oversees Board composition, succession planning and governance matters in accordance with applicable regulatory requirements. Directors are appointed by the President of India through the Ministry of Railways, while remuneration is determined by the Government of India.

04

CSR Committee: Oversees the planning, implementation and monitoring of the Company's corporate social responsibility programmes.

05

Risk Management Committee and Sub-Committee: Oversee the Risk Management Framework, monitor enterprise risks and review mitigation measures across the organisation.

Compliance Systems

We maintain a governance framework that supports compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the DPE Guidelines and other applicable regulatory requirements. Our Whistleblower Policy enables employees and external stakeholders to report concerns relating to fraud, corruption or unethical conduct through a confidential reporting mechanism. The framework includes safeguards for confidentiality, protection against retaliation and a defined investigation process.

Code of Conduct

We promote ethical conduct across our operations through our Code of Conduct and regular employee awareness programmes. During the year, we continued to leverage Saksham, our internal learning platform, to deliver training on ethics and responsible business conduct to employees across our domestic and international operations. Under our BRSR Principle 1 disclosures, completion of these programmes was tracked across all employee categories, strengthening awareness and supporting consistent compliance with our ethical standards.

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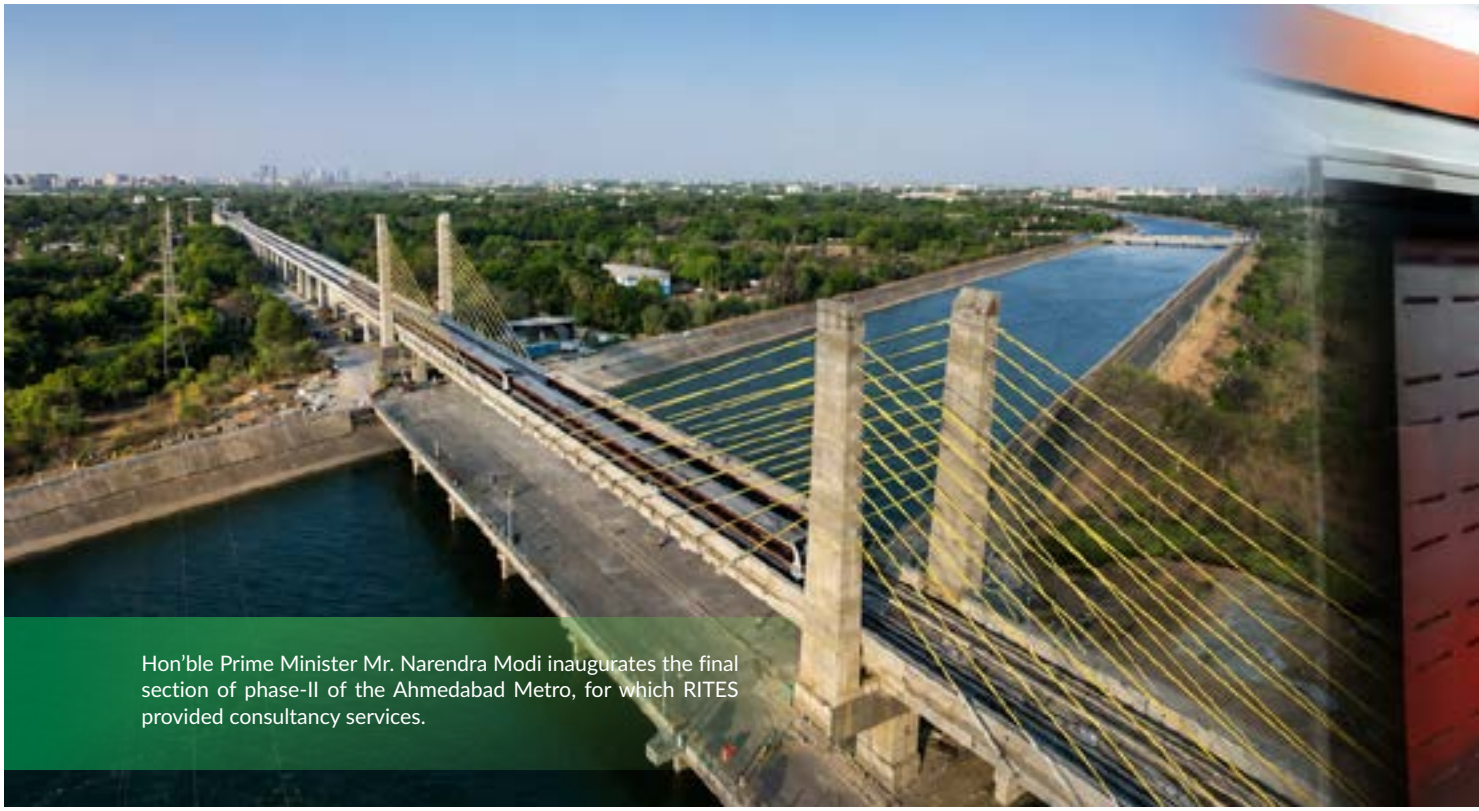


Hon'ble Prime Minister Mr. Narendra Modi inaugurates the final section of phase-II of the Ahmedabad Metro, for which RITES provided consultancy services.

Board's Report

To,
The Members,
The Directors present the 52nd Annual Report of RITES Limited (the Company or RITES) along with the audited financial statements for the financial year ended March 31, 2026 and Auditor's Report thereon.

Financial Highlights

The financial performance during the year under review (FY25-26) as compared to the previous year is summarised below:

(₹ in crore)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from Operations	2,275.74	2,074.21	2,415.08	2,196.35
Total Income	2,425.88	2,222.06	2,524.57	2,302.06
Profit before Tax	523.22	499.23	607.77	565.02
Profit After Tax	400.66	380.22	454.44	423.66
Dividend Paid to Equity Shares	377.27	355.65	417.76	397.32
Net Worth	2,564.45	2,533.30	2,794.03	2,749.26

The Financial Year 2025–26 marked a phase of resilient execution and broad-based growth for RITES. Building on its established engineering and consultancy strengths, the Company sharpened its focus on high-value project consultancy, export revival, strategic partnerships and technology-enabled delivery. During the year, RITES continued to strengthen its domestic and international presence while responding effectively to evolving market requirements across transport infrastructure, logistics and allied sectors.

During FY25–26, the Company recorded a consolidated total revenue of ₹2,525 crore, with operating revenue of ₹2,415 crore, and Profit After Tax (PAT) of ₹454 crore. Consolidated operating revenue grew by about 10% year-on-year and PAT increased by 7.3%, reflecting improved execution, a better revenue mix and sustained operational discipline. EBITDA also improved to ₹568 crore, with margins remaining healthy at 23.5%. On a standalone basis, the Company achieved a total revenue of ₹2,426 crore, and a profit after tax of ₹401 crore.

The Company ended the year with an all-time high order book of ₹9,416 crore as on March 31, 2026, providing strong visibility for future revenues. During the year, the Company continued to maintain a strike rate of securing one order a day, thereby underscoring the continued trust of clients across consultancy, turnkey, leasing and export businesses.

With a growing emphasis on integrated, resilient and sustainable transport networks, RITES is well positioned to benefit from opportunities in technical consultancy, asset-light project execution and the export of indigenously developed rolling stock. Guided by its ADAPT framework and supported by a strengthened workforce, the Company continues to demonstrate agility, innovation and operational resilience, positioning itself for sustained growth in the years ahead.

State of Company's Affairs & Outlook

FY 25-26 was a year in which focused execution and strategic adaptability translated into improved performance across RITES' major business lines. Project Consultancy remained the principal revenue driver, contributing ₹1,185 crore and reaffirming its central role in the Company's operating model. The Turnkey and Leasing verticals also delivered steady contributions of ₹602 crore and ₹172 crore, respectively, reflecting RITES' ability to execute diverse assignments with consistency.

One of the most notable developments during the year was the revival of the Export segment, which generated revenues of ₹316 crore after a period of subdued activity. This recovery was led by the successful supply of all 10 cape-gauge locomotives to CFM Mozambique under a globally competitive mandate, marking an important validation of RITES' international execution capabilities. Bolstering our global footprint, RITES has successfully secured a major ₹915 crore contract to supply 200 broad-gauge passenger coaches to Bangladesh Railway. Project execution is advancing on schedule, with the initial delivery of a 20-coach rake slated for the forthcoming financial year. The Company also continued its outreach across Africa, South Asia and other overseas markets under its RITES Videsh initiative, strengthening its global positioning.

RITES further expanded its collaborative footprint through strategic MoUs and partnerships with the Government of Botswana, CONCOR, SAIL, and DP World. These engagements broadened the Company's capabilities in railway modernisation, logistics infrastructure, locomotive leasing, data-driven advisory and integrated transport solutions. The strategic shift toward collaborative and higher-margin consultancy opportunities helped offset external pressures and reinforced the Company's focus on high-impact, scalable execution.

The Company's subsidiaries and joint ventures, including REMC Limited, SAIL-RITES Bengal Wagon Industry Private Limited (SRBWIPL) and RITES (Afrika) (Proprietary) Limited, continued to contribute to consolidated performance during the year. These entities supported RITES' wider capabilities in green energy procurement, wagon manufacturing and international project delivery, adding resilience and depth to the overall business portfolio.

RITES' subsidiary REMC Limited, which has a mandate to handle the power procurement under 'open access' for Indian Railways, besides handling renewable energy and energy- efficiency projects, achieved total income of ₹162.74 crore and profit after tax of ₹90.15 crore during the year. It paid an interim dividend of ₹65.10 crore (₹6.20 per share) and the REMC's Board of Directors has recommended final dividend of ₹17.85 crore (₹1.70 per share), subject to the approval of shareholders.

During the financial year, RITES' Joint Venture, SAIL-RITES Bengal Wagon Industry Private Limited, manufactured 1089 wagons (954 BOXNHL and 135 BOXNR). It clocked total income of ₹379.44 crore and profit after tax of ₹22.59 crore. An interim dividend of ₹14.40 crore (₹3.00 per share) was distributed.

RITES' foreign subsidiary, RITES (Afrika) (Proprietary) Limited, based in Botswana, has maintained its presence through project execution in the region. It achieved a turnover of BWP 0.79 million (₹0.52 crore) and a net loss after tax of BWP 1.21 million (₹0.79 crore) during FY25-26.

As the nation progresses toward Viksit Bharat@2047, RITES is actively enabling the next generation of transport infrastructure. Our diversified expertise, technical depth, growing international presence, and forward-looking strategy perfectly align with India's focus on sustainable mobility, green infrastructure, enhanced logistics, and digital transformation. Looking ahead to FY2026–27, we expect to deliver another year of robust operational expansion backed by our rich legacy of engineering precision and strict execution discipline.

Change in the Nature of Business

There was no change in the nature of business of the Company during FY25-26.

Reserves

The Reserves & Surplus of the Company as on 31.03.2026 stand at ₹2,083.85 crore against ₹2,052.70 crore in the previous year. During the FY 2025-26, the Company has not transferred any amount to the Reserves.

Dividend

Based on your Company's performance, the Directors have declared three interim dividends, during FY25-26, aggregating to ₹5.20 per equity share. They have also recommended a final dividend of ₹2.75 per equity share. If approved, the total dividend for FY25-26 amounts to ₹382.08 crore (i.e. ₹7.95 per share), which is 79.50% of paid-up share capital of the Company.

The total dividend paid during the year works out to be ₹377.27 crore which includes ₹127.36 crore as the final dividend for FY24-25 and ₹249.91 crore as interim dividends for FY25-26.

Dividend Distribution Policy

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

Presidential Directive

During the year, no presidential directive has been received by the Company in relation to the Company's business.

Deposits

The Company has not accepted any public deposits during FY25-26.

Material Changes and Commitments Affecting the Financial Position

There have been no material changes or commitments affecting the financial position of the Company during FY25-26 or after the end of the financial year up to the date of this report.

Capital Structure

The Authorised share capital of the Company is ₹600.00 crore, and Paid-up share capital is ₹480.60 crore. During the FY 2025-26, there was no change in the capital structure of the Company.

Bonus Suspense Account 2024

The Company has shares in Bonus 2024 Suspense Escrow Account and the details of this account as on March 31, 2026 is as under:

S. No.	Particulars	Details
a)	Aggregate number of shareholders and outstanding shares in the suspense account at the beginning of the year	43 shareholders holding 627 shares
b)	Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	Nil
c)	Number of shareholders to whom shares were transferred from the suspense account during the year	Nil
d)	Aggregate number of shareholders and outstanding shares in the suspense account at the end of the year	43 shareholders holding 627 shares
e)	Voting rights on these shares	Shall remain frozen until the rightful owners claim them

Investor Education & Protection Fund (IEPF)

The Company has complied with the provisions relating to the Investor Education and Protection Fund (IEPF) under the Companies Act, 2013 and the rules made thereunder. The Company Secretary is the Nodal Officer to deal with the IEPF Authority and compliance related thereto. The details of amount due for transfer to IEPF and details of unclaimed dividend are available on the Company website. The details of IEPF have been disclosed in the Report on Corporate Governance **(Annexure- A)** and on the Company's website.

Memorandum of Understanding (MoU) with DPE (on Consolidated Basis)

Evaluation of MoU performance (on Consolidated Basis) for the Year 2024-25 as per Department of Public Enterprises (DPE) parameters is finalized and the Company secured a rating of "Very Good" for the year 2024-25 based on the evaluation of parameters laid down in the Memorandum of Understanding (MoU) signed between RITES and the Ministry of Railways.

The Company signed Memorandum of Understanding (MoU) with the Ministry of Railways for 2025-26 and its evaluation is under process with DPE.

The MoU for FY25-26 includes the following parameters along with their compliance status, as under:

S. No.	Name of Parameter	Remarks
1.	Procurement through GeM (as percentage of Total Procurement)	**Complied.** Procurement through GeM is 66.13% (₹251.23 Crore out of Total Procurement of ₹ 379.88 Crore) which is more than the target of 65%.

S. No.	Name of Parameter	Remarks
1	DPE guidelines issued from time to time on CSR expenditure by CPSEs.	**Complied** (Refer CSR Note - 61 (c) of the Consolidated Financial Statements)
2	Onboarding of CPSE on all operational TReDS platforms with dates of onboarding.	**Complied.** The Company has successfully on boarded on all five TReDS platforms with the date of onboarding as given below: **Onboarding Date** **Platform** / **RITES** / **REMCL** RXIL / 02-03-2024 / 01-03-2024 INVOICE MART / 11-10-2018 / 24-09-2019 M1XCHANGE / 01-03-2024 / 10-04-2024 DTX / 26-03-2025 / 31-03-2025 C2treds / 27-09-2024 / 11-02-2025
3	Timely payments to MSE vendors as prescribed in MSMED Act, 2006	**Complied.** Payments to MSE vendors were made within the prescribed 45-day timeline and no instances of delay during FY 2025-26. **Details of procurements made from MSE vendors:** Total no. of invoices – 9859 Total no. of unique suppliers engaged during the year in annual procurement - 712
4 (a)	Procurement of goods or services through MSEs as 25% of Total procurement of goods and services	**Complied.** As per Sambandh Portal, Consolidated Procured Good & service through MSEs is of ₹124.47 Crore out of Total Procurement ₹379.88 Crore and achieved the 32.77% against the target 25%.
4 (b)	Procurement of goods or services through SC/ ST MSEs as 4% of Total procurement of goods and services	**Complied.** The target for procurement through SC/ST MSEs is not fully achieved, reaching only 0.71% on consolidated basis due to limited participation. However, RITES actively promotes participation of SC/ST MSEs vendors by incorporating preferential clauses in tender documents. Further, as per clause 1.10.4 of the Public Procurement Policy, the 4% (SC/ST MSEs) sub-target fall within the overall 25% procurement target. The policy also permits fulfilling unmet sub-targets from other MSEs in the event of non-participation. During the year 4 nos of vendor development programs has been conducted by the Company to promote participation in SC/ST MSEs vendors in tender. Therefore, despite the shortfall SC/ST MSEs category, RITES total procurement through MSEs exceeds the overall 25% target for FY 2025-26 i.e. 32.77%.
4 (c)	Procurement of goods or services through Women MSEs as 3% of Total procurement of goods and services	Consolidated Procured through Women MSEs of ₹12.85 Crore of Total Procurement of ₹379.88 Crore and achieved the 3.38% against the target 3%.
5	Steps and initiative taken for Health & Safety improvement of Human Resources in CPSEs	**Complied.** The target assigned by the ministry involves organizing health camps for medical screening of employees at work place, during the year a total of 20 health camps were organized, with an overall participation of 1,794 employees. This also includes camps held on important health days such as World Cancer Day (4th February), World Tuberculosis Day (24th March), Universal Health coverage Day (12th December) World Hepatitis Day (28th July) and World Stroke Day (29th October'25) etc.
6	Targets under PM Internship scheme of MCA	**Complied.** RITES actively participated in Phase I and Phase II of the PMIS initiative and offered 251 and 225 internship opportunities in Phase I and Phase II respectively.
7	Leadership Development Plan	**Complied.** Succession planning and Leadership development Policy has been approved by BoD in 300th Board Meeting held on 4th February 2026 and the same has been submitted to Ministry of Railway and DPE before 31st March'26.
8	Surplus Non-core Assets (Land & buildings) Monetization plan	**Complied.** Asset Monetization plan has been approved by MoR vide letter dated 25.02.2026 and the same has been submitted to DPE before 31st March'26

Hon'ble Prime Minister Mr. Narendra Modi and Hon'ble President of Sri Lanka Mr. Anura Kumara Dissanayake inaugurate a rail line in Colombo, with the train powered by a RITES-supplied M11 locomotive and passenger coaches.

Particulars of Loans, Guarantees or Investments Under Section 186 of the Companies Act, 2013

Particulars of loans, guarantees given or investments made along with the purpose for which the loan is proposed to be utilised by the recipients are provided in the standalone financial statement (Please refer to Note No. 7, 8, 9, 16 & 17 of the Standalone Financial Statements).

Board of Directors & Key Managerial Personnel (KMPs) and Number of Meetings of the Board

1 Board of Directors

As on March 31, 2026, the Company had 9 Directors comprising four (4) Functional Directors, three (3) Independent Directors and two (2) Government Nominee Directors as per details given below:

- Mr. Rahul Mithal, Chairman & Managing Director (DIN: 07610499)
- Dr. Deepak Tripathi, Director (Technical) (DIN: 10090267)
- Mr. Krishna Gopal Agarwal, Director (Finance) (DIN: 10239667)
- Mr. Prem Singh Meena, Director (Projects) (DIN: 10855590)
- Mr. Jayant Kumar, Government Nominee Director (DIN: 07179274)
- Mr. Vinod Kumar, Government Nominee Director (DIN: 03278897)
- Mr. Likha Togu, Independent Director (DIN: 09470640)
- Mr. Rajbir Sharma, Independent Director (DIN: 11105411)
- Dr. Dineshananda Goswami, Independent Director (DIN: 09394294)

The details of present Directors of the Company are as under:

- Mr. Rahul Mithal, Chairman & Managing Director (DIN: 07610499)
- Dr. Deepak Tripathi, Director (Technical) (DIN: 10090267)
- Mr. Krishna Gopal Agarwal, Director (Finance) (DIN: 10239667)
- Mr. Prem Singh Meena, Director (Projects) (DIN: 10855590)
- Mr. Jayant Kumar, Government Nominee Director (DIN: 07179274)
- Mr. Atul Singh, Government Nominee Director (DIN: 11747888)
- Mr. Rajbir Sharma, Independent Director (DIN: 11105411)

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

During the year under review, there were three (3) changes in the Key Managerial Personnel (KMP) of the Company. Mr. Arun Kumar Singh, Director (Projects), ceased to hold office w.e.f. 05.05.2025 upon his resignation, following which Dr. Deepak Tripathi, Director (Technical), was entrusted with the additional charge of Director (Projects) till 19.03.2026, subsequently Mr. Prem Singh Meena was appointed as Director (Projects) w.e.f. 19.03.2026. Further, Mr. Ashok Mishra ceased to be the Company Secretary with effect from 19.03.2026 upon his resignation, and Mr. Nikhil Agarwal was appointed as Company Secretary w.e.f. 19.03.2026.

Accordingly, the Key Managerial Personnel of the Company as on 31.03.2026 comprised Mr. Rahul Mithal, Chairman & Managing Director and Chief Executive Officer, Dr. Deepak Tripathi, Director (Technical), Mr. Krishna Gopal Agarwal, Director (Finance) and Chief Financial Officer, Mr. Prem Singh Meena, Director (Projects) and Mr. Nikhil Agarwal, Company Secretary.

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

Appointment of Directors, including Independent Directors, is made by the Government of India from a pool of professionals.

The Appointment/ Cessation/ Change of Directors and KMPs during the FY25-26 and till the date of report is mentioned below:

- **Mr. Likha Togu** (DIN: 09470640) was appointed as Independent Director on the Board of the Company w.e.f. 15.04.2025 for a period of one year. Further, he ceased to be Director of the Company w.e.f. 15.04.2026 on completion of his tenure.
- **Mr. Arun Kumar Singh** (DIN: 09747776), Director (Projects) ceased to be Director of the Company w.e.f. 05.05.2025 upon his resignation.
- **Mr. Rajbir Sharma** (DIN: 11105411) was appointed as Independent Director on the Board of the Company w.e.f. 14.05.2025 for a period of three years.
- **Dr. Dineshananda Goswami** (DIN: 09394294) was appointed as Independent Director on the Board of the Company w.e.f. 07.07.2025 for a period of one year. Further, he ceased to be Director of the Company w.e.f. 07.07.2026 on completion of his tenure.
- **Ms. Purnima Kerketta** (DIN: 11192904) was appointed as Independent Director on the Board of the Company for a period of 3 years w.e.f. 13.07.2025. Further, she resigned from Board of the Company w.e.f. 24.02.2026 due to personal reasons.
- **Mr. Sandeep Jain** (DIN: 09435375), Government Nominee Director ceased to be Director of the Company w.e.f. 22.08.2025 upon his transfer from the post.
- **Mr. Jayant Kumar** (DIN: 07179274) was appointed as Government Nominee Director on the Board of the Company w.e.f. 17.10.2025.
- **Mr. Shailendra Singh** (DIN: 07083410), Government Nominee Director ceased to be Director of the Company w.e.f. 01.02.2026 upon superannuation.
- **Mr. Vinod Kumar** (DIN: 03278897) was appointed as Government Nominee Director on the Board of the Company w.e.f. 25.02.2026. Further, he ceased to be Director of the Company w.e.f. 04.05.2026 upon his transfer from the post.
- **Mr. Prem Singh Meena** (DIN: 10855590) was appointed as Director (Projects) on the Board of the Company w.e.f. 19.03.2026.
- **Shri Ashok Mishra** (M. No. F6411), Company Secretary ceased to be Company Secretary and Compliance Officer of the Company w.e.f. 19.03.2026 upon resignation.
- **Shri Nikhil Agarwal** (M. No. A42626) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 19.03.2026.
- **Mr. Atul Singh** (DIN: 11747888) was appointed as Govt. Nominee Director on the Board of the Company w.e.f. 29.05.2026.

4. Number of Meetings of the Board

During FY25-26, seven (7) meetings of Board of Directors were held. Details regarding dates and attendance at the Board meetings are provided in the Report on Corporate Governance which is enclosed at **Annexure- A**.

5. Declaration by Independent Directors

During FY25-26, the Independent Directors have met the requirements specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. The declaration as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (LODR) Regulations, 2015 has been received from Independent Directors.

6. Committees of the Board

Seven Board-level Committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee, Project Investment Committee and Committee of Directors for Transfer of Shares to IEPF are functional.

The composition, number and date of meetings of these Committees held during the year along with the scope of the Committees are provided in the Report on Corporate Governance at **Annexure- A.**

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

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

However, as per notification dated 05.06.2015 issued by the Ministry of Corporate Affairs (MCA), Government Companies are exempted from complying with the provisions of Section 197 of the Companies Act, 2013. Therefore, such particulars have not been included as a part of Board's Report.

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

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

9. Retirement of Directors by Rotation

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

Accordingly, one-third among all other Directors shall retire by rotation. Accordingly, Dr. Deepak Tripathi having DIN: 10090267 will retire by rotation and being eligible, offers himself for reappointment.

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

In pursuance of Section 134(3)(c) of the Companies Act, 2013, the Directors hereby 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 judgements 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;

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.

Contracts or Arrangements with Related Parties Under Section 188 (1) of the Companies Act, 2013

All contracts / arrangements / transactions entered by the Company during FY25-26 with related parties were in the ordinary course of business and at arm's length basis.

Your Directors draw attention of members to Note No. 43 of the Standalone Financial Statements which sets out related party disclosures. (The details of contracts entered with related parties in prescribed Form AOC-2 is placed at **Annexure- I**).

Subsidiaries and JVs

1. Subsidiaries

REMC Limited (51% holding of RITES) incorporated on August 16, 2013, is a Joint Venture with the Ministry of Railways (49% holding) for taking up various assignments/ tasks to develop potential business avenues in the field of power sector including Green Energy, power trading etc.

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

2. Joint Ventures

The Company has two joint ventures namely SAIL-RITES Bengal Wagon Industry Private Limited (SRBWIPL) (50% holding in JV) and Indian Railway Stations Development Corporation Limited (IRSDC) (24% holding in JV). IRSDC is under voluntary liquidation.

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

3. Associates

As on March 31, 2026, the Company has two Associates namely MMG-Metro Management Group Limited (MMG) (24.5% holding) and Elicius Energy Private Limited (EEPL) (13% holding). However, MMG-Metro Management Group Limited was voluntarily dissolved in April, 2026, and the RITES has written off its investment in MMG.

Auditors

The Comptroller & Auditor General of India has appointed M/s. S. R. Goyal & Co., Chartered Accountants, as Statutory Auditor for FY25-26.

The Statutory Auditor's Report for FY25-26 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Integrated Annual Report.

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

The C&AG has undertaken Supplementary Audit in terms of Section 143 (6)(b) of the Companies Act, 2013 and has given Nil Comments on Annual Accounts of the Company for FY25-26.

Frauds Reported by the Auditor

During the year under review, none of the Auditors have reported to the Audit Committee or the Board, under Section 143(12) of the Companies Act, 2013 any instances of fraud committed by the Company or on the Company.

Secretarial Audit Report

The Company has appointed M/s. Agarwal S. & Associates, Company Secretaries to conduct Secretarial Audit for the FY25-26. The Secretarial Audit Report for the year has been placed at **Annexure- III**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except the following observations.

The observations made by the Secretarial Auditor, along with the corresponding management replies, are as follows:

Observation	The Composition of the Board of Directors was not consisting of half of Non-Executive Directors and number of Functional Directors exceeded 50% of the actual strength of the Board of Directors for the part of the year. There was non-availability of the requisite number of the Independent Directors during substantial part of the FY 2025-26. Also, during the FY 2025-26, the Board of Directors did not have a woman independent director for the part of the year. It causes non-compliance with Regulation 17 of the Listing Regulations, Section 149 of the Companies Act, 2013 and clause 3.1.2 and 3.1.4 of the DPE Guidelines. The composition of Corporate Social Responsibility Committee, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee was not proper at multiple times resulting in to consequential non compliances with Regulations 18, 19, 20, 21 of the Listing Regulations, Sections 135, 177, 178 of the Companies Act, 2013 and Clause 4.1.1, 4.1.2, 4.4, 5.1 of the DPE Guidelines.
Management Reply	RITES being a Government Company, the appointment/ nomination of all directors including independent directors is done by the Hon'ble President of India through Administrative Ministry i.e. Ministry of Railways (MOR) which is beyond the control of Company and in which Company has no role to play. Due to non-appointment of sufficient number of Independent Directors on the Board of the Company, the composition of the Board level committees was not proper at multiple times during FY 2025-26.

With regard to number of Independent Directors & Woman Independent Director, the Company has received notices from Stock Exchanges levying fine on the Company. The Company has replied to Secretarial Auditor and Stock Exchanges that the appointment/ nomination of Directors including Independent Director is done by the Hon'ble President of India through Administrative Ministry i.e. Ministry of Railways. RITES has requested the Ministry of Railways to induct Independent Directors & Woman Director to ensure the proper composition of the Board.

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

Cost Records & Cost Audit

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

Internal Financial Control Systems and their Adequacy

Your Company has put in place adequate internal financial controls for ensuring the efficient conduct of its business in adherence with laid-down policies; the safeguarding of its assets; the prevention and detection of frauds and errors; the accuracy and completeness of the accounting records; and the timely preparation of reliable financial information, which is commensurate with the operations of the Company. Effectiveness of Internal Financial Controls is ensured through management reviews, self-assessment and independent testing by an Independent Chartered Accountants Firm indicating that your Company has adequate Internal Financial Controls over Financial Reporting in compliance with the provisions of the Companies Act, 2013 and such Internal Financial Controls are operating effectively. The Audit Committee reviews the Internal Financial Controls to ensure its effectiveness in achieving the intended purpose. Statutory Auditor's Report containing a para on Internal Financial Controls of the Company in terms of Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 is placed along with the Financial Statements.

Corporate Social Responsibility (CSR)

As a part of its initiative under the Corporate Social Responsibility (CSR), the Company has undertaken CSR activities, projects and programmes in accordance with Schedule VII of the Companies Act, 2013, applicable provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and any amendments thereto. The CSR activities as carried out by the Company is detailed in **Annexure-II**. The Company has complied with the provisions of Section 135 of the Companies Act, 2013 and all its subsequent amendments.

At RITES, social responsibility and sustainable development are seamlessly integrated throughout the organisation. RITES recognises its responsibility toward society and strives to work consistently for its betterment by taking actions to address societal challenges. It not only delivers one of the best technological supports in the field of transport infrastructure, does so in a transparent, sustainable & ethical manner to create a meaningful impact.

The Companies Act, 2013 which has brought the idea of CSR to the forefront and through its disclose-or-explain mandate, is promoting greater transparency and disclosure. Advocating Sustainable Development, RITES is committed to operate in an economically, socially and environmentally sustainable manner that is transparent and ethical. It applies to various Company activities, while operating in different social and environmental settings. In line with these

principles, a total amount of ₹11.80 crore was utilised during FY25-26 on various CSR initiatives.

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

A report on CSR activities pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure- II**.

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

Conservation of Energy

As a consultancy organization, RITES' operations are primarily office-based and do not involve energy-intensive manufacturing activities. Nevertheless, the Company remains committed to the efficient utilization of energy and conservation of natural resources through various sustainability initiatives across its offices and campuses.

RITES' decarbonisation journey is supported through green buildings, operational energy efficiency, green IT initiatives and renewable energy transition. During the year, focused efforts were made to enhance energy efficiency through a combination of operational improvements and infrastructure upgrades aimed at optimising energy consumption, reducing carbon emissions and supporting national energy conservation goals while ensuring environmental, financial and human capital efficiency.

Energy Efficiency and Optimisation

The Company continued to implement various measures to improve energy performance across its facilities, including:

- Development of new offices in accordance with green building standards and adoption of innovative technologies.
- Optimisation of operational energy efficiency through real-time monitoring and intelligent control systems through building management system.
- Upgradation and replacement of legacy equipment and utilities with energy-efficient alternatives.

As a result of these initiatives, the following achievements were recorded during the year:

- Reduction in overall energy consumption by approximately 1.42%.
- Increase in renewable energy utilisation by approximately 222%.
- Reduction in diesel consumption by approximately 59% at Shikhar and Srijan.

Steps Taken for Energy Conservation

Solar Power Deployment

In furtherance of RITES' commitment towards energy conservation and adoption of renewable energy sources, a rooftop solar power plant of 120 kWp capacity was installed and commissioned at the newly constructed Regional Project Office, Lucknow.

Further augmentation of the existing solar infrastructure is under progress through enhancement of rooftop solar capacities at:

- Shikhar: from 25 kWp to 70 kWp
- Srijan: from 10 kWp to 18 kWp

In addition, rooftop solar power plants aggregating 138 kWp capacity were commissioned at the Regional Project Office, Kolkata and Vishranti (Rest House), Gurugram. These initiatives strengthen the Company's renewable energy portfolio and reinforce its commitment towards sustainable operations, reduction of carbon footprint and alignment with the Government of India's clean energy and green growth objectives.

Smart Energy Management Systems

Both newly constructed offices, including Kolkata and Lucknow, have been equipped with advanced Building Management Systems for real-time monitoring and control of building services. Smart metering systems and DALI sensor-controlled lighting have also been deployed to optimise energy consumption.

Energy-efficient motors and equipment compliant with the Energy Conservation Building Code (ECBC) standards have been installed to further enhance operational efficiency.

Operational Controls

Group-controlled elevator systems have been installed in all newly constructed offices and Shikhar to optimise lift operations, minimise passenger waiting time and reduce energy consumption during peak hours.

The lifts at Shikhar are further integrated with cloud-based monitoring systems that enable predictive maintenance by continuously tracking operational performance, reducing unplanned downtime and enhancing passenger safety.

Other Cost Optimisation Measures

Additional energy conservation measures undertaken during the year include:

- Maximisation of natural daylight utilisation.
- Maintaining air-conditioning temperatures in the range of 24–25°C.
- Sealing of doors and windows to minimise cooling losses.
- Regular preventive maintenance of air-conditioning systems and electrical equipment.
- Reduction of plug-load demand through shared use of appliances and equipment.

Capital Investment on Energy Conservation Equipment

To further strengthen energy efficiency and operational reliability, RITES has initiated the upgradation and replacement of legacy infrastructure, including HVAC systems, firefighting systems and diesel generator sets.

The implementation of advanced Building Management Systems also forms part of this infrastructure modernisation programme.

In addition, augmentation of rooftop solar capacities at Shikhar and Srijan is has been completed.

Water Management

RITES continues to focus on sustainable water management through reduction of freshwater withdrawal, enhancement of water-use efficiency, wastewater treatment and reuse, and rainwater harvesting initiatives.

All newly developed campuses have been designed with provisions for improved water efficiency, rainwater harvesting, sewage treatment and water recycling systems.

Key initiatives undertaken include:

- Maintenance of rainwater harvesting systems, groundwater recharge structures and recharge pits.
- Operation and maintenance of sewage treatment plants and recycled water infrastructure.
- Regular monitoring of water quality parameters.
- Installation of water-efficient fixtures, including low-flow faucets and sensor-based taps.

Waste Management

RITES promotes responsible waste management through waste minimisation at source, segregation, recycling and environmentally sound disposal practices.

The Company remains committed to circular economy principles through responsible management of e-waste, battery waste and other regulated wastes by engaging authorised recyclers and resellers for recovery, recycling and reuse. Efforts are also being made towards advancing zero-waste-to-landfill practices across operations.

Key initiatives include:

Compliance with prescribed management practices for hazardous waste, e-waste and other regulated waste streams.

Segregation of waste at source and promotion of recycling and resource recovery.

Engagement with authorised agencies for environmentally compliant disposal and recycling.

Biodiversity Conservation:

RITES is committed to conserving, preserving and enhancing biodiversity through various greening initiatives across its campuses and offices.

The key measures undertaken include:

- Development and maintenance of nurseries and indoor plant installations.
- Organisation of plantation drives and implementation of the “Greening the Office” programme.
- Enhancement of green cover within office premises to improve environmental quality and employee well-being.

Technology Absorption

Technology continues to be a key driver of innovation, operational excellence, and sustainable growth at RITES. During the year, the Company strengthened its technology ecosystem by integrating advanced digital engineering practices, Artificial Intelligence (AI), Industry 4.0 technologies, intelligent automation, and data-driven solutions across its business verticals. These initiatives are aimed at enhancing project delivery, improving quality and safety, increasing operational efficiency, and creating new technology-enabled service offerings for clients.

Recognizing the transformative potential of Artificial Intelligence, RITES launched the #AIReady RITES initiative to build an intelligent, innovative, and future-ready organization. The initiative seeks to promote AI awareness, strengthen institutional capabilities, enable data-driven decision-making, and foster responsible adoption of emerging technologies across the organization.

A major milestone during the year has been the establishment of the Abhikalp – Centre of Excellence (CoE), envisioned as the central innovation hub for Artificial Intelligence and allied Industry 4.0 technologies. The Centre aims to accelerate the adoption of AI, Digital Twin, Building Information Modeling (BIM), Computer Vision, Internet of Things (IoT), Augmented Reality (AR), Virtual Reality (VR), 3D Printing, advanced analytics, and intelligent automation across engineering consultancy, quality assurance, project monitoring, and enterprise support functions. It will serve as a collaborative platform for developing, validating, and demonstrating technology-driven solutions before their large-scale deployment across RITES and for client projects.

The Company has initiated the development of PARAKH, an AI-enabled platform for appraisal and evaluation of Detailed Project Reports (DPRs). The platform is designed to assist domain experts in analyzing complex technical, financial, environmental, contractual, and regulatory documents through intelligent document processing, automated validation, knowledge retrieval, and decision-support capabilities, while maintaining a human-in-the-loop approach for critical technical assessments.

In the field of Quality Assurance, RITES has continued to advance AI-based inspection systems. VISTAR (Visual Inspection System Through AI for Rails) leverages computer vision and artificial intelligence to support automated inspection of rails by detecting surface defects with enhanced speed, consistency, and accuracy. Similar AI-enabled visual inspection solutions are being explored for other safety-critical railway components, further strengthening RITES' inspection capabilities.

The Company is also expanding the application of Structural Health Monitoring Systems (SHMS) for continuous monitoring of bridges, buildings, tunnels, and other critical infrastructure assets. By integrating sensors, IoT, analytics, and AI-based predictive models, SHMS facilitates real-time condition assessment, predictive maintenance, improved asset reliability, and enhanced lifecycle management.

Technology absorption has also been strengthened through the development of enterprise digital platforms and AI-powered internal solutions. AI-based digital assistants, including Tele Sathi, IT Sathi, HR Sathi, and Query Sathi, are being implemented to improve employee services, automate routine processes, enhance knowledge management, and improve organizational productivity. Digital workflows, SAP-based enterprise systems, analytics dashboards, intelligent document processing, and workflow automation continue to strengthen governance, transparency, and operational efficiency.

Across engineering business verticals, RITES has expanded the use of advanced digital technologies including Building Information Modeling (BIM), Digital Twin, GIS, drone-based surveys, LiDAR mapping, cloud-based collaboration platforms, advanced simulation tools, and 3D Printing. These technologies are being utilized for infrastructure planning, engineering design, digital visualization, project monitoring, quantity estimation, asset management, and lifecycle optimization across railways, highways, bridges, buildings, airports, ports, and urban infrastructure projects.

The Company is also exploring AI-enabled solutions for tender intelligence, bid management, engineering knowledge management, predictive analytics, computer vision-based inspection, document intelligence, and digital decision-support systems to enhance business development and improve project execution capabilities.

Recognizing that technology transformation is driven by people, RITES has undertaken significant initiatives towards AI literacy and digital capability development. Organisation-wide training programs on Artificial Intelligence, Generative AI, Microsoft Copilot, Prompt Engineering, and emerging digital technologies have been conducted to build awareness and enhance workforce readiness. The introduction of AI Ambassadors across departments is expected to further accelerate innovation, facilitate adoption of emerging technologies, and promote a culture of continuous learning.

Through sustained investments in technology absorption, digital innovation, and capability development, RITES continues to strengthen its position as a technology-enabled multidisciplinary engineering consultancy. The Company remains committed to leveraging emerging technologies to deliver smarter, safer, more sustainable, and future-ready infrastructure solutions while creating long-term value for its clients and stakeholders.

Foreign Exchange Earning and Outgo

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

Total foreign exchange earnings during the year under review was ₹369.73 crore (previous year ₹54.73 crore) and foreign exchange outgo was ₹83.91 crore (previous year ₹27.90 crore). This resulted in net foreign exchange earnings of ₹285.82 crore (previous year ₹26.83 crore).

Environment Protection

RITES demonstrates a strong commitment to sustainability by embedding environmental responsibility, resource efficiency, and green practices across its operations and consultancy services. The organization promotes eco-friendly development through initiatives in renewable energy, energy-efficient systems, green buildings, sustainable water and waste management, and digitalization aimed at reducing environmental impact.

As a leading infrastructure consultancy, RITES undertakes Feasibility Studies, Detailed Project Reports (DPRs), and Environmental & Social Impact Assessments (ESIAs) in compliance with national regulations issued by the Ministry of Environment, Forest and Climate Change (MoEF&CC) as well as international standards prescribed by agencies such as the World Bank, ADB, JICA, and EIB. This ensures that sustainability objectives and mitigation measures are integrated throughout the entire project lifecycle.

In line with its sustainable development vision, RITES has expanded its expertise into areas such as solid and used water management, clean air initiatives, ESG and BRSR activities, pollution control, lake and river rejuvenation, net-zero studies, wetland management planning, green and environmental compliance audits, eco-sensitive zone management plans, and green mobility solutions.

The Company's sustainability-driven approach is further strengthened through strategic collaborations with institutions including Indian Institute of Technology Kanpur for air quality management, Indian Institute of Technology Madras for green hydrogen and clean energy innovation, and National Institute of Solar Energy for renewable energy initiatives. RITES also functions as the Technical Support Unit under Swachh Bharat Mission-Urban 2.0 for the Ministry of Housing & Urban Affairs, contributing to legacy waste management, sludge treatment, water reuse, and standardization of urban sanitation systems.

Beyond consultancy services, RITES has incorporated sustainability into its own organizational practices. Its Gurugram office complex, "Srijan," has been awarded the GRIHA Gold Standard rating, while its Kolkata office has received a four-star GRIHA Pre-Certification. The Company has implemented several energy-efficiency measures across its offices, including solar power systems, LED lighting, skylights, and sensor-based fixtures. These initiatives are complemented by rainwater harvesting systems, sewage treatment plants, and adherence to all applicable emission and waste management norms.

RITES conducted a 'Take A Sapling Home' drive as part of its World Environment Day celebrations.

RITES has also moved towards a paperless work environment through the adoption of e-office platforms, SAP/ERP systems, and e-procurement processes, significantly reducing paper consumption and lowering its carbon footprint. As a consultant, the Company actively advocates sustainable and low-emission transport systems such as metro rail and ropeways, while encouraging clients to adopt wastewater treatment and reuse, water conservation, solar energy utilization, use of recycled and locally sourced materials, fly ash utilization, and enhancement of green cover.

The organization ensures that projects are designed and executed to minimize ecological and social impacts while maintaining economic viability. Through sound engineering practices, RITES prioritizes the protection of wildlife sanctuaries, water bodies, and protected or reserve forests, reinforcing its commitment to sustainable and environmentally responsible infrastructure development.

Risk Management

In compliance with Regulation 21 of SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has constituted a Risk Management Committee which acts in accordance with its terms of reference and oversees Risk Management Framework which lays down the procedures about the risk management and mitigation thereof.

The Company follows a consistent and comprehensive risk management strategy at all levels. Each Vertical/Region has a risk management team to assess and mitigate risks at the operational level. Decisions taken on risk mitigation are implemented and reviewed regularly for effectiveness, for which a rigorous system of audits by internal as well as external auditors exists.

Company's Risk Management procedure covers all aspects which may affect its working like, changes in business environment, Government policies, competency requirements, manpower planning, safety of manpower, buildings and other assets, currency risk management, data security, cyber security etc.

In compliance with Section 134(3)(n) of the Companies Act, 2013 and Regulation 17(9) of the SEBI (LODR) Regulations, 2015, the Company had a Risk Management Policy and framework in place which has been revised with the Board of Directors approval during the year. The same is available on the website of the company. This enhances the structured framework for the identification, assessment, mitigation, monitoring and reporting of risks across the organisation. The Risk Management Framework is reviewed periodically by the Risk Management Committee and the Board of Directors to ensure its continued effectiveness and alignment with the Company's strategic objectives, business environment and regulatory requirements.

The Company maintains the Risk Library for all the identified risk and their mitigation plan for easy reference.

Further, Company's Risk Management procedure covers all aspects which may affect its working like, changes in business environment, Government policies, competency requirements, manpower planning, safety of manpower, buildings and other assets, currency risk management, data security, cyber security etc. The Company is of the opinion that there are no risks which threaten its existence.

Vigilance

RITES remains committed to nation-building through effective governance, transparency, and integrity in its operations. Vigilance, guided by the Chief Vigilance Officer, is upheld as a collective responsibility across the organisation, ensuring accountability, preventive checks, and systemic improvements. In FY25-26, 87 vigilance complaints were investigated with 76 finalised. A total of 35 preventive checks and inspections were conducted, leading to systemic corrections. Additionally, 12 preventive vigilance workshops were organised to foster ethical practices, while an online vigilance clearance system was implemented in SAP, reinforcing efficiency and transparency. Around 1436 employees of RITES completed the training on iGOT Portal Karmayogi Bharat.

Vigilance Awareness Week 2025

RITES observed Vigilance Awareness Week 2025 from 27th October to 2nd November on the theme "Vigilance: Our Shared Responsibility" The week began with the integrity pledge by CMD, RITES, and a signature campaign across offices, followed by awareness initiatives through posters, banners, training sessions, and workshops led by internal and external experts. Competitions for employees and their wards added wider participation, with winners felicitated during the concluding programme, which also saw the release of the in-house vigilance journal 'Jagriti'.

Significant and Material Orders passed by the Regulators/ Courts/ Tribunals impacting the going Concern Status and Company's Operations in Future

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

Annual Return

Annual Return as per Section 92 (3) of the Companies Act, 2013 is available on the website of the Company and can be accessed at https://www.rites.com/AnnualReturn1.

Secretarial Standards

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

Application/ Proceeding Pending under Insolvency & Bankruptcy Code, 2016

There are no proceedings initiated / pending against your Company under the Insolvency and Bankruptcy Code, 2016.

Management Discussion and Analysis

The Management Discussion and Analysis, detailing division- wise performance, forms an integral part of the Board's Report and is provided as **Annexure-B**.

RITES hosted Lt. Commander Deepa Singh of Indian Navy to mark Women's Day celebrations

Disclosure in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company is committed to provide safe and secure work environment to its employees which is free from any kind of fear, intimidation, exploitation or harassment. A committee for Prevention of Sexual Harassment of Women at Workplace i.e. Internal Complaint Committee (ICC) as per the Government guidelines exists in all major locations of the Company for implementing and enforcing the policy. We have adopted robust framework to counter any potential harassment or discrimination against women. The Company has a platform i.e. at https://www.rites.com/Complaint through which employees can register their complaints for speedy action. An Internal Complaints Committee, as mandated under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, is functional, and its composition is also displayed on the Company's website at https://www.rites.com/POSHCommitteemembers. Various programmes are conducted throughout the year on the topic for creating basic awareness among employees.

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

No. of Complaints pending at the beginning of the year: **Nil**

No. of complaints of sexual harassment received during the year: **Nil**

No. of complaints disposed off during the year: **Nil**

No. of complaints pending at the end of financial year: **Nil**

No. of complaints pending for more than ninety days: **Nil**

Women Empowerment

Recognising the invaluable contributions of women to organisational success, our Company has reaffirmed its commitment to fostering gender diversity and inclusion. Women are leading numerous projects and occupying critical roles across various departments, underscoring their integral presence in our workforce. This initiative aligns with broader industry trends, where organisations are increasingly prioritising gender diversity in leadership roles.

On the International Women's Day 2026, we organised a series of programs aimed at building leadership skills among our female employees. Highlight of the event was an inspiring interactive session by Lt. Commander Deepa Singh of the Indian Navy sharing insights from her remarkable journey in service of the nation. During this occasion, we felicitated the achievement of Ms. Seema Mohan Sharma, Junior Engineer (Civil) felicitated by RWWCO (Railway Women's Welfare Central Organization) and Ms. Isha Apurwa, Deputy General Manager, ERIO awarded second prize for "Best Female Employee" by WIPS (Women in Public Sector) at its 36th National Meet. Throughout the year, we have undertaken several programs focusing on gender diversity and inclusion, prevention of sexual harassment at the workplace, and women empowerment. Regular health camps and health awareness sessions have also been conducted to cater to the specific needs of our female employees.

Maternity Benefits Act Compliances: The Company has complied with the provisions of the Maternity Benefits Act, 1961.

With an intention of enhancing overall wellbeing of women employees, RITES has implemented the policy of paid Child Care Leave (CCL) and Child Adoption Leave (CAL) in FY 2025-26.

Women employees can now avail Child Care Leave for a total period of 2 years in their service to take care of various needs of their children. Child Adoption Leave for 180 days will be available to women employees on adoption of a child.

The above are wellness centric progressive policies which enable women employees to have an enhanced work life balance thereby contributing towards creation of a healthier and more productive workforce.

Propagation of Hindi (Rajbhasha)

Implementation of the Official Language Policy of the Government of India is being ensured in accordance with the Annual Programme issued by the Ministry of Home Affairs regarding Official Language and the orders issued by the Railway Board. Details of some of the important activities undertaken in this regard are as follows:–

The first All India Official Language Conference of RITES Limited was organized on 20.03.2026 at the Corporate Office, Gurugram. Senior journalist, author and film director Shri Piyush Pandey and Senior Translation Officer Shri Saurabh Arya participated in the programme as guest speakers and provided guidance on working with ease in Official Language Hindi and promoting the implementation of Official Language through AI tools.

The Company is a member of the Town Official Language Implementation Committee (TOLIC), Gurugram, and actively participates in all activities of the Committee. During the year under review, the Corporate Office of RITES Limited received the following awards from Town Official Language Implementation Committee, Gurugram: –

- Consolation Prize for effective implementation of the Official Language in the office.
- Consolation Prize in the magazine category for RITES' e-house journal Abhivyakti.
- Encouragement Award for organizing a Hindi Book Discussion Programme.
- Encouragement Certificate for organizing a Hindi Quiz Competition for member offices.

All our Regional Project Offices, Project Units and Inspection Offices are also members of the Town Official Language Implementation Committees of their respective cities and actively participate in the activities of the concerned Committees. During the year, the South Region Project Office, Bengaluru of RITES Limited received the Distinguished Official Language Award from Town Official Language Implementation Committee, Bengaluru.

Notable activities undertaken for the promotion and propagation of Hindi are as follows:–

- A Hindi Book Discussion Programme was organized on the occasion of the birth anniversary of Late Shri Harivansh Rai Bachchan.
- A Hindi seminar was organized on the occasion of the birth anniversary of Late Shri Ramdhari Singh Dinkar.
- On the birth anniversary of Munshi Premchand, a one-page publication was issued to promote Hindi books among employees.
- Quotations boards/posters related to the Hindi language were displayed in all offices.

Publication of the e-Magazine 'Abhivyakti':–

With the objective of promoting greater interest in Official Language Hindi among employees, Issue No. 3 (Engineers' Day Special Issue) of September 2025 and Issue No. 4 (Mother Language Special Issue) of March 2026 of the Company's e-magazine 'Abhivyakti' were published during the year. The journal included articles written by employees on literature as well as on the Company's functioning, technology, various Indian languages and subjects related to the Official Language.

Periodic Inspections:–

A successful Official Language inspection of the Corporate Office of RITES Limited was conducted by the Northern Region Implementation Office-1 (Delhi) of the Department of Official Language, Ministry of Home Affairs, Government of India. Further, a successful Official Language inspection of the North Eastern Region Project Office, Guwahati of RITES Limited was conducted on 26.02.2026 by the North Eastern Region Implementation Office.

Hindi Pakhwada:–

Hindi Pakhwada was organized in September across all offices of RITES Limited. On this occasion, Official Language personnel from the Corporate Office and Regional Offices participated in the Fifth All India Official Language Conference organized by the Department of Official Language, Ministry of Home Affairs, Government of India, at

RITES organised its first Hindi Rajbhasha Sammelan, promoting the use and importance of Hindi in official communication.

Gandhinagar on 14 and 15 September 2025. On 14 September 2025, the Hindi Diwas message of the Chairman and Managing Director was also issued.

Scheduled Castes (SC), Scheduled Tribes (ST), Other Backward Classes (OBC), Economically Weaker Section (EWS), Women and Divyangs (PwBD)

The Company has adopted the best practices for providing equal opportunities and harmonious environment for advancement of SC, ST, OBC, EWS, Divyang and Women employees. It has provided reservation in recruitments to SC, ST, OBC, EWS and Divyang candidates and in promotions to SC, ST communities. SC, ST, OBC, EWS and Divyang candidates are provided due relaxation in eligibility conditions and application fee while applying for recruitment and qualifying standards in recruitment and due relaxations to SC, ST, Divyang (PwBD) in promotion. In selection Committees for recruitment, due representation is given to SC, ST, OBC, Minorities and Women members. During the year, 605 employees belonging to SC, ST, OBC, EWS and Divyang categories (regular and contract) were inducted. The employees belonging to these communities are given due representation in the elected body of employees i.e. Consultative Council for Enhancement of Rapport and Team Work (CONCERT).

System Certification (ISO 9001:2015) & QA Accreditations

RITES Limited has been certified under the ISO 9000 series of Quality Management System (QMS) standards since 1999. The current system is documented in accordance with ISO 9001:2015 requirements.

The QMS framework includes Monitoring and Analysis of Organizational activities, as a result, it forms an integral part of the Company's internal control mechanisms. The system ensures delivery of high-quality service, promotes operational excellence, and supports continual improvement and effective risk management, aligning with international best practices.

RITES ISO 9001:2015 certification has been awarded by M/s NVT Quality Certification International LLP, Bangalore (NVTQC), accredited by ANAB (ANSI National Accreditation Board).

During FY 2025-26, RITES successfully enhanced its Quality Management System (QMS) awareness and competence through the organization of QMS Lead Auditor and Internal Auditor programs for working employees, introductory ISO 9001:2015 training for newly inducted staff.

In addition, the RITES QA Vertical is also accredited to ISO 17020:2012 & ISO 17065: 2012 by the National Accreditation Board for Certification Bodies (NABCB), a constituent of the Quality Council of India (QCI). This accreditation ensures that inspection services are aligned with international standards.

The QA Vertical also operates material testing laboratories across various Regional Inspection Offices, which are accredited as per ISO 17025:2017 by the National Accreditation Board for Testing and Calibration Laboratories (NABL), a constituent of the Quality Council of India (QCI).

Now, the QA Vertical is also a member of the TIC Council, Belgium. TIC Council is an international association representing independent testing, inspection and certification companies. Membership enhances RITES' global visibility and alignment with international practices in the TIC industry.

Corporate Governance Report and Green Initiative

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

In support of the "Green Initiative" measure taken by the Ministry of Corporate Affairs, Government of India, which has enabled electronic delivery of documents, as well as pursuant to the SEBI Circular and in compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder and the SEBI (LODR) Regulations, 2015, the Company has dispatched the Annual Report in electronic mode to those shareholders whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent (RTA) or their respective Depository Participants.

Business Responsibility and Sustainability Report (BRSR)

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

For FY25-26, your Company has obtained reasonable assurance for BRSR core indicators from Sustainability Actions Private Limited.

Knowledge Management System

RITES' has established a robust Knowledge Management System (KMS) that leverages the organisation's collective expertise and institutional knowledge to drive operational excellence, innovation, and future readiness. The system is designed to systematically capture, preserve, share, and enhance knowledge across the enterprise, ensuring that valuable insights and experiences remain accessible for current and future generations of employees.

Knowledge assets are securely maintained through a suite of in-house digital platforms and specialised repositories. These include the project-focussed Document Management System '**NIDHI**', the SAP-enabled financial dashboard '**DARPAN**', domain-specific databases, Board Meeting Management Systems, and various employee-centric portals. Together, these platforms provide a centralized, reliable, and easily accessible repository of organisational information, enabling informed decision-making and seamless collaboration across functions.

To further strengthen knowledge accessibility, RITES has implemented a dedicated CV Dashboard that serves as a comprehensive repository of employee competencies and professional profiles. Equipped with advanced search and filtering capabilities, the platform facilitates the efficient identification of subject matter experts and skilled

professionals, ensuring optimal resource deployment and improved project outcomes.

Recognising that knowledge management extends beyond knowledge preservation, RITES places significant emphasis on continuous learning and capability development. The Training Portal '**SAKSHAM**' acts as a centralized learning platform, offering employees access to a wide range of training programmes, presentations, technical resources, and recorded sessions. The portal empowers employees to continuously upgrade their skills and competencies, fostering a culture of lifelong learning and professional growth.

Through these integrated initiatives, RITES has created a comprehensive knowledge ecosystem where organisational expertise is systematically preserved, effectively shared, intelligently utilised, and continuously enhanced. This ecosystem not only strengthens institutional memory but also supports innovation, operational efficiency, and sustainable growth, enabling the organisation to remain agile and future-ready in an evolving business environment.

Human Resources and Industrial Relations

Being a leading transport infrastructure consultancy and engineering Company, RITES is constantly looking to enhance its knowledge capabilities and professional pool by inducting bright, qualified employees into its team every year. In line with this mission, the Human Resource Department of RITES is committed to achieve excellence in talent acquisition, upskilling & training, employee engagement, talent retention, career progression and development of human capital. The Company's progressive HR policies have a purpose-driven approach of being established as an "Equal Opportunity Employer". Such policies are one of the many reasons there is an ease in employee acquisition, retention and maintenance of a very low attrition rate. The attrition rate of regular employees during FY25-26 was 2.76%.

As a part of succession planning and career progression, as well as to keep the employee motivated, a periodic review of cadres is done. The reviews are conducted in a supportive environment, with benchmarks outlined against the business goals of the Company and best practices in the industry.

During FY25-26, the selection process of 604 eligible candidates from across disciplines, levels & regions was conducted, and 327 employees (including both executive & non-executive staff) were promoted. The Company believes in consistently improving its systems and processes to attract, motivate and nurture talent. It focuses on making the workforce agile and future ready to align with dynamic industry trends and the infrastructure needs of tomorrow.

DAKSH is a flagship leadership development programme jointly organized by the Standing Conference of Public Enterprises (SCOPE) and the Capacity Building Commission (CBC), GoI, to strengthen the leadership pipeline across the public sector by equipping senior executives with the strategic perspective, leadership capabilities and enterprise-wide outlook required for higher management and board- level responsibilities. It emphasizes strategic thinking, innovation, digital transformation, governance, and people-centric leadership through expert-led sessions, case studies, and experiential learning. DAKSH also provides a collaborative platform for cross-sector knowledge sharing and the exchange of best practices among CPSE executives. Two senior business leaders from RITES were part of the inaugural batch conducted through IIM Ahmedabad and McKinsey & Company

SAKSHAM is RITES' integrated Learning Management System (LMS) and a centralized knowledge repository developed to promote continuous learning, knowledge sharing, and employee capability development. The portal provides seamless access to training content, session materials, learning resources, and development data through a single digital platform, enabling employees to conveniently access learning opportunities anytime and anywhere. It empowers employees to nominate themselves for relevant courses, and maintain a comprehensive record of their learning journey. By offering a structured and transparent approach to learning and development, SAKSHAM encourages self-driven upskilling, supports continuous professional growth, and fosters a culture of lifelong learning across the organization, thereby strengthening the overall capability and competitiveness of RITES' workforce.

Implementation of Right to Information Act, 2005 (RTI)

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

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

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

RITES has been putting sincere efforts in creating informed citizenry & promoting transparency through pro-active disclosures on its website under Section 4(1)(b) of the Right to Information Act, 2005. Categories of information frequently sought, have also been identified, catalogued, and organized in a retrievable user-friendly database. RITES conducts Transparency Audit regularly to ensure compliance of all the stipulated major statutory requirements of Section 4 of the Right to Information Act and compliances for DoPT OM/Circular dated April 15, 2013 for proactive/Suo-Motu disclosures and other provisions of the Right to Information Act.

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

The gradual reduction in the number of new applications highlights the effective use of RITES' Website and Social Media platforms for

(From L:) RITES showcased its expertise on the global stage at Global Rail-2025 in Abu Dhabi, UAE and the International Railway Equipment Exhibition in New Delhi, reinforcing its commitment to advancing infrastructure solutions worldwide.

dissemination of information. Efficient & scientific record keeping, ensuring timely and accurate information to the applicants under the provisions of the Act, vocalizes effective containment of First and Second Appeals in compliance with the letter and spirit of the Right to Information Act, 2005.

Exhibitions

Aligned with its strategic priorities, the Company participates in prominent national and international trade exhibitions to showcase its integrated capabilities, strengthen brand visibility, and expand its business footprint across domestic and global markets. These platforms facilitate meaningful engagement with governments, industry leaders, clients, and strategic partners, while enabling the Company to demonstrate its expertise, exchange industry insights, and identify emerging business opportunities in the infrastructure and mobility sectors.

During the year, the Company showcased its expertise at two marquee events:

1. **Global Rail-2025:** RITES participated in the Global Rail Transport Infrastructure Exhibition & Conference in Abu Dhabi, UAE, from September 30 to October 2, 2025, as part of India's (Indian Railways) collective representation under the theme 'From India to the World – A Journey of Excellence'. Aligned with its 'RITES Videsh' initiative, the Company showcased its expertise in transport consultancy, rail system design, project management, and sustainable solutions, while strengthening its international presence and partnerships, particularly in the Middle East.

2. **IREE 2025:** RITES participated in the 16th International Railway Equipment Exhibition (IREE) held from October 15–17, 2025, at Bharat Mandapam, New Delhi. Alongside its multidisciplinary consultancy capabilities, RITES showcased AI-enabled innovations, including VISTAR, an AI-powered quality assurance system; Operation Tattva, a framework for time-bound, quality-focused, and cost-efficient project execution; and Abhikalp, its Centre of Excellence, underscoring the Company's focus on technology-led solutions.

Awards

During FY25-26, the Company has received following awards:

- **EPC World Award** for Ahmedabad Metro Phase-II Excellence
- **ASSOCHAM Achiever's Award** 2026 for USBRL project
- **CEAI National Award** for Engineering Innovation & Sustainability for USBRL project
- **National Mobility Awards 2026** in Metro, Rail & Multimodal Integration Category
- Rail Analysis Award for **Excellence in Sustainable** Engineering for the Rail Sector

General

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

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

During the FY 2025-26, no event has taken place that gives rise to reporting of details w.r.t. difference between amount of the valuation done at the time of one-time settlement and therefore no Valuation was done.

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

Acknowledgements

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

The Company expresses its sincere appreciation to the Comptroller and Auditor General of India, the Statutory Auditor, Internal Auditors, Secretarial Auditor, the Stock Exchanges, and the Registrar and Share Transfer Agent for their invaluable support, guidance, and cooperation. The Company deeply values their continued support and unstinted confidence, which inspires it to strive for excellence in all its endeavours.

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

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

For and on behalf of Board of Directors

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN: 07610499

Place: Gurugram
Date: 04.08.2026

Annexure- I

Form AOC-2

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

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

1. Details of Contracts or Arrangements or Transactions not at Arm's Length Basis

   RITES Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length basis during FY25-26.

2. Details of Contracts or Arrangement or Transactions at Arm's Length Basis

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

Particulars	1	2	3	4	5	6
	RITES (Afrika) (Proprietary) Limited, (RAPL)	**REMC Limited (REMCL)**	**SAIL-RITES Bengal Wagon Industry Private Limited (SRBWIPL)**	**Indian Railway Stations Development Corporation Limited (IRSDC)**	**Elicius Energy Private Limited (EEPL)**	**MMG-Metro Management Group Limited (MMG)**
(a) Name(s) of the related party and nature of relationship	Wholly Owned Subsidiary (RITES shareholding 100%)	Subsidiary (RITES shareholding 51% Indian Railway shareholding 49%)	Joint Venture of RITES & SAIL (RITES shareholding 50%)	Joint Venture of RITES, RLDA & IRCON (RITES shareholding is 24%)	Associates (RITES shareholding is 13%)	Associates (RITES shareholding is 24.5%)
(b) Nature of contracts/ arrangements/ transactions	Supply of technical manpower for the purpose of construction supervision of road & airport projects in Botswana.	Services of experts on man month basis for carrying day to day activities of the Subsidiary Company.	Inspection fee and Testing charges	-	-	-
(c) Duration of the contracts / arrangements/ transactions	Ongoing-standing arrangements.	Ongoing till subsidiary does not have its own employees.	Ongoing	-	-	-
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	RITES shall provide manpower at mutually agreed monthly rates. However, salary and related expenses incurred by RAPL on RITES personnel shall be adjusted from the amount payable to RITES.	Expert services are charged on man month rates as being charged to other clients.	Inspection fees and Testing charges	-	-	-
(e) Transactions during the year	Reimbursement/ Recoverable: ₹0.50 crore Dividend Received: ₹0.23 crore	Consultancy Fee: ₹14.85 crore Reimbursement/ Recoverable: ₹0.11 crore Dividend Received: ₹42.14 crore Rent Paid: ₹0.24 crore	Dividend Income: ₹7.20 crore	-	-	-

Particulars	1	2	3	4	5	6
	RITES (Afrika) (Proprietary) Limited, (RAPL)	REMC Limited (REMCL)	SAIL-RITES Bengal Wagon Industry Private Limited (SRBWIPL)	Indian Railway Stations Development Corporation Limited (IRSDC)	Elicius Energy Private Limited (EEPL)	MMG-Metro Management Group Limited (MMG)
(f) Date(s) of approval by the Board, if any	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
(g) Amount paid as advances, if any:	Nil	Nil	Nil	Nil	Nil	Nil

For and on behalf of RITES Limited

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

Place: Gurugram
Date: 04.08.2026

Annexure- II

Annual Report on CSR Activities for FY25-26

1. Brief outline on CSR Policy of the Company:

RITES CSR Policy

Introduction

i. RITES Ltd., ('RITES' or 'Company') a Government of India Enterprise was established in 1974, under the aegis of Indian Railways. RITES is incorporated in India as a Public Limited Company under the Companies Act, 2013 and is governed by a Board of Directors which includes persons of eminence from various sectors of engineering and management. RITES provides a comprehensive array of services under a single roof. In overseas projects, RITES actively pursues and develops cooperative links with local consultants/ firms, as means of maximum utilization of local resources and as an effective instrument of sharing its expertise.

ii. Over the years, RITES has made significant contributions towards society by working in remote areas under arduous conditions and at lower fee for the development of remote areas, undertaking construction management projects, rural road, and rural electrification projects. Professional integrity and total transparency are the hallmarks of RITES practice of Corporate Governance. RITES promotes the cause of Sustainable Development and gives due attention to social and environmental aspects and their impacts in all its studies, investigations, designs & DPRs.

iii. RITES Corporate Social Responsibility & Sustainability Policy ('Policy'), is based on the CSR policy framework laid down in Section 135 of the Companies Act, 2013 ('the Act') and in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended & ('the Rules') notified by Ministry of Corporate Affairs, Government of India and the Guidelines on Corporate Social Responsibility and Sustainability for Central Public Sector Enterprises, 2014 issued by the Department of Public Enterprises, Government of India ('DPE Guidelines').

Definitions

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

Scope

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

ii. This Policy does not cover activities undertaken by the Company in its normal course of business as well as activities exclusively for benefit of employees and/ or their family.

iii. This Policy shall apply evenly to all CSR projects or programmes undertaken by the Company.

iv. Any point not covered by this Policy would be interpreted in accordance with the existing provisions of Section 135 of the Act, the Rules and the DPE Guidelines, with the former two taking precedence over the latter in cases of any conflict.

v. Any new provision arising out of amendments to Companies Act, 2013, the Rules or the DPE Guidelines shall apply to this Policy, as if it is specifically incorporated in the Policy.

Vision

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

Mission

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

Objectives

i. To support activities/projects listed in Schedule VII of the Act by giving priority to issue which are foremost concern in the national development agenda, like safe drinking water for all, provision of toilets especially for girls, health and sanitation, education, etc.

ii. To promote sustainable development and inclusive growth, and to address the basic needs of the deprived, under privileged, neglected, and weaker sections of the society which comprise of SC, ST, OBCs, minorities, BPL families, old and aged, women/girl child, physically challenged, etc.

iii. Promoting the cause of Sustainable Development and giving due attention to social and environmental aspects and their impacts in all its activities including the feasibility studies, investigations, detailed designs & DPRs for various developmental projects in transportation & infrastructure sector.

iv. Encouraging use of renewable energy resources such as solar, wind, biomass & others and reduce its carbon, water, and waste footprints.

v. Engaging stakeholders in undertaking CSR projects in and around the areas of Company's offices/projects and other backward regions/areas with focus on creating the necessary infrastructure which will promote education, health, sanitation and provide connectivity/mobility, skills.

vi. Spreading awareness amongst employees about the Company's CSR Policy, various programs & initiatives, and the need for and importance of adopting ethical business practices and implementation of CSR of the Company.

vii. To adhere to the global standards in CSR practices and keep in mind the UN Global Compact and the UN SDGs.

viii. To promote responsible behaviour by encouraging production of goods and services which are safe and healthy for the consumers and the environment, resource efficient, consumer friendly.

ix. To ensure that employees at all levels understand and imbibe the philosophy and spirit of CSR and get embedded in the core values of the Company.

x. To devise a communication strategy for regular dialogue and consultation with key stakeholders to ascertain their views and suggestions regarding the CSR activities initiatives undertaken by the Company and making regular reports of CSR performance of the Company.

xi. To implement the Policy by ensuring compliance to legal & regulatory requirements and the Act, the Rules, the DPE Guidelines, Government guidelines or circulars issued from time to time.

2. Composition of CSR Committee (as on March 31, 2026)

Sl. No.	Name of Director	Designation/ Nature of Directorship	No. of meetings of CSR Committee during FY25-26	
			Held during tenure	Attended
1	Mr. Likha Togu[1]	Independent Director, Chairman w.e.f. 08.05.2025 upto 14.04.2026	3	3
2	Dr. Dineshananda Goswami[2]	Independent Director, Member w.e.f. 25.02.2026 upto 14.04.2026	N.A.	N.A.
3	Dr. Deepak Tripathi	Director (Technical), Member upto 14.04.2026 & Chairman w.e.f. 15.04.2026	3	3
4	Mr. Shailendra Singh	Government Nominee Director, Member upto 14.07.2025	1	1
5	Ms. Purnima Kerketta	Independent Director, Member w.e.f. 15.07.2025 upto 23.02.2026	2	2

[1]Mr. Likha Togu was appointed as Independent Director for a period of one-year w.e.f. 15.04.2025 and subsequently appointed as Chairman of the CSR Committee w.e.f. 08.05.2025 upto 14.04.2026.

[2] Dr. Dineshananda Goswami was appointed as Independent Director for a period of one-year w.e.f. 07.07.2025 and subsequently appointed as Member of the CSR Committee w.e.f. 25.02.2026 upto 14.04.2026.

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company. https://rites.com/CSRRITES

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

Detail of CSR projects eligible for Impact Assessment under sub-rule (3) of Rule 8 of the Companies (Corpo- rate Social Responsibility Policy) Rules, 2014 is available at https://rites.com/Upload/MediaGallery/PDF/3/Executive_Summary_pdf-2026-Aug-18-15-15-45.pdf

The complete report on Impact Assessment is available at https://rites.com/Upload/MediaGallery/PDF/3/CSR_Report_2025-26_pdf-2026-Apr-08-15-2-37.pdf

Impact Assessment & Feedback from Beneficiaries

i. To determine the degree of success and effectiveness of the Company's CSR initiatives, an impact assessment shall be carried out by the Company having average CSR obligation of 10 crore or more in pursuance of sub-section (5) of section 135 of the Act, in the three immediately preceding financial years. The impact assessment shall be undertaken through an independent agency, of CSR projects having outlays of 1 Crore or more, and which have been completed not less than one year before undertaking the impact study. A survey shall be

conducted to assess the impact of CSR project in terms of social, economic, and environmental benefits accrued to the intended beneficiaries. The impact assessment report shall be placed before the Board of the Company and shall be annexed to the Annual Report on CSR.

ii. All the CSR projects/activities are undertaken with anticipated impact on society and environment. Against these perceptions and expectations of impact that the completed activity/project should be measured to ascertain the degree of the success, or failure. Impact assessment is not only concerned with the mere outputs or outcomes involving accomplishment of set targets and goals at various stages of progress in implementation but the cumulative effect of these outcome(s) on the developmental process affecting society, economy and environment.

iii. The survey is conducted through the means of a structured questionnaire designed keeping in mind the prior data of baseline survey or need assessment study. The stakeholders are interviewed during the site visits and their responses are recorded to gauge the impact of the CSR projects in their social, environment and economic well-being.

iv. The surveys shall be done by the RITES CSR Cell either by own staff or through the help of an external agency. The requirements highlighted during the need assessment study and the proposed benefits and impacts are verified against the ground level conditions and the beneficial impacts seen/felt by the stakeholders.

v. The local community, stakeholders are involved in feedback via surveys, interactions during site visits and their involvement in the day-to-day operations and assessment of further developmental needs. It is recognized that the impact assessment shall be qualitative in nature and exact quantification of the benefits accrued may be difficult to be ascertained. The sample size selected for impact assessment shall be representative of the population and would include the officials of local/ district administration, NGOs, SHGs, gram panchayats, gram sabhas, local councilors and other members of local community both young and old, gents and ladies, boys and girls to the extent possible.

vi. The report of impact assessment shall include: (i) Name, address and contact details of the person/household surveyed; (ii) The parameters on which the impact assessment is based; (iii) The status in terms of then and now; (iv) Photographs of the group meeting/ community engagement along with the date and location; (v) Photographic or narrative description of improvement; (vi) Details of survey team members and their role in the survey; (vii) Brief summary about the new initiatives which can be taken up further.

vii. The report shall be scrutinized, analyzed for deficiencies, if any, by the CSR Cell and salient features shall be brought to the notice of board level committee. The report shall form one of the basis for further improvement in the Company's CSR initiative. The impact assessment results shall be a part of the annual CSR Report.

viii. The expenditure incurred by the Company for undertaking impact assessment may be booked towards Corporate Social Responsibility for that financial year, which shall not exceed 2% of the total CSR expenditure for the financial year or ₹50 lakh, whichever is higher.

5. (a) Average net profit of the Company as per sub-section (5) of Section 135. ₹58,871.00 lakhs

(b) Two percent of average net profit of the Company as per sub-section (5) of Section 135. ₹1,177.00 lakhs

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. Nil

(d) Amount required to be set-off for the financial year, if any. Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. ₹1180.00 lakhs (as approved by Board of Directors)

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). ₹1,150.50 lakhs

(b) Amount spent in Administrative Overheads. ₹17.82 lakhs

(c) Amount spent on Impact Assessment, if applicable. ₹11.68 lakhs

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]. ₹1,180.00 lakhs

(e) CSR amount spent or unspent for the Financial Year is tabulated below:

Total Amount Spent for the Financial Year (₹)	Amount Unspent (₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
11,80,00,000.00	4,01,51,790.00	30.03.2026	PM CARES	3,92,63,083.00	30.03.2026

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

Sl. No.	Particular	Amount (₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	11,80,00,000.00
(ii)	Total amount spent for the Financial Year	11,80,00,000.00
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0.00
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.00

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub- section (6) of Section 135 (₹)	Balance Amount in Unspent CSR Account under sub- section (6) of Section 135 (₹)	Amount Spent in the Financial Year (₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub- section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (₹)	Deficiency, if any.
					Amount (₹)	Date of Transfer		
1	FY-1	0.00	0.00	0.00	0.00	NA	0.00	
2	FY-2	0.00	124,13,000.00	124,13,000.00	0.00	NA	0.00	
3	FY-3	0.00	184,37, 000.00	60,24, 000.00	0.00	NA	124,13, 000.00	

8. Whether any Capital Assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year.

√ Yes No

If yes, enter the number of Capital assets created/ acquired 6

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

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin Code of the property or asset(s)	Date of creation	Amount of CSR amount spent (₹)	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
1	Financial support for the Rejuvenation of a pond in Village Malab, Tehsil Nuh, District Nuh, Haryana	122001	22.08.2023	22,98,972.00	CSR00033195	Gurujal/ Abhipsha Foundation	Abhipsa Foundation, 1600-Ground Floor, Sector- 15, Part – 2, Gurugram, Haryana- 122001
2	Financial Assistance for procurement of Medical Ultra Portable X-Ray Machine for promoting Mission TB Free Haryana.	110024	05.09.2024	6,80,000.00	CSR00034089	Medanta Foundation Poor and Needy Patients Welfare Trust	E-18, Defence Colony, New Delhi

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin Code of the property or asset(s)	Date of creation	Amount of CSR amount spent (₹)	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
3	Financial assistance for Renovation of Auditorioum in Pinarayi AKG Memorial Govt. Higher Secondary School, Kannur, Kerala	670002	18.10.2024	13,35,000.00	CSR00015937	RITES Ltd. through Zila Panchayat, District, Kannur (Govt. of Kerala)	District Panchayat Kannur, Civil Station, P.O - 670002, Kannur, Kerala
4	Financial assistance for procurement of medical equipment and machinery for Govt. Hospitals in Darbhanga Parliamentary Constituency, Bihar	191110	02.12.2024	2,23,200.00	CSR00065827	Arunachal Vikas Ebum Shiksha Sangataan	C-Sector, Near Forest Nursery Naharlagun – 191110 (A.P.)
5	Financial Assistance for Sansadiya Sankul Vikas Pariyojana by Set-up solar based irrigation in Dang Sankul, Gujarat	395009	10.12.2025	1,31,55,000.00	CSR00005852	Dr Ambedkar Vanvasi Kalyan Trust	Opp. Radhakrishna Temple, Rushabh Tower, Rander Road, Surat - 395009, Gujarat
6	Financial assistance for the establishment and maintenance of 500 Bal Sanskar Kendras in 14 Tribal-dominated Districts of Gujrat	380022	10.12.2025	69,30,000.00	CSR00006483	Janjati Kalyan Ashram Gujarat	Seva Bhavan, 7, Jolly Park Society, Near Shreyas Stores, Kankariya, Ahmedabad, Gj01, Gj-380022

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

9. Specify the reason(s), if the Company has failed to spend two per cent of the Average Net Profit as per sub-section (5) of Section 135: Not Applicable

Rahul Mithal	**Deepak Tripathi**	**Mahesh Sreenivasan**
(Chairman & Managing Director & Chief Executive Officer)	(Chairman, CSR Committee)	ED (Management Services)
(DIN: 07610499)	(DIN: 10090267)	[Person specified under clause (d) of sub-section (1) of Section 380]

Annexure-III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026
[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
RITES Limited,
SCOPE Minar, Laxmi Nagar,
Delhi – 110092.

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **RITES Limited** **(CIN: L74899DL1974GOI007227)** (hereinafter called as "the Company" or "RITES"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms & returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms & returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as applicable: -

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");

(b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the Company during the Review period)

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Review period)

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during the Review period)

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (Not Applicable to the Company during the Review period)

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(vi) Compliances/ Processes/ Systems under other specific applicable Laws (as applicable to the industry) to the Company are being relied on the basis of periodic certificates under Internal Compliance System submitted to the Board of Directors of the Company. We have also examined compliance with the following:

(i) Secretarial Standards, as amended from time to time, issued by the Institute of Company Secretaries of India, as applicable.

(ii) Listing Agreement entered between the Company and the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") & BSE Limited ("BSE") pursuant to the requirement of the Listing Regulations.

(iii) Guidelines on Corporate Governance for Central Public Sector Enterprises issued by Department of Public Enterprises ("DPE Guidelines").

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

The Composition of the Board of Directors was not consisting of half of Non-Executive Directors and number of Functional Directors exceeded 50% of the actual strength of the Board of Directors for the part of the year. There was non-availability of the requisite number of the Independent Directors during substantial part of the FY 2025-26. Also, during the FY 2025-26, the Board of Directors did not have a woman independent director for the part of the year. It causes non-compliance with Regulation 17 of the Listing Regulations, Section 149 of the Companies Act, 2013 and clause 3.1.2 and 3.1.4 of the DPE Guidelines. The composition of Corporate Social Responsibility Committee, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee was not proper at multiple times resulting in to consequential non compliances with Regulations 18, 19, 20, 21 of the Listing Regulations, Sections 135, 177, 178 of the Companies Act, 2013 and Clause 4.1.1, 4.1.2, 4.4, 5.1 of the DPE Guidelines.

We further report that the Board of Directors of the Company is constituted as per provisions of the Act, Listing Regulations and DPE Guidelines except as mentioned above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings and Committee Meetings. Agenda and detailed notes on Agenda were also adequately sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting from Directors.

All the decisions made in the Board/Committee meeting(s) were carried out with the consent of requisite Directors/ Members present during the meeting and dissent, if any, have been duly recorded/ incorporated in the respective Minutes, wherever applicable.

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

We further report that the National Stock Exchange of India Limited and BSE Limited have each imposed fines for non-compliance with various provisions of the Listing Regulations, including ₹13,14,520 for the quarter ended March 31, 2025, and ₹9,19,220 for the quarter ended June 30, 2025, on account of non-compliance with Regulations 17, 18, 19, 20, and 21 of the Listing Regulations. Further, a fine of ₹3,12,700 was imposed for the quarter ended September 30, 2025, for non-compliance with Regulation 17 of the Listing Regulations. RITES, being a Government Company, the power to appoint Directors on its Board vests with the President of India acting through the Administrative Ministry, i.e., the Ministry of Railways, and therefore, the Company has no role in the appointment of Directors on its Board

We further report that during the audit period, no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above has occurred in the Company.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 2725/2022

CS Shweta Jain
Partner
FCS No.: 7152
CP No.: 27503

Place: New Delhi
Date: 07.07.2026
UDIN: F007152H000769507

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

"Annexure A"

To
The Members
RITES Limited,
SCOPE Minar, Laxmi Nagar,
Delhi – 110092.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records, based on our inspection of records produced before us for Audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and our report is not covering observations/comments/ weaknesses already pointed out by the other Auditors.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.

5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis and to give our opinion whether Company has proper Board-processes and Compliance-mechanism in place or not.

6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by Institute of Company Secretaries of India (ICSI).

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 2725/2022

CS Shweta Jain
Partner
FCS No.: 7152
CP No.: 27503

Place: New Delhi
Date: 07.07.2026

Annexure - A

Report on Corporate Governance

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

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

1. Company's Philosophy

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

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

RITES believes in promoting the principles of sound Corporate Governance and its essential character is shaped by high standard of transparency, trust and integrity, performance orientation, responsibility, accountability, professionalism, social responsiveness and ethical business practices. RITES lays special

emphasis in conducting its affairs within the framework of policies, internal and external regulations in a transparent manner. Corporate Governance has indeed been an integral part of the way we have done business for several years. This emanates from our strong belief that strong governance is integral to creating value on a sustainable basis.

2. Board of Directors

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

The composition of Board of Directors during FY 2025-26 is as under:

Whole Time Directors

S. No.	Name	Designation
1.	Mr. Rahul Mithal (DIN: 07610499)	Chairman & Managing Director
2.	Dr. Deepak Tripathi (DIN: 10090267)	Director (Technical)
3.	Mr. Krishna Gopal Agarwal (DIN: 10239667)	Director (Finance)
4.	Mr. Prem Singh Meena[1] (DIN: 10855590)	Director (Projects)
5.	Mr. Arun Kumar Singh (DIN: 09747776) (ceased w.e.f. 05.05.2025)	Director (Projects)

[1]appointed as Director (Projects) w.e.f. 19.03.2026.

Government Nominee Directors

S. No.	Name	Designation
1.	Mr. Jayant Kumar[1] (DIN: 07179274)	Government Nominee Director
2.	Mr. Vinod Kumar[2] (DIN: 03278897)	Government Nominee Director
3.	Mr. Shailendra Singh (DIN: 07083410) (upto 31.01.2026)	Government Nominee Director
4.	Mr. Sandeep Jain (DIN: 09435375) (upto 21.08.2025)	Government Nominee Director

[1] appointed as Govt. Nominee Director of the Company w.e.f. 17.10.2025.

[2]Appointed as Govt Nominee Director of the Company w.e.f. 25.02.2026 and ceased to be Govt. Nominee Director of the Company w.e.f. 04.05.2026.

Further, Shri Atul Singh (DIN:11747888) appointed as Govt. Nominee Director of the Company w.e.f. 29.05.2026.

Independent Directors

S. No.	Name	Designation
1.	Mr. Likha Togu[1] (DIN: 09470640)	Independent Director
2.	Mr. Rajbir Sharma (DIN: 11105411)	Independent Director
3.	Dr. Dineshananda Goswami[2] (DIN: 09394294)	Independent Director
4.	Ms. Purnima Kerketta (DIN: 11192904) (upto 23.02.2026)	Independent Director

[1]ceased to be an Independent Director of the Company w.e.f. 15.04.2026 on completion of tenure.

[2]ceased to be an Independent Director of the Company w.e.f. 07.07.2026 on completion of tenure.

The Company is required to have 6 Independent Directors. However as on 31.03.2026, there were 3 Independent Director on the Board. As per the Articles of Association of the Company, the power to appoint Directors on the Board vests with the Hon'ble President of India acting through the Administrative Ministry i.e. Ministry of Railways.

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

a) Yearly, half yearly and quarterly results for the Company.

b) Minutes of meetings of Audit Committee and other Committees of the Board.

c) Minutes of Subsidiary Companies.

d) Quarterly Information on currency risk management.

e) Capital and Revenue budgets and any updates.

f) Status of on-going Legal cases.

g) Status of risk management and mitigation plans.

h) Status of major statutory and commercial claims on the Company.

i) Particulars of Related Party Transactions.

j) Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order involving substantial amounts and which may have passed strictures on the conduct of the Company, if any.

k) Half yearly statements of write-off of outstanding payments of ₹ 2 crores & above.

l) Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business.

m) Major investments, formation of subsidiaries and Joint Ventures, Strategic Alliances, etc.

n) Quarterly Report on Investment of Funds.

o) Compliance of various laws by the Company.

p) Action taken report on matters desired by the Board.

q) Changes in significant accounting policies and practices and reasons for the same.

r) Disclosure of interests made by directors to the Company.

s) Major orders secured and bids lost on quarterly basis and quarterly Information on works awarded on single tender/ nomination basis.

t) Memorandum of Understanding (MoU) entered by with the various organizations/Authorities/Institutes from time to time for business development.

u) All other information required to be presented to the Board for information or approval.

No Director of the Company holds office at the same time as director in more than twenty (20) Companies with maximum ten (10) in Public Companies and no Director (including Independent Directorship) holds office in not more than seven (7) Listed Companies as specified in Regulation 17A of the SEBI (LODR) Regulations, 2015 and Section 165 of the Companies Act, 2013. No Director of the Company is a member in more than ten (10) Committees or is a chairperson of more than five (5) Committees across all listed entities in which he/ she is a director, as specified in Regulation 26 (1) of SEBI (LODR) Regulations, 2015.

During the year, seven (7) meetings of Board of Directors were held as mentioned below:

Board Meeting No.	Date
295	17.04.2025
296	14.05.2025
297	06.08.2025
298	11.11.2025
299	29.12.2025
300	04.02.2026
301	19.03.2026

2.1. Composition of the Board of Directors

During the year under review, due to induction/ cessation, the composition of the Board has undergone changes. The names and categories of Directors on the Board, number of Directorships and Committee Chairmanship/ Membership held by them as on March 31, 2026 are as under:

S. No.	Name and Designation	Category of Directors	No. of Directorship in other companies*	No. of Committee Membership**	
				As Chairman	As Member
1.	Mr. Rahul Mithal Chairman & Managing Director	Managing Director	1	Nil	Nil
2.	Dr. Deepak Tripathi Director (Technical)	Whole Time Director	Nil	Nil	1
3.	Mr. Krishna Gopal Agarwal Director (Finance)	Whole Time Director	3	1	1
4.	Mr. Prem Singh Meena Director (Projects)[1]	Whole Time Director	1	Nil	1
5.	Mr. Arun Kumar Singh Director (Projects) (ceased w.e.f. 05.05.2025)	Whole Time Director	NA	NA	NA
6.	Mr. Jayant Kumar Government Nominee Director (w.e.f.17.10.2025)	Government Nominee Director	Nil	1	Nil
7.	Mr. Vinod Kumar Government Nominee Director (From 25.02.2026 to 03.05.2026)	Government Nominee Director	Nil	Nil	Nil
8.	Mr. Shailendra Singh Government Nominee Director (upto 31.01.2026)	Government Nominee Director	NA	NA	NA
9.	Mr. Sandeep Jain Government Nominee Director (upto 21.08.2025)	Government Nominee Director	NA	NA	NA
10.	Mr. Likha Togu[2] Independent Director	Independent Director	Nil	Nil	1

S. No.	Name and Designation	Category of Directors	No. of Directorship in other companies*	No. of Committee Membership**	
				As Chairman	As Member
11.	Mr. Rajbir Sharma Independent Director	Independent Director	Nil	1	Nil
12.	Dr. Dineshananda Goswami[3] Independent Director	Independent Director	Nil	Nil	1
13.	Ms. Purnima Kerketta Independent Director (upto 23.02.2026)	Independent Director	NA	NA	NA

[1]*appointed as Director (Projects) of the Company w.e.f. 19.03.2026.*

[2]*ceased to be Independent Director of the Company w.e.f. 15.04.2026 on completion of tenure.*

[3]*ceased to be Independent Director of the Company w.e.f. 07.07.2026 on completion of tenure.*

Other Notes

*The above number of directorship and membership in Committees is as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. It does not include Directorship in Private Companies, Section 8 Companies and Foreign Companies.

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

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

2.2. Brief Resume of Directors proposed to be appointed / re-appointed:

As per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume(s) of all Directors including Directors retiring by rotation and seeking appointment /re-appointment, highlighting their experience in specific functional areas, along with details of their directorships and membership or chairmanship of Board Committees in other companies, are appended to the Notice convening the 52nd Annual General Meeting of the Company.

Also, brief profile of Directors of the Company is available on the website of the Company at web link https://www.rites.com/BoardOfDirector.

2.3. Number of Board Meetings:

The Board met Seven (7) times during the FY 2025-26 to review the working of the Company and discuss the future plans etc.

S. No.	Name and Designation	Board Meetings held during FY 2025-26		Attendance at the last AGM held on September 23, 2025
		Held During tenure	Attended	Present /Not Present /Not Applicable (NA)
1.	Mr. Rahul Mithal Chairman & Managing Director	7	7	Present
2.	Dr. Deepak Tripathi Director (Technical)	7	7	Present
3.	Mr. Krishna Gopal Agarwal Director (Finance)	7	7	Present
4.	Mr. Prem Singh Meena Director (Projects) (w.e.f. 19.03.2026)	Nil	Nil	Not Applicable
5.	Mr. Arun Kumar Singh Director (Projects) (ceased w.e.f. 05.05.2025)	1	1	Not Applicable
6.	Mr. Jayant Kumar Government Nominee Director (w.e.f. 17.10.2025)	4	3	Not Applicable
7.	Mr. Vinod Kumar[1] Government Nominee Director	1	1	Not Applicable
8.	Mr. Likha Togu[2] Independent Director	7	7	Present
9.	Mr. Rajbir Sharma Independent Director	5	5	Present
10.	Dr. Dineshananda Goswami[3] Independent Director	5	5	Present

S. No.	Name and Designation	Board Meetings held during FY 2025-26		Attendance at the last AGM held on September 23, 2025
		Held During tenure	Attended	Present /Not Present /Not Applicable (NA)
11.	Ms. Purnima Kerketta Independent Director (upto 23.02.2026)	4	3	Present
12.	Mr. Shailendra Singh Government Nominee Director (upto 31.01.2026)	5	5	Present
13.	Mr. Sandeep Jain Government Nominee Director (upto 21.08.2025)	3	2	Not applicable

[1]*ceased to be Government Nominee Director of the Company w.e.f. 04.05.2026.*

[2]*ceased to be Independent Director of the Company w.e.f. 15.04.2026 on completion of tenure.*

[3]*ceased to be Independent Director of the Company w.e.f. 07.07.2026 on completion of tenure.*

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

2.4. Disclosure of relationships between directors inter-se:

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

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

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

In accordance with the SEBI (LODR) Regulations, 2015 the disclosure with regard to core skills/ expertise/ competencies identified by the Board of Directors in the context of business and sectors in which the Company operates are as under.

These are subject to modifications/ alterations / changes by the CPSE/ PESB and/ or concerned ministry and the qualifications of Independent Directors are also subject to identification by the Department of Public Enterprises (DPE):

S. No.	Type of the Directorship	Required Qualification / Expertise / Skill
1.	**Functional Director**	
A.	Chairman & Managing Director	The person should possess a graduate degree from a recognised university with an outstanding academic record and significant senior-level managerial experience in a large and reputed organisation. Additional qualifications such as a Technical degree/MBA will be preferred. Person with expertise in Finance, Marketing, Production or Projects shall have an added advantage. Prior experience in the infrastructure sector would be desirable." The Chairman and Managing Director is the Chief Executive of the Company. He is responsible for the efficient functioning of the Corporation for achieving its corporate objectives and performance parameters. The Chairman and Managing Director of the Company, Mr. Rahul Mithal has the requisite skills.
B.	Director (Projects)	A Graduate in Engineering with good academic record from a recognised University/ Institution. Holding MBA/ Post Graduate Diploma in management will have an added advantage. Adequate technical/ operational/ project management experience at a senior level in a large organisation of repute, out of which at least five years in the last ten years should have been in project planning & management design & consultancy. Experience in consultancy/ technology/ projects in areas like Rail Transport/ Infrastructure will have an added advantage. Director (Projects) is a member of Board of Directors and reports to Chairman and Managing Director. He is required to discharge statutory and corporate responsibilities for the efficient and profitable operation of the Company. As the professional head, mainly of the civil engineering projects discipline, he is expected to direct and provide technical guidelines to the various consultancy service group. The Director (Projects) of the Company, Mr. Prem Singh Meena has the requisite skills.

S. No.	Type of the Directorship	Required Qualification / Expertise / Skill
C.	Director (Technical)	A Graduate in Engineering from a recognised University / Institution with good academic record. Holding MBA / Post Graduate Diploma in management will have an added advantage. Person should have technical experience/ exposure for at least 5 years during the last 10 years at a senior level of management in implementation of projects/ construction/ technical consultancy services. Experience in Railway sector is preferable. Director (Technical) is a member of Board of Directors and reports to Chairman and Managing Director. He is required to exercise statutory and corporate responsibilities for the efficient and profitable operation of the Company and provide technical guidelines to the various consultancy service group. The Director (Technical) of the Company, Dr. Deepak Tripathi has the requisite skills.
D.	Director (Finance)	(i) The person should be a Chartered Accountant or Cost Accountant, a full time MBA/ PGDM course having specialization in Finance with good academic record from a recognized University/Institution. (ii) Officers of Organized Group 'A' Accounts Services (i.e. Indian Audit and Accountants Service, Indian Defence Accounts Service, Indian Railway Accounts Service, Indian Civil Accounts Service, Indian P&T Accounts & Finance Service and Indian Cost Accounts Service) working in the appropriate level are exempted from these educational qualifications. (iii) Further, applicants from the Central Govt./ Armed Forces of the Union/ All India Services, will also be exempted from the educational qualifications as per (i) above provided the applicants have 'the relevant experience'. In respect of applicants from Organized Group 'A' Accounts Services/ Central Government/ Armed Forces of the Union/ All India Services, Chartered Accountant/ Cost Accountant / MBA/ PGDM will be a desirable educational qualification. **Experience:** i. The applicant should have at least five years of cumulative experience at a senior level during the last ten years in the area of Corporate Financial Management and Accounts in an organization of repute. ii. Applicants from Organized Group 'A' Accounts Services should have at least five years cumulative experience at a senior level during the last ten years in the area of Corporate Financial Management/Accounts. iii. 'The relevant experience' in respect of applicants from Central Government/Armed Forces of the Union/All India Services would include at least seven years of cumulative experience at a senior level during the last ten years in the area of Corporate Financial Management/ Accounts. Director (Finance) is a member of Board of Directors and reports to Chairman and Managing Director. He is overall in-charge of finance, accounts and funds management of the organization and is responsible for evolving and formulating policies relating to finance and accounts as well as implementation thereof. The Director (Finance) of the Company, Mr. Krishna Gopal Agarwal has the requisite skills.
2.	**Government Nominee (Part-time official) Directors** (2 Directors)	As may be nominated by the Ministry of Railways, Government of India.
3.	**Independent Directors (Part-time non-official) Directors** (6 Directors)	As may be nominated by the Ministry of Railways and DPE subject to fulfillment of conditions laid down in Companies Act, 2013 and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

2.7. Board Independence:

All the Independent Directors have given the declaration that they meet the criteria of independence to the Board of Directors as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

2.8. Detailed reasons for the resignation of Independent Directors:

During the year under review, Ms. Purnima Kerketta (DIN: 11192904) resigned from the Board of the Company w.e.f. 24.02.2026 prior to completion of her term and has confirmed that there are no material reasons for her resignation other than personal reasons as mentioned in her resignation letter.

2.9. Independent Director databank registration:

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

2.10. Code of Conduct:

RITES' Code of Conduct for Board Members and Senior Management Personnel as laid down by the Board of Directors pursuant to applicable provisions and other statutory requirements is a comprehensive code that applies to all Directors and Senior Management Personnel. The Code of Conduct is available on the website of the Company i.e. https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2026 and a declaration to this effect signed by the Chairman & Managing Director and CEO is placed as Appendix II to this report.

3. Code of Insider Trading

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

The Company is adhering to all the requirements as per the SEBI (PIT) Regulations, 2015 and the amendments thereto. All the reports and disclosures as required under the code, have been provided to the Audit Committee from time to time. The Company is also monitoring the trades done by the Designated Persons and their immediate relatives on a regular basis to ensure no deviation from the code is observed. In case of default requisite penalties are imposed on designated persons as per Insider Trading Code of the Company and the amount recovered as penalty is transferred to designated SEBI IPEF Account.

4. Committees of the Board of Directors

4.1. Audit Committee:

The Company has constituted the Audit Committee in line with the provisions of Section 177 of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises (DPE).

Composition of Audit Committee:

As on March 31, 2026, the Audit Committee comprised of the following Directors:

Name	Designation	Position in the Committee
Mr. Rajbir Sharma	Independent Director	Chairman
Mr. Likha Togu[1]	Independent Director	Member
Dr. Deepak Tripathi	Director (Technical)	Member

[1]ceased to be Independent Director of the Company w.e.f. 15.04.2026 pursuant to completion of tenure.

The Company Secretary acts as Secretary to the Committee.

During the year under review, the composition of Committee changed twice, and the details are as under:

Position in the Committee	April 01, 2025	Reconstituted on	
		May 08, 2025	May 14, 2025
Chairman	Mr. Shailendra Singh	Mr. Likha Togu	Mr. Rajbir Sharma
Member	Mr. Sandeep Jain	Mr. Sandeep Jain	Mr. Likha Togu
Member	Mr. Arun Kumar Singh	Dr. Deepak Tripathi	Dr. Deepak Tripathi

Terms of Reference:

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

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

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

- Major accounting entries involving estimates based on the exercise of judgement by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly/ half-yearly financial statements before submission to the Board for approval;

- Reviewing with the management, the statement of uses/ application of funds raised through an issue (i.e. public issue, rights issue, preferential issue etc.) the statement of funds utilised for purposes other than those stated in the offer document/ prospectus, notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in these matters;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of Internal Auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up there on;
- Review the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Review the observations of statutory, internal and government auditors and provide recommendations based on the same;
- To review the follow up action on the audit observations of the C&AG audit;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment of the depositors, debenture holders, shareholders (in case of non-payment of declared dividend and creditors);
- To review the functioning of the whistle-blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Examination of the financial statements and auditor's report thereon;
- Reviewing the utilisation of loans and/ or advances from/ investment by the Holding Company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
- Carrying out any other function or matter that may be referred to the Audit Committee by the Board from time to time.

The audit Committee mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of related party transactions submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor; and
6. Statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (LODR) Regulations, 2015. (b) quarterly statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the SEBI (LODR) Regulations, 2015.

Meetings of Audit Committee:

The Audit Committee met four (4) times during the FY 2025-26 on May 14, 2025, August 06, 2025, November 11, 2025 and February 04, 2026. The attendance of each member at Audit Committee meetings is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Mr. Shailendra Singh (upto 07.05.2025)	Chairman	-	-
Mr. Likha Togu[1] (Chairman from 08.05.2025 to 14.05.2025)	Member	4	4
Mr. Rajbir Sharma (w.e.f. 14.05.2025)	Chairman	3	3
Mr. Sandeep Jain (upto 14.05.2025)	Member	1	1
Mr. Arun Kumar Singh (ceased w.e.f. 05.05.2025)	Member	-	-
Dr. Deepak Tripathi (w.e.f. 08.05.2025)	Member	4	4

[1]*ceased to be Independent Director of the Company w.e.f. 15.04.2026.*

Powers of Audit Committee:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. To mitigate conflicts of interest by strengthening auditor independence.
6. To protect whistle blowers.

4.2. Nomination and Remuneration Committee:

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

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

Performance Evaluation of Directors:

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

Further, MCA vide its notification dated July 5, 2017 has made an amendment in the Schedule IV of the Companies Act, 2013 whereby it has exempted Government Companies from complying with the requirement of performance evaluation by the Independent Director of Non-Independent Directors and Chairman and performance evaluation of the Independent Directors by the Board, if the concerned departments or ministries have specified these requirements.

Composition of Nomination and Remuneration Committee:

As on March 31, 2026, the Nomination and Remuneration Committee comprised of the following Directors:

Name	Designation	Position in the Committee
Mr. Likha Togu[1]	Independent Director	Chairman
Mr. Rajbir Sharma	Independent Director	Member
Mr. Jayant Kumar	Govt. Nominee Director	Member

[1]*ceased to be Independent Director of the Company w.e.f.15.04.2026 pursuant to completion of tenure.*

The Company Secretary acts as Secretary to the Committee.

During the year under review, the composition of Committee was reconstituted five times, and the details are as under:

Position in the Committee	April 01, 2025	Reconstituted on				
		May 08, 2025	May 14, 2025	July 15, 2025	February 01, 2026	February 25, 2026
Chairperson	Mr. Shailendra Singh	Mr. Likha Togu	Mr. Likha Togu	Ms. Purnima Kerketta	Ms. Purnima Kerketta	Mr. Likha Togu
Member	Mr. Sandeep Jain	Mr. Shailendra Singh	Mr. Rajbir Sharma	Mr. Rajbir Sharma	Mr. Rajbir Sharma	Mr. Rajbir Sharma
Member	Dr. Deepak Tripathi	Mr. Sandeep Jain	Mr. Shailendra Singh	Mr. Shailendra Singh	Mr. Jayant Kumar	Mr. Jayant Kumar

Terms of reference:

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

- To identify persons who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To recommend to the Board a policy, relating to the remuneration for the key managerial personnel and other employees;
- Decide on the annual bonus/ performance pay/variable pay pool and policy for its distribution across the executives;
- Formulation and modification of schemes for providing perks and allowances for executives;

- Any new scheme of compensation to executives and non-executives as the case may be;
- Recommend to the board, all remuneration, in whatever form, payable to senior management; and
- Perform such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended by the Nomination and Remuneration Committee.

Meetings of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee met Six (6) times during the FY 2025-26 on April 17, 2025, May 14, 2025, August 05, 2025, November 10, 2025, January 29, 2026 and March 19, 2026. The attendance of each member of Nomination and Remuneration Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Mr. Shailendra Singh (Chairman upto 07.05.2025)	Chairman	1	1
Mr. Shailendra Singh (Member from 08.05.2025 to 31.01.2026)	Member	4	4
Mr. Likha Togu (From 08.05.2025 to 14.07.2025 and from 25.02.2026 to 14.04.2026)	Chairman	2	2
Ms. Purnima Kerketta (From 15.07.2025 to 23.02.2026)	Chairperson	3	3
Mr. Sandeep Jain (upto 14.05.2025)	Member	2	2
Mr. Rajbir Sharma (w.e.f.14.05.2025)	Member	4	4
Dr. Deepak Tripathi (upto 07.05.2025)	Member	1	1
Mr. Jayant Kumar (w.e.f. 01.02.2026)	Member	1	0

Details of Remuneration of Functional Directors of the Company during the FY 2025-26 are as under:

Name & Designation	Salary (₹)	Benefits[1] (₹)	Performance linked Incentives (₹)	Total (₹)
Mr. Rahul Mithal Chairman & Managing Director	68,93,282/-	30,04,511/-	21,61,161/-	1,20,58,954/-
Mr. Arun Kumar Singh Director (Projects) (ceased w.e.f. 05.05.2025)	5,24,939/-	27,16,824/-	42,682/-	32,84,445/-
Dr. Deepak Tripathi Director (Technical)	54,60,584/-	20,54,090/-	3,81,633/-	78,96,307/-
Mr. Krishna Gopal Agarwal Director (Finance)	49,67,247/-	21,45,521/-	3,57,602/-	74,70,370/-
Mr. Prem Singh Meena Director (Projects) (w.e.f. 19.03.2026)	2,53,677/-	12,45,438/-	20,706/-	15,19,821/-

[1]Benefits include Post Employment Benefits, Perquisites, Medicals and Other Long Term Benefits.

During the FY 2025-26, the Independent Directors were paid Sitting fee of ₹40,000/- each for attending Board meetings and ₹30,000/- each for attending Committee meetings. Sitting fees paid to each Independent Director during the year 2025-26 is detailed below:

Sr. No.	Name	Amount (₹)
1	Mr. Likha Togu[1]	6,40,000
2	Mr. Rajbir Sharma	4,40,000
3	Dr. Dineshananda Goswami[2]	3,80,000
4	Ms. Purnima Kerketta (upto 23.02.2026)	2,40,000

[1]ceased to be Independent Director of the Company w.e.f.15.04.2026 pursuant to completion of tenure.

[2]ceased to be Independent Director of the Company w.e.f.07.07.2026 pursuant to completion of tenure.

4.3. Stakeholders Relationship Committee:

The Company has constituted Stakeholders Relationship Committee in line with the provisions of Section 178 (5) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Scope of the Committee:

The scope and function of the Stakeholders Relationship Committee is in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015. The scope of the Committee is to specifically consider and resolve the grievances of the shareholders including the complaints related to transfer of shares, non-receipt of Annual Reports, dividends etc.

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

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

Composition of Stakeholders Relationship Committee:

As on March 31, 2026, the Stakeholders Relationship Committee comprised of the following:

Name	Designation	Position in the Committee
Mr. Jayant Kumar	Government Nominee Director	Chairman
Dr. Dineshananda Goswami	Independent Director	Member
Mr. Krishna Gopal Agarwal	Director (Finance)	Member

The Company Secretary acts as Secretary to the Committee.

During the year under review, the composition of Committee changed five times, and the details are as under:

Position in the Committee	April 01, 2025	Reconstituted on				
		May 08, 2025	May 14, 2025	July 15, 2025	October 27, 2025	February 01, 2026
Chairman	Mr. Shailendra Singh	Mr. Shailendra Singh	Mr. Shailendra Singh	Mr. Shailendra Singh	Mr. Shailendra Singh	Mr. Jayant Kumar
Member	Mr. Krishna Gopal Agarwal	Mr. Krishna Gopal Agarwal	Mr. Rajbir Sharma	Dr. Dineshananda Goswami	Dr. Dineshananda Goswami	Dr. Dineshananda Goswami
Member	Mr. Sandeep Jain	Mr. Likha Togu	Mr. Sandeep Jain	Mr. Sandeep Jain	Mr. Jayant Kumar	Mr. Krishna Gopal Agarwal

Terms of reference:

Redressal of shareholders/ investors' grievances related to:

- Allotment or transfer of shares, approval of transfer or transmission of shares, debentures or any other securities including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures and assisting with quarterly reporting of such complaints;
- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Carrying out any other function as prescribed under applicable law.

Meetings of Stakeholders Relationship Committee:

During the FY 2025-26, four (4) meetings of Stakeholders Relationship Committee were held on May 13, 2025, August 05, 2025, November 10, 2025 and January 29, 2026. The attendance of each member of Stakeholders Relationship Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Mr. Shailendra Singh (upto 31.01.2026)	Chairman	4	4
Mr. Jayant Kumar (w.e.f. 27.10.2025)	Member	2	2
Mr. Krishna Gopal Agarwal	Member	1	1
Mr. Sandeep Jain (from 14.05.2025 to 22.08.2025)	Member	1	0
Dr. Dineshananda Goswami (w.e.f 15.07.2025)	Member	3	3
Mr. Likha Togu (upto 13.05.2025)	Member	1	1

Status of Investors' Complaints:

Quarter ended	Number of investors' Complaints at the beginning	Number of investors' Complaints received	Number of solved Complaints to the satisfaction of shareholders	Number of pending complaints
June 30, 2025	1	2	3	0
September 30, 2025	0	1	1	0
December 31, 2025	0	0	0	0
March 31, 2026	0	0	0	0

4.4. Risk Management Committee:

The Company has constituted Risk Management Committee in line with requirements of Regulation 21 of the SEBI (LODR) Regulations, 2015.

Composition of Risk Management Committee:

As on March 31, 2026, the Risk Management Committee comprised of the following Directors:

Name	Designation	Position in the Committee
Dr. Dineshananda Goswami	Independent Director	Chairman
Mr. Likha Togu	Independent Director	Member
Mr. Krishna Gopal Agarwal	Director (Finance)	Member

The Company Secretary acts as Secretary to the Committee.

During the year, the composition of Committee was reconstituted twice, and the details are as under:

Position in the Committee	April 01, 2025	Reconstituted on	
		May 08, 2025	July 15, 2025
Chairman	Mr. Arun Kumar Singh	Mr. Sandeep Jain	Dr. Dineshananda Goswami
Member	Mr. Krishna Gopal Agarwal	Mr. Likha Togu	Mr. Likha Togu
Member	Mr. Sandeep Jain	Mr. Krishna Gopal Agarwal	Mr. Krishna Gopal Agarwal

Terms of Reference:

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

1. To formulate a detailed risk management policy which shall include:
   a) A Framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
   b) Measures for risk mitigation including systems and processes for internal control of identified risks.
   c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
4. To periodically review the risk management policy, including by considering the changing industry dynamics and evolving complexity.
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
7. Evaluating, reviewing, recommending (to Board of Directors) and monitoring the Risk Management Plan for effective implementation.
8. Suggest measures for any crisis situation, whether actual or anticipated, that may lead to business interruption of the company, on immediate and priority basis.

Meetings of Risk Management Committee:

Risk Management Committee met two (2) times during the FY 2025-26, i.e., on April 29, 2025 and November 10, 2025. The attendance of each member of Risk Management Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Dr. Dineshananda Goswami (w.e.f 15.07.2025)	Chairman	1	1

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Mr. Sandeep Jain (From 08.05.2025 to 14.07.2025)	Chairman	1	1
Mr. Arun Kumar Singh (upto 05.05.2025)	Chairman	1	1
Mr. Likha Togu (w.e.f. 08.05.2025)	Member	1	1
Mr. Krishna Gopal Agarwal	Member	2	2

4.5. Corporate Social Responsibility (CSR) Committee:

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

Composition of Corporate Social Responsibility Committee:

As on March 31, 2026, the Corporate Social Responsibility Committee comprised of the following Directors:

Name	Designation	Position in the Committee
Mr. Likha Togu	Independent Director	Chairman
Dr. Dineshananda Goswami	Independent Director	Member
Dr. Deepak Tripathi	Director (Technical)	Member

The Company Secretary acts as Secretary to the Committee.

During the year under review, the composition of Committee was reconstituted thrice, and the details are as under:

Position in the Committee	April 01, 2025	Reconstituted on		
		May 08, 2025	July 15, 2025	February 25, 2026
Chairman	Mr. Shailendra Singh	Mr. Likha Togu	Mr. Likha Togu	Mr. Likha Togu
Member	Mr. Krishna Gopal Agarwal	Mr. Shailendra Singh	Ms. Purnima Kerketta	Dr. Dineshananda Goswami
Member	Dr. Deepak Tripathi	Dr. Deepak Tripathi	Dr. Deepak Tripathi	Dr. Deepak Tripathi

Terms of Reference:

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

Meetings of Corporate Social Responsibility Committee:

During the FY 2025-26, three (3) meetings of CSR Committee were held on June 17, 2025, November 10, 2025, and January 29, 2026. The attendance of each member of CSR Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Mr. Likha Togu	Chairman	3	3
Dr. Deepak Tripathi	Member	3	3
Mr. Shailendra Singh (upto 14.07.2025)	Member	1	1
Ms. Purnima Kerketta (From 15.07.2025 to 23.02.2026)	Member	2	2
Dr. Dineshananda Goswami (From 25.02.2026)	Member	N.A.	N.A.

4.6. Project Investment Committee:

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

Composition of Project Investment Committee:

As on March 31, 2026, the Project Investment Committee comprised of the following Directors:

Name	Designation	Position in the Committee
Mr. Jayant Kumar	Government Nominee Director	Chairman
Dr. Dineshananda Goswami	Independent Director	Member
Mr. Krishna Gopal Agarwal	Director (Finance)	Member

The Company Secretary acts as Secretary to the Committee.

During the year under review, the composition of Committee was reconstituted four times, and the details are as under:

Position in the Committee	April 01, 2025	Reconstituted on			
		May 08, 2025	May 14, 2025	July 15, 2025	October 27, 2025
Chairman	Mr. Arun Kumar Singh	Dr. Deepak Tripathi	Mr. Rajbir Sharma	Mr. Sandeep Jain	Mr. Jayant Kumar
Member	Mr. Krishna Gopal Agarwal	Mr. Likha Togu	Mr. Sandeep Jain	Dr. Dineshananda Goswami	Dr. Dineshananda Goswami
Member	Dr. Deepak Tripathi	Mr. Krishna Gopal Agarwal	Mr. Krishna Gopal Agarwal	Mr. Krishna Gopal Agarwal	Mr. Krishna Gopal Agarwal

Meetings of Project Investment Committee:

The Project Investment Committee met one (1) time during the FY 2025-26, i.e. on August 05, 2025. The attendance of each member of Project Investment Committee is as under:

Member	Position in the Committee	Meetings held (during their respective tenure)	Meetings attended
Mr. Krishna Gopal Agarwal	Member	1	1
Dr. Dineshananda Goswami (w.e.f.15.07.2025)	Member	1	1
Mr. Sandeep Jain (From 14.05.2025 to 21.08.2025)	Chairman	1	0
Mr. Jayant Kumar (w.e.f 27.10.2025)	Chairman	N.A.	N.A.
Mr. Arun Kumar Singh (ceased w.e.f. 05.05.2025)	Chairman	N.A.	N.A.
Dr. Deepak Tripathi (upto 13.05.2025)	Chairman	N.A.	N.A.
Mr. Rajbir Sharma (From 14.05.2025 to 14.07.2025)	Chairman	N.A.	N.A.
Mr. Likha Togu (From 08.05.2025 to 13.05.2025)	Member	N.A.	N.A.

4.7 Committee of Directors of the Company constituted for transfer of shares to IEPF Authority:

The Board of Directors of the Company at its Meeting held on August 06, 2025 had constituted a Committee of Directors comprising of Director (Technical) and Director (Finance), to approve the transfer of shares in respect of which the dividend has not been paid or claimed in compliance of the provisions of Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 to Investor Education and Protection Fund Account (IEPF) Authority.

Composition of the Committee:

As on March 31, 2026, the Committee comprised of the following Directors:

Name	Designation
Dr. Deepak Tripathi	Director (Technical)
Mr. Krishna Gopal Agarwal	Director (Finance)

Meetings of the Committee:

The Committee met one (1) time during the FY 2025-26, i.e. on November 13, 2025. The attendance of each member of the Committee is as under:

Member	Meetings held (during their respective tenure)	Meetings attended
Dr. Deepak Tripathi	1	1
Mr. Krishna Gopal Agarwal	1	1

Senior Management:

Senior Management in RITES comprises of CVO, Vertical Heads and Regional Heads.

A list of senior management as on March 31, 2026 is as under:

Sr. No.	Name
Chief Vigilance Officer (CVO)	
1	Mr. Vinod Kumar Sharma
Vertical Heads	
2	Mr. Sandeep Jain
3	Mr. Ghalib Ahmed Jillani
4	Mr. Rajeev Kumar Chaudhary
5	Mr. Mahesh Sreenivasan
6	Mr. Lalit Kumar
7	Mr. S. Mohanty
8	Mr. Pankaj Chaudhary
9	Mr. Satya Bhushan Samanta
10	Mr. Abhas Kumar
11	Mr. Prabhat Kumar
12	Mr. Manish Tiwari
13	Mr. Nikhil Agarwal
Regional Heads	
14	Mr. N D Patankar
15	Mr. Anil Prakash
16	Ms. Shobhana Palli
17	Mr. Sai Singh Khongrymmai
18	Mr. Anoop Sharma
19	Mr. Alok Bansal

Changes during the FY 2025-26 are as under:

Sr. No.	Name	Date of Change	Reason of Change
1	Mr. Rajesh Naik*	10.06.2025	Re-designation
2	Mr. Prabhat Kumar	10.06.2025	Re-designation

Sr. No.	Name	Date of Change	Reason of Change
3	Mr. Rajiv Kumar Sinha	31.07.2025	Superannuation
4	Mr. Alok Bansal*	01.08.2025	Re-designation
5	Mr. Pradeep Tyagi	31.10.2025	Superannuation
6	Mr. Pankaj Chaudhary*	01.11.2025	Re-designation
7	Mr. Shiv Ratan	05.12.2025	Repatriation
8	Mr. Manish Tiwari*	13.02.2026	Re-designation
9	Mr. Rajesh Naik	13.02.2026	Resignation
10	Mr. Ashok Mishra	19.03.2026	Resignation
11	Mr. Nikhil Agarwal*	19.03.2026	Appointment

**Date of assumption of charge*

5. Separate Meeting of Independent Directors

During the FY 2025-26, Separate meeting of Independent Directors was held on 08.09.2025 in accordance with the provisions of Section 149(8) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015.

Familiarisation Programme for Independent Directors

The Company familiarise the independent Directors with the activities and functioning of the Company and their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes and presentations. The details of such familiarisation programme are disclosed on the Company's website under the link: https://www.rites.com/Upload/MediaGallery/PDF/3/Familiarisation_Programme_2025-26_pdf-2026-May-25-17-11-53.pdf

6. Compliance Officer

Mr. Nikhil Agarwal is the Company Secretary and Compliance Officer of the Company.

7. General Body Meeting

The Annual General Meetings of the Company were held through Video Conferencing/ Other Audio Visual means. The details of the last three Annual General Meetings of the Company as well as EGMs held during last three years are as under:

AGM	Year	Date of Meeting	Time	Venue	Special Resolution Passed
51st AGM	2024-25	September 23, 2025	1100 Hours	Through Video Conferencing/ Other Audio-Visual Means	5
50th AGM	2023-24	September 12, 2024	1100 Hours	Through Video Conferencing/ Other Audio-Visual Means	Nil
49th AGM	2022-23	September 15, 2023	1100 Hours	Through Video Conferencing/ Other Audio-Visual Means	Nil

8. Resolutions Passed Through Postal Ballot During the FY 2025-26

During the FY 2025-26, the Company has not transacted any business Item through postal ballot requiring shareholders' approval.

9. Subsidiary and Joint Venture Companies

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

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

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

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

The Company also has two Joint Ventures namely:

1. SAIL RITES Bengal Wagon Industry Private Limited (SRBWIPL) (50% stake in JV)
2. Indian Railway Stations Development Corporation Limited (IRSDCL) (24% stake in JV). The Company is under Voluntary Liquidation and Liquidator has been appointed.

The Company also has two Associate Companies namely:

1. MMG-Metro Management Group Limited (24.50% stake in Associate)- The Associate Company was voluntarily dissolved and the RITES has written off its investment.
2. Elicius Energy Private Limited (EEPL) (13% stake in Associate).

10. General Shareholders' Information

I. Annual General Meeting:

Date : September 25, 2026 (Friday)
Time : 11:00 A.M.
Venue : Through Video Conferencing/OVAM
Financial Year : The Company's Financial Year is from 1st April, 2025 to 31st March, 2026.

II. Payment of dividend:

The Board of Directors of the Company has recommended the final dividend of **₹132.16 crore** i.e. ₹2.75 per share of ₹10 each for FY 2025-26 if approved at the ensuing AGM of the Company. Interim dividends paid during the FY 2025-26 are **₹5.20** per share amounting to **₹249.91 crore**.

Dividend	Record Date	Payment Date
1st Interim for FY 2025-26	12.08.2025	01.09.2025
Final for FY 2024-25	17.09.2025	15.10.2025
2nd Interim for FY 2025-26	15.11.2025	05.12.2025
3rd Interim for FY 2025-26	10.02.2026	02.03.2026

III. The record date for the payment of Final Dividend for the FY 2025-26 is September 20, 2026.

IV. Dividend History:

Financial Year	Total paid-up Capital (₹ in crore)	Total Amount of Dividend paid for the Year (₹ in crore)
2025-26	480.60	377.27
2024-25	480.60	355.65
2023-24	240.30	456.57
2022-23	240.30	432.55
2021-22	240.30	420.53
2020-21	240.30	366.27
2019-20	250.00	330.00
2018-19	200.00	215.00
2017-18	200.00	148.00
2016-17	200.00	146.00
2015-16	100.00	77.00
2014-15	100.00	62.00

V. Listing on Stock Exchange:

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

1. National Stock Exchange of India Limited

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

2. BSE Limited

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

Company ISIN - INE320J01015
Annual Listing fee for the aforesaid Stock Exchanges has been paid for the FY 2025-26.

VI. Unpaid/Unclaimed Dividends and Investor Education and Protection Fund (IEPF):

Statutory requirements regarding transfer of dividend and/or shares to IEPF:

In accordance with the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (IEPF Rules), dividends that remain unpaid or unclaimed for a period of 7 (seven) years are to be transferred to IEPF, established by the Central Government, from the unpaid or unclaimed dividend account of the Company.

The aforesaid provisions also mandate companies to transfer shares of those Members whose dividends remain unpaid or unclaimed for a period of 7 (seven) consecutive years, to the demat account of IEPF Authority.

The following information are available under the Investor Resources section of the Company's website at https://www.rites.com/InvestorResource:

- Details of year wise Unclaimed/ Unpaid dividend of Shareholders of the Company containing information.
- The list of shareholders whose dividend remains unclaimed/unpaid for the last seven consecutive years, along with the corresponding shares liable to be transferred to the IEPF.
- The list of shareholders whose dividend and corresponding shares have already been transferred to the IEPF.

During the Financial Year 2025-26, the Company transferred to the Investor Education and Protection Fund (IEPF) the Final Dividend pertaining to FY 2017-18 and the First Interim Dividend pertaining to FY 2018-19, which remained unclaimed or unpaid for a period of seven years, in accordance with the provisions of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Further, pursuant to the aforesaid provisions, during FY 2025-26 the Company has also transferred 186 equity shares to the demat account of the IEPF Authority in respect of shareholders who had not claimed or encashed any dividend on such shares for seven consecutive years or more.

The shareholders whose shares have been transferred to the IEPF Authority may claim the same, along with the corresponding dividend amount, by making an application to the IEPF Authority in the manner prescribed in Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Nodal Officer (IEPF):

Details of Nodal Officer of the Company, appointed in accordance with the provisions of IEPF Rules, are given below. The same is also available on the website of the Company at https://www.rites.com/InvestorResource.

Details of Nodal Officer for IEPF:

Name & Designation: Mr. Nikhil Agarwal, Company Secretary & Compliance Officer
E-mail ID: cs@rites.com
Contact No.: 0124-2818622

Reminder Letters sent and Notice published by the Company prior to transfer of shares to IEPF:

In accordance with the IEPF Rules, Company shall inform, at the latest available address of the shareholder concerned regarding

transfer of shares three months before the due date of transfer of shares and also simultaneously publish a notice in the leading newspaper in English and regional language having wide circulation informing the concerned that the names of such shareholders and their folio number or DP ID - Client ID are available on their website duly mentioning the website address.

In order to prevent the shares from getting transferred to IEPF, Shareholders, who have not claimed their dividends for the previous seven (7) years, are hereby requested to approach the Company/its RTA to claim the same, by complying with the necessary requirements.

Time frame of transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF):

Date of Declaration of Dividend	Dividend for the year	Date of transfer to IEPF
July 30, 2019	Final Dividend for the year 2018-19	October 5, 2026
December 27, 2019	First Interim Dividend for the year 2019-20	March 4, 2027
March 6, 2020	Second Interim Dividend for the year 2019-20	May 12, 2027
August 28, 2020	Final Dividend for the year 2019 -20	November 3, 2027
December 30, 2020	First Interim Dividend for the year 2020-21	March 6, 2028
March 12, 2021	Second Interim Dividend for the year 2020-21	May 18, 2028
September 29, 2021	Final Dividend for the year 2020-21	December 5, 2028
August 12, 2021	First Interim Dividend for the year 2021-22	October 18, 2028
November 11, 2021	Second Interim Dividend for the year 2021-22	January 17, 2029
March 14, 2022	Third Interim Dividend for the year 2021-22	May 20, 2029
September 16, 2022	Final Dividend for the Year 2021-22	November 22, 2029
July 28, 2022	First Interim Dividend for the Year 2022-23	October 3, 2029
November 10, 2022	Second Interim Dividend for the Year 2022-23	January 16, 2030
February 9, 2023	Third Interim Dividend for the Year 2022-23	April 17, 2030
September 15, 2023	Final Dividend for the Year 2022-23	November 21, 2030
July 28, 2023	First Interim Dividend for the Year 2023-24	October 3, 2030
October 31, 2023	Second Interim Dividend for the Year 2023-24	January 6, 2031
February 1, 2024	Third Interim Dividend for the Year 2023-24	April 9, 2031
September 12, 2024	Final Dividend for the Year 2023-24	November 18, 2031
July 31, 2024	First Interim Dividend for the Year 2024-25	October 6, 2031
November 06, 2024	Second Interim Dividend for the Year 2024-25	January 12, 2032
January 28, 2025	Third Interim Dividend for the Year 2024-25	April 5, 2032
September 23, 2025	Final Dividend for the Year 2024-25	November 29, 2032
August 06, 2025	First Interim Dividend for the Year 2025-26	October 12, 2032
November 11, 2025	Second Interim Dividend for the Year 2025-26	January 17, 2033
February 04, 2026	Third Interim Dividend for the Year 2025-26	April 12, 2033

VII. Registrar and Share Transfer Agents:

During the FY 2025-26, Beetal Financial & Computer Services Private Limited was the Registrar and Share Transfer Agent of the Company. The contact details of RTA are as under:

Name: Beetal Financial & Computer Services Private Limited

Address: Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110 062

Phone: +91 11-29961281, +91 11-29961282

Fax: +91 11-29961284

Website: www.beetalfinancial.com

E-mail: rites@beetalfinancial.com and beetalrta@gmail.com

VIII. Share Transfer System:

SEBI vide its Circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, SEBI vide its circular dated May 18, 2022, has simplified the procedure and standardised the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's Register and Transfer Agent, Beetal Financial & Computer Services Private Limited at https://beetal.in/investor-services/#Investor_Forms. However, the service request can be processed only after the folio is KYC Compliant.

Special Window for re-lodgement of physical share transfer requests:

As per SEBI Circular dated July 2, 2025, shareholders who had lodged transfer deeds of physical shares prior to April 1, 2019, which were rejected, returned or not processed due to deficiencies, were first provided a re-lodgement window from July 7, 2025 to January 6, 2026. Further, SEBI vide its subsequent circular dated January 30, 2026, has extended the special window from February 5, 2026 to February 4, 2027. All securities transferred under this window will be credited only in demat mode and shall be subject to a one-year lock-in from the date of registration of transfer.

To create awareness amongst shareholders, the Company has been taking various initiatives through various communication channels, including the Company's website, stock exchange disclosures, newspaper publications etc.

IX. Distribution of shareholding:

- According to size, % of holding as on March 31, 2026

Category	No. of Shareholders	No. of shareholders (%)	Total Shares	Total Shares (%)
1-500	372562	94.19	30887782	6.43
501-1000	13253	3.35	9984940	2.08
1001-2000	5629	1.42	8317433	1.73
2001-3000	1649	0.42	4151958	0.86
3001-4000	745	0.19	2675238	0.56
4001-5000	455	0.12	2113561	0.44
5001-10000	725	0.18	5185964	1.08
10001 and above	543	0.14	417286898	86.83
Total	**395561**	**100.00**	**480603774**	**100.00**

- Shareholding of various categories as on March 31, 2026

Category	Total Shares	% to Equity
Hon'ble President of India	347009546	72.20
FIIs/FCB/FPI	16691714	3.47
Mutual Funds	11090623	2.31
Indian Public	66993488	13.94
Insurance Companies	30723837	6.39
Bodies Corporate	3185016	0.66
Banks & FIs	Nil	0.00
NRIs and OCBs	2388340	0.50
Others	2521210	0.53
Total	**480603774**	**100.00**

- Major Shareholders

S. No.	Name of the Shareholder	Shares	%	Category
1.	Life Insurance Corporation of India	26534547	5.52	Insurance Companies
2.	Nippon Life India Trustee Limited-A/C Nippon India Small Cap Fund	9200000	1.91	Mutual Fund

X. Dematerialisation of Shares and Liquidity:

The shares of the Company are in compulsory dematerialized segment and available for trading under systems of both Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share capital audit report regarding reconciliation of the total issued capital, listed capital, and capital held by depositories in dematerialised form with respect to equity share capital of the Company was taken from the Practicing Company Secretary for each quarter during the year and duly submitted to Stock exchanges within stipulated time.

Number of shares held in Dematerialisation and Physical mode (as on 31.03.2026):

S. No.	Physical/ Demat	Number of holders	Number of Shares	% of total issued capital
1.	Held in dematerialized form in NSDL	100093	437540529	91.04
2.	Held in dematerialized form in CDSL	295432	43063202	8.96
3.	Physical	36	43	0.00
	Total	**395561**	**480603774**	**100**

XI. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments:

The Company does not have any outstanding global depository receipts or American depository receipts or warrants or any convertible instruments.

XII. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The Company regularly monitors exchange fluctuations to mitigate this risk, policy covers various aspects of currency risk management, benchmarking, hedging and risk appetite, permissible instruments, hedging policy, structure of the risk management Committee and treasury group, reporting procedures etc.

XIII. Location of Plants:

The Company is into business of Consultancy, leasing & trading, hence it has no plants.

XIV. Address for correspondence:

	Registered Office	Corporate Office
Address	RITES Limited, Scope Minar, Laxmi Nagar, Delhi - 110 092, India	Shikhar, Plot No. 1, Sector 29, Gurugram, Haryana– 122001, India
Telephone	+91 11 22024610	+91 124 2571665
Fax	+91 11 22024660	+91 124 2571187
Contact Person	Mr.Nikhil Agarwal, Company Secretary and Compliance Officer	
E-mail	cs@rites.com	
Website	www.rites.com	
Corporate Identification Number	L74899DL1974GOI007227	

XV. Credit Rating:

CARE Ratings Limited has assigned CARE AAA; Stable (CARE Triple A with Stable Outlook)/ CARE A1+ (CARE A One Plus) rating for the for the Long Term/ Short Term Non-fund based bank facilities, aggregating to ₹3,555.00 crore (Rupees Three Thousand Five Hundred Fifty-Five Crore only).

11. Disclosures

- During the year, there was no materially significant related party transaction that have a potential conflict with the interest of the Company. The policy relating to related party transaction is amended as per the latest amendments and approved by the Board of Directors and is uploaded on website of the Company.

  The web-link of which is as follows: https://www.rites.com/Upload/MediaGallery/PDF/3/Related_Party_Transaction_Policy_pdf-2026-Aug-24-15-29-33.pdf

- Details of related party transactions are included in the Notes to Accounts as Indian Accounting Standards –Ind AS 24 notified by Central Government (Note 43).

- The Company has followed the Ind AS in the preparation of financial Statements.

- No penalties imposed or strictures passed against the Company by any statutory authorities on any matters related to any guidelines issued by the Government during the last three years.

- A Corporate policy on materiality for disclosure of events to the stock Exchanges is in place.

- The compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 have been made except the requisite number of Independent Directors including Independent Women Director and consequently composition of the Board and Committee was also not proper.

  RITES Limited being a Public Sector Undertaking, the power to appoint Directors vests with Hon'ble President of India acting through Ministry of Railways, Government of India. During the year under review, no instances occurred where the Board had not accepted the recommendations given by any Committee of the Board.

- During the year under review, the Company did not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

12. Means of Communication

All important information pertaining to the Company is mentioned in the Annual Report of the Company containing inter-alia Audited Accounts, Board's Report, Report on Corporate Governance which is circulated to the members and others entitled thereto for each financial year. RITES communicate with its shareholders from time to time regarding various updates including financial results, updation of KYC and claim of Dividend, etc. and also through Annual Reports, General Meeting, newspapers and Disclosures through official website i.e. www.rites.com

RITES also communicates with its institutional shareholders through analyst and investor meets held during end of quarter where Directors and senior officials of the Company interact with the investing community. The Management of the Company also interacts with analysts and institutional investors at regular intervals. Intimations regarding such interactions are duly submitted to the Stock Exchanges in accordance with the applicable regulatory requirements.

Information and latest updates and announcements made by the Company can be accessed at Company's website; following are some of the disclosures made by the Company on official website

- Quarterly/ half yearly/ Annual Financial Results
- Quarterly compliances as per SEBI (LODR), including shareholding patterns, corporate governance report, Reconciliation of share capital audit report, Investor Grievance Report etc.
- Other disclosures made to stock exchange pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015.

The annual accounts of the Company are made available on the website of the Company i.e. www.rites.com. Compliance report of Corporate Governance is also being sent to Ministry of Railways on quarterly basis/ yearly basis for onward submission to DPE.

Publication of Financial Results in newspaper:

S. No.	Publication of Financial Result for quarter/ year ended	Date of publication	Newspaper	
			English	Hindi
1.	Quarter ended on 30.06.2025	August 7, 2025	Hindustan Times, The Economic Times, The Times of India and Financial Express.	Navbharat Times

S. No.	Publication of Financial Result for quarter/ year ended	Date of publication	Newspaper	
			English	Hindi
2.	Quarter ended on 30.09.2025	November 12, 2025	Hindustan Times, The Economic Times, The Times of India and Hindu Business Line.	Navbharat Times
3.	Quarter ended on 31.12.2025	February 5, 2026	Hindustan Times, The Economic Times, The Times of India and Business Standard.	Navbharat Times
4	Year ended on 31.03.2026	May 20, 2026	Hindustan Times, Mint, The Economic Times and The Times of India	Navbharat Times

13. Training of Board Members

Newly inducted Directors appointed by the Hon'ble President of India are given formal induction and orientation with respect to Company's vision, strategic directions, core values including ethics, financial matters and business operations and risk profile of the business of the Company. The normal practice is to furnish a set of documents/ booklets to a director on his/ her joining the Board. This includes data about the Company including its Brochure, Annual Report, MOU Targets & achievements, Memorandum and Articles of Association, Board Charter, CPSE guidelines on Corporate Governance etc.

14. Whistle-Blower Policy and Vigil Mechanism

The Company has put in place necessary vigil mechanism/ whistle-blower policy which provides channel to the Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct and also instances of leak of unpublished price sensitive information. No employees/personnel have been denied access to the Audit Committee.

The said mechanism is in addition to vigilance setup established under the aegis of Central Vigilance Commission as required for all CPSEs.

15. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In line with the government guidelines, RITES has an internal committee in place and the details of the committee and complaints are provided in Board's Report.

16. Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the SEBI/ Ministry of Corporate Affairs or any such Statutory Authority

The Company has obtained a certificate from CS Shweta Jain (Membership No. FCS 7152, COP No. 27503), Partner of M/s. Agarwal S. & Associates, Company Secretaries regarding confirmation that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. The requisite certificate is attached as **Appendix III**.

17. Details of compliance with Mandatory Requirements and adoption of the Non-Mandatory requirements of Regulation 27(1) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

Mandatory Requirements

The Company is in compliance with all the mandatory provisions related to Corporate Governance, except that the number of Independent Directors required under the SEBI (LODR) Regulations, 2015 are inadequate and there was no Woman Independent Director on Board w.e.f. 24.02.2026. The power to appoint the Directors on the Board under the Articles of Association vests with the Hon'ble President of India acting through the Ministry of Railways.

Non-Mandatory Requirements

The Board: Mr. Rahul Mithal, Chairman and Managing Director is the Chairman of the Board.

Shareholder Rights: The Quarterly/Half yearly/Yearly financial results during the year 2025-26 were published in various newspapers in both English and Hindi. Significant events have been promptly disclosed on the Company website.

Audit Qualifications: There are no audit qualifications on the financial statement for the year 2025-26 as shown in Independent Auditors' Report.

Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

18. Fees paid to Statutory Auditors

Total fees for all services paid by RITES and its subsidiaries, on a consolidated basis, to Statutory Auditors and other firms in the network entity of which they are part, as included in the consolidated financial statements of the Company for the year ended March 31, 2026, is ₹0.44 Crore.

19. CEO/CFO Certification

The certification by Chairman and Managing Director (Chief Executive Officer) and Director Finance (Chief Financial Officer) was placed before the Board of Directors at the meeting held on May 19, 2026 (refer **Appendix IV**).

20. Compliance

The Company complies with the requirements of the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSE), 2010 and the SEBI (LODR) Regulations, 2015, except the number of Independent Directors on the Board was less than half of the total strength of Board, the Company did not have independent woman director w.e.f. 24.02.2026.

Certificate obtained from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated in the Guidelines is placed as **Appendix V** to this report.

Appendix I

Attendance of Board of Directors Meeting during the FY 2025-26

Name of Directors	295 BOD Meeting April 17, 2025	296 BOD Meeting May 14, 2025	297 BOD Meeting August 06, 2025	298 BOD Meeting November 11, 2025	299 BOD Meeting December 29, 2025	300 BOD Meeting February 04, 2026	301 BOD Meeting March 19, 2026	Total BOD Meeting 7 (Seven)
Mr. Rahul Mithal Chairman & Managing Director	✓	✓	✓	✓	✓	✓	✓ VC	Attended all
Dr. Deepak Tripathi Director (Technical)	✓	✓	✓	✓	✓	✓	✓	Attended all
Mr. Krishna Gopal Agarwal Director (Finance)	✓	✓	✓	✓	✓	✓	✓	Attended all
Mr. Prem Singh Meena Director (Project) w.e.f 19.03.2026)	NA	NA	NA	NA	NA	NA	NA	Not Applicable
Mr. Arun Kumar Singh Director (Projects) (ceased w.e.f. 05.05.2025)	✓	NA	NA	NA	NA	NA	NA	Held-1 Attended-1
Mr. Jayant Kumar Government Nominee Director (w.e.f. 17.10.2025)	NA	NA	NA	✗	✓ VC	✓ VC	✓ VC	Held – 4 Attended - 3
Dr. Dineshananda Goswami Independent Director	NA	NA	✓	✓	✓	✓	✓ VC	Held – 5 Attended - 5
Mr. Vinod Kumar Government Nominee Director (From 25.02.2026 to 03.05.2026)	NA	NA	NA	NA	NA	NA	✓ VC	Held – 1 Attended - 1
Mr. Rajbir Sharma Independent Director	NA	NA	✓	✓	✓ VC	✓	✓ VC	Held - 5 Attended - 5
Mr. Likha Togu Independent Director	✓ VC	✓ VC	✓	✓ VC	✓ VC	✓	✓ VC	Attended all
Mrs. Purnima Kerketta Independent Director (upto 23.02.2026)	NA	NA	✓	✓	✓ VC	✗	NA	Held – 4 Attended - 3
Mr. Shailendra Singh Government Nominee Director (upto 31.01.2026)	✓ VC	✓ VC	✓ VC	✓ VC	✓ VC	NA	NA	Held – 5 Attended - 5
Mr. Sandeep Jain Government Nominee Director (upto 21.08.2025)	✓ VC	✓	✗	NA	NA	NA	NA	Held – 3 Attended - 2

NOTE:

✓ **- Meeting attended** **NA - Not applicable (not in position)** **X- Meeting not attended** **VC - Attended through video conferencing**

Appendix II

DECLARATION BY CHAIRMAN & MANAGING DIRECTOR REGARDING COMPLIANCE WITH THE CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL DURING THE YEAR 2025-26

I, Rahul Mithal, Chairman & Managing Director, RITES Limited do hereby declare that all the members of the Board of Directors and the Senior Management Team of the Company have affirmed their compliance of the Code of Conduct during the year 2025-26.

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

Place: Gurugram
Date: 19.05.2026

Appendix III

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
RITES Limited,
Registered Office: Scope Minar,
Laxmi Nagar, Delhi - 110092.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RITES Limited** having **CIN: L74899DL1974GOI007227** and having registered office at Scope Minar, Laxmi Nagar, Delhi - 110 092 (hereinafter referred to as 'the Company') and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule-V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sl. No.	Name of Director	DIN	Date of Appointment
1	Shri Rahul Mithal	07610499	07/10/2021
2	Dr. Deepak Tripathi	10090267	27/03/2023
3	Shri Krishna Gopal Agarwal	10239667	01/08/2023
4	Shri Likha Togu[1]	09470640	15/04/2025
5	Shri Rajbir Sharma	11105411	14/05/2025
6	Dr. Dineshananda Goswami	09394294	07/07/2025
7	Shri Jayant Kumar	07179274	17/10/2025
8	Shri Vinod Kumar[2]	03278897	25/02/2026
9	Shri Prem Singh Meena	10855590	19/03/2026

[1]*Ceased w.e.f 15.04.2026*

[2]*Ceased w.e.f 04.05.2026*

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the same based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 2725/2022

CS Shweta Jain
Partner
FCS No.: 7152
C.P No.: 27503

Date: 05.06.2026
Place: New Delhi
UDIN: F007152H000584212

Appendix IV

CERTIFICATE BY CHAIRMAN AND MANAGING DIRECTOR (CHIEF EXECUTIVE OFFICER) AND CHIEF FINANCIAL OFFICER (CFO)

[Pursuant to Reg 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

(a) We have reviewed financial statements, and the cash flow statements for the year ended on March 31, 2026 and to the best of our knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting and we have disclosed to the auditors and the audit Committee that to the best of our knowledge and belief there are no material deficiencies in the design or operation of such internal control.

(d) We have indicated to the Auditors and the Audit Committee:

i. That there are no significant changes in internal control over financial reporting during the year;

ii. That there are no significant changes in accounting policies during the year. The changes in accounting policies which have no significant financial implication, have been approved by the Board of Directors and the same have been disclosed in the notes to the financial statements; and

iii. That there are no instances of significant fraud of which we have become aware.

For **RITES Limited**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN: 07610499

Krishna Gopal Agarwal
Director (Finance) and
Chief Financial Officer
DIN: 10239667

Place: Gurugram
Date: 19.05.2026

Appendix V

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2025-26

To
The Members,
RITES Limited,
SCOPE Minar, Laxmi Nagar,
Delhi – 110092.

We have examined the compliance of conditions of Corporate Governance by **RITES Limited** [CIN: L74899DL1974GOI007227] ("the Company"), for the year ended on March 31, 2026, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as stipulated in the guidelines of Department of Public Enterprises (DPE) on Corporate Governance for Central Public Sector Undertakings issued in May 2010.

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

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the Listing Regulations and DPE guidelines on Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations and DPE guidelines on Corporate Governance during the year ended March 31, 2026 subject to the following:

The Composition of the Board of Directors was not consisting of half of Non-Executive Directors and number of Functional Directors exceeded 50% of the actual strength of the Board of Directors for the part of the year. There was non-availability of the requisite number of the Independent Directors during substantial part of the FY 2025-26. Also, during the FY 2025-26, the Board of Directors did not have a woman independent director for the part of the year. It causes non-compliance with **Regulation 17** of the Listing Regulations and **clause 3.1.2 and 3.1.4** of the DPE Guidelines. The composition of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee was not proper at multiple times resulting in to consequential non compliances with **Regulation 18, 19, 20, 21** of the Listing Regulations and **Clause 4.1.1, 4.1.2, 4.4, 5.1** of the DPE Guidelines.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 2725/2022

CS Shweta Jain
Partner
FCS No.: 7152
C.P No.: 27503

Date: 12.06.2026
Place: New Delhi
UDIN: F007152H000618389

Annexure- B

Management Discussion and Analysis

FY25–26 marked the year when disciplined execution turned momentum into measurable growth at RITES. Building on a stronger order pipeline, an improved business mix and renewed export momentum, the Company advanced with greater confidence, reinforcing its position as a trusted partner in transport infrastructure and engineering consultancy. Consultancy continued to anchor performance, while the turnkey and leasing businesses delivered steady contributions. The export segment regained momentum through successful international deliveries and new overseas engagements. Throughout the year, RITES sharpened its focus on technology adoption, sustainability, operational excellence and execution quality, ensuring that growth was both resilient and future ready. From converting opportunities into outcomes to scaling capabilities with purpose, FY25–26 reaffirmed the Company's agility, execution strength and ability to deliver consistent, sustainable growth in a dynamic business environment.

7.7%
GDP Growth for FY26

₹12.22 lakh crore
Capex Outlay (4.4% of GDP)

31% of GDP as
Gross Capital Formation

ECONOMIC OVERVIEW

FY25–26 unfolded against a global economic backdrop that was more stable than the preceding years, yet remained characterised by persistent uncertainty and structural transformation. Global growth

Hon'ble Railway Minister Mr. Ashwini Vaishnaw inaugurates a 'Yatri Suvidha Kendra' at New Delhi Railway station; RITES carried out Rush Management studies for the same.

moderated to around 3.1%, according to the International Monetary Fund (IMF), as geopolitical tensions, trade fragmentation, supply-chain diversification and climate-related disruptions continued to influence investment and policy decisions. While inflationary pressures eased across several economies, downside risks persisted, prompting governments to prioritise resilient infrastructure, energy transition, digital connectivity and logistics modernisation as critical drivers of long-term competitiveness.

The Asia-Pacific region continued to outperform many other parts of the world, although softer external demand and heightened trade uncertainties reinforced the need for domestic investment-led growth. Consequently, public infrastructure spending remained central to economic policy, creating sustained opportunities across rail transport, urban mobility, multimodal logistics and integrated infrastructure planning.

India continued to distinguish itself as one of the world's fastest growing major economies. According to the Economic Survey 2025–26, real GDP growth is estimated at 7.4% for FY25–26, underpinned by resilient domestic demand, robust public investment and strengthening private consumption. The country's macroeconomic resilience has been further supported by stable inflation, healthy banking and corporate balance sheets and sustained progress in structural reforms.

Infrastructure remains the cornerstone of India's long-term development strategy. The Union Government maintained a strong capital expenditure programme with a Budget allocation of ₹11.21 lakh crore for FY26, representing nearly a fourfold increase over FY18 levels. Including grants to states, effective capital expenditure is estimated at ₹15.48 lakh crore, underscoring the Government's continued emphasis on creating high-quality infrastructure assets. Fiscal consolidation also remained on track, with the fiscal deficit budgeted at 4.4% of GDP, while the Centre's debt-to-GDP ratio declined to 55.7% in FY25, reflecting a calibrated approach to sustaining growth alongside macroeconomic stability.

For the transport infrastructure ecosystem, these structural trends translate into sustained demand for engineering consultancy, project management, design, supervision and integrated execution services. Increasing emphasis on digital engineering, lifecycle asset management, sustainability and technology-enabled delivery is also redefining client expectations and expanding the scope for value-added infrastructure solutions.

India-specific Outlook

India continues to reinforce its position as one of the world's fastest growing major economies, underpinned by resilient domestic demand, sustained public investment, a stable macroeconomic environment and an ongoing programme of structural reforms. The country closed FY26 with a solid 7.7% GDP growth, and the Economic Survey 2025–26 projected real GDP growth of 6.8%–7.2% for FY2026–27, reflecting confidence in the country's strong economic fundamentals and its ability to sustain growth amid an evolving global environment.

Infrastructure remains at the core of India's development agenda, with the Government continuing to prioritise capital expenditure as a key driver of economic expansion. Flagship initiatives such as PM Gati Shakti, the National Logistics Policy, Dedicated Freight Corridors, Bharatmala, Sagarmala and railway modernisation programmes are accelerating the creation of integrated, multimodal transport networks while improving logistics efficiency, regional connectivity and ease of doing business. At the same time, increasing investments in urban infrastructure, industrial corridors, renewable energy and digital public infrastructure are strengthening the foundation for long-term, inclusive growth.

The policy focus on asset monetisation, public-private partnerships and technology-enabled project monitoring is expected to further enhance execution efficiency and mobilise private capital into infrastructure development. Continued investments across railways, metro systems, highways, ports, airports and logistics infrastructure are likely to support employment generation, improve supply chain resilience and enhance India's global competitiveness. Backed by prudent fiscal management, an expanding manufacturing base and sustained reforms aimed at improving productivity and investment, India remains well positioned to maintain its growth momentum and emerge as a leading global infrastructure and economic powerhouse.

INDUSTRY OVERVIEW

The global transport infrastructure sector continued to strengthen its strategic importance during FY25–26 as governments increasingly viewed infrastructure as a catalyst for economic growth, trade competitiveness, climate resilience and long-term sustainable development. Amid evolving geopolitical dynamics, supply chain diversification and rapid technological advancements, investment priorities shifted towards creating integrated, resilient and future-ready transport networks capable of supporting expanding economies and changing mobility patterns.

According to the Global Infrastructure Outlook, global infrastructure investment requirements are projected to exceed US$94 trillion by 2040, underscoring the scale of investment needed to sustain economic growth and improve connectivity across developed and emerging economies. Transport infrastructure is expected to account for a significant share of this investment as countries continue to modernise existing assets while expanding capacity to meet growing passenger and freight demand.

Across the Asia-Pacific region, transport infrastructure remained central to national development strategies. Governments continued to invest in railways, metro systems, highways, ports, airports and multimodal logistics infrastructure to support urbanisation, industrialisation and regional trade. Increasing emphasis was also placed on integrated infrastructure planning, digital project management, intelligent transport systems and sustainable mobility solutions to improve efficiency and optimise long-term asset performance.

Africa continued to advance its infrastructure agenda through regional integration initiatives under the African Union's Agenda 2063 and the African Continental Free Trade Area (AfCFTA). Major programmes, including the Trans-African Highway Network, the LAPSSET Corridor (Lamu Port–South Sudan–Ethiopia Transport Corridor) and the proposed Continental High-Speed Rail Network, continue to strengthen regional connectivity, facilitate cross-border trade and support long-term economic integration across the continent. Apart from the trans African connectivity, many of the African nations are also independently working towards expanding their transportation network either through rail, road and ship to ship-out the extracted vast metal and mineral resources.

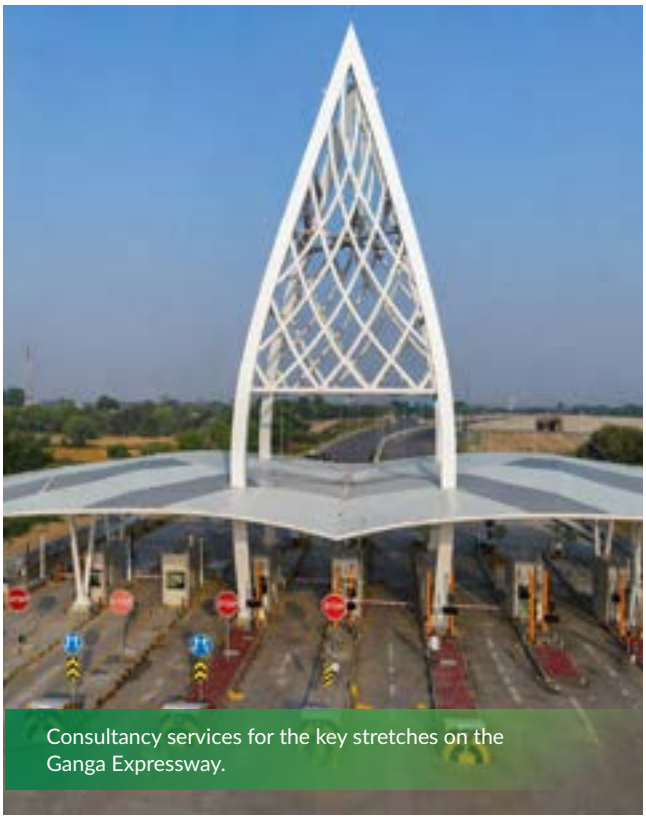
In Latin America, governments maintained their focus on upgrading transport infrastructure to improve logistics efficiency, urban mobility and international trade competitiveness. Investments in freight rail, urban transit systems, ports and airports continued across several economies, supported by policy reforms and increasing participation of the private sector in infrastructure development.

Sustainability and digital transformation continued to reshape the global transport infrastructure landscape. Governments and infrastructure agencies increasingly incorporated low-carbon mobility solutions, electrified transport systems, climate-resilient infrastructure, Building Information Modelling (BIM), Geographic Information Systems (GIS) and data-driven asset management into infrastructure planning and execution. These technologies are improving project planning, operational efficiency and lifecycle management while supporting environmental objectives.

India's transport infrastructure sector maintained strong momentum during FY25–26, driven by sustained public capital expenditure and continued policy support for integrated infrastructure development. The Union Budget 2026–27 allocated ₹2.65 lakh crore towards capital expenditure for Indian Railways, reinforcing the Government's commitment to network expansion, capacity augmentation, safety enhancement and modernisation. The Ministry of Road Transport and Highways received an allocation of ₹2.87 lakh crore, supporting continued expansion of the national highway network and improved road connectivity across the country.

Flagship programmes such as PM Gati Shakti, the National Logistics Policy, Bharatmala Pariyojana, Sagarmala Programme, Dedicated Freight Corridors and the continued expansion of metro rail systems are strengthening multimodal connectivity and improving logistics efficiency across the country. Complemented by investments in airports, ports, inland waterways, industrial corridors and multimodal logistics parks, these initiatives are laying the foundation for a more integrated and efficient transport ecosystem.

Looking ahead, the transport infrastructure sector is expected to remain a key pillar of global economic development. Growing urbanisation, expanding trade, increasing demand for sustainable mobility, digital transformation and the need for resilient infrastructure are expected to continue shaping investment priorities across regions. As governments accelerate the creation of integrated transport networks and modern logistics systems, the sector is poised to play an increasingly important role in enabling economic growth, enhancing connectivity and supporting sustainable development.



Consultancy services for the key stretches on the Ganga Expressway.

I. ABOUT US

RITES Ltd., a Navratna Public Sector Enterprise under the Ministry of Railways, is one of the key players in shaping the transport infrastructure. With a 52-year legacy of excellence, RITES is the only infrastructure consultancy firm with:

- Multi-Sectoral footprint
- 5,000+ projects executed
- Strategic national impact
- Export hub of integrated customized rolling stock package and infrastructure services

Recognized for its engineering consultancy, RITES plays a pivotal role in the nation's broader infrastructure development — driving forward the vision of 'Viksit Bharat' while expanding its global footprint. By leveraging its consulting expertise, design capabilities, and innovative technical solutions, RITES has contributed to:

- Transforming urban mobility through metro systems, ropeways, and transport integration projects
- Strengthening connectivity with landmark railway bridges, freight corridors, and modernised stations
- Enhancing India's global presence through export of rolling stock, consultancy, and technical expertise
- Building sustainable infrastructure by promoting renewable energy, green mobility, and smart city solutions.

II. STRENGTHS & WEAKNESSES

RITES continues to build on its well-established position as a leading multidisciplinary engineering consultancy, supported by over five decades of domain expertise, diversified service offerings and a strong execution track record across transport infrastructure and allied sectors. The Company's integrated business model—spanning engineering design & studies, project management, third party inspections, quality assurance, exports, leasing and power procurement & renewable energy through REMC Ltd—enables it to provide end-to-end solutions across the infrastructure value chain while responding effectively to evolving client requirements.

Consultancy remains the Company's core strength, backed by deep technical expertise across railways, metro systems, highways, bridges, tunnels, ports, airports, urban infrastructure, institutional buildings and renewable energy. Its ability to deliver services ranging from feasibility studies and detailed project reports to design engineering, project management, construction supervision and quality assurance has enabled RITES to maintain long-standing relationships with government agencies, public sector enterprises, multilateral institutions and international clients.

RITES continues to strengthen its international presence through its export and overseas consultancy businesses. RITES has initiated the establishment of five Regional Business Offices to strengthen its global presence. These offices are/will be located in Ghana for Central and West Africa, the UAE for the Middle East and North Africa, South Africa for South and East Africa, the Philippines for Southeast Asia, and Guyana for South America. As an export arm of the Ministry of Railways, the Company has established capabilities across the export of locomotives, passenger coaches, wagons, trainsets and railway equipment, supported by comprehensive after-sales services, including commissioning, maintenance support, training, supply of spares and technical assistance. Its growing overseas engagement across United Arab Emirates, South East Asia, Africa, Latin America and other international markets reflects the Company's ability to deliver technically robust and cost-effective infrastructure solutions in diverse operating environments.

The Company's strong institutional credibility is reinforced by its commitment to quality, governance and timely execution. Robust project management systems, established quality assurance practices and disciplined risk management enable effective monitoring of complex assignments and support consistent delivery across multiple geographies. Increasing adoption of digital tools, data-driven project monitoring and technology-enabled engineering processes is further strengthening operational efficiency and project execution capabilities.

A highly qualified and experienced workforce remains one of RITES' most valuable assets. The Company continues to invest in professional development through structured learning programmes, technical upskilling, leadership development and knowledge management initiatives, enabling its employees to keep pace with evolving technologies, sustainability requirements and changing client expectations. Its multidisciplinary talent pool provides the flexibility to undertake projects of varying scale and complexity across domestic and international markets.

Notwithstanding these strengths, the Company operates in an increasingly competitive environment marked by intensifying competition from domestic and global engineering consultants, rapid technological advancements and evolving client expectations. The infrastructure sector is witnessing increasing demand for specialised capabilities in digital engineering, sustainable infrastructure, integrated mobility and advanced project management, necessitating continuous capability enhancement and investment in innovation.

The availability and retention of skilled engineering and project management professionals also remain an important area of focus. Competition for specialised talent has intensified across the infrastructure sector, requiring organisations to continuously strengthen employee engagement, capability development and career progression frameworks. In parallel, the Company remains exposed to external factors such as project implementation timelines, regulatory changes, geopolitical developments affecting international business and fluctuations in public capital expenditure, all of which require continued operational agility and prudent risk management.

Redevelopment of 'Van Rani' toy train at Sanjay Gandhi National Park in Mumbai.

III. OPPORTUNITIES & THREATS

Over the past five decades, RITES has transformed from the first public sector undertaking under Indian Railways into a globally respected player in infrastructure consultancy. As a long-standing contributor to India's infrastructure journey, the Company is now strategically positioned to harness emerging opportunities, especially considering the government's continued focus on large-scale, sustainable, and innovation-driven infrastructure development.

With successive Union Budgets allocating record capital outlays for infrastructure, and increasing private sector participation in transport-related investments, RITES is well-placed to benefit from national initiatives such as cross-border economic corridors, PM Gati Shakti, intercity and multimodal connectivity, and the Viksit Bharat Vision 2047. The national commitment to achieving Net-Zero emissions further opens avenues in green engineering and sustainability consulting.

Internationally, infrastructure development continues to gather momentum across Asia, Africa, the Middle East and Latin America, creating opportunities for engineering consultancy, project implementation and railway exports. Through its RITES Videsh initiative, the Company is strengthening its global outreach by deepening engagement with international clients, expanding market presence and leveraging India's growing reputation in transport infrastructure and railway exports.

The operating environment, however, continues to evolve. Intensifying competition from domestic and international players, wider adoption of competitive procurement models, increasing project complexity and evolving sustainability and digital requirements may exert pressure on margins and execution capabilities. In addition, geopolitical uncertainties, regulatory changes, supply chain disruptions, foreign exchange fluctuations and delays in project approvals may impact business performance, particularly in international markets.

At the same time, RITES remains mindful of the evolving risks in a dynamic economic and regulatory environment. The shift toward competitive bidding, growing private sector involvement in core infrastructure domains, and changing policy frameworks may pressure margins and revenue visibility. Additionally, attracting and retaining skilled professionals continues to be a challenge amid rising industry-wide demand. To address this, RITES is strengthening its human capital strategy by promoting employee-centric policies, prioritising wellness, and fostering a culture of continuous learning and career growth—ensuring it remains an employer of choice in the infrastructure sector.

IV. FINANCIAL PERFORMANCE

RITES achieved consolidated income of ₹2,525 crore compared to ₹2,302 crore in the previous year and profit after tax of ₹454 crore as against ₹424 crore in the year before. On the standalone basis, RITES earned a total income of ₹2,426 crore as against ₹2,222 crore in the previous year.

The Company remained a debt-free entity with a net worth of ₹2,564 crore. As a responsible entity, during the year, the Company has spent ₹11.80 crore towards corporate social responsibilities.

It concluded the year with its highest-ever order book of ₹9,416 crore, having secured 580+ fresh orders including extensions of ₹3400+ crore during the year.

Key Financial Ratios (Consolidated):

Particulars	2025-26	2024-25
(i) Return on Capital Employed (%)	22.03	20.84
(ii) Current Ratio (%)	3.16	2.92
(iii) Operating profit margin (%)	20.62	20.92
(iv) Net profit margin (%) (PAT / Total Revenue)	17.98	18.42
(v) Return on Net Worth (%)	15.40	14.63
(vi) Debtor Turnover	2.71	2.32
(vii) Operating EBIDTA / Operating Income (%)	23.51	24.01

Segment-Wise Performance

During the year, on the consolidated basis, consultancy, including quality assurance services, continued to provide highest percentage of revenue which is followed by turnkey, leasing and exports.

Particulars	2025-26		2024-25	
	Operating Income (₹ in crore)	%	Operating Income (₹ in crore)	%
Consultancy				
Domestic	1242.01	51.5	1147.81	52.3
Abroad	67.73	2.8	76.20	3.5
Turnkey construction projects	602.40	24.9	796.61	36.3
Export	316.25	13.1	10.85	0.5
Leasing	172.07	7.1	150.34	6.8
Power Generation	14.62	0.6	14.54	0.6
	2,415.08	100	2196.35	100

Expenditure

Total expenditure has increased to ₹1,931 crore from ₹1,749 crore last year. Mainly on account of increase in Exports' cost (₹225 crore against ₹2.91 crore in FY25) and an increase in other expenditure from ₹94 crore to ₹160 crore. Expenses related to employees and travel have also increased on account of addition of manpower and increased business activities . Expenditure in supply and services has decreased mainly on account of fall in turnkey revenue.

V. OPERATIONAL PERFORMANCE

Consistently ranked among the Top-500 listed companies in India by market capitalisation, RITES has earned its preferred partner status by offering high-quality solutions across sectors—driven by a dedicated and skilled workforce committed to excellence.

Overseas

During FY25–26, RITES' export business showed a meaningful recovery, with export revenues rising to ₹316 crore after a subdued phase in the previous period. The segment also gained fresh momentum through the execution of the 10 cape-gauge locomotives supplied to CFM, Mozambique, which marked an important milestone in restoring higher-value rolling stock exports. This improvement was supported by continued engagement in overseas markets under the RITES Videsh initiative and by a more active export pipeline across Africa, South Asia and other select geographies.

Bangladesh continued to remain a significant market for RITES during the year, with the Company advancing its large order for the supply of 200 broad-gauge passenger coaches to Bangladesh Railway. This engagement strengthened RITES' position in the rolling stock export segment and demonstrated the continued trust of overseas clients in the Company's technical and execution capabilities. Alongside Bangladesh and Mozambique, RITES continued to progress international work in Botswana, Nepal, Guyana, Jordan and UAE, spanning highways, border infrastructure, railway facilities, consultancy and incidental services.

Overall, FY25–26 marked a clearer transition for the export business from limited activity to active execution and stronger market traction. The year reflected RITES' ability to convert its engineering depth and project experience into international opportunities, while reinforcing its role as a dependable partner for transport infrastructure development across multiple countries.

The year concluded with an overseas order book over ₹2,100 crore, with the Company securing at least one export order in every quarter of FY26.

Domestic

RITES continued to reinforce its position in transport infrastructure and turnkey engineering through consistent execution across projects, sectors and geographies. In FY25–26, the Company served a wide and diversified client base comprising Central and State Governments, PSUs and private sector entities, while maintaining a healthy project portfolio across consultancy, turnkey, leasing, exports and QA. The year also saw RITES close with an all-time high order book of ₹9,416 crore, supported by strong order inflows.

RITES also sustained its "One Order a Day" momentum, reflecting the Company's market relevance, business development strength and ability to convert opportunities into projects across multiple sectors. The year underlined RITES' ability to combine scale, speed and discipline while deepening its diversified business model. A detailed overview of the sector-wise domestic and international projects secured, undertaken and executed during the year is presented in the Sectors of Operation section.

RITES sustained its leadership in transport infrastructure and turnkey engineering solutions through consistent delivery across scale, sectors, and geographies. Backed by a strong portfolio of over 700+ projects in FY26, the Company continued to serve a wide client base comprising Central and State Governments, PSUs, and private corporates.

The Company witnessed growth in domestic consultancy business, driven by swift and focused execution. In addition, both consultancy and leasing segments recorded their highest-ever revenue during the year. The diversification efforts in QA business have started giving fruits with QA business after decline has started showing good growth in revenue. These efforts have yielded growth in the all segments barring turnkey.

A detailed overview of sector-wise domestic and international projects secured, undertaken, and executed during the year is presented under the Sectors of Operation section.

₹9416 crore
Order Book as on 31.03.2026

₹ 3400+ crore
Value of Projects Secured during the year (including Extensions)

- Maintained the streak of '1 Order A Day'
- Bagged '1 export order a quarter'
- Highest ever consultancy and leasing revenue

VI. OUTLOOK

As RITES enters FY27, the Company is well-positioned to benefit from India's sustained focus on railways, multimodal logistics, metro systems, highways, ports, and urban infrastructure. Backed by a diversified business portfolio spanning engineering design & studies, project management, quality assurance & third party inspections, leasing and exports projects, RITES continues to strengthen its presence across domestic and international markets.

The outlook remains positive, supported by a strong order pipeline, expanding global opportunities, and increasing demand for integrated transport infrastructure solutions. In line with the vision of Viksit Bharat @2047, RITES will focus on sustainable infrastructure, digital transformation, railway modernization, green mobility, and operational excellence.

Leveraging its technical expertise, asset-light business model, and strong industry reputation, the Company remains committed to delivering efficient, innovative, and value-driven solutions while creating long-term stakeholder value.

Supervision Consultant for the Perumbalam-Panavally Bridge, the longest one built across a lake in Kerala

VII. SECTORS OF OPERATION

RITES has established itself as a comprehensive infrastructure solutions provider, offering consultancy services across a wide spectrum of sectors. Its expertise spans railways, highways, metros, urban development, sustainability, green mobility, airports, ports, ropeways, institutional infrastructure, inland waterways, freight terminals, the Jal Jeevan Mission, multimodal transport systems, and renewable energy.

Beyond consultancy, RITES operates a dedicated Quality Assurance division, equipped with advanced laboratory facilities to conduct rigorous process and product inspections. The Company also manages a fleet of 100+ locomotives and boasts over three decades of experience in exporting rolling stock, reinforcing its position as a trusted partner in both domestic and international markets.

RAILWAYS

RITES envisages its continued presence in projects planned in the railway sector in India & abroad such as Freight Corridors, high-speed & semi-high speed passenger corridors, capacity augmentation projects, sub-urban railways, modernisation works, last and first mile connectivity projects, freight terminals & logistics parks, station redevelopment, long bridges and tunnels, and energy & sustainability solutions etc.

The Offerings:

Infrastructure Studies: Feasibility Studies, Preliminary Engineering-cum-Traffic Studies, Final Location Surveys (including Aerial-LiDar and drone-based), Detailed Project Reports and National Rail Plans.

Engineering Services: Detailed Engineering, Integrated Design Services, and Technical Support; rehabilitation & modernisation of railway systems; Conceptualisation and Design of rail-based transportation systems, including 'merry- go-round' systems; Project Management Services, including turnkey solutions.

Technical Services: Operation and maintenance of locomotives and wagons; rehabilitation, upgradation and maintenance of freight stocks; rehabilitation and maintenance of tracks; operation and maintenance of machinery, plants and equipment; periodic overhaul/ major schedules of locomotives and wagons; management of railway system including operations, workshops, depots and ancillary facilities; study for upgrade, rehabilitation of rail systems etc. Also, consultancy services from concept to commissioning for setting up of/modernisation of Railway workshops and other industrial units ranging from preparation of techno-economic feasibility reports, detailed project reports to turnkey execution, including civil, electrical and mechanical works.

Signalling & Telecommunications: Field survey and data collection, feasibility studies, Supervisory Control and Data Acquisition (SCADA), design of panel interlocking/route relay interlocking/electronic interlocking, optical fibre communication networks, Mobile train radio communication (GSM-R).

Supervision Consultant for the 68.5-m steel pylon (78.5m from ground) which has been erected for the Mahalaxmi Cable-Stayed ROB, Mumbai.

Construction supervision and commissioning services for Railways' overhead line and general electrification works including sub-stations, grid sub-stations, HVAC and fire alarm system. E&M work, escalators and elevators, DG sets, quality assurance and surveillance inspections and preparation of operation and maintenance manual.

On the Job:

During the year, the company has remained associated with more than 250+ rail projects in various design and consultancy capacities, some select projects are given below.

Select Projects Secured:

- DE & PMC for the work of "Construction of Rail Connectivity for proposed 2 Nos (20 MTY Ph II) at Lakhanpur area of MCL.
- DPR, DE & PMC for MGR and Railway Siding Works including OHE and S&T for Singrauli STPP-III (2x800 MW)
- DPR, DE & PMC for doubling of track from Kotarlia to Lara project and Augmentation of in-plant rail yard including OHE and Signalling & Telecommunication (S&T) works For Lara STPP-II.
- Appointment of Consultant for Preparation of 'Feasibility Report' & 'Detailed Project Report' in connection with Railway infrastructure pertaining to Greenfield Expansion of Durgapur Steel Plant.
- Project Management Consultancy (PMC) for execution of Railway track laying from Sulehalli to SCL's Kodla Cement plant premises.
- PMC Services for Construction of new Railway Siding Works at Bathinda LPG Bottling Plant & Bathinda Depot for BPCL.
- Preparation of FSR & DPR for the construction of new loading platform at Katora Siding under Baikunthpur Area of SECL.
- Preparation of FSR & DPR for Railway infrastructure for 2x800 MW Salboni Thermal Power Project for JSW Thermal Energy Ltd.
- Development of Private Freight Terminal (PFT) at Central Warehouse base Depot, Nabha (Punjab).
- Final Location survey and detailed project report (DPR) for development of railway siding at SILLE for 2880 MW Dibang Multipurpose Project, Arunachal Pradesh.
- FLS for New Railway Line from Devgarh - Madariya to Marwar Junction via Todgarh–Raoli wildlife sanctuary (71.812 km), Ajmer Division

Select Ongoing Projects:

- Preliminary Engineering (PE) Design of Depot and review of Material Handling Facilities - for Etihad Rail in Jordan
- Replacement of Mechanical Signal at 11 stations and Replacement of Signalling gears on age cum condition basis with EI at Delhi Kishanganj station of Delhi division of Northern Railway.
- Execution of 4 Nos. ROBs under Secunderabad Division of SCR, AP.
- PMC for Private Railway siding from Tentuloi station at Naini, Angul, Odisha.
- Consultancy Services for construction of Railway Siding at Machhakata coal Mine and New Patrapara South Coal Mine, Talabira Mines at Jharsuguda, Kurwa and North Dhadu (Western Part) Coal Block, Latehar for NLCIL.
- Railway Electrification works 172 kms of Lumding – Badarpur section for North Frontier Railways.
- PMC for railway sidings at Sankerjang and Damanjodi for NALCO,
- PMC for railway sidings at Gevra, Kusmunda, Jamuna-Kotma, Jainagar and ROB at Dipka Market for SECL and at Lakhanpur, Sardega, Bhubaneshwari, Kaniha for MCL and at Jayant, Dudhichua, Nigahi and Bina-Kakri for NCL.
- PMC for railway siding at Jhanjra for ECL, at Magadh, Amrapali and KDH for CCL, at Maheshpur for BCCL, at Mungoli for WCL, at Bajalta for BPCL, at Chakradharnagar for NTPC.
- DPR, DE & PMC of Coal transportation (Railway siding) system including associated S&T and Electrical system for Talcher TPP(2x660MW).
- DE and PMC of new Railway siding including associated electrical and S&T system for Talcher Fertilizers Limited.
- Preparation of Master Plan on Rail Infrastructure for evacuation of Iron Ore from Bailadila Sector
- Consultancy services to carrying out Detailed Feasibility Study for Rail Logistics Infrastructure at Plants, Mines & Port for SAIL
- Final location survey involving preparation of DPR, Final Alignment design, Traffic Survey Report, ROR calculations, Detailed Estimate and Preparation of EPC documents for High-Speed Elevated Rail Corridor between Hyderabad-Bengaluru and Hyderabad-Chennai using Modern Survey Techniques (e.g. Airborne or Terrestrial LiDAR)
- Final Location Survey for (i) New BG Railway Line Projects and Final Location Survey for construction of (ii) Doubling/ 3rd line/ 3rd & 4th line/ 4th line/ 5th line/ 6th line/ Flyover line/ Bypass line over Eastern Railway.
- Final Location Survey for (i) Doubling between Sabarmati D Cabin to Sarkhej (21 kms) (ii) New BG Double line between Sarkhej to Dholera (109.78 kms) and spur lines to connect Lothal NMHC & Dholera Airport (16.80 kms) for Western Railway
- FLS & DPR for 65 km long Ambedkar Nagar to Muktiyara – Balwara detour BG line in c/w Ratlam-Khandwa Gauge Conversion project (consisting 21Nos Tunnels totaling to 15.6km length and 126 Nos Bridges/ROBs/RUBs including river engineering for Western Railway in MP
- FLS & DPR for Tunnels & bridges for 101km long Jhabua to Dhar on Dahod – Indore Section new BG Railway Line (consisting 4 Tunnels totaling to 3 kms length and 400 Nos Bridges/ROBs/ RUBs including river engineering for Western Railway in MP

Select Projects Executed:

- PMC for Railway Wagon Decantation Siding for BPCL at Jalandhar Depot (Punjab).
- PMC for Railway Siding of Gorakhpur Phase-II for Ammonia-Urea Fertilizer Complex at Hindustan Urvarak & Rasayan Limited (HURL).
- PMC for Railway Siding at Rourkela-II expansion for NTPC-SAIL Power Company Ltd. (NSPCL) and at Dalmiya Phase-I (Salanpur) for Eastern Coalfield Ltd (ECL).
- NTPC Lara-commissioning of new crossing station at Chakardharnagar and down loop connectivity work towards Tallapalli mines.
- Remodeling work of Dharmavaram yard for South Central Railways
- PMC for Railway siding work at YTPS for Telangana Generation Company Ltd. (TGGENCO), Gevra Laxman (Phase-III) for SECL and at Panki for UPRVUNL.
- Commissioning of PI system at NTPC Barauni and EI system at THDC India Ltd. (THDCIL) Khurja.
- Railway Electrification work for one of the toughest ghat section from Sakleshpur - Subrahmanya Road (55 RKM / 71 TKM) for South Western Railways
- PMC for construction of ROB at the level Crossing near Ghantapada village before NTPC Conveyor on the road from Handidhua Chowk to NALCO Chowk in Talcher.
- Preparation of FSR & DPR for laying of Railway Track in connection with installation of New CHP Wagon Tippler # 4 of Durgapur Steel Plant.
- Preparation of FSR & DPR for construction of Private siding at BPCL Devanagonthi installation in Bengaluru, Karnataka and brownfield expansion of Durgapur Steel Plant.
- Preparation of FSR for new Rail Connectivity from Koth Gangad Railway Station to BPCL Yard at Koth Village Dist. Dholka, Gujarat
- Construction of Freight Train maintenance facility with ROH facility for Freight Wagons at Sarla station yard, Sambalpur, Orissa.
- Final Location Survey for semi-high speed elevated rail corridor from Delhi to Jaipur along the existing rail network within railway land.
- Consultancy Services for updating Feasibility Study, Detailed Engineering Design, Mathematical Modeling, Tendering Services for Construction of Dual Gauge Railway Line from Bogura to Shahid M. Mansur Ali Station, Sirajganj of Bangladesh Railway

Railway electrification works for one of the most challenging ghat sections of the Indian Railways, Sakleshpur–Subrahmanya Road, under South Western Railway

DPR for Bhagadatta Flyover 2, near Dispur, Guwahati

HIGHWAYS

Adept in providing highway consultancy services from the early planning stages of a project, design development and through final implementation (Concept to Commissioning), RITES partners in building a road network involving greenfield and brownfield projects of expressways, highways, long bridges/viaducts, Extradosed Cable Stayed Bridges, ROBs, RUBs, flyovers, grade separator and skywalks.

The Offerings:

- Pre-feasibility and Techno-economic Feasibility Studies;
- Detailed Design, DPRs, Project Preparation and Tender Documentation;
- Advisory/Technical Assistance Services
- Detailed Design of ROB, RUB, Flyovers, Skywalk & Grade Separator
- Design support during construction
- Proof Checking & Design Review
- PMC, Supervision, Authority's Engineer, Independent Engineer;
- Structural Health Study and Condition Surveys of Bridges & Structures
- Road Safety Audit;
- External Technical Audit;
- Third Party Inspection/Quality Assurance

On the Job:

During FY26, the Company has remained associated with the following projects (select ones) under the highway sector.

Select Projects Secured:

- Authority's Engineer for "Construction of proposed 4 lane Extra-dosed Bridge over River Muriganga, including approaches connecting Kachuberia (Sagar Island) with Kakdwip in the district of South 24 Parganas"
- Construction Supervision for the extension of East Bank-East Coast Road Project Phase 2 (Eccles to Providence) including additional work for existing assignment.
- FSR & DPR for Development of Namo-Shakti Expressway (Package-2: Surendranagar to Pipavav, 211 km)
- Consultancy services for Integrated Transit Corridor Development and Street Network/ Connectivity Plan for the corridor/ influence zone along with detailed design feasibility studies for the construction of Flyover/underpass at eight various locations of Delhi under Flyover Zone.
- DPR for Construction of Four Lane with Paved Shoulder Agartala Bypass (Western Side, Length 25.402 Km) connecting NH-8 (Near Amtali) To NH- 108B (Near Lembuchhera) in the State of Tripura

- Pre-Construction Services including Design, Estimation, Rate Analysis, Tender Documentation etc. for the proposed Nashik Ring Road Connectivity to all National Highways passing through Nashik City
- DPR for 1st Phase Approach Roads and Bridges of Kalai-II (1200 MW) Hydroelectric Project
- Appointment of Technical Advisor for Development of Road Infrastructure – Green Hydrogen Plots at Old Kandla & Padana in Gujarat
- Consultancy Services for Comprehensive Audit of Structural Condition assessment of 08 bridges in the state of Odisha
- Technical cum Safety Audit for under construction 6 lane Elevated Corridor along with development of existing 4 lane road at ground level from Aroor to Thuravoor Thekku section of NH – 66 under Bharatmala Pariyojana in the State of Kerala

Select Ongoing Projects:

- Authority's Engineer for supervision of Hybrid Annuity Scheme-II in the State of Maharashtra on EPC basis consultancy package AE (Group-6)
- Proposals for Provision of Engineering Services for Design-Build Finance: Upgrading of the Palmyra to Moleson Creek Highway-Lot1-3, Guyana
- PMC for improvement of Ashuganj River Port - Sarail - Darkhar - Akhaura Land Port Road as 4-lane National Highway in Bangladesh.
- PMC for Bridge Projects under Roads and Bridges Development Corporation of Kerala
- DPR for Greenfield Expressway from Raxaul to Haldia Port, 680 km
- DPR for 2 laning from Meluri in Nagaland connecting Tusom – Chamu – Nampisha – Khongla – Kasong – Saibol –Moreh – New Samtal – Khongtal – Behiang to Singhat in Manipur.
- DPR for construction of Elephant Underpasses for 7 Elephant corridor locations between Azara-Kamakhya Railway Stations traversing along the boundary of Deepor Beel on the Rani-Kainadhora Road in Guwahati in the state of Assam.
- DPR for 4-lane Extradosed Cable Stayed Major Bridge over River Bhagirathi including Viaducts, ROBs, Interchanges, toll plaza and other Major and Minor Bridges, Grade Separators etc. connecting Kalna, of STKK Road and Gobindapur of NH-12 (Old NH-34) in the District of Purba Bardhhaman and Nadia in West Bengal
- Design Support during implementation stage of Package - III: Mogra-Kampa-Barojaguli in the Hooghly and Nadia District of West Bengal, India including a Major Bridge over river Saraswati, ROB at Bansberia, of-Art Extra-dosed Cable Stayed Bridge (Over River Hooghly).
- Consultancy Services for Third Party Monitoring & Quality Control for 47 Roads (Length 996.70 km) across Assam under Asom Mala 2.0.
- External Technical Auditor for 6-Lane Bridge and its approaches across River Ganga as part of Patna Ring Road (NH-131G) (Sherpur-Dighwara).
- Safety Consultant for stretches under DPR / Development/ Construction / O&M in: (i) Tamil Nadu (RO Chennai - 4 Projects in O&M Stage, 303.780 km, RO Madurai - 3 Projects in DPR Stage, 116 km), (ii) Andhra Pradesh (Package-VI, VIII an X under Development and Construction Stage, 420.8 km), (iii) West Bengal (Varanasi -Kolkata Expressway - DPR Stage, 288km)

Select Projects Completed:

- Project Management Consultancy (PMC) - cum - External Technical Auditor (ETA) for Construction of Bundelkhand link Expressway in U.P.
- Project Management Consultancy (PMC) - cum - External Technical Auditor (ETA) for Construction of Gorakhpur link Expressway in U.P.
- DPR for the work "Development and Construction of a 4-lane Road Bridge over River Muriganga including approaches to connect Sagar Island with Kakdwip (Junction of NH-117) in the district of South 24 Paraganas, West Bengal".
- Consultancy Services for Aggregation of DPRs & Bid Process Management for HAM-II Project for Maharashtra State Infrastructure Development Corporation in the State of Maharashtra.
- DPR for Flyover near Downtown Hospital on Guwahati-Shilong Road in Guwahati, Assam
- Consultancy services for assessment of Structural efficacy / Structural Audit of the partially constructed bridge over Gandak on NH-27 in the State of Bihar.
- Comprehensive Audit of Structural Condition Assessment of Network Arch Bridge Connecting Vivekananda Rock Memorial Island and Ayyan Thiruvalluvar Statue Island in Kanyakumari, Tamil Nadu
- Road Safety Consultancy Services for Development of "Access Controlled Six Lane (Expandable to Eight Lane) Greenfield Ganga Expressway" (Group-III and Group-IV, 311 km)
- Safety Consultant for Indore - Gujarat / MP Border from Km. 9.500 to Km. 171.000 of NH-59 in the State of Madhya Pradesh.
- Consultant for Package-III of Projects (i) Kundapura - Surathkal Section, (ii) Goa Karnataka Border - Kundapur section & (iii) B.C Road-Padil section in the State of Karnataka

Retrofit RS-1 trainsets for Delhi Metro Rail Corporation

METROS

Having provided consultancy for the Mass Rapid Transit Systems (MRTS) spanning over 2000 km in 30+ cities, RITES continues to leverage its expertise in all aspects of urban rail transit systems, road-based transit systems, metro rail systems, light rail transit systems, suburban rail system, and Metro Lite.

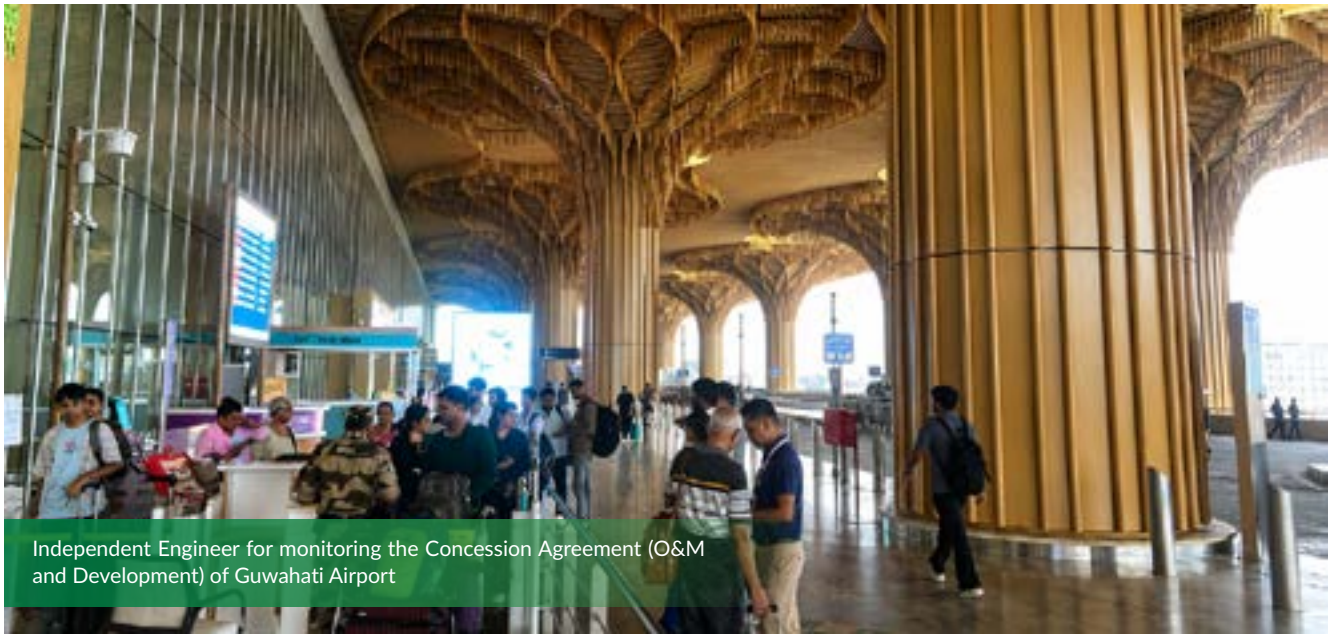
The Offerings:

- Detailed Engineering Studies and Detailed Project Reports (DPRs)
- Detailed Design and General Consultancy for Public Transport Infrastructure Systems
- Project Management Consultancy, including construction supervision of MRTS projects
- Transit-Oriented Development studies
- Structural health assessment
- Retrofit Work for Metro Coaches
- O&M of Metro Rolling Stock and Metro Depot M&P
- AI advances

On the job:

During the year, the Company has been engaged with the following projects (select ones):

- Retro-fitment Work for RS-1 Trains of DMRC
- General Engineering Consultancy for Ahmedabad Metro Rail Project (GMRC), Phase – 2
- Limited PMC for Bangalore Metro Rail Project Phase 2A & 2B
- General Consultancy Services for Haryana Orbital Rail Corridor (HORC)
- Detailed Design Consultancy Services for two Rolling Stock Depots, one in Bhopal and one in Indore.
- Detailed Design Consultancy Services for Power Supply Receiving/Distribution, 750 V DC Third Rail Traction Electrification and SCADA systems, each of Bhopal and Indore Metro Rail Projects
- Detailed Design Consultancy Services for Power Supply & Distribution System, 750 V DC Third Rail Traction Electrification and SCADA System of Surat MRTS PH-1 & Ahmedabad metro Rail Project PH-2 for GMRC
- Feasibility & DPR for Ph-2 for metro in Jaipur
- DPR for Metro Line in Surat City
- Feasibility for extension of Patna Metro Rail
- Feasibility and Comprehensive Management Plan (CMP) & Alternate Assessment Report (AAR) for Metro Rail in four (4) cities of Bihar
- Detail design consultancy for 13 elevated stations for Pune Metro Rail Project for MMRCL
- Construction of Depot-cum-Workshop at Challaghatta in Reach-2, Extension of Bangalore Metro Rail Project Phase-2



Independent Engineer for monitoring the Concession Agreement (O&M and Development) of Guwahati Airport

AIRPORTS

With experience of consulting for over 150 airports, RITES primes itself in the field of aviation infrastructure and its related subdisciplines such as airports, heliports, terminals, cargo terminals, hangars, workshops and maintenance facilities, pavements and control towers etc.

The Offerings:

- Master planning, site selection and Obstruction Limitation Surface surveys
- Air traffic surveys, demand assessment and forecasting
- Project Feasibility Studies, Detailed Project Reports
- Design and construction management
- ATC systems design, communication and navigational aids, visual ground aid
- Non-destructive evaluation of airfield pavement using 'HWD'.
- Capacity planning of Airports by using CAST software providing simulation of Aircraft and passenger movements.

On the Job:

During the year, the Company has been engaged with the following projects (select ones):

Select Projects Secured:

- Techno-Economic Feasibility Reports (TEFR) for development of Greenfield Airports at Amaravati and Srikakulam in Andhra Pradesh
- Project Feasibility Study and Infrastructure Gap Assessment of State-owned Airstrips in Rajasthan (17 Locations)
- Obstacle Limitation Surface (OLS) Survey for State-owned Airstrips at 4 locations in Rajasthan
- Study and Analysis of CAPEX Plan for development, expansion and upgradation of Rajiv Gandhi International Airport, Hyderabad, for the 2026–2031 Control Period.
- Consultancy Services for Review and Validation of Claim Valuation, prepared and finalized by internal YIAPL, for the Development of Greenfield Airport at Jewar.

Select Ongoing Projects:

- Providing Comprehensive Consultancy Services for Development of Heliport in NINL, Odisha
- Consultancy services for construction of new runway parallel to existing runway at Aircraft Division, Nasik and new airstrips in Jharkhand (Palamu & Dumka)
- Consultancy Services for Supervision and Quality Control for the construction work including the New Terminal Building at Hubli Airport.
- Independent Engineer for Monitoring the Concession Agreement in Respect of Operations, Management and Development of LGBI Airport Guwahati, Mangaluru international airport limited and Chaudhary Charan Singh international airport, Lucknow
- Preparation of the Techno Economic Feasibility Report for Development of New Airport at Kuppam in Chittoor District, Andhra Pradesh
- Consultancy for providing Comprehensive Consultancy Services for Development of Heliport at Dwarka and Somnath in Gujarat
- Consultancy Services for Development of Greenfield Airport at Vijayapura
- Design & Supervision of old Runway Rehabilitation (New Parallel Taxiway) at Gautam Buddha International Airport, Nepal

The Multi-Level Car Parking facility at Kollam Railway Station, developed as part of the station redevelopment project.

BUILDINGS, STATIONS, LAND PORTS & MMLPs

RITES has taken up assignments in areas for development of Multi Modal Logistic Parks (MMLPs) for various PSUs & private clients, buildings for several educational institutes, PSUs and Government & its instrumentalities and railways station redevelopment to assist the Government in developing world- class infrastructure under its Amrit Bharat Station Scheme.

The Offerings:

- Conceptualisation, reconnaissance, feasibility studies, detailed project report
- Detailed Engineering, Project Planning, Scheduling and Controlling
- Contract Management, Construction Supervision
- Project Management Consultancy, Turnkey Construction and Authority Engineer
- Quality Assurance, Third Party Inspection and Technical Audit
- Architecture – Programme and space planning, predesign, preparation of master plan/layout-plan and detailed architectural design
- Structural Design
- HVAC, firefighting, MEP, Acoustical Services and Landscaping.

On the Job:

During the year, the Company has been engaged with the following projects (select ones):

Select Projects Secured:

- Project Management Consultancy (PMC) Services for the Construction of Phase-1 Sustainable Under-Graduate Campus for IIMB.
- PMC for the development, Execution, Supervision and Monitoring of Phase-B, Part-2 Construction Works of IIT Bhilai.
- PMC including Designing, Architectural Services and Construction for Upcoming Works at the Babasaheb Bhimrao Ambedkar University, Lucknow.
- PMC for the Construction of a Outpatient Department (OPD) Building at NIMHANS Bangalore Campus on Turnkey Basis Under EPC Mode-II.
- Design, PMC Services and Construction of Mass Manufacturing Facility for EM SBU at BEL Palasamudram (AP).
- Tumakuru Station Redevelopment - Engineering, Procurement and Construction (EPC) Agreement for Tumakuru Station Redevelopment including Civil Works, Signal and Telecommunication works and Electrical General Services at Tumakuru Station.
- Consultancy for Design and Project Management (DPMC) Services for Development of Land Port Banbasa Uttarakhand.

Select Ongoing Projects:

- PMC for Execution, Supervision, Monitoring & Development of Phase II Campus of Indian Institute of Management Raipur.

- PMC on turnkey basis for construction of 100 Student capacity medical college & 430 bedded allied Hospital at Amravati, Maharashtra.
- Independent Engineer Services for Supervision of Development and Operations of Multi Modal Logistics Parks at Indore on DBFOT mode
- PMC for Planning, Design and Construction of various buildings and its services under EPC mode of Contract at Indian Institute of Technology, Delhi
- Providing Comprehensive PMC Services for the Construction of Various Infrastructure Works at IIT Bhubaneswar.
- Kollam Railway station Re-development works.
- Construction of Workmen Housing Complex (BQ Area) at OIL, Duliajan on Turnkey basis under Depository Works Mode.
- PMC for the Construction of Integrated Check Post (ICP) at Dodhara Chandani, Nepal along the Indo-Nepal International Border under PIA mode.

Consultancy services for India's longest funicular at the Haji Malang in Kalyan, Maharashtra

ROPEWAYS

RITES is a leading ropeway engineering consultancy firm in India, having extensive experience in design, construction, operation, and maintenance of passenger & material ropeway systems. Our multi-disciplinary team delivers the complete project lifecycle, from Techno-economic Feasibility Studies to Construction supervision, Commissioning and Operation & Maintenance for passenger ropeways, material ropeways, funicular railways, skywalks, and the emerging Suspended String Rail Transport technology

The Offerings

- Techno-Economic Feasibility and Detailed Project Report
- Project Management Consultancy (PMC)
- Independent Engineer
- Safety Inspection and Technical Audit
- Funicular Railway & Skywalk Systems
- Bid Process Management
- Transaction advisory
- Operation & Management Consultancy
- Ropeway Components Testing (Under RITES Lab)

On the Job

During the year, the Company has been engaged with the following projects (select ones):

Select Projects Ongoing:

- DPR / PMC / Independent Engineer for Tarakote–Sanjichhat Ropeway, J&K for SMVDSB
- PMC & DPR for Shillong Peak Ropeways Project for Directorate of Tourism, Meghalaya
- PMC for Singshore Skywalk Upgradation & Bhaleydunga Funicular / Skywalk for Tourism Department, Govt. of Sikkim

- Multi-site techno-economic feasibility study for aerial ropeways across River Yamuna for DDA, Delhi
- DPR & Transaction Advisory work for Gokak Falls Suspended String Rail Transport System, Govt. of Karnataka
- PMC work for Ropeway System, Biswanath Ghat, Assam (EPC)
- Independent Engineer work for Nandi Hills Ropeway, Govt. of Karnataka (DBFOT)
- DPR work for Passenger Ropeways at Dharmalingeswarar Temple, Coimbatore

Select Projects Executed:

- Techno-economic feasibility study for Ropeways in Karnataka for Karnataka Transport Infrastructure Limited
- DPRs for Ropeways and Funicular system at Palani Temple, Tamil Nadu for HR&CE
- Feasibility Study for Ropeway from Light House to MGR/Dr. J Jaylalitha Memorial at Marina Beach, Chennai
- Haji Malang Funicular for PWD Maharashtra: India's longest funicular (1.2 km) at Malang Gad, Maharashtra — inaugurated Jan 2026. Replaces a gruelling 2,600-step climb with a 10-minute ride. 1,200 pax/hr capacity.

Repair and rehabilitation of Vidyasagar Setu in Kolkata

BRIDGES & TUNNELS

The Civil Engineering Design & Survey (CEDS) Unit provides engineering services for planning, design and construction supervision for Railway Bridges, Rail cum Road Bridges, ROB/RUB, Approach structures like Rail/Road viaducts, Suspension bridges, Cable Stayed & Extra Dose Bridges and Road/Railway Tunnels for various services including Feasibility Study, DPR, Detailed Design, RSI, Technical Inspection, PMC, Rehabilitation & Instrumentation. The services also include River Engineering involving hydraulic model studies (Physical/ Numerical) and design of river training and protection works.

CEDS also undertakes PETS, FS, FLS & DPR studies for new line, dual gauging, multi-tracking, gauge conversion, rehabilitation/ upgradation for conventional lines, Heavy Haul lines (Dedicated Freight Corridor), port connectivity lines for bulk material transport, Semi-High Speed and High-Speed rail corridors & Metro Corridors.

Bridges:

The Offerings:

Techno-economic feasibility studies and conceptual/ preliminary & detailed design, Engineering surveys and Detailed Project preparation, River Training works and hydraulic Model studies for hydraulic design parameters & protection measures, Slope stability measures, geological, geophysical & geo-morphological studies and geo-technical investigation including deep drilling and in-situ lab tests, Detailed engineering studies, Detailed structural design & drawing including proof checking and design reviews and technical support, technical specifications, contract documents, BOQ & cost estimates, Designer Association and Supervision during construction, Project management and quality assurance, Inspection, strength assessment and rehabilitation studies for old bridges, Standardisation of bridge inspection procedures and preparation of maintenance manuals, long span extra dozed/cable stayed and pre-stressed bridges.

On the Job:

Select Projects Secured:

- Independent Design Proof Checking services by RITES in respect of foundation, Sub-Structures and Super-Structure of Road Crossing Works such as ROBs/RUBs/LHS/Bearing/Launching Scheme etc. for Northern Railway
- DPR, Detail design consultancy & designer's support for construction of ROBs including RUB/LUS and other allied works for Egmore - Chennai
- Detail design consultancy for construction of last mile connectivity from New Dadri Station of WDFC to entry point of Multimodal Logistic HUB for external work at Greater Noida
- Instrumentation of ballasted deck bridges on curves due to continuation of LWR on Br. No. 6 (2x24.4m) and Br. No. 8A (3x30.5m) of Araria-Galgalia new line project of NFR
- Assessment of existing bridges using instrumentation and condition monitoring, assessment of residual fatigue life of one span each of 4 Nos. Railway Bridges (Br No. 727/1, 845/1,768/2 & 807/1) in NGP Division for CR

Select Ongoing Projects:

- Repair and rehabilitation of 2nd Hooghly Bridge (Vidyasagar Setu, Kolkata) including replacement of Stay & holding down cables and bearing etc. for Hooghly River Bridge Commissioner (HRBC).
- Detailed design including designer's support during construction for 1.29 km long 2nd Rail cum Road Saraighat Bridge across river Brahmaputra in Assam for NF Rly
- DDC for 15 ROBs in Mumbai Division - Gati Shakti Railway Project for Central Rly.
- DPR & Detail design consultancy for 191 ROBs in Samastipur Division-Gati Shakti Railway Project for EC Rly.
- Detail design consultancy for major/minor bridges, RUB/ROB, LHS, thrust bed, RFO, soil / slope stability including EV2 test for 3rd & 4th line of Son Nagar – Andal Multi Track and another project of EC Rly
- Design of measures to control erosion of river bed and banks, slope stability, condition assessment of Br no. 232 (UP and DN).

Select Projects Executed:

- DPR for Rail bridge (2.8 Km long – Double tracks)) across river Ganga on Bikram Shila - Katareah Section of EC Rly.
- Comprehensive health checkup of Rabindra Setu (Steel and concrete structures) for prolonging the effective life of the bridge for Syama Prasad Mookerjee Port, Kolkata
- Detailed design for Rail Bridge over River Yamuna in connection with 3rd-4th line between Anand Vihar and Tilak Bridge stations of Northern Railway.
- Technical inspection, geotechnical and hydrological study for bridges and tunnels of Jammu-Udhampur rail link in the Northern Railway Section.
- Structural Health Check-up and Rehabilitation/Repair/ Redevelopment Scheme of Stations, Viaduct, Tunnel, Track and other associated structure between Dakshineswar and Kavi Subhash of Blue Line (North-South) Metro Corridor, Kolkata
- Detailed engineering including designer's support during construction of 2 Nos. Rail Flyovers & 45 ROBs on various section of Eastern Dedicated Freight Corridor for DFCCIL.

Tunnels:

The Offerings:

Route selection and alignment studies, Prefeasibility and Feasibility studies, Detailed Project Report, Detailed Engineering including Geological and Geotechnical Studies, Detailed Design Consultancy, technical specification and BOQ, Expert Engineering services including supervision during construction, PMC & Instrumentation services, Rehabilitation studies, High Slope stability Analysis.

On the Job:

Select Projects Secured:

- Slope stability analysis of embankments filling/cutting fulfilling the RDSO guideline between chainage KM 61.000 to KM 116.654 of section TRAH-ABR via Ambaji New BG Line project.
- Geo-Technical Investigation services for the construction of underground & Elevated Metro Corridors from KR Circle station (Excl.) to Hebbal station under Phase-3A of the Bangalore Metro Rail Project for Chainage 27.273 to 36.089 Km for BMRCL.
- Slope stability analysis & recommendation of mitigation measures, LiDAR/Drone survey, preparation of contour plans & section, 3D digital terrain model, hydrological studies etc. in connection with Koraput -Singapur Road (KR) & Koraput-Kirandul (KK) doubling Projects of WAT Division of East Coast Railway.

Select Ongoing Projects:

- DPRs for 4 Nos highway tunnels across Key La (8.1 Kms), Shinkun La (4.1 Kms), Tanglang La (5.41 Kms) & Lachalung La (7.2 Kms) including approaches & bridges, slope stability etc. in Himachal Pradesh and Union Territory of Ladakh for BRO involving working in altitude ranging up to 5600 meters above MSL.
- Pre construction activities, DPR & PMC for 6.12 km long Tunnel at Sadhna Pass in the state of J& K involving working in altitude ranging up to 3500 meters above MSL.
- Consultancy Services as AE for Supervision of Construction of Twin Tube Uni directional Aizawl Bypass Tunnel of 2.5 km and its approaches of 2.1 km from km 10.600 to km 15.200 (P-2) on Sairang - Phaibawk section of NH-6 in the Mizoram
- DPR for 3 tunnels (at Namik La, Fotu La and Khardung La Pass) and 100 Km Road in the Union territory of Ladakh for PWD Ladakh.

Select Projects Executed:

- Supply, installation, instrumentation, 3D monitoring & construction supervision of 6 (six) Tunnels for doubling line between Jarati-Maligura station of KK Line of Waltier Division, East Coast Railway
- DPRs including detailed design and GT investigations for 7 tunnels totaling to 6.1 Kms including slope stabilization / drainage plan assessment in connection with Dungarpur-Ratlam by Banswara section for North Western Railway in Rajasthan

PMC services for Development of Greenfield Port at Machilipatnam

PORTS & WATER RESOURCES

RITES' expertise in Ports and Water Resources sector includes Port planning and marine structural design and detailing, electromechanical aspects including material handling, traffic circulation, Master Planning/ land use planning, automation, firefighting and dust suppression system projects apart from Port Connectivity projects. We offer solutions for Inland Water Transport (IWT) and Water Resources Engineering as well.

The Offerings:

Port Location Studies, Onshore and Water spread area planning and Harbour Engineering; Dredging and reclamation, Navigational systems; Port Connectivity (Rail/ Road/ Waterway); Design of Breakwaters, Model studies for port planning, ship building yards/ dry docks, ship lift facilities, CRZ and EIA studies; Berthing structures; Material handling systems, port utilities, traffic studies, shore power requirement, traffic circulation study, Automation, IT solution and safety, cost-benefit analysis, tariff fixation and project viability; Transaction Advisory services for privatisation, Project Management and Independent Engineer Services.

Inland Water Transport (IWT): System planning, River engineering, Hydrographic surveys and investigations; River terminals, Training works and River management studies; Traffic and transport economics, financial analysis and EIA studies.

Water Resources Engineering Sector: Reservoir capacity studies, Flood mitigation studies and Design of intake structures, dredging and shore disposal studies.

Water Transmission & Treatment: Total solutions from concept to commissioning of water supply systems, transmission, desalination and management of water projects by adopting state-of-the-art technologies providing clean and safe drinking water.

On the Job:

During the year, following projects are being undertaken by RITES:

- PMC services for Development of Greenfield Port at Machilipatnam, Andhra Pradesh
- Independent Engineer Services for Development of Western Dock to handle capsized vessels at Paradip Port
- Independent Engineer Services for Mechanisation of Berth No. 2 at Haldia Dock Complex
- Independent Engineer Services for Development of Container Terminal at Tuna Tekra, Deendayal Port
- Independent Engineer Services for Development of Captive Jetty at Jatadhar Muhan in Odisha
- Third Party Inspection for Water Supply Projects for GUDCL, Ahmedabad
- Techno-Economic Feasibility Report for developing shipbuilding and ship-repairing cluster at Veera, Gujarat
- Pre-Feasibility Report for Development of Shipbuilding Facilities near Paradip Port
- DPR for Construction of Eastern Breakwater and Jetty at Porbandar along with associated services
- DPR for Development of Outer Harbour at Chennai Port on DBFOT Basis
- PMC for Firefighting System at Haldia Dock Complex, West Bengal
- DPRs for Water Mobility for the City of Patna in Bihar
- Third Party inspection/Quality Assurance services for Jal Jeevan Mission Project in Rajasthan.
- Hydrological/Storm water study in connection with construction of drainage in North Guwahati

Material handling services for ore transportation at a HCL plant

LOCOMOTIVE LEASING

In the rolling stock leasing segment, RITES owns a fleet of 100 locomotives which are operating on the wet lease basis at 35+ sites in various sectors such as power (NTPC and State Electricity Boards/ Corporation), steel (SAIL, TATA, and JSPL), ports (Visakhapatnam, Mormugaon, Dhamra, Gopalpur), infrastructure (L&T and TATA) and other sectors. The Company continues to provide services for operation and maintenance of railway systems to domestic non-railway clients in power, steel, logistic and port sectors. At present, it is engaged in maintenance of over 225 diesel locomotives and 1550 wagons at 60+ sites across the country.

The Offerings:

- Leasing of RITES locomotives;
- Operation and maintenance of locomotives (diesel & electric) and wagons;
- Train running and related operation in private yards and sidings;
- Periodic overhaul/ major schedules of locomotives, wagons and diesel generator sets;
- Railway system management, including the operations, workshops, depots and ancillary facilities;

On the Job:

During the year, the Company has undertaken the following projects (select ones):

- Operation & Maintenance of Track & Toy Train at Nandankanan Zoological Park for 3 years.
- Preparation of Feasibility Report and Detailed Project Report for Ore transportation for HCL
- Preparation of Master Plan on Rail Infrastructure for evacuation of Iron Ore from Bailadila Sector
- Consultancy services for carrying out Detailed Feasibility Study for Rail Logistics Infrastructure at Plants, Mines & Ports for SAIL
- Lease of 5 locomotives at SAIL Bokaro and Locomotive WDS6 at SAIL Gua Mines
- Comprehensive maintenance Service contract of dedicated test track between Gudha and Thathana Mithri stations of Jodhpur Division, Rajasthan
- Service Contract for Hiring of WDG3A diesel locomotives, NTPC at Telangana
- Biennial Maintenance Contract for MGR track at Sipat, Chhatisgarh
- Leasing of Locomotives for Tata Joda East Iron mines & Tata Steel Jarkhand.
- Annual maintenance contract for WDM2A 2600 HP , WDG3A 3100 HP, WDG 4D 4500 HP model Diesel locomotives
- R3Y/ R6Y Repair of WDS6 Locomotives (43 Nos.) for a period of 3 years for SAIL.
- Comprehensive Operation & Maintenance and leasing of locomotives for NUPPL/GTPP Railway Siding

Customized, high-capacity Cape Gauge rolling stock being exported to Mozambique, showcasing India's growing strength in manufacturing and rail engineering.

EXPORT OF RAILWAY ROLLING STOCK

RITES is the nodal agency for export of rolling stock manufactured in Production Units of the Indian Railways, other domestic industries and OEMs. It collaborates with the manufacturers of Locomotives, Coaches, Trainsets and Wagons for customisation and for ensuring quality and timely delivery of rolling stocks to the clients abroad. It offers integrated and customised export packages to meet the transport requirements of clients having railways/metro operations on Meter, Cape, Standard and Broad Gauge.

It renders technical consultancy services for technical study on development plans and rolling stock requirement, establishment and modernization of workshops, facility planning for rolling stock maintenance, human resource development etc. to overseas clients. RITES offer supply of rolling stock with maintenance arrangement as per client requirements and ensures long time spare part support of the rolling stock as per contract terms.

The Offerings:

- Supply and commissioning of rolling stock, including Electric & Diesel locomotives, DEMU trainsets, Semi High speed train sets (Vande Bharat), passenger coaches etc.
- Incidental services, including maintenance of rolling stock and training of personnel
- Rehabilitation/ upgradation of rolling stock
- Consultancy/turnkey execution for upgradation of existing rolling stock maintenance facilities
- Consultancy/turnkey execution for development of rolling stock maintenance facilities including supply, installation and commissioning of machinery and plant for maintenance of rolling stock
- Technical consultancy and feasibility study, detailed planning and techno-economic analysis for optimising investment decisions in rolling stock maintenance
- Supply of equipment for maintenance of P-Way and other railway infrastructure.

On the Job:

Select Projects Secured:

- Supply of five (05) nos. 3300 HP Cape Gauge, Diesel Electric Locomotives to Minas De Benga, Lda MBL Mozambique.
- Supply of thirty (30) nos. 3100 HP in-service ALCO Cape Gauge Diesel Electric Locomotives to various clients in SADC region.
- Comprehensive technical consultancy for Bid Document Preparation for Tete Coal Mining Project to M/s JSWPLPL, Mozambique.
- Supply of Spares of Locomotives, Coaches and DEMU sets to Sri Lanka Railways.

Select Projects Executed:

- Supply of ten (10) nos. 3300 HP Cape gauge Diesel Electric Locomotives to CFM, Mozambique.
- Incidental Services of six (06) Diesel Electric Locomotives for CFM, Mozambique.
- Incidental Services of thirty-six (36) coaches and four (4) DEMU sets comprising of 6 coaches each DEMU for CFM, Mozambique.
- Supply of Spares of Locomotives, Coaches and DEMU sets to Sri Lanka Railways.

Select Ongoing Projects:

- Supply of 200 passenger coaches (7 variants) to Bangladesh Railway against EIB funded Global Tender.
- Incidental Services of thirty two (32) Passenger Coaches including one (1) DEMU set comprising of 6 coaches each DEMU for CFM, Mozambique.
- Supply of Spares for Locomotives, Coaches and DEMU sets to Sri Lanka Railways.
- Warranty support for one hundred sixty (160) coaches and two (2) Air-Conditioned DEMU sets supplied to Sri Lanka Railways

QUALITY ASSURANCE

RITES provides Quality Assurance Services, including Pre-dispatch Inspections, In-process/Stage inspections, Lab Testing, Vendor's Capacity & Capability Assessment, Independent Safety Assessments & Product Conformity assessments to its customers. RITES has trained and certified experts in the areas of Ultrasonic, Magnetic, Dye-Penetrant, Radiography, High Voltage, Metrology and Metallurgical Testing. RITES QA Vertical has ISO 17020 & ISO 17065 Accreditations, these are specialised accreditations related to conformance criteria of Inspection/Product Conformance bodies accorded by NABCB (a body under Quality Council of India).

The offerings:

Third-party inspection of material in India and abroad; in-process / stage inspection of material; Vendor's capacity and capability assessment; Independent Safety Assessments (ISA), Product Conformity Assessments, Material Testing in RIO laboratories; development of Quality Assurance Plans (QAPs); Artificial Intelligence (AI) based Inspection (VISTAR), Safety Audits of Railway Rolling Stock.

On the Job:

During the Financial Year, under the Quality Assurance Vertical, the Company has attended more than 1,00,000 Inspection calls all over India and has undertaken the following projects, to name a few:

- Quality Management, Inspection & testing services at MCF/RBL & ICF Chennai for in-Process and final inspection in Production shops i.e. shell, Bogie & wheel, Painting and Garnet, furnishing (mechanical) including development of software through mobile based application for measurement of dimension and analyzing the data.
- Internal Quality inspection and lab testing work of forged wheels at FWP at MCF, Raebareli
- Authorized inspection & testing agency of Rails at SAIL Bhilai & JSPL Raigad for Indian Railways, plant and machinery, wheel sets, wheel and axle, springs and other components of rolling stock in India as well as abroad
- Process & Final Inspection of Wheels and Axles at SAIL Durgapur and Axle at MSF Ishapore.

Process inspection of PSC sleepers at a plant

- Inspection of Artisans & Craft people trade Toolkits under PM Vishwakarma Yojna
- TPI of Solar Panel Materials, Solar PV Modules, Grid Roof Top Solar Panels under PM Surya Ghar Muft Bijli Yojna and related accessories for Railway & Non-Railway Clients.
- Independent Safety Assessment (ISA) at Integral Coach Factory (ICF) & Rail Coach Factory (RCF).
- Vendor Assessment for Government e-Marketplace (GeM)
- Process & Product Inspection of SAIL Conversion Work, PSC Sleepers, ERC Clips.
- Development of dedicated Inspection Portal "SARTHI" particularly for process Inspection of Items like PSC Sleeper, ERC & Rail Pad.
- Analysis/Testing of Coal Samples for Coal Controller Organization.
- Dimensional Inspection and Quality Surveillance of Products for Aerospace components in and around HAL-ASD, Bangalore for Vikram Sarabhai Space Centre Thiruvananthapuram.
- Third Party Inspecting Agency for site inspection for quality and quantity of various schemes of electricity boards and various DISCOMs.

SHODH - TESTING LABORATORIES

RITES operates four well equipped material testing laboratories located at Faridabad (Haryana), Kolkata (West Bengal), Mumbai (Maharashtra) and Chennai (Tamil Nadu). All four laboratories are accredited by the National Accreditation Board for Testing and Calibration Laboratories (NABL) as per ISO/IEC 17025:2017 standards. The laboratories are equipped with modern testing facilities to cater the diverse requirements across various sectors. Depending on the scope of accreditation and facilities available at each individual laboratory, the testing capabilities across the four laboratories include mechanical testing of metals and alloys, metallography, paint and coating testing, textile testing, paper and related material testing, rock and soil testing, and other specialized tests. The laboratories are supported by calibrated and duly maintained testing equipment.

TRANSACTION ADVISORY SERVICES

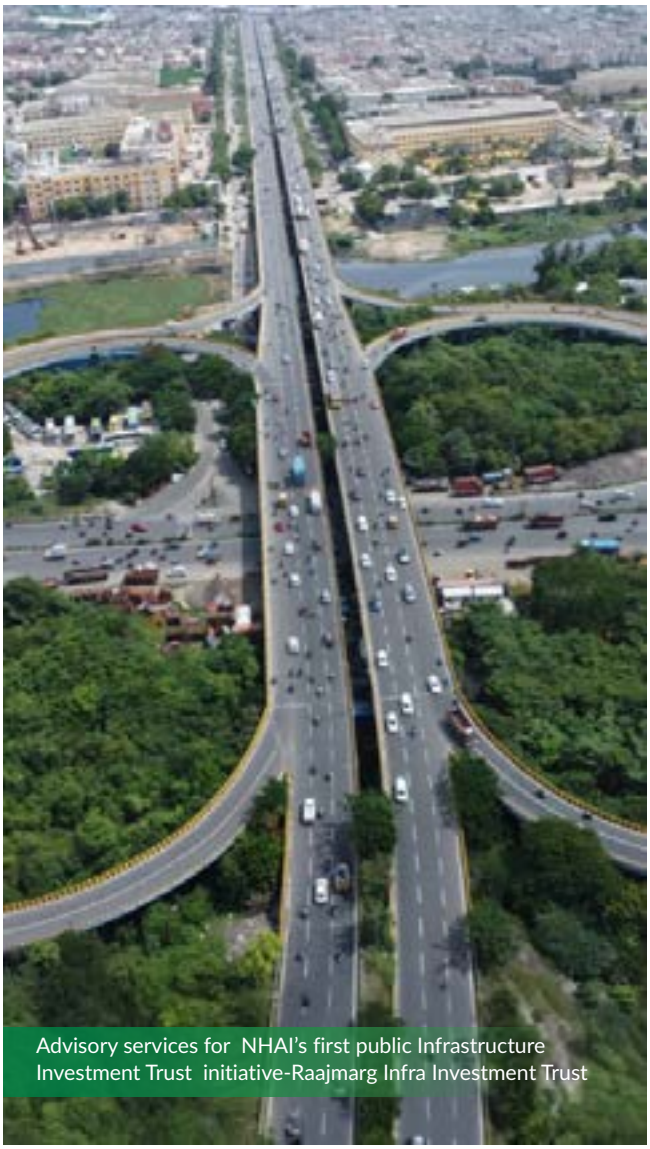
The Company provides Transaction Advisory services for various Public Private Partnership projects in Infrastructure sector, Project Appraisal for Investment, Legal Advisory for Institutional framework and Procurement contracts. The Company is empanelled as Transaction Advisor for PPP Projects with Department of Economic Affairs (DEA), Ministry of Finance & other government ministries/ departments. The Company is also empanelled as Transaction Advisor for Asset Monetisation of projects under InvIT and TOT mode with NHAI.

The Offerings:

- Pre-feasibility and market studies
- Project structuring and stakeholder consultation
- PPP Transaction Advisory
- Business plans, bankability studies, benchmarking, and strategic advisory
- Asset Valuation Studies
- Transaction Advisory for Asset Monetisation
- Financial and Commercial Appraisal of projects
- Policymaking and Regulatory advisory
- End to End Bid process management

On the Job:

During the year, the Company has undertaken the following projects (Select ones):



Advisory services for NHAI's first public Infrastructure Investment Trust initiative-Raajmarg Infra Investment Trust

- Transaction Advisory services (TAS) for asset monetisation of NH Projects under Infrastructure Investment Trust (InvIT) model for Bundle 5 of NHAI
- TAS for asset monetisation of NH Projects under Public InvIT for NHAI, the Raajmarg Infrastructure Investment Trust (RIIT) ("First Public InvIT of NHAI")
- Preparation of DPR and Bid Process for development of Dry Fly Ash Extraction System at Anpara and Obra Thermal Power Stations for Uttar Pradesh Rajya Vidyut Utpadan Nigam
- TAS for asset monetisation of NH Projects under Toll Operate Transfer (ToT) model for Bundle 20, 21 & 22 of NHAI
- Project Appraisal and Consultancy Services for setting of SPV for Rail Connectivity Projects of Southeastern Coalfields Limited (SECL) under the PPP Policy of IR
- Transaction Advisory services for development of Outer Harbour at Chennai Port on DBFOT basis

Traffic studies for rail container freight movement

URBAN ENGINEERING & GREEN MOBILITY

Urban Engineering

RITES provides comprehensive consultancy services in urban infrastructure planning, urban transport, and green mobility, delivering sustainable, efficient, and integrated solutions for urban and regional development. The organization offers end-to-end consultancy services for a wide range of urban transport systems, including Metro, ARTS, Metro-Neo, LRT, Monorail, and BRTS, while promoting environmentally sustainable practices, low-carbon mobility, and energy-efficient transport systems.

The Company specializes in Traffic Engineering and Management, Transport Demand Modelling, Comprehensive Mobility Planning, Bus System Planning and Operations, MRTS Planning and Design, Station Planning, Multimodal Integration, TOD Studies, and Environment and Social Impact Assessment Studies. It has established itself as a pioneer in the preparation of Feasibility Studies, Alternatives Analysis Reports, and Detailed Project Reports (DPRs) for urban rail-based mass transit systems.

It has a Project Management Group Cell, which provides extensive consultancy services in the sectors like GIS based Master Planning of cities, development of Industrial Estates, waterfront development plan etc.

The Offerings:

- Feasibility Studies, Alternatives Analysis Reports (AAR) and Detailed Project Reports (DPR) for urban rail-based mass transit systems
- Comprehensive Mobility Plans (CMPs), Comprehensive Traffic & Transport Studies (CTTS)
- Traffic Engineering, Traffic Management, Traffic Impact Assessment
- Transport Demand Modelling, Ridership Forecasting and Travel Demand Analysis
- Transit-Oriented Development (TOD) and Multimodal Integration Studies

- Environmental and Social Impact Assessment (ESIA)
- Bus System Planning, Route Rationalization and Public Transport Operations Planning
- Sustainable Urban Transport Solutions

On the Job:

During the year, the Company has undertaken the following projects (Select ones):

- Study the impact of Double Decker & Revised combined DPR of Visakhapatnam Metro Project
- Study and Technical Examination of Impact of Double Decker Structure on Two Corridors of Bangalore Metro Phase-3
- Rush Management Studies for 15 Railway zones
- Comprehensive Mobility Plan (CMP) for Karaikal Region
- CMP for Agartala, Dharmanagar & Udaipur Towns of Tripura
- Detailed Project Report (DPR) for Prayagraj city
- Architectural Planning, MMI Plan 7 Stations in Gujarat-NHSRCL
- CMP for Jaipur City
- IMTS for Leh & Kargil and DPR for Funicular system in Kargil
- Multimodal Transport Master Plan for Esplanade Area in Kolkata
- Feasibility Study Airport link BSRP KRIDE

Green Mobility

The Green Mobility unit is committed to advancing sustainable, efficient, and environmentally responsible transportation systems. The unit focuses on integrating environmentally conscious practices into urban mobility and infrastructure development projects, with the objective of reducing carbon emissions, improving accessibility, and supporting resilient urban growth.

The unit plays a key role in planning and implementing sustainable mobility solutions through innovative technologies and integrated transport strategies. Its core areas of expertise include environmental and social assessment studies, sustainable transport infrastructure planning, multimodal connectivity, and rehabilitation and resettlement planning associated with mobility projects.

- Environment and Social Impact Assessment studies
- Green Mobility Action Plan (GMAP)
- Rehabilitation & Resettlement (R&R) Planning
- Land Acquisition and Resettlement Action Planning
- Environmental Management Plan (EMP)
- Sustainable and Multimodal Logistics Infrastructure

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

Through forward-looking planning and sustainable mobility solutions, the Green Mobility unit continues to contribute towards environmentally responsible urban infrastructure and integrated transport systems that support long-term economic and social development.

On the Job:

During the year, the Company has undertaken the following projects (Select ones):

- Environmental and Social Impact Assessment (EIA & SIA) for the Millennium City Centre–Cyber City metro corridor, Gurugram Environmental Impact Assessment – Bareilly and Banda Master Plan 2031
- SIA study, Social Management Plan, Implementation Plan, and Rehabilitation & Resettlement (R&R) Policy Plan for Thane Integral Ring Metro Rail Project
- Carrying out EIA study & preparation of environmental Management Plan for Thane Integral Metro Rail Project
- Consultancy Service for Development of the Multi-Modal Logistics Terminal (MMLT) at Holambi Kalan
- Consultancy services and support for external environmental and social monitoring of the Bengaluru Suburban Rail Project
- EIA study of proposed “Development of Multi Modal Logistics Park at Salawas (Rajasthan) Under Gati Shakti Multi Modal Cargo Terminal GCT Policy of Railways
- EIA & SIA for Carrying out Final Location Survey involving Preparation of DPR, Final Alignment Design, Traffic Survey Report, ROR calculations, Detailed Estimate and Preparation of EPC documents for High-Speed Elevated Rail Corridor between Hyderabad- Bengaluru and Hyderabad-Chennai using Modern Survey Techniques e.g., Airborne or Terrestrial LIDAR
- Consultancy Services for a) Preparation of Land Acquisition Policy for Mutual Negotiation/Direct Purchase b) Implementation Support for Resettlement Action Plan (RAP) and c) Preparation of Land Acquisition Plan (LAP) & Land Plan Schedule (LPS) for Gurugram Metro Rail Project

TRANSPORT ECONOMICS

RITES provides specialized consultancy services in transport planning, logistics, trade facilitation, and economic evaluation across metropolitan, regional, national, and transnational scales. It undertakes transport master planning, logistics and corridor studies, techno-economic feasibility assessments, demand forecasting, and multimodal transport analysis across rail, road, aviation, maritime, and logistics sectors. It also provides expertise in railway planning and operations, freight and economic corridors, logistics infrastructure, economic and financial appraisal, project structuring, investment prioritization, and risk assessment to support sustainable and efficient transport systems.

The Offerings:

- Transport Planning & Corridor Development – Transport master plans, mobility studies, techno-economic feasibility studies, DPRs, and planning of passenger and freight transport systems, economic corridors, and multimodal networks.
- Logistics & Trade Facilitation – Logistics master plans, city logistics plans, multimodal logistics parks (MMLPs), ICDs, CFSs, multimodal transport studies, and trade and transport facilitation initiatives.
- Railway Planning & Operations – Rail connectivity studies for ports, industrial complexes, power plants, and freight terminals; feasibility studies and DPRs for freight corridors, capacity augmentation, passenger services, and operational audits.
- Transport Demand & Market Analysis – Traffic surveys, market assessments, demand forecasting, modal split analysis, sensitivity analysis, and freight and passenger demand studies.
- Economic & Financial Evaluation – Economic appraisal, financial viability assessment, cost-benefit analysis, investment prioritization, project financing and structuring, risk assessment, and logistics infrastructure gap analysis.

On the Job:

During the year, the Company has undertaken the following projects (Select ones):

- Computer (IT) based Transport Model for Optimal Movement of Fertilizers for Ministry of Chemicals & Fertilizers
- Transport Demand and Connectivity Analysis of North & South Bihar in East Central Railway
- Comprehensive Mobility Plan (CMP) for Kolkata Metropolitan Area, West Bengal
- FSR for Development of Inter Modal station Including Development of Commercial Zone at Nagpur
- Logistics Master Plan for Kolkata Metropolitan Area Inland Water Transport Logistic and Spatial Development Project
- Augmenting rail container freight movements to the hinterland: policy challenges & way forward
- Study on station decongestion plan and shifting maintenance facilities from Delhi area including Freight Mitigation Plan for doubling the capacity of coaching trains
- Demand Assessment for Development of Heliport at Dwarka and Somnath Gujarat
- Traffic Study - Consultancy Services for setting up of Special Purpose Vehicle (SPV) for Container Train Operator
- Traffic Study - Consultancy Services for setting up of Special Purpose Vehicle (SPV) for development of Rail Line/New siding/connectivity

Launch of Dynamic Hyperlocal Source Apportionment (DHSA) Guidebook

SUSTAINABILITY

The Sustainability unit is dedicated to fostering environmentally responsible practices and supporting sustainable development across diverse sectors. The unit focuses on delivering integrated environmental solutions that address climate change, resource efficiency, pollution control, and ecological conservation through innovative and sustainable approaches.

The unit plays a pivotal role in assisting governments, urban local bodies, and institutions in achieving environmental compliance, improving sustainability performance, and implementing long-term environmental management strategies. Through data-driven planning, policy support, and technological interventions, the unit contributes towards creating resilient and environmentally sustainable communities. The unit provides consultancy and advisory services across the following areas:

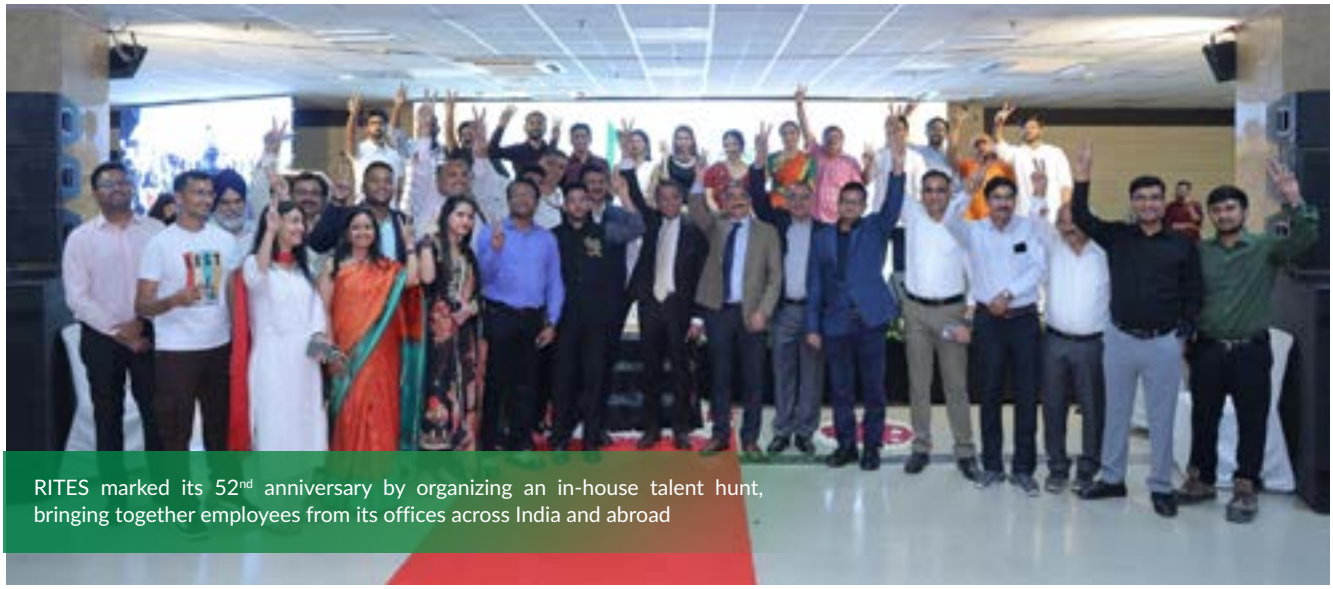
- National Clean Air Program (NCAP) implementation
- ESG Reporting, Compliance & Assurance
- Environmental Planning & Eco-Sensitive Zoning
- Environmental Audits & Green Audits

- Climate & Carbon Management Consulting
- Solid waste management and Used Water Management
- Source Apportionment Study
- Net Zero and Decarbonisation
- Pollution Abatement studies
- Lake/River rejuvenation
- Wetland management plan
- CSR Impact & Social Sustainability

On the Job:

- TSU for SWM and UWM under SBM-U 2.0 for MoHUA
- Detailed Project Report (DPR) for integrated solid waste management and IoT-enabled infrastructure enhancement in Duliajan township, Assam.
- Consultancy Services for Integrated SWM works for BBMP - Bengaluru Solid Waste Management Limited (BSWML)
- Consultancy Work of Standardization and Modernization of Dry Waste Segregation Centers (Brihanmumbai Municipal Corporation)

Through sustainable planning practices and innovative environmental solutions, the Sustainability unit continues to support the transition towards cleaner, greener, and more resource-efficient urban and industrial ecosystems.



RITES marked its 52nd anniversary by organizing an in-house talent hunt, bringing together employees from its offices across India and abroad

VIII. PEOPLE MANAGEMENT

As a consultancy organisation, RITES continually strengthens its talent base by inducting skilled professionals across disciplines. The Human Resource Department plays a pivotal role in aligning people practices with business goals — focusing on talent acquisition and retention, employee engagement, career development, wellness initiatives, and the holistic growth of human capital.

Backed by a strategic and responsive HR framework, RITES fosters a work environment that motivates, empowers, and retains talent to drive sustained excellence.

Employee strength & its attrition

As on March 31, 2026, RITES had a total employee strength of 3035 employees. The company has an attrition rate of 2.76%, well below the industry average — a testament to its people-first approach, inclusive policies, and career-building opportunities.

1. Employee strength as on 31.03.2026

Regular	1721
Contractual	1270
On deputation	44
Total	**3035**

2. Attrition rate of regular employees

FY21-22	1.81%
FY22-23	1.58%
FY23-24	1.99%
FY24-25	3.10%
FY25-26	2.76%

Recruitment

To maintain its competitive edge, RITES is committed to attracting and inducting the best talent across all levels — from fresh graduates and engineer/ management trainees to deputationists, retired professionals (as experts and advisors), and personnel on third-party payroll.

With a focus on inclusivity and merit, RITES has institutionalised best recruitment practices that foster equal opportunities and a harmonious work environment. The Company's recruitment policies reflect its forward- looking approach and its commitment to being an 'Equal Opportunity Employer', particularly in advancing representation of SC, ST, OBC, EWS, Minorities, Women and Divyang (PwBD) employees.

In the reporting year, RITES inducted 880 employees (122 regular and 758 contractual) of which 592 belong to the SC/ST/OBC/ EWS category. Further, 13 PWD candidates were also inducted.

Career Progression

RITES is committed to nurturing internal talent by offering clear and merit-based pathways for advancement. Its promotion and transfer policy is designed to ensure that employees have ample opportunities for growth, aligned with their merit, performance, professional achievements, and the Company's evolving business needs. The policy also supports organisational agility and sustainability in a competitive environment.

The promotion process was conducted for the 604 eligible candidates across disciplines, levels and regions and 327 employees (executive and non-executive staff) were promoted in FY 2025-26.

Based on the project requirements and to aid in learning and career progression, around 578 employees have been transferred across verticals and regions during the financial year.

Learning & Development

RITES is committed to nurturing a future-ready workforce capable of navigating an increasingly competitive and complex business environment. The ongoing digital transformation and dynamic industry landscape have underscored the importance of continuous learning, reskilling, and upskilling.

To meet these evolving demands, the Company has implemented a comprehensive approach to employee development through a blend of training programmes, workshops, seminars, conferences, and capacity-building sessions. These initiatives span a wide array of domains including technical, functional, behavioral, well-being, and emerging technological areas, delivered through both online and offline modes.

RITES collaborates with a range of reputed institutions, including Indian Railway Institutes, Centralized Training Centers, premier business schools, and other leading agencies, to transform its engineers into future-ready managers and leaders. During the reporting period, the Company imparted a total of 15,150 man-days of training, reflecting its continued focus on capacity building.

As part of its digital transformation journey, RITES launched the #aiReady – Initiation Sessions aimed at creating awareness and foundational understanding of Artificial Intelligence tools and their practical workplace applications. A total of 48 sessions were conducted, benefiting more than 2,100 employees and fostering greater efficiency, innovation, and digital adoption across the organization. As part of its commitment to fostering a culture of continuous learning and developing future ready leadership, RITES has launched the 'Lakshay' series, a flagship leadership talk initiative. The series aims to ignite leadership consciousness, reinforce institutional pride & cultivate a strong sense of ownership among senior officers.

During the year, RITES also launched "Mission 100: Leadership Development Program", an initiative designed to identify and nurture approximately 100 high-potential executives for future leadership roles. Under Phase I of the programme, 45 executives underwent Assessment and Development Centre (ADC) exercises, leading to the formulation of Individual Development Plans (IDPs) tailored to their growth and career progression.

Key initiatives during the year included a 72-hour customized training programme on Building Information Modelling (BIM) software for the Abhikalp team; a two-week Integrated Residential Training Programme on Railway Civil Engineering Works under "Operation Tattva" at Zonal Railway Training Institute (ZRTI), Udaipur; and a six-day training programme on PSC Sleeper Inspection at IRICEN Pune, complemented by a one-day visit to a nearby PSC Sleeper manufacturing facility facilitated by RDSO faculty. The PSC Sleeper Inspection programme was conducted across 10 batches and covered more than 450 employees. In addition, five-day training programmes on each module of CAST Terminal and CAST Aircraft Software were organized for the employees of the Airport Division.

Digitalisation

RITES continues to strengthen its digital transformation journey by leveraging technology to enhance operational efficiency, transparency, and employee experience. The Human Resources function further expanded its digital initiatives by digitising over 7000 employee records. This has significantly improved record management, information retrieval, and administrative efficiency while reducing dependence on physical documentation.

In line with its commitment to process excellence, key HR functions—including leave management, performance appraisal, property return submissions, transfer and posting workflows, and other employee service processes—have been fully digitised.

A significant milestone during the year has been the upgradation of the eOffice platform with comprehensive bilingual capabilities, facilitating greater adoption of Hindi in official communications and workflows. The bilingual eOffice platform reinforces RITES' commitment to promoting the Official Language Policy alongside its broader digital governance objectives.

Employee Engagement

RITES gives opportunity to all employees to be part of decision-making on all issues including service conditions, grievances handling and improving productivity by way of consultative council called CONCERT. The council comprises elected and nominated representatives of all sections of employees for continuous communication and periodic meetings are also held to achieve these objectives and periodic awards and recognition (individual as well as group) are also given to employees to recognise their exceptional performance.

Wellbeing over welfare

RITES has moved from the traditional approach of welfare of employees to the wellness of employees. Primary objective of welfare measures is to enhance the living standards of the employees hence, employees have been granted perks, allowances and non-monetary benefits such as transportation, housing, leased accommodation, medical facility, health insurance, etc. Apart from incorporating the above benefits, additional benefits such as personal healthcare (regular medical health check-ups), reimbursement of OPD medical expenses (which includes prolonged treatment as well as dental

treatment) and availability of doctors on the RITES office campus are also being provided.

Further, buffer amount has been provided for both serving as well as retired employees in Group Mediclaim Policy as well as tie-ups with leading medical service providers have been garnered for cashless/ discounted treatment. Considering the health care requirements of retired employees, PRMS (Post Retirement Medical Scheme) cell and Abhaar committee have been constituted to address the healthcare concerns of retired employees and further in order to provide social security to family members of employees, other insurance covers in the form of Group Term Plans and Personal Accident Plans have been taken. Superannuation benefits consisting of Provident Fund, Gratuity, Pension and Post-Retirement Medical Scheme are also provided.

Annual sport event was conducted at various locations of RITES for encouraging fitness among the employees and various other individual and team events are organised every year for holistic development of the employees. Health Camps and Health talks are being organized at regular intervals for the general awareness and wellbeing of employees.

The 'Team Spirit' pledge marked the commencement of RITES' Annual Sports Day 'Spardha'

Women Empowerment

Recognizing the invaluable contributions of women to organizational success, our company has reaffirmed its commitment to fostering gender diversity and inclusion. Women are leading numerous projects and occupying critical roles across various departments, underscoring their integral presence in our workforce. This initiative aligns with broader industry trends, where organizations are increasingly prioritizing gender diversity in leadership roles. On the International Women's Day 2026, we organized a series of programs aimed at building leadership skills among our female employees. A highlight of the event was an inspiring interactive session by Lt. Commander Deepa Singh of Indian Navy. During this occasion, we celebrated the achievements of Ms. Seema Mohan Sharma, Junior Engineer (Civil), felicitated by Railway Women's Welfare Central Organization and Ms. Isha Apurwa, Deputy General Manager, awarded by Women in Public Sector (WIPS). Throughout the year, we have undertaken several programs focusing on gender diversity and inclusion, prevention of sexual harassment at the workplace, and women empowerment.

Grievance Redressal

A centralised complaint cell has been functioning for registration, monitoring and disposal of grievances raised by staff, ex-employees and public. The employees can raise grievances online through the Employee Self Service (ESS) portal. Any member of public or ex-employee of the company can also submit their complaint through the company website and CPGRAM PG Portal. Two standing committees have been constituted to further augment the grievance handling mechanism of serving and retired employees.

Contribution to Government Initiatives

The Company has always been proactively supporting initiatives of the Government of India such as Azadi Ka Amrit Mahotsav, Skill India, Swachh Bharat Mission, Startup India, Make in India, including MSMEs, Digital India, promotion of solar ecosystem by formulating its business or governance objectives in line with the government plans.

During the year, RITES procured goods worth ₹124.47 crore from Micro and Small Enterprises (MSEs) — including those owned by SC/ST entrepreneurs and women — against a total procurement of ₹379.88 crore, showcasing a strong commitment to inclusive and equitable economic growth. RITES is registered in all five TReDs portals hence streamlining invoice financing for MSMEs by enabling faster payments through transparent, digital transactions and helping them reduce working capital constraints. It is also encouraging MSMEs to register onto the portal so that they can take the benefits of this initiative. Further for seamless transactions, RITES has also integrated Company's ERP system with the GeM portal.

IX. INTERNAL CONTROL SYSTEMS

RITES has an effective internal control and audit systems for maintaining efficiency of operations and compliances of applicable laws and regulations. The organisation has well structured policies and guidelines which are well-documented with predefined authorities. Detailed Manual is in place to guide and strengthen the internal checks and controls. The internal control system has been further strengthened through:

Internal financial controls

The Company's internal financial controls are reviewed and audited regularly to assess their adequacy, relevance, and effectiveness, in line with Clause (i) of Sub-section 3 of Section

143 of the Companies Act, 2013. A report on internal financial controls is annexed to the Independent Auditor's Report, which evaluates whether the Company has, in all material respects, an adequate internal financial control system over financial reporting and such controls are operating effectively, based on the criteria for internal control over financial reporting established by RITES, in alignment with the essential components of a sound internal control system.

ISO Certification

RITES has been ISO 9000 series-certified since 1999, demonstrating its longstanding commitment to quality. The current certification complies with the ISO 9001:2015 standard, with the Quality Management System (QMS) structured and documented to align with international best practices.

The QMS framework incorporates regular internal audits, management review meetings, customer feedback analysis and risk assessments. These mechanisms form a critical part of RITES' internal control system, ensuring regulatory compliance, operational excellence, and continuous improvement in service delivery and risk management.

RITES' ISO 9001:2015 certification has been granted by NVT Quality Certification (NVTQC), accredited by the ANSI National Accreditation Board (ANAB).

During FY 2025-26, RITES successfully enhanced its Quality Management System (QMS) awareness and competence through the organization of QMS Lead Auditor and Internal Auditor programs for working employees, introductory ISO 9001:2015 training for newly inducted staff.

In addition, the RITES QA Vertical is also accredited to ISO 17020:2012 & ISO 17065: 2012 by the National Accreditation Board for Certification Bodies (NABCB), a constituent of the Quality Council of India (QCI). This accreditation ensures that its inspection services are aligned with international standards.

The QA Vertical also operates material testing laboratories across various Regional Inspection Offices, which are accredited as per ISO 17025:2017 by the National Accreditation Board for Testing and Calibration Laboratories (NABL), a constituent of the Quality Council of India (QCI).

Risk Management System

RITES has implemented a robust and enterprise-wide Risk Management Framework for the systematic identification, assessment, mitigation, monitoring and reporting of risks that may affect the achievement of its strategic and operational objectives. The framework is governed by the Board of Directors through the Risk Management Committee (RMC) and is supported by a structured governance mechanism comprising the Sub-Committee of the RMC, the Chief Risk Officer (CRO) and Risk & Mitigation Plan Owners (RMPOs).

The Risk Management Framework covers a broad spectrum of risks, including operational, financial, strategic, sectoral, sustainability (ESG), information security, cyber security, market and political risks. Risks are assessed using a structured methodology based on likelihood and impact parameters, enabling prioritisation of risks and identification of critical risks requiring enhanced management attention. Appropriate mitigation measures, timelines and accountability mechanisms are established for effective risk treatment and continuous monitoring.

The Company has also incorporated a Business Continuity Plan (BCP) within its Risk Management Framework to enhance organisational preparedness, strengthen resilience and ensure continuity of critical business operations in the event of unforeseen disruptions.

Further, risk management requirements prescribed under ISO 9001:2015 have been integrated into the Company's operational processes and management systems, thereby fostering continual improvement, regulatory compliance and sustainable business growth.

Treasury risk & liquidity management

RITES has adopted a Board-approved policy for the prudent investment of surplus funds, formulated in alignment with the guidelines of Government bodies, including the Department of Public Enterprises (DPE) and the Companies Act. Within this policy framework, the Company continues to optimise returns on surplus funds through efficient decision-making. Surplus funds are judiciously deployed in bank deposits.

Given the Company's growing portfolio of international projects, exposure to foreign exchange fluctuations is a key area of financial risk. To manage this, RITES has instituted a Currency Risk Management Policy, which outlines a structured approach to:

- Risk identification and assessment
- Benchmarking and hedging strategies
- Risk appetite and permissible instruments
- Governance structure including a Treasury Risk Management Committee
- Reporting protocols and monitoring mechanisms

The Company has a Treasury Risk Management Committee that oversees implementation, with support from external consultants and economists engaged as needed. Regular monitoring of exchange rate movements helps mitigate currency risks and protect project margins.

Demonstrating its financial strength and disciplined fiscal management, RITES has been assigned the following credit ratings by CARE Ratings Limited.: CARE AAA; Stable / CARE A1+ for Long Term / Short Term Bank Facilities up to an amount of ₹3555 Crore. These highest credit ratings reflect the Company's robust financial health and risk management practices. They also enable RITES to secure non-fund-based facilities on favourable terms, further enhancing operational efficiency and competitiveness.

Annexure- C

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	:	**L74899DL1974GOI007227**
2.	Name of the Listed Entity	:	**RITES Limited**
3.	Year of incorporation	:	**1974**
4.	Registered office address	:	**SCOPE Minar, Laxmi Nagar, Delhi – 110092**
5.	Corporate address	:	**Shikhar, Plot No. 01, Sector-29, Gurugram-122001, Haryana**
6.	E-mail	:	**info@rites.com**
7.	Telephone	:	**+91 1242818622**
8.	Website	:	**www.rites.com**
9.	Financial year for which reporting is being done	:	**Financial Year 2025-26 (April 1, 2025 to March 31, 2026)**
10.	Name of the Stock Exchange(s) where shares are listed	:	**BSE Limited, National Stock Exchange of India Limited**
11.	Paid-up Capital	:	**₹ 480.60 Crore**
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	:	Name: **Mr. Nikhil Agarwal** Designation: **Company Secretary and Compliance Officer** Telephone Number: **+91 1242818622** E-mail id: **cs@rites.com**
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	:	**Standalone Basis**
14.	Name of assessment or assurance provider	:	**Sustainability Actions Private Limited**
15.	Type of assessment or assurance obtained	:	**Reasonable Assurance for BRSR Core Indicators**

II. Products/services

16. Details of business activities (accounting for 90% of the turnover:

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Consultancy and Turnkey	**Architectural and engineering activities; technical testing and analysis**-Engineering design, studies & consultancy, and project management for transport & infrastructure sector with focus on railways including operation & maintenance of railway assets, urban transport, urban engineering, roads and highways, buildings, ports, land ports, inland waterways, airports, ropeways,logistic park etc.	78.86
2.	Leasing	**Rental and leasing activities**-Leasing of locomotives and other railway rolling stock	7.59
3.	Exports	**Wholesale trade**-Export of railway rolling stock i.e. Locomotives, Coaches, Diesel Electric Multiple Units (DEMUs), wagons, spares, etc.	13.55

Note: The business activities have been regrouped and presented in alignment with the classification reported in MGT-7.

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

S. No.	Product/Service	NIC Code	% of Total Turnover contributed
1.	**Architectural and engineering activities; technical testing and analysis**-Engineering design, studies & consultancy, and project management for transport & infrastructure sector with focus on railways including operation & maintenance of railway assets, urban transport, urban engineering, roads and highways, buildings, ports, land ports, inland waterways, airports, ropeways,logistic park etc.	71	78.86
2.	**Rental and leasing activities**-Leasing of locomotives and other railway rolling stock	77	7.59
3.	**Wholesale trade**-Export of railway rolling stock i.e. Locomotives, Coaches, Diesel Electric Multiple Units (DEMUs), wagons, spares, etc.	46	13.55

Note: The business activities have been regrouped and presented in alignment with the classification reported in MGT-7.

III. Operations

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

Location	Number of plants	Number of offices	Total
National	N.A.[1]	14	14
International	N.A.[1]	9	9

19. Markets served by the entity

a. Number of locations

Locations	Number
National (No. of States)	28 States and 8 Union Territories
International (No. of Countries)	9

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

16.52 % (including overseas services)

c. A brief on types of customers

Our domestic as well as overseas clients typically are national governments, governmental instrumentalities, public sector enterprises and large private entities. Such governments, governmental agencies and public sector undertakings are engaged in large scale infrastructure planning and development both in India and abroad. We also undertake and execute projects funded by multilateral funding agencies. Our customer base has a large base of multi sectoral clientele across the globe.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and workers (including differently abled)

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
		EMPLOYEES				
1.	Permanent (D)	1765	1583	89.69	182	10.31
2.	Other than Permanent (E)	1270	1218	95.91	52	4.09
3.	**Total employees (D + E)**	**3035**	**2801**	**92.29**	**234**	**7.71**
		WORKERS				
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	**Total workers (F + G)**	**-**	**-**	**-**	**-**	**-**

Note: As RITES does not employ workers as defined under the BRSR framework. All personnel engaged by the Company are reported under the employee category; accordingly, disclosures relating to workers are not applicable.

[1]Not applicable, as RITES is primarily engaged in consultancy, engineering, project management and related infrastructure services, and does not own or operate any manufacturing or processing plants. Its operations are carried out through offices and project sites.

b. Differently abled Employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	39	35	89.74	04	10.26
2.	Other than Permanent (E)	08	08	100	-	-
3.	**Total differently abled employees (D + E)**	**47**	**43**	**91.49**	**04**	**8.51**
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	**Total differently abled workers (F + G)**	**-**	**-**	**-**	**-**	**-**

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9	0	0
Key Management Personnel	5	0	0

The power to appoint Directors, including Women Directors, vests with the Hon'ble President of India through the Ministry of Railways (MoR), the Administrative Ministry. However, for a substantial part of the financial year, the Company had one Woman Independent Director on its Board, resulting in women's representation of 10% on the Board of Directors during the year. Smt. Purnima Kerketta (DIN: 11192904) ceased to be an Independent Director w.e.f. 24.02.2026 consequent upon her resignation. As a result, no Woman Director remained on the Board as on 31.03.2026.

22. Turnover rate for permanent employees and workers*

	FY 2025-26 (Turnover rate (%) in current FY)			FY 2024-25 (Turnover rate (%) in previous FY)			FY 2023-24 (Turnover rate (%) in the year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	9.19	8.38	9.10	9.36	11.60	9.59	8.26	5.99	8.04
Permanent Workers	-	-	-	-	-	-	-	-	-

*Turnover rate includes employees leaving the employment due to dismissal, termination, retirement, resignation or death in service. However, attrition rate due to resignation has only been 2.59% (Male- 2.63% ; Female- 2.23%) during FY 2025-26, 3.05% (Male-2.64% ; Female-6.63%) during FY 2024-25 and 1.99 % (Male- 1.96% ; Female- 2.28%) during FY 2023-24.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of Holding / Subsidiary / Associate Companies / Joint Ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / subsidiary / associate / joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiative of the listed entity? (Yes/No)
1	RITES (Afrika) (Pty) Limited	Subsidiary	100	Yes
2	REMC Limited	Subsidiary	51	Yes
3	SAIL-RITES Bengal Wagon Industry Private Limited	Joint Venture	50	No
4	Indian Railway Stations Development Corporation Limited*	Joint Venture	24	No
5	Elicius Energy Private Limited	Associate Company	13	No
6	Metro Management Group Limited#	Associate Company	24.5	No

*Ministry of Railway (MoR) vide letter dated 18.10.2021 has decided in principle for closure of Indian Railway Station Development Corporation Limited (IRSDC), in which Company has an investment of ₹48 Crore. Pursuant to requisite approval of the Board and Shareholders of IRSDC, the voluntary liquidation of IRSDC is under process. The Board of IRSDC had resolved to transfer the assets and liabilities to the Rail Land Development Authority (RLDA) / MoR for consideration not less than the book value on slump sale basis. IRSDC entered into business transfer agreement with RLDA on 09.04.2025 and consideration has been released by RLDA to IRSDC on 11.04.2025. Consequent to the approval of its Board, Shareholders and Creditors, IRSDC has appointed the liquidator. Hence the Voluntary Liquidation process of the Company commenced on 05.05.2026, the date of passing of resolution in the Extra-Ordinary General Meeting.

#The Company has an investment of ₹0.60 Crore in MMG- Metro Management Group Ltd, incorporated in Israel, which was under dissolution and the investment is fully provided for as of 31 March 2026. Subsequent to the reporting date, the said entity has been struck off in the month of April 2026.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in Rs.) ₹ 2265.48 Crores (excluding the other operating income)

(iii) Net worth (in Rs.) ₹ 2564.45 Crores

VII. Transparency and Disclosures Compliances

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

Grievance redressal mechanism is in place to address grievances of various stakeholders. 'Samvedna' and 'Aabhar' committees constituted by Management are ensuring proper redressal and disposal of the grievances, requests and suggestions of existing and former-employees. Also, grievances from communities, investors, value chain partners etc. received through CPGRAM (Centralized Public Grievance Redress And Monitoring) system of Government of India, are attended promptly.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26 Current Financial Year			FY 2024-25 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://pgportal.gov.in/	8	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal	3	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal
Investors (other than shareholders)	N.A.[2]	N.A.[2]	N.A.[2]	N.A.[2]	N.A.[2]	N.A.[2]	N.A.[2]
Shareholders	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://scores.gov.in/scores/Welcome.html	4	Nil	SCORES Platform & through email, Jointly managed by RITES and its RTA.	4	1	SCORES Platform & through email, Jointly managed by RITES and its RTA. One complaint shown as pending was resolved prior to closure of FY 2024-25. However, the same was auto closed by SEBI on SCORES portal on April 04, 2025.
Employees and workers	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf http://reppi-puc2.rites.com:55100/irj/portal https://www.rites.com/Complaint https://vigilance.rites.com/ https://www.rites.com/Feedback	44	2	Serving employees grievances are handle through RITES Employee Self Service Portal, Grievances from retired/former-employees are handled through RITES Website	83	Nil	Serving employees grievances are handled through RITES Employee Self Service Portal, Grievances from retired/former-employees are handled through RITES Website

[2]Not applicable, as no separate category of investors other than shareholders has been identified by the Company for reporting purposes during the year.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26 Current Financial Year			FY 2024-25 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Customers	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://pgportal.gov.in/ https://www.rites.com/Complaint https://ritesinsp.com/RBS/Client_Feedback_Form.aspx	Nil	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal	Nil	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal
Value Chain Partners	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://pgportal.gov.in/ https://www.rites.com/Complaint https://ritesinsp.com/RBS/Vendor_Feedback_Form.aspx	6	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal	8	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal
Other (please specify)	Yes https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf https://pgportal.gov.in/ https://www.rites.com/Complaint https://ritesinsp.com/RBS/Email.aspx	Nil	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal	Nil	Nil	Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal

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

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Integrating infrastructure and green solutions across Multi-Modal Project Portfolio	O	Government policy frameworks PM GatiShakti National Master Plan, National Infrastructure Pipeline (NIP), National Rail Plan 2030, and Union Budget 2026-27 green infrastructure allocations are channelling large-scale public investment into environmentally sustainable and socially inclusive infrastructure. Multilateral development banks (World Bank, ADB, NDB) increasingly condition project financing on environmental and social safeguard compliance, creating sustained and growing demand for RITES' consulting, design, and project management services across railways, highways, metro, ports, urban, and international markets.		**Positive:** Expanding order pipeline and RITES' focus on green solutions enhances opportunities for the company.
2	Adoption of Low-Carbon Design Standards and Green Construction Technologies across all Project Verticals including but not limited to design and energy saving devices for providing services for operation and maintenance of rolling stock, leasing, railways sidings etc.	O	Regulatory mandates and client requirements for sustainable construction materials, energy-efficient systems, and low-carbon design are expanding across all infrastructure categories railways (energy-efficient rolling stock, electrification), highways (recycled aggregates, warm-mix asphalt), buildings (GRIHA/IGBC green ratings), ports (shore power, emission controls), and urban engineering (sustainable drainage, EV-ready design). REMC Limited (RITES subsidiary) is spearheading Indian Railways' renewable energy mission, further strengthening RITES' positioning in the clean energy infrastructure space.		**Positive:** RITES' approach of providing future ready, cost effective and environmentally friendly solutions gives it an edge to be competitive in market.
3	Embedding Environmental and Social Safeguards in Infrastructure Project Advisory (EIA, SIA, Biodiversity Engagement), Feasibility studies, traffic study, design, quality audit, project management services for sustainable Mass Rapid Transit System, road/highways, bridges & tunnels, buildings, ports & water resources, airports, ropeway infrastructure etc.	O and R	As a multi-domain infrastructure consulting firm, RITES bears professional and regulatory responsibility for ensuring its project advisory embeds robust environmental and social safeguards. Legal obligations arise from EIA Notification 2006, Forest Conservation (Amendment) Act 1980, Wildlife Protection Act 1972, Wetlands (Conservation & Management) Rules 2017, and Scheduled Tribes and Other Traditional Forest Dwellers (Recognition of Forest Rights) Act and impact the project progress. Simultaneously, this positions RITES as a preferred partner for clients.	Insert Environment safeguard protocols in project DPRs; maintain dedicated EIA/SIA specialist teams; ensure compliance with latest MoEFCC EIA Notification requirements.	**Positive:** Environment-compliant project advisory commands premium in quality-conscious tenders. **Negative:** Inadequate safeguard advisory may expose RITES to reputational risk, client liability, and professional indemnity claims.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Facilitating Total Employee Experience for meeting skill/ knowledge with orientation for social and environmental solution	O and R	In a consultancy business, human capital is the primary asset. With a limited supply of skilled professionals creating a persistent demand–supply gap, continuous investment in employee training is essential to enhance satisfaction, build capabilities, and reduce attrition.	Structured retention policy for domain experts; flexible engagement of domain professionals on project/ contractual/retainer basis; continuous upskilling through Saksham portal with ESG-specific module development; leveraging RITES' 52 year old brand for employer value proposition.	**Positive:** Skill updation & increased satisfaction. **Negative:** Talent attrition increases project delivery risk, raises recruitment costs, and may delay high-value assignments.
5	Regulatory Compliance and Business Ethics	O and R	Effective governance mechanisms build trust among stakeholders and create long-term value. Stricter environmental regulations may lead to compliance penalties.	Maintain transparency and adhere to robust corporate governance practices. Implement continuous monitoring and regular compliance audits.	**Positive:** Increased stakeholder trust and potential for enhanced investment. **Negative:** Potential fines and reputation damage.
6	Climate Risk Integration in Infrastructure Planning and RITES' Own Operations (Physical and Transition Risk)	O and R	Infrastructure projects have multi-decade operational lifespans; assets designed today must account for climate projections to 2050-2070. India's NDC commitments under the Paris Agreement and Net Zero 2070 target create both regulatory push and market pull for climate-resilient infrastructure design. MDB project financing increasingly requires TCFD-aligned climate risk screening. For RITES' own operations, SEBI's evolving BRSR framework and investor expectations on Scope 1 and 2 GHG disclosures are progressively strengthening. REMC Limited's renewable energy portfolio (winning the India Climate Samman Award 2025 India Net Zero Leadership category) positions RITES strongly in the clean energy transition.	Develop climate risk screening protocols for integration into all DPR/feasibility assignments; incorporate climate projections (rainfall intensity, sea level rise, heat stress indices) in infrastructure design standards.	**Positive:** Improved service delivery outcomes and enhanced client confidence; REMC Limited's clean energy portfolio contributes to growing revenue. **Negative:** Projects not accounting for physical climate risk face cost overruns, structural failures, and redesign liability. Transition risk: Delayed adoption of low-carbon advisory may reduce competitiveness in internationally financed projects.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7.	Digital Transformation and Innovation and Emerging Technology.	O and R	Adopting innovative technologies can enhance operational efficiency and reduce waste. Rapid technological advancements may outpace current skills and methodologies.	Implement IoT, AI, and data analytics in projects. Invest in training and development while monitoring technological trends.	**Positive:** Significant cost savings and improved service delivery outcomes. Becoming a market leader through early adaptation. **Negative:** Potential loss of competitiveness.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

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

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	P1	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Anti_Bribery_and_Anti_Corruption_Policy_pdf-2023-Jun-23-16-59-47.pdf							
	P2	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://rites.com/Upload/MediaGallery/PDF/3/CSR_Policy_pdf-2025-Aug-22-16-52-40.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Preferential_procurement_policy_framework_pdf-2023-Jun-23-17-3-48.pdf							

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	P3	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/RITES_GCC_for_Works,_February_2023_pdf-2023-Feb-25-11-14-35.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Policy_5_pdf-2026-Aug-20-12-28-58.pdf							
	P4	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://rites.com/Upload/MediaGallery/PDF/3/CSR_Policy_pdf-2025-Aug-22-16-52-40.pdf							
	P5	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://rites.com/Upload/MediaGallery/PDF/3/CSR_Policy_pdf-2025-Aug-22-16-52-40.pdf							
	P6	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Policy_Framework_on_Cyber_Security_pdf-2023-Jun-23-17-3-9.pdf							
	P7	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://rites.com/Upload/MediaGallery/PDF/3/CSR_Policy_pdf-2025-Aug-22-16-52-40.pdf							
	P8	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://rites.com/Upload/MediaGallery/PDF/3/CSR_Policy_pdf-2025-Aug-22-16-52-40.pdf.df https://www.rites.com/Upload/MediaGallery/PDF/3/Preferential_procurement_policy_framework_pdf-2023-Jun-23-17-3-48.pdf							
	P9	https://www.rites.com/Upload/MediaGallery/PDF/3/ESG_Policy-170223_pdf-2023-Feb-17-15-38-55.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf							
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015 ISO: 17020:2012 ISO: 17025:2017 ISO: 17065:2012	ISO 9001:2015 ISO: 17020:2012 ISO: 17025:2017 ISO: 17065:2012	ISO 9001:2015 ISO: 17025:2017 ISO: 17065:2012	ISO 9001:2015 ISO: 17020:2012 ISO: 17025:2017 ISO: 17065:2012	ISO 9001:2015	ISO 9001:2015	ISO 9001:2015	ISO 9001:2015	ISO 9001:2015 ISO: 17020:2012 ISO: 17025:2017 ISO: 17065:2012
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Zero complaints/ grievances pertaining to corruption, conflict of interest, or ethical conduct pending resolution at the end of the financial year.	Incorporate green/ sustainability design parameters (e.g., energy efficiency, material optimization, climate-resilience considerations) as many new DPRs/ consultancy assignments undertaken during the year.	Extend Medical benefits to Manpower outsourced to RITES through external agencies.	Conducting structured stakeholder consultation with MSE Vendors atleast once a quarter. Resolve 100% of the stakeholder grievances in the reasonable turnaround time.	Increase coverage of employee training on human rights (including POSH, non-discrimination, and value-chain human rights awareness) by 5% over the previous year.	Increase solar/ renewable power capacity utilization by 4%.	Advocating sustainable practices in industry	Ensure minimum 25% of total procurement value including at least 3% from women-owned MSEs, and strive to increase the share of SC/ ST-owned MSEs in total procurement.	Provide value to customers

6. Performance of the entity against specific commitments, goals and targets along-with reasons in case the same are not met.

As in table below:

P1	Compliance to SEBI, DPE and other regulatory bodies backed by transparency, trust and ethical business practices.
P2	Preferring Vendor Selection through Sustainable Sourcing process and ensuring coverage of sustainability aspect in our services. RITES received the Rail Analysis Award for Excellence in Sustainable Engineering in Rail Sector
P3	During the year, RITES has provided 15150 man-days of training to its employees. Further apart from providing health insurance facilities to employees, RITES' organized 20 health camps at its various offices.
P4	Regular interaction with stakeholders and regular feedback from them. 50+ Media interactions and 20 + interactions with analysts and investors.
P5	RITES secured award from the WIPS (Women in Public Sector) Forum under the aegis of SCOPE.
P6	Integrating Infra and green solutions in our associates business conducts. Installation of solar panels in our newly constructed Lucknow office.
P7	Interactive collaborations through trade forums and industry affiliates and suggesting various sustainable measures through various projects undertaken for infrastructure sector.
P8	Procurement process of RITES gives due preference to MSMEs to promote inclusive growth in society. Under the PMIS scheme Phase I and II, RITES offered internship to 251 and 225 candidates respectively.
P9	Customer Satisfaction Index maintained above 90%.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

   "At RITES Limited, sustainability is fundamental to our vision of delivering responsible and resilient infrastructure solutions. We recognize ESG challenges such as climate change, resource efficiency, workplace safety, and evolving stakeholder expectations. During the year, we continued to advance our sustainability journey through improved environmental practices, employee well-being initiatives, strong governance standards, and community development programs. Our projects promote sustainable mobility and infrastructure development while creating long-term stakeholder value. We remain committed to enhancing ESG performance, strengthening transparency and accountability, and supporting India's sustainable development goals through responsible business practices and continuous improvement ."

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

   Shri Prem Singh Meena , Director (Projects) (w.e.f. 19.03.2026) (Executive Director; DIN: 10855590) ;

   Dr. Deepak Tripathi, Director (Projects) - Additional charge (w.e.f. 05.05.2025 till 18.03.2026) (Executive Director; DIN: 10090267)

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

   Yes, the Company has Sustainability and ESG committee consisting of Senior Management personnel formulating the sustainability strategy vested with the following roles and responsibilities:

   - To emphasize the importance of environmental measures, sustainability goals and performance, for various activities/ processes undertaken by the company.
   - To provide best practice on ESG structure, policies and regulations that impact the business
   - To instill understanding and awareness of corporate governance relating to social aspects that impact the industry
   - To implement and promote common and workable standards based on ESG parameters for good governance.
   - To Implement and review the ESG Policy and translating the same into procedures.
   - To recommend policy/ framework, that may be required for implementation and confirmation of BRSR requirements.
   - To review the performance of Anti-Bribery and Corruption Policy, Grievance Redressal Policy, Equal Opportunity Policy, Preferential Procurement Policy for marginalised or vulnerable groups and Policy on Cyber Security, Data Privacy and Business Continuity.

   Further, as mentioned in Point no. 8 above, Director (Projects) of the company is authorised to implement/ oversee and take decision on sustainability related issues.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes									Half Yearly								
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Committee of Senior Management Officials									Half Yearly								

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Yes, Sustainability Actions Private Limited The company is also subjected to Statutory audit, Secretarial audit, C&AG audit, Quality audit, ISO certification assessment, from independent auditors which cover various ESG parameters/aspects.								

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

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	N.A.[3]	NA[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]
It is planned to be done in the next financial year (Yes/No)	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]
Any other reason (please specify)	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]	N.A.[3]

SECTION C: MANAGEMENT AND PROCESS DISCLOSURES

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

PRINCIPLE 1

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

Essential Indicators

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

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	5	All	55.55
Key Managerial Personnel	4	All	60.00
Employees other than BoD and KMPs	401	All	86.17
Workers	N.A.[4]	N.A.[4]	N.A.[4]

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	Nil	Nil	Nil	N.A.[5]	N.A.[5]
Settlement	Nil	Nil	Nil	N.A.[5]	N.A.[5]
Compounding fee	Nil	Nil	Nil	N.A.[5]	N.A.[5]

[3]Not applicable, as the Company has policies covering all the nine NGRBC Principles. Accordingly, the reasons for non-coverage of any Principle are not applicable.

[4]Not applicable, as RITES does not employ workers as defined under the BRSR framework. All personnel engaged by the Company are reported under the employee category; accordingly, disclosures relating to workers are not applicable.

[5]Not applicable, as there were no cases of penalty, settlement or compounding fee during the reporting period requiring disclosure of case details or appeal status.

Non-Monetary				
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil	N.A.[5]	N.A.[5]
Punishment	Nil	Nil	N.A.[5]	N.A.[5]

During the Financial year under review the NSE and BSE have levied fine of ₹ 25,46,440/- for non-compliance of Regulations 17 (1)(a), First Proviso to Reg 17(1)(a), 17(1)(b), 17(1E), 18(1)(a), 18(1)(b), 18(1)(d), 18(2)(b), 19(1)(b), 19(1)(c), 19(2), 19(2A), 20(2A), 21(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. ("Listing Regulations"). RITES being a Government Company, the power to appoint directors, including independent directors, lies with the Ministry of Railways (MOR). Accordingly, RITES has been in constant communication with the MOR requesting the appointment of the requisite number of independent directors so as to ensure compliance with Corporate Governance norms.

A waiver application for penalties imposed has been filed with the NSE & BSE.

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

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
N.A.[6]	N.A.[6]

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

Yes, https://www.rites.com/Upload/MediaGallery/PDF/3/Anti_Bribery_and_Anti_Corruption_Policy_pdf-2023-Jun-23-16-59-47.pdf

https://www.rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_pdf-2026-Feb-23-17-9-21.pdf

The policy, as available on the Company's website, inter alia, provides for:

- Zero tolerance towards bribery and corruption;
- Prohibition on offering, giving, soliciting, or accepting bribes or any undue advantage;
- Applicability to employees, Directors, and business associates;
- Mechanisms for reporting violations and disciplinary action

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

	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	N.A.[4]	N.A.[4]

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

	FY 2025-26 (Current Financial Year)		FY 2024-25 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	N.A.[7]	Nil	N.A.[7]
Number of complaints received in relation to issues of Conflict of Interest of the KMPs.	Nil	N.A.[7]	Nil	N.A.[7]

[6]Not applicable, as there were no reportable cases requiring disclosure of appeal or revision details under this question.

[7]Not applicable, as no complaints were received during the reporting period; hence, no remarks are applicable.

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

There were no fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Hence, there is no corrective action. The Company ensures that necessary policies, processes, systems and monitoring mechanism are in place to ensure compliances. The policies are regularly reviewed to update them with best industry practices. The implementation of these policies is ensured through regular training, communication and awareness building sessions. As part of the risk assessment methodology, all activities/ processes are regularly assessed for risks related to corruption, environment, and social aspects.

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

	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Number of days of accounts payables	91 days	116 days

9. Open-ness of business

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

Parameter	Metrics	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	N.A.[8]	N.A.[8]
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	N.A.[8]	N.A.[8]
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	Nil	Nil
	b. Number of dealers / distributors to whom sales are made	N.A.[9]	N.A.[9]
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers /distributor	N.A.[9]	N.A.[9]
Share of RPTs In	a. Purchases (Purchases with related parties /Total Purchases)	Nil	Nil
	b. Sales (Sales to related parties / Total Sales	0.65%	0.73%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties / Total Investments made)	99.96%	84.78%

Leadership Indicators

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

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
4	All	100%#

#Includes only the upstream value chain partners

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? **(Yes/No)** If Yes, provide details of the same.

Yes, The Company has a Code of Conduct for Board Members and Senior Management Personnel. The policy is placed on the Company's website. https://www.rites.com/Upload/upload/misc/Balancesheet/CODE-OF-CONDUCT-Policy.pdf

Further, all the board members provide directorship disclosures for the entities in which they are directors/ interested (MBP-1) at the first meeting of the Board in every financial year; or whenever there is any change in the disclosures already made, then at the first meeting held after such change.

[8]Not applicable, as the Company does not undertake purchases through trading houses in the ordinary course of its business.

[9]Not applicable, as the Company does not undertake sales through dealers or distributors in the ordinary course of its business.

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

Essential Indicators

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

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	Nil	100%	N.A.[10]
Capex	Nil	Nil	N.A.[10]

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

   Yes, The Company ensures that sourcing is from suppliers who are compliant with social and environmental standards. This is ensured by incorporating relevant conditions in tender/contract documents and sustainable sourcing Program/Methodology as defined in the tender document procedure. Further details are available at :- https://www.rites.com/Upload/MediaGallery/PDF/3/RITES_GCC_for_Works,_February_2023_pdf-2023-Feb-25-11-14-35.pdf, https://www.rites.com/Upload/MediaGallery/PDF/3/Preferential_procurement_policy_framework_pdf-2023-Jun-23-17-3-48.pdf

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

   100% of inputs are sourced sustainably for project activities.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

   Not applicable, the company is not a producer of any product and is engaged in design, engineering consultancy and project management for the integrated solutions in transport and infrastructure development. Plastic waste, e-waste and hazardous waste generated at the office premises is disposed through authorised recyclers.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

   Not applicable, the company is not a producer of any product and is engaged in design, engineering consultancy and project management for the integrated solutions in Transport and infrastructure development.

   So, Extended Producer Responsibility (EPR) is not applicable to the entity's activities.

Leadership Indicators

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

   Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

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

   Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

[10]Not applicable, as no R&D and capital expenditure (capex) investments were made in specific technologies to improve the environmental and social impacts of product and processes

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

   Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

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

   Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

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

   Not applicable, Since RITES is primarily engaged in design, engineering consultancy and project management for integrated solutions in transport and infrastructure development.

PRINCIPLE 3

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

Essential Indicators

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	1583	1583	100	1583	100	N.A.[11]	N.A.[11]	1583	100	1583	100
Female	182	182	100	182	100	182	100	N.A.[12]	N.A.[12]	182	100
Total	**1765**	**1765**	**100**	**1765**	**100**	**182**	**100**	**1583**	**100**	**1765**	**100**
Other than Permanent employees											
Male	1218	1218	100	1218	100	N.A.[11]	N.A.[11]	1218	100	1218	100
Female	52	52	100	52	100	52	100	N.A.[12]	N.A.[12]	52	100
Total	**1270**	**1270**	**100**	**1270**	**100**	**52**	**100**	**1218**	**100**	**1270**	**100**

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Female	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Total	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**
Other than Permanent workers											
Male	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Female	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Total	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**

[11]Not applicable, as Maternity Benefits are applicable only to female employees.

[12]Not applicable, as Paternity Benefits are applicable only to male employees.

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

	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
Cost incurred on wellbeing measures as a % of total revenue of the company	1.16%	1.36%

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	N.A.[4]	Y	100%	N.A.[4]	Y
Gratuity	100%	N.A.[4]	Y	100%	N.A.[4]	Y
NPS	100%*	N.A.[4]	Y	100%*	N.A.[4]	Y
PRMS (Post-Retirement Medical Scheme)	100%*	N.A.[4]	Y	100%*	N.A.[4]	Y
Others-please specify	-	-	-	-	-	-

*To all eligible employees

3. Accessibility of workplaces

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

Yes, the premises and offices owned by the entity are designed to be accessible to differently abled employees in compliance with the requirements set forth by the Rights of Persons with Disabilities Act, 2016. Accessibility features have been implemented throughout our facilities, including ramps at entrances, wide doorways to accommodate wheelchairs, and intuitive signage to assist navigation. We recognize the importance of creating an inclusive work environment that supports all employees, including those with disabilities. Our commitment to accessibility not only aligns with legal requirements but also reflects our dedication to diversity and inclusion within the workplace.

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

Yes, https://www.rites.com/Upload/MediaGallery/PDF/3/Policy_5_pdf-2026-Aug-20-12-28-58.pdf

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	N.A.[4]	N.A.[4]
Female	100%	100%	N.A.[4]	N.A.[4]
Total	**100%**	**100%**	**N.A.[4]**	**N.A.[4]**

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

	Yes/ No (If Yes, then give details of the mechanism in brief)
Permanent Workers	N.A.[4]
Other than Permanent Workers	N.A.[4]
Permanent Employees	Yes
Other than Permanent Employees	Yes

The Company has constituted a forum known as **CONCERT (Consultative Council for Enhancement of Rapport and Teamwork),** which actively involves employees in the decision-making process on key issues such as service conditions and other important organizational matters.

In addition, the management has constituted two committees for serving and retired employees of RITES, namely '**Samvedna'** and **'Aabhar',** to address employee grievances.

Further, an online grievance redressal mechanism has been established to facilitate the lodging and resolution of complaints of all types in a transparent and efficient manner.

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

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / Workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	1765	1104	62.55	1755	1120	63.81
- Male	1583	984	62.16	1576	994	63.07
- Female	182	120	65.93	179	126	70.39
Total Permanent Workers	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
- Male	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
- Female	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]

8. Details of training given to employees and workers:

Category	FY 2025-26 Current Financial Year					FY 2024-25 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	2801	1240	44.27	2385	85.15	1576	987	62.63	667	42.32
Female	234	143	61.11	212	90.60	179	103	57.54	62	34.64
Total	**3035**	**1383**	**45.57**	**2597**	**85.57**	**1755**	**1090**	**62.11**	**729**	**41.54**
Workers										
Male	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Female	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Total	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**

Note: The disclosure for FY 2024-25 was limited to permanent employees, whereas the FY 2025-26 disclosure covers all employees. Accordingly, the figures for the two years are not directly comparable.

9. Details of performance and career development reviews of employees and workers:

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	2801	2801	100%	1576	1576	100%
Female	234	234	100%	179	179	100%
Total	**3035**	**3035**	**100%**	**1755**	**1755**	**100%**
Workers						
Male	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Female	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Total	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**

Note: The disclosure for FY 2024-25 was limited to permanent employees, whereas the FY 2025-26 disclosure covers all employees. Accordingly, the figures for the two years are not directly comparable.

Performance Management System in RITES is carried out through online PMS tool using Employee Self Service (ESS). The robust and transparent system captures performance data of all regular employees across levels and facilitates timely completion of filling of APARs using system checks.

10. Health and safety management system:

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

Yes, RITES has implemented an Occupational Health and Safety (OHS) Management System to ensure the health, safety, and well-being of its employees. To facilitate access to quality healthcare, the Company has obtained a Group Medical Insurance Policy covering indoor medical treatment for employees and their dependent family members.

In addition, periodic health check-ups are conducted for all eligible employees as per RITES' policy to promote preventive healthcare and early detection of health issues. During the year, awareness sessions on critical health concerns such as Cancer and Tuberculosis were organized. Various programmes focusing on physical and mental well-being were also conducted to encourage a healthy lifestyle and enhance employee wellness.

Further, the Company provides reimbursement of expenses incurred on Outpatient Department (OPD) treatment, thereby extending comprehensive healthcare support beyond hospitalization and statutory requirements.

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

The most common work-related hazards identified by the Company include occupational stress, fatigue, workplace violence and harassment, road traffic accidents, electric shocks, fire incidents, slips, trips, and falls. These risks are systematically identified and assessed through regular workplace inspections, safety audits, monitoring mechanisms, and feedback from employees, vendors, and contractors.

For high-risk and critical activities, such as girder launching, railway electrification works, and other specialized infrastructure projects, focused risk assessments are undertaken to identify potential hazards and implement appropriate preventive and mitigation measures. The Company places special emphasis on ensuring compliance with safety protocols, conducting periodic safety reviews, and providing necessary training and supervision to minimize occupational risks and maintain a safe working environment.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, the majority of the Company's operations are carried out at client sites. As a prerequisite for the execution of work, potential occupational health and safety hazards associated with the work environment are identified, assessed, and communicated to all relevant stakeholders. These hazards are managed and mitigated through established safety processes and control measures implemented jointly by the client, vendors/contractors, and RITES.

The Company works in close coordination with clients and project partners to ensure compliance with applicable health and safety requirements, conduct risk assessments, implement preventive measures, and monitor workplace conditions. This collaborative approach helps minimize risks and promotes a safe working environment for all personnel involved in project execution.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the Company provides a range of healthcare benefits to support the well-being of its employees. These include personal healthcare facilities such as regular medical check-ups, reimbursement of medical treatment expenses, and the availability of medical practitioners at office premises.

In addition, the Company regularly organizes free medical camps for employees, covering various aspects of preventive and wellness healthcare. These initiatives reflect the Company's commitment to promoting employee health, ensuring timely medical support, and fostering a healthy and productive work environment.

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

Safety Incident/Number	Category	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	N.A.[4]	N.A.[4]
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	N.A.[4]	N.A.[4]
No. of fatalities	Employees	Nil*	Nil*
	Workers	N.A.[4]	N.A.[4]
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	N.A.[4]	N.A.[4]

*There were no work-related fatalities in FY 2025-26 and FY 2024-25.

12. Describe the measures taken by the entity to ensure a safe and healthy work place. At RITES, the health, safety, and well-being of employees are of paramount importance. The Company remains committed to fostering a healthy work environment for its employees, associated personnel, and the community at large. To ensure access to quality healthcare services, RITES has empaneled a number of hospitals across India, and the list is reviewed periodically to further enhance and expand healthcare benefits.

RITES regularly organizes various health and wellness initiatives throughout the year, including Health Camps and talks, Yoga and Meditation Camps, Dental Check-up Camps, Gynecology Camps, and other preventive healthcare programs aimed at promoting employee well-being.

In addition to statutory benefits, the Company provides several enhanced healthcare facilities, such as regular medical check-ups, reimbursement of OPD medical expenses—including expenses related to prolonged treatment and dental care—and the availability of

medical practitioners at the RITES office campus both at Shikhar and Srijan. To ensure prompt medical assistance in emergencies, first-aid kits are maintained at workplaces for immediate care until comprehensive medical treatment can be arranged.

The Company also promotes employee welfare by providing adequate sanitation facilities, safe drinking water, and maintaining high standards of workplace hygiene. Additional employee-friendly initiatives include the provision of a crèche facility for working parents, a gymnasium to support the overall health, fitness, and well-being of employees, and a dedicated recreation room, "**Ulhas**," which provides employees with a space for relaxation, engagement, and rejuvenation.

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

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	N.A.[13]	Nil	Nil	N.A.[13]
Health & Safety	Nil	Nil	N.A.[13]	Nil	Nil	N.A.[13]

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	An internal committee has assessed the health and safety practices and working conditions at office premises
Working Conditions	

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

Company undertakes construction supervision activities at project/ client site. Corrective actions on health and safety working conditions are governed by contract provisions. Compliance for the same is assessed by designated project engineer/ incharge.

Leadership Indicators

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

Yes, RITES provides Life Insurance of varying amounts to employees. Also ex gratia is paid to family in case of death of regular employees while in service as per company norms.

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

Relevant provisions are incorporated in standard tender document. Compliance by vendors are verified/ ensured as part of project management and work certifying procedures.

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

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Employees	Nil	Nil	Nil	Nil
Workers	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]

[13]Not applicable, as no complaints relating to working conditions or health & safety were received during the reporting period; accordingly, no remarks are required.

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

   Yes, suitable training and development programs are imparted to all employees throughout their career to ensure their continued employability. Such trainings are also provided to employees before/at the ending of their career period.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100% on project site
Working Conditions	100% on project site

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

   There were no significant risks / concerns arising from the assessments. Company undertakes construction supervision activities at project/ client site. Corrective actions on health and safety working conditions are governed by contract provisions. Compliance for the same is assessed by designated project engineer/ incharge.

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

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

   RITES has a wide range of stakeholders to effectively recognize their requirements and expectations. Based on its experience, the management of the company through its various activities identify the entities who are affected by our activity or entities affecting our business.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes /No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half Yearly/ Quarterly/ others-please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Annual General Meeting, email, social media, press release	Annual, Quarterly, Regular	Providing guidance on future prospects of the company and Understanding Shareholders expectations
Investors and Analysts	No	Investor Meet, Analyst Meet, email, Exhibitions, social media, press release	Annual, Quarterly, Regular	Engagement with investors to brief on financial performance of the company and clarifying on their observations, providing guidance to the investors during the meeting
Customers/ Clients	No	Personal Meetings and virtual communications, social media, email, website, SMS, Advertisement, Exhibitions, press release	Continuous	Understanding client requirement and feedback and creating awareness about varied service profiles/ segments

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes /No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half Yearly/ Quarterly/ others-please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	ESS Portal, Management Communication, Periodic employees meet, email, Video Conferences, one-on-one counselling, social media, press release	Continuous	Employee engagement, Career Management, Employee feedbacks, suggestions, reviews and grievance redressal
Vendor/ Contractor	Yes	Vendor Meet, email, calls, vendor events, social media, press release	Continuous	Feedback, suggestions, reviews, grievance redressal, knowledge upgradations regarding sustainable sourcing.
Communities	Yes	CSR activities, social media, Site visits, press release	Continuous	Sustainable Development
Regulators	No	Filings, Conferences, Seminars, Surveys, Website, social media	Continuous	Ensure Compliance and providing inputs for policy development to various authorities

Leadership Indicators

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

   RITES endeavours to understand the stakeholder expectations through a structured engagement process and communication strategy and leverages this understanding for their betterment.

   Meetings/interactions are held on regular basis with regulators, shareholders, media. Corporate financial and business plans/initiatives are shared as per company norms.

   Regular interaction is also made with employees/families on various occasions such as company's annual day/ festival celebrations, sports activities, get together at PUs/project sites, medical health camps, recognition/award to their children for excellence in academics, superannuation of employees etc.

   Interaction with communities and civil society is made under various CSR initiatives and during project initiation & during survey/study under rehabilitation program etc.

   Interaction is made with value chain partners/customers as part of the regular project meetings, client meets, discussion on project report/ presentations etc.

   Salient points during such interactions are brought to the notice of Board through Policy changes/ discussions, etc.

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

   Yes, based on the inputs provided by stakeholders in meetings and various forums, Social policies are being framed and reviewed on its merits by the company from time to time.

   Interactions with stakeholders also cover Consultation for ES (Environment and Social) matters. Their suggestions on these issues are incorporated in various corporate policies, programmes, strategy etc. on its merits.

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

   RITES frequently engages with vulnerable and marginalized stakeholder groups. The company also endeavours to focus on aspirational districts for its CSR initiatives.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

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

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees /workers covered (D)	% (D / C)
Employees						
Permanent	1765	1093	61.93	1755	126	7.18
Other permanent than	1270	82	6.46	959	47	4.9
Total Employees	**3035**	**1175**	**38.71**	**2714**	**173**	**6.37**
Workers						
Permanent	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Other permanent than	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Total Workers	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**	**N.A.[4]**

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

Category	FY 2025-26 Current Financial Year					FY 2024-25 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	1765	Nil	N.A.	1765	100	1755	Nil	N.A.	1755	100
Male	1583	Nil	N.A.	1583	100	1576	Nil	N.A.	1576	100
Female	182	Nil	N.A.	182	100	179	Nil	N.A.	179	100
Other Permanent than	1270	Nil	N.A.	1270	100	959	Nil	N.A.	959	100
Male	1218	Nil	N.A.	1218	100	910	Nil	N.A.	910	100
Female	52	Nil	N.A.	52	100	49	Nil	N.A.	49	100
Workers										
Permanent	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Male	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Female	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Other Permanent than	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Male	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]
Female	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]

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

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	4	₹ 76,83,338	-	N.A.
Key Managerial Personnel	5	₹74,70,370	-	N.A.
Employees other than BoD and KMP	2796	₹12,75,444	234	₹14,226,97
Workers	N.A.[4]	N.A.[4]	N.A.[4]	N.A.[4]

Notes:

1) In FY2024-25, comparable median remuneration for employees other than BoD & KMP for 2348 male and 223 female employees were ₹15,50,789 and ₹15,81,533 respectively.
2) Directors/KMPs to whom remuneration has been given only for part of the year have not been considered for computing Median Remuneration.

3. b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
Gross wages paid to Female employees as % of total wages	8.49%	8.72%

Note: The disclosure for FY 2024-25 has been recomputed to cover all employees.

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

Yes, all the issues related to Human Rights are addressed to Chief People Officer.

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

All the grievances related to human rights can be lodged at https://www.rites.com/GrievanceComplaints

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

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	N.A.[14]	Nil	Nil	N.A.[14]
Discrimination at workplace	Nil	Nil	N.A.[14]	Nil	Nil	N.A.[14]
Child Labour	Nil	Nil	N.A.[14]	Nil	Nil	N.A.[14]
Forced Labour/ Involuntary Labour	Nil	Nil	N.A.[14]	Nil	Nil	N.A.[14]
Wages	Nil	Nil	N.A.[14]	Nil	Nil	N.A.[14]
Other human rights related issues	Nil	Nil	N.A.[14]	Nil	Nil	N.A.[14]

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

	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

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

All the complainants reporting discrimination and harassment issues are reassured that any retaliation will be dealt with sensitively and will be subject to disciplinary action. Complaint mechanism is confidential to avoid any adverse impact or retaliation towards the complainant.

9. Do human rights requirements form part of your business agreements and contracts?

Yes

[14]Not applicable, as no complaints relating to sexual harassment, discrimination, child labour, forced labour/involuntary labour, wages or other human rights issues were received during the reporting period; accordingly, no remarks are required.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	RITES internally monitors all its offices for assessments pertaining to these issues.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

There were no significant risks/concerns arising from human rights assessment.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

The business processes are primarily designed in compliance of government guidelines/directives which address all human rights issues.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Company encourages its employees/ vendors/ value chain partners to report any violation of human rights. Awareness programs are also held to disseminate information on human rights aspects. Scope and coverage of human rights due diligence is as per the extant guidelines issued by government from time to time.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	The contractual provisions facilitate assessment of value chain partners on these parameters.
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

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

There were no significant risks/concerns arising from human rights assessment.

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

Essential Indicators

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

Parameter	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
From Renewable Sources		
Total electricity consumption **(A)**	451.45 GJ	140.00 GJ
Total fuel consumption **(B)**	-	-
Energy consumption through other sources **(C)**	-	-
Total energy consumed from Renewable sources **(A+B+C)**	451.45 GJ	140.00 GJ
From Non-Renewable Sources		
Total electricity consumption **(D)**	13921.30 GJ	12949.14 GJ
Total fuel consumption **(E)**	1793.56 GJ	3309.80 GJ
Energy consumption through other sources **(F)**	-	-
Total energy consumed from Non-renewable sources (D+E+F)	**15714.86 GJ**	**16258.95 GJ**
Total energy consumed (A+B+C+D+E+F)	**16166.31 GJ**	**16398.90 GJ**
Energy intensity per rupee of turnover (Total energy consumed / Turnover)	7.14 Gj/₹Cr.	7.95 Gj/ ₹Cr.
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Turnover adjusted for PPP)	14.51 GJ/million $	16.43 GJ/million $
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

*The energy intensity data for the FY 2024-25 has been restated attributing to a modification in the methodology used for data collection and analysis and to confirm with SEBI Circular Dt. Dec 20, 2024 (industry Standards Note on BRSR Core). This change reflects a shift towards more accurate and comprehensive measurement practices, ensuring that the data we utilize is both reliable and relevant.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Sustainability Actions Private Limited

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Ground water	-	-
(iii) Third party water	26,181 KL	22,527 KL
(iv) Sea water / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	26,181 KL	22,527 KL
Total volume of water consumption (in kilolitres)	5236 KL	4505 KL
Water intensity per rupee of turnover (Water consumed / turnover)	2.31 KL/₹Cr.	2.19 KL/₹Cr.
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Turnover adjusted for PPP)	4.70 KL/million $	4.51 KL/million $
Water intensity in terms of physical output		-
Water intensity (optional) – the relevant metric may be selected by the entity		-

Note: The water intensity and water consumption data for the FY 2024-25 has been restated attributing to a modification in the methodology used for data collection and analysis. This change reflects a shift towards more accurate and comprehensive measurement practices, ensuring that the data we utilize is both reliable and relevant.

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Sustainability Actions Private Limited

4. Provide the following details related to water discharged:

Parameter	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment (Environmental water quality)		
(iii) To Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – (Primary and Secondary)	20945 KL	18,022 KL
Total water discharged (in kilolitres)	**20945 KL**	**18,022 KL**

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by and external agency? (Y/N) If yes, name of the external agency

Yes, Sustainability Actions Private Limited

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

No, However, RITES is using treated water from Sewerage Treatment Plant (STP) for horticulture, flush tanks and working towards Zero Liquid Discharge by implementing latest trend.

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

Parameter	Please specify unit	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Nox	kg	43.36	122.91
Sox	kg	4.60	9.31
Particulate matter (PM)	kg	5.91	19.08
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please Specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Sustainability Actions Private Limited

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

Parameter	Unit	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	125.48	230.26
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	2745.59	2615.00
Total Scope 1 and Scope 2 emissions per rupee of Turnover (Total Scope 1 and Scope 2 GHG emission / Turnover)		1.27 $MTCO_2e$/₹Cr.	1.38 $MTCO_2e$/₹Cr.
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Turnover adjusted for PPP)		2.58 $MTCO_2e$/ million $	2.85 $MTCO_2e$/ million $
Total Scope 1 and Scope 2 emission intensity in terms of physical output		N.A.[15]	N.A.[15]
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

*The scope 1 and scope 2 intensity data for the FY 2024-25 has been restated attributing to a modification in the methodology used for data collection and analysis. This change reflects a shift towards more accurate and comprehensive measurement practices, ensuring that the data we utilize is both reliable and relevant.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Sustainability Actions Private Limited has conducted reasonable assurance for BRSR Core matrices.

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

Yes, RITES has undertaken a few initiatives like setting-up of Solar Power Plants, Wind Power Plants and implementation of energy-efficiency measures besides suggesting/undertaking various energy conservation measures through energy efficiency studies and their implementation for various Clients, RITES Offices & various Zonal Railways in the country. All these steps have resulted into the conservation of energy to RITES as well as its clients through saving in electricity consumptions besides reduction in their carbon emissions. Further, REMC Limited (subsidiary company of RITES), has been actively working towards achieving the Net Zero Carbon Emission Goal of Indian Railways by 2030 in harnessing green energy through non-fossil fuel sources - renewable energy resources (mainly Solar & Wind).

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

Parameter	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	-	-
E-waste **(B)**	3.85 MT	2.90 MT
Bio-medical waste **(C)**		-
Construction and demolition waste **(D)**		-
Battery waste **(E)**	0.08 MT	0.21 MT
Radioactive waste **(F)**		-
Other Hazardous waste. Please specify, if any. **(G)**		-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	6.81 MT	0.35 MT
Total (A+B + C + D + E + F + G + H)	**10.74 MT**	**3.46 MT**
Waste intensity per rupee of turnover (Total waste generated/Turnover)	0.0047 MT/₹Cr.	0.0017 MT/₹Cr.
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Turnover adjusted for PPP)	0.0096 MT/million $	0.0035 MT/million $
Waste intensity in terms of physical output		
Waste intensity (optional) The relevant metric may be selected by the entity		

[15]Not applicable, as the Company is primarily engaged in consultancy, engineering and project management services and does not have any physical production output. Accordingly, emission intensity in terms of physical output is not applicable.

Parameter	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	9.12MT	3.46MT
(ii) Re-used		
(iii) Other recovery operations		
Total	**9.12MT**	**3.46MT**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration		
(ii) Landfilling		
(iii) Other disposal operations	1.62MT	
Total	**1.62MT**	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Sustainability Actions Private Limited

Note: The increase in Non-hazardous waste generated during the FY 2025-26 is primarily attributable to comprehensive inclusions.

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

RITES being a consultancy organization, there is no major waste generation in the business process. E-waste/ scarp are disposed through authorized /registered re-cycle vendors. RITES does not use hazardous and toxic chemicals in day to day use. RITES is also providing project management consultant (PMC) services in the area of waste management.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format: No

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	N.A.[16]	N.A.[16]	N.A.[16]

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

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
N.A.[17]	N.A.[17]	N.A.[17]	N.A.[17]	N.A.[17]	N.A.[17]

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format: Yes, the entity is compliant with the applicable environmental laws and regulations in India, including the Water (Prevention and Control of Pollution) Act, the Air (Prevention and Control of Pollution) Act, the Environment Protection Act, and the associated rules.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	N.A.[18]	N.A.[18]	N.A.[18]	N.A.[18]

[16]Not applicable, as the Company does not have any operations or offices located in or around ecologically sensitive areas where environmental approvals or clearances are required.

[17]Not applicable – we have no EIA notification. RITES undertakes EIA studies for various projects of its clients. However, need based Environmental impact assessments are done for various infrastructure projects undertaken by company for itself

[18]Not applicable, as the Company is compliant with the applicable environmental laws, regulations and guidelines during the reporting period; accordingly, there were no instances of non-compliance requiring disclosure.

Leadership Indicators

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

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

   (i) Name of the area

   (ii) Nature of operations

   (iii) Water withdrawal, consumption and discharge

   N.A. [19]

2. Please provide details of total Scope 3 emissions & its intensity.

   The Company is currently in the process of developing a system for the computation and reporting of Scope 3 emissions and their intensity.

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

   N.A.[20]

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	Usage of renewable energy	Operationalization of 130KWp solar panels on rooftop at the RITES' office building in Kolkata. RITES already has solar panels installed at its offices in Gurugram (Shikhar & Srijan) and Rest House at Gurugram. RITES through its subsidiary company REMC Limited owns a wind power plants of 26 MW in Rajasthan.	Reduced impact due to emissions
2.	Round the Clock (RTC) renewable energy	REMC Limited (Subsidairy of RITES) has tied-up of 2,600 MW of renewable energy for Indian Railways under innovative RTC mode, ensuring uninterrupted 24x7 green power supply, making it one of the first in the country to adopt such a model.	Increased usage of renewable energy, resulting in improved resource efficiency
3.	Usage of environment friendly energy resource for mass transportation of goods and passengers	RITES (through its subsidiary REMC Limited), has been actively working towards achieving the Net Zero Carbon Emission Goal of Indian Railways by 2030 by harnessing green energy through non fossil fuel energy resources.	Reduction in GHG emissions

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

   Yes, The plan is a comprehensive framework designed to mitigate and effectively respond to various emergencies and disasters that may occur and aim to safeguard the lives of employees, protect company assets, and ensure the business continuity in the face of adverse situations.

   For business continuity and security of data, RITES has also implemented/maintained Disaster Recovery site. RITES adheres to Information Security Management System (ISMS) standard in accordance with the requirements specified by ISO 27001:2013 standard.

   Risk assessment is done to identify potential hazards such as fires, natural disasters, chemical spills, medical emergencies, or security breaches. Based on the evaluation, the plan outlines specific response protocols https://www.rites.com/Upload/MediaGallery/PDF/3/Policy_Framework_on_Cyber_Security_pdf-2023-Jun-23-17-3-9.pdf

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

   Nil. No significant adverse impact was made to the environment.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

   100% at project sites

8. How many Green Credits have been generated or procured:
   a. By the listed entity
   b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners

   The Company has not generated or procured any Green Credits during the reporting period.

   The Company is currently in the process of developing a system for the collation and assessment of data relating to Green Credits generated or procured by its value chain partners.

[19]Not applicable, as the Company does not own or operate any manufacturing facilities or plants located in water-stressed areas.

[20]Not applicable, as the Company does not have any operations or offices located in or around ecologically sensitive areas; accordingly, there are no significant impacts on biodiversity requiring disclosure.

PRINCIPLE 7

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

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations: 10

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

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
2	Confederation of Indian Industries (CII)	National
3	TIC Council	International
4	Engineering Export Promotion Council (EEPC), Ministry of Commerce, Govt. of India	National
5	Consulting Engineers Association of India (CEAI)	National
6	ICC India (ICC)	National
7	Institute of Directors	National
8	Institute of Permanent Way Engineers (IPWE)	National
9	Indian Institute of Bridge Engineers	National
10	Project Management Association	National

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

Name of authority	Brief of the case	Corrective action taken
There has been no anti-competitive conduct by the company and there are no adverse orders received from any regulators in this regard.		

Not Applicable[21]

Leadership Indicators

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

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/ No)	Frequency of Review by Board (Annually/ Half Yearly/ Quarterly/ Others- please specify)	Web Link, if available
N.A.[22]	Nil	N.A.[22]	N.A.[22]	N.A.[22]	N.A.[22]

RITES' contribution in these matters is by means of advisory to its clients for public policies i.e. through projects awarded by regulated authority and inputs provided for policy framework to various regulatory authorities

[21]Not applicable, as there were no instances of anti-competitive conduct or adverse orders from any regulatory authority during the reporting period; accordingly, no corrective action was required.

[22]Not applicable, as the Company did not advocate any public policy positions during the reporting period; accordingly, the related disclosures are not applicable

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

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

Name and bried details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Nil	N.A.[23]	N.A.[23]	N.A.[23]	N.A.[23]	N.A.[23]

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

   As part of our consultancy services to various clients for development of infrastructure projects, RITES provides plans for Rehabilitation and Resettlement (R&R) for affected families/ communities, if any.

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

   Public grievances are handled through CPGRAM PG Portal and CPGRAM Appeal Portal.

   Further, complaints can also be made at the RITES website:

   https://www.rites.com/Complaint

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

   As a consultancy organization operating in the design, engineering, and project management sectors for transport and infrastructure, RITES does not heavily rely on sourcing raw input materials.

   However, we prioritize sourcing from MSMEs and local suppliers in accordance with government guidelines. Additionally, we encourage our subcontractors and subsuppliers to do the same through provisions in our tender documents and contracts. Our Preferential Procurement Policy further supports this initiative. The policy can be accessed from : https://www.rites.com/Upload/MediaGallery/PDF/3/Preferential_procurement_policy_framework_pdf-2023-Jun-23-17-3-48.pdf

	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
Directly sourced from MSMEs/ small producers	33.76%#	29.61%#
Directly from within India	100%	100%

#Includes percentage of inputs directly sourced from MSEs : 32.66% & 26.78% respectively for FY 2025-26 and FY 2024-25

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

Location	FY 2025-26 Current Financial Year	FY 2024-25 Previous Financial Year
Rural	1.24%	1.15%
Semi-urban	0.85%	1.18%
Urban	37.56%	36.87%
Metropolitan	60.36%	60.79%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban /metropolitan)

Note: The disclosure for FY 2024-25 has been restated attributing to modification in methodology used for data classification for better presentation in alignment with RBI Classification system.

[23]Not applicable – we have no SIA notification. RITES undertakes SIA studies for various projects of its clients. However, need based social impact assessments are done for various infrastructure projects undertaken by company for itself.

Leadership Indicators

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

Details of negative social impact identified	Corrective action taken
Not Applicable[24]	Not Applicable

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

S. No.	State	Aspirational District	Amount spent (In INR) (₹ Lacs) (including 5% Admin Overheads)
1.	Assam	Barpeta	14.96
2.	Haryana	Nuh	90.99
		Total	**105.95**

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes/No)
Yes, https://www.rites.com/Upload/MediaGallery/PDF/3/Preferential_procurement_policy_framework_pdf-2023-Jun-23-17-3-48.pdf

(b) From which marginalized /vulnerable groups do you procure?
Being a CPSE, the company follows the extant government guidelines for procurement from marginalized/vulnerable groups.

(c) What percentage of total procurement (by value) does it constitute?
33.76%

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: Nil

RITES handles design projects/works on behalf of its clients for various engineering disciplines.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

No adverse order has been passed against the company.

6. Details of beneficiaries of CSR Projects:

Company conducts CSR in the areas of eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation, making available safe drinking water, promoting education, promoting gender equality, empowering women, setting up homes and hostels for women and orphans, nursing environmental sustainability, ecological balance for the benefit of public at large. (For more details including beneficiaries refer Annexure- II of Board's Report.)

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Financial support for running "Jan Arogyam" Community Healthcare Programme in Khora, District Ghaziabad, Uttar Pradesh for a period of 6 months from April '25 to September '25	7,000	100
2	Financial support for running "Jan Arogayam" Community Healthcare Programme in Village Chhapera, District Nuh, Haryana for a period of 6 months from April '25 to September '25	8,000	100

[24]Not applicable, as no negative social impacts requiring corrective action were identified through the Social Impact Assessment during the reporting period.

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
3	Financial support for running "Jan Arogayam" Community Healthcare Programme in Village Hilalpur, District Nuh, Haryana for a period of 6 months from April '25 to September '25	12,000	100
4	Financial assistance for running a Health Clinic in District Nuh, Haryana	1,000	100
5	Financial assistance for running of Health Camps in District Tumkuru, Karnataka	2,000	100
6	Financial assistance for conducting mega health camps in various Aspirational districts of Uttar Pradesh	3,000	100
7	Financial assistance for Community Health Check-up and Preventive Care Camps in Barpeta District, Assam	2,000	100

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Any concerns related to the products/ services by any of our consumers are registered, reviewed and resolved through concerned desk and monitored for satisfactory redressal through CPGRAM PG Portal, CPGRAM Appeal Portal and through email. An MIS is also generated for records and corrective action, if any. The Company interacts on regular basis with its B2B customers with respect to timely delivery of quality parameters within the project milestones. A grievance redressal policy is already in place and can be accessed from :

https://www.rites.com/Upload/MediaGallery/PDF/3/Grievance_Redressal_Policy_pdf-2023-Jun-23-17-1-33.pdf

As per standard practices followed by the company, a Project Coordinator is assigned in each process for addressing all consumer related issues.

As part of ISO, client feedback is also assessed for delivery of satisfactory services.

https://ritesinsp.com/RBS/Client_Feedback_Form.aspx

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a % to total turnover
Environmental and social parameters relevant to the product	100*
Safe and responsible usage	100*
Recycling and/or safe disposal	100*

*100% of applicable products and services

3. Number of consumer complaints in respect of the following:

	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	N.A.[25]	N.A.[25]	Nil	N.A.[25]	N.A.[25]
Advertising	Nil	N.A.[25]	N.A.[25]	Nil	N.A.[25]	N.A.[25]
Cyber-security	Nil	N.A.[25]	N.A.[25]	Nil	N.A.[25]	N.A.[25]
Delivery of essential Services	N.A.[26]	N.A.[26]	N.A.[26]	N.A.[26]	N.A.[26]	N.A.[26]
Restrictive Trade Practices	Nil	N.A.[25]	N.A.[25]	Nil	N.A.[25]	N.A.[25]
Unfair Trade Practices	Nil	N.A.[25]	N.A.[25]	Nil	N.A.[25]	N.A.[25]
Other	Nil	N.A.[25]	N.A.[25]	Nil	N.A.[25]	N.A.[25]

[25]Not applicable, as no complaints were received during the reporting period; accordingly, no remarks are required.

[26]Not applicable, as the Company is not engaged in the provision of essential services for the purpose of this disclosure.

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	N.A.[27]
Forced recalls	Nil	N.A.[27]

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.
   Yes
   https://www.rites.com/Upload/MediaGallery/PDF/3/Policy_Framework_on_Cyber_Security_pdf-2023-Jun-23-17-3-9.pdf
   https://www.rites.com/Public/Theme1/assets/pdf/Rites_ISMS_Manual.pdf

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.
   No such incident warranting corrective action occurred during the financial year.

7. Provide the following information relating to data breaches:
   a. Number of instances of data breaches: Nil
   b. Percentage of data breaches involving personally identifiable information of customers : Nil
   c. Impact, if any, of the data breaches: N.A.[28]

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).
   https://www.rites.com/
   www.facebook.com/officialritesltd
   https://x.com/RITESLIMITED
   https://www.instagram.com/accounts/login/?next=/ritesltdindia/
   https://www.linkedin.com/in/rites-ltd-990ab4155/

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

   RITES provides services to their clients who in turn provide services to end consumers. The reports/ output provided by RITES covers aspects to educate clients as well as end users for safe and responsible usage. RITES provides detailed user manual covering safety aspects to educate client as well as users.

   Our consultancy reports also cover safety aspects, as RITES does not have any major products and/or services that can entail safety issues or usage abuse. However, for our product, rolling stock, spares etc. we provide a manual having detailed hand holding training to educate the consumers about safe and responsible usage.

[27]Not applicable, as no product recalls were undertaken during the reporting period; accordingly, no reasons for recall are required to be disclosed.

[28]Not applicable, as no instances of data breaches were reported during the reporting period; accordingly, there was no impact requiring disclosure.

3. Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.

   Since RITES is engaged in design, engineering consultancy and project management for the transport and infrastructure sector, the company is not directly engaged in provision of essential services. However, as part of our PMC services for commissioning of infrastructure projects of our clients, disruption of services is managed and minimized through meticulous planning.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

   Yes, the company is not a producer of any product and is engaged in design, engineering consultancy and project management for the integrated solutions in transport and Infrastructure development. However, the only product of the company supplied is rolling stock and spares etc, which displays elaborate information for its safe operation and usage.

5. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

   Yes, as a part of quality management system, regular feedback from clients is taken on various parameters and the clients satisfaction index is measured and reviewed by top level management and discussed during the corporate management review for corrective action, if any. For the Financial Year 2025-26, the average Customer Satisfaction Index (CSI) is calculated as 97.48%.

Note- As per the communications of the stock exchanges, the XBRL filing of BRSR is presented alongwith the Annual Report. Some answers in the XBRL filing will be zero/No/100% in place of NA/ Blank in this report to maintain the intent of this report.

FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S REPORT

To
The Members of RITES Limited

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **RITES Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, notes to the Standalone Financial Statements including a summary of the material accounting policies and other explanatory information which includes thirteen (13) Joint Operations (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other information of the joint operations, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit including other comprehensive income, statement of changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to note no. 58(a) to the Standalone Financial Statements wherein it is mentioned that the Financials Statements of one of the Jointly controlled entity namely Indian Railway Stations Development Corporation Limited (IRSDC) have been prepared on liquidation basis and stating that the company does not perceive any impairment at present in the value of investments held by the company in IRSDC.

We draw your attention to note no. 58(p) to the Standalone Financial Statements wherein it is mentioned that company has made investment in one of the associate entity MMG- Metro Management Group Ltd, incorporated in Israel, which was under dissolution and the investment is fully provided for as of 31 March 2026. Subsequent to the reporting date, the said entity has been struck off on 11 April 2026. This event does not have any financial impact on the financial statements for the year ended 31 March 2026.

Our opinion is not modified in respect of above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in respect of Ind AS 115 "Revenue from Contracts with Customers" (revenue accounting standard).** The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized at a point in time or over time.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of internal controls relating to implementation of the revenue accounting standard. • Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation and inspection of evidence in respect of operation of these controls.

Sr. No.	Key Audit Matter	Auditor's Response
	Additionally, revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. Refer Notes 1.2.1 and Note 52 to the Standalone Financial Statements.	Selected a sample of contracts and performed the following procedures: • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
2	**Assessment of Contingent Liabilities** The Company is subject to a number of legal, regulatory, arbitration and tax cases for which final outcome cannot be easily predicted and which could potentially result in liabilities. The assessment of whether a liability is recognised as a provision or disclosed as a contingent liability in the financial statements is inherently subjective and requires significant management judgement in determination of the cash outflows from the business, interpretation of applicable laws and regulations, and careful examination of pending assessments at various levels of regulatory authorities. We identified this as a key audit matter because the estimates on which these amounts are based involve a significant degree of management judgement in interpreting the cases and it may be subject to management estimate. (Refer Note no. 1.18 and Note no. 47 to the Standalone Financial Statements).	We have adopted the following audit procedures: • Understood and tested the design and operating effectiveness of controls as established by the management for obtaining all relevant information for pending litigation cases. • Discussed with the management any material developments and latest status of legal matters at the corporate office. • Read various correspondences and related documents pertaining to litigation cases and performed substantive procedures on calculations supporting the disclosure of contingent liabilities Assessed the adequacy and completeness of disclosures. Based on the above procedure performed, the estimations and disclosure of contingent liabilities are adequate and reasonable.

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of our audit report.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in Equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risk, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Other Matters

(i) The Standalone Financial Statements include company's share of total assets of ₹ 29.68 crores as at March 31, 2026 and company's share of total revenue of ₹ 90.02 crores and share of net profit/(loss) after tax of ₹ (0.05 crores) for the year ended March 31, 2026, in respect of Thirteen (13) Joint Operations, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the Standalone Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these joint operations, are based solely on the reports of such other auditors.

(ii) The Company has only Two Independent Directors on its Board as on the date of this report, which is not in compliance with the requirements of Section 149(4) read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, which mandates that every listed public company shall have at least one-third of the total number of directors as independent directors.

(iii) The Company does not have a woman director on its Board, which is not in compliance with the provisions of Section 149(1) of the Companies Act, 2013, read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, which mandates the appointment of at least one woman director on the Board of every listed company.

(iv) The Standalone financial Statements for the year ended 31st March, 2025 were audited by the predecessor statutory auditor of the Company.

Our opinion on the Standalone Financial Statements is not modified in respect of above matters with respect to our reliance on the work done by and the reports of the other auditors and the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure I**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. In terms of sub section (5) of section 143 of the Act, we give in the "**Annexure II**" a statement on the directions issued under the aforesaid section by the Comptroller and Auditor General of India.

3. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (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 Standalone Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   (e) In view of exemption given vide notification no. G.S.R. 463(E) dated 5th June, 2015, issued by Ministry of Corporate Affairs, provisions of Section 164(2) of the Act regarding disqualifications of Directors, are not applicable to the Company;

   (f) With respect to the adequacy of the internal financial controls with reference to the Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure III**";

   (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, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 47(c)(i) to the Standalone Financial Statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There has been no delay in transferring the amount required to be transferred to the Investor Education and Protection Fund by the company as per Section 125(1) and Section 124 of the Companies Act, 2013 and rules made thereunder.

      iv. (a) The management has represented that, to the best of its knowledge and belief as disclosed in Note no 58(m) to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      (b) The management has represented, that, to the best of its knowledge and belief, as disclosed in note no 58(n) to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest, in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

      v. As stated in notes no. 21 and 55(a) to the Standalone Financial Statements

      (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

      (b) The interim dividends declared and paid by the Company during the year and until the date of this report are in accordance with Section 123 of the Act, as applicable.

(c) The Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. In our opinion and to the best of our information and according to the explanations given to us, provisions of Section 197 of the Act are not applicable to the Company with respect to the managerial remuneration paid/provided during the year ended March 31, 2026.

vii. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For S.R. Goyal & Co.,
Chartered Accountants
Firm Registration No.: 001537C

Ajay Kumar Atolia
Partner
M. No.: 077201
UDIN : 26077201OFEQFE6036

Place : Gurugram
Date : 19th May, 2026

Annexure I to the Independent Auditor's Report

(Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

(i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;

B. The Company has maintained proper records showing full particulars of intangible assets;

(b) The Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. Pursuant to the program, items of Property, Plant and Equipment were physically verified by the management during the year. According to information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of examination of title deeds / sale deeds / transfer deeds / conveyance deeds / possession letters / allotment letters and other relevant records evidencing title/ possession provided, we report that the title deeds of the immovable properties are held in the name of the Company as at the balance sheet date except for below cases as mentioned in note 58(g) to the Financial Statements:

(i) Lying under the head Property Plant and Equipment (Refer Note 2 of the Standalone Financial Statements)

No.	Description of Property	Gross Carrying Value 31.03.2026 (₹ In crore)	Held in the name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company also indicate if in dispute
1.	Plot of land at Gomati Nagar Extension, Lucknow	4.22	Lucknow Development Authority	No	Since 27.06.2019	Registration is pending due to litigation on payment of stamp duty.

(ii) Lying under the head Right of Use asset (Refer Note 4 of the Standalone Financial Statements)

Sr. No.	Description of Property	Gross Carrying Value 31.03.2026 (₹ In crore)	Held in the name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company also indicate if in dispute
1.	Office Building at Central Metro Railway Building 56, C.R. Avenue, Kolkata-12	1.32	Indian Railway	Yes	Since 12.01.2000	This property was on long term lease for 30 years; while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
2.	Testing Laboratory at 52A & 52B, C.R. Avenue, Kolkata-12	0.46	Indian Railway	Yes	Since June, 2000	This property was on long term lease for 30 years; while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
3.	Office Building at DLF Cyber City, Bhubaneswar	5.43	DLF	No	Since 29.03.2017	Lease deed being pursued.
4.	House No-Belur Shed No. 14, JL No.15, PS-Bally, Dist Howrah, Plot No. 2206 at Liluah	0.00*	Indian Railway	Yes	From 03.03.1984	This property was on long term lease for 25 years; while depositing the initial amount with Eastern Railway, RITES had written the execution of deed but no response was received from other side.

*Gross value at ₹ 1/- (Rupees One only).

(d) According to the information and explanations given to us and on the basis of examination our of records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year

(e) According to the information and explanations given to us, there are no proceedings initiated during the year or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) As per the information and explanations given to us, physical verification of Inventory has been carried out by the Management at reasonable intervals during the year. No discrepancies were noticed on such physical verification of inventory between the physical stock and the book records. In our opinion and as per information and explanations given to us, coverage and procedure of such verification by the management is appropriate.

(b) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets at any point of time during the year and hence reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) (a) According to the information and explanations given to us and based on examination of records of the Company, during the year the Company has provided loans, advances in the nature of loans, guarantee and provided security as follows:

(₹ in crore)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	
- Employee loan	-	-	5.76	-
Balance outstanding as at balance sheet date in respect of above cases				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Employee loan	-	-	23.66	-

(b) In our opinion, the investments made and the terms and conditions of the grant of all loans and advances in the nature of loans to parties, are prima facie not prejudicial to the Company's interest.

(c) In respect of loans granted to employees, the schedule of repayment of principal and payment of interest has been stipulated and the repayment of principal amounts and receipts of interest has been regular as per stipulation except as disclosed in sub clause (d) of clause (iii) as below.

(d) There are no amounts which are overdue for more than ninety days in respect of above-mentioned loans granted except in three cases for ₹ 0.06 crore overdue for more than 90 days, for which reasonable steps have been taken by the Company for recovery of principal and interest.

(e) There are no loans granted which has fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) The Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment to during the year.

(iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loans or provided any guarantees or securities to parties which are covered under section 185 of the Act. The Company has complied with the provisions of section 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits or deemed deposits from the public within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the requirement to report on clause 3 (v) of the Order is not applicable to the Company.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of products sold and services rendered by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our verification of records of the Company during the year, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, statutory dues referred to in clause vii(a) above which have not been deposited on account of any dispute are as under:

Name of the statute	Nature of Dues	Period to which it pertains	Forum where dispute is pending	Amount Involved (₹ in crores)	Amount Paid Under Protest (₹ in crores)
Income Tax Act 1961	Income Tax	A.Y. 2009-10	Hon'ble High Court of Delhi	2.21	-
Income Tax Act 1961	Income Tax	A.Y. 2012-13	Hon'ble High Court of Delhi	2.31	-
Income Tax Act 1961	Income Tax	A.Y. 2016-17	CIT(A)	2.18	2.18
Income Tax Act 1961	Income Tax	A.Y. 2017-18	CIT(A)	3.03	3.03
Income Tax Act 1961	Income Tax	A.Y. 2020-21	CIT(A)	1.45	1.45
Income Tax Act 1961	Income Tax	A.Y. 2021-22	CIT(A)	0.30	0.30
APVAT	Arrears of Sales Tax	01.04.2014 to 30.11.2015	APVAT Appellate Tribunal, Visakhapatnam	0.71	0.71
West Bengal VAT	Value Added Tax	01.04.2015 to 31.03.2016	President, WBST Appellate-Revisional Board, Kolkata	0.45	0.20
West Bengal VAT	Value Added Tax	01.04.2016 to 31.03.2017	President, WBST Appellate-Revisional Board, Kolkata	0.42	0.06
Finance Act, 1994	Service Tax Penalty	01.09.2012 to 31.12.2016	Customs, Excise and Service Tax Appellate Tribunal, Chandigarh	0.41	0.04
				0.41	0.00
Service Tax	Service Tax Penalty	01.10.2012 to 06.07.2016	Customs, Excise and Service Tax Appellate Tribunal, Chandigarh	3.64	0.27
				3.64	0.00
GST(Haryana)	Goods and Service Tax Penalty	01.07.2017-31.03.2018	Central Goods and Service Tax Appellate Haryana	0.37	0.04
				0.51	0.00
GST Act 2017	Goods and Service Tax Penalty	01.07.2017-31.03.2018	Central Goods and Service Tax Appellate Haryana	0.18	0.00
				0.18	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2018 to 31.03.2019	CGST(A), Jodhpur, Rajasthan	0.07	0.01
				0.01	0.00
GST Act 2017	Goods and Service Tax	01.04.2019 to 31.03.2020	CGST(A), Jodhpur, Rajasthan	1.45	0.14
GST Act 2017	Goods and Service Tax Penalty	01.04.2020 to 31.03.2021	Pending for appeal before GSTAT, Rajasthan	0.48	0.00
				0.05	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2019 to 31.03.2020	Pending for appeal before GSTAT, UP	0.40	0.04
				0.04	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2020 to 31.03.2021	SGST(A), Lucknow, UP	0.98	0.10
				0.10	0.00
GST Act 2017	Goods and Service Tax	01.04.2021 to 31.03.2022	Pending for appeal before SGST(A), Lucknow UP	0.03	0.00
				0	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2018 to 31.03.2019	Pending for appeal before GSTAT,West Bengal	0.55	0.06
				0.06	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2019 to 31.03.2020	SGST(A), Ahmedabad, Gujarat	19.3	1.93
				1.93	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2020 to 31.03.2021	SGST(A), Ahmedabad, Gujarat	3.79	0.38
				0.38	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2017 to 31.03.2018	CGST(A), Bhubaneswar, Orissa	0.16	0.02
				0.16	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2018 to 31.03.2019	CGST(A), Delhi	0.24	0.02
				0.24	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2019 to 31.03.2020	CGST(A), Delhi	4.28	0.43
				4.28	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2020 to 31.03.2021	CGST(A), Delhi	0.02	0.00
				0.02	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2021 to 31.03.2022	CGST(A), Delhi	3.83	0.38
				3.83	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2022 to 31.03.2023	CGST(A), Delhi	5.67	0.57
				5.67	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2021 to 31.03.2022	CGST(A), Vishakhapatnam, Andhra Pradesh	0.54	0.05
				0.05	0.00
GST Act 2017	Goods and Service Tax Penalty	01.04.2021 to 31.03.2022	CGST(A), Chennai, Tamilnadu	0.06	0.01
				0.01	0.00

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961

(ix) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not obtained any loans or other borrowings, hence the requirement to report on clause 3 (ix) (a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not obtained any term loan during the year. Accordingly, the requirement to report on clause 3 (ix) (c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, we report that the Company has not raised any funds during the year, hence the requirement to report on clause 3(ix)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint venture companies or associate companies, hence the requirement to report on clause 3 (ix) (e) of the Order is not applicable to the Company.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint venture companies or associate companies, hence the requirement to report on clause 3 (ix) (f) of the Order is not applicable to the Company.

(x) (a) In our opinion and according to the information and explanation given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the company has not raised funds by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaint received by the company during the year, while determining the nature, timing and extent of audit procedures.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the note no. 43 of the Standalone Financial Statements, as required under Indian Accounting Standards.

(xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued during the year and till the date of this report, for the period under audit have been considered by us, in determining the nature, timing and extent of our audit procedures.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with any of the directors or persons connected with him. Accordingly, the requirement to report on clause 3 (xv) of the Order is not applicable to the Company.

(xvi) According to the information and explanations given to us and based on our examination of the records of the Company,

(a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) The Company does not have any CIC.

Accordingly, clauses 3(xvi) (a), (b), (c) and (d) of the Order are not applicable.

(xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred cash losses either in the current financial year or in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, the requirement to report on Clause 3(xviii) is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in Note 58(h) to the Standalone Financial Statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund specified in Schedule VII to the Companies Act, in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the company has incurred expenditure under Corporate Social Responsibility as required by the provisions of Section 135 of the Act and the unspent amount of ₹ 4.02 Crores, as required has been transferred to the unspent CSR bank account as per the guidelines. (Refer Note 58(c)).

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For S.R. Goyal & Co.,
Chartered Accountants
Firm Registration No.: 001537C

Ajay Kumar Atolia
Partner
M. No.: 077201
UDIN : 26077201OFEQFE6036

Place : Gurugram
Date : 19th May, 2026

Annexure II to the Independent Auditor's Report

(Referred to in paragraph 2 under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

Report under Section 143 (5) of the Companies Act, 2013 in respect of RITES Limited on Standalone Financial Statements for the year ended March 31, 2026.

S. no	Directions	Auditor's Comments
1	Assess the fair valuation of all the investments, both quoted and unquoted, made directly by the Company or through Trusts, for Post retirement benefits of the employees. This includes verifying valuation methodologies, ensuring consistency with Ind AS and reviewing supporting documentation. The auditor shall provide a brief note on the valuation approach, its reasonability, and compliance with applicable regulations, reporting any material deviations or misstatements.	Based on the information and explanations given to us, the investment, made directly by the Company or through Trusts, for Post-retirement benefits of the employees have been valued appropriately in accordance with the applicable financial reporting framework and applicable regulations. The valuation approach and valuation methodologies applied by the company for these investments is appropriate.
2	Whether the company has a system in place to process all the accounting transaction through IT system? If yes, whether review of this system and controls that are significant to the Companies' financial reporting process as well as cyber security has been done by Information Security Auditing Organization empanelled by Cert-In at a minimum frequency of once in a year and material discrepancies found, if any, have been suitably reported? The implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications may also be reported.	Yes, the Company has an SAP-based IT system in place for processing of accounting transactions. Based on the audit procedures performed by us, reports of reviews conducted by specialists engaged by the management in respect to Web Application Security Certificate , Safe to Host Certificate for Cyber Security and use of MeitY's compliant Cloud Servers and Data Centre for storage, there are no material weakness in such IT systems and controls, which may result in material misstatement of the financial statements of the entity. Further, as per information and explanations given to us and during the course of our audit, we have not come across the any accounting transactions which were outside the IT system and have financial implications
3	Whether funds (grants/ subsidy etc.) received/ receivable for specific schemes from Central/State Government or its agencies were properly accounted for as per the applicable accounting standards or norms and whether the received funds were utilised as per its terms and conditions? Whether accounting of interest earned on grants received has been done as per terms and conditions of the Grant. List the cases of deviation.	Based on the information and explanations given to us, no funds (grants/ subsidy etc.) were received or are receivable for specific schemes from the Central/State government or its agencies during the year.
4	Whether the Company has identified the key Risk areas? If yes, whether the Company has formulated any Risk Management Policy to mitigate these risks? If yes, (a) whether the Risk Management Policy has been formulated considering global best practices? (b) whether the Company has identified its data assets and whether it has been valued appropriately?	Based on the information and explanations given to us, the company has identified the key risk areas and has formulated a risk management policy to mitigate these risks. The said policy has been duly approved by the Board of Directors. As informed by management, the policy has not been specifically benchmarked against any global framework; however, it incorporates principles considered appropriate to the company's operations and risk profile. Further, the company has not identified any data assets and consequently these have not been subject to valuation.

S. no	Directions	Auditor's Comments
5	Whether the Company is complying with the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations of SEBI, Department of Investment and Public Asset Management, Ministry of Corporate Affairs, Department of Public Enterprises, Reserve Bank of India, Telecom Regulatory Authority of India, CERT-IN, Ministry of Electronics and Information Technology and National Payments Corporation of India wherever applicable? If not, the cases of deviation may be highlighted.	Based on the information and explanations given to us, Compliance certificate issued by practicing Company Secretary appointed by company and audit procedures carried out by us, the company is materially complying with the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations of SEBI, Department of Investment and Public Asset Management, Ministry of Corporate Affairs, Department of Public Enterprises, Reserve Bank of India, Telecom Regulatory Authority of India, CERT-IN, Ministry of Electronics and Information Technology and National Payments Corporation of India wherever applicable. Except as mentioned below: (i) The number of Independent Directors on the Board was less than half of total strength of board as required under Regulation 17(1) of Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015. (ii) The Company does not have a woman director on its Board, as required under the provisions of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For S.R. Goyal & Co.,
Chartered Accountants
Firm Registration No.: 001537C

Ajay Kumar Atolia
Partner
M. No.: 077201
UDIN : 26077201OFEQFE6036

Place : Gurugram
Date : 19th May, 2026

Annexure III to the Independent Auditor's Report

(Referred to in paragraph 3(f) under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the Standalone Financial Statements of **RITES Limited** ("the Company") as at March 31, 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by The Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements, and both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to the Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and by other auditors in terms of their report referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls systems over financial reporting with reference to the Standalone Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to the Standalone Financial Statements

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to the Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to the Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to the Standalone Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to the Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at March 31, 2026, based on the internal control with reference to the Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to the Standalone Financial Statements in so far as it relates to the thirteen (13) Joint Operations, which are the entities incorporated in India, is based on the corresponding reports of the auditors of such entities incorporated in India. Our opinion is not modified in respect of this matter.

For S.R. Goyal & Co.,
Chartered Accountants
Firm Registration No.: 001537C

Ajay Kumar Atolia
Partner
M. No.: 077201
UDIN : 26077201OFEQFE6036

Place : Gurugram
Date : 19th May, 2026

STANDALONE BALANCE SHEET

as at 31st March, 2026

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Assets			
Non Current Assets			
Property, Plant and Equipment	2	415.23	419.25
Capital Work in Progress	3	87.82	47.58
Right of Use Assets	4	18.27	21.32
Investment Property	5	283.42	288.15
Intangible Assets	6	6.73	3.85
Intangible Assets Under Development	6.1	1.14	0.31
Financial Assets			
Investment	7.1	107.75	107.75
Loans	8	12.40	13.00
Other Financial Assets	9	314.09	72.34
Deferred Tax Assets (NET)	10	48.97	48.00
Other Non Current Assets	11	55.45	94.07
		1,351.27	1,115.62
Current Assets			
Inventories	12	34.60	78.08
Financial Assets			
Investments	7.2	-	20.00
Trade Receivables	13	922.73	729.72
Cash and Cash Equivalents-Owned Fund	14.1	88.05	41.11
Cash and Cash Equivalents-Clients Fund	15.1	460.98	622.51
Other Bank Balances-Owned Fund	14.2	717.20	818.97
Other Bank Balances-Clients Fund	15.2	1,588.21	1,812.93
Loans	16	4.94	5.25
Other Financial Assets	17	340.27	442.59
Current Tax Assets (NET)	18	16.72	87.83
Other Current Assets	19	163.27	122.86
		4,336.97	4,781.85
Assets Held for Sale	49	0.39	-
		0.39	-
Total Assets		5,688.63	5,897.47

STANDALONE BALANCE SHEET

as at 31st March, 2026

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Equity and Liabilities			
Equity			
Equity Share Capital	20.2	480.60	480.60
Other Equity	21	2,083.85	2,052.70
		2,564.45	2,533.30
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Lease Liabilities	53 (a)	4.90	6.59
Other Financial Liabilities	22	442.00	161.82
Provisions	23	10.12	9.25
Other Non Current Liabilities	24	9.96	3.20
		466.98	180.86
Current Liabilities			
Financial Liabilities			
Lease Liabilities	53 (a)	1.69	2.44
Trade Payables			
- Total Outstanding Dues of Micro Enterprises and Small Enterprises	25	117.75	76.99
- Total Outstanding Dues Other than Micro Enterprises and Small Enterprises	25	197.49	288.56
Other Financial Liabilities	26	1,989.22	2,434.46
Other Current Liabilities	27	294.91	339.70
Provisions	28	56.14	41.16
		2,657.20	3,183.31
Total Equity and Liabilities		5,688.63	5,897.47
Material Accounting Policies and Notes to Accounts form an integral part of Standalone Financial Statements	1-58	-	-

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even dated attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No.001537C

AJAY KUMAR ATOLIA
Partner
Membership No.077201
UDIN: 26077201OFEQFE6036

Place : Gurugram
Dated : 19.05.2026

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31st March, 2026

(₹ in crore)

Particulars	Note No.	Year Ended 31.03.2026	Year Ended 31.03.2025
Revenue from Operations	29	2,275.74	2,074.21
Other Income	30	150.14	147.85
Total Income		**2,425.88**	**2,222.06**
Expenses			
Employee Benefits Expenses	31	520.71	502.17
Travel		60.22	53.51
Supplies & Services	32	881.27	1,015.98
Purchases for Export		181.80	73.56
Changes in Inventories of Stock in Trade	33	43.17	(70.65)
Finance Costs	34	3.80	5.64
Depreciation & Amortisation Expense	35	56.80	52.94
Other Expenses	36	154.89	89.68
Total Expenses		**1,902.66**	**1,722.83**
Profit Before Tax		**523.22**	**499.23**
Tax Expenses			
- Current Tax	37	(123.53)	(108.46)
- Deferred Tax	38	0.97	(10.55)
Profit After Tax		**400.66**	**380.22**
Other Comprehensive Income			
Items that will not be Reclassified Subsequently to Profit & Loss			
- Remeasurements of the Defined Benefit Liability/Asset	40	10.36	2.48
- Income Tax		(2.61)	(0.62)
		7.75	**1.86**
Total Other Comprehensive Income (Net Of Tax)		**7.75**	**1.86**
Total Comprehensive Income for the Year		**408.41**	**382.08**
Earning per Share (Equity Share of ₹ 10/- Each) - **Basic**	45	8.34	7.91
Earning per Share (Equity Share of ₹ 10/- Each) - **Diluted**	45	8.34	7.91
Weighted Average Number of Equity Shares used in Computing Earning per Share		48,06,03,774	48,06,03,774

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even dated attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No.001537C

AJAY KUMAR ATOLIA
Partner
Membership No.077201
UDIN: 26077201OFEQFE6036

Place : Gurugram
Dated : 19.05.2026

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31st March, 2026

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Cash Flow from Operating Activities		
Net Profit Before Tax	523.22	499.23
Adjustments For:		
- Depreciation & Amortization	56.80	52.94
- Loss/(Profit) on Sale of Property, Plant and Equipment (NET)	(0.09)	(0.14)
- Interest Income	(65.01)	(60.01)
- Income from Investments	(49.58)	(48.19)
- Income from Investment Properties	(11.73)	-
- Liabilities Written Back	(0.96)	(7.46)
- Property, Plant and Equipment Written Off	0.01	0.02
- Unrealized (Gain)/Losses from Changes in Foreign Exchange Rate	(4.58)	2.99
- Reversal of Provision of Inventory (Net of Provision / Written Off)	-	(1.16)
- Provision and Impairment Expenses (NET)	20.15	(12.07)
- Finance Cost	3.80	5.64
Effect of Exchange Differences on Translation of Foreign Currency Cash & Cash Equivalents	(0.24)	0.05
Operating Profit Before Changes in Assets and Liabilities	**471.79**	**431.84**
Changes in Assets and Liabilities:		
Adjustments For (Increase)/Decrease in Operating Assets:		
- Inventories	41.16	(71.99)
- Trade Receivables	(199.49)	156.65
- Loans, Other Financial Assets and Other Assets	69.94	(171.61)
Adjustments For Increase/(Decrease) in Operating Liabilities:		
- Trade Payables	(50.43)	149.81
- Other Financial Liabilities, Other Liabilities And Provisions (Net of Client Funds)	(16.53)	199.67
Cash Generated from Operations	**316.44**	**694.37**
- Income Tax Paid	(80.27)	(136.41)
Net Cash from Operating Activities	**236.17**	**557.96**
Cash Flows from Investing Activities		
- Property, Plant and Equipment/ Investment Property/ Intangible Assets/ CWIP/ Capital Advance	(61.27)	(132.45)
- Proceeds from Sale of Property, Plant and Equipment	0.89	0.34
- Redemption of Bonds	20.00	-
- Fixed Deposits Placed with Bank	(1,025.88)	(872.68)
- Redemption of Fixed Deposits with Bank	1,128.02	709.00
- Interest Income	70.47	50.67
- Income from Investments	49.58	48.39
- Income from Investment Property	11.73	-
Net Cash from Investing Activities	**193.54**	**(196.73)**

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31st March, 2026

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Cash Flow from Financing Activities		
- Dividend Paid	(377.27)	(355.65)
- Dividend Distribution Tax Refund/ (Paid)	0.01	-
- Repayment of Lease Liabilities	(2.43)	(2.17)
- Finance Cost	(3.32)	(4.87)
Net Cash from Financing Activities	**(383.01)**	**(362.69)**
Net Cash Flow from Client Fund Activities	**(161.53)**	**14.21**
Effect of Exchange Differences on Translation of Foreign Currency Cash & Cash Equivalents	**0.24**	**(0.05)**
Net Increase/(Decrease) in Cash and Cash Equivalents	(114.59)	12.70
Cash and Cash Equivalents at the Beginning of the Year	663.62	650.92
Cash and Cash Equivalents at the End of the Year	**549.03**	**663.62**

RECONCILIATION OF CASH AND CASH EQUIVALENTS

(₹ in crore)

Particulars	NOTE NO.	Year Ended 31.03.2026	Year Ended 31.03.2025
Cash and Cash Equivalents	14.1 & 15.1	549.03	663.62
Cash and Cash Equivalents at the End of the Year		549.03	663.62
Components of Cash and Cash Equivalents (Refer Note No. 14.1 & 15.1)		**549.03**	**663.62**

NOTE:

1. Cash and Cash Equivalents consist of Cash and Bank balances including FDs having maturity within 3 months from the date of acquisition.
2. The above Statement of Cash Flows has been prepared under the Indirect method as set out in IND AS 7 Statement of Cash Flows notified u/s133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provision of the Act.
3. Figures in bracket indicate Cash outflow.
4. Refer note 58(c) w.r.t. amount spent on CSR activities.
5. The above statement of Cash Flows has been prepared including Cash flow on behalf of client activities. The opening and closing Cash and Cash Equivalents includes ₹ 622.51 crore and ₹ 460.98 crore respectively on behalf of Clients fund.

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even dated attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No.001537C

AJAY KUMAR ATOLIA
Partner
Membership No.077201
UDIN: 26077201OFEQFE6036

Place : Gurugram
Dated : 19.05.2026

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31st March, 2026

A. EQUITY SHARE CAPITAL

(₹ in crore)

Balance as at 01.04.2025	Changes in Equity Share Capital During the Year		Balance as at 31.03.2026
	Issue of Bonus Shares	Buy Back of Equity Shares	
480.60		-	480.60

(₹ in crore)

Balance as at 01.04.2024	Changes in Equity Share Capital During the Year		Balance as at 31.03.2025
	Issue of Bonus Shares	Buy Back of Equity Shares	
240.30	240.30	-	480.60

B. OTHER EQUITY

(₹ in crore)

Particulars	Reserve and Surplus			Total
	General Reserve	Retained Earnings	Capital Redemption Reserve	
Balance as at 01.04.2025	**1468.72**	**583.98**	**0.00**	**2052.70**
Profit for the Year	-	400.66	-	400.66
Other Comprehensive Income (OCI)	-	7.75	-	7.75
Issue of Bonus Shares	-	-	-	-
DDT Refund	-	0.01	-	0.01
Interim Dividends (2025-26)	-	(249.91)	-	(249.91)
Final Dividend (2024-25)	-	(127.36)	-	(127.36)
Balance at 31.03.2026	**1,468.72**	**615.13**	**-**	**2,083.85**
Interim Dividend Per Share for 2025-26 (₹)	5.20	Number of Shares Used in Computing Dividend Per Share		48,06,03,774
Final Dividend Per Share for 2024-25 (₹)	2.65	Number of Shares Used in Computing Dividend Per Share		48,06,03,774

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2026

(₹ in crore)

Particulars	Reserve and Surplus			Total
	General Reserve	Retained Earnings	Capital Redemption Reserve	
Balance as at 01.04.2024	**1,584.02**	**672.85**	**9.70**	**2,266.57**
Profit For The Year	-	380.22		380.22
Other Comprehensive Income (OCI)		1.86		1.86
Issue of Bonus Shares	(115.30)	(115.30)	(9.70)	(240.30)
Interim Dividends (2024-25)	-	(235.50)	-	(235.50)
Final Dividend (2023-24)	-	(120.15)		(120.15)
Balance at 31.03.2025	**1,468.72**	**583.98**	**-**	**2,052.70**
Interim Dividend per Share for 2024-25 (₹)	4.90	Number of Shares used in Computing Dividend per Share		48,06,03,774
Final Dividend per Share for 2023-24 (₹)	5.00	Number of Shares used in Computing Dividend per Share		24,03,01,887

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even dated attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No.001537C

AJAY KUMAR ATOLIA
Partner
Membership No.077201
UDIN: 26077201OFEQFE6036

Place : Gurugram
Dated : 19.05.2026

COMPANY OVERVIEW, MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS

Company Overview

RITES Ltd. is a multidisciplinary engineering and consultancy organization providing diversified and comprehensive array of services from concept to commissioning in all facets of transport infrastructure and related technologies. The major business engagements as consultants, engineers and project managers are in railways, highways, airports, ports, ropeways, urban transport and inland waterways in India and abroad. The company also provides services of third party inspection, quality assurance, construction supervision & project management, operations & maintenance, leasing, export of rolling stock and modernization of railways workshop projects, doubling and electrification on turnkey basis.

The Company is a "Navratna", Schedule-"A" and ISO 9001:2015 certified public limited company incorporated and domiciled in India. The address of its registered office is SCOPE Minar, Laxmi Nagar, Delhi-110092 (India) and address of its Corporate Office is "Shikhar", Plot no-1, Sector -29, Gurugram, Haryana-122001 (India). President of India through Ministry of Railways is presently holding 72.20% equity share of the company.

The reporting and functional currency of the company is Indian Rupees (INR). Figures in financial statements are presented in ₹ crore, by rounding off upto two decimals except for per share data and as otherwise stated. Certain figures that are required to be disclosed but do not appear due to rounding off are detailed in note 58(j). Previous periods figures have been regrouped/recasted/rearranged, wherever necessary.

The standalone financial statements are approved for issue by the company's Board of Directors in their meeting held on 19th May, 2026.

1. MATERIAL ACCOUNTING POLICIES

1.1 GENERAL

(a) Statement of Compliance

The financial statements of the Company are being prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Basis of Preparation

The financial statements have been prepared on accrual basis at historical cost, except for the following assets and liabilities which have been measured at fair value/ amortized cost:

- Derivative financial instruments,
- Which are specifically indicated in the concerned accounting policy.

(c) Use of Estimates and Judgments

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities and contingent assets as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized in the period in which the results are known/materialize.

1.2. REVENUE RECOGNITION

1.2.1 Revenue from Contracts with Customers

Operating revenue is from various streams viz. consultancy fee, inspection fee, lease services, export sales and construction projects.

1.2.1.1 Consultancy Fee

Revenue from consultancy services is recognized based on performance obligation satisfied either over time or at a point in time.

In case performance obligation satisfied over time, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on physical progress, efforts, cost incurred to date bear to the total estimated cost of the transaction, time spent, percentage of the value of work done/built-up cost or service performed.

In other cases where performance obligation is not satisfied over time, revenue is recognized at a point in time.

In case of contracts, where customer pays fixed amount based on a payment schedule, if services rendered by the Company exceed the payment, a contract asset is recognised. If payments exceed services rendered, a contract liability is recognised.

Mobilization fee is considered as customer advance until recognized as revenue based on the stage of completion of activities/transactions as per the terms of contract/work order.

Reimbursable and supplies are accounted for on accrual basis.

In Construction Management/ Supervision Contracts, revenue is recognised as a percentage of the value of work done/built-up cost of each contract as determined by the Management, pending customer's approval, if any.

COMPANY OVERVIEW, MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS

1.2.1.2 Inspection Fee

Inspection fee is accounted for on the basis of inspection certificates issued.

1.2.1.3 Export Sales

Export sales are accounted when the Company transfers control of the assets to the customer which happens at the point in time the customer has undisputed right on delivered goods.

1.2.1.4 Construction Projects

In construction contracts/ projects, the company recognises revenue over time. Due to high degree of interdependence among various elements of these projects, revenue is accounted for considering these activities as a single performance obligation.

To depict the progress by which the Company transfers control of the promised goods to the customer, and to establish when and to what extent revenue can be recognised, the Company measures its progress towards complete satisfaction of the performance obligation based on work done.

1.2.1.5 Lease Services

Refer Policy no-1.20: - Leases–Company as lessor.

1.2.2 Other Income

Other income is accounted for on accrual basis except claims (including insurance claims)/supplementary claims / counter claims/interest on delayed payments / awards in favour of the Company/ sale of tenders/ premium on sale of licenses etc. which are accounted for on final settlement / realization.

1.3. PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant and equipment are stated at cost net of accumulated depreciation and impairment losses, if any.

Spares valuing more than ₹ 10 lakh which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalized at cost and depreciated over the useful life of the spares or principal item of the relevant assets, whichever is lower.

1.3.1 Depreciation

(a) Depreciation on property, plant and equipment are provided on straight line method over their estimated useful life determined by management. Depreciation method, useful lives and residual values are reviewed at the end of each financial year. The useful lives of assets are as prescribed in part C of schedule II of the Companies Act, 2013 except assets indicated in sub paragraphs (c), (d) and (e) below.

(b) The estimated useful lives of the various assets, are as under:-

	Assets	Useful Life (Years)
i)	Furniture	10
ii)	Fixture	5
iii)	Office Equipment	5
iv)	Mobile Hand Set	3
v)	Coolers & Air Conditioners	7
vi)	Air Conditioning Plant	15
vii)	Computer Hardware	3
viii)	Server & Networks	6
ix)	Survey and Equipments	10
x)	Vehicles	8
xi)	Buildings on Freehold Land	60
xii)	Locomotives-New	15
xiii)	Locomotives-In-Service	10
xiv)	Coaches-New	15
xv)	Coaches-In-Service	10

(c) As per company's technical assessment, Fixtures, Mobile Hand Set, Coolers & Air Conditioners and In-Service Locomotives & Coaches (refurbished) have lower useful lives than prescribed in part C of schedule II of the Companies Act, 2013. Therefore depreciation is charged considering lower useful life than prescribed under the Companies Act, 2013

(d) In respect of buildings on lease hold land, depreciation is charged over the period of lease of land or the useful life stated above for buildings on freehold land, whichever is lower.

(e) Individual low cost assets of value less than ₹ 5,000/- are fully depreciated in the year of acquisition.

1.3.2 Capital Work in Progress

Assets which are not ready for the intended use are carried at cost, comprising direct cost, related incidental expenses, and attributable interest.

1.3.3 Capital Advances

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

1.4. INTANGIBLE ASSETS

Intangible assets acquired/ developed are measured on recognition at cost less accumulated amortisation and impairment losses, if any.

1.4.1 Amortization

Estimated useful life of the software is 4 years and amortized on a straight-line basis over the period. However, software of value less than ₹ 100,000/- is fully amortized in the year of acquisition.

COMPANY OVERVIEW, MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS

1.5. INVESTMENT PROPERTY

Investment properties are measured at cost, including transaction costs less accumulated depreciation and impairment loss, if any.

The Company depreciates building component of investment property over the estimated useful lives of the assets as prescribed in property, plant and equipment.

Investment properties are de-recognised either on disposal or on permanent withdrawal from use. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

1.6. NON-CURRENT ASSET HELD FOR SALE

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification. Non-current assets classified as held for sale is recognized at lower of its carrying amount and fair value less cost to sell.

1.7. INVESTMENTS

Equity investments are measured at fair value through profit and loss except investments in subsidiary, participating joint venture with or without joint control and associate.

Investments in subsidiary, participating joint venture with or without joint control and associate are measured at cost.

1.8. JOINT OPERATIONS

(a) In case of participating joint operations with joint control, company recognizes in relation to its interest in a joint operation as under:-

(i) its assets, including its share of any assets held jointly;

(ii) its liabilities, including its share of any liabilities incurred jointly;

(iii) its revenue from the sale of its share of the output arising from the joint operation;

(iv) its share of the revenue from the sale of the output by the joint operation; and

(v) its expenses, including its share of any expenses incurred jointly.

(b) In case of participating joint operations without having joint control, interest in such arrangements is to be recognized as per aforesaid accounting policy if the company has right to the assets and obligations for the liabilities relating to joint operations otherwise interest in the joint operation is recognized in accordance with applicable Ind AS.

1.9. INVENTORIES

(a) Inventories are valued at the lower of cost and Net Realizable Value.

(b) Cost is determined on weighted average basis.

(c) The diminution in the value of obsolete, unserviceable, slow moving, and non-moving stores and spares are assessed periodically and accordingly provided for.

(d) Consumables and Stores & Spares other than those held for the purpose of warranty and for maintenance of rolling stock are charged to the Statement of Profit and Loss in the year of purchase.

1.10. EMPLOYEE BENEFITS

1.10.1 Defined Contribution Plans

Pension Scheme/Post Retiral Medical Schemes

Retirement benefits in the form of pension scheme/ post-retirement medical scheme are defined contribution schemes. The Company has no obligation, other than the contribution payable to such funds/ schemes. The Company recognizes contribution payable to such funds/schemes as an expense, when an employee renders the related service.

Defined contributions towards pension under EPFO, superannuation pension fund and post retiral medical schemes are charged to the Statement of Profit and Loss based on contributions made in terms of applicable schemes on accrual basis.

1.10.2 Defined benefit plan

1.10.2.1 Gratuity

Company provides gratuity, a defined benefit plan covering eligible regular and contract employees. The gratuity plan provides a lump-sum payment to vested employees of an amount based on the respective employee's salary and the tenure of employment with the company at retirement, death, incapacitation, or on completion of terms of employment.

The liabilities with regard to the Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at the year end.

(a) The Company has set up a separate Gratuity Trust for managing Gratuity Fund.

(b) The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

(c) Gain or loss through re-measurements of net defined benefit liability/(asset) is recognized in Other Comprehensive Income.

(d) The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in Other Comprehensive Income.

COMPANY OVERVIEW, MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS

(e) Service cost and net interest cost/(income) on the net defined benefit liability/(asset) are recognized in Statement of Profit and Loss.

1.10.2.2 Provident Fund

The Company makes contribution to the recognized provident fund - "RITES CONTRIBUTORY PROVIDEND FUND" for its employees, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the returns from the investments of the trust and the notified interest rate. The Company's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

1.10.3 Other Long Term Benefits

(a) Leave Travel Concession (CDA employees), Leave Encashment (contract employees) and Long Service Award (regular employees)

i. Accounted for on actuarial valuation made at the end of year.

ii. The actuarial gains/losses are recognized in the Statement of Profit and Loss for the year.

(b) Leave Encashment and Medical Leave for regular employees

i. Liabilities are funded under plan assets through insurance policies from insurance companies approved by Insurance Regulatory Development Authority (IRDA) and are accounted for on actuarial valuation made at the end of year.

ii. The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

iii. Service cost and net interest cost/(income) on the net defined benefit liability/(asset) are recognized in Statement of Profit and Loss.

iv. Actuarial gains/losses are recognized in the Statement of Profit and Loss.

1.10.4 Other Benefits

Ex-gratia relief payable to the dependents of an employee on death or permanent disablement are recognised as an expense in the Statement of Profit and Loss in the period in which the obligating event occurs.

1.11. INCOME TAXES

1.11.1 Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate applicable at the reporting date as per Income Tax Act, 1961 is used to compute the amount of Current Income Taxes.

Management periodically evaluates positions taken in the tax assessments with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities.

Additional taxes, interest and/or penalties levied/ imposed by the tax authorities / Appellate authorities on finality are recognized in the Statement of Profit and Loss.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

1.11.2 Deferred Tax

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets and liabilities are measured at the rate expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date as per Income Tax Act, 1961.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets are offset against deferred tax liabilities.

1.12. PREPAID EXPENSES AND PRIOR PERIOD ADJUSTMENTS

1.12.1. Prepaid Expenses

Prepaid expenses up to ₹ 5,00,000/- in each case are treated as expenditure/income of the current year and accounted for to the natural head of accounts.

1.12.2. Prior Period Adjustments

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest period presented, the opening balances of assets, liabilities and equity for the earliest period presented, are restated unless it is impracticable, in which case, the comparative information is adjusted to apply the new accounting policy prospectively from the earliest date practicable.

COMPANY OVERVIEW, MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS

1.13. TRANSLATION AND TRANSACTIONS OF FOREIGN CURRENCIES

1.13.1. Functional Currency of the company is Indian Rupees and the financial statements are presented in Indian Rupees.

1.13.2. Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition. The company also uses average rate where the average rate approximates the actual rate at the date of the transaction.

1.13.3. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

1.13.4. Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss

1.14. CASH & CASH EQUIVALENT

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term deposits with an original maturity of three months or less from the date of acquisitions which are readily convertible into known amounts of cash and be subject to an insignificant risk of change in value. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

1.15. STATEMENT OF CASH FLOWS

Statement of Cash Flows is made using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, financing and investing activities of the Company are segregated.

1.16. IMPAIRMENT OF FINANCIAL ASSETS

(Other than at Fair Value)

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company consider the following:

- All contractual terms of the financial assets (including extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables: In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

1.17. PROVISION FOR WARRANTY FOR SALE AND SERVICES RENDERED

Provision for warranties is recognized when products are sold and services are rendered with warranty as per the contract. These provisions are estimated by using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise or incurred. The initial estimate of warranty-related costs is revised annually.

As per the terms of the contracts, the Company provides post-contract services /warranty support to some of its customers. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past estimates.

1.18. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

(a) Provisions involving substantial degree of estimation in measurement are recognized when there is a present legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources.

(b) Contingent Liabilities are not recognized but are disclosed in the notes in any of the following cases: -

(i) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or

(ii) a reliable estimate of the present obligation cannot be made; or

(iii) a possible obligation, unless the probability of outflow of resource is remote.

(c) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

(d) Contingent Assets are not recognized but are disclosed where an inflow of economic benefits is probable.

(e) Contingent Assets, Contingent Liabilities and Provisions needed against Contingent Liabilities are reviewed at each balance sheet date.

COMPANY OVERVIEW, MATERIAL ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORM AN INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS

1.19. LEASES:-COMPANY AS A LESSEE

The Company's leased asset primarily consists of leases for land and buildings.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over lease term.

The right-of-use assets are initially recognized at cost. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of- use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.20. LEASES:-COMPANY AS A LESSOR

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis/systematic basis over the lease term. However, reimbursable under the contract are accounted for on accrual basis. Initial direct cost are added to the carrying amount of the leased assets and recognized as an expense over the lease term.

1.21. FINANCIAL INSTRUMENTS

1.21.1 Initial Recognition

Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and financial liabilities are recognized at fair value on initial recognition except for trade receivables/ trade payables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit and loss are added or deducted to/from the fair value on initial recognition.

1.21.2 Subsequent Measurement

(a) Financial assets are subsequently measured at amortised cost if these are held within a business model whose objective is to hold the assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding using the Effective Interest Rate (EIR) method. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

(b) Financial assets at fair value through profit or loss.

The financial assets are measured at fair value through profit or loss unless it is classified at amortised cost.

(c) Financial liabilities

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

All other financial liabilities are subsequently measured at amortised cost using EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are de-recognised as well as through the EIR amortisation process.

1.21.3 De-recognition of Financial Instruments

A financial asset is de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability or a part of financial liability is de-recognised from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

1.22. GOVERNMENT GRANT

The Company is getting Government Grant as export incentive under Foreign Trade Policy (FTP) of the Government of India. The same is recognized/presented following Income Approach as other operating income when there is a reasonable assurance that the incentive will be received, and all the attached conditions have been complied with and the same will be received.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

2 PROPERTY, PLANT AND EQUIPMENT

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR ENDED 31.03.2026

(₹ in crore)

Description	Gross block					Depreciation/amortisation					Net block
	As at 01.04.2025	Additions during the year	Adj during the year	Deletions during the year	As at 31.03.2026	As at 01.04.2025	For the year	Adj during the year	Deletions during the year	As at 31.03.2026	As at 31.03.2026
Land #	28.82				28.82	-	-			-	28.82
Building	128.09	1.47	(0.51)		129.05	10.61	2.25	(0.01)		12.85	116.20
Residential Quarters	32.84		(0.22)		32.62	3.16	0.59	(0.06)		3.69	28.93
Leasedhold Improvement	1.96				1.96	1.08	0.02			1.10	0.86
Office Equipments											
Survey and Other Instruments	14.55	0.60		0.17	14.98	9.41	1.15		0.17	10.39	4.59
Computer and Equipments	23.44	5.17	0.04	3.23	25.42	18.32	3.70	0.01	3.06	18.97	6.45
Server & Network	7.59	0.02	-	0.03	7.58	5.97	0.42		0.03	6.36	1.22
Office and Other Equipments	19.54	2.68	-	0.94	21.28	9.71	3.29	(0.06)	0.87	12.07	9.21
Air-Conditioner and Equipments	4.39	0.44	-	0.38	4.45	2.19	0.53		0.38	2.34	2.11
Plant & Machinery											
Air Conditioner Plant	25.55	0.35	-		25.90	6.99	1.59			8.58	17.32
Locomotives New @	277.43	6.67			284.10	118.13	19.30			137.43	146.67
Locomotives in Service @	208.08	23.84			231.92	177.67	10.02			187.69	44.23
Furniture & Fixtures											
Furnitures	12.99	0.52	(0.23)	0.37	12.91	6.36	1.05		0.34	7.07	5.84
Fixtures	10.75	0.06	0.43	0.15	11.09	7.91	1.31	0.01	0.15	9.08	2.01
Vehicle											
Vehicles	2.25	0.26		0.04	2.47	1.51	0.23		0.04	1.70	0.77
Sub total	**798.27**	**42.08**	**(0.49)**	**5.31**	834.55	**379.02**	**45.45**	**(0.11)**	**5.04**	419.32	415.23
Total	**798.27**	**42.08**	**(0.49)**	**5.31**	834.55	**379.02**	**45.45**	**(0.11)**	**5.04**	419.32	415.23

NOTE :

- Depreciation on Residential Quarters is charged on the total cost of flats in the absence of break-up of land components in the flats value.
- In the case of assets available for intended use, where final settlement of vendor bills is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

In respect of Land pending execution of registration (refer note no. 58 (i)).

@ Refer Note No. 53 (b)(i)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR ENDED 31.03.2025

(₹ in crore)

Description	Gross block					Depreciation/amortisation					Net block
	As at 01.04.2024	Additions during the year	Adj during the year	Deletions during the year	As at 31.03.2025	As at 01.04.2024	For the year	Adj during the year	Deletions during the year	As at 31.03.2025	As at 31.03.2025
Land #	35.44		(6.62)		28.82	-	-			-	28.82
Building	73.32	54.77			128.09	8.82	1.79			10.61	117.48
Residential Quarters	32.84				32.84	2.61	0.55			3.16	29.68
Leasedhold Improvement	1.96				1.96	1.06	0.02			1.08	0.88
Office Equipments											
Survey and Other Instruments	13.88	0.90		0.23	14.55	8.55	1.09		0.23	9.41	5.14
Computer and Equipments	22.29	3.70		2.55	23.44	17.15	3.53		2.36	18.32	5.12
Server & Network	6.27	1.41	-	0.09	7.59	5.71	0.35		0.09	5.97	1.62
Office and Other Equipments	11.67	8.48	(0.01)	0.60	19.54	7.82	2.45	(0.01)	0.55	9.71	9.83
Air Conditioner and Equipments	2.64	1.79		0.04	4.39	1.83	0.40		0.04	2.19	2.20
Plant & Machinery											
Air Conditioner Plant	7.20	18.35			25.55	6.02	0.97			6.99	18.56
Locomotives NEW @	255.82	16.37	5.24		277.43	99.76	18.37			118.13	159.30
Locomotives in Service @	202.13	11.19	(5.24)		208.08	165.22	12.45			177.67	30.41
Furniture & Fixtures											
Furnitures	10.40	2.87	(0.04)	0.24	12.99	5.64	0.98	(0.03)	0.23	6.36	6.63
Fixtures	9.24	1.56	-	0.05	10.75	6.36	1.60	(0.01)	0.04	7.91	2.84
Vehicle											
Vehicles	2.40	0.28		0.43	2.25	1.74	0.19	0.01	0.43	1.51	0.74
Total	**687.50**	**121.67**	**(6.67)**	**4.23**	**798.27**	**338.29**	**44.74**	**(0.04)**	**3.97**	**379.02**	**419.25**

NOTE :

- Depreciation on Residential Quarters is charged on the total cost of flats in the absence of break-up of land components in the flats value.
- In the case of assets available for intended use, where final settlement of vendor bills is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

In respect of Land pending execution of registration (refer note no. 58 (i)).

@ Refer Note No. 53 (b)(i)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

3 CAPITAL WORK IN PROGRESS

(₹ in crore)

Description	Opening	Additions during the year	Capitalized during the year	Adj during the year	Closing
AS AT 31.03.2026	47.58	42.15	(1.91)		87.82
AS AT 31.03.2025	173.72	27.30	(153.44)	-	47.58

Refer Note No. 58(f) for Capital Work in progress ageing and completion schedule

4 RIGHT OF USE ASSETS

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF RIGHT OF USE ASSETS FOR THE YEAR ENDED 31.03.2026

(₹ in crore)

Description	Gross block					Depreciation/amortisation					Net block
	As at 01.04.2025	Additions during the year	Adj during the year	Deletions during the year	As at 31.03.2026	As at 01.04.2025	For the year	Adj during the year	Deletions during the year	As at 31.03.2026	As at 31.03.2026
Land	2.62			-	2.62	2.62	-			2.62	-
Building	22.97			0.15	22.82	7.01	2.27		0.14	9.14	13.68
Residential Quarters	4.33	-		-	4.33	1.51	0.13			1.64	2.69
Vehicle	1.13				1.13	0.21	0.23			0.44	0.69
Server & Network	2.07				2.07	0.45	0.41			0.86	1.21
Total	**33.12**	**-**	**-**	**0.15**	**32.97**	**11.80**	**3.04**	**-**	**0.14**	**14.70**	**18.27**

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF RIGHT OF USE ASSETS FOR THE YEAR ENDED 31.03.2025

(₹ in crore)

Description	Gross block					Depreciation/amortisation					Net block
	As at 01.04.2024	Additions during the year	Adj during the year	Deletions during the year	As at 31.03.2025	As at 01.04.2024	For the year	Adj during the year	Deletions during the year	As at 31.03.2025	As at 31.03.2025
Land	2.62			-	2.62	2.18	0.44			2.62	-
Building	22.97				22.97	4.68	2.33			7.01	15.96
Residential Quarters	4.33	-		-	4.33	1.25	0.26			1.51	2.82
Vehicle	-	1.13			1.13	-	0.21			0.21	0.92
Server & Network	-	2.07			2.07	-	0.45			0.45	1.62
Total	**29.92**	**3.20**	**-**	**-**	**33.12**	**8.11**	**3.69**	**-**	**-**	**11.80**	**21.32**

- In respect of Lease Agreements pending execution (refer note no. 58 (g)).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

5 INVESTMENT PROPERTY

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF INVESTMENT PROPERTY FOR THE YEAR ENDED 31.03.2026

(₹ in crore)

Description	Gross block					Depreciation/amortisation					Net block
	As at 01.04.2025	Additions during the year	Adj during the year	Deletions during the year	As at 31.03.2026	As at 01.04.2025	For the year	Adj during the year	Deletions during the year	As at 31.03.2026	As at 31.03.2026
Land	6.62	-	-	-	6.62	-	-	-	-	-	6.62
Building	284.10	-		-	284.10	2.57	4.73	-	-	7.30	276.80
Total	**290.72**	**-**	**-**	**-**	290.72	**2.57**	**4.73**	**-**	**-**	7.30	283.42

Refer Note no.48 and 53(b)(ii)

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF INVESTMENT PROPERTY FOR THE YEAR ENDED 31.03.2025

(₹ in crore)

Description	Gross Block					Depreciation/Amortisation					Net Block
	As at 01.04.2024	Additions During the Year	ADJ During the Year	Deletions During the Year	As at 31.03.2025	As at 01.04.2024	For the Year	ADJ During the Year	Deletions During the Year	As at 31.03.2025	As at 31.03.2025
Land	-	-	6.62	-	6.62	-	-	-	-	-	6.62
Building	-	284.10		-	284.10	-	2.57	-	-	2.57	281.53
Total	**-**	**284.10**	**6.62**	**-**	**290.72**	**-**	**2.57**	**-**	**-**	**2.57**	**288.15**

Refer Note no.48 and 53(b)(ii)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

6 INTANGIBLE ASSETS

(₹ in crore)

Description	Gross block					Depreciation/amortisation					Net block
	Opening	Additions during the year	Adj during the year	Deletions during the year	Total	Opening	For the year	Adj during the year	Deletions during the year	Total	
COMPUTER SOFTWARES (ACQUIRED)											
As at 31.03.2026	13.28	7.03	(0.04)	0.66	19.61	9.43	3.58	(0.01)	0.12	12.88	6.73
As at 31.03.2025	15.26	2.49		4.47	13.28	11.96	1.94		4.47	9.43	3.85

6.1 INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in crore)

Description	Gross Block					Depreciation/Amortisation					Net Block
	Opening	Additions During the Year	ADJ During the Year	Capitalized During the Year	Total	Opening	For the Year	ADJ During the Year	Capitalized During the Year	Total	
COMPUTER SOFTWARES (ACQUIRED)											
As at 31.03.2026	0.31	0.95		0.12	1.14	-				-	1.14
As at 31.03.2025	0.18	0.31	-	0.18	0.31	-				-	0.31

Refer Note No. 58(f) (B) for Intangible Asset under Development

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

7 INVESTMENTS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
7.1 Non Current Investments			
A) Investment in Unquoted Equity Instruments of (Investment Carried at Cost):			
Subsidiaries			
(i) RITES (Afrika) (Pty) Limited, Botswana		0.01	0.01
10,000 (previous year 10,000) equity shares of face value of Pula 1/- each, fully paid-up [1Pula @ INR 12]			
(ii) REMC Limited		35.70	35.70
53,550,000 (previous year 53,550,000) equity shares of face value of ₹ 10 each, fully paid-up.			
[Including 17,850,000 equity shares of face value of ₹ 10 each, received as Bonus Shares]			
		35.71	**35.71**
Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry Private Limited		24.00	24.00
24,000,000 (previous year 24,000,000) equity shares of face value of ₹ 10 each, fully paid-up.			
(ii) Indian Railway Stations Development Corporation Limited	58(a)	48.00	48.00
48,000,000 (previous year 48,000,000) equity shares of face value of ₹ 10 each, fully paid-up.			
		72.00	**72.00**
Associates			
(i) Elicius Energy Private Limited	58(j)	-	-
1,573 (previous year 1,573) equity shares of face value of ₹ 10 each, fully paid-up.			
(ii) MMG- METRO MANAGEMENT GROUP LTD.	58(p)		
269410 (previous year NIL) equity shares of face value of 1 NIS each, fully paid-up. (1 NIS = 22.14)		0.60	0.60
Less: Provision for Dimunition		(0.60)	(0.60)
		-	-
Cooperative Societies			
(i) Moru Mahal Co-operative Society Limited	58(j)	-	-
5 (previous year 5) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of residential quarter.			
(ii) Amit Industrial Premises Co-operative Society Limited	58(j)	-	-
10 (previous year 10) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of laboratory.			
(iii) Regent Chambers Premises Co-operative Society Limited	58(j)	-	-
10 (previous year 10) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of residential quarter.			
		-	-
Others			
(i) GPCL Consulting Services Limited (formerly known as Global Procurement Consultants Limited)		0.04	0.04
32,279 (previous year 32,279) equity shares of face value of ₹ 10/- each, fully paid-up			
(includes 2,279 equity shares of face value of ₹ 10/- each at a price of ₹ 30/- each).			
Aggregate of Unquoted Investments (Non Current)		**107.75**	**107.75**
Total (Non Current)		**107.75**	**107.75**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
7.2 Current Investments			
A) Investment In Quoted Tax Free Bonds Of (Investment Carried At Amortised Cost):			
(i) Indian Railway Finance Corporation (10 Year Secured Redeemable 7.19% Tax Free Bonds 31jul.2025)			
200 Bonds of face value of ₹ 1,000,000/- each at premium of ₹100/-each, fully paid		-	20.00
Aggregate Of Quoted Investments (Current)		**-**	**20.00**
Total (current)		**-**	**20.00**
Grand Total		**107.75**	**127.75**
A Aggregate Amount Of Quoted Investments		-	20.00
B Market Value Of Quoted Investments		-	21.90
C Aggregate Amount Of Unquoted Investments		108.35	108.35
D Aggregate Amount Of Impairment In Value Of Investments		0.60	0.60

8 NON CURRENT LOANS

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Loans To Employees Considered Good-Secured	6.15	6.89
Loans To Employees Considered Good-Unsecured	6.25	6.11
Loans To Employees Which Have Significant Increase In Credit Risk	-	-
Loans To Employees -Credit Impaired	-	-
Total	**12.40**	**13.00**

9 OTHER NON CURRENT FINANCIAL ASSETS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Security Deposits		1.03	5.53
Interest Accrued (Including Accrued But Not Due) on:			
- Client Fund FDR		0.11	0.12
Retention Money		38.03	26.52
Bank Deposits Having Maturity Over 12 Months From Reporting Date:			
- Owned Fund	14.3	0.36	0.68
- Clients Fund	15.3	274.56	39.49
TOTAL		**314.09**	**72.34**

10 DEFERRED TAX ASSETS/ (LIABILITY) (NET)

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Deferred Income Tax Assets:			
Accrued Compensation To Employees		23.83	22.26
Provision For Doubtful Debts, Secutity Deposits/ Emd, Advances Etc.		34.17	33.58
Provision For Warranty		4.84	4.47
Lease Liability For Rou Assets		1.66	2.27
Total Deferred Income Tax Assets - I		**64.50**	**62.58**
Deferred Income Tax Liabilities:			
Property, Plant & Equipment And Intangible Assets		15.53	14.58
Total Deferred Income Tax Liabilities - Ii		**15.53**	**14.58**
Deferred Income Tax Assets (Net)	54	**48.97**	**48.00**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

11 OTHER NON CURRENT ASSETS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
Capital Advance		4.79		33.68	
Less: Provision For Doubtful		-	4.79	-	33.68
Advances Other Than Capital Advance					
Prepaid Expenses			2.14		3.26
Advances To Suppliers			-		34.90
Deferred Cost Towards Staff Loan			6.40		5.35
Advance Income Tax (Net Of Provision)	54		42.12		16.88
Works Contract Tax Receivable		1.70		1.96	
Less: Provision For Doubtful Recievable		(1.70)	-	(1.96)	-
Total			55.45		**94.07**

12 INVENTORIES

(AT THE LOWER OF COST AND NET REALISABLE VALUE)

(₹ in crore)

Particulars	As at 31.03.2026		As at 31.03.2025	
(As Certified By Management)				
Stock In Trade*	31.00		77.03	
Less: Provision For Inventories	(3.93)	27.07	(1.61)	75.42
Stores & Spares*		7.53		2.66
Total		34.60		**78.08**

*Includes inventory lying with third parties of ₹ 34.53 crore (previous year ₹ 73.59 crore) & stock in transit ₹ NIL (previous year ₹ NIL).

Note- All inventories are expected to be utilised/sold within twelve months except certain items, which are utilised on need basis. Quantum of such items, which may be utilised beyond one year, is not determinable and is not expected to be material with reference to the total value of inventories.

13 TRADE RECEIVABLES

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Trade Receivable Considered Good -Secured	-	-
Trade Receivable Considered Good -Unsecured*	922.73	729.72
Trade Receivable Which Have Significant Increase In Credit Risk	-	-
Trade Receivable -Credit Impaired	113.12	112.24
	1035.85	**841.96**
Less: Allowance For Expected Credit Losses	(113.12)	(112.24)
Total	922.73	**729.72**
*Includes dues from subsidiaries(Note no.43(f) (i))	1.48	1.15

13.1 Trade receivables ageing schedule for the year ending 31.03.2026

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	-	607.30	153.76	95.79	65.88	-	922.73
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	0.02	0.45	4.31	72.37	77.15
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-		0.03	0.01	35.93	35.97
Total	-	607.30	153.78	96.27	70.20	108.30	1,035.85
Add:Unbilled Revenue Asset (Refer Note.17)							152.73
Total							1,188.58

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

13.2 Trade receivables ageing schedule for the year ending 31.03.2025

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	-	442.37	109.59	123.94	53.53	0.29	729.72
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	0.19	0.37	4.36	2.60	72.63	80.15
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0.01	0.02	0.01	-	32.05	32.09
Total	**-**	**442.57**	**109.98**	**128.31**	**56.13**	**104.97**	**841.96**
Add:Unbilled Revenue Asset (Refer Note.17)							276.55
Total							**1,118.51**

14 CASH AND BANK BALANCES-OWNED FUND

(₹ in crore)

Particulars	As at 31.03.2026		As at 31.03.2025	
14.1 Cash And Cash Equivalents				
Bank Balances In :				
Current Accounts	13.59		33.73	
Deposits #	74.46	88.05	7.38	41.11
Cheques In Hand		-		-
Total		**88.05**		**41.11**
14.2 Bank Balances Other Than Cash And Cash Equivalents				
Earmarked Balance With Banks*		4.77		0.70
Deposits ## @		712.43		818.27
Total		**717.20**		**818.97**
14.3 Bank Balance More Than 12 Months Maturity-Owned Fund (Note No. 9)				
Deposits ### @		0.36		0.68
Total		**0.36**		**0.68**
Total Cash & Bank Balance-Owned Fund		**805.61**		**860.76**

Includes flexi deposits and deposits having maturity within 3 months from the date of acquisition.

Having maturity over 3 months from the date of acquisition and upto 12 months from reporting date.

Having maturity over 12 months from reporting date.

@ Includes restricted cash and bank balances of ₹ 1.15 crore (previous year ₹ 1.14 crore) on account of bank balance held as margin money deposits against guarantees issued by banks.

* Earmarked bank balance is for unpaid dividend and unspent CSR

15 CASH AND BANK BALANCES-CLIENTS FUND

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
15.1 Cash And Cash Equivalents		
Bank Balances In :		
Current Accounts	170.89	266.37
Deposits #	290.09	356.14
Total	**460.98**	**622.51**
15.2 Bank Balances Other Than Cash And Cash Equivalents		
Deposits ##	1,588.21	1,812.93
Total	**1,588.21**	**1,812.93**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
15.3 Bank Balance More Than 12 Months Maturity-Client Fund (Note No. 9)		
Deposits ###	274.56	39.49
Total	**274.56**	**39.49**
Total Cash & Bank Balance-Clients Fund*	**2,323.75**	**2,474.93**

Includes flexi deposits and deposits having maturity within 3 months from the date of acquisition.

Having maturity over 3 months from the date of acquisition and upto 12 months from reporting date.

Having maturity over 12 months from reporting date.

* Equivalent amount appears in client liabilities

16 CURRENT LOANS

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Loans To Employees Considered Good-Secured	1.64	1.72
Loans To Employees Considered Good-Unsecured	3.30	3.53
Loans To Employees Which Have Significant Increase In Credit Risk	-	-
Loans To Employees -Credit Impaired	-	-
Total	**4.94**	**5.25**

17 OTHER CURRENT FINANCIAL ASSETS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
Security Deposits		42.58		32.13	
Less: Allowances For Expected Credit Losses		(0.30)	42.28	(0.30)	31.83
Amount Recoverables Considered Good-Unsecured		52.08		38.55	
Amount Recoverables Considered Doubtful-Unsecured		16.59		16.69	
		68.67		55.24	
Less: Allowances For Expected Credit Losses		(16.59)	52.08	(16.69)	38.55
Interest Accrued (Including Accrued But Not Due) On:					
- Own Fund FDR		16.61		20.69	
- Bonds		-		1.38	
- Client Fund FDR		10.71	27.32	27.89	49.96
Retention Money			64.08		45.71
Other Receivables			1.34		-
Recoverables From Related Parties			0.44		0.19
Unbilled Revenue		152.73	-	276.55	-
Less: Allowances For Expected Credit Losses		-	152.73	(0.20)	276.35
Dividend Receivable From Related Party			-		-
Total			**340.27**		**442.59**

18 CURRENT TAX ASSETS (NET)

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Income Tax Receivables	54	16.72	87.83
Total		**16.72**	**87.83**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

19 OTHER CURRENT ASSETS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
Prepaid Expenses			14.92		8.80
Advances To Suppliers		122.18		93.16	
Less: Provision For Doubtful Advances		(1.54)	120.64	(1.29)	91.87
Other Advances		1.56		1.71	
Less: Provision For Doubtful Advances		-	1.56	(0.03)	1.68
Export Incentive Receivable	41	3.94		0.31	
Less: Provision For Doubtful Export Incentive		(0.31)	3.63	(0.31)	-
Deferred Cost Towards Staff Loan			0.22		0.23
Goods & Service Tax Input Receivable			22.30		20.28
Total			**163.27**		**122.86**

20 EQUITY SHARE CAPITAL

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
20.1 Authorised		
600,000,000 (Previous Year 600,000,000) Equity Shares Of ₹ 10/- Each	600.00	600.00
20.2 Issued, Subscribed And Fully Paid-Up		
480,603,774 (Previous Year 480,603,774) Equity Shares Of ₹ 10/- Each	480.60	480.60
	480.60	**480.60**

20.3 Reconciliation of number of equity shares

Particulars	As at 31.03.2026		As at 31.03.2025	
	No. of Shares	(₹ in crore)	No. of Shares	(₹ in crore)
Opening Balance	48,06,03,774	480.60	24,03,01,887	240.30
Add : Issue of Bonus Shares		-	24,03,01,887	240.30
Closing Balance	**48,06,03,774**	**480.60**	**48,06,03,774**	**480.60**

20.4 Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held in case poll is demanded by the members in accordance with the provisions of the companies act, 2013. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

20.5 Equity shares held by each shareholder more than 5% of shares

Particulars	As at 31.03.2026		As at 31.03.2025	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
President Of India Acting Through Ministry Of Railways	34,70,09,546	72.20%	34,70,09,546	72.20%
Life Insurance Corporation Of India	2,65,34,547	5.52%	2,65,34,547	5.52%

20.6 Equity shares held by promoter shareholder

(₹ in crore)

Particulars	As at 31.03.2026		% change during the year	As at 31.03.2025	
	No. of Shares	Shareholding (%)		No. of Shares	Shareholding (%)
President Of India Acting Through Ministry Of Railways	34,70,09,546	72.20%	-	34,70,09,546	72.20%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Particulars	As at 31.03.2025		% change during the year	As at 31.03.2024	
	No. of Shares	Shareholding (%)		No. of Shares	Shareholding (%)
President Of India Acting Through Ministry Of Railways	34,70,09,546	72.20%	-	17,35,04,773	72.20%

20.7 Fully paid-up aggregate number of equity shares allotted by way of bonus shares during the year of five years immediately preceeding balance sheet date

Company issued 24.03 crore bonus shares of ₹10 each during 2024-25 amounting to ₹ 240.30 crore

21 OTHER EQUITY (REFER STATEMENT OF CHANGES IN EQUITY)

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
21.1 Reserve & Surplus			
General Reserve*	21.1.1	1,468.72	1,468.72
Capital Redemption Reserve**	21.1.2	-	-
21.2 Retained Earning	21.2.1	615.13	583.98
Total * **		**2,083.85**	**2,052.70**

*General Reserve represents amount kept by the company out of its profit for future purposes. It is not earmarked for any specific purpose.

**Capital Redemption Reserve is utilised for issuance of the Bonus Shares of ₹ 240.30 crore in FY 2024-25.

*** Includes OCI of ₹ 17.63 crore & previous period ₹ 9.88 crore.

(₹ in crore)

Particulars		As at 31.03.2026	As at 31.03.2025
21.1.1	**General Reserve**		
	Opening Balance	1,468.72	1,584.02
	Issue of Bonus Shares	-	(115.30)
	Closing Balance	**1,468.72**	**1,468.72**
21.1.2	**Capital Redemption Resrve**		
	Opening Balance	-	9.70
	Issue of Bonus Shares	-	(9.70)
	Closing Balance	**-**	**-**
21.2.1	**Retained Earnings**		
	Opening Balance	583.98	672.85
	Profit For The Year	400.66	380.22
	Other Comprehensive Income (OCI)	7.75	1.86
	Issue of Bonus Shares	-	(115.30)
	Dividend Distribution Tax Refund/ (Paid)	0.01	
	Interim Dividends(2024-25)	-	(235.50)
	Interim Dividends(2025-26)	(249.91)	-
	Final Dividend(2023-24)		(120.15)
	Final Dividend(2024-25)	(127.36)	-
	Closing Balance	**615.13**	**583.98**

22 OTHER NON CURRENT FINANCIAL LIABILITIES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Clients Deposits	15	274.67	39.61
Security Deposits - Clients	15	153.06	105.24
Security Deposits		13.37	15.72
Ex Gratia Payable		0.90	1.25
Total		**442.00**	**161.82**

23 NON CURRENT PROVISIONS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Employee Benefits	40	3.84	3.29
Warranties	47(a)	6.28	5.36
Expenses	47(b)	-	0.60
Total		**10.12**	**9.25**

24 OTHER NON CURRENT LIABILITIES

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Clients Advances	9.96	3.20
Total	**9.96**	**3.20**

25 TRADE PAYABLES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Total Outstanding Dues Of Micro Enterprises And Small Enterprises	58(e)	117.75	76.99
Total Outstanding Dues Other Than Micro Enterprises And Small Enterprises		197.49	288.56
Total		**315.24**	**365.55**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

25.1 Trade payables ageing schedule for the year ending 31.03.2026

(₹ in crore)

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	42.63	3.18	71.94	-	-	-	117.75
(ii) Others	79.72	21.09	95.04	0.77	-	0.87	197.49
(iii) Disputed Dues-MSME	-	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-	-	-
Total	122.35	24.27	166.98	0.77	-	0.87	315.24

25.2 Trade payables ageing schedule for the year ending 31.03.2025

(₹ in crore)

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	49.82	3.30	23.87	-	-	-	76.99
(ii) Others	138.92	19.21	128.16	1.12	0.19	0.96	288.56
(iii) Disputed Dues-MSME	-	-	-		-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-		-
Total	188.74	22.51	152.03	1.12	0.19	0.96	365.55

26 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Clients Deposits	15	1,756.82	2,181.91
Security Deposits - Clients	15	150.02	176.18
Security Deposits		58.51	56.91
Foreign Service Contribution	40(c)	1.18	1.07
Ex Gratia Payable		0.66	0.77
Salary Payables		3.58	3.66
Staff & Other Claims		11.86	6.53
Payable To Related Parties		-	-
Other Payable Of Msme	58(e)	1.61	0.14
Other Payable Of Other Than Msme		4.23	6.59
Dividend Payable		-	-
Unpaid Dividend*		0.75	0.70
Total		1,989.22	2,434.46

* An amount of ₹0.03 crore has been transferred to Investor Education & Protection Fund in FY 2025-26

27 OTHER CURRENT LIABILITIES

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Advance From Customers	253.41	302.64
Advance Rent	3.76	
Statutory Liabilities	37.74	37.06
Total	294.91	339.70

28 CURRENT PROVISIONS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Employee Benefits	41	16.51	24.73
Corporate Social Responsibility	58(c) (iii)	4.02	-
Warranties	47(a)	10.88	10.21
Expenses	47(b)	24.73	6.22
Total		56.14	41.16

29 REVENUE FROM OPERATIONS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Sale Of Services			
Consultancy Fee		871.19	842.16
Inspection Fee		312.94	269.00
Lease Services	53(b) (i)	172.07	150.34
		1,356.20	1,261.50
Sale Of Products			
Export Sales		306.95	3.86
Others			
Turnkey Construction Projects		602.33	796.60
Total*		2,265.48	2,061.96
Other Operating Revenue			
Liabilities Written Back		0.96	7.46
Export Incentives		9.30	4.79
Total		10.26	12.25
Revenue From Operations		2,275.74	2,074.21

Note *

1- Revenue from operation does not include GST of ₹ 370.12 crore (previous year ₹ 334.51 crore)

2- Revenue from operation include unbilled income recognized of ₹ 120.70 crore (previous year ₹ 272.87 crore)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

30 OTHER INCOME

(₹ in crore)

Particulars	As at 31.03.2026		As at 31.03.2025	
Interest Income On:				
- Deposits With Bank	64.53		58.57	
- Tax Free Bonds	0.48		1.44	
- Staff Advances	1.73		2.47	
- Income Tax/ Gst Refund	1.06	67.80	4.02	66.50
Profit On Sale Of Property, Plant And Equipment		0.09		0.14
Dividend From:				
- Rites (Afrika) (Pty) Limited (Related Party)	0.23		-	
- Remc Limited (Related Party)	42.14		43.38	
- Sail Rites Bengal Wagon Industries Private Limited (Related Party)	7.20		4.80	
- Other Investments	0.01	49.58	0.01	48.19
Rent From Investment Properties		11.73		-
Exchange Variation		14.53		10.16
Miscellaneous Income*		6.41		22.86
Total		150.14		**147.85**

* Includes amount of ₹ 18.50 Cr received in FY 2024-25 from Insurance Company against the settlement of insurance claim for damaged locomotive.

31 EMPLOYEE BENEFITS EXPENSE

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Salaries		382.73	372.14
Foreign Service Contribution	40(c)	1.28	1.50
Contribution To Provident & Other Funds	40	71.45	71.73
Staff Welfare Expenses		28.17	30.28
Performance Related Payment		24.15	13.83
Leave Encashment	40	12.93	12.69
Total		520.71	**502.17**

32 SUPPLIES & SERVICES

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Turnkey construction projects	558.63	740.75
Others	322.64	275.23
Total	881.27	**1,015.98**

33 CHANGES IN INVENTORIES OF STOCK IN TRADE

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Opening Balance	77.03	7.70
Closing Balance	31.00	77.03
(Increase)/ Decrease In Inventories - (A)	46.03	(69.33)
Inventory Written Off During The Year - (B)	-	-
Inventory Transfreed To Store & Spares - (C)	2.86	1.32
Net (Increase)/Decrease In Inventories - (A-B-C)	43.17	**(70.65)**

34 FINANCE COSTS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Unwinding Warranty	47(a)	0.48	0.77
Unwinding Lease Liability	53(a)	0.62	0.82
BG/LC Charges		2.41	2.14
Interest- Others*		0.29	1.91
Total		3.80	**5.64**

*Includes Interest on Income tax of ₹ NIL crore (previous year ₹ 1.88 crore)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

35 DEPRECIATION & AMORTISATION EXPENSE

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
PROPERTY, PLANT AND EQUIPMENT	45.45	44.74
RIGHT OF USE ASSETS	3.04	3.69
INVESTMENT PROPERTY	4.73	2.57
INTANGIBLE ASSETS	3.58	1.94
TOTAL	**56.80**	**52.94**

36 OTHER EXPENSES

(₹ in crore)

Particulars	NOTE NO.	As at 31.03.2026	As at 31.03.2025
Printing, Stationery and Documentation		3.22	3.55
Advertisement & Business Promotion		4.49	4.74
Auditors' Remuneration (Including Out of Pocket Expenses)	36.1	0.39	0.60
Rates & Taxes		13.18	3.32
Office Rent		10.68	10.62
Postage & Telecommunication		5.09	4.96
Office Maintenance		15.90	15.73
Repairs To Machinery/ Equipments		1.84	1.73
Freight & Forwarding (Outward)		17.69	0.06
Power And Fuel Charges		5.89	5.39
Stores And Spares Consumed		29.12	28.02
Internal Audit Fee		0.05	0.05
Legal And Professional Fee		2.22	2.11
Insurance Charges		2.36	1.39
Property, Plant And Equipment Written Off		0.01	0.02
Manpower Development		3.18	1.36
Loss On Sale Of Property, Plant And Equipment		-	-
Impairment Loss Recognized / (Reversed) Under Expected Credit Loss Model		9.02	(13.35)
Provision For Impairment On Advances		0.35	(0.79)
Provision For Impairment On Inventories		2.31	(1.16)
Provision For Diminution In Value Of Investment		-	-
Provision For Warranties		8.46	(0.13)
Provision For Commitment		-	2.20
Directors' Sitting Fee		0.17	0.13
Exchange Variation		-	-
Corporate Social Responsibility	58(c)	11.80	13.30
Research And Development		-	0.99
Miscellaneous expenses		7.47	4.84
Total		**154.89**	**89.68**

36.1 AUDITORS' REMUNERATION

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
(A) Statutory Auditors		
Statutory Audit Fee	0.14	0.13
Tax Audit Fee	0.04	0.04
Limited Review	0.10	0.10
Other Services, I.e. Certification Etc.	0.10	0.29
AUDITORS' REMUNERATION (A)	**0.38**	**0.56**
Auditors' Out of Pocket Expenses (B)	**0.01**	**0.04**
Auditors' Remuneration (Including Out of Pocket Expenses)(A+B)	**0.39**	**0.60**

37 CURRENT TAX

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
- Current Year		(123.64)	(108.45)
- Earlier Year		0.11	(0.01)
Total	54	**(123.53)**	**(108.46)**

38 DEFERRED TAX

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Credit/(Change) Relating To Temporary Differences			
- Current Year		0.97	(10.55)
- Earlier Year		-	-
Total	54	**0.97**	**(10.55)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

39. Indian Accounting Standard (Ind AS) 2, Disclosure on Inventories is as follows:

Inventories are carried at lower of cost and net realizable value. Cost of stock in trade, procured or purchased, by the Company comprises of costs of purchase and other costs incurred in bringing the inventories to its present location and condition.

Amount of inventories consumed and recognized as expenses during the year is as under:

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Stock in Trade	224.97	2.91
Stores and spares	29.12	28.02
Total	**254.09**	**30.93**
Reversal of Inventory Provision (Net of Provision /write off)	(2.31)	1.16

40. Indian Accounting standard (Ind AS) 19, Disclosures on Employee Benefits are as follows:

a) Defined Benefit Plan

i) Gratuity (Funded)-Regular Employees.

I) Changes in Present Value of the Benefit Obligation are as follows

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Present Value of obligation as at beginning of year	143.88	145.90
Interest Cost	9.77	10.55
Current Service Cost	8.92	9.23
Past Service Cost	-	-
Benefits Paid	(21.15)	(20.77)
Actuarial (Gain)/Loss on obligation	(8.64)	(1.03)
Present Value of Obligation as at the end of year	**132.78**	**143.88**

Bifurcation of Present Benefit Obligation at the end of year in current and non-current.

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Current liability (Amount due within one year)	17.09	19.64
Non-Current liability (Amount due over one year)	115.69	124.24
Present Value of Obligation as at the end of year	**132.78**	**143.88**

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Fair Value of Plan Assets at beginning of year	137.62	131.74
Actual Interest Income	11.18	11.20
Contributions	6.26	15.45
Benefits Paid	-	(20.77)
Benefit Paid (But not received from Fund)	(21.15)	
Fair value of Plan Assets at the end of year	**133.91**	**137.62**

Major categories of plan assets (as percentage of total plan assets):

Particulars	31.03.2026	31.03.2025
a) Government of India Securities	--	--
b) State Government securities	--	--
c) High Quality Corporate Bonds	--	--
d) Equity Shares of listed companies	--	--
e) Property	--	--
f) Funds Managed by Insurer	100%	100%
g) Bank Balance	--	--
Total	**100%**	**100%**

III) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Defined Benefit Obligation at end of year	132.78	143.88
Fair value of Plan Assets at the end of year	133.90	137.62
Funded Status – (Surplus)/ Deficit	(1.12)	6.26
Net (Liability)/ Asset recognized in Balance Sheet	**1.12**	**(6.26)**

IV) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Current Service Cost	8.92	9.24
Net Interest on Net Defined Benefit Liability	0.43	1.02
Expenses recognized in the statement of Profit & Loss	**9.35**	**10.26**

Bifurcation of Actuarial Gain/Loss on Obligation

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(5.15)	4.53
Actuarial (Gain)/Loss on arising from Experience Adjustment	**(3.49)**	**(5.56)**

V) Amount recognized in Other Comprehensive Income is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Actuarial (Gains)/Losses on Liability	(8.64)	(1.03)
Actuarial (Gains)/Losses on Assets	(1.83)	(1.69)
Other Comprehensive (Income)/ Expense	**(10.47)**	**(2.72)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

VI) The principal actuarial assumptions are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Discounting rate (%)	7.29%	6.79%
Future salary increase (%)	8.70%	8.70%
Retirement Age (Years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

VII) The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity for actuarial assumptions has been computed by varying respective actuarial assumption used for valuation of the defined benefit obligation by 0.50%, while holding all other assumptions constant.

If the discount rate increases/ decreases by 0.50%, the defined obligations would decrease by ₹ 4.81 crore / increase by ₹ 5.18 crore as on 31st March, 2026 and if the expected salary growth increases /decreases by 0.50%, the defined benefit obligations would increase by ₹ 1.83 crore/ decrease by ₹ 1.88 crore as on 31st March, 2026.

However, the actual change in assumptions would not necessarily behave in isolation to each other. The defined benefit obligations would change accordingly.

The company is expected to contribute ₹ Nil crore to defined benefit plan obligations towards Gratuity during the year 2026-27.

Remeasurement (gain)/loss of defined employee benefit plans in Other Comprehensive Income (OCI) for the year ended 31.03.2026 and 31.03.2025 are ₹ (10.47) crore and ₹ (2.72) crore respectively.

The defined benefit obligation shall mature as follows:

(₹ in crore)

Year ending March, 31	Defined benefit obligations
2027	17.09
2028	12.84
2029	14.76
2030	9.13
2031	7.10
2032	7.07
2032 onward	64.80

ii) Gratuity (Funded)-Contract Employees.

I) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Present Value of obligation as at beginning of year	6.92	6.08
Interest Cost	0.47	0.45
Current Service Cost	1.02	1.03
Benefits paid	(1.24)	(1.01)
Actuarial (Gain)/Loss on obligation	0.20	0.37
Present Value of Obligation as at end of year	**7.37**	**6.92**

Bifurcation of Present Value of the Benefit Obligation at the end of year in current and non-current.

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Current liability (Amount due within one year)	0.83	0.27
Non-Current liability (Amount due over one year)	6.54	6.65
Total Present Value of Obligation as at end of year	**7.37**	**6.92**

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Fair Value of Plan Assets at beginning of year	6.49	4.61
Actual Interest Income	0.53	0.47
Contributions	0.43	2.42
Benefit claimed from trust but not credited till date	(1.24)	(0.48)
Benefits Paid	-	(0.53)
Fair value of Plan Assets at the end of year	**6.21**	**6.49**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Major categories of plan assets (as percentage of total plan assets):

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Government of India Securities	--	--
State Government securities	--	--
High Quality Corporate Bonds	--	--
Equity Shares of listed companies	--	--
Property	--	--
Funds Managed by Insurer	100%	100%
Bank Balance	--	--
Total	**100%**	**100%**

III) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Defined Benefit Obligation at end of year	7.37	6.92
Fair value of Plan Assets at the end of year	6.21	6.49
Funded Status – (Surplus)/ Deficit	1.16	0.43
Net (Liability)/ Asset recognized in Balance Sheet	**(1.16)**	**(0.43)**

IV) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Current Service Cost	1.01	1.03
Net Interest on Net Defined Benefit Liability	0.03	0.11
Expenses recognized in the statement of Profit & Loss	**1.04**	**1.14**

Bifurcation of Actuarial Gain/Loss on Obligation:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	0.68	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.41)	0.36
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.07)	0.01

V) Amount recognized in Other Comprehensive Income is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Actuarial (Gains)/Losses on Liability	0.20	0.37
Actuarial (Gains)/Losses on Assets	(0.09)	(0.14)
Other Comprehensive (Income)/Expense	0.11	0.23

VI) The principal actuarial assumptions are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Discounting rate (%)	7.29%	6.79%
Future salary increase (%)	4.35%	4.35%
Retirement Age (Years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	15.00	3.00
From 31 to 44 years	10.00	2.00
Above 44 years	5.00	1.00

VII) The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity for actuarial assumptions has been computed by varying respective actuarial assumption used for valuation of the defined benefit obligation by 0.50%, while holding all other assumptions constant.

If the discount rate increases /decreases by 0.50%, the defined obligations would decrease by ₹ 0.27 crore /increase by ₹ 0.29 crore as on 31st March, 2026 and if the expected salary growth increases /decreases by 0.50%, the defined benefit obligations would increase by ₹ 0.29 crore/ decrease by ₹ 0.28 crore as on 31st March, 2026.

However, the actual change in assumptions would not necessarily behave in isolation to each other. The defined benefit obligations would change accordingly.

The Company is expected to contribute ₹ 1.16 crore to defined benefit plan obligations towards gratuity during the year 2026-27. Remeasurement (gain)/loss of defined employee benefit plans in Other Comprehensive Income (OCI) for the year ended 31.03.2026 and 31.03.2025 are ₹ 0.11 crore and ₹ 0.23 crore respectively.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

The Defined Benefit Obligations shall mature as follows:

(₹ in crore)

Year ending March, 31	Defined Benefit Obligations
2027	0.82
2028	0.45
2029	0.51
2030	0.51
2031	0.49
2032	0.38
2032 onwards	4.20

iii) Provident Fund (Funded)

The Company pays fixed contribution to provident fund at predetermined rates to a separate trust, which invests the funds in permitted securities. The Company has an obligation to ensure minimum rate of return to the members as specified by GOI. Accordingly, the Company has obtained report of the actuary, based on which overall interest earnings and cumulative surplus is more than the statutory interest payment requirement for all the periods presented. Further, contribution to employees pension scheme is paid to the appropriate authorities.

As per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Company has no right to the benefits either in the form of refund from the plan or lower future contribution to the plan. Based on the Actuarial valuation, the present value of obligation exceeds the fair value of plan assets by ₹ 1.60 crore as at 31.03.2026 (previous year ₹ 1.03 crore). Accordingly, Company has not recognized the surplus as assets as it pertains to the provident fund trust and not to the Company.

The Company contributed ₹ 28.98 crore and ₹ 27.65 crore to the provident fund during the year ended 31st March, 2026 and 31st March, 2025 respectively.

I) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Present value of obligation as at the beginning of the year	699.90	700.96
Interest Cost	55.48	55.64
Current Service Cost	28.98	27.65
Contributions by plan participants / employees	41.17	43.16
Benefits Paid	(128.52)	(133.17)
Total Actuarial (Gain)/Loss on Obligation	(0.12)	1.01
Settlements/Transfer In	40.07	4.65
Present value of obligation as at the End of the year	**736.96**	**699.90**

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Fair value of plan assets at the beginning of the period	700.93	702.63
Adjustment as per BS of Plan Asset	(2.42)	-
Actual return on plan assets	55.15	56.01
Employer contribution	28.98	27.65
Plan Participants / Employee Contribution	41.17	43.16
Benefits paid	(128.52)	(133.17)
Settlements / Transfer In	40.07	4.65
Fair value of plan assets at the end of the year	**735.36**	**700.93**

III) Net defined benefit Surplus (Deficit) is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Defined Benefit Obligation at end of year	736.96	699.90
Fair value of Plan Assets at the end of year	735.36	700.93
Net defined benefit Surplus (Deficit)	**(1.60)**	**1.03**

iv) Other Benefits

I) Other Benefits (Funded):- Earned Leave and Medical Leave- Regular Employees

A) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Present Value of obligation as at beginning of year	85.98	87.39	62.36	64.20
Acquisition adjustment	-	-	-	-
Interest Cost	5.84	6.31	4.23	4.64
Current Service Cost	8.86	8.50	4.54	4.68
Benefits paid	(17.74)	(20.86)	(4.45)	(4.61)
Actuarial (Gain)/Loss on obligation	4.99	4.64	(6.31)	(6.56)
Present Value of Obligation as at end of year	**87.93**	**85.98**	**60.37**	**62.35**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

B) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Fair Value of Plan Assets at the beginning of the year	87.69	95.63	64.65	70.48
Actual Interest Income	6.44	6.47	4.75	4.76
Excess Fund Balance Withdraw	-	(14.41)	-	(10.59)
Employer Contribution	-	-	-	-
Benefits Paid	-	-	-	-
Fair value of Plan Assets at the end of year	**94.13**	**87.69**	**69.40**	**64.65**

C) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Defined Benefit Obligation at end of year	87.93	85.98	60.37	62.35
Fair value of Plan Assets at the end of year	94.13	87.69	69.40	64.65
Funded Status – (Surplus)/ Deficit	(6.20)	(1.71)	(9.03)	(2.30)
Net (Liability)/ Asset recognized in Balance Sheet	**6.20**	**1.71**	**9.03**	**2.30**

D) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Current Service Cost	8.86	8.50	4.54	4.68
Net Interest on Net Defined Benefit Liability	(0.11)	(0.60)	(0.16)	(0.45)
Net Actuarial (gain)/ loss recognized in the year	4.51	5.08	(6.65)	(6.23)
Expenses recognized in the statement of Profit & Loss	**13.26**	**12.98**	**(2.27)**	**(2.00)**

E) The principal actuarial assumptions are as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Discounting rate (%)	7.29%	6.79%	7.29%	6.79%
Future salary increase (%)	8.70%	8.70%	8.70%	8.70%

F) Sensitivity Analysis of the defined benefit obligation:

(₹ in crore)

Particulars	Increase (Decrease) in present value of obligation as on 31.03.2026	
	Earned Leave (Regular Employee)	Medical Leave (Regular Employee)
Impact due to Increase of 0.50 % discount rate	(4.47)	(2.63)
Impact due to Decrease of 0.50 % discount rate	4.86	2.84
Impact due to Increase of 0.50 % in Salary	4.78	2.79
Impact due to Decrease of 0.50 % in Salary	(4.43)	(2.61)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

II) Other Benefits (unfunded):- Earned Leave (Contract employee) and Long Service Award (Regular employee).

A) Present value of the defined benefits plan obligations:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Long Service Award (Regular employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Opening Balance	1.99	1.60	1.63	1.56
Interest Cost	0.14	0.12	0.11	0.11
Current Service Cost	0.94	0.66	0.16	0.12
Benefit Paid	(1.33)	(1.32)	(0.26)	(0.22)
Actuarial (Gain) / Loss on obligation	0.87	0.93	0.06	0.06
Closing Balance	**2.61**	**1.99**	**1.70**	**1.63**

B) Total expenses recognized in the Statement of Profit & Loss are as follows:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Long Service Award (Regular employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Current Service Cost	0.94	0.66	0.17	0.12
Interest Cost	0.14	0.12	0.11	0.11
Actuarial (Gain)/Loss	0.87	0.93	0.06	0.06
Expenses recognized in the statement of Profit & Loss	1.95	1.71	0.34	0.29

C) The principal actuarial assumptions used at the Balance Sheet date are as follows:

(₹ in crore)

Particulars	Earned Leave (Contract employee)		Long Service Award (Regular employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Discount rate (%)	7.29%	6.79%	7.29%	6.79%
Future salary increase (%)	4.35%	4.35%	NA	NA

D) Sensitivity Analysis of the Defined Benefit Obligation:

(₹ in crore)

Particulars	Increase (Decrease) in Present Value of Obligation as on 31.03.2026
	Earned Leave (Contract employee)
Impact due to Increase of 0.50% discount rate	(0.10)
Impact due to Decrease of 0.50% discount rate	0.11
Impact due to Increase of 0.50% in Salary	0.11
Impact due to Decrease of 0.50% in Salary	(0.11)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

b) Defined Contribution Plans

i) **Post Retirement Benefits (Pension & Medical):**

All eligible employees are entitled to benefit under defined contribution plans towards pension under EPFO scheme, post retirement pension fund and medical schemes as defined contribution plans. The Company has no obligations other than the contribution payable to such funds/schemes. The Company recognizes such contributions as expenses when an employee renders the related service.

During the year, Company contributed/provided ₹ 21.18 crore (previous year ₹ 21.26 crore) towards post retirement pension fund, ₹ 2.39 crore (previous year ₹2.31 crore) towards pension under EPFO and ₹ 7.53 crore (previous year ₹ 9.42 crore) towards medical schemes.

ii) **Performance Related Pay:**

Eligible employees are entitled to benefit of performance related pay. The provision for performance related pay is of short-term nature and has been recognized as per the procedure laid by management based on the guidelines of the Department of Public Enterprises.

c) Foreign Service Contribution

Foreign Service Contribution is recognized on accrual basis in the Statement of Profit and Loss Account as per the deputation terms with parent organizations in respect of officers taken on deputation from other organizations.

41. Indian Accounting Standard (Ind AS-20), Disclosures on Accounting for Government Grants and Disclosure of Government Assistance are as follows:

The Company is receiving government grant in the form of export incentive on export of Rolling Stock and Spare parts. There are two types of export incentive i.e duty drawback and RoDTEP (Remission of Duties & Taxes on Exported Products). The Company has recognized/presented ₹ 9.30 crore (previous year ₹ 4.79 crore) as export incentive. The export incentive receivable at the end of the year is ₹ 3.94 crore (previous year ₹ 0.31 crore).

42. Indian Accounting Standard (Ind AS) 21, Disclosures on The Effects of Changes in Foreign Exchange Rates are as follows:

The amount of exchange differences (net) credited to the statement of profit and loss account during the Financial Year is ₹ 14.53 crore (previous year ₹ 10.16 crore)

43. Indian Accounting Standard (Ind AS) 24 –Related Party Disclosures are as follows:

a) Subsidiary Companies

Name of Subsidiaries	Country	Holding as on	
		31.03.2026	31.03.2025
M/s RITES (Afrika) (Pty) Limited	Botswana	100%	100%
M/s REMC Limited	India	51%	51%

b) Joint Ventures

Name of Joint Ventures	Country	Holding as on	
		31.03.2026	31.03.2025
M/s SAIL-RITES Bengal Wagon Industry Private Limited	India	50%	50%
M/s Indian Railway Stations Development Corporation Limited*	India	24%	24%

*Refer note no. 58(a)

c) Associates

Name of Associates	Country	Holding as on	
		31.03.2026	31.03.2025
M/s Elicius Energy Private Limited	India	13%	13%
M/s MMG - Metro Management Group Ltd*	Israel	24.5%	24.5%

*Refer note no. 58(p)

d) Other Related Parties:

Name of Other Related Parties	Country	Nature of Relationship
RITES Contributory Provident Fund	India	Post- Employment Benefit Plan of RITES Limited
RITES Limited Superannuation Pension Trust	India	Post- Employment Benefit Plan of RITES Limited
RITES Limited Retired Employees Medical Trust	India	Post- Employment Benefit Plan of RITES Limited
RITES Employee Gratuity Fund	India	Post- Employment Benefit Plan of RITES Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

e) Key Management Personnel

- **Chairman & Managing Director (Chief Executive Officer)**

  Shri Rahul Mithal (DIN: 07610499)

- **Whole Time Directors**

  Dr. Deepak Tripathi (DIN: 10090267) - Director (Technical)

  Shri Krishna Gopal Agarwal (DIN: 10239667) - Director (Finance)

  Shri Arun Kumar Singh (DIN: 09747776) - Director (Projects) (upto 05.05.2025)

  Shri Prem Singh Meena (DIN: 10855590) - Director (Projects) (w.e.f. 19.03.2026)

- **Government Nominee Directors**

  Shri Shailendra Singh (DIN: 07083410) - (upto 31.01.2026)

  Shri Sandeep Jain (DIN: 09435375) - (upto 21.08.2025)

  Shri Jayant Kumar (DIN: 07179274) - (w.e.f. 17.10.2025)

  Shri Vinod Kumar (DIN: 03278897) - (w.e.f. 25.02.2026)

- **Non-Executive (Independent) Directors**

  Dr. Dineshananda Goswami (DIN: 09394294) (w.e.f. 07.07.2025)

  Shri Likha Togu (DIN: 09470640) (15.04.2025 - 14.04.2026)

  Shri Rajbir Sharma (DIN: 11105411) - (w.e.f. 14.05.2025)

  Smt. Purnima Kerketta (DIN: 11192904) - (13.07.2025- 24.02.2026)

- **Chief Financial Officer**

  Shri Krishna Gopal Agarwal - Director (Finance)

- **Company Secretary**

  Shri Ashok Mishra (upto 19.03.2026)

  Shri Nikhil Agarwal (w.e.f. 19.03.2026)

f) Transactions and Balances with Related Parties

Outstanding balances from the related parties are unsecured and considered good which are due towards ordinary course of business and are being realized within reasonable time.

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i) Subsidiary Companies

Transactions with Subsidiary Companies:

(₹ in crore)

Particulars	RITES (Afrika) (Pty) Limited		REMC Limited	
	Year ended		Year ended	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Reimbursement /Recoverable	0.50	0.49	0.11	0.09
Consultancy Fee/ Income from Construction Turnkey Projects	-	0.84	14.85	14.37
Dividend Income	0.23	-	42.14	43.38
Rent paid	-	-	0.24	0.24
Capital Advance (Refund)	-	-	-	-

Balances with Subsidiary Companies:

(₹ in crore)

Particulars	RITES (Afrika) (Pty) Limited		REMC Limited	
	As on		As on	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Investments	0.01	0.01	35.70	35.70
Recoverable	0.42	0.16	0.02	0.03
Receivables	-	0.03	1.48	1.12

ii) Joint Ventures

Transactions with Joint Ventures:

(₹ in crore)

Particulars	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
	Year ended		Year ended	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Inspection fee	0.00	0.05	-	-
Dividend Received	7.20	4.80	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Balances with Joint Ventures:

(₹ in crore)

Particulars	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
	As on		As on	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Investments(equity)	24.00	24.00	48.00	48.00

iii) Associates

Transactions with Associates

(₹ in crore)

Particulars	Elicius Energy Private Limited		MMG- Metro Management Group Limited	
	Year ended		Year ended	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Investments(equity)	-	-	0.00**	0.00**
Expenses through IITM	-	0.53	-	-

Balances with Associates:

(₹ in crore)

Particulars	Elicius Energy Private Limited		MMG- Metro Management Group Limited	
	As on		As on	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Investments(equity)	0.00*	0.00*	0.60**	0.60**

*Refer note no 58(j)(iv)

** Refer note no.58(p)

iv) Transactions with other related parties (Post-Retirement Benefits Trusts/Plans):

Refer note no 40 & 43(d)

v) Transactions with Key Managerial Personnel:

(₹ in crore)

Particulars	Year ended	
	31.03.2026	31.03.2025
Compensation to CMD, Whole Time Directors, CFO & Company Secretary:		
Short Term Employee Benefits	2.71	3.00
Post-employment Benefits	0.57	0.48
Other Long-Term Benefits	0.26	0.15
Sub-Total	3.54	**3.63**
Sitting fee to Non-Executive (Independent Directors)	0.17	0.13
Total	3.71	**3.76**

g) Entities under the control of same Government

Government of India (GOI) as on 31st March 2026 is holding 72.20% equity shares of the Company, which are held by President of India through Ministry of Railways. GOI controls the Company through Ministry of Railways.

The Company has made various transactions with the Ministry of Railways and with entities being controlled or jointly controlled or having significant influence of the Ministry of Railways. The transactions with them are as under:

Significant Transactions with Government related entities:

(₹ in crore)

Particulars	Year ended	
	31.03.2026	31.03.2025
Revenue	679.33	735.37
Procurements	86.67	11.62
Fee for services & supplies obtained	2.64	0.80
Consumables	1.01	6.19
Training expenses	0.68	0.39
Provision for bad debts including written offs	3.49	2.68
Dividend paid	272.40	256.79
Interest on tax free bonds	0.48	1.44

Significant balances with Government related entities:

(₹ in crore)

Particulars	As on	
	31.03.2026	31.03.2025
Capital Advances	4.79	27.89
Other Advances	94.65	92.84
Recoverable	20.42	17.41
Payables	14.53	14.19
Advance Received	-	0.77
Clients Funds Received	166.87	47.37
Receivables	348.72	177.01
Tax Free Bonds	-	20.00
Interest on tax free bonds	-	1.38

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

44. Indian Accounting Standard (Ind AS) 27-Disclosures on Separate financial statements are as follows:

a) Investment in subsidiary companies:-

Name of Company	Principal Place of Business	Proportion of ownership interest	
		As at 31.03.2026	As at 31.03.2025
M/s RITES (Afrika) (Pty) Limited	Botswana	100%	100%
M/s REMC Limited	India	51%	51%

b) Investment in joint venture companies: -

Name of Company	Principal Place of Business	Proportion of ownership interest	
		As at 31.03.2026	As at 31.03.2025
SAIL-RITES Bengal Wagon Industry Private Limited	India	50%	50%
Indian Railway Stations Development Corporation Limited*	India	24%	24%

*Refer note no. 58(a)

c) Investment in associate companies: -

Name of Company	Principal Place of Business	Proportion of ownership interest	
		As at 31.03.2026	As at 31.03.2025
Elicius Energy Private Limited	India	13%	13%
MMG - Metro Management Group Ltd*	Israel	24.50%	24.50%

*Refer note no. 58(p)

Equity investments in subsidiary, joint venture and associate companies are measured at cost as per the provisions of Ind AS 27 on 'Separate Financial Statements'.

45. Indian Accounting Standard (Ind AS) 33-Disclosures on Earnings per Share (EPS) are as follows:

(₹ in crore)

Particulars		Year ended	
		31.03.2026	31.03.2025
A	Net Profit available for Equity Shareholder (₹ in crore)	400.66	380.22
B	Weighted average number of Equity Shares	480603774	480603774
C	Earnings Per Share (Basic & Diluted) (A)/(B)	₹ 8.34	₹ 7.91
D	Face value per equity share	₹10/-	₹10/-

46. Indian Accounting Standard (Ind AS) 36, Disclosures on Impairment of Assets are as follows:

The Company has carried out the assessment on impairment of assets in terms of Indian Accounting standard (Ind AS) 36, Impairment of Assets and management does not perceive any impairment in the value of the carrying amount of assets.

However, during the financial year, the company has impaired its equity investment in one of the associates namely M/s Elicius Energy Private Limited by ₹0.00* crore and the same has been provided for in books of accounts.

*(refer Note 58 (j)(iv))

47. Indian Accounting Standard (Ind AS) 37, Disclosures on Provisions, Contingent Liabilities and Contingent Assets are as follows:

a) Provisions include mainly towards warranty which has been made for fulfilment of warranty obligation after export sale of rolling stocks/ locomotives & spares. Estimation of such provision is based on past experience, nature of rolling stock exported to various clients and period specified in the agreements with them. Actual expenditure may vary during the warranty period as per the requirements.

(₹ in crore)

Items	Carrying amount 01.04.2025	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Unwinding Cost	Carrying amount as on 31.03.2026
Warranties	15.57	8.64	(7.35)	(0.18)	0.48	17.16

(₹ in crore)

Items	Carrying amount 01.04.2024	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Unwinding Cost	Carrying amount as on 31.03.2025
Warranties	29.99	-	15.06	0.13	0.77	15.57

As per the agreements with the customers, warranty years are varying from two to five years, i.e., extending beyond one year, require discounting to work out net present value of such provisions made towards warranty.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Effect of change in the discount rates

3 years SBI MCLR rate as on 31.03.2026 i.e. 8.80% is used as discount rate during the reporting period. The effect of change in discount rate i.e. 8.80% for FY 2025-26 vice 9.10% for FY- 2024-25, is ₹ 0.02 crore.

b) Provision for expenses includes-

(₹ in crore)

Items	Carrying amount 01.04.2025	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Carrying amount as on 31.03.2026
Contractual Obligation	2.20	4.71	0.13	-	6.78
Ground rent	-	5.54	-	-	5.54
Outsourced Manpower	4.62	12.42	4.62	-	12.42
Total	**6.82**	**22.67**	**4.75**	**-**	**24.74**

(₹ in crore)

Items	Carrying amount 01.04.2024	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Carrying amount as on 31.03.2025
Contractual Obligation	-	2.20	-	-	2.20
Ground rent	-		-	-	-
Outsourced Manpower	-	4.62	-	-	4.62
Total	**-**	**6.82**	**-**	**-**	**6.82**

1. **Contractual Obligation:** Contractual obligations represent provision for estimated liabilities on account of expenses to be incurred in respect of consultancy and engineering services.

2. **Ground Rent:** It relates to the estimated liabilities on account of ground rent expense for staff quarters. The estimated provision is for one year.

3. **Outsourced Manpower Expenses:** These mainly includes welfare expenses such as Gratuity and impact of New Labour Code on the Manpower Hired through outsourced Agencies.

Estimation of such provision is based on experience, nature of expense and period specified in the agreements with them. The provision for expenses is for one year and actual expenditure may vary as per the requirements.

For movement of provision for unspent amount of Corporate Social Responsibility-refer 58(c)(iii).

c) Contingent liabilities and Commitments to the extent not provided for include:

i) Contingent Liabilities

I) Claims (excluding interest) against the Company not acknowledged as debts are ₹ 38.98 crore (previous year ₹ 40.10 crore).

II) In one of the Building Projects, which the company did as a Project Management Consultant (PMC), The building is declared unsafe based on third-party evaluation and is required to be reconstructed. A contract for dismantling of the building has been awarded. Cost of Reconstruction is estimated at ₹ 99.23 Crore (including GST & Contingencies). The contractor, who constructed the said building, has undergone Insolvency Proceedings under the Insolvency and Bankruptcy Code (IBC).

The likely availability of the amount from insurance claim, Bank Guarantee encashment proceeds, and other amounts available under the contract is estimated to be ₹ 60.12 crore. Since the project is handled by the company as PMC, the company does not foresee any outflow from its account. However, as an abundant precaution, ₹39.11 crore (including GST & Contingencies) is being disclosed as contingent liabilities on this account.

III) The Company is subject to legal/arbitration proceeding and claims, which have arisen in the ordinary course of business. Management does not reasonably expect that when these cases ultimately conclude and determined, will have any material and adverse effect on the Company's results of operations or financial conditions.

IV) Disputed taxes and duty:

A) Demand on account of income tax includes of ₹ 6.96 crore (excluding interest) (previous year ₹6.96 crore) which are being contested by the Company. This excludes ₹ 4.51 crore (previous Year ₹ 4.51 crore) relating to cases where Company has already won at different appellate authorities during earlier years, against which income tax department has gone for appeal at higher appellate authorities.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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In similar cases of past years, the appeal of the income tax department has been dismissed.

B) Demand on account of Service Tax, VAT and GST etc. amounting to ₹ 69.58 crore (previous year ₹ 44.20 crore) is being contested by the Company at different forums.

V) The company has entered into a contract with the Ministry of Housing & Urban Affairs for purchase of commercial built up in the complex at Nauroji Nagar New Delhi through NBCC. The company has paid GST under reverse charge from third demand onward along with the GST on earlier demand excluding interest of ₹1.40 crore on delay payment of GST under reverse charge prior to third demand. Company is of the view that liability to pay GST is with NBCC under Sec 9(1) of CGST Act. AAR (Authority for Advance Ruling) under Sec 37 (1) and Delhi Appellate Authority also held the same view. As such, the company does not foresee any liability of interest as on 31.03.2026. However, as an abundant precaution, the same is being disclosed as Contingent Liability.

VI) The Company has received property tax demands of ₹ 10.55 Crores based on rectification order from NDMC in respect of its office premises at Nauroji Nagar Delhi constructed by NBCC (India) Limited on behalf of the Ministry of Housing and Urban Affairs. NDMC has raised demands at higher ratable value, which are under dispute. Based on legal opinion, property tax of ₹8.08 crore has been recognised and paid. Based on management's assessment supported by legal opinion, no additional liability is considered probable and hence no provision has been recognized. The differential amount is disclosed as a contingent liability of ₹ 2.47 crore (Previous year: ₹ Nil crore), the outcome of which is presently not ascertainable.

VII) A number of cases are lying for adjudication at various forums or under arbitration, which Company is contesting on behalf of Clients. The Company is not subject to any liability that may result pursuant to adjudication / arbitral award.

VIII) The above contingent liabilities do not include contingent liabilities on account of pending cases in respect of service matters & others where amount cannot be quantified.

ii) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for amounting to ₹ 43.11 crore (previous year ₹ 24.28 crore).

d) Contingent Assets

i) In a pre-closed contract in the year 2005–06, Company invokes arbitration for a claim of ₹ 233.93 crore (previous year ₹ 233.93 crore) against a client. Client also submitted counter claims of ₹ 469.10 crore (previous year ₹ 469.10 crore) before arbitrator. The sole arbitrator awarded ₹88.31 crore in favour of the Company against the claim of ₹233.93 Crore, while rejecting the counter claims of the client. Since the awarded amount is less than the claimed amount, Company appealed against the aforesaid award. Appellate authority awarded ₹ 231.68 crore with applicable interest in favour of the Company. Client filed a petition in the Civil Court for setting aside the aforesaid award, which was dismissed by the Court on 22.11.2017 and preliminary objections of Company are allowed. Thereafter the Company filed writ petition before Hon'ble Jharkhand High Court on 05.07.2018 to issue the direction to client to pay the awarded amount. The said petition was disposed on 16.02.2024 in favour of company by appointing sole arbitrator i.e. Honb'le Justice (Retd.) from Supreme Court of India to adjudicate the dispute between the parties. Thereafter, the client filed an appeal before Jharkhand High Court on 21.03.2024 to challenge the appointment of Sole Arbitrator, the same is also dismissed on 07.05.2024. Client filed SLP (Civil) No. 15665 of 2024 before Supreme Court of India on 19.07.2024 to challenge the appointment of Sole Arbitrator. The same was admitted on 26.07.2024. Last hearing was held on 05.08.2025. On the date of hearing, the case was not taken up, and no date was fixed thereafter.

ii) In the above contract, executing agency also raised claims (excluding interest) of ₹184.41 crore (previous year ₹184.41 crore) against the Company before the arbitration tribunal. The Company also submitted a counter claim of ₹ 644.53 crore (previous year ₹ 644.53 crore) against the executing agency. Both the parties had concluded their arguments before the Tribunal and award was published on 18th October 2016 in favour of the Company. As per the award, Company was to get ₹ 63 crore from executing agency effective from the date of publication of award i.e., 18th October 2016. The executing agency had filed two petitions i.e. arbitration appeal before hon'ble Jharkhand High Court on 25.05.2017 and commercial revocation to set aside the award before the Commercial Court, Ranchi on 06.01.2018. The arbitration appeal has already been dismissed by hon'ble Jharkhand High Court on 11.03.2019. The commercial revocation has also been dismissed on 29.06.2019. Now the Company filed the commercial execution case no. 03 of 2020 on 16.01.2020 before Commercial Court Ranchi to execute the award amount. Same is pending and next date of hearing is fixed as 09.06.2026. In view of above, the Company has not recognized the award amount in the books of account.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

48. Indian Accounting Standard (Ind AS) 40, Disclosures on Investment Property are as follows:

a) Amounts recognized in the Statement of Profit and Loss are as follows:

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Rental income	11.73	-
Direct operating expenses (including Repairs and maintenance) arising from investment property that generated rental income during the year	9.23	1.02
Direct operating expenses (including Repairs and maintenance) arising from investment property that did not generate rental income during the year	0.22	
Profit before depreciation	2.28	(1.02)
Depreciation for the period	4.73	2.57
Profit from investment property	(2.45)	(3.59)

b) Fair Value

Market value of investment property as on 31.03.2026 is ₹ 522.46 Cr based on valuations performed by an external independent registered valuer and management considered no significant change in the value.

(₹ in crore)

Property Address	Fair Market Value
OJAS Bhawan, Premises No. 08-0326, Plot no. DJ-20, New Town Kolkata, West Bengal-700160	296.51
E-800, 8th Floor, World Trade Centre, Nauroji Nagar, New Delhi-110029	225.95
Total	**522.46**

Methods & assumptions for valuation:

The Valuation Report is based upon the market price method in which the market value is determined by its location, amenities availabilities in the area and with more of Middle class commercial cum office use area coupled with enquiries from the local real estate agents and the neighborhood. Accordingly, the valuer has collected information through their technical team during their personal inspection of the plot, upon the prior receipt of detailed particulars of property, related documents, date and reply of queries. Valuation is carried out by an independent agency on the basis of present construction / replacement cost of similar structures/constituents without considering the value of furniture, fixture & fitting, office equipments etc.

There is no capital commitment in respect of investment property.

49. Indian Accounting Standard (Ind AS) 105, Disclosures on Non-Current Assets Held for Sale and Discontinued Operations are as follows

(₹ in crore)

S. No.	Particulars	As at 31.03.2026	As at 31.03.2025
1.	Office Building at Bhubaneshwar	0.23	-
2.	Staff Quarters at Secunderabad	0.16	-
	Total- Assets Held for sale	**0.39**	**-**

(i) Property Plant & Equipment classified as Held for Sale during the reporting period was measured at the lower of its carrying amount and fair value less costs to sell at the time of re-classification. Accordingly, impairment loss of ₹ Nil crore (previous year : ₹ Nil crore) has been provided for.

(ii) The Company has not reclassified any of the assets classified as held for sale as Property, plant and equipment during the year as well as in the previous year.

50. Indian Accounting Standard (Ind AS) 107, Disclosures on Financial Instruments are as follows

a) Financial Instruments by category

The carrying value and fair value of financial instruments categories-wise as on 31st March, 2026 are as under:

(₹ in crore)

Particulars	Total carrying Value	Amortized Cost	Financial assets/ liabilities at fair value through Profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Financial Assets:						
Cash and Bank Balance – Owned Fund	805.61	805.61				
Cash and Bank Balance- Client Fund	2,323.75	2,323.75				
Investments:						
Equity	0.04	-		0.04		
Tax Free Bonds	-	-				
Trade Receivables	922.73	922.73				
Loans	17.34	17.34				

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Particulars	Total carrying Value	Amortized Cost	Financial assets/ liabilities at fair value through Profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Other Financial Assets	379.44	379.44				
Total	**4,448.91**	**4,448.87**		**0.04**		
Financial Liabilities:						
Trade Payables	315.24	315.24				
Lease Liability	6.59	6.59				
Other Financial Liabilities	2,431.22	2,431.22				
Total	**2,753.05**	**2,753.05**	**-**	**-**	**-**	**-**

The carrying value and fair value of financial instruments categories-wise as on 31st March, 2025 are as under:

(₹ in crore)

Particulars	Total carrying Value	Amortized Cost	Financial assets/ liabilities at fair value through Profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Financial Assets:						
Cash and Bank Balance – Owned Fund	860.76	860.76				
Cash and Bank Balance- Client Fund	2,474.93	2,474.93				
Investments:						
Equity	0.04	-		0.04		
Tax Free Bonds	20.00	20.00				
Trade Receivables	729.72	729.72				
Loans	18.25	18.25				
Other Financial Assets	474.76	474.76				
Total	**4,578.46**	**4,578.42**		**0.04**		
Financial Liabilities:						
Trade Payables	365.55	365.55				
Lease Liability	9.03	9.03				
Other Financial Liabilities	2,596.28	2,596.28				
Total	**2,970.86**	**2,970.86**	**-**	**-**	**-**	**-**

b) Fair value hierarchy & valuation techniques

To provide an indication about the reliability of method used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Indian Accounting Standard (Ind AS-113) on fair value measure.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value of financial instruments that are not traded in an active market is determined using valuation techniques and observable inputs for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (observable inputs).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Fair value hierarchies of assets and liabilities as on 31st March 2026 are as follows:

(₹ in crore)

Particulars	Carrying Value As on 31.03.2026	Fair Value As on 31.03.2026	Level
Financial Assets:			
Investments:			
Equity*	0.04	0.04	III
Tax Free Bonds	-	-	-
Trade Receivables**	922.73	922.73	III
Loans**	17.34	17.34	III
Other Financial Assets**	379.44	379.44	III
Financial Liabilities:			
Trade Payables**	315.24	315.24	III
Lease Liability**	6.59	6.59	III
Other Financial Liabilities**	2431.22	2431.22	III

* Equity shares of ₹ 0.04 crore of GPCL Consulting Services Limited which are not tradable and amount of investment in the entity is immaterial, hence investment in equity is recognized at cost and same is considered as its fair value.

** The carrying amounts of trade receivables, trade payables, loans, other financial assets & liabilities and lease liability are considered to be same as their fair value.

Fair value hierarchies of assets and liabilities as on 31st March, 2025 are as follows:

(₹ in crore)

Particulars	Carrying Value As on 31.03.2025	Fair Value As on 31.03.2025	Level
Financial Assets:			
Investments:			
Equity*	0.04	0.04	III
Tax Free Bonds	20.00	21.90	II
Trade Receivables**	729.72	729.72	III
Loans**	18.25	18.25	III
Other Financial Assets**	474.76	474.76	III
Financial Liabilities:			
Trade Payables**	365.55	365.55	III
Lease Liability**	9.03	9.03	III
Other Financial Liabilities**	2596.28	2596.28	III

* Equity shares of ₹ 0.04 crore of GPCL Consulting Services Limited which are not tradable and amount of investment in equity in the entity is immaterial, hence investment is recognized at cost and same is considered as its fair value.

** The carrying amounts of trade receivables, trade payables, loans, other financial assets & liabilities and lease liability are considered to be same as their fair value.

c) Financial Risk Management

The Company's activities are exposed to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from few customers.

i) Market Risk

The Company operates internationally and a considerable portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk for its sales and services in the Middle East, Africa and South Asian countries. The exchange rates between the rupee and foreign currencies have changed substantially in recent years which may also fluctuate substantially in the future. However, Company has currency risk management policy and exchange fluctuations are regularly monitored by the risk management committee to mitigate this risk. Policy covers various aspects of currency risk management, benchmarking, hedging and risk appetite, permissible instruments, hedging policy, structure of the risk management committee and treasury group, reporting procedures etc.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Analysis of foreign currency risk from financial instruments is as follows:-

Particulars	Currency	(Figure in Millions)		(₹ in crore)	
		As on 31.03.2026	As on 31.03.2025	As on 31.03.2026	As on 31.03.2025
Cash & Cash Equivalents	US Dollar	0.51	3.59	4.73	30.59
	MUR	0.08	0.45	0.02	0.08
	GYD	112.11	1.94	4.93	0.08
Trade Receivables	US Dollar	12.87	11.74	119.89	99.93
	MUR	-	-	-	-
	GYD	96.31	-	4.23	-
Other Financial Assets	US Dollar	7.32	4.18	68.22	35.57
	MUR	0.19	0.22	0.04	0.04
	GYD	2.58	-	0.11	-
Trade Payable	US Dollar	(0.17)	(1.23)	(1.63)	(10.49)
	MUR	-	-	-	-
	GYD	(66.69)	-	(2.93)	-
Other Financial Liabilities	US Dollar	(0.84)	(0.96)	(7.84)	8.19
	MUR	-	-	-	-
	GYD	-	-	-	-
Net Assets/(Liabilities)	US Dollar	19.69	17.32	183.37	147.41
	MUR	0.27		0.06	0.12
	GYD	144.31	-	6.33	-

For the year ended 31st March, 2026 and 31st March, 2025, every percentage increase/decrease in the exchange rate between the INR & US Dollar has affected the Company's incremental margins by approximately 0.35 % (previous year 0.30%) each. For the year ended 31st March, 2026 and 31st March, 2025, every percentage increase/decrease in the exchange rate between the INR & MUR and INR & GYD has an insignificant affect on the Company's incremental margins.

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency, due to exchange rate fluctuations between the previous reporting year and the current reporting year.

The above foreign currency exposure is unhedged as these are covered through foreign currency risk management policy.

ii) Credit Risk

Credit Risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Primarily exposure to the credit risk is from trade receivables amounting to ₹1035.85 crore (previous year ₹ 841.96 crore) and unbilled revenue amounting to ₹ 152.73 crore (previous year ₹ 276.55 crore) which are typically unsecured. Credit risk is being managed by continuously monitoring the outstanding dues from the customers. Trade Receivables towards export sales are generally managed by establishing Letter of Credit with the clients. Further, most of the clients of the Company are Government or Government Undertakings; hence credit risk is bare minimum and Company also does not foresee any impact on credit risk of the Company. Company has impaired, as a prudent measure, the trade receivables and unbilled revenue towards expected credit loss as per Company accounting policy to the extent of ₹ 113.12 crore (previous year ₹ 112.44 crore). Keeping in view the nature of business expected credit loss is provided for on case-to-case basis as per the policy on impairment of financial assets.

Movement of Impairment of Financial Assets

(₹ in crore)

Sl. No.	Particulars	Balance at the beginning of the year	Provision during the year	Reversal during the year	Balance at the end of the year
1	Trade & Other Receivable	129.43	21.77	21.19	130.01

No significant credit risk on cash and bank balances including clients' funds amounting to ₹ 3129.36 crore (previous year ₹ 3335.69 crore) is expected as Company parks surplus funds with Scheduled Banks having good capital adequacy ratio and least NPA as determined by RBI and guidelines of the Company. Company has parked its owned funds in fixed deposits of ₹ 787.25 crore (previous year ₹ 826.33 crore) with Scheduled banks with negligible credit risks.

Non-Strategic Investments primarily include investments in tax-free bonds of ₹ Nil Cr (previous year ₹ 20 crore).

The Company has given House building, multi-purpose loans etc. to the employees which are insured and house properties/ other assets are mortgaged / hypothecated against these loans in line with the policies of the Company. The risk of default in respect of these loans is considered negligible.

iii) Liquidity Risk

Company's principal sources of liquidity are "cash and bank balances" and the cash flow that is generated from operations. The Company has no outstanding borrowings. The Company has a working capital of ₹ 1679.77 crore (previous year ₹ 1598.54 crore) including cash and bank balance (owned funds) of ₹ 805.61 crore (previous year ₹ 860.76 crore) and current investment ₹ Nil Cr (previous year ₹ 20 Cr). Company believes that the working capital is sufficient to meet its requirements, accordingly no liquidity risk is perceived by the Company.

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in crore)

Contractual maturities of financial Liabilities	Within a year	Between 1-5 Years	Beyond 5 Years	Total
31st March, 2026				
Trade Payables	315.24	-	-	315.24
Lease Liabilities	2.11	4.70	1.05	7.86
Other Financial Liabilities	1989.22	442.00	-	2431.22
Total	**2306.56**	**446.70**	**1.05**	**2754.32**
31st March, 2025				
Trade Payables	365.55	-	-	365.55
Lease Liabilities	3.06	6.01	1.87	10.94
Other Financial Liabilities	2434.46	161.82	-	2596.28
Total	**2803.07**	**167.83**	**1.87**	**2972.77**

51. Indian Accounting Standard (Ind AS) 108, Disclosures on Operating Segments are as follows:

Operating segments are defined as components of an enterprise for which discrete financial information is available which is being evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Chairman & Managing Director who is also Chief Executive Officer.

a) Company has identified four operational reportable segments based on operations being carried out which are as under:-

- Consultancy Services
- Leasing of railway rolling stock & equipments
- Export of rolling stock, equipments and spares
- Turnkey Construction Projects

b) Geographical wise revenue segment is disclosed as under:-

i) Revenue within India from consultancy includes quality assurance & project management services, turnkey construction projects and domestic lease rental services to clients located within India.

ii) Revenue from outside India includes services rendered and export sales of rolling stock & spare parts to the clients located outside India.

c) The accounting principles used in the preparation of the financial statements are consistently applied to record revenue & expenditure in individual segment, as set out in the note of material accounting policies.

d) Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of attributed direct cost. All other expenses which are not attributable or allocable to the segments have been disclosed as un-allocable expenses.

e) Assets and liabilities used in the Company's business are not identified to the reportable segments as these are used interchangeably between segments. Depreciation, amortization & impairment on Property, Plant & Equipment and Intangible Assets cannot be allocated to a specific segment. Company believes that it is currently not practicable to provide segmental disclosure relating to total assets, total liabilities and depreciation, amortization & impairment since a meaningful segregation of the available data could be onerous.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

f) Operational Segments:

Year ended 31.03.2026

(₹ in crore)

Description	Consultancy Services		Leasing – Domestic	Export Sale	Turnkey Construction Projects	Total
	Domestic	Abroad				
Revenue	1117.81	67.21	172.07	316.25	602.40	2275.74
Identifiable operating expenses	737.59	47.64	112.05	266.07	592.67	1756.02
Segmental Profit / (Loss) from operations	380.22	19.57	60.02	50.18	9.73	519.72
Add: Interest Income*						67.80
Add: Other Income **						82.34
Less: Finance Cost						3.80
Less: Un-allocable Expenses						142.84
Net Profit Before Tax						523.22
Less: Income Tax (including Deferred Tax)						122.56
Net Profit After Tax						400.66
Additional Information:						
Depreciation and amortization						56.80
Non-cash expenses/(income) other than depreciation and amortization						11.44
Reversal of Provisions						0.72
Loss on sale of PPE						-

Year ended 31.03.2025

(₹ in crore)

Description	Consultancy Services		Leasing – Domestic	Export Sale	Turnkey Construction Projects	Total
	Domestic	Abroad				
Revenue	1042.85	73.56	150.34	10.85	796.61	2,074.21
Identifiable operating expenses	660.91	43.86	97.59	1.71	785.26	1,589.33
Segmental Profit / (Loss) from operations	381.94	29.70	52.75	9.14	11.35	484.88
Add: Interest Income*						66.50
Add: Other Income **						81.35
Less: Finance Cost						5.64
Less: Un-allocable Expenses						127.86
Net Profit Before Tax						499.23
Less: Income Tax (including Deferred Tax)						119.01
Net Profit After Tax						380.22
Additional Information:						
Depreciation and amortization						52.94
Non-cash expenses/(income) other than depreciation and amortization						(15.68)
Reversal of Provisions						7.21
Loss on sale of PPE						-

g) **Geographical Segment**

(₹ in crore)

Description	Year ended 31.03.2026					Year ended 31.03.2025				
	India	Abroad			Total	India	Abroad			Total
		Asia	Africa	Others			Asia	Africa	Others	
Revenue	1876.63	25.05	336.38	37.68	2275.74	1989.81	15.91	50.46	18.03	2,074.21
Identifiable operating expenses	1428.12	24.16	279.29	24.45	1756.02	1,543.77	13.60	21.26	10.70	1,589.33
Segmental profit from operations	448.51	0.89	57.09	13.23	519.72	446.04	2.31	29.20	7.33	484.88
Add: Interest Income*					67.80					66.50
Add: Other Income **					82.34					81.35
Less: Finance Cost					3.80					5.64

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Description	Year ended 31.03.2026					Year ended 31.03.2025				
	India	Abroad			Total	India	Abroad			Total
		Asia	Africa	Others			Asia	Africa	Others	
Less: Un-allocable Expenses					142.84					127.86
Net Profit before Tax					523.22					499.23
Less: Income Tax (including Deferred Tax)					122.56					119.01
Net Profit after Tax					400.66					380.22
Additional Information:										
Depreciation and amortization					56.80					52.94
Non-cash expenses/ (income) other than depreciation and amortization					11.44					(15.68)
Reversal of Provisions					0.72					7.21
Loss on sale of PPE					-					-

* Interest income includes interest on bank deposits, bonds, staff advances, loans, income tax refunds etc.

** Other income includes profit on sale of assets, rental income from investment properties, dividend on investments, exchange gain etc.

Note: - No Impairment and its reversal have been recognized in Other Comprehensive Income (OCI) during the year ended 31.03.2026 and previous year ended 31.03.2025.

h) Revenue of ₹ 825.32 crore (previous year ₹749.48 crore) from major customers is given below:

(₹ in crore)

Description	Year ended 31.03.2026					Year ended 31.03.2025				
	Consultancy	Lease Services	Export Sales	Turnkey Construction Projects	Total	Consultancy	Lease Services	Export Sales	Turnkey Construction Projects- Domestic	Total
Customer 1	155.99	-	-	341.76	497.75	132.21	-	-	502.38	634.59
Customer 2	14.47	-	313.10	-	327.57	-	-	-	114.89	114.89
Total	**170.46**	**-**	**313.10**	**341.76**	**825.32**	**132.21**	**-**	**-**	**617.27**	**749.48**

Note: - PSUs under the same ministry have not been considered as one customer.

52. Indian Accounting Standard (Ind AS) 115, Disclosures on Revenue from Contracts with Customers are as follows:

a) Significant management judgments on Revenue Recognition:

Recognised amounts of contract revenues and related receivables reflect management's best estimate of each contract's outcome and stage of completion which is determined based on physical progress, efforts, cost incurred to date bear to the total estimated cost of the transaction, time spent, service performed or any other method that management considered appropriate. For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation and uncertainty.

b) Company has contracts with customers for different services which are given below:-

- Consultancy Services
- Export of rolling stock, equipments and spares
- Turnkey Construction Projects

Beside above, Company has contracts with customers for wet leasing which are covered under Indian Accounting Standard (Ind AS) 116, Leases.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

c) Company has recognized revenue either on the basis of over time or point in time depending upon satisfaction of performance obligation on transferring control of goods or services to customers. Revenue has been recognized by the Company over time basis if any one of the following condition is met:

- Customer simultaneously receives and consumes the benefits.
- Company's performance creates or enhances an assets that the customer controls as the assets is created or enhanced.
- Company's performance does not create with alternative use and Company has enforceable right to payment for performance completed to date.

In case, none of the above condition is met, revenue recognized by the Company on the basis of point in time.

d) Disaggregation Revenue information:

The below presents Disaggregated Revenues from contract with customer for the year ended 31st March 2026 from various streams of revenue. The Company believe that this Disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factor.

(₹ in crore)

Particulars	Consultancy Services		Inspection Fee		Export Sale	Turnkey Construction Projects	Total
	Domestic	Abroad	Domestic	Abroad			
2025-26	804.62	66.57	312.27	0.67	306.95	602.33	2,093.41
2024-25	768.82	73.34	268.78	0.22	3.86	796.60	1,911.62

e) Company is rendering many project management consultancy services for and on behalf of clients where fee is due to Company for professional services.

f) In most of the cases, payments from customers are linked with performance obligations. Wherever on the reporting date work has been performed and payment is not due as per the contract, in such cases contract assets have been created. However, where payment has been received including advance but performance has not been completed, in such cases contract liabilities have been created. Advances received by the Company for execution of work are in the nature of security i.e a source of protection and are not for financing the project.

g) Company provides warranty in the nature of assurance for which provisions are made as per the Indian Accounting Standard (Ind AS) 37, Provisions, Contingent Liabilities and Contingent Assets.

h) During the year, impairment of amount receivable from client for services rendered/goods supplied charged to Statement of Profit and Loss amounting to ₹ 8.48 crore (previous year ₹ 5.67 crore), which includes impairment for lease services amounting to ₹ 0.19 crore (previous year ₹ 0.04 crore).

i) Balances of Receivables/Contract assets/Contract liabilities are as under:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Receivables include lease receivables of ₹ 57.63 crore (Previous year ₹ 55.60 crore)	1035.85	841.96
Contract assets	254.84	348.78
Contract liabilities include lease liabilities NIL (Previous year ₹ NIL)	263.37	305.84

j) During the year ended March 31st, 2026, ₹ 244.50 crore and March 31st,2025, ₹ 137.68 crore of unbilled revenue as of April 1st, 2025 and April 1st, 2024 respectively has been reclassified to Trade receivables upon billing to customers on completion of milestones.

k) During the year ended March 31st, 2026 ₹ 60.18 crore and March 31st, 2025 ₹ 101.14 crore of contract liabilities as of April 1st, 2025 and April 1st, 2024 has been recognized as revenue after completion of milestones.

l) The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31st, 2026 is ₹ 9,296 crore which pertains to various segment of the Company. Company is likely to recognize this revenue over a period ranging from one year to three years. The aggregate value of performance obligations that was completely or partially unsatisfied as at March 31st, 2025 was ₹ 8,577 crore which pertains to various segment of the Company.

m) Company has not incurred any cost for obtaining contracts except administrative cost required for preparation of offers and the same is charged to statement of Profit and Loss.

n) Company has recognized unamortized contract assets of ₹ Nil (previous year ₹ Nil) on account of costs incurred in fulfilling the contract.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

53. Indian Accounting Standard (Ind AS-116): Disclosures on Leases are as follows:

a) Company as Lessee:-

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the term of useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. Company has no borrowing, as such 3 year SBI MCLR rate 9.10% and 8.85% has been considered as weighted average incremental borrowing rate for calculation of present value of lease liability for the FY 2025-26 and FY 2024-25 respectively.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

i) The following is the summary of practical expedients applied:

I) The Company has used a single discount rate to a portfolio of leases with similar characteristics.

II) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application

III) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

ii) Following are the changes in the carrying value of right of use assets for the year ended March 31, 2026:

(₹ in crore)

Particulars	Category of ROU Assets					Total
	Land	Building	Residential Quarters	Vehicles	Network	
Balance as at April 1, 2025	-	15.96	2.82	0.92	1.62	21.32
Additions	-	-	-	-	-	-
Depreciation	-	(2.27)	(0.13)	(0.23)	(0.41)	(3.04)
Deletion/Adjustment	-	(0.01)	-	-	-	(0.01
Balance as at March 31, 2026	-	13.68	2.69	0.69	1.21	18.27

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2025:

(₹ in crore)

Particulars	Category of ROU Assets					Total
	Land	Building	Residential Quarters	Vehicles	Network	
Balance as at April 1, 2024	0.44	18.29	3.08	-	-	21.81
Additions	-	-	-	1.13	2.07	3.20
Depreciation	(0.44)	(2.33)	(0.26)	(0.21)	(0.45)	(3.69)
Deletion/Adjustment	-	-	-	-	-	-
Balance as at March 31, 2025	-	15.96	2.82	0.92	1.62	21.32

Depreciation on right-of-use assets is as follows:

(₹ in crore)

Description	Year Ended 31.03.2026	Year Ended 31.03.2025
Land	-	0.44
Building	2.27	2.33
Residential qtrs.	0.13	0.26
Vehicle	0.23	0.21
Server & Network	0.41	0.45
Total	3.04	3.69

iii) The following is the break-up of current and non-current lease liabilities:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Current lease liabilities	1.69	2.44
Non-current lease liabilities	4.90	6.59
Total	6.59	9.03

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

iv) The following is the movement in lease liabilities:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Opening Balance	9.03	8.00
Additions	-	3.20
Finance cost accrued during the period	0.62	0.82
Payment of lease liabilities	(3.06)	(2.99)
Adjustment	-	-
Closing Balance	**6.59**	**9.03**

v) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Less than one year	2.11	3.06
One to five years	4.70	6.01
More than five years	1.05	1.87
Total	**7.86**	**10.94**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

vi) During the year ended 31 March 2026, the Company incurred expenses amounting to ₹ 24.07 crore (Previous year ₹ 15.02 crore) on account of short-term leases and leases of low-value assets. For the year ended 31 March 2026, the total cash outflows for leases, including short-term leases and low-value assets amounted to ₹ 27.13 crore (Previous year ₹ 18.01 crore).

vii) ROU Assets includes staff quarters at Liluah Howrah, Kolkata from Indian Railways, for which lease has been expired in the month of March, 2009. The Company had already requested to Indian Railways for surrender of these staff quarters. ROU Assets also include office building at Central Metro Railway Building 2nd and 3rd Floor Kolkata for which the company has requested the Indian Railways to take over the possession.

viii) The Company does not have any lease restrictions and commitment towards variable lease rent as per the contract.

ix) The Company has no commitments towards Leases yet to be commenced as on 31.03.2026.

x) The Company has not sub-leased any of the assets taken on lease.

b) Company as a Lessor:-

(i) Operating Lease: As Lessor

The Company has leasing arrangement of locomotives in domestic market mainly on cancelable basis which includes providing services of its experts for maintenance of these locomotives for which lease rent is received from the clients as per terms of the contracts. [New & In-Service Locomotives (refer note no.2)]

(₹ in crore)

Description	Year ended 31.03.2026	Year ended 31.03.2025
Gross carrying amount	516.02	485.51
Accumulated depreciation	(325.11)	(295.80)
Net carrying amount	190.91	189.71
Depreciation provided for the year	29.31	30.82

(ii) The company has two investment property, (1) Office Complex at Kolkata and (2) Office Complex at Narouji Nagar, New Delhi (super area of 1,64,626 sq.ft) available for lease as on 31.03.2026.

(₹ in crore)

Description	Year ended 31.03.2026	Year ended 31.03.2025
Gross carrying amount	290.72	290.72
Accumulated depreciation	(7.30)	(2.57)
Net carrying amount	283.42	288.15
Depreciation provided for the year	4.73	2.57

c) The Company does not envisage any contraction in demand which could result in significant down-sizing of its business operations.

54. Indian Accounting Standard (Ind AS) 12, Disclosures on Income Taxes are as follows:

The Company opted to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as promulgated by the GOI vide the Taxation Laws (Amendment) Ordinance, 2019 and accordingly Corporate tax rate of 25.168% (Income Tax 22% + Surcharge10%+ Higher Education Cess 4%) has been considered for the purpose of provision for taxes and measuring the deferred tax assets / liabilities in the books of accounts.

a) Income tax expense in the Statement of Profit & Loss comprises:

(₹ in crore)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Income Tax Expenses:		
- Current Taxes	123.64	108.45
- Earlier Years (Net)	(0.11)	0.01
Sub Total - A	**123.53**	**108.46**
Tax on Other Comprehensive Income (OCI)- B	2.61	0.62
Tax on Buy Back Expenses-C	-	-
Sub Total -D= (A+B+C)	**126.14**	**109.08**
Deferred Tax (Net) – Prior Periods	-	-
Deferred Tax (Net) – Current Years	(0.97)	10.55
Sub Total -E	**(0.97)**	**10.55**
Total - F=D+E	**125.17**	**119.63**

Entire deferred income tax for the year ended 31st March, 2026 and 31st March, 2025 relates to origination and reversals of temporary differences.

b) The reconciliation of the Income Tax Expenses to the computed expected tax expenses for the year by applying the statutory income tax rate to the Profit Before Taxes is summarized below:

(₹ in crore)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Profit before Tax	523.22	499.23
Enacted Tax Rates in India on Normal Income	25.17%	25.17%
Enacted Tax Rates in India on LTCG	22.88%	22.88%
Special Enacted Tax Rates in India on Dividend from foreign Company	17.47%	17.47%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Particulars	Year ended	
	31.03.2026	31.03.2025
Computed Expected Tax Expense	131.68	125.65
Tax effect of Income Exempted from Taxation	**(12.60)**	**(12.49)**
Tax effect due to Deductible Temporary Differences	1.12	0.73
Tax effect due to Earlier Period Taxes	(0.11)	0.01
Tax Effect due to claim of Expenditure not charged to Statement of Profit and Loss	-	-
Additional Tax Effect due to Income from House Property and other sources	(1.17)	-
Tax effect of Non-Deductible Expenditures for determining Taxable Profit	2.99	3.84
Tax effect due to income from Joint Operations	0.64	1.27
Income tax expenses for the year	**122.56**	**119.01**
Tax effect due to OCI	2.61	0.62
Current Tax Expense for the year(including tax effect on OCI)	**125.17**	**119.63**

c) Details of income tax assets and liabilities as on 31st March, 2026 and 31st March, 2025 are as follows:

(₹ in crore)

Particulars	As on	
	31.03.2026	31.03.2025
Income Tax Assets	185.09	213.78
Less: Current income tax liabilities	126.25	109.07
Net Income Tax Assets/(Liability) at the end	**58.84**	**104.71**

d) The gross movement in the current income tax asset/(liability) for the year ended 31st March, 2026 and 31st March, 2025 is as follows:

(₹ in crore)

Particulars	As on	
	31.03.2026	31.03.2025
Net current income tax Asset/(Liability) at the beginning of the year	104.71	77.38
Current Income Tax on OCI	(2.61)	(0.62)
Current Income Tax on Buy Back expenses	-	-
Income Tax paid	80.27	136.41
Current income tax expense	(123.53)	(108.46)
Net Current Income Tax Asset/ (Liability) at the end of the year	**58.84**	**104.71**

e) Tax effects of significant temporary differences that resulted in deferred income tax asset and liabilities are as follows:

(₹ in crore)

Particulars	As on	
	31.03.2026	31.03.2025
Deferred Income Tax Assets:		
Accrued Compensation to Employees	23.83	22.26
Provisions for Doubtful Debts, Security Deposits/EMD, Advances etc.	34.17	33.58
Provision for warranty & Commitment	4.84	4.47
Lease Liability for ROU Assets	1.66	2.27
Total Deferred Income Tax Assets – I	**64.50**	**62.58**
Deferred Income Tax Liabilities:		
Depreciation on Property Plant & Equipment and Intangible Assets	15.53	14.58
Interest Accrued on Income Tax Refund	-	-
Unrealised Short-term Gain (Loss) on Mutual Funds	-	-
Total Deferred Income Tax Liabilities – II	**15.53**	**14.58**
Deferred Income Tax Assets after set off	48.97	48.00
Deferred Income Tax Liabilities after set off	-	-

Deferred tax assets and liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making the assessment.

Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the group will realize the benefits of those deductible differences. The amount of deferred income tax assets considered realizable could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

f) The gross movement in the Deferred Income Tax account for the year ended 31stMarch, 2026 and 31st March, 2025 are as follows:

(₹ in crore)

Movement during the year ended 31.03.2026	As on 31.03.2025	Recognised in Profit and Loss	Recognised in OCI	As on 31.03.2026
Tax Effect of items constituting Deferred Tax Liabilities				
(i) Property, Plant & Equipments	14.58	0.95	-	15.53
(ii) Interest on Income Tax Refund Accrued but not received	-	-	-	-
(iii) Donation to PM Cares Fund	-	-	-	-
(iv) Unrealised Short-term Gain (Loss) on Mutual Funds	-	-	-	-
TOTAL-A	**14.58**	**0.95**	**-**	**15.53**
Tax Effects of Items Constituting Deferred Tax Assets				
(i) Provisions for Leave Encashment of Employees	21.96	0.64	-	22.60
(ii) Provision for Superannuation Medical	0.25	0.89	-	1.14
(iii) Other Employee Benefits	0.05	0.04	-	0.09
(iv) Provision For Doubtful Debts & Advances	33.58	0.59	-	34.17
(v) Provision for Warranty	4.47	0.37	-	4.84
(vi) Lease Liability for ROU Assets	2.27	(0.61)	-	1.66
TOTAL-B	**62.58**	**1.92**	**-**	**64.50**
Deferred Tax (Assets)/ Liabilities (A-B)	**(48.00)**	**(0.97)**	**-**	**(48.97)**

The composition of deferred assets relating to temporary difference during the year ended March 31,2026 are primarily on account of Property, Plant and Equipment, Provision for Employee Benefit and Doubtful Debts & Advances, Provision for Warranty & Lease Liability.

The gross movement in the deferred income tax account for the year ended 31stMarch, 2025 and 31st March, 2024 are as follows:

(₹ in crore)

Movement during the year ended 31.03.2025	As on 31.03.2024	Recognised in Profit and Loss	Recognised in OCI	As on 31.03.2025
Tax Effect of items constituting Deferred Tax Liabilities				
(i) Property, Plant & Equipments	12.47	2.11	-	14.58
(ii) Interest on Income Tax Refund Accrued but not received	-	-	-	-
(iii) Donation to PM Cares Fund	-	-	-	-
(iv) Unrealised Short-term Gain (Loss) on Mutual Funds	-	-	-	-
TOTAL-A	**12.47**	**2.11**	**-**	**14.58**
Tax Effects of Items Constituting Deferred Tax Assets				
(i) Provisions for Leave Encashment of Employees	22.22	(0.26)	-	21.96
(ii) Provision for Superannuation Medical	0.25	-	-	0.25
(iii) Other Employee Benefits	0.08	(0.03)	-	0.05
(iv) Provision For Doubtful Debts & Advances	38.91	(5.33)	-	33.58
(v) Provision for Warranty	7.55	(3.08)	-	4.47
(vi) Lease Liability for ROU Assets	2.01	0.26	-	2.27
TOTAL-B	**71.02**	**(8.44)**	**-**	**62.58**
Deferred Tax (Assets)/ Liabilities (A-B)	**(58.55)**	**10.55**	**-**	**(48.00)**

The composition of deferred assets relating to temporary difference during the year ended March 31,2025 are primarily on account of Property, Plant and Equipment, Provision for Employee Benefit and Doubtful Debts & Advances, Provision for Warranty & Lease Liability.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

55. Indian Accounting Standard (Ind AS)1, Disclosures on Presentation of Financial Statements are as follows:

a) Subsequent Event - Dividend

Company has proposed a sum of ₹132.17 crore (₹ 2.75 per share to 48.06 crore equity shares) as final dividend for FY 2025-26 subject to approval of shareholders in Annual General Meeting. If approved, the dividend would result in a cash outflow of ₹ 132.17 crore.

b) Reclassification and Comparative figures

Certain reclassifications have been made to the comparative period's financial statements to enhance comparability with current year financial statement. As a result, certain line items have been reclassified in the Balance sheet, Statement of profit & loss and Statement of cash flow, the details of which are as under:

Items of Balance sheet before and after reclassification for the year ended 31st March 2025

(₹ in crore)

Particulars	Before Reclassification	Reclassification	After Reclassification
Trade payables - MSME	72.41	4.58	76.99
Trade payables – NON-MSME	288.50	0.06	288.56
Other Financial Liabilities	2439.10	(4.64)	2434.46

Items of Balance sheet before and after reclassification for the year ended 31st March 2025

(₹ in crore)

Particulars	Before Reclassification	Reclassification	After Reclassification
Revenue from Operations	2095.31	(21.10)	2074.21
Other Expenses	110.78	(21.10)	89.68

Items of Statement of cash flow before and after Re-classification for the year ended 31st March-2025

(₹ in crore)

Particulars	Before Reclassification	Reclassification	After Reclassification
Trade Payables	145.17	4.64	149.81
Other Financial Liabilities, Other Liabilities & Provisions (net of client fund)	204.31	(4.64)	199.67

56. Disclosure as per regulation 34(3) of Listing Agreements with the stock exchange

(₹ in crore)

Description	Financial Year	Outstanding Balance	Maximum amount due during the year
Investment in Subsidiaries			
(i) REMC Limited	31.03.2026	35.70	35.70
	31.03.2025	35.70	35.70
(ii) RITES (Afrika) (Pty) Limited., Botswana	31.03.2026	0.01	0.01
	31.03.2025	0.01	0.01
Investment in Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry Private Limited	31.03.2026	24.00	24.00
	31.03.2025	24.00	24.00
(ii) Indian Railway Stations Development Corporation Limited	31.03.2026	48.00	48.00
	31.03.2025	48.00	48.00
Investment in Associates			
(i) Elicius Energy Private Limited	31.03.2026	0.00*	0.00*
	31.03.2025	0.00*	0.00*
(ii) MMG- Metro Management Group Limited	31.03.2026	0.60*	0.60
	31.03.2025	0.60	0.60
Loans & advances to Subsidiaries			
(i) REMC Limited.	31.03.2026	-	-
	31.03.2025	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Description	Financial Year	Outstanding Balance	Maximum amount due during the year
(ii) RITES (Afrika) (Pty) Limited., Botswana	31.03.2026	-	-
	31.03.2025	-	-
Loans & advances to Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry Private Limited	31.03.2026	-	-
	31.03.2025	-	-
(ii) Indian Railway Stations Development Corporation Limited	31.03.2026	-	-
	31.03.2025	-	-
Loans & advances to Associates			
(i) Elicius Energy Private Limited	31.03.2026	-	-
	31.03.2025	-	-
(ii) MMG- Metro Management Group Limited	31.03.2026	-	-
	31.03.2025	-	-

*Refer note no 58 (j)(iv) & 58 (p)

57. Capital Management:

The Company's objective for capital management is to maximize shareholders value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are primarily being met through operating cash flows generated.

58. Other Disclosures:

a) Ministry of Railway (MoR) vide letter dated 18.10.2021 has decided in principle for closure of Indian Railway Station Development Corporation Limited (IRSDC), in which Company has an investment of ₹48 Crore. Pursuant to requisite approval of the Board and Shareholders of IRSDC, the voluntary liquidation of IRSDC is under process. The Board of M/s IRSDC had resolved to transfer the assets and liabilities to the M/s Rail Land Development Authority (RLDA) / MoR for consideration not less than the book value on slump sale basis. IRSDC entered into business transfer agreement with RLDA on 09.04.2025 and consideration has been released by RLDA to IRSDC on 11.04.2025. Consequent to the approval of its Board, Shareholders and Creditors, IRSDC has appointed the liquidator. Hence the Voluntary Liquidation process of the Company commenced on 05.05.2026, the date of passing of resolution in the Extra-Ordinary General Meeting.

Financial Statement of IRSDC has been prepared on liquidation basis. As at 31.03.2026, IRSDC has reported a net worth of ₹248.67 Crore, out of which 24% share i.e. ₹59.68 crore belongs to RITES, therefore management does not perceive any impairment in the value of investment in IRSDC.

b) Assets and liabilities are classified between current and non-current considering 12 months period as operating cycle.

c) **Information on CSR expenditure:**

i) Gross amount required to be spent including advances given during the year 2025-26 ₹ 11.80 crore (previous year 2024-25 ₹ 13.30 crore).

ii) Expenditure incurred including advance on CSR during the year on:

(₹ in crore)

Particulars	Amount Paid		Unspent Amount		Total	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
(i) Construction/acquisition of any asset	-	-	-	-	-	-
(ii) On purposes other than (i) above*	7.78	13.30	4.02	-	11.80	13.30
Total	**7.78**	**13.30**	**4.02**	**-**	**11.80**	**13.30**

* Includes following expenditure on account of admin overhead and capacity building

(a) Salary Expenses ₹ 0.37 crore (previous year₹ 0.63 crore)

(b) Other Expense ₹ 0.12 crore (previous year₹ Nil crore)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(iii) Details of unspent CSR amount of ongoing project in compliance with the provision of Section 135(6) of the Act

(₹ in crore)

Unspent CSR	Opening carrying amount	Addition during the year	Used during the year	Closing Carrying amount
As at 31.03.2026	-	4.02	-	4.02
As at 31.03.2025	1.23	-	1.23	-

iv) Short fall other than ongoing projects of CSR –Nil (Previous Year- Nil)

(i) Reasons for short fall other than ongoing projects of CSR – Not Applicable.

(ii) Nature of CSR Activities: The primary focus of CSR activity is on creation of necessary infrastructure, and avenues for employment and income generation, and empowering the people by inclusion in economic mainstream and facilitating sustainable development of marginalized and under privileged sections of the society in and around areas of Company's operations and in backward regions or such other areas as may be defined by the Board. These infrastructure assets then can be taken over by local community/ NGOs/ SHGs for day-to-day operations and maintenance.

d) Salary expenses and Travel expenses included in expenditure on Capital work in progress/Property, Plant & Equipment, and expenditure incurred during warranty period are as follows:

(₹ in crore)

Particulars	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
Salary Expenses	3.38	5.72
Travel Expenses	0.51	0.94

e) Details of dues to Micro, Small and Medium Enterprises as defined under The Micro, Small and Medium Enterprises Development Act, 2006* are given on the basis of information available with the management.

(₹ in crore)

Sl. No.	Particulars	As on 31.03.2026	As on 31.03.2025
A	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
	- Principal amount due to micro and small enterprises		
	- Interest due on above	119.36	77.13
B	The amount of interest paid by the buyer in terms of Section 16 of The Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
C	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under The Micro, Small and Medium Enterprises Development Act, 2006.	-	-
D	The amount of interest due and remaining unpaid at the end of each accounting year	-	-
E	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of The Micro, Small and Medium Enterprises Development Act, 2006.	-	-

*The Company identify supplier registered under The Micro, Small and Medium Enterprises Development Act, 2006, by obtaining confirmations from all suppliers at the time of issue of tender. Information has been collated only to the extent of information received.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

f) Disclosure of Capital Work in Progress/Intangible Assets Under development:

A) Capital Work in Progress:

(i) Ageing as on 31.03.2026

(₹ in crore)

CWIP Project	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total*
Projects in progress	42.42	25.17	16.14	4.09	87.82

*Refer Note no.3 for Capital Work in Progress schedule.

(ii) Capital Work in Progress Completion Schedule as on 31.03.2026 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress					
RITES Office Building at Lucknow	87.18	-	-	-	87.18
Installation of Lift at Corporate Office	0.37	-	-	-	0.37
Installation of AI based Machines	0.27	-	-	-	0.27
Total	**87.82**	**-**	**-**	**-**	**87.82**

(iii) Ageing as on 31.03.2025

(₹ in crore)

CWIP Project	Less than 1 year	1-2 year	2-3 years	More than 3 years	Total*
Projects in progress	26.94	16.55	2.82	1.27	47.58

*Refer Note no.3 for Capital Work in progress schedule

(iv) Capital Work in Progress Completion Schedule as on 31.03.2025 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				
CWIP Project	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress					
RITES Office Building at Lucknow	45.22	-	-	-	45.22
Total	**45.22**	**0**	**0**	**0**	**45.22**

B) Intangible Asset under Development:

(i) Ageing as on 31.03.2026

(₹ in crore)

CWIP Project	Less than 1 year	1-2 year	2-3 years	More than 3 years	Total*
Software Under Development	0.95	0.19	-	-	1.14

*Refer Note no- 6.1 for Intangible Assets Under Development

(ii) Intangible Asset under Development Completion Schedule as on 31.03.2026 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress					
Software Under Development	0.29	-	-	-	0.29
Total	**0.29**	**-**	**-**	**-**	**0.29**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(iii) **Ageing as on 31.03.2025**

(₹ in crore)

CWIP Project	Less than 1 year	1-2 year	2-3 years	More than 3 years	Total*
Software Underdevelopment	0.31	-	-	-	0.31

*Refer Note no.6.1 for Intangible Assets Under Development.

(iv) **Intangible Asset under Development Completion Schedule as on 31.03.2025 in case completion is overdue or has exceeded its cost.**

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				
CWIP Project	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress					
Software Underdevelopment	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

g) Title deeds of Immovable Property not held in the name of the company:

(i) Lease deeds of Right-of Use Assets not held in the name of the Company as on 31.03.2026

(₹ in crore)

S. No	Relevant line item in Balance sheet	Description of item of Property	Gross carrying value	Held in name of	Whether promoter director or their relative or employee	Period held-indicate range	Reason for not being held in name of Company
1	Right-of Use Assets	Office Building at central Metro Railway Building, 2nd & 3rd floor, Kolkata-700012	1.32	Indian Railway	Yes	From 12.01.2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
2	Right-of Use Assets	Testing Laboratory at 52A & 52B,C.R.Avenue, Kolkata-700012	0.46	Indian Railway	Yes	Since June, 2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
3	Right-of Use Assets	House no- Belur shed No 14,JL No 15,PS-Bally,Dist Howrah,Plot No-2206 at Liluah	0.00*	Indian Railway	Yes	From 03.03.1984	This property was on long term lease for 25 years, while depositing the initial amount with Eastern Railway, RITES had written for execution of deed but no response was received from other side.
4	Right-of Use Assets	Office Building at DLF Cyber City, Bhubaneswar	5.43	DLF	No	Since 29.03.2017	Lease deed being pursued.

*Property at Liluah Howarh, Kolkata is carrying at a gross carrying value of ₹ 1.00 in the books of accounts.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

ii) **Lease deeds of Right-of Use Assets not held in the name of the Company as on 31.03.2025**

(₹ in crore)

S. No	Relevant line item in Balance sheet	Description of item of Property	Gross carrying value	Held in name of	Whether promoter director or their relative or employee	Period held-indicate range	Reason for not being held in name of Company
1	Right-of Use Assets	Office Building at central Metro Railway Building , 2nd & 3rd floor, Kolkata-700012	1.32	Indian Railway	Yes	From 12.01.2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
2	Right-of Use Assets	Testing Laboratory at 52A & 52B,C.R.Avenue, Kolkata-700012	0.46	Indian Railway	Yes	Since June, 2000	This property was on long term lease for 30 years, while depositing the initial amount with Metro Railway, RITES had written for execution of deed but no response was received from other side.
3	Right-of Use Assets	House no- Belur shed No 14,JL No 15,PS-Bally,Dist Howrah, Plot No-2206 at Liluah	0.00*	Indian Railway	Yes	From 03.03.1984	This property was on long term lease for 25 years, while depositing the initial amount with Eastern Railway, RITES had written for execution of deed but no response was received from other side.
4	Right-of Use Assets	Office Building at DLF Cyber City, Bhubaneswar	5.43	DLF	No	Since 29.03.2017	Lease deed being pursued.

*Property at Liluah Howarh, Kolkata is carrying at a gross carrying value of ₹ 1 in the books of accounts.

iii) **Title deeds of Property, Plant & Equipment not held in the name of the Company as on 31.03.2026**

(₹ in crore)

S. No.	Relevant line item in Balance sheet	Description of item of Property	Gross carrying value	Held in name of	Whether promoter director or their relative or employee	Period held-indicate range	Reason for not being held in name of Company
1	Property, Plant & Equipment	Land at Plot No.5, Gomti Nagar Extension, Lucknow	4.22	Lucknow Development Authority	No	Since 27.06.2019	Registration is pending due to litigation on payment of stamp duty.

iv) **Title deeds of Property, Plant & Equipment not held in the name of the Company as on 31.03.2025**

(₹ in crore)

S. No.	Relevant line item in Balance sheet	Description of item of Property	Gross carrying value	Held in name of	Whether promoter director or their relative or employee	Period held-indicate range	Reason for not being held in name of Company
1	Property, Plant & Equipment	Land at Plot No.5, Gomti Nagar Extension, Lucknow	4.22	Lucknow Development Authority	No	Since 27.06.2019	Registration is pending due to litigation on payment of stamp duty.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

h) Disclosure on financial ratios:

Particulars	Numerator	Denominator	31st March 2026	31st March 2025	Variance %
Current Ratio	Current Assets (excluding client funds)	Current Liabilities (excluding client deposits)	3.03	2.81	8.01
Debt-Equity Ratio #	Total Debt	Shareholder's Equity	NA	NA	-
Debt Service Coverage Ratio #	Earnings available for Debt Service	Debt Service	NA	NA	-
Return on Equity	Net Profit after Taxes	Average Shareholder's Equity (excluding Other Comprehensive Income)	15.80%	15.14%	4.38
Inventory Turnover Ratio ##	Cost of Goods Sold	Average Inventory (Net of provisions)	4.48	0.17	2499.01
Trade Receivable Turnover Ratio	Revenue from operations (excluding unbilled and other operating revenue)	Average Trade Receivable (Net of provisions)	2.41	2.39	0.86
Trade Payables Turnover Ratios	Purchases and other expenses	Average Trade Payables	3.48	4.05	(14.08)
Net Capital Turnover Ratio	Total income	Working Capital (excluding client funds and client deposits)	1.59	1.49	6.78
Net Profit Ratio	Net Profit	Total Income	16.52%	17.11%	(3.48)
Return on Capital Employed	Earnings before interest and taxes	Capital Employed (excluding Other Comprehensive Income)	21.10%	20.40%	3.45
Return on Investment ###					
-Liquid Funds	Income generated from Investments	Time weighted average investments	NA*	NA*	-
-Fixed Deposits			7.83%	7.91%	(1.01)
-Bonds			7.19%	7.19%	-

* During the year there is no investment Liquid Fund.

The Company is Debt Free. Lease Liability recognized as per IND AS 116 has not been considered as debt.

##Increase in inventory turnover ratio is due to increased export of rolling stock.

###Return on investment is not calculated on strategic investments in subsidiaries, joint ventures and other long term equity instruments.

i) Land for office building at Gomati Nagar Extension, Lucknow allotted by Lucknow Development Authority (LDA) having a total cost of ₹ 4.22 crore is yet to be registered in the name of the Company due to dispute of stamp duty. However, physical possession of the land has been with the Company w.e.f. 27th June 2019.

j) The financial statements are presented in ₹ crore. Those items which are required to be disclosed but can't be presented in the financial statement due to rounding off to the nearest ₹ crore are given as follows: -

(Figures in ₹)

Description	Note No.	As on 31.03.2026	As on 31.03.2025
Non-current investment	7		
(i) Moru Mahal Co-operative Society Limited		250	250
(ii) Amit Industrial Premises Co-operative Society Limited		500	500
(iii) Regent Chambers Premises Co-operative Society Limited		500	500
(iv) Elicius Energy Private Limited		15,730.00	15,730.00
Less: Provision for impairment		(7,740.33)	-

k) Balances shown under trade receivable, advances and trade payables including Indian Railway are subject to confirmation / reconciliation/adjustment, if any. The Company has been sending letters for confirmation to parties. However, the Company does not expect any material dispute w.r.t. the recoverability/payment of the same.

In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

l) Information as regard to loans, investments made as required under section 186(4) of the Companies Act, 2013 have been given vide note no.7,8, & 16.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

m) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

n) No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

o) The Company has assessed the financial impact arising from the implementation of the New Labour Codes and related rules. The financial impact, though not material, has been recognized in the financial results for the financial year ended 31 March 2026. The Company continues to monitor further development/clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

p) The Company has an investment of ₹ 0.60 Crore in MMG- Metro Management Group Ltd, incorporated in Israel, which was under dissolution and the investment is fully provided for as of 31 March 2026. Subsequent to the reporting date, the said entity has been struck off on 11 April 2026. This event does not have any financial impact on the financial statements for the year ended 31 March 2026.

q) In line with the Government of India's policy to facilitate timely payments to Micro, Small and Medium Enterprises (MSMEs), the Company enables MSME vendors to avail invoice discounting through the Trade Receivables Discounting System (TReDS) platforms. The facility is intended only to facilitate early payment to MSME vendors and does not provide additional financing to the Company. Moreover, the amount involved in such arrangements are insignificant in relation to total trade payables.

r) Recent pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing Indian Accounting Standards (Ind AS) from time to time under the Companies (Indian Accounting Standards) Rules.

1. In May 2025, MCA notified amendments to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates, effective April 1, 2025. The Company has evaluated the amendment and does not expect any significant impact on its financial statements.

2. In August 2025, MCA notified amendments to the following standards, effective April 1, 2025:

   (i) Ind AS 1 – Presentation of Financial Statements: The amendments relate to classification of liabilities as current or non-current, including those with covenants. The Company has assessed the impact and concluded that there is no change in its classification of liabilities.

   (ii) Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments: Disclosures: The amendments introduce disclosure requirements for supplier finance arrangements. The Company has evaluated these amendments and does not expect any significant impact on its financial statements.

   (iii) Ind AS 12 – Income Taxes (International Tax Reform – Pillar Two Model Rules): The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax, with related disclosure requirements. The Company has evaluated the amendment and does not expect any impact in its financial statements.

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN:07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even dated attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No.001537C

Ajay Kumar Atolia
Partner
Membership No.077201
UDIN: 26077201OFEQFE6036

Place : Gurugram
Dated : 19.05.2026

ANNEXURE-I (A)

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF RITES LIMITED FOR THE YEAR ENDED 31 MARCH 2026

The preparation of financial statements of RITES Limited for the year ended 31 March 2026 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under section 139 (5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 19 May 2026.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of RITES Limited for the year ended 31 March 2026 under Section 143(6) (a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditor and is limited primarily to inquiries of the Statutory Auditor and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditor's report under Section 143(6) (b) of the Act.

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

Teg Singh
Principal Director of Audit
Railway Commercial, New Delhi

Place: New Delhi
Dated: 21.07.2026

INDEPENDENT AUDITOR'S REPORT

To the Members of RITES Limited

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **RITES Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), including its associates and jointly controlled entities, which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the consolidated statement of changes in equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory statement for the year ended on that date (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group including its associates and jointly controlled entities as at March 31, 2026, the consolidated profit including other comprehensive income, consolidated statement of changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group including its associates and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the "Other Matters" section below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Emphasis of Matter

We draw attention to note no. 61(a) to the Consolidated Financial Statements wherein it is mentioned that the Financials Statements of one of the Jointly controlled entity namely Indian Railway Stations Development Corporation Limited (IRSDC) have been prepared on liquidation basis and stating that the company does not perceive any impairment at present in the value of investments held by the company in IRSDC.

We draw your attention to Note No. 61(o) to the Consolidated Financial Statements wherein it is mentioned that company has made investment in one of the Associate entity MMG- Metro Management Group Ltd, incorporated in Israel, which was under dissolution and the investment is fully provided for as of 31 March 2026. Subsequent to the reporting date, the said entity has been struck off on 11 April 2026. This event does not have any financial impact on the financial statements for the year ended 31 March 2026.

Our opinion is not modified in respect of above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have considered the matters described below to be the Key Audit Matters for incorporation in our Report. We have fulfilled the responsibilities described in the "Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements.

The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the Holding Company's management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements. The below mentioned key audit matters have been reported taking into account such matters to the extent considered material and relevant for the purpose of Consolidated Financial Statements of the Group including associates and jointly controlled entities in respect of Holding company only. The statutory auditors of one (1) subsidiary company has not reported any Key Audit Matters in its report on the financial statements of the company.

The figures and the matters referred herein below under Key Audit Matters unless specifically mentioned otherwise pertain to the Holding Company only since such figures in case of all other components have not been reported upon by the statutory auditors.

Sr. No.	Key Audit Matter	Auditor's Response

1	**Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in respect of Ind AS 115 "Revenue from Contracts with Customers" (revenue accounting standard).**
	The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized at a point in time or over time. Additionally, revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
	Refer Notes 1.2.1 and Note 55 to the Consolidated Financial Statements.
		Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:
		• Evaluated the design of internal controls relating to implementation of the revenue accounting standard.
		• Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation and inspection of evidence in respect of operation of these controls.
		• Selected a sample of contracts and performed the following procedures:
		  • Read, analysed and identified the distinct performance obligations in these contracts.
		  • Compared these performance obligations with that identified and recorded by the Company.
		  • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
		  • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.

2	**Assessment of Contingent Liabilities** The Company is subject to a number of legal, regulatory, arbitration and tax cases for which final outcome cannot be easily predicted and which could potentially result in liabilities. The assessment of whether a liability is recognised as a provision or disclosed as a contingent liability in the financial statements is inherently subjective and requires significant management judgement in determination of the cash outflows from the business, interpretation of applicable laws and regulations, and careful examination of pending assessments at various levels of regulatory authorities. We identified this as a key audit matter because the estimates on which these amounts are based involve a significant degree of management judgement in interpreting the cases and it may be subject to management estimate. (Refer Note no. 1.18 and Note no. 49 to the Consolidated Financial Statements).	We have adopted the following audit procedures: • Understood and tested the design and operating effectiveness of controls as established by the management for obtaining all relevant information for pending litigation cases. • Discussed with the management any material developments and latest status of legal matters at the corporate office. • Read various correspondences and related documents pertaining to litigation cases and performed substantive procedures on calculations supporting the disclosure of contingent liabilities Assessed the adequacy and completeness of disclosures. Based on the above procedure performed, the estimations and disclosure of contingent liabilities are adequate and reasonable.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

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

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of Group Including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group Including its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. In the one of the jointly controlled entity IRSDC, all of its assets and liabilities were sold under slump sale basis. Consequent to approval of its board, the process of voluntary liquidation has been commenced as on 5th May, 2026.

The respective Board of Directors of the companies included in the Group Including its associates and jointly controlled entities responsible for overseeing the financial reporting process of the Group Including its associates and jointly controlled entities

Auditor's responsibilities for the audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risk, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding Company has adequate internal financial controls with reference to the Consolidated Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group including associates and its jointly controlled entity's ability to continue as a going concern. The financial statements of one of the jointly controlled entities IRSDC, have not been prepared on going concern basis but on an alternate basis i.e. liquidation basis refer note no. 61(a) to the consolidated financial statement and given under the heading "Emphasis of Matter" paragraph above in our report on the Consolidated Financial Statements. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its jointly controlled entities to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of holding company included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the holding company and such entities regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Other Matters

(i) The Consolidated Financial Statements includes the audited financial statements of one (1) subsidiary whose financial statements reflect total assets of ₹ 266.29 crores As at March 31, 2026, total revenue of ₹ 162.74 crores, net profit after tax of ₹ 90.15 crores and net cash flows of ₹ (15.45 crores) for the year ended March 31, 2026, which have been audited by its independent auditor. The independent auditor report on financial statements of the entity has been furnished to us and our opinion on the statement, in so far as it relates to the amount and disclosures included in respect of this entity, is based solely on the report of such auditor and the procedures performed by us as stated in the paragraph above.

(ii) The Consolidated Financial Statement includes the financial results of one (1) subsidiary whose financial statements reflect total assets of ₹ 4.30 crores As at March 31, 2026, total revenue of ₹ 0.59 crores, net loss after tax of ₹ (0.79 crores) and net cash flows of ₹ (1.15 crores) for the year ended March 31, 2026, as considered in the Statement, which are unaudited. These unaudited financial statements have been furnished to us by the management and in our opinion on the statement, in so far as it relates to the amount and disclosures included in respect of these entities, is based only on such unaudited financial statements.

(iii) The Consolidated Financial Statements did not include the Group's share of net profit/ (loss) after tax for the year ended March 31, 2026 in respect of two associates, namely Elicius Energy Private Limited and MMG-Metro Management Group Ltd, since the same is not available as informed by the Management. According to the information and explanations given to us by the Holding company's management, investment in these associate companies is not significant to the Group and impact of the same is not material and significant to the group.

(iv) The Consolidated Financial Statements also includes Group's share of net profit of ₹ 13.97 crores for the year ended March 31, 2026 in respect of two jointly controlled entities. These financial statements are unaudited and have been furnished to us by the management and our opinion on the Statement, in so far as it relates to the amount and disclosures in respect of aforesaid jointly controlled entities are based only on such unaudited financial statements. In our opinion and according to information and explanations given to us by the Management, these financial statements are not material to the Group.

(v) Further, of these subsidiaries and jointly controlled entities, one subsidiary is located outside India whose unaudited financial statements and other financial information has been prepared in accordance with accounting principles generally accepted in Botswana. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in Botswana to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our opinion, in so for as it relates to the financial information of such subsidiary located outside India, is based on the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

(vi) We draw attention to the fact that the Company has only Two Independent Directors on its Board as on the date of this report, which is not in compliance with the requirements of Section 149(4) read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, which mandates that every listed public company shall have at least one-third of the total number of directors as independent directors.

(vii) Further, the Company does not have a woman director on its Board, which is not in compliance with the provisions of Section 149(1) of the Companies Act, 2013, read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, which mandates the appointment of at least one woman director on the Board of every listed company.

(viii) The Consolidated financial Statement for the quarter and year ended 31st March, 2025 was audited by the predecessor statutory auditor of the Company.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"/"CARO"), issued by the Central Government in terms of section 143(11) of the Companies Act, 2013, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us and other auditors of Companies included in the Consolidated Financial Statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the CARO reports.

2. In terms of sub section (5) of section 143 of the Act, based on our audit and on the consideration of the report of the auditor

of a subsidiary company, as referred in the 'Other Matters' paragraph above, we give in the **Annexure I** statement on the directions issued under the aforesaid section by the Comptroller and Auditor General of India.

3. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and the other financial information of subsidiaries and jointly controlled Companies, as referred in the 'Other Matters' paragraph above we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;

   (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;

   (e) In view of exemption given vide notification no. G.S.R. 463(E) dated 5th June, 2015, issued by Ministry of Corporate Affairs, provisions of Section 164(2) of the Act regarding disqualifications of Directors, are not applicable to the Holding Company and its subsidiaries. On the basis of the reports of the statutory auditors who are appointed under Section 139 of the Act, of its jointly controlled companies, none of the directors of the jointly controlled companies incorporated in India is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act;

   (f) With respect to the adequacy of internal financial controls with reference to the Consolidated Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure II**;

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and the other financial information of subsidiaries and jointly controlled Companies, as referred in the 'Other Matters' paragraph above:

      i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group including associates and jointly controlled companies – Refer Note 49(c)(i) to the Consolidated Financial Statements;

      ii. The Group including associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts;

      iii. There has been no delay in transferring the amount required to be transferred to the Investor Education and Protection Fund by the company as per Section 125(1) and Section 124 of the Companies Act, 2013 and rules made thereunder.

      iv. a. The respective Managements of the Holding Company, its subsidiary Companies and jointly controlled entities which are Companies incorporated in India whose financial statements have been audited under the act have represented to us and the other auditors of such subsidiary Company and jointly controlled entities respectively that, to the best of their knowledge and belief, as disclosed in note 61(l) to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary Company and jointly controlled entities to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary Company and jointly controlled Companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      b. The respective Managements of the Holding Company, its subsidiary Company and jointly controlled entities which are Companies incorporated in India whose financial statements have been audited under the act have represented to us and the other auditors of such subsidiary Company and jointly controlled entities respectively that, to the best of their knowledge and belief, as disclosed in note 61(m) to the Consolidated Financial Statements, no funds have been received by the holding company or its subsidiary Company and jointly controlled entities from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the holding company or its subsidiary Company and jointly controlled Companies shall, directly or indirectly, lend or invest in other persons or entities identified

in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances and based on audit reports of other auditors, nothing has come to our notice that caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in notes no. 22 and 58(a) to the Consolidated Financial Statements and based on consideration of reports of other auditors:

i. The final dividend proposed in the previous year, declared and paid by the Holding Company and its subsidiary company during the year is in accordance with Section 123 of the Act, as applicable.

ii. The interim dividends declared and paid by the Holding Company during the year and until the date of this report are in compliance with Section 123 of the Act.

iii. The Board of Directors of the Holding Company, and its subsidiary company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable. The jointly controlled entities have neither declared dividend nor paid any dividend during the year.

vi. In our opinion and to the best of our information and according to the explanations given to us, provisions of Section 197 of the Act are not applicable to the Group including associates and its jointly controlled entities with respect to the managerial remuneration paid/provided during the year ended March 31, 2026.

vii. Based on the consideration of reports of other auditors in case of one (1) of the subsidiary which is the Company incorporated in India and based on our examination which included test checks, the Holding Company and subsidiary company have used an accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Holding company and above referred subsidiary companies incorporated in India as per statutory requirements for record retention.

As referred in "Other Matters" paragraph above, the financial statements of two associates are not available and in case of one (1) of the subsidiary and two (2) jointly controlled entities are unaudited and have been furnished to us as certified by the management. According to the Holding Company's management, the financial statements of these associates, Subsidiary and jointly controlled entities are not material to the Group and therefore we are unable to comment on the reporting requirement Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 in respect of these associates, subsidiary and one jointly controlled entity.

For S.R. Goyal & Co.,
Chartered Accountants
Firm Registration No.: 001537C

Ajay Kumar Atolia
Partner
M. No.: 077201
UDIN : 26077201LFWZTO3376

Place : Gurugram
Date : 19th May, 2026

ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

Report under Section 143 (5) of the Companies Act, 2013 in respect of RITES Limited on the Consolidated Financial Statements for the year ended March 31, 2026.

S. no	Directions	Auditor's Comments
1	Assess the fair valuation of all the investments, both quoted and unquoted, made directly by the Holding Company and Subsidiary company or through Trusts, for Post retirement benefits of the employees. This includes verifying valuation methodologies, ensuring consistency with Ind AS and reviewing supporting documentation. The auditor shall provide a brief note on the valuation approach, its reasonability, and compliance with applicable regulations, reporting any material deviations or misstatements.	Based on the information and explanations given to us, the investment, made directly by the Holding Company or through Trusts, for Post-retirement benefits of the employees have been valued appropriately in accordance with the applicable financial reporting framework and applicable regulations. The valuation approach and valuation methodologies applied by the company for these investments is appropriate. In case of Subsidiary company as reported by its auditor, it does not hold any investments, whether quoted or unquoted either directly or through trusts established for post-retirement benefits.
2	Whether the Holding Company and Subsidiary company has a system in place to process all the accounting transaction through IT system? If yes, whether review of this system and controls that are significant to the Companies' financial reporting process as well as cyber security has been done by Information Security Auditing Organization empanelled by Cert-In at a minimum frequency of once in a year and material discrepancies found, if any, have been suitably reported? The implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications may also be reported.	Yes, the Holding Company has an SAP-based IT system in place for processing of accounting transactions. Based on the audit procedures performed by us, reports of reviews conducted by specialists engaged by the management in respect to Web Application Security Certificate , Safe to Host Certificate for Cyber Security and use of MeitY's compliant Cloud Servers and Data Centre for storage, there are no material weakness in such IT systems and controls, which may result in material misstatement of the financial statements of the entity. Further, as per information and explanations given to us and during the course of our audit, we have not come across the any accounting transactions which were outside the IT system and have financial implications. In case of Subsidiary company as reported by its auditor, it has Tally Prime (Edit Log Features) software to process all its accounting transactions, which has an in-built audit trail (edit log) feature. Based on information and explanations given to subsidiary company auditor, the subsidiary company has obtained certification from the service provider relating to IT General controls and cyber security (including those from the cloud service provider and independent information Security Auditors empanelled with CERT-In, where applicable) covering systems relevant to financial reporting during the year. No Material discrepancies requiring reporting were brought to the notice of the subsidiary company auditor in this regard. Further, based on our audit procedures and examination of records. The subsidiary company auditor has not come across any instances of accounting transactions having been processed outside the IT system that could have a material impact on the integrity of the accounts or the financial statements.
3	Whether funds (grants/ subsidy etc.) received/ receivable for specific schemes from Central/State Government or its agencies were properly accounted for as per the applicable accounting standards or norms and whether the received funds were utilised as per its terms and conditions? Whether accounting of interest earned on grants received has been done as per terms and conditions of the Grant. List the cases of deviation.	Based on the information and explanations given to us, as well as reported by the auditor of the subsidiary company, no funds (grants/ subsidy etc.) were received or are receivable for specific schemes from the Central/State government or its agencies during the year.

S. no	Directions	Auditor's Comments
4	Whether the Holding Company and Subsidiary company has identified the key Risk areas? If yes, whether the Holding Company and Subsidiary company has formulated any Risk Management Policy to mitigate these risks? If yes, (a) whether the Risk Management Policy has been formulated considering global best practices? (b) whether the Holding Company and Subsidiary company has identified its data assets and whether it has been valued appropriately?	Based on the information and explanations given to us, the Holding Company has identified the key risk areas and has formulated a risk management policy to mitigate these risks. The said policy has been duly approved by the Board of Directors. As informed by management, the policy has not been specifically benchmarked against any global framework; however, it incorporates principles considered appropriate to the company's operations and risk profile. Further, the Holding Company has not identified any data assets and consequently these have not been subject to valuation. In case of Subsidiary company as reported by its auditor, it has formulated a comprehensive Risk Management policy and identified the key risks area therein. The policy has been formulated considering global best practices. As per information and explanation given to the subsidiary company auditor, it has been informed that company has not identified its data assets as it is not applicable.
5	Whether the Holding Company and Subsidiary company is complying with the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations of SEBI, Department of Investment and Public Asset Management, Ministry of Corporate Affairs, Department of Public Enterprises, Reserve Bank of India, Telecom Regulatory Authority of India, CERT-IN, Ministry of Electronics and Information Technology and National Payments Corporation of India wherever applicable? If not, the cases of deviation may be highlighted.	Based on the information and explanations given to us, Compliance certificate issued by practicing Company Secretary appointed by the Holding Company and audit procedures carried out by us, the Holding Company is materially complying with the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations of SEBI, Department of Investment and Public Asset Management, Ministry of Corporate Affairs, Department of Public Enterprises, Reserve Bank of India, Telecom Regulatory Authority of India, CERT-IN, Ministry of Electronics and Information Technology and National Payments Corporation of India wherever applicable. Except, in Holding Company, as mentioned below: (i) The number of Independent Directors on the Board was less than half of total strength of board as required under Regulation 17(1) of Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015. (ii) The Company does not have a woman director on its Board, as required under the provisions of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In case of Subsidiary company as reported by its auditor, as per information and explanations given to subsidiary company auditor, it is complying such rules and regulations to the extent applicable to the company.

For S.R. Goyal & Co.,
Chartered Accountants
Firm Registration No.: 001537C

Ajay Kumar Atolia
Partner
M. No.: 077201
UDIN : 26077201LFWZTO3376

Place : Gurugram
Date : 19th May, 2026

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT

(referred to in paragraph 3(f) under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to the Consolidated Financial Statements of RITES Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, associates and its jointly controlled entities, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary company, associates and its jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements, and, both issued by Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to the Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting with reference to the Consolidated Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to the Consolidated Financial Statements

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

A Holding company's internal financial control over Financial Reporting with reference to the Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Holding 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 Holding company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to the Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to the Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to the Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in "Other Matters" paragraph, the Holding Company, its subsidiary company and its jointly controlled companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Financial Statements and such internal financial controls were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to the Consolidated Financial Statements in so far as it relates to the one subsidiary company, which is the company incorporated in India, is based on the corresponding report of the auditors of such company incorporated in India. Our opinion is not modified in respect of this matter.

For S.R. Goyal & Co.,
Chartered Accountants
Firm Registration No.: 001537C

Ajay Kumar Atolia
Partner
M. No.: 077201
UDIN : 26077201LFWZTO3376

Place : Gurugram
Date : 19th May, 2026

CONSOLIDATED BALANCE SHEET

as at 31st March, 2026

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Assets			
Non Current Assets			
Property, Plant and Equipment	2	557.13	568.91
Capital Work in Progress	3	87.82	47.58
Right of Use Assets	4	18.89	21.98
Investment Property	5	283.42	288.15
Intangible Assets	6	7.48	5.26
Intangible Assets Under Development	6.1	1.14	0.31
Investment in Joint Ventures Applying Equity Method	7	103.53	96.76
Financial Assets			
Investment	8.1	0.04	0.04
Loans	9	12.40	13.00
Other Financial Assets	10	314.09	72.34
Deferred Tax Assets (NET)	11	21.99	20.60
Other Non Current Assets	12	58.80	97.46
		1,466.73	1,232.39
Current Assets			
Inventories	13	34.60	78.08
Financial Assets			
Investments	8.2	-	20.00
Trade Receivables	14	931.22	739.97
Cash and Cash Equivalents-Owned Fund	15.1	96.03	65.59
Cash and Cash Equivalents-Clients Fund	16.1	460.98	622.51
Other Bank Balances-Owned Fund	15.2	800.93	874.09
Other Bank Balances-Clients Fund	16.2	1,588.21	1,812.93
Loans	17	4.94	5.25
Other Financial Assets	18	361.74	457.65
Current Tax Assets (NET)	19	16.76	87.83
Other Current Assets	20	163.41	122.91
		4,458.82	4,886.81
Assets Held for Sale	51	0.39	-
		0.39	-
Total Assets		5,925.94	6,119.20

CONSOLIDATED BALANCE SHEET

as at 31st March, 2026

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Equity and Liabilities			
Equity			
Equity Share Capital	21.2	480.60	480.60
Other Equity	22	2,200.64	2,159.55
Equity attributable to Equity Shareholders of the Company		2,681.24	2,640.15
Non-Controlling Interests	22.4	112.79	109.11
		2,794.03	**2,749.26**
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Lease Liabilities	56(a)	4.90	6.59
Other Financial Liabilities	23	442.00	161.82
Provisions	24	10.12	9.25
Other Non Current Liabilities	25	9.96	3.20
		466.98	**180.86**
Current Liabilities			
Financial Liabilities			
Lease Liabilities	56(a)	1.69	2.44
Trade Payables			
- Total Outstanding Dues OF Micro Enterprises and Small Enterprises	26	117.88	76.99
- Total Outstanding Dues Other than Micro Enterprises and Small Enterprises	26	202.53	291.93
Other Financial Liabilities	27	1,989.77	2,435.02
Other Current Liabilities	28	296.90	341.43
Provisions	29	56.16	41.27
		2,664.93	**3,189.08**
Total Equity and Liabilities		**5,925.94**	**6,119.20**
Material Accounting Policies and Notes to Accounts Form an Integral Part of Standalone Financial Statements	1-64	-	-

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN: 07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even date attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No. 001537C

AJAY KUMAR ATOLIA
Partner
Membership No.077201
UDIN: 26077201LFWZTO3376

Place : Gurugram
Dated : 19.05.2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2026

(₹ in crore)

Particulars	Note No.	Year ended 31.03.2026	Year ended 31.03.2025
Revenue from Operations	30	2,415.08	2,196.35
Other Income	31	109.49	105.71
Total Income		**2,524.57**	**2,302.06**
Expenses			
Employee Benefits Expenses	32	521.69	503.37
Travel		60.73	54.21
Supplies & Services	33	883.73	1,018.52
Purchases for Export		181.80	73.56
Changes in Inventories of Stock in Trade	34	43.17	(70.65)
Generation Expenses	35	10.01	8.55
Finance Costs	36	3.80	5.80
Depreciation & Amortisation Expense	37	66.00	62.12
Other Expenses	38	159.84	93.79
Total Expenses		**1,930.77**	**1,749.27**
Profit Before Share of Net Profit/(Loss) of Joint Ventures		593.80	552.79
Share of Net Profit/(Loss) of Joint Ventures	39	13.97	12.23
Profit Before Tax		**607.77**	**565.02**
Tax Expenses			
- Current Tax	40.1	(154.72)	(135.30)
- Deferred Tax	40.2	1.39	(6.06)
Profit After Tax		**454.44**	**423.66**
Items that will be Reclassified Subsequently to Profit & Loss			
- Foreign Currency Translation Reserve		0.33	0.13
- Income Tax Effect		-	-
		0.33	**0.13**
Items that will not be Reclassified Subsequently to Profit & Loss			
- Remeasurements of the Defined Benefit Liability/Asset	43	10.36	2.48
- Remeasurements of the Defined Benefit Liability/Asset of Joint Ventures		-	-
- Income Tax Effect		(2.61)	(0.62)
		7.75	**1.86**
Total Other Comprehensive Income (Net of Tax)		**8.08**	**1.99**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2026

(₹ in crore)

Particulars	Note No.	Year ended 31.03.2026	Year ended 31.03.2025
Total Comprehensive Income for the Year		**462.52**	**425.65**
Profit for the Year Attributable to:			
Equity Shareholders of the Company		410.27	384.80
Non-Controlling Interests		44.17	38.86
		454.44	**423.66**
Total Comprehensive Income for the Year Attributable to:			
Equity Shareholders of the Company		418.35	386.79
Non-Controlling Interests		44.17	38.86
		462.52	**425.65**
Earning Per Share (Equity Share of ₹ 10/- Each) - **Basic**	47	₹ 8.54	₹ 8.01
Earning Per Share (Equity Share of ₹ 10/- Each) - **Diluted**	47	₹ 8.54	₹ 8.01
Weighted Average Number Of Equity Shares Used In Computing Earning Per Share		48,06,03,774	48,06,03,774

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN: 07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even date attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No. 001537C

AJAY KUMAR ATOLIA
Partner
Membership No.077201
UDIN: 26077201LFWZTO3376

Place : Gurugram
Dated : 19.05.2026

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31st March, 2026

(₹ in crore)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Cash Flow from Operating Activities		
Net Profit Before Tax	607.77	565.02
Adjustments For:		
- Depreciation & Amortization	66.00	62.12
- Loss/(Profit) on Sale of Property, Plant and Equipment (NET)	(0.09)	(0.14)
- Share of Profit/(Loss) of Joint Ventures	(13.97)	(12.23)
- Interest Income	(71.07)	(65.50)
- Income from Investments	(0.01)	(0.01)
- Finance Cost	3.80	5.80
- Income from Investment Properties	(11.73)	-
- Liabilities Written Back	(0.96)	(7.46)
- Property, Plant and Equipment Written Off	0.01	0.02
- Unrealized (Gain)/Losses from Changes in Foreign Exchange Rate	(4.25)	3.12
- Reversal of Provision of Inventory (Net of Provision / Written Off)	2.32	(1.16)
- Provision and Impairment Expenses (NET)	17.62	(12.24)
Effect of Exchange Differences on Translation of Foreign Currency Cash & Cash Equivalents	(0.24)	0.05
Operating Profit Before Changes in Assets and Liabilities	**595.20**	**537.39**
Changes in Assets and Liabilities:		
Adjustments For (Increase)/Decrease in Operating Assets:		
- Inventories	41.16	(71.99)
- Trade Receivables	(197.72)	165.01
- Loans, Other Financial Assets and Other Assets	65.31	(173.94)
Adjustments For (Increase)/Decrease in Operating Liabilities:		
- Trade Payables	(48.63)	149.35
- Other Financial Liabilities, Other Liabilities And Provisions (Net of Client Funds)	(16.37)	196.34
Cash Generated from Operations	**438.95**	**802.16**
- Income Tax Paid	(111.47)	(165.10)
Net Cash from Operating Activities	**327.48**	**637.06**
Cash Flows from Investing Activities		
- Property, Plant and Equipment/ Investment Property/ Intangible Assets/ CWIP/ Capital Advance	(62.01)	(132.61)
- Proceeds from Sale of Property, Plant and Equipment	0.89	0.34
- Redemption of Bonds	20.00	
- Fixed Deposits Placed with Bank	(1,122.39)	(940.62)
- Redemption of Fixed Deposits with Bank	1,195.92	792.68
- Interest Income	74.87	55.93
- Dividend Received from Joint Venture/Associate	7.20	4.80
- Income from Investment	0.01	0.01
- Income from Investment Property	11.73	-
Net Cash from Investing Activities	**126.22**	**(219.47)**

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31st March, 2026

(₹ in crore)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Cash Flow from Financing Activities		
- Finance Cost Other than Interest on Borrowings	(3.32)	(5.03)
- Dividend Paid	(377.27)	(355.65)
- Dividend Distribution Tax Refund/ (Paid)	0.01	-
- Repayment of Lease Liabilities	(2.43)	(2.17)
- Dividend Paid to Non-Controlling Interest	(40.49)	(41.67)
Net Cash from Financing Activities	**(423.50)**	**(404.52)**
Net Cash Flow from Client Fund Activities	**(161.53)**	**14.22**
Effect of Exchange Differences on Translation of Foreign Currency Cash & Cash Equivalents	**0.24**	**(0.05)**
Net Increase/(Decrease) In Cash & Cash Equivalents	(131.09)	27.24
Cash and Cash Equivalents at the Beginning of the Year	688.10	660.86
Cash and Cash Equivalents at the End of the Year	**557.01**	**688.10**

RECONCILIATION OF CASH AND CASH EQUIVALENTS

(₹ in crore)

Particulars	Note No.	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
Cash and Cash Equivalents	15.1 & 16.1	557.01	688.10
Cash and Cash Equivalents at the End of the Year		557.01	688.10
Components of Cash and Cash Equivalents		**557.01**	**688.10**

NOTE:

1. Cash and Cash Equivalents consist of Cash and Bank balances including FDs having maturity within 3 months from the date of acquisition.
2. The above Statement of Cash Flows has been prepared under the Indirect method as set out in IND AS 7 Statement of Cash Flows notified u/s133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provision of the Act.
3. Figures in bracket indicate Cash outflow.
4. Refer note 62(c) w.r.t. amount spent on CSR activities.
5. The above statement of Cash Flows has been prepared including Cash flow on behalf of client activities. The opening and closing Cash and Cash Equivalents includes ₹ 622.51 crore and ₹ 460.98 crore respectively on behalf of Clients fund.

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN: 07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even date attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No. 001537C

AJAY KUMAR ATOLIA
Partner
Membership No.077201
UDIN: 26077201LFWZTO3376

Place : Gurugram
Dated : 19.05.2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2026

A. EQUITY SHARE CAPITAL

(₹ in crore)

Balance As At 01.04.2025	Changes in Equity Share Capital During The Year		Balance As At 31.03.2026
	Issue of Bonus	Buy Back of Equity Shares	
480.60		-	480.60

(₹ in crore)

Balance As At 01.04.2024	Changes in Equity Share Capital During The Year		Balance As At 31.03.2025
	Issue of Bonus	Buy Back of Equity Shares	
240.30	240.30	-	480.60

B. OTHER EQUITY

(₹ in crore)

Particulars	Other Equity Attributable to Equity Shareholders of the Company						Non-Controlling Interests	Total
	Reserve and Surplus				Other Comprehensive Income	Total		
	General Reserve	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Foreign Currency Translation Reserve			
Balance As At 01.04.2025	**1493.10**	**660.53**	**5.22**	**0.00**	**0.70**	**2,159.55**	**109.11**	**2,268.66**
Profit for the Year		410.27				410.27	44.17	454.44
Other Comprehensive Income (OCI)		7.75			0.33	8.08		8.08
Issue of Bonus Shares	-	-		-		-		-
Interim Dividends (2025-26)		(249.91)				(249.91)	(31.90)	(281.81)
Final Dividend (2024-25)		(127.36)				(127.36)	(8.59)	(135.95)
Dividend Distribution Tax Refund/Paid	-	0.01				0.01		0.01
Balance At 31.03.2026	**1,493.10**	**701.29**	**5.22**	**-**	**1.03**	**2,200.64**	**112.79**	**2,313.43**
Interim Dividend Per Share for 2025-26 (₹)	5.20	Number of Shares used in computing Dividend Per Share						48,06,03,774
Final Dividend Per Share for 2024-25 (₹)	2.65	Number of Shares used in computing Dividend Per Share						48,06,03,774

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2026

(₹ in crore)

Particulars	Other Equity Attributable to Equity Shareholders of the Company						Non-Controlling Interests	Total
	Reserve and Surplus				Other Comprehensive Income	Total		
	General Reserve	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Foreign Currency Translation Reserve			
Balance As At 01.04.2024	**1608.40**	**744.82**	**5.22**	**9.70**	**0.57**	**2,368.71**	**111.92**	**2,480.63**
Profit for the Year		384.80				384.80	38.86	423.66
Other Comprehensive Income (OCI)		1.86			0.13	1.99		1.99
Issue of Bonus Shares	(115.30)	(115.30)		(9.70)		(240.30)		(240.30)
Interim Dividends (2024-25)		(235.50)				(235.50)	(29.84)	(265.34)
Final Dividend (2023-24)		(120.15)				(120.15)	(11.83)	(131.98)
Balance At 31.03.2025	**1,493.10**	**660.53**	**5.22**	**-**	**0.70**	**2,159.55**	**109.11**	**2,268.66**
Interim Dividend Per Share for 2024-25 (₹)	4.90	Number of Shares used in computing Dividend Per Share						48,06,03,774
Final Dividend Per Share for 2023-24 (₹)	5.00	Number of Shares used in computing Dividend Per Share						24,03,01,887

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN: 07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even date attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No. 001537C

AJAY KUMAR ATOLIA
Partner
Membership No.077201
UDIN: 26077201LFWZTO3376

Place : Gurugram
Dated : 19.05.2026

GROUP OVERVIEW AND MATERIAL ACCOUNTING POLICIES ON CONSOLIDATED FINANCIAL STATEMENTS

GROUP OVERVIEW

RITES Limited is a multidisciplinary engineering and consultancy organization providing diversified and comprehensive array of services from concept to commissioning in all facets of transport infrastructure and related technologies. The major business engagements as consultants, engineers and project managers are in railways, highways, airports, ports, ropeways, urban transport and inland waterways in India and abroad. The company also provides services of third party inspection, quality assurance, construction supervision & project management, operations & maintenance, leasing, export of rolling stock and modernization of railways workshop projects, doubling and electrification on turnkey basis.

The Company is a "Navratna", Schedule-"A", CPSE and ISO 9001:2015 certified public limited company incorporated and domiciled in India. The address of its registered office is SCOPE Minar, Laxmi Nagar, Delhi-110092 (India) and address of its corporate office is "Shikhar", Plot no-1, Sector -29, Gurugram, Haryana-122001 (India). President of India through Ministry of Railways is presently holding 72.20% equity share of the company.

Besides the above activities, RITES Limited (The "Holding Company/ Company") along with its subsidiaries, joint venture and associate entities (collectively referred to as "the Group" and individually referred to as "Entity") is also into the business of generating power from wind mills and facilitating Indian Railways in procurement of traction energy through open access, implementation of Net Zero initiative, manufacturing and rehabilitation of wagon business.

The financial statements of the Group, comprises of RITES Limited, the holding company, RITES (Afrika) (Pty) Ltd.(RAPL), Botswana, a wholly owned subsidiary, REMC Limited., India, a subsidiary with 51% stake, joint venture entities viz. SAIL-RITES Bengal Wagon Industry Pvt. Ltd. (SRBWIPL) (50%) & Indian Railway Stations Development Corporation Limited (24%) and associates M/s Elicius Energy Private Limited (13%) & M/s MMG-Metro Management Group Ltd (24.5%).

The reporting and functional currency of the Group is Indian Rupees (₹). Figures in financial statements are presented in ₹ crore, by rounding off upto two decimals except for per share data and as otherwise stated. Certain figures that are required to be disclosed but do not appear due to rounding off are detailed in note- 61(i). Previous periods figures have been regrouped/recasted/rearranged, wherever necessary.

The consolidated financial statements are approved for issue by the holding company's Board of Directors in their meeting held on 19th May, 2026.

1. MATERIAL ACCOUNTING POLICIES

1.1 GENERAL

(a) Statement of Compliance

These consolidated financial statements of the Group are being prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Basis of Preparation

These consolidated financial statements have been prepared on accrual basis at historical cost except for the following assets and liabilities which have been measured at fair value/ amortized cost:

- Derivative financial instruments,
- which are specifically indicated in the concerned accounting policies.

(c) Use of Estimates and Judgements

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities and contingent assets as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized during the year in which the results are known/materialize.

(d) Basis of Consolidation

i) The consolidated financial statements comprise the financial statements of the Company and its controlled entities i.e. subsidiaries at the reporting date. Control is achieved when the Group is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee, if and only if, the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- Exposure or rights to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

ii) Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other voting right holders of the investee.
- Rights arising from other contractual arrangements.

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- The Group's voting rights and potential voting rights.
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

iii) The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

iv) Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

v) The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purpose, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

vi) Consolidation procedure for:

A) Subsidiaries

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Intra group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

(d) Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary.
- De-recognises the carrying amount of any non-controlling interests.
- De-recognises the cumulative translation differences recorded in equity.
- Recognises the fair value of the consideration received.
- Recognises the fair value of any investment retained.
- Recognises any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed off the related assets or liabilities.

B) Joint Ventures & Associates

A Joint Venture is a type of joint arrangement whereby the parties that have joint control of the arrangement and have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether joint control exist are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its joint venture & associates are accounted for using the equity method. Under the equity method, the investment in a joint venture & associates is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date.

1.2 REVENUE RECOGNITION

1.2.1 Revenue from Contracts with Customers

Operating revenue is from various streams viz. consultancy fee, inspection fee, lease services, export sales, construction projects, and power generation.

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1.2.1.1 Consultancy Fee

Revenue from consultancy services is recognized based on performance obligation satisfied either over time or at a point in time.

In case performance obligation satisfied over the time, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on physical progress, efforts, cost incurred to date bear to the total estimated cost of the transaction, time spent, percentage of the value of work done/built-up cost or service performed.

In other cases where performance obligation is not satisfied over time, revenue is recognized at a point in time.

In case of contracts, where customer pays fixed amount based on a payment schedule, if services rendered by the Group exceed the payment, a contract asset is recognised. If payments exceed services rendered, a contract liability is recognised.

Mobilization fee is considered as customer advance until recognized as revenue based on the stage of completion of activities/transactions as per the terms of contract/work order.

Reimbursable and supplies are accounted for on accrual basis.

In Construction Management/ Supervision Contracts, revenue is recognised as a percentage of the value of work done/built-up cost of each contract as determined by the Management, pending customer's approval, if any.

1.2.1.2 Inspection Fee

Inspection fee is accounted for on the basis of inspection certificates issued.

1.2.1.3 Export Sales

Export sales are accounted when the Group transfers control of the assets to the customer which happens at the point in time the customer has undisputed right on delivered goods.

1.2.1.4 Construction Projects

In construction contracts/ projects, the Group recognises revenue over time. Due to high degree of interdependence among various elements of these projects, revenue is accounted for considering these activities as a single performance obligation.

To depict the progress by which the Group transfers control of the promised goods to the customer, and to establish when and to what extent revenue can be recognised, the Group measures its progress towards complete satisfaction of the performance obligation based on work done.

1.2.1.5 Lease Services

Refer Policy no-1.20: - Leases–Group as lessor.

1.2.1.6. Windmill Projects (Power Generation)

Revenue from sale of power through wind-mill projects is recognised based on certificate from concerned State Electricity Authority for energy fed in kwh (units) in authority's system and as per terms and conditions of the contract with the beneficiary.

1.2.2 Other Income

Other income is accounted for on accrual basis except claims (including insurance claims)/supplementary claims / counter claims/interest on delayed payments / awards in favor of the Group/ sale of tenders/ premium on sale of licenses etc. which are accounted for on final settlement / realization.

1.3 PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant and equipment are stated at cost net of accumulated depreciation and impairment losses, if any.

Spares valuing more than ₹ 10 lakh which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised at cost and depreciated over the useful life of the spares or principal item of the relevant assets, whichever is lower.

1.3.1 Depreciation

(a) Depreciation on property, plant and equipment are provided on straight line method over their estimated useful life determined by management. Depreciation method, useful lives and residual values are reviewed at the end of each financial year. The useful lives of assets are as prescribed in Part C of Schedule II of the Companies Act, 2013 except assets indicated in sub paragraphs (c), (d), (e), (f) and (g) below.

(b) The estimated useful lives of the various assets, are as under:-

Assets		Useful Life (Years)
i)	Furniture	10
ii)	Fixture	5
iii)	Office Equipment	5
iv)	Mobile Hand Set	3
v)	Coolers & Air Conditioners	7
vi)	Air Conditioning Plant	15
vii)	Computer Hardware	3
viii)	Server & Networks	6
ix)	Survey and Equipments	10
x)	Vehicles	8
xi)	Buildings on Freehold Land	60

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Assets	Useful Life (Years)
xii) Locomotives-New	15
xiii) Locomotives-In-Service	10
xiv) Coaches-New	15
xv) Coaches-In-Service	10
xvi) Windmill Plants	25

(c) As per Group's technical assessment, Fixtures, Mobile Hand Set, Coolers & Air Conditioners and In-Service Locomotives & Coaches (refurbished) have lower useful lives than prescribed in Part C of Schedule II of the Companies Act, 2013. Therefore, depreciation is charged considering lower useful life than prescribed under the Companies Act, 2013.

(d) In case of REMCL (subsidiary company), leasehold land for wind plant is amortized over the lease term or the useful life of asset built/installed on such land, whichever is shorter.

(e) As per Group's Technical assessment, Windmill plants have a higher useful life of 25 years than prescribed in Part C of Schedule II of Companies Act, 2013 of 22 years. Therefore, depreciation is charged considering higher useful life than prescribed under the Companies Act, 2013.

(f) In respect of buildings on lease hold land, depreciation is charged over the period of lease of land or the useful life stated above for buildings on freehold land, whichever is lower.

(g) Individual low cost assets of value less than ₹ 5,000/- are fully depreciated in the year of acquisition.

1.3.2 Capital Work in Progress

Assets which are not ready for the intended use are carried at cost, comprising direct cost, related incidental expenses, and attributable interest.

1.3.3 Capital Advances

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

1.4 INTANGIBLE ASSETS

Intangible assets acquired/ developed are measured on recognition at cost less accumulated amortisation and impairment losses, if any.

1.4.1 Amortization

Estimated useful life of the software is 4 years and amortized on a straight line basis over the period. However, software of value less than ₹ 100,000/- is fully amortized in the year of acquisition.

1.5 INVESTMENT PROPERTY

Investment properties are measured at cost, including transaction costs less accumulated depreciation and impairment loss, if any.

The Group depreciates building components of investment property over the estimated useful lives of the assets as prescribed in property, plant and equipment.

Investment properties are de-recognised either on disposal or on permanent withdrawal from use. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

1.6 NON-CURRENT ASSET HELD FOR SALE

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification. Non-current assets classified as held for sale is recognized at lower of its carrying amount and fair value less cost to sell.

1.7 INVESTMENTS

Equity investments are measured at fair value through profit and loss except investments in subsidiary, participating joint venture with or without joint control and associate.

Investments in subsidiary, participating joint venture with or without joint control and associate are measured at cost.

1.8 JOINT OPERATIONS

(a) In case of participating joint operations with joint control, company recognizes in relation to its interest in a joint operation as under:-

(i) its assets, including its share of any assets held jointly;

(ii) its liabilities, including its share of any liabilities incurred jointly;

(iii) its revenue from the sale of its share of the output arising from the joint operation;

(iv) its share of the revenue from the sale of the output by the joint operation; and

(v) its expenses, including its share of any expenses incurred jointly.

(b) In case of participating joint operations without having joint control, interest in such arrangements is to be recognized as per aforesaid accounting policy if the company has right to the assets and obligations for the

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liabilities relating to joint operations otherwise interest in the joint operation is recognized in accordance with applicable Ind AS.

1.9 INVENTORIES

(a) Inventories are valued at the lower of cost and Net Realizable Value.

(b) Cost is determined on weighted average basis.

(c) The diminution in the value of obsolete, unserviceable, slow moving, and non-moving stores and spares are assessed periodically and accordingly provided for.

(d) Consumables and Stores & Spares other than those held for the purpose of warranty and for maintenance of rolling stock are charged to the Statement of Profit and Loss in the year of purchase.

1.10 EMPLOYEE BENEFITS

1.10.1 Defined Contribution Plans

Pension Scheme/Post Retiral Medical Schemes

Retirement benefits in the form of pension scheme/ post-retirement medical scheme are defined contribution schemes. The Group has no obligation, other than the contribution payable to such funds/ schemes. The Group recognizes contribution payable to such funds/ schemes as an expense, when an employee renders the related service.

Defined contributions towards pension under EPFO, superannuation pension fund and post retiral medical schemes are charged to the Statement of Profit and Loss based on contributions made in terms of applicable schemes on accrual basis.

1.10.2 Defined benefit plan

1.10.2.1 Gratuity

Group provides gratuity, a defined benefit plan covering eligible regular and contract employees. The gratuity plan provides a lump-sum payment to vested employees of an amount based on the respective employee's salary and the tenure of employment with the Group at retirement, death, incapacitation, or on completion of terms of employment.

The liabilities with regard to the Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at the year end.

(i) The Group has set up a separate Gratuity Trust for managing Gratuity Fund.

(ii) The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

(iii) Gain or loss through re-measurements of net defined benefit liability/(asset) is recognized in Other Comprehensive Income.

(iv) The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in Other Comprehensive Income.

(v) Service cost and net interest cost/(income) on the net defined benefit liability/ (asset) are recognized in Statement of Profit and Loss.

1.10.2.2 Provident Fund

The Group makes contribution to the recognized provident fund - "RITES CONTRIBUTORY PROVIDENT FUND" for its employees, which is a defined benefit plan to the extent that the Group has an obligation to make good the shortfall, if any, between the returns from the investments of the trust and the notified interest rate. The Group's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

1.10.3. Other Long Term Benefits

(a) Leave Travel Concession (CDA employees), Leave Encashment (contract employees) and Long Service Award (regular employees)

i. Accounted for on actuarial valuation made at the end of year.

ii. The actuarial gains/losses are recognized in the Statement of Profit and Loss for the year.

(b) Leave Encashment and Medical Leave for regular employees

i) Liabilities are funded under plan assets through insurance policies from insurance companies approved by Insurance Regulatory Development Authority (IRDA) and are accounted for on actuarial valuation made at the end of year.

ii) The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

iii) Service cost and net interest cost/ (income) on the net defined benefit liability/(asset) are recognized in Statement of Profit and Loss.

Actuarial gains/losses are recognized in the Statement of Profit and Loss.

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1.10.4 Other Benefits

Ex-gratia relief payable to the dependents of an employee on death or permanent disablement are recognised as an expense in the Statement of Profit and Loss in the period in which the obligating event occurs.

1.11 INCOME TAXES

1.11.1 Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate applicable at the reporting date as per Income Tax Act, 1961 is used to compute the amount of Current Income Taxes.

Management periodically evaluates positions taken in the tax assessments with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against Current tax liabilities.

Additional taxes, interest and/or penalties levied/ imposed by the tax authorities / Appellate authorities on finality are recognized in the Statement of Profit and Loss.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

1.11.2 Deferred Tax

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits.

Minimum Alternative Tax (MAT) is recognized as deferred tax asset in the balance sheet as the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets and liabilities are measured at the rate expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date as per Income Tax Act, 1961.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets are offset against deferred tax liabilities.

1.12 PREPAID EXPENSES AND PRIOR PERIOD ADJUSTMENTS

1.12.1 PREPAID EXPENSES

Prepaid expenses up to ₹ 5,00,000/- in each case are treated as expenditure/income of the current year and accounted for to the natural head of accounts.

1.12.2 PRIOR PERIOD ADJUSTMENTS

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest period presented, the opening balances of assets, liabilities and equity for the earliest period presented, are restated unless it is impracticable, in which case, the comparative information is adjusted to apply the new accounting policy prospectively from the earliest date practicable.

1.13 TRANSLATION AND TRANSACTIONS OF FOREIGN CURRENCIES

1.13.1 Functional Currency of the company is Indian Rupees and the financial statements are presented in Indian Rupees.

1.13.2 Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition. The company also uses average rate where the average rate approximates the actual rate at the date of the transaction.

1.13.3 Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

1.13.4 Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss

1.14 CASH AND CASH EQUIVALENTS

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term deposits with an original maturity of three months or less from the date of acquisitions which are readily convertible into known amounts of cash and be subject to an insignificant risk of change in value. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

1.15 STATEMENT OF CASH FLOWS

Statement of Cash Flows is made using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, financing and investing activities of the Group are segregated.

1.16 IMPAIRMENT OF FINANCIAL ASSETS

(Other than at Fair Value)

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) Model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the

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cash flows that the Group expects to receive. When estimating the cash flows, the Group consider the following:

- All contractual terms of the financial assets (including extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables: In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

1.17 PROVISION FOR WARRANTY FOR SALE AND SERVICES RENDERED

Provision for warranties is recognized when products are sold and services are rendered with warranty as per the contract. These provisions are estimated by using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise or incurred. The initial estimate of warranty-related costs is revised annually.

As per the terms of the contracts, the Group provides post-contract services /warranty support to some of its customers. The Group accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past estimates.

1.18 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

(a) Provisions involving substantial degree of estimation in measurement are recognized when there is a present legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources.

(b) Contingent Liabilities are not recognized but are disclosed in the notes in any of the following cases: -

(i) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or

(ii) a reliable estimate of the present obligation cannot be made; or

(iii) a possible obligation, unless the probability of outflow of resource is remote.

(c) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

(d) Contingent Assets are not recognized but are disclosed where an inflow of economic benefits is probable.

(e) Contingent Assets, Contingent Liabilities and Provisions needed against Contingent Liabilities are reviewed at each balance sheet date.

1.19 LEASES:-GROUP AS A LESSEE

The Group's leased asset primarily consists of leases for land and buildings.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over lease term.

The right-of-use assets are initially recognized at cost. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of- use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.20 LEASES:-GROUP AS A LESSOR

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis/systematic basis over the lease term. However, reimbursable under the contract are accounted for on accrual basis. Initial direct cost are added to the carrying amount of the leased assets and recognized as an expense over the lease term.

1.21 FINANCIAL INSTRUMENTS

1.21.1 Initial Recognition

Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and financial liabilities

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are recognized at fair value on initial recognition except for trade receivables/ trade payables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit and loss are added or deducted to/from the fair value on initial recognition.

1.21.2 Subsequent Measurement

(a) Financial assets are subsequently measured at amortised cost if these are held within a business model whose objective is to hold the assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding using the Effective Interest Rate (EIR) method. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

(b) Financial assets at fair value through profit or loss.

The financial assets are measured at fair value through profit or loss unless it is classified at amortised cost.

(c) Financial liabilities

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

All other financial liabilities are subsequently measured at amortised cost using EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are de-recognised as well as through the EIR amortisation process.

1.21.3 De-recognition of Financial Instruments

A financial asset is de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability or a part of financial liability is de-recognised from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

1.22 GOVERNMENT GRANTS

The Group is getting Government Grant as export incentive under Foreign Trade Policy (FTP) of the Government of India. The same is recognized/presented following Income Approach as other operating income when there is a reasonable assurance that the incentive will be received, and all the attached conditions have been complied with and the same will be received.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

2 PROPERTY, PLANT AND EQUIPMENT

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR ENDED 31.03.2026

(₹ in crore)

Description	GROSS BLOCK						DEPRECIATION/AMORTISATION						NET BLOCK
	As At 01.04.2025	Addition During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	As At 31.03.2026	As At 01.04.2025	For The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	As At 31.03.2026	As At 31.03.2026
Land#	28.82		-			28.82	-	-				-	28.82
Building	176.49	1.47	(0.51)			177.45	14.96	3.16	(0.01)		-	18.11	159.34
Residential Quarters	39.07		(0.22)			38.85	3.52	0.59	(0.06)			4.05	34.80
Leasedhold Improvement	1.96					1.96	1.08	0.02				1.10	0.86
Office Equipments													
Survey and Other Instruments	14.55	0.60			0.17	14.98	9.41	1.15			0.17	10.39	4.59
Computer and Equipments	23.86	5.18	0.04		3.28	25.80	18.65	3.76	0.01		3.11	19.31	6.49
Server & Network	13.85	0.02	-		0.03	13.84	7.93	1.46			0.03	9.36	4.48
Office and Other Equipments	19.99	2.68	-		0.94	21.73	9.95	3.38	(0.06)		0.87	12.40	9.33
Air Conditioner and Equipments	4.50	0.44	-	-	0.38	4.56	2.23	0.55			0.38	2.40	2.16
Plant & Machinery													
Air Conditioner Plant	25.55	0.35	-		-	25.90	6.99	1.59			-	8.58	17.32
Locomotives NEW @	277.43	6.67				284.10	119.09	19.30	(0.96)			137.43	146.67
Locomotives in Service @	208.08	23.84			-	231.92	176.71	10.02	0.96		-	187.69	44.23
Wind Mill Plant	152.22	0.52				152.74	57.61	6.09				63.70	89.04
Furniture & Fixtures													
Furnitures	13.94	0.52	(0.23)		0.37	13.86	6.84	1.20			0.34	7.70	6.16
Fixtures	10.75	0.06	0.43		0.15	11.09	7.92	1.31	0.01		0.15	9.09	2.00
Vehicle													
Vehicles	2.25	0.26	-		0.04	2.47	1.51	0.23			0.04	1.70	0.77
Vehicles Abroad	0.03	0.09	-	-	-	0.12	0.03	0.02				0.05	0.07
Total	**1,013.34**	**42.70**	**(0.49)**	**-**	**5.36**	1,050.19	**444.43**	**53.83**	**(0.11)**	**-**	**5.09**	493.06	557.13

NOTE :

- Depreciation on Residential Quarters is charged on the total cost of flats in the absence of break-up of land components in the flats value.
- In the case of assets available for intended use, where final settlement of vendor bills is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

In respect of Land pending execution of registration (refer note no. 61 (h)).

@ Refer Note no. 56 (b) (i)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR ENDED 31.03.2025

(₹ in crore)

Description	GROSS BLOCK						DEPRECIATION/AMORTISATION						NET BLOCK
	As At 01.04.2024	Addition During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	As At 31.03.2025	As At 01.04.2024	For The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The year	As At 31.03.2025	As At 31.03.2025
Land#	35.44		(6.62)			28.82	-			-	-	-	28.82
Building	121.72	54.77			-	176.49	12.26	2.70			-	14.96	161.53
Residential Quarters	39.07					39.07	2.97	0.55				3.52	35.55
Leasedhold Improvement	1.96					1.96	1.06	0.02				1.08	0.88
Office Equipments													
Survey and Other Instruments	13.88	0.90			0.23	14.55	8.55	1.09			0.23	9.41	5.14
Computer and Equipments	22.65	3.76			2.55	23.86	17.41	3.60			2.36	18.65	5.21
Server & Network	12.45	1.49			0.09	13.85	6.63	1.39			0.09	7.93	5.92
Office and Other Equipments	12.10	8.50	(0.01)		0.60	19.99	7.97	2.54	(0.01)		0.55	9.95	10.04
Air Conditioner and Equipments	2.66	1.79	0.09	-	0.04	4.50	1.84	0.42	0.01		0.04	2.23	2.27
Plant & Machinery													
Air Conditioner Plant	7.29	18.35	(0.09)		-	25.55	6.03	0.97	(0.01)		-	6.99	18.56
Locomotives NEW @	255.82	16.37	5.24			277.43	99.76	19.33				119.09	158.34
Locomotives in Service @	202.13	11.19	(5.24)		-	208.08	165.22	11.49			-	176.71	31.37
Wind Mill Plant ^	152.22					152.22	51.53	6.08				57.61	94.61
Furniture & Fixtures													
Furnitures	11.35	2.87	(0.04)		0.24	13.94	5.98	1.12	(0.03)		0.23	6.84	7.10
Fixtures	9.24	1.56			0.05	10.75	6.36	1.61	(0.01)		0.04	7.92	2.83
Vehicle													
Vehicles	2.40	0.28	-		0.43	2.25	1.74	0.19	0.01		0.43	1.51	0.74
Vehicles Abroad	0.03	-	-	-	-	0.03	0.03					0.03	-
TOTAL	**902.41**	**121.83**	**(6.67)**	**-**	**4.23**	**1,013.34**	**395.34**	**53.10**	**(0.04)**	**-**	**3.97**	**444.43**	**568.91**

NOTE :

- Depreciation on Residential Quarters is charged on the total cost of flats in the absence of break-up of land components in the flats value.
- In the case of assets available for intended use, where final settlement of vendor bills is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

In respect of Land pending execution of registration (refer note no. 61 (h)).

@ Refer Note no. 56 (b) (i)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

3 CAPITAL WORK IN PROGRESS

(₹ in crore)

Description	Opening	Additions During The Year	Capitalized During The Year	Deletions During The Year	Closing
As At 31.03.2026	47.58	42.15	(1.91)	-	87.82
As At 31.03.2025	173.72	27.30	(153.44)	-	47.58

Refer Note No. 61(f)(A) for Capital Work in progress ageing and completion schedule

4 RIGHT OF USE ASSETS

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF RIGHT OF USE ASSETS FOR THE YEAR ENDED 31.03.2026

(₹ in crore)

Description	GROSS BLOCK						DEPRECIATION/AMORTISATION						NET BLOCK
	As At 01.04.2025	Additions During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	As At 31.03.2026	As At 01.04.2025	For The Year	ADJ During The Year	ADJ Of Exchange Rate	Deletions During The Year	As At 31.03.2026	As At 31.03.2026
Land	3.53	-	-	-	-	3.53	2.87	0.04	-	-	-	2.91	0.62
Building	22.97	-	-	-	0.15	22.82	7.01	2.27	-	-	0.14	9.14	13.68
Residential Quarters	4.33	-	-	-	-	4.33	1.51	0.13			-	1.64	2.69
Vehicle	1.13	-	-	-	-	1.13	0.21	0.23				0.44	0.69
Server & Network	2.07	-	-	-	-	2.07	0.45	0.41	-	-		0.86	1.21
Total	**34.03**	**-**	**-**	**-**	**0.15**	**33.88**	**12.05**	**3.08**			**0.14**	**14.99**	**18.89**

- In respect of Lease Agreements pending execution {refer note no. 61 (g)}

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF RIGHT OF USE ASSETS FOR THE YEAR ENDED 31.03.2025

(₹ in crore)

Description	GROSS BLOCK						DEPRECIATION/AMORTISATION						NET BLOCK
	As At 01.04.2024	Additions During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	As At 31.03.2025	As At 01.04.2024	For The Year	ADJ During The Year	ADJ Of Exchange Rate	Deletions During The Year	As At 31.03.2025	As At 31.03.2025
Land	3.53	-	-	-	-	3.53	2.39	0.48	-	-	-	2.87	0.66
Building	22.97	-	-	-	-	22.97	4.68	2.33	-	-	-	7.01	15.96
Residential Quarters	4.33	-	-	-	-	4.33	1.25	0.26	-	-	-	1.51	2.82

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Description	GROSS BLOCK						DEPRECIATION/AMORTISATION						NET BLOCK
	As At 01.04.2024	Additions During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	As At 31.03.2025	As At 01.04.2024	For The Year	ADJ During The Year	ADJ Of Exchange Rate	Deletions During The Year	As At 31.03.2025	As At 31.03.2025
Vehicle	-	1.13			-	1.13	-	0.21				0.21	0.92
Server & Network	-	2.07			-	2.07	-	0.45				0.45	1.62
Total	**30.83**	**3.20**	**-**	**-**	**-**	**34.03**	**8.32**	**3.73**	**-**	**-**	**-**	**12.05**	**21.98**

- In respect of Lease Agreements pending execution {refer note no. 61 (g)}

5 INVESTMENT PROPERTY

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF INVESTMENT PROPERTY FOR THE YEAR ENDED 31.03.2026

(₹ in crore)

Description	GROSS BLOCK						DEPRECIATION/AMORTISATION						NET BLOCK
	As At 01.04.2025	Additions During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	As At 31.03.2026	As At 01.04.2025	For The Year	ADJ During The Year	ADJ Of Exchange Rate	Deletions During The Year	As At 31.03.2026	As At 31.03.2026
Land	6.62	-	-	-	-	6.62	-	-	-	-	-	-	6.62
Building	284.10					284.10	2.57	4.73				7.30	276.80
Total	**290.72**	**-**	**-**	**-**	**-**	**290.72**	**2.57**	**4.73**	**-**	**-**	**-**	**7.30**	**283.42**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

FOLLOWING ARE THE CHANGES IN THE CARRYING VALUE OF INVESTMENT PROPERTY FOR THE YEAR ENDED 31.03.2025

(₹ in crore)

Description	Gross Block						DEPRECIATION/AMORTISATION						NET BLOCK
	As At 01.04.2024	Additions During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	As At 31.03.2025	As At 01.04.2024	For The Year	ADJ During The Year	ADJ Of Exchange Rate	Deletions During The Year	As At 31.03.2025	As At 31.03.2025
Land		-	6.62		-	6.62		-	-	-	-	-	6.62
Building	-	284.10				284.10	-	2.57				2.57	281.53
Total	**-**	**284.10**	**6.62**	**-**	**-**	**290.72**	**-**	**2.57**	**-**	**-**	**-**	**2.57**	**288.15**

6 INTANGIBLE ASSETS

(₹ in crore)

Description	Gross Block						DEPRECIATION/AMORTISATION						NET BLOCK
	OPENING	Additions During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	Total	Opening	For The Year	ADJ During The Year	ADJ Of Exchange Rate	Deletions During The Year	Total	
As At 31.03.2026	16.47	7.15	(0.04)	-	0.66	22.92	11.21	4.36	(0.01)	-	0.12	15.44	7.48
As At 31.03.2025	18.63	2.49	(0.02)	-	4.63	16.47	13.14	2.72	(0.02)	-	4.63	11.21	5.26

6.1 INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in crore)

Description	Gross Block						DEPRECIATION/AMORTISATION						NET BLOCK
	OPENING	Additions During The Year	ADJ During The Year	ADJ of Exchange Rate	Deletions During The Year	Total	Opening	For The Year	ADJ During The Year	ADJ Of Exchange Rate	Deletions During The Year	Total	
Computer Softwares (Acquired)													
As At 31.03.2026	0.31	0.95	(0.12)		-	1.14	-	-	-	-	-	-	1.14
As At 31.03.2025	0.18	0.31	(0.18)			0.31	-	-	-	-	-	-	0.31

Refer Note No. 61(f)(B) for Intangible Asset under Development

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

7 INVESTMENT IN JOINT VENTURES & ASSOCIATES APPLYING EQUITY METHOD

(₹ in crore)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
Indian Railway Stations Development Corporation Limited			59.68		57.00
Sail-Rites Bengal Wagon Industry Private Limited			43.85		39.76
Elicius Energy Private Limited	61 (i)		-		-
MMG- Metro Management Group Ltd.	61 (o)	0.60		0.60	0.60
Less: Provision For Dimunition		(0.60)	-	(0.60)	(0.60)
Total			**103.53**		**96.76**

8.1 NON CURRENT INVESTMENTS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
A) Investment In Unquoted Equity Instruments of (Investment Carried At Cost):			
Cooperative Societies			
(i) Moru Mahal Co-operative Society Limited	61 (i)	-	-
5 (previous year 5) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of residential quarter.			
(ii) Amit Industrial Premises Co-operative Society Limited	61 (i)	-	-
10 (previous year 10) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of laboratory.			
(iii) Regent Chambers Premises Co-operative Society Limited	61 (i)	-	-
10 (previous year 10) Equity Shares of face value of ₹ 50/- each, fully paid-up acquired for purchase of residential quarter.			
		-	-
Others			
(i) GPCL Consulting Services Limited (formerly known as Global Procurement Consultants Limited)		0.04	0.04
32,279 (previous period 32,279) equity shares of face value of ₹ 10/- each, fully paid-up			
(includes 2,279 equity shares of face value of ₹ 10/- each at a price of ₹ 30/- each).			
AGGREGATE OF UNQUOTED INVESTMENTS (NON CURRENT)		**0.04**	**0.04**
TOTAL (NON CURRENT)		**0.04**	**0.04**

8.2 CURRENT INVESTMENTS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
A) Investment In Quoted Tax Free Bonds Of (Investment Carried At Amortised Cost):			
(i) Indian Railway Finance Corporation (10 Year Secured Redeemable 7.19% Tax Free Bonds 31 July 2025)			
200 Bonds of face value of ₹ 1,000,000/- each at premium of ₹100/-each, fully paid		-	20.00
Aggregate Of Quoted Investments (Current)		**-**	**20.00**
Total (Current)		**-**	**20.00**
Grand Total		**0.04**	**20.04**
A Aggregate Amount Of Quoted Investments		-	20.00
B Market Value Of Quoted Investments		-	21.90
C Aggregate Amount Of Unquoted Investments		0.04	0.04

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

9 NON CURRENT LOANS

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Loans To Employees Considered Good-Secured	6.15	6.89
Loans To Employees Considered Good-Unsecured	6.25	6.11
Loans To Employees Which Have Significant Increase In Credit Risk	-	-
Loans To Employees-Credit Impaired	-	-
Total	**12.40**	**13.00**

10 OTHER NON CURRENT FINANCIAL ASSETS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Security Deposits		1.03	5.53
Interest Accrued (Including Accrued But Not Due) On:			
- Client Fund FDR		0.11	0.12
Retention Money		38.03	26.52
Bank Deposits Having Maturity Over 12 Months From Reporting Date:			
- Owned Fund	15.3	0.36	0.68
- Clients Fund	16.3	274.56	39.49
Total		**314.09**	**72.34**

11 DEFERRED TAX ASSETS/ (LIABILITY) (NET)

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Deferred Income Tax Assets			
Accrued Compensation To Employees		23.80	22.20
Provision For Doubtful Debts, Secutity Deposits/ EMD, Advances Etc.		34.19	34.59
Provision For Warranty		4.84	4.47
Carry Forward Losses/Business Loss		0.24	
Lease Liability For ROU Assets		1.66	2.27
Total Deferred Income Tax Assets - I		**64.73**	**63.53**
Deferred Income Tax Liabilities:			
Property, Plant & Equipment And Intangible Assets		42.74	42.93
Total Deferred Income Tax Liabilities - II		**42.74**	**42.93**
Deferred Income Tax Assets (Net)	57	**21.99**	**20.60**

12 OTHER NON CURRENT ASSETS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
Capital Advance		4.79		33.68	
Less: Provision For Doubtful		-	4.79	-	33.68
Advances Other Than Capital Advance					
Prepaid Expenses			2.14		3.27
Advances To Suppliers			-		34.90
Deferred Cost Towards Staff Loan			6.40		5.35
Security Deposits Adjustable			1.22		1.22
Advance Income Tax (Net Of Provision)	57		44.25		19.04
Works Contract Tax Receivable		1.70		1.96	
Less: Provision For Doubtful Receivable		(1.70)	-	(1.96)	-
Total			**58.80**		**97.46**

13 INVENTORIES

(AT THE LOWER OF COST AND NET REALISABLE VALUE)

(₹ in crore)

Particulars	As at 31.03.2026		As at 31.03.2025	
(As Certified By Management)				
Stock In Trade*	31.00		77.03	
Less: Provision For Obsolete Inventories	(3.93)	27.07	(1.61)	75.42
Stores & Spares*		7.53		2.66
Total		**34.60**		**78.08**

*Includes inventory lying with third parties of ₹ 34.53 crore (previous year ₹ 73.59 crore) & stock in transit ₹ NIL (previous year ₹ NIL).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Note - All inventories are expected to be utilised/sold within twelve months except certain items, which are utilised on need basis. Quantum of such items, which may be utilised beyond one year, is not determinable and is not expected to be material with reference to the total value of inventories.

14 TRADE RECEIVABLES

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Trade Receivable Considered Good -Secured	-	-
Trade Receivable Considered Good -Unsecured	931.22	739.97
Trade Receivable Which Have Significant Increase In Credit Risk	-	-
Trade Receivable -Credit Impaired	113.12	116.27
	1,044.34	856.24
Less: Allowance For Expected Credit Losses	(113.12)	(116.27)
Total	**931.22**	**739.97**

14.1 Trade receivables ageing schedule for the year ending 31.03.2026

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	-	613.80	154.32	97.22	65.88	-	931.22
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	0.02	0.45	4.31	72.37	77.15
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	0.03	0.01	35.93	35.97
Total	**-**	**613.80**	**154.34**	**97.70**	**70.20**	**108.30**	**1,044.34**
Add:Unbilled Revenue Asset (Refer Note.18)							168.65
Total							**1,212.99**

14.2 Trade receivables ageing schedule for the year ending 31.03.2025

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	-	451.53	109.69	124.65	53.82	0.28	739.97
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	0.19	0.37	4.46	3.52	75.64	84.18
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0.01	0.02	0.01	-	32.05	32.09
Total	**-**	**451.73**	**110.08**	**129.12**	**57.34**	**107.97**	**856.24**
Add:Unbilled Revenue Asset (Refer Note.18)							287.84
Total							**1,144.08**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

15 CASH AND BANK BALANCES-OWNED FUND

(₹ in crore)

Particulars	As at 31.03.2026		As at 31.03.2025	
15.1 Cash And Cash Equivalents				
Bank Balances In :				
Current Accounts	13.90		35.05	
Deposits #	82.13	96.03	30.53	65.58
Cheques In Hand		-		-
Cash In Hand		-		0.01
Total		**96.03**		**65.59**
15.2 Other Bank Balances				
Earmarked Balance With Banks*		4.77		0.70
Deposits ## @		796.16		873.39
Total		**800.93**		**874.09**
15.3 Bank Balance More Than 12 Months Maturity-Owned Fund (Note No. 10)				
Deposits ### @		0.36		0.68
Total		**0.36**		**0.68**
Total Cash & Bank Balance-Owned Fund		**897.32**		**940.36**

Includes flexi deposits and deposits having maturity within 3 months from the date of acquisition.

Having maturity over 3 months from the date of acquisition and upto 12 months from reporting date.

Having maturity over 12 months from reporting date.

@ Includes restricted cash and bank balances of ₹ 1.54 crore (previous year ₹ 1.51 crore) on account of bank balance held as margin money deposits against guarantees issued by banks.

* Earmarked bank balance is for unpaid dividend and unspent CSR

16 CASH AND BANK BALANCES-CLIENTS FUND

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
16.1 Cash And Cash Equivalents		
Bank Balances In :		
Current Accounts	170.89	266.37
Deposits #	290.09	356.14
Total	**460.98**	**622.51**
16.2 Other Bank Balances		
Deposits ##	1,588.21	1,812.93
Total	**1,588.21**	**1,812.93**
16.3 Bank Balance More Than 12 Months Maturity-Client Fund (Note No. 10)		
Deposits ###	274.56	39.49
Total	**274.56**	**39.49**
Total Cash & Bank Balance-Clients Fund*	**2,323.75**	**2,474.93**

Includes flexi deposits and deposits having maturity within 3 months from the date of acquisition.

Having maturity over 3 months from the date of acquisition and upto 12 months from reporting date.

Having maturity over 12 months from reporting date.

* Equivalent amount appears in client liabilities

17 CURRENT LOANS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Loans To Employees Considered Good-Secured		1.64	1.72
Loans To Employees Considered Good-Unsecured		3.30	3.53
Loans To Employees Which Have Significant Increase In Credit Risk		-	-
Loans To Employees -Credit Impaired		-	-
Total		**4.94**	**5.25**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

18 OTHER CURRENT FINANCIAL ASSETS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
Security Deposits		42.58		32.13	
Less: Allowances For Expected Credit Losses		(0.30)	42.28	(0.30)	31.83
Amount Recoverables Considered Good-Unsecured		56.08		42.17	
Amount Recoverables Considered Doubtful-Unsecured		16.67		16.69	
		72.75		58.86	
Less: Allowances For Expected Credit Losses		(16.67)	56.08	(16.69)	42.17
Interest Accrued (Including Accrued But Not Due) On:					
- Bank Deposits Having Maturity:					
- Own Fund FDR		18.61		21.03	
- Bonds				1.38	
- Client Fund FDR		10.71	29.32	27.89	50.30
Retention Money			64.07		45.71
Other Receivables			1.34		-
Recoverables From Related Parties			-		-
Unbilled Revenue		168.65		287.84	
Less: Allowances For Expected Credit Losses		-	168.65	(0.20)	287.64
Dividend Receivable From Related Party			-		-
Total			**361.74**		**457.65**

19 CURRENT TAX ASSETS (NET OF PROVISION)

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Income Tax Receivables	57	16.76	87.83
Total		**16.76**	**87.83**

20 OTHER CURRENT ASSETS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
Prepaid Expenses			15.06		8.85
Advances To Suppliers		122.18		93.16	
Less: Provision For Doubtful Advances		(1.54)	120.64	(1.29)	91.87
Other Advances		1.56		1.71	
Less: Provision For Doubtful Advances		-	1.56	(0.03)	1.68
Export Incentive Recievable	44	3.94		0.31	
Less: Provision For Doubtful Export Incentive		(0.31)	3.63	(0.31)	-
Deferred Cost Towards Staff Loan			0.22		0.23
Goods & Service Tax Input Receivable			22.30		20.28
Total			**163.41**		**122.91**

21 EQUITY SHARE CAPITAL

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
21.1 Authorised		
600,000,000 (Previous Year 600,000,000) Equity Shares Of ₹ 10/- Each	600.00	600.00
21.2 Issued, Subscribed And Fully Paid-Up		
480,603,774 (PREVIOUS YEAR 480,603,774) EQUITY SHARES OF ₹ 10/- EACH	480.60	480.60
	480.60	**480.60**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

21.3 RECONCILIATION OF NUMBER OF EQUITY SHARES

Particulars	As at 31.03.2026		As at 31.03.2025	
	No. of Shares	(₹ in crore)	No. of Shares	(₹ in crore)
Opening Balance	48,06,03,774	480.60	24,03,01,887	240.30
Add: Issue Of Bonus Shares			24,03,01,887	240.30
Closing Balance	**48,06,03,774**	**480.60**	**48,06,03,774**	**480.60**

21.4 RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO EQUITY SHARES

The Company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held in case poll is demanded by the members in accordance with the provisions of the companies act, 2013. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

21.5 EQUITY SHARES HELD BY EACH SHAREHOLDER MORE THAN 5% OF SHARES

(₹ in crore)

Particulars	As at 31.03.2026		As at 31.03.2025	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
President Of India Acting Through Ministry Of Railways	34,70,09,546	72.20%	34,70,09,546	72.20%
Life Insurance Corporation Of India	2,65,34,547	5.52%	2,65,34,547	5.52%

21.6 EQUITY SHARES HELD BY PROMOTER SHAREHOLDER

(₹ in crore)

Particulars	As at 31.03.2026		% change during the year	As at 31.03.2025	
	No. of Shares	Shareholding (%)		No. of Shares	Shareholding (%)
President Of India Acting Through Ministry Of Railways	34,70,09,546	72.20%	-	34,70,09,546	72.20%

(₹ in crore)

Particulars	As at 31.03.2025		% change during the year	As at 31.03.2024	
	No. of Shares	Shareholding (%)		No. of Shares	Shareholding (%)
President Of India Acting Through Ministry Of Railways	34,70,09,546	72.20%	-	17,35,04,773	72.02%

21.7 FULLY PAID-UP AGGREGATE NUMBER OF EQUITY SHARES ALLOTTED BY WAY OF BONUS SHARES DURING THE YEAR OF FIVE YEARS IMMEDIATELY PRECEEDING BALANCE SHEET DATE.

Company issued 24.03 crore bonus shares of ₹10 each during 2024-25 amounting to ₹ 240.30 crore

22 OTHER EQUITY (REFER STATEMENT OF CHANGES IN EQUITY)

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
22.1 Reserve & Surplus			
General Reserve*	22.1.1	1,493.10	1,493.10
Capital Reserve	22.1.2	5.22	5.22
Capital Redemption Reserve**	22.1.3	-	-
22.2 Retained Earning	22.2.1	701.29	660.53
22.3 Other Comprehensive Income			
Foreign Currency Translation Reserve	22.3.1	1.03	0.70
Attributable To Equity Shareholders Of The Company (22.1+22.2+22.3) #		**2,200.64**	**2,159.55**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
22.4 Non-Controlling Interests ##		112.79	109.11
Total		2,313.43	2,268.66

*General Reserve represents amount kept by the company out of its profit for future purposes. It is not earmarked for any specific purpose.

**Capital Redemption Reserve is utilised for issuance of the Bonus Shares of ₹ 240.30 crore in FY 2024-25.

Includes OCI of ₹ 17.84 crore {previous year ₹ 9.76 crore}.

Non-Controlling interests pertains to REMC Limited

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
22.1.1 General Reserve		
Opening Balance	1,493.10	1,608.40
Issue Of Bonus Shares		(115.30)
Closing Balance	1,493.10	1,493.10
22.1.2 Capital Reserve		
Opening Balance	5.22	5.22
Closing Balance	5.22	5.22
22.1.3 Capital Redemption Resrve		
Opening Balance	-	9.70
Issue Of Bonus Shares		(9.70)
Closing Balance	-	-
22.2.1 Retained Earnings		
Opening Balance	660.53	744.82
Profit For The Year	410.27	384.80
Other Comprehensive Income (OCI)	7.75	1.86
Adjustment On Account Of Transfer Of Sitco Share By IRSDC	-	-
Dividend Distribution Tax Refund/ (Paid)	0.01	
Issue Of Bonus Shares		(115.30)
Interim Dividends(2024-25)	-	(235.50)
Interim Dividends(2025-26)	(249.91)	-
Final Dividend(2023-24)	-	(120.15)
Final Dividend(2024-25)	(127.36)	-
Closing Balance	701.29	660.53
22.3.1 Foreign Currency Translation Reserve		
Opening Balance	0.70	0.57
Other Comprehensive Income (OCI)	0.33	0.13
Closing Balance	1.03	0.70

23 OTHER NON CURRENT FINANCIAL LIABILITIES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Clients Deposits	16	274.67	39.61
Security Deposits - Clients	16	153.06	105.24
Security Deposits		13.37	15.72
Ex Gratia Payable		0.90	1.25
Total		442.00	161.82

24 NON CURRENT PROVISIONS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Employee Benefits	43	3.84	3.29
Warranties	49(a)	6.28	5.36
Expenses		-	0.60
Total		10.12	9.25

25 OTHER NON CURRENT LIABILITIES

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Clients Advances	9.96	3.20
Total	9.96	3.20

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

26 TRADE PAYABLES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Total Outstanding Dues Of Micro Enterprises And Small Enterprises	61(e)	117.88	76.99
Total Outstanding Dues Other Than Micro Enterprises And Small Enterprises		202.53	291.93
Total		**320.41**	**368.92**

26.1 Trade payables ageing schedule for the year ending 31.03.2026

(₹ in crore)

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	42.63	3.18	72.07	-	-	-	117.88
(ii) Others	84.03	21.09	95.59	0.94	-	0.88	202.53
(iii) Disputed Dues-MSME	-	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-	-	-
Total	**126.66**	**24.27**	**167.66**	**0.94**	**-**	**0.88**	**320.41**

26.2 Trade payables ageing schedule for the year ending 31.03.2025

(₹ in crore)

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	49.82	3.30	23.87	-	-	-	76.99
(ii) Others	141.61	19.24	128.65	1.28	0.19	0.96	291.93
(iii) Disputed Dues-MSME	-	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-	-	-
Total	**191.43**	**22.54**	**152.52**	**1.28**	**0.19**	**0.96**	**368.92**

27 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Clients Deposits	16	1,756.82	2,181.91
Security Deposits - Clients	16	150.02	176.18
Security Deposits		59.05	57.46
Foreign Service Contribution	43(c)	1.18	1.07
Ex Gratia Payable		0.66	0.77
Salary Payables		3.59	3.66
Staff & Other Claims		11.86	6.53
Other Payable Of MSME	61(e)	1.61	0.14
Other Payable Of Other Than MSME		4.23	6.60
Unpaid Dividend*		0.75	0.70
Dividend Payable		-	-
Total		**1,989.77**	**2,435.02**

* No amount is due for payment to Investor Education & Protection Fund

28 OTHER CURRENT LIABILITIES

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Advance From Customers	253.41	302.76
Advance Rent	3.76	-
Statutory Liabilities	39.73	38.67
Total	**296.90**	**341.43**

29 CURRENT PROVISIONS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Employee Benefits	43	16.51	24.84
Corporate Social Responsibility	61(c)	4.02	-
Warranties	49(a)	10.88	10.21
Expenses		24.75	6.22
Total		**56.16**	**41.27**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

30 REVENUE FROM OPERATIONS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Consultancy Fee		995.91	949.76
Inspection Fee		312.94	269.00
Lease Services	56 (b) (i)	172.07	150.34
		1,480.92	1,369.10
Sale Of Products			
Export Sales		306.95	3.86
Sale Of Power Generation		14.62	14.54
Others			
Turnkey Construction Projects		602.33	796.60
Total*		2,404.82	2,184.10

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Other Operative Revenue			
Liabilities Written Back		0.96	7.46
Export Incentives		9.30	4.79
Total		10.26	12.25
Revenue From Operations		2,415.08	2,196.35

Note-*

1 - Revenue from operation does not include GST of ₹ 392.03 crore (previous year ₹ 363.35 crore)

2 - Revenue from operation include unbilled income recognized of ₹ 136.62 crore (previous year ₹ 284.15 crore)

31 OTHER INCOME

(₹ in crore)

Particulars	As at 31.03.2026		As at 31.03.2025	
Interest Earned On:				
- Deposits With Bank	70.59		64.06	
- Tax Free Bonds	0.48		1.44	
- Staff Advances	1.73		2.47	
- Income Tax Refund	1.06	73.86	4.02	71.99
Profit On Sale Of Property, Plant And Equipment		0.09		0.14
Dividend From:				
- Other Investments	0.01	0.01	0.01	0.01
Realized Gain On Current Investment (Mutual Funds)		-		-
Rent From Investment Properties		11.73		-
Exchange Variation		14.54		10.15
Miscellaneous Income*		9.26		23.42
Total		109.49		105.71

* Includes amount of ₹ 18.50 Cr received in FY 2024-25 from Insurance Company against the settlement of insurance claim for damaged locomotive.

32 EMPLOYEE BENEFITS EXPENSE

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Salaries		383.60	373.20
Foreign Service Contribution	43(c)	1.28	1.50
Contribution To Provident & Other Funds	43	71.45	71.73
Staff Welfare Expenses		28.28	30.42
Performance Related Payment		24.15	13.83
Leave Encashment	43	12.93	12.69
Total		521.69	503.37

33 SUPPLIES & SERVICES

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Turnkey Construction Projects	558.63	740.75
Others	325.10	277.77
Total	883.73	1,018.52

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

34 CHANGES IN INVENTORIES OF STOCK IN TRADE

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Opening Stock	77.03	7.70
Closing Stock	31.00	77.03
(Increase)/ Decrease In Inventories - (A)	46.03	(69.33)
Inventory Written Off During The Year - (B)	-	-
Inventory Transfreed To Store & Spares - (C)	2.86	1.32
Net (Increase)/Decrease In Inventories - (A-B-C)	**43.17**	**(70.65)**

35 GENERATION EXPENSES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Transmission, Wheeling & SLDC Charges		5.45	5.00
Operation & Maintainance Cost		4.56	3.55
Total		**10.01**	**8.55**

Note: Revision in transmission charges & other related charges etc. are accounted for in the year in which revision is notified by the respective regulatory commission. Transmission charges includes ₹ 4.03 Lakh [PY ₹ (12.15) Lakh] due to revision as notified by the regulator.

36 FINANCE COSTS

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Unwinding Warranty	49(a)	0.48	0.77
BG/LC Charges		2.41	2.14
Unwinding Lease Liability	56(a)	0.62	0.82
Interest- Others*		0.29	2.07
Total		**3.80**	**5.80**

*Includes Interest on Income tax of ₹ NIL crore (previous year ₹ 2.04 crore)

37 DEPRECIATION & AMORTISATION EXPENSE

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
Property, Plant And Equipment	53.83	53.10
Right Of Use Assets	3.08	3.73
Investment Property	4.73	2.57
Intangible Assets	4.36	2.72
Total	**66.00**	**62.12**

38 OTHER EXPENSES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Printing, Stationery And Documentation		3.35	3.64
Advertisement & Business Promotion		4.65	4.83
Auditors' Remuneration (Including Out Of Pocket Expenses)	38.1	0.45	0.66
Rates & Taxes		13.42	3.56
Office Rent		10.65	10.57
Postage & Telecommunication		5.14	5.00
Office Maintenance		16.34	16.11
Repairs To Machinery/ Equipments		1.85	1.75
Freight & Forwarding (Outward)		17.69	0.06
Power And Fuel Charges		6.01	5.51
Stores And Spares Consumed		29.12	28.02
Internal Audit Fee		0.06	0.06
Legal And Professional Fee		3.58	3.17
Insurance Charges		2.46	1.53
Property, Plant And Equipment Written Off		0.01	0.02
Manpower Development		3.18	1.36
Impairment Loss Recognized / (Reversed) Under Expected Credit Loss Model		9.10	(13.51)
Provision For Impairment On Advances		0.35	(0.79)
Provision For Impairment On Inventories		2.31	(1.16)
Provision For Diminution In Value Of Investment		-	-
Provision For Commitments		-	2.20
Provision For Warranties		8.46	(0.13)
Directors' Sitting Fee		0.17	0.13
Corporate Social Responsibility		13.82	15.08
Research And Development		-	0.99
Miscellaneous Expenses		7.67	5.13
Total		**159.84**	**93.79**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

38.1 AUDITORS' REMUNERATION

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
(A) Statutory Auditors		
Statutory Audit Fee	0.18	0.17
Tax Audit Fee	0.05	0.05
Limited Review	0.11	0.11
Other Services, I.e. Certification Etc.	0.10	0.29
Auditors' Remuneration (A)	**0.44**	**0.62**
Auditors' Out Of Pocket Expenses (B)	**0.01**	**0.04**
Auditors' Remuneration (Including Out Of Pocket Expenses)(A+B)	**0.45**	**0.66**

39 SHARE OF PROFIT/(LOSS) OF JOINT VENTURES & ASSOCIATES

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Indian Railway Stations Development Corporation Limited		2.68	1.35
Sail-Rites Bengal Wagon Industry Private Limited		11.29	10.88
Elicius Energy Private Limited	61(i)	-	-
Total	54(b) (ii)	**13.97**	**12.23**

40 TAXES EXPENSES

40.1 CURRENT TAX

(₹ in crore)

Particulars	As at 31.03.2026	As at 31.03.2025
- Current Year	(154.82)	(135.29)
- Earlier Year	0.10	(0.01)
Total	**(154.72)**	**(135.30)**

40.2 DEFERRED TAX (NET)

(₹ in crore)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
Credit/(Change) Relating To Temporary Differences			
- Current Year		1.39	(6.06)
- Earlier Year		-	-
Total	57	**1.39**	**(6.06)**

41. The Subsidiary companies considered in the financial statements are as follows:

(₹ in crore)

Name of Subsidiary Companies	Country of Incorporation	% of Shareholding as on 31.03.2026	% of Shareholding as on 31.03.2025
• RITES (Afrika) (Pty) Limited	Botswana	100%	100%
• REMC Limited	India	51%	51%

42. Indian Accounting Standard (Ind AS) 2, Disclosures on Inventories are as follows:

Inventories are carried at lower of cost and net realizable value. Cost of stock in trade, procured or purchased, by the holding Company comprises of costs of purchase and other costs incurred in bringing the inventories to its present location and condition.

Amount of inventories consumed and recognized as expenses during the year is as under:

(₹ in crore)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Stock in Trade	224.97	2.91
Stores and spares	29.12	28.02
Total	**254.09**	**30.93**
Reversal of Inventory Provision (Net of Provision /write off)	(2.31)	1.16

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

43. In case of holding Company, Indian Accounting Standard (Ind AS) 19, Disclosure on Employee benefits is as follows:

a) Defined Benefit Plan

i) Gratuity (Funded) - Regular Employees

I) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Present Value of obligation as at beginning of year	143.88	145.90
Interest Cost	9.77	10.55
Current Service Cost	8.92	9.23
Past Service Cost	-	-
Benefits paid	(21.15)	(20.77)
Actuarial (Gain)/Loss on obligation	(8.64)	(1.03)
Present Value of Obligation as at end of year	**132.78**	**143.88**

Bifurcation of Present Value Obligation at the end of year in current and non-current:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Current liability (Amount due within one year)	17.09	19.64
Non-Current liability (Amount due over one year)	115.69	124.24
Present Value of Obligation as at end of year	**132.78**	**143.88**

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Fair Value of Plan Assets at beginning of year	137.62	131.74
Actual Interest Income	11.18	11.20
Contributions	6.26	15.45
Benefits Paid	-	(20.77)
Benefit Paid (But not received from Fund)	(21.15)	-
Fair value of Plan Assets at the end of year	**133.91**	**137.62**

Major categories of plan assets (as percentage of total plan assets):

(₹ in crore)

Particulars	31.03.2026	31.03.2025
a) Government of India Securities	--	--
b) State Government securities	--	--
c) High Quality Corporate Bonds	--	--
d) Equity Shares of listed companies	--	--
e) Property	--	--
f) Funds Managed by Insurer	100%	100%
g) Bank Balance	--	--
Total	**100%**	**100%**

III) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Defined Benefit Obligation at end of year	132.78	143.88
Fair value of Plan Assets at the end of year	133.90	137.62
Funded Status – (Surplus)/ Deficit	(1.12)	6.26
Net (Liability)/ Asset recognized in Balance Sheet	**1.12**	**(6.26)**

IV) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Current Service Cost	8.92	9.24
Net Interest on Net Defined Benefit Liability	0.43	1.02
Expenses recognized in the statement of Profit & Loss	**9.35**	**10.26**

Bifurcation of Actuarial Gain/Loss on Obligation

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(5.15)	4.53
Actuarial (Gain)/Loss on arising from Experience Adjustment	**(3.49)**	**(5.56)**

V) Amount recognized in Other Comprehensive Income is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Actuarial (Gains)/Losses on Liability	(8.64)	(1.03)
Actuarial (Gains)/Losses on Assets	(1.83)	(1.69)
Other Comprehensive (Income)/ Expense	**(10.47)**	**(2.72)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

VI) The principal actuarial assumptions are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Discounting rate (%)	7.29%	6.79%
Future salary increase (%)	8.70%	8.70%
Retirement Age (Years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

VII) The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity for actuarial assumptions has been computed by varying respective actuarial assumption used for valuation of the defined benefit obligation by 0.50%, while holding all other assumptions constant.

If the discount rate increases/decreases by 0.50%, the defined obligations would decrease by ₹ 4.81 crore / increase by ₹ 5.18 crore as on 31st March, 2026 and if the expected salary growth increases /decreases by 0.50%, the defined benefit obligations would increase by ₹ 1.83 crore/ decrease by ₹ 1.88 crore as on 31st March, 2026.

However, the actual change in assumptions would not necessarily behave in isolation to each other. The defined benefit obligations would change accordingly.

The company is expected to contribute ₹ Nil crore to defined benefit plan obligations towards Gratuity during the year 2026-27.

Remeasurement (gain)/loss of defined employee benefit plans in Other Comprehensive Income (OCI) for the year ended 31.03.2026 and 31.03.2025 are ₹ (10.47) crore and ₹ (2.72) crore respectively.

The defined benefit obligation shall mature as follows:

(₹ in crore)

Year ending March, 31	Defined benefit obligations
2027	17.09
2028	12.84
2029	14.76
2030	9.13
2031	7.10
2032	7.07
2032 onward	64.80

ii) Gratuity (Funded)-Contract Employees

I) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Present Value of obligation as at beginning of year	6.92	6.08
Interest Cost	0.47	0.45
Current Service Cost	1.02	1.03
Benefits paid	(1.24)	(1.01)
Actuarial (Gain)/Loss on obligation	0.20	0.37
Present Value of Obligation as at end of year	**7.37**	**6.92**

Bifurcation of PBO at the end of year in current and non-current

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Current liability (Amount due within one year)	0.83	0.27
Non-Current liability (Amount due over one year)	6.54	6.65
Total Present Value of Obligation as at end of year	**7.37**	**6.92**

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Fair Value of Plan Assets at beginning of year	6.49	4.61
Actual Interest Income	0.53	0.47
Contributions	0.43	2.42
Benefit paid (But not received from Fund)	(1.24)	(0.48)
Benefits Paid	-	(0.53)
Fair value of Plan Assets at the end of year	**6.21**	**6.49**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Major categories of plan assets (as percentage of total plan assets):

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Government of India Securities	-	-
State Government securities	-	-
High Quality Corporate Bonds	-	-
Equity Shares of listed companies	-	-
Property	-	-
Funds Managed by Insurer	100%	100%
Bank Balance	-	-
Total	**100%**	**100%**

III) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Defined Benefit Obligation at end of year	7.37	6.92
Fair value of Plan Assets at the end of year	6.21	6.49
Funded Status – (Surplus)/ Deficit	1.16	0.43
Net (Liability)/ Asset recognized in Balance Sheet	**(1.16)**	**(0.43)**

IV) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Current Service Cost	1.01	1.03
Net Interest on Net Defined Benefit Liability	0.03	0.11
Expenses recognized in the statement of Profit & Loss	**1.04**	**1.14**

Bifurcation of Actuarial Gain/Loss on Obligation:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	0.68	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.41)	0.36
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.07)	0.01

V) Amount recognized in Other Comprehensive Income is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Actuarial (Gains)/Losses on Liability	0.20	0.37
Actuarial (Gains)/Losses on Assets	(0.09)	(0.14)
Other Comprehensive (Income)/ Expense	0.11	0.23

VI) The principal actuarial assumptions are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Discounting rate (%)	7.29%	6.79%
Future salary increase (%)	4.35%	4.35%
Retirement Age (Years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	15.00	3.00
From 31 to 44 years	10.00	2.00
Above 44 years	5.00	1.00

VII) The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity for actuarial assumptions has been computed by varying respective actuarial assumption used for valuation of the defined benefit obligation by 0.50%, while holding all other assumptions constant.

If the discount rate increases /decreases by 0.50%, the defined obligations would decrease by ₹0.27 crore /increase by ₹ 0.29 crore as on 31st March, 2026 and if the expected salary growth increases /decreases by 0.50%, the defined benefit obligations would increase by ₹ 0.29 crore/ decrease by ₹ 0.28 crore as on 31st March, 2026.

However, the actual change in assumptions would not necessarily behave in isolation to each other. The defined benefit obligations would change accordingly.

The Company is expected to contribute ₹ 1.16 crore to defined benefit plan obligations towards gratuity during the year 2026-27. Remeasurement (gain)/loss of defined employee benefit plans in Other Comprehensive Income (OCI) for the year ended 31.03.2026 and 31.03.2025 are ₹ 0.11 crore and ₹ 0.23 crore respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

The defined benefit obligation shall mature as follows:

(₹ in crore)

Year ending March, 31	Defined benefit obligations
2027	0.82
2028	0.45
2029	0.51
2030	0.51
2031	0.49
2032	0.38
2032 onwards	4.20

iii) Provident Fund (Funded)

The Company pays fixed contribution to provident fund at predetermined rates to a separate trust, which invests the funds in permitted securities. The Company has an obligation to ensure minimum rate of return to the members as specified by GOI. Accordingly, the Company has obtained report of the actuary, based on which overall interest earnings and cumulative surplus is more than the statutory interest payment requirement for all the periods presented. Further, contribution to employees pension scheme is paid to the appropriate authorities.

As per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Company has no right to the benefits either in the form of refund from the plan or lower future contribution to the plan. Based on the Actuarial valuation, the present value of obligation exceeds the fair value of plan assets by ₹ 1.60 crore as at 31.03.2026 (previous year ₹ 1.03 crore). Accordingly, Company has not recognized the surplus as assets as it pertains to the provident fund trust and not to the Company.

The Company contributed ₹ 28.98 crore and ₹ 27.65 crore to the provident fund during the year ended 31st March, 2026 and 31st March, 2025 respectively.

I) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Present value of obligation as at the beginning of the year	699.90	700.96
Interest Cost	55.48	55.64
Current Service Cost	28.98	27.65
Contributions by plan participants / employees	41.17	43.16
Benefits Paid	(128.52)	(133.17)
Total Actuarial (Gain)/Loss on Obligation	(0.12)	1.01
Settlements/Transfer In	40.07	4.65
Present value of obligation as at the End of the year	**736.96**	**699.90**

II) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Fair value of plan assets at the beginning of the year	700.93	702.63
Adjustment as per BS of Plan Asset	(2.42)	-
Actual return on plan assets	55.15	56.01
Employer contribution	28.98	27.65
Plan Participants / Employee Contribution	41.17	43.16
Benefits paid	(128.52)	(133.17)
Settlements / Transfer In	40.07	4.65
Fair value of plan assets at the end of the year	**735.36**	**700.93**

III) Net defined benefit Surplus (Deficit) is as follows:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Defined Benefit Obligation at end of year	736.96	699.90
Fair value of Plan Assets at the end of year	735.36	700.93
Net defined benefit Surplus (Deficit)	**(1.60)**	**1.03**

iv) Other Benefits

I) Other Benefits (Funded): - Earned leave and Medical Leave- Regular Employees

A) Changes in Present Value of the Benefit Obligation are as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Present Value of obligation as at beginning of year	85.98	87.39	62.36	64.20
Acquisition adjustment	-	-	-	-
Interest Cost	5.84	6.31	4.23	4.64
Current Service Cost	8.86	8.50	4.54	4.68
Benefits paid	(17.74)	(20.86)	(4.45)	(4.61)
Actuarial (Gain)/Loss on obligation	4.99	4.64	(6.31)	(6.56)
Present Value of Obligation as at end of year	**87.93**	**85.98**	**60.37**	**62.35**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

B) Changes in the Fair Value of Plan Assets are as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Fair Value of Plan Assets at the beginning of the year	87.69	95.63	64.65	70.48
Actual Interest Income	6.44	6.47	4.75	4.76
Excess Fund Balance Withdraw	-	(14.41)	-	(10.59)
Employer Contribution	-	-	-	-
Benefits Paid	-	-	-	-
Fair value of Plan Assets at the end of year	**94.13**	**87.69**	**69.40**	**64.65**

C) The amount recognized in the Balance Sheet is as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Defined Benefit Obligation at end of year	87.93	85.98	60.37	62.35
Fair value of Plan Assets at the end of year	94.13	87.69	69.40	64.65
Funded Status – (Surplus)/ Deficit	(6.20)	(1.71)	(9.03)	(2.30)
Net (Liability)/ Asset recognized in Balance Sheet	**6.20**	**1.71**	**9.03**	**2.30**

D) Amount recognized in the Statement of Profit & Loss is as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Current Service Cost	8.86	8.50	4.54	4.68
Net Interest on Net Defined Benefit Liability	(0.11)	(0.60)	(0.16)	(0.45)
Net Actuarial (gain)/loss recognized in the year	4.51	5.08	(6.65)	(6.23)
Expenses recognized in the statement of Profit & Loss	**13.26**	**12.98**	**(2.27)**	**(2.00)**

E) The principal actuarial assumptions are as follows:

(₹ in crore)

Particulars	Earned Leave (Regular Employee)		Medical Leave (Regular Employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Discounting rate (%)	7.29%	6.79%	7.29%	6.79%
Future salary increase (%)	8.70%	8.70%	8.70%	8.70%

F) Sensitivity Analysis of the defined benefit obligation:

(₹ in crore)

Particulars	Increase (Decrease) in present value of obligation as on 31.03.2026	
	Earned Leave (Regular Employee)	Medical Leave (Regular Employee)
Impact due to Increase of 0.50 % discount rate	(4.47)	(2.63)
Impact due to Decrease of 0.50 % discount rate	4.86	2.84
Impact due to Increase of 0.50 % in Salary.	4.78	2.79
Impact due to Decrease of 0.50 % in Salary.	(4.43)	(2.61)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

II) Other Benefits (unfunded):- Earned Leave (Contract employee) and Long Service Award (Regular employee).

A) Present value of the defined benefits plan obligations:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Long Service Award (Regular employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Opening Balance	1.99	1.60	1.63	1.56
Interest Cost	0.14	0.12	0.11	0.11
Current Service Cost	0.94	0.66	0.16	0.12
Benefit paid	(1.33)	(1.32)	(0.26)	(0.22)
Actuarial (Gain)/Loss on obligation	0.87	0.93	0.06	0.06
Closing Balance	**2.61**	**1.99**	**1.70**	**1.63**

B) Total expenses recognized in the Statement of Profit & Loss are as follows:

(₹ in crore)

Particulars	Earned Leave (Contract Employee)		Long Service Award (Regular employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Current Service Cost	0.94	0.66	0.17	0.12
Interest Cost	0.14	0.12	0.11	0.11
Actuarial (Gain)/Loss	0.87	0.93	0.06	0.06
Expenses recognized in the statement of Profit & Loss	1.95	1.71	0.34	0.29

C) The principal actuarial assumptions used at the Balance Sheet date are as follows:

(₹ in crore)

Particulars	Earned Leave (Contract employee)		Long Service Award (Regular employee)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Discount rate (%)	7.29%	6.79%	7.29%	6.79%
Future salary increase (%)	4.35%	4.35%	NA	NA

D) Sensitivity Analysis of the defined benefit obligation:

(₹ in crore)

Particulars	Increase (Decrease) in present value of obligation as on 31.03.2026
	Earned Leave (Contract employee)
Impact due to Increase of 0.50 % discount rate	(0.10)
Impact due to Decrease of 0.50 % discount rate	0.11
Impact due to Increase of 0.50 % in Salary.	0.11
Impact due to Decrease of 0.50 % in Salary.	(0.11)

b) Defined Contribution Plans

i) Post-Retirement Benefits (Pension & Medical):

All eligible employees are entitled to benefit under defined contribution plans towards pension under EPFO scheme, post retirement pension fund and medical schemes as defined contribution plans. The Company has no obligations other than the contribution payable to such funds/schemes. The Company recognizes such contributions as expenses when an employee renders the related service.

During the year, Company contributed/ provided ₹ 21.18 crore (previous year ₹21.26 crore) towards post-retirement pension fund, ₹ 2.39 crore (previous year ₹2.31 crore) towards pension under EPFO and ₹ 7.53 crore (previous year ₹9.42 crore) towards medical schemes.

ii) Performance Related Pay:

Eligible employees are entitled to benefit of performance related pay. The provision for performance-related pay is of short-term nature and has been recognized as per the procedure laid by management based on the guidelines of the Department of Public Enterprises.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

c) Foreign Service Contribution

Foreign Service Contribution is recognized on accrual basis in the Statement of Profit and Loss Account as per the deputation terms with parent organizations in respect of officers taken on deputation from other organizations.

44. Indian Accounting Standard (Ind-AS) 20, Disclosures on Accounting for Government Grants and Disclosure on Government Assistance are as follows:

The Holding Company is receiving government grant in the form of export incentive on export of Rolling Stock and Spare parts. There are two types of export incentive i.e. duty drawback and RoDTEP (Remission of Duties &Taxes on Exported Products). The holding Company has recognized/presented ₹ 9.30 crore (previous year ₹4.79 crore) as export incentive. The export incentive receivable at the end of the year is ₹ 3.94 crore (previous year ₹ 0.31 crore).

45. Indian Accounting standard (Ind AS) 21, Disclosures on The Effect of Changes in Foreign Exchange rates are as follows:

The amount of exchange differences (net) credited to the statement of profit and loss account during the Financial Year is ₹ 14.53 crore (Previous Year ₹ 10.15 crore)

The movement in the Foreign Currency Translation Reserve is as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Opening Balance	0.70	0.57
Other Comprehensive income recognized during the year	0.33	0.13
Closing Balance	**1.03**	**0.70**

46. Indian Accounting Standard (Ind AS)-24, Disclosures on Related Party Disclosures are as follows:

a) Joint Ventures

Name of Joint Ventures	Country	Holding as on 31.03.2026	Holding as on 31.03.2025
M/s SAIL-RITES Bengal Wagon Industry Private Limited	India	50%	50%
M/s. Indian Railway Stations Development Corporation Limited*	India	24%	24%

*Refer note no. 61 (a)

b) Associates

Name of Associates	Country	Holding as on 31.03.2026	Holding as on 31.03.2025
M/s Elicius Energy Private Limited	India	13%	13%
M/s MMG - Metro Management Group Ltd*	Israel	24.5%	24.5%

*Refer note no. 61 (o)

c) Other Related Parties

Name of Other Related Parties	Country	Nature of Relationship
RITES Contributory Provident Fund	India	Post- Employment Benefit Plan of RITES Limited
RITES Limited Superannuation Pension Trust	India	Post- Employment Benefit Plan of RITES Limited
RITES Limited Retired Employees Medical Trust	India	Post- Employment Benefit Plan of RITES Limited
RITES Employee Gratuity Fund	India	Post- Employment Benefit Plan of RITES Limited

d) Key Management Personnel

i) Holding Company

- **Chairman & Managing Director (Chief Executive Officer)**

  Shri Rahul Mithal (DIN: 07610499)

- **Whole Time Directors**

  Dr. Deepak Tripathi (DIN: 10090267) - Director (Technical)

  Shri Krishna Gopal Agarwal (DIN: 10239667) - Director (Finance)

  Shri Arun Kumar Singh (DIN: 09747776) - Director (Projects) (upto 05.05.2025)

  Shri Prem Singh Meena (DIN: 10855590) - Director (Projects) (w.e.f. 19.03.2026)

- **Government Nominee Directors**

  Shri Shailendra Singh (DIN: 07083410) - (upto 31.01.2026)

  Shri Sandeep Jain (DIN: 09435375) - (upto 21.08.2025)

  Shri Jayant Kumar (DIN: 07179274) - (w.e.f. 17.10.2025)

  Shri Vinod Kumar (DIN: 03278897) - (w.e.f. 25.02.2026)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

- **Non-Executive (Independent) Directors**

  Dr. Dineshananda Goswami (DIN: 09394294) (w.e.f. 07.07.2025)

  Shri Likha Togu (DIN: 09470640) (15.04.2025 – 14.04.2026)

  Shri Rajbir Sharma (DIN: 11105411) – (w.ef. 14.05.2025)

  Smt. Purnima Kerketta (DIN: 11192904) – (13.07.2025 – 24.02.2026)

- **Chief Financial Officer**

  Shri Krishna Gopal Agarwal - Director (Finance)

- **Company Secretary**

  Shri Ashok Mishra (upto 19.03.2026)

  Shri Nikhil Agarwal (w.e.f. 19.03.2026)

ii) Subsidiary Companies

I) REMC Limited

- Chairman

  Shri Rahul Mithal (DIN: 07610499)

- Directors

  Shri Krishna Gopal Agarwal (DIN: 10239667)

  Shri Anurag Kapil (DIN: 06640383) (Up to 31.03.2026)

  Shri Gajendra Kumar (DIN:10652448) (Up to 20.04.2026)

  Shri Prem Singh Meena (DIN: 10855590)

  Shri Raj Kumar Singh (DIN: 11677271) (From 21.04.2026)

- Chief Executive Officer (CEO)

  Shri Rizwan Ahmad Jamali (up to 15.04.2025)

  Shri Bhupender Singh Bodh (From 15.04.2025)

- Chief Finance Officer (CFO)

  Shri Rakesh Kumar Gupta (up to 04.05.2026)

  Shri Manish Tiwari (From 04.05.2026)

- Company Secretary

  Shri Ranjan Kumar Tiwary

II) RITES (Afrika) (Pty) Limited

- Directors

  Shri Rajesh Kumar

  Shri Pankaj Chaudhary

e) Transactions and Balances with Related Parties

Outstanding balances from the related parties are unsecured and considered good which are due in ordinary course of business and are being realized within reasonable time.

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i) Joint Ventures

Transactions with Joint Ventures:

(₹ in crore)

Particulars	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
	Year ended		Year ended	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Inspection fee	0.00	0.05	-	-
Dividend Received	7.20	4.80	-	-

Balances with Joint Ventures:

(₹ in crore)

Particulars	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
	As on		As on	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Investments (equity)	24.00	24.00	48.00	48.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

ii) Associates

Transactions with Associates

(₹ in crore)

Particulars	Elicius Energy Private Limited		MMG - Metro Management Group Limited	
	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025
Investments (equity)	-	-	0.00**	0.00**
Expenses through IITM	-	0.53	-	-

Balances with Associates:

(₹ in crore)

Particulars	Elicius Energy Private Limited		MMG - Metro Management Group Limited	
	As on 31.03.2026	As on 31.03.2025	As on 31.03.2026	As on 31.03.2025
Investments (equity)	0.00*	0.00*	0.60**	0.60**

*Refer note no 61(i)

** Refer note no 61(o)

iii) Transactions with other related parties (Post-Retirement Benefits Trusts/Plans):

Refer note no. 43 & 46(c).

iv) Transactions with Key Managerial Personnel:

(₹ in crore)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Compensation to CMD, Whole Time Directors, CFO & Company Secretary:		
• Short Term Employee Benefits	5.58	6.12
• Post-employment Benefits	0.57	0.48
• Other Long-Term Benefits	0.26	0.15
Sub-Total	**6.44**	**6.75**
Sitting fee to Non-Executive (Independent Directors)	0.17	0.13
Total	**6.61**	**6.88**

f) Entities under the control of same government

Government of India (GOI) as on 31st March 2026 is holding 72.20% equity shares of the holding Company, which is held by President of India through Ministry of Railways. GOI controls the holding Company through Ministry of Railways.

The Group has made various transactions with the Ministry of Railways and with entities being controlled or jointly controlled or having significant influence of the Ministry of Railways. The transactions with them are as under:

Significant Transactions with Government related entities:

(₹ in crore)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Revenue	820.05	868.76
Procurements	86.67	11.62
Fee for services & supplies obtained	2.64	0.80
Consumables	1.01	6.19
Training expenses	0.68	0.39
Provision for bad debts including written offs	3.49	2.68
Dividend paid	312.89	298.46
Interest on tax free bonds	-	1.44
Reimbursements/ Recoverable	74.79	2.71

Significant balances with Government related entities:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Capital Advances	4.79	27.89
Other Advances	94.65	92.84
Recoverable	24.50	20.92
Payables	14.53	14.19
Advance Received	-	0.77
Clients Funds Received	166.87	47.37
Receivables	356.17	190.47
Tax Free Bonds	-	20.00
Interest on Tax Free Bonds	-	1.38

47. Indian Accounting Standard (Ind-AS) 33, Disclosure on Earnings per Share (EPS) is as follows:

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Net Profit available for Equity Shareholder (₹ in crore)	410.27	384.80
Weighted average number of Equity Shares	48,06,03,774	48,06,03,774
Earnings per Share (Basic & Diluted) (A)/(B)	₹ 8.54	₹ 8.01
Face value per equity share	₹10/-	₹10/-

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FOR THE YEAR ENDED 31st MARCH, 2026

48. Indian Accounting Standard (Ind AS) 36, Disclosures on Impairment of Assets are as follows:

The Holding Company has carried out the assessment on impairment of assets in terms of Indian Accounting standard (Ind AS) 36, Impairment of Assets and management does not perceive any impairment in the value of the carrying amount of assets.

However, during the financial year, the Holding Company has impaired its equity investment in one of the associates, namely M/s Elicius Energy Private Limited by ₹ 0.00* cr and the same has been provided for in Books of Accounts.

*(refer note 61(i))

49. Indian Accounting Standard (Ind AS) 37, Disclosures on Provisions, Contingent Liabilities and Contingent Assets are as follows:

a) In case of Holding Company, provision includes mainly towards warranty which has been made for fulfilment of warranty obligation after export sale of rolling stocks/ locomotives & spares. Estimation of such provision is based on past experience, nature of rolling stock exported to various clients and period specified in the agreements with them. Actual expenditure may vary during the warranty period as per the requirements.

(₹ in crore)

Items	Carrying amount 01.04.2025	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Unwinding Cost	Carrying amount as on 31.03.2026
Warranties	15.57	8.64	(7.35)	(0.18)	0.48	17.16

(₹ in crore)

Items	Carrying amount 01.04.2024	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Unwinding Cost	Carrying amount as on 31.03.2025
Warranties	29.99	-	15.06	0.13	0.77	15.57

As per the agreements with the customers, warranty years are varying from two to five years, i.e., extending beyond one year, require discounting to work out net present value of such provisions made towards warranty.

Effect of change in the discount rate: 3 years SBI MCLR rate as on 31.03.2026 i.e. 8.80% is used as discount rate during the reporting period. The effect of change in discount rate i.e. 8.80% for FY 2025-26 vice 9.10% for FY- 2024-25, is ₹ 0.02 crore.

b) **Provision for expenses includes-**

(₹ in crore)

Items	Carrying amount 01.04.2025	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Carrying amount as on 31.03.2026
Contractual Obligation	2.20	4.71	0.13	-	6.78
Ground rent	-	5.54	-	-	5.54
Outsourced Manpower	4.62	12.42	4.62	-	12.42
Total	**6.82**	**22.67**	**4.75**	**-**	**24.74**

(₹ in crore)

Items	Carrying amount 01.04.2024	Provision made during the year	Provisions used during the year	Unused amount reversed during the year	Carrying amount as on 31.03.2025
Contractual Obligation	-	2.20	-	-	2.20
Ground rent	-	-	-	-	-
Outsourced Manpower	-	4.62	-	-	4.62
Total	**-**	**6.82**	**-**	**-**	**6.82**

1. **Contractual Obligation:** Contractual obligations represent provision for estimated liabilities on account of expenses to be incurred in respect of consultancy and engineering services.

2. **Ground Rent:** It relates to the estimated liabilities on account of ground rent expense for staff quarters. The estimated provision is for one year.

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FOR THE YEAR ENDED 31st MARCH, 2026

3. **Outsourced Manpower Expenses:** These mainly includes welfare expenses such as Gratuity and impact of New Labour Code on the Manpower Hired through outsourced Agencies.

Estimation of such provision is based on experience, nature of expense and period specified in the agreements with them. The provision for expenses is for one year and actual expenditure may vary as per the requirements.

(c) For movement of provision for unspent amount of Corporate Social Responsibility-refer 61(c)(iii).

c) Contingent liabilities and commitments to the extent not provided for include:

i) Contingent Liabilities (As certified by the Management)

I) Claims (excluding interest) against the Holding Company not acknowledged as debts are ₹ 38.98 crore (previous year ₹40.10 crore).

II) In one of the Building Projects, which the company did as a Project Management Consultant (PMC), The building is declared unsafe based on third-party evaluation and is required to be reconstructed. A contract for dismantling of the building has been awarded. Cost of Reconstruction is estimated at ₹ 99.23 Crore (including GST & Contingencies). The contractor, who constructed the said building, has undergone Insolvency Proceedings under the Insolvency and Bankruptcy Code (IBC).

The likely availability of the amount from insurance claim, Bank Guarantee encashment proceeds, and other amounts available under the contract is estimated to be ₹ 60.12 crore. Since the project is handled by the company as PMC, the company does not foresee any outflow from its account. However, as an abundant precaution, ₹ 39.11 crore (including GST & Contingencies) is being disclosed as contingent liabilities on this account.

III) The holding Company is subject to legal/arbitration proceeding and claims, which have arisen in the ordinary course of business. Management does not reasonably expect that when these cases ultimately conclude and determined, will have any material and adverse effect on the holding Company's results of operations or financial conditions.

IV) Disputed taxes and duty of the holding Company:

A) Demand on account of income tax includes of ₹ 6.96 crore (excluding interest) (previous year ₹6.96 crore) which are being contested by the Holding Company. This excludes ₹ 4.51 crore (previous year ₹ 4.51 crore)relating to cases where the holding Company has already won the same at different appellate authorities during earlier years, against which income tax department has gone for appeal at higher appellate authorities. In similar cases of past years, the appeal of the income tax department has been dismissed.

B) Demand on account of service tax, VAT etc. amounting to ₹ 69.58 crore (previous year ₹ 44.20 crore) which are being contested by the Holding Company at different forums.

V) The holding company has entered into a contract with the Ministry of Housing & Urban Affairs for purchase of commercial built up in the complex at Nauroji Nagar New Delhi through NBCC. The holding company has paid GST under reverse charge from third demand onward along with the GST on earlier demand excluding interest of ₹1.40 crore on delay payment of GST under reverse charge prior to third demand. The holding Company is of the view that liability to pay GST is with NBCC under Sec 9(1) of CGST Act. AAR (Authority for Advance Ruling) under Sec 37 (1) and Delhi Appellate Authority also held the same view. As such, the holding company does not foresee any liability of interest as on 31.03.2026. However, as an abundant precaution, the same is being disclosed as Contingent Liability.

VI) The Holding Company has received property tax demands of ₹ 10.55 Crores based on rectification order from NDMC in respect of its office premises at Nauroji Nagar Delhi constructed by NBCC (India) Limited on behalf of the Ministry of Housing and Urban Affairs. NDMC has raised demand at higher ratable value, which are under dispute. Based on legal opinion, property tax of ₹8.08 crore has been recognised and paid. Based on management's assessment supported by legal opinion, no additional liability is considered probable and hence no provision has been recognized. The differential amount is disclosed as a contingent liability of ₹ 2.47 crore (Previous year: ₹ Nil crore), the outcome of which is presently not ascertainable.

VII) REMC Limited, on account of wheeling & transmission charges for 26MW windmill plant of Company at Jaisalmer, an amount of ₹1.62 crore (previous year ₹ 1.62 crore) for which Company may be contingently liable to Rajasthan State utilities.

VIII) Group share of contingent liabilities in Joint ventures (IRSDC Limited and SAIL-RITES Bengal Wagon Industry Private Limited) is ₹ 0.47 crore (previous year ₹0.19 crore).

IX) A number of cases are lying for adjudication at various forum or under arbitration, which the holding Company is contesting on behalf of Clients. The holding Company is not subject to any liability that may result pursuant to adjudication / arbitral award.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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X) The above contingent liabilities do not include contingent liabilities on account of pending cases in respect of service matters & others where amount cannot be quantified.

ii) Commitments

Estimated amount of contracts of holding Company remaining to be executed on capital account and not provided for amounting to ₹ 43.11 crore (previous year ₹ 24.28 crore).

Estimated amount of contracts of REMC Limited remaining to be executed on capital account and not provided for amounting to ₹ 2.50 Crore (previous year ₹ Nil).

d) Contingent Assets

i) In a pre-closed contract in the year 2005-06, the Holding Company invokes arbitration for a claim of ₹ 233.93 crore (previous year ₹ 233.93 crore) against a client. Client also submitted counter claims of ₹ 469.10 crore (previous year ₹ 469.10 crore) before arbitrator. The sole arbitrator awarded ₹88.31 crore in favour of the Holding Company against the claim of ₹233.93 Crore, while rejecting the counter claims of the client. Since the awarded amount is less than the claimed amount, Holding Company appealed against the aforesaid award. Appellate authority awarded ₹ 231.68 crore with applicable interest in favour of the Holding Company. Client filed a petition in the Civil Court for setting aside the aforesaid award, which was dismissed by the Court on 22.11.2017 and preliminary objections of Holding Company are allowed. Thereafter the Holding Company filed writ petition before Hon'ble Jharkhand High Court on 05.07.2018 to issue the direction to client to pay the awarded amount. The said petition was disposed on 16.02.2024 in favour of Holding Company by appointing sole arbitrator i.e. Honb'le Justice (Retd.) from Supreme Court of India to adjudicate the dispute between the parties. Thereafter, the client filed an appeal before Jharkhand High Court on 21.03.2024 to challenge the appointment of Sole Arbitrator, the same is also dismissed on 07.05.2024. Client filed SLP (Civil) No. 15665 of 2024 before Supreme Court of India on 19.07.2024 to challenge the appointment of Sole Arbitrator. The same was admitted on 26.07.2024. Last hearing was held on 05.08.2025. On the date of hearing, the case was not taken up, and no date was fixed thereafter.

ii) In the above contract, executing agency also raised claims (excluding interest) of ₹184.41 crore (previous year ₹184.41 crore) against the Holding Company before the arbitration tribunal. The Holding Company also submitted a counter claim of ₹ 644.53 crore (previous year ₹ 644.53 crore) against the executing agency. Both the parties had concluded their arguments before the Tribunal and award was published on 18th October 2016 in favour of the Holding Company. As per the award, the Holding Company was to get ₹ 63 crore from executing agency effective from the date of publication of award i.e., 18th October 2016. The executing agency had filed two petitions i.e. arbitration appeal before hon'ble Jharkhand High Court on 25.05.2017 and commercial revocation to set aside the award before the Commercial Court, Ranchi on 06.01.2018. The arbitration appeal has already been dismissed by hon'ble Jharkhand High Court on 11.03.2019. The commercial revocation has also been dismissed on 29.06.2019. Now the Holding Company filed the commercial execution case no. 03 of 2020 on 16.01.2020 before Commercial Court Ranchi to execute the award amount. Same is pending and next date of hearing is fixed as 09.06.2026. In view of above, the Holding Company has not recognized the award amount in the books of account.

iii) REMC Limited, subsidiary Company has installed 26 MW Wind Mill plant at Jaisalmer, Rajasthan for utilization of energy generated from Wind Mill Plant by WCR for a period of 25 years in accordance with Power Purchase Agreement (PPA) signed between West Central Railways (WCR) and Company. The Wind Mill Plant was commissioned on 16.10.2015 and since then energy generated from Wind Mill Plant was being continuously utilized by Indian Railways through WCR up to 09.01.2017 at three Traction Sub Stations (TSS) in Rajasthan State connected as consumer of Rajasthan DISCOM i.e. Jaipur Vidyut Vitran Nigam limited (JVVNL).

With effect from 10.01.2017, open access status was permitted to Indian Railways as deemed distribution licensee in the state of Rajasthan. Accordingly, Railways started taking power at Six TSSs in Rajasthan as a deemed distribution licensee through open access route and accordingly accountal/methodology for utilization of energy generated by Windmill Plant had to be changed from consumer mode to Deemed Distribution licensee Mode. Utilisation of wind energy by WCR under Deemed Distribution Mode had been started with effect from 27.04.2017 and during transition period i.e., from 10.01.2017 to 26.04.2017 energy generated by Windmill Plant was fed into Rajasthan State Grid and for this period accountal for Wind energy had not been considered by JVVNL. Accordingly, the TSSs initially taking power from 26 MW Wind Power Plant were disconnected as a Consumer of JVVNL and connected with RRVPNL as licensee and WCR is contesting that payment to REMCL for the month of January'17 to April'17 was withheld as wind energy for the above period has not been set off from the conventional energy drawn from other generating company.

In this regard, a petition was filed in Rajasthan Electricity Regulatory Commission (RERC) for realization of the wind energy charges during this period (i.e., 10.01.2017 to 26.04.2017) as this power was fed into the Rajasthan State Grid. As per RERC order dt.05.11.2018, "The commission is of the considered view that the petitioner (REMCL) is not entitled for Adjustment of energy wheeled from its CPP after termination of WBA". Accordingly, the petition was disposed off. Aggrieved by the above RERC order dated 05.11.2018, Company filed an appeal before APTEL on 20.12.2018. The last hearing was held on 28.03.2023. Next hearing date is awaited.

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In present circumstances, there is uncertainty regarding realization of revenue. Therefore, revenue amounting to ₹ 6.81 crore for the period 10.01.2017 to 26.04.2017 has been postponed and not recognized.

50. Indian Accounting Standard (Ind AS) 40, Disclosures on Investment Property are as follows:

In case of Holding Company:

a) Amounts recognized in the Statement of Profit and Loss are as follows:

(₹ in crore)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Rental income	11.73	-
Direct operating expenses (including Repairs and maintenance) arising from investment property that generated rental income during the year	9.23	1.02
Direct operating expenses (including Repairs and maintenance) arising from investment property that did not generate rental income during the year	0.22	
Profit before depreciation	2.28	(1.02)
Depreciation for the period	4.73	2.57
Profit from investment property	**(2.45)**	**(3.59)**

b) Fair Value

Market value of investment property as on 31.03.2026 is ₹ 522.46 Cr based on valuations performed by an external independent registered valuer and management considered no significant change in the value.

(₹ in crore)

Property Address	Fair Market Value
OJAS Bhawan, Premises No. 08-0326, Plot no. DJ-20, New Town Kolkata, West Bengal-700160	296.51
E-800, 8th Floor, World Trade Centre, Nauroji Nagar, New Delhi-110029	225.95
Total	**522.46**

Methods & assumptions for valuation:

The Valuation Report is based upon the market price method in which the market value is determined by its location, amenities availabilities in the area and with more of Middle class commercial cum office use area coupled with enquiries from the local real estate agents and the neighbourhood. Accordingly, the valuer has collected information through their technical team during their personal inspection of the plot, upon the prior receipt of detailed particulars of property, related documents, date and reply of queries. valuation is carried out by an independent agency on the basis of present construction / replacement cost of similar structures/constituents without considering the value of furniture, fixture & fitting, office equipments etc.

There is no capital commitment in respect of investment property.

51. Indian Accounting Standard (Ind AS) 105, Disclosures on Non-Current Assets Held for Sale and Discontinued Operations are as follows

(₹ in crore)

S. No.	Particulars	As on 31.03.2026	As on 31.03.2025
1.	Office Building at Bhubaneshwar	0.23	-
2.	Staff Quarters at Secunderabad	0.16	-
	Total- Assets Held for sale	**0.39**	**-**

(i) Property Plant & Equipment classified as Held for Sale during the reporting period was measured at the lower of its carrying amount and fair value less costs to sell at the time of re-classification. Accordingly, impairment loss of ₹ Nil crore (previous year : ₹ Nil crore) has been provided for.

(ii) The Company has not reclassified any of the assets classified as held for sale as Property, plant and equipment during the year as well as in the previous year.

52. Indian Accounting Standard (Ind AS) 107, Disclosures on Financial Instruments are as follows:

a) Financial Instruments by category

The carrying value and fair value of financial instruments category-wise as on 31stMarch, 2026 are as under:

(₹ in crore)

Particulars	Total carrying value	Amortised Cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Financial Assets:						
Cash and Bank Balance – Owned Fund	897.32	897.32			-	-

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(₹ in crore)

Particulars	Total carrying value	Amortised Cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Cash and Bank Balance- Client Fund	2323.75	2323.75			-	-
Investments		-		-		
Equity	0.04	-		0.04	-	-
Tax Free Bonds	-	-			-	-
Trade Receivables	931.22	931.22			-	-
Loans	17.34	17.34			-	-
Other Financial Assets	400.91	400.91			-	-
Total	**4570.58**	**4570.54**	**-**	**0.04**	**-**	**-**
Financial Liabilities:						
Borrowing	-	-			-	-
Trade Payables	320.41	320.41			-	-
Lease Liability	6.59	6.59			-	-
Other Financial Liabilities	2431.77	2431.77			-	-
Total	**2758.77**	**2758.77**	**-**	**-**	**-**	**-**

The carrying value and fair value of financial instruments category-wise as on 31stMarch, 2025 are as under:

(₹ in crore)

Particulars	Total carrying value	Amortised Cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI	
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory
Financial Assets:						
Cash and Bank Balance – Owned Fund	940.36	940.36			-	-
Cash and Bank Balance- Client Fund	2474.93	2474.93			-	-
Investments		-		-		
Equity	0.04	-		0.04	-	-
Tax Free Bonds	20.00	20.00			-	-
Trade Receivables	739.97	739.97			-	-
Loans	18.25	18.25			-	-
Other Financial Assets	489.82	489.82			-	-
Total	**4683.37**	**4683.33**	**-**	**0.04**	**-**	**-**
Financial Liabilities:						
Borrowing	-	-			-	-
Trade Payables	368.92	368.92			-	-
Lease Liability	9.03	9.03			-	-
Other Financial Liabilities	2596.84	2596.84			-	-
Total	**2974.79**	**2974.79**	**-**	**-**	**-**	**-**

b) Fair value hierarchy & valuation technique

To provide an indication about the reliability of method used in determining fair value, group has classified its financial instruments into three levels prescribed under the Indian Accounting Standard (Ind AS) 113, on Fair Value Measurement.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value of financial instruments that are not traded in an active market is determined using valuation techniques and observable Inputs for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (observable inputs).

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Fair value hierarchies of assets and liabilities as on 31st March 2026 are as follows:

(₹ in crore)

Particulars	Carrying Value As on 31.03.2026	Fair Value As on 31.03.2026	Level
Financial Assets:			
Investments:			
Equity*	0.04	0.04	III
Tax Free Bonds	-	-	II
Trade Receivables**	931.22	931.22	III
Loans**	17.34	17.34	III
Other Financial Assets**	400.91	400.91	III
Financial Liabilities:			
Trade Payables**	320.41	320.41	III
Lease Liability**	6.59	6.59	III
Other Financial Liabilities**	2431.77	2431.77	III

* Equity shares of ₹ 0.04 crore of GPCL Consulting Services Limited which are not tradable and amount of investment in the entity is immaterial, hence investment is recognized at cost and same is considered as its fair value.

** The carrying amounts of trade receivables, trade payables, loans, other financial assets & liabilities and lease liabilities are considered to be same as their fair value.

Fair value hierarchies of assets and liabilities as on 31st March, 2025 are as follows:

(₹ in crore)

Particulars	Carrying Value As on 31.03.2025	Fair Value As on 31.03.2025	Level
Financial Assets:			
Investments:			
Equity*	0.04	0.04	III
Tax Free Bonds	20.00	20.00	II
Trade Receivables**	739.97	739.97	III
Loans**	18.25	18.25	III
Other Financial Assets**	489.82	489.82	III
Financial Liabilities:			
Trade Payables**	368.92	368.92	III
Lease Liability**	9.03	9.03	III
Other Financial Liabilities**	2596.84	2596.84	III

* Equity shares of ₹ 0.04 crore of GPCL Consulting Services Limited which are not tradable and amount of investment in the entity is immaterial, hence investment is recognized at cost and same is considered as its fair value.

** The carrying amounts of trade receivables, trade payables, loans, other financial assets & liabilities and lease liability are considered to be same as their fair value .

c) Financial Risk Management

The Group's activities are exposed to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from few customers.

i) Market Risk of Holding Company

The holding Company operates internationally and a considerable portion of the business is transacted in several currencies and consequently the holding Company is exposed to foreign exchange risk for its sales and services in the Middle East and South Asian countries. The exchange rates between the rupee and foreign currencies have changed substantially in recent years which may also fluctuate substantially in the future. However, holding Company has currency risk management policy and exchange fluctuations are regularly monitored by the risk management committee to mitigate this risk. Policy covers various aspects of currency risk management, benchmarking, hedging and risk appetite, permissible instruments, hedging policy, structure of the risk management committee and treasury group, reporting procedures etc.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Analysis of foreign currency risk from financial instruments is as follows:

Particulars	Currency	(Figure in Millions)		(₹ in crore)	
		As on 31.03.2026	As on 31.03.2025	As on 31.03.2026	As on 31.03.2025
Cash & Cash equivalents	US Dollar	0.51	3.59	4.73	30.59
	MUR	0.08	0.45	0.02	0.08
	GYD	112.11	1.94	4.93	0.08
Trade Receivables	US Dollar	12.87	11.74	119.89	99.93
	MUR	-	-	-	-
	GYD	96.31	-	4.23	
Other financial assets	US Dollar	7.32	4.18	68.22	35.57
	MUR	0.19	0.22	0.04	0.04
	GYD	2.58	-	0.11	-
Trade Payable	US Dollar	(0.17)	(1.23)	(1.63)	(10.49)
	MUR	-	-	-	-
	GYD	(66.69)	-	(2.93)	-
Other financial liabilities	US Dollar	(0.84)	(0.96)	(7.84)	8.19
	MUR	-	-	-	-
	GYD	-	-	-	-
Net assets/(liabilities)	US Dollar	19.69	17.32	183.37	147.41
	MUR	0.27	0.67	0.06	0.12
	GYD	144.31	-	6.33	-

For the year ended 31st March,2026 and year ended 31st March, 2025, every percentage increase/decrease in the exchange rate between the INR & US Dollar has affected the Company's incremental margins by approximately 0.30% (previous year 0.22%) each. For the year ended 31st March, 2026 and 31st March, 2025, every percentage increase/decrease in the exchange rate between the INR & MUR and INR & GYD has an insignificant affect on the Company's incremental margins.

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency, due to exchange rate fluctuations between the previous reporting year and the current reporting year.

The above foreign currency exposure is unhedged as these are covered through foreign currency risk management policy.

ii) Credit Risk of Group

Credit Risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Primarily exposure to the credit risk is from trade receivables amounting to ₹ 1044.34 crore (previous year ₹ 856.24 crore) and unbilled revenue amounting to ₹ 168.65 crore (previous year ₹ 287.84 crore) which are typically unsecured. Credit risk is being managed by continuously monitoring the outstanding dues from the customer Trade Receivables towards export sales are generally managed by establishing Letter of Credit with the clients. Further most of the clients of the Group are Government or Government Undertakings; hence credit risk is bare minimum and group also does not foresee any impact on credit risk of the group. Group has impaired, as a prudent measure, the trade receivables and unbilled revenue towards expected credit loss as per Group's accounting policy to the extent of ₹ 113.12 crore (previous year ₹ 116.47 crore). Keeping in view the nature of business expected credit loss is provided for on case-to-case basis as per the policy on impairment of financial assets.

Movement of Impairment of Financial Assets

(₹ in crore)

Sl. No.	Description	Balance at the beginning of the year	Provision during the year	Reversal during the year	Balance at the end of the year
1	Trade & Other Receivable	133.46	21.77	25.22	130.01

No significant credit risk on cash and bank balances including clients' funds amounting to ₹ 3221.07 crore (previous year ₹ 3415.29 crore) is expected as holding Company and its Indian Subsidiaries parks surplus funds with Scheduled Banks having good credit adequacy ratio and least NPA as determined by RBI and guidelines of the respective companies. Holding Company and its Indian Subsidiaries has parked its owned funds in fixed deposits of ₹ 878.65 crore (previous year ₹ 904.60 crore) with Scheduled commercial banks with negligible credit risks.

Non-Strategic Investments primarily include investments in tax-free bonds of ₹ Nil crore (previous year ₹ 20 crore).

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The holding Company has given House building, multi-purpose loans etc. to the employee which are insured and house properties/ other assets are mortgaged / hypothecated against these loans in line with the policies of the Company. The risk of default in respect of these loans is considered negligible.

iii) Liquidity Risk of Group

Group's principal sources of liquidity are "cash and cash equivalents" and the cash flow that is generated from operations. Group has outstanding borrowings of ₹ NIL (previous year ₹ NIL crore). Group has a working capital of ₹ 1793.89 crore (previous year ₹ 1697.73 crore) including cash and bank balance (owned funds) of ₹ 896.96 crore (previous year ₹ 939.68 crore) and current investment ₹ Nil crore (previous year ₹ 20 crore). Group believes that the working capital is sufficient to meet its requirements, accordingly no liquidity risk is perceived by the Group.

Maturities of financial liabilities

The tables below analyze the Group's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in crore)

Contractual maturities of financial Liabilities	Within a year	Between 1-5 Years	Beyond 5 Years	Total
31st March, 2026				
Trade Payables	320.41	-	-	320.41
Lease Liabilities	2.11	4.70	1.05	7.86
Other Financial Liabilities	1989.77	442.00	-	2431.77
Total	**2312.29**	**446.70**	**1.05**	**2760.04**
31st March, 2025				
Trade Payables	368.92	-	-	368.92
Lease Liabilities	3.06	6.01	1.87	10.94
Other Financial Liabilities	2435.02	161.82	-	2596.84
Total	**2807.00**	**167.83**	**1.87**	**2976.70**

53. Indian Accounting Standard (Ind-AS)108, Disclosures on Operating Segments are as follows:

Operating segments are defined as components of the Group for which discrete financial information is available which is being evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and assessing performance. The holding Company's chief operating decision maker is the Chairman & Managing Director who is also Chief Executive Officer.

i) The group has identified five operational reportable segments based on operations being carried out which are as under: -

- Consultancy Services
- Leasing of railway rolling stock & equipments
- Export of rolling stock, equipments and spares
- Turnkey Construction Projects
- Power Generation

ii) Geographical wise revenue segment is disclosed as under:

A) Revenue within India from consultancy includes quality assurance & project management services, turnkey construction projects, power generation and domestic lease rental services to clients located within India.

B) Revenue from outside India includes services rendered and export sales of rolling stock & spare parts to the clients located outside India.

iii) The accounting principles used in the preparation of the financial statements are consistently applied to record revenue & expenditure in individual segment, as set out in the note of significant accounting policies.

iv) Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of attributed direct cost. All other expenses which are not attributable or allocable to the segments have been disclosed as un-allocable expenses.

v) Assets and liabilities used in the Group's business are not identified to the reportable segments as these are used interchangeably between segments. Depreciation, amortisation & impairment on Property, Plant & Equipment and Intangible Assets cannot be allocated to a specific

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segment. The Group believes that it is currently not practicable to provide segmental disclosure relating to total assets, total liabilities and depreciation, amortisation & impairment since a meaningful segregation of the available data could be onerous.

vi) Operational Segments:

Year ended 31.03.2026

(₹ in crore)

Description	Consultancy Services		Leasing - Domestic	Export Sale	Turnkey Construction Projects	Power Generation	Total
	Domestic	Abroad					
Revenue	1242.01	67.73	172.07	316.25	602.40	14.62	2415.08
Identifiable operating expenses	743.02	49.27	112.05	266.07	592.67	16.26	1779.34
Segmental profit/(loss) from operations	498.99	18.46	60.02	50.18	9.73	(1.64)	635.74
Add: Interest Income*							73.86
Add: Other Income **							35.63
Less: Finance Cost							3.80
Less: Un-allocable Expenses							147.63
Share of Profit/(Loss) of Joint Ventures							13.97
Net Profit Before Tax							607.77
Less: Income Tax (including Deferred Tax)							153.33
Net Profit After Tax							454.44
Additional Information:							
Depreciation and amortization							66.00
Non-cash expenses/(Income) other than depreciation and amortization							11.52
Reversal of provisions							0.72
Loss on sale of PPE							-

Year ended 31.03.2025

(₹ in crore)

Description	Consultancy Services		Leasing - Domestic	Export Sale	Turnkey Construction Projects- Domestic	Power Generation	Total
	Domestic	Abroad					
Revenue	1147.81	76.20	150.34	10.85	796.61	14.54	2196.35
Identifiable operating expenses	665.19	46.47	97.59	1.71	785.26	14.81	1611.03
Segmental profit/(loss) from operations	482.62	29.73	52.75	9.14	11.35	(0.27)	585.32
Add: Interest Income*							71.99
Add: Other Income **							33.72
Less: Finance Cost							5.80
Less: Un-allocable Expenses							132.44
Share of Profit/(Loss) of Joint Ventures							12.23
Net Profit Before Tax							565.02
Less: Income Tax (including Deferred Tax)							141.36
Net Profit After Tax							423.66
Additional Information:							
Depreciation and amortization							62.12
Non-cash expenses/(Income) other than depreciation and amortization							(15.43)
Reversal of provisions							7.62
Loss on sale of PPE							-

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FOR THE YEAR ENDED 31st MARCH, 2026

vii) Geographical Segment

(₹ in crore)

Description	Year ended 31.03.2026					Year ended 31.03.2025				
	India	Abroad			Total	India	Abroad			Total
		Asia	Africa	Others			Asia	Africa	Others	
Revenue	2015.45	25.05	336.90	37.68	2415.08	2109.31	15.91	53.1	18.03	2196.35
Identifiable operating expenses	1449.81	24.16	280.92	24.45	1779.34	1562.86	13.60	23.87	10.70	1611.03
Segmental profit from operations	565.64	0.89	55.98	13.23	635.74	546.45	2.31	29.23	7.33	585.32
Add: Interest Income*					73.86					71.99
Add: Other Income **					35.63					33.72
Less: Finance Cost					3.80					5.8
Less: Un-allocable Expenses					147.63					132.44
Share of profit/(loss) of joint ventures					13.97					12.23
Net Profit before Tax					607.77					565.02
Less: Income Tax (including Deferred Tax)					153.33					141.36
Net Profit after Tax					454.44					423.66
Additional Information:										
Depreciation and amortization					66.00					62.12
Non-cash expenses/ (income) other than depreciation and amortization					11.52					(15.43)
Reversal of Provisions					0.72					7.62
Loss on sale of PPE					-					-

* Interest income includes interest on bank deposits, bonds, staff advances, loans, income tax refunds etc.

**Other income includes profit on sale of assets, rental income from investment properties (During previous year), dividend on current & non-current investments, exchange gain, etc.

Note: No impairment and its reversal have been recognized in Other Comprehensive Income (OCI) during the year ended 31.03.2026 and previous year ended 31.03.2025.

viii) Revenue of ₹ 964.59 crore (previous year ₹ 882.86 crore) from major customers is given below:

(₹ in crore)

Description	Year ended 31.03.2026					Year ended 31.03.2025				
	Consultancy	Export Sales	Turnkey Construction Projects	Power Generation	Total	Consultancy	Export Sales	Turnkey Construction Projects- Domestic	Power Generation	Total
Customer 1	280.64	-	341.76	14.62	637.02	251.05	-	502.38	14.54	767.97
Customer 2	14.47	313.10	-	-	327.57	-	-	114.89	-	114.89
Total	**295.11**	**313.10**	**341.76**	**14.62**	**964.59**	**251.05**	**-**	**617.27**	**14.54**	**882.86**

Note: PSUs under the same Ministry have not been considered as one customer.

54. Indian Accounting Standard (Ind AS) 112- Disclosures of Interest in Other Entities are as follows:

a) Subsidiaries:

i) The subsidiary companies considered in the financial statements are as follows:

Name of Subsidiary Companies	Country of Incorporation	Functional Currency	% of Shareholding as on 31.03.2026	% of Shareholding as on 31.03.2025	Principal Activities
• RITES (Afrika) (Pty) Limited	Botswana	Pula	100%	100%	Consultancy
• REMC Limited	India	INR	51%	51%	Generation and procurement of power

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ii) Disclosure in respect of subsidiary that has non-controlling interests:

I) Dividend to non-controlling interest by subsidiary Company amounting to ₹ 40.49 crore.

II) Summarised Financial information of the subsidiary that has non-controlling interests are as under:

(₹ in crore)

Description of Subsidiary that has non-controlling interest	REMC Limited	
	31.03.2026	31.03.2025
Non-Current Assets	146.50	155.07
Current Assets	119.79	101.44
Current Liabilities	8.94	6.51
Non-Current Liabilities	27.18	27.34
Capital	105.00	105.00
Other Equity	125.17	117.66
Total Revenue	162.74	140.47
Expenditure including Tax	72.59	61.16
Profit / (Loss) After Tax	90.15	79.31
Proportion of ownership interest held by non-controlling interest	49%	49%
Profit/(loss) allocated to non-controlling interest	44.17	38.86
Accumulated non-controlling interest of the subsidiary at the end of the reporting period	112.79	109.11
Additional information:		
Cash and Cash Equivalents	7.88	23.33
Current financial liabilities (excluding trade and other payables and provisions)	0.54	0.54
Non- Current financial liabilities (excluding trade and other payables and provisions)	-	-
Depreciation and Amortisation	9.17	9.18
Interest Income	6.00	5.44
Interest Expense	-	0.16
Income tax expenses or (Income)	31.02	22.31

b) Joint Arrangements & Associates:

i) The Holding Company has following Joint Arrangements & Associates:

Name of Joint Arrangements	Nature of Interest/Relationship with Joint Arrangements	Principal Place of Business of Joint Arrangements	Proportionate ownership interest or participating share
Joint ventures			
SAIL-RITES Bengal Wagon Industry Private Limited	RITES has formed a Joint Venture with SAIL for manufacturing Wagons at SGW, Kulti, West Bengal.	India	50.00%
Indian Railway Stations Development Corporation Limited	RITES has formed a Joint Venture with Rail Development Authority & IRCON to develop or develop the existing or new railway stations.	India	24.00%
Associates			
Elicius Energy Private Limited	The company is engaged in the business of research, designing and fabrication of energy storage technology and undertakes the activity of training & research and consultancy in the field of conventional & non-conventional energy & in power storage, conversion & distribution.	India	13.00%
Metro Management Group Ltd.	For participation in tender of providing metro Project Management Consultancy in Israel.	Israel	24.50%
Joint operations			
Geoconsult – RITES	RITES has formed a Joint venture with M/s. Geoconsult-ZT-Gmbh (Austria) for detailed design consultancy and construction supervision of about 11 kms long railway tunnel in J&K State. Both the venturers contributed in the seed money as agreed for operational and execution purposes.	India	13.00%

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Name of Joint Arrangements	Nature of Interest/Relationship with Joint Arrangements	Principal Place of Business of Joint Arrangements	Proportionate ownership interest or participating share
Geoconsult – RITES, NRT-1	RITES has formed a Joint venture with M/s. Geoconsult-ZT-Gmbh (Austria) for detailed design consultancy and construction supervision of Tunnel No.1 (3.1 km long) on Udampur – Katra Section for the USBRL project in the state of J&K.	India	16.00%
Geoconsult ZT GmbH – RITES	RITES has formed a Joint venture with M/s. Geoconsult ZT GmbH (Austria) for detailed design and construction supervision of Tunnel No.10 (Approx. Length 3.3 km) in connection with Jiribam-Tupul new railway line project in the state of Manipur.	India	39.40%
Geoconsult-RITES (JV)	RITES has formed a Joint venture with M/s. Geoconsult India Private Limited for instrumentation, monitoring and design of remedial works as per requirement for vulnerable locations for two monsoon seasons in Lumding-Silchar BG Rail Line.	India	35.01%
Geoconsult-RITES (JV)	RITES has formed a Joint venture with M/s Geoconsult India Private Limited for preparation of detailed project report and providing pre-construction activities for constructions of highway tunnel across Shinkun La pass, Tanalang La pass, Lachalung La pass including approaches on NH-03 in Himachal Pradesh and Ladakh.	India	49.00%
RICON	RITES has formed a Joint Venture with M/s. IRCON International Limited to secure and execute contracts to be awarded by M/s Companhia Dos Caminhos de Ferro Da Beira, SA, Mozambique to RICON for rendering Management Support Services, Consultancy Works, Project Management, Construction Supervision, Supply of Materials, Rolling Stock and equipment, Works Contracts, Leasing of Equipments / Rolling Stocks etc.	India	51.00%
Modern Engineers Planners & Consultants Limited	RITES has formed a joint Venture with Modern Engineers Planners & Consultants Limited for project management consultancy for improvement of Ashuganj river port-Sarail-Dharkhar-AkhauraLand Port Road as 4-lane National Highway project in Bangladesh.	Bangladesh	77.65%
Meinhardt (Singapore)Pte Ltd and RITES Ltd JV in association with CARD Consult(P) Ltd and Nepal consult(P) Ltd	RITES has formed a Joint Venture with Meinhardt (Singapore)Pte Ltd and RITES Ltd JV in association with CARD Consult(P) Ltd and Nepal consult(P) Ltd	Nepal	28.00%
RITES Ltd. India in JV with Aarvee Associates	RITES has formed a Joint Venture with Aarvee Associates for Consultancy services for updating feasibility study, detailed design, mathematical modeling, tendering services and construction supervision services.	India	55.00%
RITES PMPL JV	RITES has formed a joint Venture with Power Mech. Projects Ltd for Consultancy services.	India	51.00%
RITES SCWPL, Bengaluru	Station Redevelopment at Kolam Junction Railway Station Station at Kolam, Kerala for Southern Railway.	India	51.00%

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Name of Joint Arrangements	Nature of Interest/Relationship with Joint Arrangements	Principal Place of Business of Joint Arrangements	Proportionate ownership interest or participating share
RITES-ARYAN JV	RITES has formed a joint Venture with Aryan Constructions for jointly participating in the Bidding Process for the Project.	India	52.00%
RITES-BERNARD JV	RITES has formed a Joint Venture with Bernard Consultants Pvt Ltd and Space Engineers Consortium Pvt Ltd for consultancy services.	India	64.54%

ii) Disclosure in respect of Joint Ventures & Associates:

I) Investment is measured at cost.

Summarised financial information of the Joint Ventures & Associates are as under:

(₹ in crore)

Description / JVs & Associates	SAIL-RITES Bengal Wagon Industry Private Limited (Joint Venture)		Indian Railway Stations Development Corporation Limited (Joint Venture)		Elicius Energy Private Limited (Associate)		MMG - Metro Management Group Ltd (Joint Venture)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026**	31.03.2025**	31.03.2026**	31.03.2025
Non-Current Assets	55.00	59.06	-	-	-	-	-	-
Current Assets	111.83	92.17	251.61	386.91	-	-	-	-
Current Liabilities	70.38	62.90	2.93	70.55	-	-	-	-
Non-Current Liabilities	8.75	8.82	-	-	-	-	-	-
Capital	48.00	48.00	200.00	200.00	-	-	-	-
Other Equity	39.70	31.51	48.67	116.36	-	-	-	-
Non-Controlling Interest	-	-	-	-	-	-	-	-
Total Revenue	379.44	359.14	20.37	13.83	-	-	-	-
Expenditure including Tax and Share of Profit/Loss in Joint Ventures/ Associates	356.85	337.39	9.21	8.20	-	-	-	-
Profit / (Loss) After Tax	22.59	21.75	11.16	5.63	-	-	-	-
Additional information:								
Cash and Cash Equivalents	0.11	-	0.50	2.12	-	-	-	-
Current financial liabilities (excluding trade and other payables and provisions)	21.87	19.12	-	52.43	-	-	-	-
Non- Current financial liabilities (excluding trade and other payables and provisions)	4.12	1.59	-	-	-	-	-	-
Depreciation and Amortisation	6.16	6.08	-	-	-	-	-	-
Interest Income	0.33	0.12	16.42	9.63	-	-	-	-

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(₹ in crore)

Description / JVs & Associates	SAIL-RITES Bengal Wagon Industry Private Limited (Joint Venture)		Indian Railway Stations Development Corporation Limited (Joint Venture)		Elicius Energy Private Limited (Associate)		MMG - Metro Management Group Ltd (Joint Venture)	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026**	31.03.2025**	31.03.2026**	31.03.2025
Interest Expense	0.59	1.85	-	-	-	-	-	-
Income tax expenses or (income)	10.20	9.49	-	-	-	-	-	-

*Including IRSDC share of Profit/loss in its joint ventures.

** In the absence of management signed/audited accounts of the company proportionate shares of the same have not been disclosed.

II) Reconciliation of Holding Company's interest in Joint Ventures & Associates:

(₹ in crore)

Description / JVs & Associates	SAIL-RITES Bengal Wagon Industry Private Limited (Joint Venture)		Indian Railway Stations Development Corporation Limited*# (Joint Venture)		Elicius Energy Private Limited (Associate)		MMG - Metro Management Group Ltd (Joint Venture)	
	As on 31.03.2026	As on 31.03.2025	As on 31.03.2026	As on 31.03.2025	As on 31.03.2026**	As on 31.03.2025**	As on 31.03.2026**	As on 31.03.2025**
Net Assets								
Net Assets of Joint Venture/Associates	87.70	79.51	248.67	237.52	-	-	-	-
Proportionate share in Joint Venture (%)	50.00	50.00	24.00	24.00	13.00	13.00	24.50	24.50
Share of interest in net assets of Joint Venture/Associates	43.85	39.76	59.68	57.00	0.00	0.00	0.00	0.00
Carrying amount of interest in Joint Venture/Associates	43.85	39.75	59.68	57.00	-	-	-	-
Net Profit								
Net Profit / (Loss) After Tax	22.59	21.75	11.16	5.63	-	-	-	-
Proportionate share (%)	50%	50%	24%	24%	13%	13%	24.50%	24.50%
Share of interest in net profit after tax	11.29	10.88	2.68	1.35	-	-	-	-
Amount of interest in net profit after tax	11.29	10.88	2.68	1.35	-	-	-	-

*Quasi equity (Perpetual loan) of ₹78.84 crore is not considered in Net Assets for FY 2024-25.

** In the absence of management signed/audited accounts of the company proportionate shares of the same has not been disclosed.

#Excluding share of Non-controlling interest in the Balance Sheet of Joint Venture.

There is no restriction on the ability of Joint Ventures to transfer funds to the holding Company in the form of cash dividends or to repay loans and advances made by the holding Company.

III) All the investments in Joint Ventures & Associates are non-tradable in market.

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iii) Joint Operations:

Summarised financial information of the Joint Operations are as under:

(₹ in crore)

Description / Jos	RICON		Geoconsult-RITES		Geoconsult-RITES NRT-1		Geoconsult ZT GmbH-RITES		Geoconsult-RITES (JV)	
	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25
Non Current Assets	2.93	2.93	-	-	-	-	-	-	-	-
Current Assets	0.26	0.26	5.66	5.39	1.48	1.43	0.76	0.76	0.03	0.03
Current Liabilities	-	-	4.60	3.99	1.32	1.21	0.61	0.58	0.01	0.01
Non Current Liabilities	-	-	-	-	-	-	-	-	-	-
Retained Earnings / Losses	3.19	3.19	1.06	1.41	0.16	0.22	0.15	0.18	0.02	0.02
Total Revenue	-	-	0.27	0.25	0.08	0.12	-	-	-	-
Expenditure including Tax	-	-	0.62	1.10	0.14	0.09	0.05	0.03	0.01	0.01
Profit/(Loss) After Tax	-	-	(0.35)	(0.85)	(0.06)	0.03	(0.03)	(0.03)	(0.01)	(0.01)
Additional information:										
Cash and Cash Equivalents	0.26	0.26	0.84	0.74	0.15	0.17	0.07	0.06	0.02	0.02
Current financial liabilities (excluding trade and other payables and provisions)	-	-	-	-	-	-	0.03	0.03	-	-
Depreciation and Amortization	-	-	-	-	-	-	-	-	-	-
Interest Income	-	-	0.27	0.25	0.08	0.12	-	-	-	-
Income tax expenses or (income)	-	-	-	-	-	0.02	-	-	-	-

(₹ in crore)

Description / Jos	Geoconsult P LTD-RITES (JV)		Modern Engineers Planners & Consultants Limited [Bangladesh]		Meinhardt (Singapore) Pte Ltd and RITES Ltd JV [Nepal]		RITES Ltd India in JV with Aarvee Associates	
	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25
Non-Current Assets	-	-	0.33	0.35	-	-	0.05	0.06
Current Assets	3.16	3.22	4.22	6.85	0.86	1.43	5.50	5.85
Current Liabilities	2.97	2.92	4.00	6.65	0.82	1.39	2.84	3.36
Non-Current Liabilities	-	-	-	-	-	-	-	-
Retained Earnings / Losses	0.19	0.30	0.55	0.55	0.04	0.04	2.71	2.55
Total Revenue	1.37	1.73	5.18	9.26	2.11	1.11	0.37	0.10
Expenditure including Tax	1.48	2.17	5.23	9.29	2.06	1.07	0.21	0.48
Profit/(Loss) After Tax	(0.11)	(0.44)	(0.05)	(0.03)	0.05	0.04	(0.16)	(0.38)
Additional information:								
Cash and Cash Equivalents	0.17	0.41	0.53	0.24	0.23	0.26	0.19	0.97
Current financial liabilities (excluding trade and other payables and provisions)	-	-	-	-	0.42	0.27	-	-
Depreciation and Amortization	-	-	0.05	0.06	-	-	0.01	0.01
Interest Income	0.02	-	-	-	-	-	-	-
Income tax expenses or (income)	0.05	0.11	1.04	1.85	-	-	-	-

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(₹ in crore)

Description / Jos	RITES – PMPL JV		RITES – SCWPL		RITES- BERNARD JV		RITES- ARYAN JV	
	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25	Year ended 31.03.26*	Year ended 31.03.25	Year ended 31.03.26	Year ended 31.03.25
Non-Current Assets	-	-	28.76	24.71	-	0.01	-	-
Current Assets	0.60	3.17	14.64	13.95	0.16	0.16	0.16	-
Current Liabilities	0.60	3.17	15.01	13.95	0.16	0.17	0.16	-
Non-Current Liabilities	-	-	28.33	24.68	-	-	-	-
Retained Earnings / Losses	-	-	0.07	0.03	-	-	-	-
Total Revenue	92.97	193.21	57.27	83.15	0.23	0.64	1.08	-
Expenditure including Tax	92.97	193.21	57.23	83.12	0.23	0.64	1.08	-
Profit/(Loss) After Tax	-	-	0.04	0.03	-	-	-	-
Additional information:								
Cash and Cash Equivalents	-	0.94	0.19	1.23	0.04	0.10	0.04	-
Current financial liabilities (excluding trade and other payables and provisions)	-	-	-	-	0.12	-	0.08	-
Depreciation and Amortization	-	-	-	-	-	-	-	-
Interest Income	-	-	0.06	0.05	-	-	-	-
Income tax expenses or (income)	-	-	0.02	0.01	-	-	-	-

*The holding company has formed RITES- BERNARD JV Joint operation during financial year 2025-26.

iv) Holding Company jointly participated in the following projects with other entities:

Project Name	Name of entities
General Consultancy services for Haryana Orbital Rail Corridor(HORC) project from Palwal to Sonipat via Sohna, Manesar and Kharkhoda in the state of Haryana	M/s. SMEC International Pty. Limited
General Consultancy to Delhi Metro Rail Corporation Limited for Delhi Mass Rapid Transit System Project-Phase-III.	M/s Oriental Consultants Co. Limited M/s Parsons Brickerhoff International INC. M/s Tonichi Engineering Consultants INC.
General Consultancy to Bangalore Metro Rail Corporation Limited for Bangalore Metro.	M/s Oriental Consultants Co. Limited M/s Parsons Brickerhoff International INC. M/s Systra SA
General Consultancy to Metro Link Express for Gandhinagar & Ahmedabad (MEGA) Company Limited for Mass Rapid Transit System project at Ahmedabad.	M/s Systra SA France (Lead). M/s Oriental Consultants Global Co. Limited, Japan. M/s AECOM Asia Company Limited, HongKong.
General consultancy to Nagpur Metro Rail Corporation Limited for Nagpur Metro.	M/s Systra, France M/s AECOM Asia Co. Limited M/s EGIS Rail S.A.
General consultancy to Pune Metro Rail Corporation Limited for Pune Metro.	M/s Systra, France M/s AECOM Asia Co. Limited M/s EGIS Rail S.A.
Detailed design consultancy services for power supply & distribution system, 750 V DC, 3rd rail traction electrification & SCADA system of Metro Link Express for Ghandhinagar& Ahmedabad (MEGA) Company Limited for mass Rapid Transit System Project at Ahmedabad.	M/s TUV SUD South Asia Pvt. Limited (TUV)
Feasibility report /DPR for development and operation of airport at Singrauli, M.P.	M/s KPMG

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Project Name	Name of entities
TEFR Study for Development of Integrated Multimodal Logistics Hub(IMLH) at Nangal Chaudhary in Haryana.	M/s KPMG M/s LnT IEL
Multi Modal Integration Planning for Surat Metro rail Project Phase-I	M/s RINA Consulting S.P.A, Italy- through Mumbai Branch
Design of the Intermodal transit hubs in Bangalore Package-I	M/s UMTC, New Delhi
Final Alignment Design Including Aerial LiDAR Survey and Other Related Works for Delhi - Ahmedabad High Speed Rail Corridor (about 886 kms Long).	M/s GEOKNO India Private Limited.
Feasibilty and DPR for MRTS in Coimbatore	M/s Systra SA, France
DPR for Development of interodel Station at katra and Feasibility Report of Commercial Zone at Katra	M/s Creative Group M/s Seth & Associates (Associate)
PMC Services from concept to completion for construction/modification & extension of existing passenger terminal building at Srinagar Airport.	M/s Behal Joshi & associates
Appointment of PMC from concept to commissioning for "construction of Terminal Building, Ancillary Buildings, Car Parking, City side Development & other associated work at Gwalior Airport	M/s Creative Group
Design & Supervision of old runway rehabilitation (New Parallel Taxiway) at Gautam Buddha International Airport Project, Nepal	M/s Meinhardt (Singapore) Pte. Ltd.
Preparation of DPR for Development of Greenfield Airport at Dagadarthi (District Nellore),Andhra Pradesh for Commercial operations of passengers and cargo aircraft.	M/s Prime Horti Agro Projects Limited
Detailed design consultancy services for power supply receiving and distribution system, 750 V DC third rail traction electrification and SCADA systems each of Bhopal and Indore metro rail projects, Package BI-01-05	M/s ArdanuyIngenieria S.A (Consortium Partner)
Detailed Design Consultancy Services for two rolling stock depots, one in Bhopal and one in Indore. BI-01/04	M/s ArdanuyIngenieria S.A (Consortium Partner)
Detailed Design Consultancy services for power supply and distribution system, 750 V DC third rail traction electrification and SCADA system of Ahmedabad metro rail project Phase-2 for Gujarat Metro Rail Corporation (GMRC) Limited	M/s ArdanuyIngenieria S.A (Consortium Partner)
Detailed Design Consultancy services for Power supply and distribution system, 750 V DC third rail traction electrification and SCADA system of Surat Metro Rail project Phase-1 for Gujarat Metro Rail Corporation (GMRC) Limited	M/s ArdanuyIngenieria S.A (Consortium Partner)
Consultancy Services for preparation of DPR for development of Economic Corridors, Inter Corridors, Feeder Routes to improve the efficiency of freight movement in India under Bharat Mala Pariyojna (Lot 2/Haryana/Package-1)	M/s Matrix Geo Solution Pvt Ltd.
Consultancy Services for preparation of DPR for development of Economic Corridors, Inter Corridors, Feeder Routes to improve the efficiency of freight movement in India under Bharat Mala Pariyojna (Lot 2/Punjab/Package-3)	M/s Matrix Geo Solution Pvt Ltd.
Consultancy Service for preparation of DPR for Greenfield Expressway from Raxaul to Haldia Port (Package-1)	M/s G Gng Advisory Pvt. Ltd.
Consultancy Service for preparation of DPR for Greenfield Expressway from Raxaul to Haldia Port (Package-2)	M/s G Gng Advisory Pvt. Ltd.
Consultancy Services for preparation of Detailed Project Report for 2 Lanning with hard Sholuder from Meluri in Nagaland ConnetingTusom, Chingai, Khamsom, ChamuNampisha, Khongla, Kasong, Saibol, Narum, Moreh, New Samtal, Khongtal, Behiang, to Singhat in the State of Manipur	M/s Shree Bhawani Consultancy Services Pvt. Ltd.
Consultancy Services for the supervision of Construction of the East Bank – East Coast Road Linkage Project (Ogle to Eccles (Haags Bosch)) – Phase 1	CB & Associates, Guyana

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FOR THE YEAR ENDED 31st MARCH, 2026

Project Name	Name of entities
Consultancy services for Feasibility Study, Detailed Design, Material Investigations, Pre-contract Services and Construction Supervision of Tshesebe-Masunga Road: - PR/5/127/2001-2002	M/s PULA consultant (Pty) Ltd
Project Management Consultancy Services (PMC) for Improvement of Ashuganj River Port – Sarail – Dharkhar - Akhaura Land Port Road as 4-Lane National Highway Project	Modern Engineers Planners & Consultant Ltd, Bangladesh
Detailed Project Report for development of stretches for improving direct connectivity in Indian cities (Lot-8/Package-02) in Telangana, MP and Maharashtra	M/s Geokno India Pvt. Ltd., Hyderabad
Project Management Consultant (Facility, Equipment & Soft Component) for Assam Health System Strengthening Project (Supported by Japan International Cooperation Agency).	M/S Mukesh & Associates
Consultancy Services for High Occupancy Vehicle (HOV) Lane Study on Budaiya Highway	M/s Bahrain Energy Services, WLL M/s RINA Consulting S.P.A
DPR for development of Intermodal Station at Tirupati and Feasibility Report of Commercial Zone at Tirupati	M/s Creative Group M/s Seth & Associates (Associate)
Detailed Project Report (DPR) preparation of various Road/Tunnel projects of Public Works (R& B) Department, UT of Ladakh.	M/s Skylark-Designer and Engineers Pvt Ltd
Supply, installation and monitoring of Structural Health Monitoring System for Bridge no. 39 & 43 on Katra Dharam Section Udhampur-Srinagar-Baramulla Rail Link Project, Jammu & Kashmir.	M/s PMT infrascience in association with M/s Red Bernard Pvt Ltd
Development of Coaching Depot at Koteganguru in Mysuru Division including Civil, Electrical and Signal & Telecom works between chainage 69170 and Chainage 71620 in Shivamogga - Talaguppa section	Siddhartha Civil Works Pvt Ltd
Station Redevelopment at Kollam junction Railway Station at Kollam, Kerala for Southern Railway	Siddhartha Civil Works Pvt Ltd
Construction of Depot cum Workshop at Challaghatta in Reach-2, Extension of Bangalore Metro Rail Project Phase-2	Power Mech Projects Ltd
Selection of General Engineering Consultant for Ahemdabad Metro Rail Project -II	M/S Nippon Koei Co Ltd M/s Aarvee Associates Architects Engineer & Consultants Pvt Ltd
Hyderabad Airport Metro Limited Appointment of General Consultant (GC) for Airport Express Metro Line from Raidurg Merto Station to Shamshabad International Airport, Hyderabad On Design and Build (DB) basis	M/S SYSTRA SA FRANCE M/S DB Engineering & Consulting GmbH
Consultancy Services for Preperation of Feasibilty Cum DPR for devlopment of various Port Connectivity Stretches under Port Connectivity Master Plan	M/S G- ENG Advisory Services Pvt Ltd
Safety Audit of Electrical Systems in LHB coaches by Independent Safety Assessor(ISA) for RCF Kapurthala in Consortium with ITALCERTIFER SPA, Italy.	M/s ITALCERTIFER SPA, Italy.
Multimodal Transport Hub at Dhaka, Bangladesh	M/s Ernst & Young LLP
Multi Modal Integration Plan for Surat Metro Phase-I	M/s RINA Consulting S.P.A
Engagement of Independent Safety Auditor(ISA) for rolling stock under procurement by IR	M/s Integral Coach Factory
Consultancy Services for preparation of DPR for upgradation of single lane to 2-lane and tunneling of existing alignment from Chainage 68.600 to 75.00 of NH-107 Sitapur-Sonprayag Gaurikund Section in the State of Uttrakhand.	M/s Space Engineers Consortium Pvt Ltd
Consultancy Services as Authority's Engineer for supervision of "Construction of Twin Tube Uni-Directional Aizawl Bypass Tunnel of 2.5 KM and its approaches of 2.1 KM from KM 10.600 to KM 15.200 (Package-2) on Sairang Phaibawk Section of NH-6 in the state of Mizoram on EPC Mode."	M/s Tumas Turkish Engineering Consulting & Contracting Inc. Co, M/s AVOK Engineering Consulting & Contracting Pvt. Ltd.

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FOR THE YEAR ENDED 31st MARCH, 2026

Project Name	Name of entities
Construction of Dual Gauge Railway Line from Bogura to Shahid Mansur Ali Station, Sirajganj of Bangladesh Railway	Aarvee Associates Engineers & Consultants Pvt. Ltd. India
Preliminary Engineering (PE) Design of Depot and Review of Design of Handling Facilities at Jordan for Etihad Rail, UAE – Work is ongoing	M/s. Lepton Projects Pvt. Ltd.
Contract No: DMRC/RSW/NJFD/143: Retrofit Work in RS-1 Trains in DMRC – Work is ongoing	M/s. r2p Asia-Pacific Pty Ltd., Australia and M/s. ACT Fibreglass Ltd., India

55. Indian Accounting Standard (Ind AS) 115, Disclosures on Revenue from Contracts with customers are as follows:

a) Significant management judgments on Revenue Recognition:

Recognized amounts of contract revenues and related receivables reflect management's best estimate of each contract's outcome and stage of completion which is determined based on physical progress, efforts, cost incurred to date bear to the total estimated cost of the transaction, time spent, service performed or any other method that management considered appropriate. For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation and uncertainty.

b) Group has contracts with customers for different services which are given below: -

- Consultancy Services
- Export of rolling stock, equipments and spares
- Turnkey Construction Projects
- Power Generation

Beside above, the holding Company has contracts with customers for wet leasing which are covered under Indian Accounting standard (Ind AS) 116, Leases.

c) Company has recognized revenue either on the basis of over time or point in time depending upon satisfaction of performance obligation on transferring control of goods or services to customer. Revenue has been recognized by the Company over time basis if any one of the following conditions is met:

- Customers simultaneously receive and consumes the benefits
- Company's performance creates or enhances an asset that the customer controls as the assets is created or enhanced
- Company's performance does not create with alternative use and Company has enforceable right to payment for performance completed to date.

In case, none of the above conditions is met, revenue recognized by the Company on the basis of point in time.

d) Disaggregation Revenue information:

The below presents Disaggregated Revenues from contract with customer for the year ended 31st March, 2026 from various streams of revenue. The Company believe that this Disaggregation best depicts how the nature, amount, timing uncertainty of our revenues and cash flows are affected by industry, market and other economic factor.

(₹ in crore)

Particulars	Consultancy Services		Inspection Fee		Export Sale	Turnkey Construction Projects	Power generation	Total
	Domestic	Abroad	Domestic	Abroad				
2025-26	928.82	67.09	312.27	0.67	306.95	602.33	14.62	2232.75
2024-25	873.78	75.98	268.78	0.22	3.86	796.60	14.54	2033.76

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

e) Company is rendering many project management consultancy services for and on behalf of clients where fee is due to Company for professional services.

f) In most of the cases, payments from customers are linked with performance obligations. Wherever on the reporting date work has been performed and payment is not due as per the contract, in such cases contract assets have been created. However, where payment has been received including advance but performance has not been completed, in such cases contract liabilities have been created. Advances received by the Company for execution of work are in the nature of security i.e. a source of protection and are not for financing the project.

g) Company provides warranty in the nature of assurance for which provisions are made as per the Indian Accounting standard (Ind AS) 37, Provisions, Contingent Liabilities and Contingent Assets.

h) During the year, impairment of amount receivable from client for services rendered/goods supplied charged to Statement of Profit and Loss amounting to ₹ 12.51 crore (previous year ₹ 5.87 crore), which includes impairment for lease services amounting to ₹ 0.19 crore (previous year ₹ 0.04 crore).

i) Balances of Receivables/Contract assets/Contract liabilities are as under:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Receivables includes lease receivables of ₹ 57.63 crore (Previous year ₹ 55.60 crore)	1044.34	856.24
Contract assets	270.76	360.07
Contract liabilities includes lease liabilities of ₹ Nil (Previous year ₹ Nil)	263.37	305.96

j) During the year ended March 31, 2026, ₹ 255.78 crore and March 31, 2025, ₹ 149.04 crore of unbilled revenue as of April1, 2025 and April 1st 2024 respectively has been reclassified to Trade receivables upon billing to customers on completion of milestones.

k) During the year ended March 31, 2026 ₹ 60.18 Crore and March 31, 2025 ₹ 101.14 crore of contract liabilities as of April 1, 2025 and April 1,2024 has been recognized as revenue after completion of milestones.

l) The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2026 is ₹ 9296 crore which pertains to various segment of the Holding Company. Holding Company likely to recognize this revenue over a period ranging from one year to three years. The aggregate value of performance obligations that was completely or partially unsatisfied as at March 31, 2025 was ₹ 8577 crore which pertains to various segment of the Company.

m) The Group has not incurred any cost for obtaining contracts except administrative cost required for preparation of offers and the same is charged to statement of Profit and Loss.

n) The Group has recognized unamortized contract assets of ₹ Nil (previous year ₹ Nil) on account of costs incurred in fulfilling the contract.

56. Indian Accounting Standard (Ind AS)116, Disclosures on Leases are as follows:

a) Group as Lessee: -

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the term of useful life of right-of-use asset.

The Holding Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The Holding Company has no borrowing, as such 3-year SBI MCLR rate 9.10% and 8.85% has been considered as weighted average incremental borrowing rate for calculation of present value of lease liability for the FY-2025-26 and 2024-25 respectively.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

i) The following is the summary of practical expedients applied:

I) The Group has used a single discount rate to a portfolio of leases with similar characteristics.

II) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application

III) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

ii) Following are the changes in the carrying value of right of use assets for the year ended March 31, 2026:

(₹ in crore)

Particulars	Category of ROU Assets					Total
	Land	Building	Residential Quarters	Vehicle	Server & Network	
Balance as at April 1, 2025	**0.66**	**15.96**	**2.82**	**0.92**	**1.62**	**21.98**
Additions	-	-	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(₹ in crore)

Particulars	Category of ROU Assets					Total
	Land	Building	Residential Quarters	Vehicle	Server & Network	
Depreciation	0.04	2.27	0.13	0.23	0.41	3.08
Adjustment	-	(0.01)	-	-		(0.01)
Balance as at March 31, 2026	**0.62**	**13.68**	**2.69**	**0.69**	**1.21**	**18.89**

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2025

(₹ in crore)

Particulars	Category of ROU Assets					Total
	Land	Building	Residential Quarters	Vehicle	Server & Network	
Balance as at April 1, 2024	**1.14**	**18.29**	**3.08**	**-**	**-**	**22.51**
Additions				1.13	2.07	3.20
Depreciation	0.48	2.33	0.26	0.21	0.45	3.73
Adjustment						
Balance as at March 31, 2025	**0.66**	**15.96**	**2.82**	**0.92**	**1.62**	**21.98**

Depreciation on right-of-use assets is as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Land	0.04	0.48
Building	2.27	2.33
Residential quarter	0.13	0.26
Vehicle	0.23	0.21
Server & Network	0.41	0.45
Total	**3.08**	**3.73**

iii) The following is the break-up of current and non-current lease liabilities:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Current lease liabilities	1.69	2.44
Non-current lease liabilities	4.90	6.59
Total	**6.59**	**9.03**

iv) The following is the movement in lease liabilities:

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Opening Balance	9.03	8.00
Additions	-	3.20
Finance cost accrued during the period	0.62	0.82
Payment of lease liabilities	(3.06)	(2.99)
Adjustment	-	-
Closing Balance	**6.59**	**9.03**

v) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Less than one year	2.11	3.06
One to five years	4.70	6.01
More than five years	1.05	1.87
Total	**7.86**	**10.94**

The holding Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

vi) During the year ended 31 March 2026, the Group incurred expenses amounting to ₹ 24.04 crore (Previous Year ₹ 14.97 crore) on accounts of short-term leases and leases of low-value assets. For the year ended 31 March 2026 the total cash outflows for leases including short-term leases and low-value asset amounted to ₹ 27.10 crore (Previous Year ₹ 17.96 crore)

vii) ROU Assets includes staff quarters at Liluah Howrah, Kolkata from Indian Railways, for which lease has been expired in the month of March, 2009. The Company has requested to Indian Railways for surrender of these staff quarters. ROU Assets also include office building at Central Metro Railway Building 2nd and 3rd floor Kolkata for which the company has requested the Indian Railways to take over the possession.

viii) The Group does not have any lease restrictions and commitment towards variable lease rent as per the contract.

ix) The Group has no commitments towards Leases yet to be commenced as on 31.03.2026.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

x) The Group has not sub-leased any of the assets taken on lease.

b) Group as a lessor:

i) Operating Lease: As Lessor

The holding Company has leasing arrangement of locomotives in domestic market mainly on cancellable basis which includes providing services of its experts for maintenance of these locomotives for which lease rent is received from the clients as per terms of the contracts. New & In-Service Locomotives (refer note no.2)

(₹ in crore)

Description	Year Ended 31.03.2026	Year Ended 31.03.2025
Gross carrying amount	516.02	485.51
Accumulated depreciation	(325.11)	(295.80)
Net carrying amount	190.91	189.71
Depreciation provided for the year	29.31	30.82

(ii) The Holding Company has two investment property (1) Office complex at Kolkata and 2)Office Complex at Narouji Nagar, New Delhi (super area of 164626 sq.ft) available for lease as on 31.03.2026.

(₹ in crore)

Description	Year Ended 31.03.2026	Year Ended 31.03.2025
Gross carrying amount	290.72	290.72
Accumulated depreciation	(7.30)	(2.57)
Net carrying amount	283.42	288.15
Depreciation provided for the year	4.73	2.57

c) The holding Company does not envisage any contraction in demand which could result in significant down-sizing of its business operations.

57. Indian Accounting Standard (Ind-AS) 12, Disclosures on Income Taxes are as follows:

The Holding Company and its Indian Subsidiary Company have recognized income tax expenses applying the provisions under section 115BAA of the Income-tax Act, 1961. The applicable tax rate is 22% plus surcharge & HEC.

The current income tax expense for overseas subsidiaries has been computed based on the tax laws applicable to the subsidiary in the jurisdiction in which it operates.

a) Income tax expense in the consolidated statement of profit and loss comprises:

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Income Tax Expenses:		
- Current Taxes	154.83	135.29
- Earlier Years (Net)	(0.11)	0.01
Total - A	**154.72**	**135.30**
Tax on Other Comprehensive Income (OCI) – B	2.61	0.62
Tax on Buy Back Expenses – C	-	-
Sub Total - D= (A+B+C)	**157.33**	**135.92**
Deferred Tax (Net) – Prior Periods	-	-
Deferred Tax (Net) – Current Years	(1.38)	6.06
Sub Total – E	**(1.38)**	**6.06**
Total – F=D+E	**155.95**	**141.98**

Entire deferred income tax for the year ended 31st March, 2026 and previous year ended on 31st March, 2025 relates to origination and reversal of temporary differences.

b) Reconciliation of the Income Tax Expenses for the year to amount computed as expected tax expense by applying statutory income tax rates is as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Profit before Tax	**593.79**	**552.78**
Inter Corporate Dividend	-	-
Profit before Tax	**593.79**	**552.78**
Enacted Tax Rates in India on Normal Income	25.17%	25.17%
Enacted Tax Rates in India on LTCG	22.88%	22.88%
Computed Expected Tax Expense*	**149.46**	**139.13**
Tax effect due to accounting for JVs/ Subsidiaries	12.47	12.13
Tax effect of income exempted from non operating income	(12.60)	(12.49)
Tax effect due to deductible temporary differences	1.12	0.73
Tax Effect due to Earlier Period Taxes	(0.11)	0.04
Additional Tax Effect due to Income from House Property and other sources	(1.18)	(0.01)
Tax Effect due to Tax Rate on Income from Foreign Dividend(AE)-DIV	-	-
Tax Effect of Non-Deductible Expenditures for determining taxable Profit	3.51	4.36
Tax effect due to income from Joint Operations	0.64	1.27
Tax effect due to change in Corporate Tax Rates on Deferred Tax Expenses	-	(3.79)
Effect of Different Tax Rate under various jurisdiction	0.03	-
Tax effect due to OCI	2.61	0.62
Current Tax Expense for the year	**155.95**	**141.98**

*Computed expected tax expense for the respective years including tax expense calculated on income of RITES at the rates mentioned herein and tax expense calculated on income of subsidiaries and joint ventures are different from rates mentioned herein.

c) Subsidiary Companies

(i) REMC Ltd

The company has opted to exercise the option permitted under section 115BAA of The Income Tax Act, 1961. The applicable tax rate is 22% plus surcharge & HEC.

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(ii) RITES (Afrika) (Pty) Limited

The enacted tax rate of RITES (Afrika) (Pty) Limited is 22% both for the year ended 31st March 2026 and previous year ended on 31st March, 2025 respectively.

d) Details of income tax assets and liabilities as of 31st March, 2026 and 31st March, 2025 are as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Income Tax Assets	218.45	242.74
Less: Current income tax liabilities	157.44	135.87
Net Current Income Tax Assets/ (Liability) at the year end	**61.01**	**106.87**

e) The gross movement in the current income tax asset/ (liability) for the year ended March 31, 2026 and March 31, 2025 is as follows:

(₹ in crore)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Net current income tax asset/(liability) at the beginning of the year	106.87	77.68
Current Income Tax on OCI	(2.61)	(0.62)
Current Income Tax on Buy Back Expenses	-	-
Income Tax paid	111.47	165.10
Current income tax expense	(154.72)	(135.30)
Net Current Income Tax Asset/ (Liability) at the end of the year	**61.01**	**106.87**

f) The tax effects of significant temporary differences that resulted in deferred income tax asset and liabilities are as follows:

(₹ in crore)

Particulars	As on 31.03.2026	As on 31.03.2025
Deferred Income Tax Assets:		
Accrued Compensation to Employees	23.80	22.21
Provisions for Doubtful Debts, Security Deposits/EMD, Advances Etc.	34.19	34.59
Provision for Warranty	4.84	4.47
Lease Liability ROU Assets	1.66	2.27
Carry Forward Losses/Business Loss	0.24	-
Total Deferred Income Tax Assets – I	**64.73**	**63.54**
Deferred Income Tax Liabilities:		
Depreciation on Property Plant & Equipment and Intangible Assets	42.74	42.93
Interest Accrued on income tax Refund	-	-
Donation to PM care Fund	-	-
Unrealized Short-term Gain (Loss) on Mutual Funds	-	-
Total Deferred Income Tax Liabilities – II	**42.74**	**42.93**
Deferred Income Tax Assets after set off	21.99	20.61
Deferred Income Tax Liabilities after set off	-	-

i) Deferred tax assets and liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

ii) The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the period in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making the assessment.

Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realise the benefits of those deductible differences. The amount of deferred income tax assets considered realisable, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

g) The gross movement in the deferred income tax account for the year ended March 31, 2026 and previous year ended on March 31, 2025 are as follows:

(₹ in crore)

Movement during the year ended 31.03.2026	As on 31.03.2025	Recognized in Profit & Loss	Recognized in OCI	As on 31.03.2026
Tax Effect of items constituting deferred Tax Liabilities				
(i) Property, Plant & Equipments	42.93	(0.19)	-	42.74
(ii) Interest accrued on income tax refund	0.00		-	0.00
(iii) Unrealised Short term Gain (Loss) on Mutual Funds	-		-	-
Total-A	**42.93**		**-**	**42.93**
Tax Effects of Items Constituting deferred Tax Assets				
(i) Provisions for Leave Encashment of Employees	21.91	0.66	-	22.57
(ii) Provision for superannuation Medical	0.25	0.89	-	1.14

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(₹ in crore)

Movement during the year ended 31.03.2026	As on 31.03.2025	Recognized in Profit & Loss	Recognized in OCI	As on 31.03.2026
(iii) Other Employee Benefits	0.05	0.04	-	0.09
(iv) Prov. For Doubtful Debts & Advances	34.59	(0.40)	-	34.19
(v) Provision for warranty	4.47	0.37	-	4.84
(vi) Lease Liability for ROU Assets	2.27	(0.61)	-	1.66
(vii) MAT credit available	-		-	-
(viii)Business Loss	-	0.24	-	0.24
Total-B	**63.54**	**1.19**	**-**	**64.73**
Deferred Tax (Assets)/Liabilities (A-B)	**(20.61)**	**(1.38)**	**-**	**(21.99)**

The composition of deferred assets relating to temporary difference during the year ended March 31,2026 are primarily on account of property, Plant and equipment, provision for employee benefit and doubtful debts & advances, provision for warranty & lease liability.

The gross movement in the deferred income tax account for the year ended March 31,2025 and previous year ended on March 31, 2024 are as follows:

(₹ in crore)

Movement during the year ended 31.03.2025	As on 31.03.2024	Recognized in Profit & Loss	Recognized in OCI	As on 31.03.2025
Tax Effect of items constituting deferred Tax Liabilities				
(i) Property, Plant & Equipments	46.30	(3.37)	-	42.93
(ii) Interest accrued on income tax refund	(0.61)	0.61	-	-
(iii) Unrealised Short term Gain (Loss) on Mutual Funds	-		-	-
Total-A	**45.69**	**2.76**	**-**	**42.93**
Tax Effects of Items Constituting deferred Tax Assets				
(i) Provisions for Leave Encashment of Employees	22.18	(0.27)	-	21.91
(ii) Provision for superannuation Medical	0.25		-	0.25
(iii) Other Employee Benefits	0.08	(0.03)	-	0.05
(iv) Prov. For Doubtful Debts & Advances	40.29	(5.70)	-	34.59
(v) Provision for warranty	7.55	(3.08)	-	4.47
(vi) Lease Liability for ROU Assets	2.01	0.26	-	2.27
(vii) MAT credit available	-		-	-
(viii)Business Loss	-		-	-
Total-B	**72.36**	**(8.82)**	**-**	**63.54**
Deferred Tax (Assets)/Liabilities (A-B)	**(26.67)**	**6.06**	**-**	**(20.61)**

The composition of deferred assets relating to temporary difference during the year ended March 31,2025 are primarily on account of property, Plant and equipment, provision for employee benefit and doubtful debts & advances, provision for warranty & lease liability.

58. Indian Accounting Standard (Ind-AS) 1: Disclosures on Presentation of Financial Statements are as follows:

a) Subsequent Event –Dividend in case of Holding and its Indian subsidiary

The Board of Directors of holding Company has proposed a sum of ₹ 132.17 crore (₹ 2.75 per share to 48.06 crore equity shares) as final dividend for FY 2025-26 subject to approval of shareholders in Annual General Meeting. If approved, the dividend would result in a cash outflow of ₹ 132.17 crore.

The Board of Directors of the subsidiary Company (REMC Limited) proposed a final dividend of ₹17.85 crore (₹ 1.70 per share to 10.50 crore equity shares) in respect of the financial year 2025-26 subject to approval of shareholders in Annual General meeting. If approved, the dividend would result into cash outflow of ₹ 17.85 crore.

b) Reclassification and Comparative figures

Certain reclassifications have been made to the comparative period's financial statements to enhance comparability with current year financial statement. As a result, certain line items have been reclassified in the Balance sheet, Statement of profit & loss and Statement of cash flow, the details of which are as under:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Items of Balance sheet before and after reclassification for the year ended 31st March 2025

(₹ in crore)

Particulars	Before Re-Classification	Reclassification	After Re-classification
Trade payables - MSME	72.41	4.58	76.99
Trade payables – NON-MSME	291.87	0.06	291.93
Other Financial Liabilities	2439.66	(4.64)	2435.02

c) Items of Balance sheet before and after reclassification for the year ended 31st March 2025

(₹ in crore)

Particulars	Before Re-classification	Reclassification	After Re-classification
Revenue from Operations	2217.81	(21.46)	2196.35
Other Expenses	115.25	(21.46)	93.79

d) Items of Statement of cash flow before and after Re-classification for the year ended 31st March-2025

(₹ in crore)

Particulars	Before Re-classification	Reclassification	After Re-classification
Trade Payables	144.71	4.64	149.35
Other financial liabilities, other liabilities & provisions (net of client fund)	200.98	(4.64)	196.34

59. Disclosure as per regulation 34(3) of listing agreements with the stock exchange

(₹ in crore)

Description	Financial Year	Outstanding balance	Maximum amount due during the year
Investment in Subsidiaries			
(i) REMC Limited	31.03.2026	35.70	35.70
	31.03.2025	35.70	35.70
(ii) RITES (Afrika) (Pty) Limited., Botswana	31.03.2026	0.01	0.01
	31.03.2025	0.01	0.01
Investment in Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry Private Limited	31.03.2026	24.00	24.00
	31.03.2025	24.00	24.00
(ii) Indian Railway Stations Development Corporation Limited	31.03.2026	48.00	48.00
	31.03.2025	48.00	48.00
Investment in Associates			
(i) Elicius Energy Private Limited	31.03.2026	0.00*	0.00*
	31.03.2025	0.00*	0.00*
(ii) M/s MMG - Metro Management Group Ltd	31.03.2026	0.60*	0.60*
	31.03.2025	0.60*	0.60*
Loans & advances to Subsidiaries			
(i) REMC Limited	31.03.2026		
	31.03.2025		
(ii) RITES (Afrika) (Pty) Limited., Botswana	31.03.2026	-	-
	31.03.2025	-	-
Loans & advances to Joint Ventures			
(i) SAIL-RITES Bengal Wagon Industry Private Limited	31.03.2026	-	-
	31.03.2025	-	-
(ii) Indian Railway Stations Development Corporation Limited	31.03.2026	-	-
	31.03.2025	-	-
Loans & advances to Associates			-
(i) Elicius Energy Private Limited	31.03.2026	-	-
	31.03.2025	-	-
(ii) M/s MMG - Metro Management Group Ltd	31.03.2026	-	-
	31.03.2025	-	-

*Please refer note no 61 (i) & (o)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

60. Capital Management

The Group's objective for capital management is to maximize shareholders value, safeguard business continuity and support the growth of the Group. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are primarily being met through operating cash flows generated.

61. Other Disclosures

a) Ministry of Railway (MoR) vide letter dated 18.10.2021 has decided in principle for closure of Indian Railway Station Development Corporation Limited (IRSDC), in which Company has an investment of ₹48 Crore. Pursuant to requisite approval of the Board and Shareholders of IRSDC, the voluntary liquidation of IRSDC is under process. The Board of M/s IRSDC had resolved to transfer the assets and liabilities to the M/s Rail Land Development Authority (RLDA) / MoR for consideration not less than the book value on slump sale basis. IRSDC entered into business transfer agreement with RLDA on 09.04.2025 and consideration has been released by RLDA to IRSDC on 11.04.2025. Consequent to the approval of its Board, Shareholders and Creditors, IRSDC has appointed the liquidator. Hence the Voluntary Liquidation process of the Company commenced on 05.05.2026, the date of passing of resolution in the Extra-Ordinary General Meeting.

Financial Statement of IRSDC has been prepared on liquidation basis. As at 31.03.2026, IRSDC has reported a net worth of ₹248.67 Crore, out of which 24% share i.e. ₹59.68 crore belongs to RITES, therefore management does not perceive any impairment in the value of investment in IRSDC.

b) Assets and liabilities are classified between current and non-current considering 12 months period as operating cycle.

c) Information on Corporate Social Responsibility expenditure

i) In case of holding Company:

I) Gross amount required to be spent including advances given during the year 2025-26 ₹ 11.80 crore (previous year 2024-25 ₹ 13.30 crore).

II) Expenditure incurred including advance on CSR during the year on:

(₹ in crore)

Particulars	Amount Paid		Unspent Amount		Total	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
(i) Construction/acquisition of any asset	-	-	-	-	-	-
(ii) On purposes other than (i) above**	7.78	13.30	4.02	-	11.80	13.30
Total	**7.78**	**13.30**	**4.02**	**-**	**11.80**	**13.30**

* Includes following expenditure on account of admin overhead and capacity builds

(a) Salary Expenses ₹ 0.37 crore (previous year ₹ 0.63 crore)

(b) Other Expense ₹ 0.12 crore (previous year ₹ Nil crore)

III) Details of unspent CSR amount of ongoing project in compliance with the provision of Section 135(6) of the Act.

(₹ in crore)

Unspent CSR	Opening carrying amount	Addition during the year	Used during the year	Closing Carrying amount
As at 31.03.2026	-	4.02	-	4.02
As at 31.03.2025	1.23	-	1.23	-

IV) Nature of CSR Activities: The primary focus of CSR activity is on creation of necessary infrastructure, and avenues for employment and income generation, and empowering the people by inclusion in economic mainstream and facilitating sustainable development of marginalized and under privileged sections of the society in and around areas of Company's operations and in backward regions or such other areas as may be defined by the Board. These infrastructure assets then can be taken over by local community/ NGOs/ SHGs for day-to-day operations and maintenance

ii) In case of subsidiary Company (REMC Limited):

I) Gross amount required to be spent during the year 2025-26 is ₹ 2.02 crore (previous year 2024-25 ₹ 1.77 crore).

II) Expenditure incurred including advances on CSR during the year on:

(₹ in crore)

Particulars	Amount Paid		Unspent amount		Total	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
(a) Construction/ acquisition of any asset	-	-	-	-	-	-
(b) On purposes other than (i) above*	2.02	1.77	-	-	2.02	1.77
Total	**2.02**	**1.77**	**-**	**-**	**2.02**	**1.77**

*Includes following expenditure on account of admin overhead and capacity builds:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(a) Salary Expenses ₹ 0.01 crore (previous year ₹ 0.08 crore)

(b) Other Expense ₹ Nil (previous year ₹ Nil)

III) Details of unspent CSR amount of ongoing project in compliance with the provision of Section 135(6) of the Act Movement of provision of CSR unspent

(₹ in crore)

Unspent CSR	Opening carrying amount	Addition during the year	Used during the year	Closing Carrying amount
As at 31.03.2026	-	-	-	-
As at 31.03.2025	-	-	-	-

iii) Short fall other than ongoing projects of CSR –Nil (Previous Year- Nil)

iv) Reasons for short fall other than ongoing projects of CSR – Not Applicable.

d) Salary expenses and Travel expenses included in expenditure on Capital work in progress/Property, Plant & Equipment and expenditure incurred during warranty period are as follows:

(₹ in crore)

Particulars	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
Salary Expenses	3.38	5.72
Travel Expenses	0.51	0.94

e) In case of Group details of dues to micro, small and medium enterprises as defined under The Micro, Small and Medium Enterprises Development Act, 2006* are given on the basis of information available with the management.

(₹ in crore)

Sl. No.	Particulars	As on 31.03.2026	As on 31.03.2025
A	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period - Principal amount due to micro and small enterprises - Interest due on above	119.49	77.13
B	The amount of interest paid by the buyer in terms of Section 16 of The Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period.	-	-
C	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under The Micro, Small and Medium Enterprises Development Act, 2006.	-	-
D	The amount of interest due and remaining unpaid at the end of each accounting period.	-	-
E	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of The Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* The Holding Company identify supplier registered under The Micro, Small and Medium Enterprises Development Act, 2006, by obtaining confirmations from all suppliers at time issue of tender. Information has been collated only to the extent of information received.

f) Disclosure of Capital Work in Progress

(A) Capital Work in Progress

(i) Ageing as on 31.03.2026

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Projects in progress	42.42	25.17	16.14	4.09	87.82

*Refer note No. 3 for Capital work in progress.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(ii) Capital Work in Progress Completion Schedule as on 31.03.2026 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress					
RITES Office Building at Lucknow	87.18	-	-	-	87.18
Installation of Lift at Corporate Office	0.37	-	-	-	0.37
Installation of AI based Machines	0.27	-	-	-	0.27
Total	**87.82**	**-**	**-**	**-**	**87.82**

(iii) **Ageing Schedule as on 31.03.2025**

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Projects in progress	26.94	16.55	2.82	1.27	47.58

*Refer note No. 3 for Capital work in progress.

(iv) Capital Work in Progress Completion Schedule as on 31.03.2025 in case completion is overdue or has exceeded its cost.

(₹ in crore)

CWIP Project	Capital Work-in-progress to be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress					
RITES Office Building at Lucknow	45.22	-	-	-	45.22
Total	**45.22**	**0**	**0**	**0**	**45.22**

(B) Intangible Asset under Development:

i. Ageing as on 31.03.2026

(₹ in crore)

CWIP Project	Less than 1 year	1 year-2 year	2 Years-3 years	More than 3 years	Total*
Software Underdevelopment	0.95	0.19	-	-	1.14

*Refer Note No.6.1 for Intangible Assets Under Development.

(ii) Intangible Asset under Development Completion Schedule as on 31.03.2026 in case completion is overdue or has exceeded its cost.

(₹ in crore)

Particulars	Capital Work-in-progress to be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress					
Software Underdevelopment	0.29	-	-	-	0.29
Total	**0.29**	**-**	**-**	**-**	**0.29**

iii) **Ageing as on 31.03.2025**

(₹ in crore)

CWIP Project	Less than 1 year	1 year -2 year	2 Years -3 years	More than 3 years	Total*
Software Underdevelopment	0.31	-	-	-	0.31

*Refer Note No.6.1 for Intangible Assets Under Development.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

iv) **Intangible Asset under Development Completion Schedule as on 31.03.2025 in case completion is overdue or has exceeded its cost.**

(₹ in crore)

CWIP Project	Capital Work-in-progress to be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress					
Software Underdevelopment	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

g) In Case of Holding company, Lease deeds are pending for execution in respect of the office building at Central Metro Railway Building, 56, C.R.Avenue, Kolkata of ₹ 1.32 crore, the physical testing laboratory at 52 A&B, C.R. Avenue, Kolkata of ₹ 0.46 crore, office building at DLF Cybercity, Bhubaneshwar of ₹ 5.43 crore and building at Liluah, Howrah of ₹ 1 only. The Company has requested to Indian Railways for surrender of building at Liluah and Central Metro Railway Building 2nd and 3rd floor Kolkata.

h) In case of Holding Company, land for office building at Gomati Nagar Extension, Lucknow allotted by Lucknow Development Authority (LDA) having a total cost of ₹ 4.22 crore is yet to be registered in the name of the holding Company due to dispute of stamp duty. However, physical possession of the land has been with the holding Company w.e.f. 27th June 2019.

i) The financial statements are presented in ₹ crore. Those items which are required to be disclosed but can't be presented in the financial statement due to rounding off to the nearest ₹ crore are given as follows:-

Balance sheet items of holding Company

(Figures in ₹)

Description	Note No.	As at 31.03.2026	As at 31.03.2025
Investment in joint venture and associates applying equity method.	7		
Elicius Energy Private Limited		7,990	11,891
Share of profit/(loss) of joint venture and associates			
Elicius Energy Private Limited*	39	(3,901)	(1568)
Non-current investment	8.1		
(i) Moru Mahal Co-operative Society Limited		250	250
(ii) Amit Industrial Premises Co-operative Society Limited		500	500
(iii) Regent Chambers Premises Co-operative Society Limited		500	500

*The Amount of Share of loss is for the previous year which has been recognized in the current year.

j) Balances shown under trade receivable, advances and trade payables including Indian Railway are subject to confirmation / reconciliation/ adjustment, if any. The Group has been sending letters for confirmation to parties. However, the Group does not expect any material dispute w.r.t. the recoverability/payment of the same.

In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

k) In case of Holding Company, information as regard to loans, investments made as required under section 186(4) of the Companies Act, 2013 have been given vide note no. 8,9 & 17.

l) Group has not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or like on behalf of the Ultimate Beneficiaries.

m) Group has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

n) The Holding Company has assessed the financial impact arising from the implementation of the New Labour Codes and related rules. The financial impact, though not material, has been recognized in the financial results for the financial year ended 31 March 2026. The Company continues to monitor further development/clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

o) The Holding Company has an investment of ₹ 0.60 Crore in MMG- Metro Management Group Ltd, incorporated in Israel, which was under dissolution and the investment is fully provided for as of 31 March 2026. Subsequent to the reporting date, the said entity has been struck off on 11 April 2026. This event does not have any financial impact on the financial statements for the year ended 31 March 2026.

p) In line with the Government of India's policy to facilitate timely payments to Micro, Small and Medium Enterprises (MSMEs), the Company enables MSME vendors to avail invoice discounting through the Trade Receivables Discounting System (TReDS) platforms. The facility is intended only to facilitate early payment to MSME vendors and does not provide additional financing to the Company. Moreover, the amount involved in such arrangements are insignificant in relation to total trade payables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

62. Other Disclosure of Group

a) In case of SAIL-RITES Bengal Wagon Industry Private Limited, Company has following borrowing facilities:-

i) Other Borrowings:

(₹ in crore)

Particulars	31.03.2026	31.03.2025
Cash credit from SBI	21.26	17.92
Total	**21.26**	**17.92**

b) Assets & Liabilities have been translated at closing exchange rate and profit & loss items have been translated at average exchange rate of RITES (Afrika) (Pty) Limited (Subsidiary Company).

Currency	31.03.2026		31.03.2025	
	Closing rate	Average rate	Closing rate	Average rate
1 Pula (Botswana)	6.73477	6.49423	6.19112	6.15125

(Source Oanda.com)

63. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Revised Schedule-III of the Companies Act, 2013:

Information for the year ended 31.03.2026

Name of the entity	Net Assets, i.e., Total assets minus Total Liabilities		Share in profit or loss		Share in Other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (₹In Crore)	As % of Consolidated Share in profit & Loss	Amount (₹In Crore)	As % of Consolidated share in Other Comprehensive Income	Amount (₹In Crore)	As % of Consolidated share in Total Other Comprehensive Income	Amount (In Crore)
Holding Company								
RITES Limited	95.64	2564.45	97.67	400.66	95.92	7.75	97.62	408.41
Subsidiaries								
Indian								
REMC Limited	8.58	230.17	21.94	90.15	-	-	21.55	90.15
Foreign								
RITES(Afrika) (Pty) Limited	0.13	3.59	(0.19)	(0.79)	4.08	0.33	(0.11)	(0.46)
Minority Interests in all subsidiaries	(4.21)	(112.79)	(10.75)	(44.17)			(10.56)	(44.17)
Joint ventures(investment as per equity method)								
Indian								
SAIL-RITES Bengal Wagon Industry Private Limited*	1.64	43.85	2.75	11.29			2.70	11.29
Indian Railways Stations Development Corporation Limited	2.23	59.68	0.65	2.68			0.64	2.68
Associates (investment as per equity method)								
Elicius Energy Private Limited	-	-	-	-		-	-	-
MMG - Metro Management Group Ltd	-	-	-	-	-	-	-	-
Adjustment for consolidation	(4.01)	(108.31)	(12.07)	(49.55)	-	-	(11.84)	(49.59)
TOTAL	**100.00**	**2681.24**	**100.00**	**410.27**	**100.00**	**8.08**	**100.00**	**418.35**

*Addition in PPE ₹ 1.12 cr., CWIP ₹ (0.97) cr. Holding company share in capex ₹ 0.08 cr.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

Information for the year ended 31.03.2025

Name of the entity	Net Assets, i.e., Total assets minus Total Liabilities		Share in profit or loss		Share in Other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (₹In Crore)	As % of Consolidated Share in profit & Loss	Amount (₹In Crore)	As % of Consolidated share in Other Comprehensive Income	Amount (₹In Crore)	As % of Consolidated share in Total Other Comprehensive Income	Amount (In Crore)
Holding Company								
RITES Limited	95.95	2533.30	98.81	380.22	93.47	1.86	98.78	382.08
Subsidiaries								
Indian								
REMC Limited	8.43	222.66	20.61	79.31		-	20.50	79.31
Foreign								
RITES(Afrika) (Pty) Limited	0.16	4.26	0.02	0.06	6.53	0.13	0.05	0.19
Minority Interests in all subsidiaries	(4.13)	(109.11)	(10.10)	(38.86)			(10.05)	(38.86)
Joint ventures(investment as per equity method)								
Indian								
SAIL-RITES Bengal Wagon Industry Private Limited*	1.51	39.75	2.83	10.88			2.81	10.88
Indian Railways Stations Development Corporation Limited	2.16	57.00	0.35	1.35			0.35	1.35
Associates (investment as per equity method)								
Elicius Energy Private Limited	-	-	-	-		-	-	-
MMG - Metro Management Group Ltd	-	-	-	-	-	-	-	-
Adjustment for consolidation	(4.08)	(107.71)	(12.52)	(48.16)	-	-	(12.44)	(48.16)
TOTAL	**100.00**	**2640.15**	**100.00**	**384.80**	**100.00**	**1.99**	**100.00**	**386.79**

*Addition in PPE ₹ 1.44 cr., CWIP ₹ 0.97 cr. Holding company share in capex ₹ 1.20 cr.

64. Recent Accounting Pronouncements:

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing Indian Accounting Standards (Ind AS) from time to time under the Companies (Indian Accounting Standards) Rules.

1. In May 2025, MCA notified amendments to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates, effective April 1, 2025. The Company has evaluated the amendment and does not expect any significant impact on its financial statements.

2. In August 2025, MCA notified amendments to the following standards, effective April 1, 2025:

   (i) Ind AS 1 – Presentation of Financial Statements: The amendments relate to classification of liabilities as current or non-current, including those with covenants. The Company has assessed the impact and concluded that there is no change in its classification of liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2026

(ii) Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments: Disclosures: The amendments introduce disclosure requirements for supplier finance arrangements. The Company has evaluated these amendments and does not expect any significant impact on its financial statements.

(iii) Ind AS 12 – Income Taxes (International Tax Reform – Pillar Two Model Rules): The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax, with related disclosure requirements. The Company has evaluated the amendment and does not expect any impact in its financial statements.

For and on behalf of the **Board of Directors**

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN: 07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

As per our report of even date attached

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No. 001537C

Ajay Kumar Atolia
Partner
Membership No.077201
UDIN: 26077201LFWZTO3376

Place : Gurugram
Dated : 19.05.2026

Statement Containing Salient Features of the Financial Statement of Subsidiaries/Joint Ventures for the year ended 31st March, 2026

(Statement pursuant to first proviso to sub-section 3 of section 129 of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules, 2014)

PART "A" : SUBSIDIARIES

Sl. No.	Particulars	1		2	
1	Name of the subsidiary	RITES (Afrika) (Pty) Limited		REMC Limited **	
2	The date since when subsidiary was acquired	24-07-1992		16-08-2013	
3	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Botswana Pula (BWP)*		INR	
		31.03.2026	31.03.2025	31.03.2026	31.03.2025
		(₹ in crore)		(₹ in crore)	
4	Share Capital	0.01	0.01	105.00	105.00
5	Reserves & Surplus	3.58	4.25	125.17	117.66
6	Total Assets	4.30	4.92	266.29	256.51
7	Total Liabilities	0.71	0.66	36.12	33.85
8	Investments	-	-	-	-
9	Operating Turnover	0.52	3.48	153.67	133.87
10	Profit before taxation	(1.04)	0.10	121.18	101.63
11	Provision for taxation	0.25	(0.04)	(31.03)	(22.31)
12	Profit after taxation	(0.79)	0.06	90.15	79.31
13	Proposed Dividend	-	-	17.85	17.54
14	% of shareholding	100%		51%	

*As on 31.03.2026: 1BWP= ₹ 6.73477 ; Average Rate 1BWP= ₹ 6.49423 , As on 31.03.2025: 1BWP= ₹ 6.19112 ; Average Rate 1BWP= ₹ 6.15125

** REMCL figures are inclusive of non-controlling interest.

PART "B" : JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Joint Ventures

Sl. No.	Particulars	1		2	
1	Name of Joint Ventures	SAIL-RITES Bengal Wagon Industry Private Limited		Indian Railway Stations Development Corporation Limited	
2	Date on which the Associate or Joint Venture was associated or acquired	30-12-2010		29-09-2020	
3	Balance Sheet Date	31.03.2026	31.03.2025	31.03.2026	31.03.2025
4	Shares of Joint Ventures held by the company on the year end:				
4(i)	No.	2,40,00,000	2,40,00,000	4,80,00,000	4,80,00,000
4(ii)	Amount of investment in Joint Venture (₹ in crore)	24.00	24.00	48.00	48.00
4 (iii)	Extent of Holding/Profit Sharing %	50%	50%	24%	24%
5	Description of how there is significant influence	There is significant influence due to percentage (%) of share capital/profit sharing and joint control.			
6	Reason why the joint venture is not consolidated	Not Applicable			
7	Net worth attributable to shareholding as per latest audited Balance Sheet (₹ in crore)"	43.85	39.76	59.68	57.00
8	Profit/Loss for the year				
8 (i)	Considered in Consolidation (₹ in crore)	11.29	10.88	2.68	1.35
8 (ii)	Not Considered in Consolidation	-			-

PART "C" : Associates

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates

1	Name of Associates	Elicius Energy Private Limited		MMG - Metro Management Group Ltd.	
2	Balance Sheet Date	31.03.2026	31.03.2025	31.03.2026	31.03.2025
3	Shares of Associate held by the company on the year end:				
3(i)	No.	1,573	1,573	2,69,410	2,69,410
3(ii)	Amount of investment in Associate (₹)	15,730	15,730	59,64,762	59,64,762
3(iii)	Extent of Holding/Profit Sharing %	13%	13%	24.50%	24.50%
4	Description of how there is significant influence	There is significant influence due to having one Director on the Board of the company. Board consists of four Directors.		There is significant influence due to percentage (%) of share capital/profit sharing and joint control.	
5	Reason why the Associates is not consolidated	Non availability of accounts and materiality	-	Non availability of accounts and materiality	
6	Net worth attributable to shareholding as per latest audited Balance Sheet (₹)		7,990.00		
7	Profit/Loss for the year(₹)		(3,901.00)		
7(i)	Considered in Consolidation (₹)		-		
7(ii)	Not Considered in Consolidation		(3,901.00)		

Rahul Mithal
Chairman & Managing Director and
Chief Executive Officer
DIN: 07610499

Krishna Gopal Agarwal
Director Finance &
Chief Financial Officer
DIN: 10239667

Nikhil Agarwal
Company Secretary
M.No. ACS 42626

For S.R.GOYAL & Co.
Chartered Accountants
Firm Registration No. 001537C

(Ajay Kumar Atolia)
Partner
Membership No.077201
UDIN: 26077201LFWZTO3376

Place : Gurugram
Dated : 19.05.2026

ANNEXURE-I (B)

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (b) READ WITH SECTION 129 (4) OF THE COMPANIES ACT, 2013 ON THE CONSOLIDATED FINANCIAL STATEMENTS OF RITES LIMITED FOR THE YEAR ENDED 31 MARCH 2026.

The preparation of consolidated financial statements of RITES Limited for the year ended 31 March 2O26 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139 (5) read with Section 129 (4) ot the Act are responsible for expressing opinion on the financial statements under Section 143 read with Section 129 (4) of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 19 May 2026.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the consolidated financial statements of RITES Limited for the year ended 31 March 2026 under Section 143(6) (a) read with Section 129 (4) of the Act. We conducted a supplementary audit of the financial statements of REMC Limited and SAIL RITES Bengal Wagon Industry Private Limited but did not conduct supplementary audit of the financial statements of Indian Railway Stations Development Corporation Limited for the year ended on that date.

Further, Section 139(5) and 143 (6) (a) of the Act are not applicable to M/s Elicius Energy Private Limited being private entities, RITES (Afrika) (Pty) Limited (Botswana) and M/s Metro Management Group Limited (Israel), being a private entity incorporated in a foreign country under the respective laws for appointment of their Statutory Auditor and for conduct of supplementary audit. Accordingly, the Comptroller and Auditor General of India has neither appointed the Statutory Auditors nor conducted the supplementary audit of these companies. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditor's is report under Section 143(6) (b) of the Act.

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

Teg Singh
Principal Director of Audit
Railway Commercial, New Delhi

Place: New Delhi
Dated: 03.08.2026

RITES
THE INFRASTRUCTURE PEOPLE

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