



**16<sup>th</sup>**

**ANNUAL REPORT  
2024-25**

**IRCON INFRASTRUCTURE &  
SERVICES LIMITED**

# VISION & MISSION



“ To be recognized as a specialised infrastructure developer and establish itself as a renowned service provider for all areas of Infrastructure Projects with special emphasis on Environment, Quality and Safety ”

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## **BOARD OF DIRECTORS**

1. Mr. Yogesh Kumar Misra, Chairman (w.e.f. 01<sup>st</sup> May, 2025)
2. Mr. Surender Singh, Director (w.e.f. 01<sup>st</sup> July, 2021)
3. Mr. Bujji Bhuvan Kumar Dunne, Director (w.e.f. 01<sup>st</sup> May, 2025)
4. Mr. Alin Roy Choudhury, Director (w.e.f. 07<sup>th</sup> February, 2025)

## **KEY MANAGERIAL PERSONNEL**

1. Chief Executive Officer: Mr. Ajay Pal Singh (w.e.f. 6<sup>th</sup> March 2020)
2. Chief Financial Officer: Mr. Atul Kumar (w.e.f. 02<sup>nd</sup> June, 2025)
3. Company Secretary: Ms. Manisha Gupta (w.e.f. 03<sup>rd</sup> April, 2023)

## **STATUTORY AUDITORS**

**Mohan Gupta & Company** (Chartered Accountants)

Address: B-2A/37, Janakpuri, New Delhi 110058

## **SECRETARIAL AUDITORS**

**Vasisht & Associates** (Company Secretaries)

Address: 441, Sector-2, Faridabad-121004, Haryana

## **INTERNAL AUDITORS**

**Rajan Malik & Co** (Chartered Accountants)

Address: 409-410, 4th Floor, The i-Thum, A- 40, Sector 62, Noida, Uttar Pradesh 201301

## **MAIN BANKER**

- Indian Overseas Bank
- HDFC Bank
- ICICI Bank



## MULTI FUNCTIONAL COMPLEXES



MFC at Hubli



MFC at Alleppey



MFC at Digha

## **CHAIRMAN'S ADDRESS**

### **Distinguished Shareholders,**

It gives me immense pleasure to welcome you all to the 16<sup>th</sup> Annual General Meeting of your Company. The Annual Report for the Financial Year ending 31<sup>st</sup> March 2025, along with the Directors' Report, Audited Financial Statements, Statutory Auditors' Report and Secretarial Auditors' Report have been circulated and I request your permission to take them as read.

I am pleased to share with you an update on your company's performance for the financial year 2024-2025.

### **Financial Profile**

During the Financial Year 2024-25, your Company has recorded operating revenue of INR 110.88 crores and has booked total revenue of INR 116.63 crores. The Company has achieved Profit before tax of INR 11.74crores and Profit after tax of INR 17.34 crores.

Encouraged with the performance and growth of the company, your Board of Directors has recommended Rs. 4.91 crore (i.e. Rs. .755 per share) as final dividend in addition to the interim dividend of Rs. 2.50 crore (i.e. Rs. 0.38 per share) which have already been paid during the financial year.

### **Operational Profile**

Your Company had undertaken the development of twenty-four Multi-Functional Complexes for the Ministry of Railways at twenty-three identified railway station premises. Out of these 24 MFCs, the MFC at Tarapith, Rajgir and Thiruvala were considered financially unviable and returned to Rail Land Development Authority (RLDA) in accordance with the terms of the agreement. IrconISL successfully sub-leased 21 MFCs to third parties. Presently 13 MFCs are operational and the sub-lease agreement of 8 MFCs have been terminated due to defaults made by concessionaires. Process of eviction of terminated concessionaires is in progress and upon eviction, these shall be retendered for sub-leasing to prospective concessionaires.

**During the year your Company has secured one new Project Management Consultancy project** of "Detailed Engineering Project supervision for Construction of Sick-Line shed for development of ROH facility and Warehouse along with the development of surrounding area and CC Pavement work in DCT area at MMLP Vizag" for CONCOR. Also, IrconISL has been empaneled as eligible consultant for Detailed Project Report (DPR)/ Detailed Design Consultancy (DDC) and Project Management Consultancy services for Indian Railway Projects.

**Apart from the new project received during the year, your company is also providing Project management consultancy in respect of following ongoing projects in India:**

**I. PMC of Infrastructure Projects:**

- a. DST** - Your Company is providing a Project Management Consultancy for construction of new State-of-Art Building of Department of Science & Technology at Technology Bhawan, New Mehrauli Road, New Delhi at the estimated project cost of approx. Rs. 210.64 crores (including PMC fees). The work has been completed & handed over for Phase – 1 involving Block-I, Block-II and Block-III whereas the work for Phase-II project is under execution. The scheduled date of completion date of Phase-II is 31 Dec 2025.
- b. NDRF** - Your Company is also providing Project Management Consultancy for Construction of Infrastructure works at NDRF Academy at Nagpur at the cost of Rs. 79.90 crores including PMC fees. The revised cost approval of around Rs.105 Crores is received from NDRF/MHA during August, 2024. The physical progress of the project as on date is 95%. The Likely completion date is 30-06-2025.
- c. CONCOR – PARADIP (Odisha)** Your Company is also providing a Project Management Consultancy for construction of Multi Modal Logistic Park (MMLP) at Paradip (Odisha) awarded by Container Corporation of India Ltd. (CONCOR) at a revised cost of Rs. 96.86 crores for CONCOR work and Rs 117.09 crores for IFFCO work. IFFCO work has been completed on 31-10-2023 and CONCOR work has been completed on 31.07.2024.

**CONCOR - KADAKOLA** - Your Company is also providing a Project Management Consultancy for construction of Multi Modal Logistic Park near Kadakola station, Mysuru District, Karnataka. The revised estimated cost of project is 64.45 Crores. The work is completed & inaugurated by Honorable Prime Minister on 12-03-2024. The work has been completed on 30.06.2024.

**CONCOR- Chharodi** - Your Company is also providing a Project Management Consultancy for detailed engineering and project supervision for Development of Multi Model Cargo Terminal under GCT Policy at Chharodi (Gujarat) to CONCOR.

Tender for Package-1 Works amounting to Rs.95.80 crores was submitted to CONCOR which was later discharged. Retender work Rs 32.28 has been invited by CONCOR and technical evaluation is presently under progress. As per recent discussion with CONCOR, tender for Balance work of Rs 63.52 Crores to be submitted for further tendering work by them. Estimate for building works has also been earlier submitted for an amount of Rs 40 Cr.

- d. LPAI** - Your Company is also providing a Project Management Consultancy for construction of Barrack accommodation for security personnel for Land Ports Authority of India (LPAI) at 04 Land Ports namely, **1. Attari- Punjab, 2. Jogbani- Bihar, 3. Petrapole - West Bengal, 4. Dawki — Meghalaya** at a total cost of approx. Rs. 118.82 crores (including PMC fees). The work at Attari, Punjab, Jogbani, Bihar and Petrapole, West Bengal is Completed and handed over. The works are in progress at other one location of Dawki- Meghalaya at Physical progress of 90%. The likely date of Completion of Dawki is 31-07-2025.



- e. **SVSU** - Your Company is also providing Project Management Consultancy (PMC) for establishment of Shri Vishwakarma Skill University (SVSU) at Dudhola, Palwal, Haryana at the approx. cost of Rs. 468 crores (including PMC fees). The physical progress of the project as on date is 90% and likely to be completed by 31.10.2025.
- f. **NVS, JNV** - Your Company is also providing Project Management Consultancy work for construction of two Jawahar Navodaya Vidyalaya Phase -A works, **(i) Agar Malwa (Madhya Pradesh) and (ii) Sabarkantha (Gujarat)** for Navodaya Vidyalaya Samiti (an autonomous organization under Ministry of HRD) at the cost of Rs. 25.09 crores and 29.09 crores respectively. Both of the projects are completed and handed over to NVS. The Phase B works at JNV Sabarkantha is in progress at 15% Physical progress.
- g. **NTPC** - Your Company is also providing Project Management Consultancy for Replacement of CST-9 Sleepers with PRC Sleepers of MGR System of Stage-1 (2x210MW) at National Thermal Power Corporation (NTPC), Unchahar, at a revised estimated cost of approx. Rs.51.61 crores. The work is scheduled for completion by 31-Oct-25. The physical progress of the project as on date is 70%.
- h. **MCD** - Development & Monetization of Land Parcel Under SDMC Situated at Community Center at Madipur, Punjabi Bagh, New Delhi as Multi Level Car Parking Facility with Commercial Complex for an PMC fee @4.49% on project cost. Feasibility report has been accepted by MCD, however tenders invited by MCD for engagement of contractor haven't been successful. PMC work will start upon engagement of Contractor by MCD.

## II. DPR and Survey works for Railways:

- a. **NER** – Your company is providing Project Management Consultancy (PMC) for Final Location Survey (FLS) using Modern Survey Technologies for New Broad-Gauge Line from Tanakpur to Bageshwar (approx. 154.58 kms) in the state of Uttarakhand for North Eastern Railway (Revised PMC fee- Rs.25.11 Crores). Casting & fixing of alignment pillar and boundary pillar are in progress. Around 95 % Physical progress achieved at site and Final DPR has been submitted to NER, which is under approval of Railway Board. Likely completion date is 31.12.2025.
- b. **NFR** - Your company is also providing Project Management Consultancy (PMC) for Final Location Survey (FLS) using Digital Terrain/Elevation Model (DTM/DEM/DSM) generated from satellite or LIDAR imageries, staking of alignment on ground, Geological & Geophysical mapping etc. in connection with Imphal-Moreh new BG Single Line project in Manipur (Total approx. length 110KM) for Northeast Frontier Railway. (PMC fee - Rs.11.81 Crores). ARS-2 report has been submitted in September, 2024 and same is under acceptance of NFR. Around 70% Physical progress achieved at site and likely completion date is 31-12-2025.

## III. Maintenance/Facility Management Service:

- a. **CERL -Maintenance of track Works:-** Your Company has entered into an agreement with Chhattisgarh East Railway Limited (CERL) dated 22.08.2019 for operation and Maintenance of East Rail Corridor Phase I Project Assets (Track bridges and other associated assets, OHE & ST) in Kharsia - Korichhapar Section of CERL in South East Railway which is in progress. The estimated cost of the project is approx. Rs. 88.39 crores. The work has been completed and handed over to Client on 11.07.2024



- b. **CERL - Maintenance of track Works:** - Your Company is executing maintenance of project assets in newly commissioned Krishnappa to Dharamjaygarh section and Ghargoda to Bhalumuda section under same terms and conditions of existing O&M agreement of Kharsia to Korichappar section by way of Extension of scope for a period of One-year amounting Rs.11.28 Crores. The work has been completed and handed over to Client on 11.07.2024
- c. **Facility Management Services - DST:** - Your company is also Providing Facility Management Services and Annual Operation cum Comprehensive Maintenance of building related services for 3 years for Department of Science and Technology, New Delhi. Estimated cost for 3 years is 12.92 crore. The work is currently in progress and will be completed in 30.09.2025. The services are extended for further 2 years as per the MOU.

#### IV. Deployment of Machineries:

*Your Company is also providing following machineries on lease*

- a. Leasing of **Duomatic-6013** Track Tamping Machine Plasser India make for IRCON Sri Lanka Project.
- b. Leasing of MPT Machine Plasser India Make for IRCON Bangladesh Project. The machine is under transit to CERL/CEWRL project at Chhattisgarh.
- c. Leasing of **Flash Butt Welding Machine** with super puller {Holland make} FOR IRCON MAHSR T-2 Project.
- d. **UNIMAT- 8255** machine for Maintenance works in CERL - Kharsia- Dharamjaygarh newly laid BG section in South East Central Railway of Bilaspur Division.

#### V. ROB Projects in India: -

- a. **MRIDCL** -Your company is providing consultancy services as Inspection Agency for the Inspection, Supervision & Quality Control related works of Assembly and Launching of Steel Superstructure within the Railway portion including fabrication & installation of bearing for "Construction of Road Over Bridges (ROB) at various locations in lieu of LC gates in Maharashtra area under Central Railway' for Maharashtra Rail Infrastructure Development Corporation Ltd' for total PMC Fees of 2.26 Crores. IrconISL was engaged for total 39 ROB's, however work couldn't start in 5 ROB's due to land dispute. Out of revised scope of 34 ROB's, work is completed in 30 ROB's and 4 ROB's are in progress at various stages. Work is likely to be completed by Dec'2025.

#### VI. Empanelment for Projects: -

- a. **MCD** – Your company is also empaneled as a Project Development Consultant (PDC) for Development & Monetization of Land Parcels/Properties under SDMC.  
**PMC Fees**  
1. 4.10% for plot area 6,000 - 10,000 SQM  
2. 3.40% for plot area above 10,000 SQM

### **Corporate Governance, CSR and Sustainability**

Your Company is of the view that the good Corporate governance goes beyond good working results and financial propriety and is a pre-requisite to attainment of excellent performance in terms of stakeholder value creation. Corporate Governance provides a principled process and structure through which the objectives of the Company, the means of attaining the objectives and systems of monitoring performance are also set. On these lines, Company has issued a “Code of Business Conducts and Ethics” for Directors and Employees.

Your Company is committed to good corporate governance and compliance with the requirement of corporate governance under the DPE Corporate Governance Guidelines and all other applicable laws, rules, regulations, and ensure transparency while conducting the business in an ethical manner and places highest emphasis on Corporate Ethics. A separate section on corporate governance furnishing applicable details forms part of the Directors’ Report.

Keeping in view its duty and responsibility towards the society for its development, your Company has always been supporting good social causes for the betterment of the society. During the year your Company has obligation to spend an amount of Rs.21 Lakhs towards Corporate Social Responsibility (CSR) as 2% of the average net profit as per section 135 (5) for the Financial Year 2024-25. A separate section on corporate social responsibility furnishing the details of works forms part of the Directors’ Report.

### **Acknowledgement**

On behalf of the Board of Directors and the Company, I extend our sincere gratitude to Ministry of Railways, Ministry of External Affairs, Ministry of Home Affairs, Ministry of Science & Technology, Rail Land Development Authority and most importantly our holding company Ircon International Limited, the shareholders thereon, the office of Comptroller & Auditor General of India, Statutory, Secretarial & Internal Auditors, Bankers of the Company, and our esteemed clients for their continued support and guidance. I extend my special thanks and appreciation to the members of the Board and the Senior Management team for their valuable contributions and suggestions in improving the company’s performance. I also appreciate the efforts of the company’s employees, who are our most valuable asset and would also like to thank our clients, vendors and partners for their trust and support.

As we look at navigating the business forward in the new financial year, we are sure that with all your dedication, intellect, hard work, and support, our competitiveness will only get better through the month ahead and we will be better positioned to take our company forward. I assure you that your company will become far stronger in the years to come. However, the stronger we grow, the more humble we feel.

**Sd/-**  
**Yogesh Kumar Misra**  
**Chairman**  
**DIN: 07654014**

**Place:** New Delhi  
**Date:** 31.07.2025

## **IRCON INFRASTRUCTURE & SERVICES LIMITED**

**A Wholly Owned Subsidiary of IRCON International Limited, a Govt. of India Undertaking**

### **DIRECTORS' REPORT**

**Distinguished Shareholders of Ircon Infrastructure & Services Limited (IrconISL)**

The Directors of your Company have pleasure in presenting the 16<sup>th</sup> Annual Report on the business and operations of the Company for the financial year 2024-25.

#### **1. FINANCIAL RESULTS AND FINANCIAL PERFORMANCE**

##### **A. Financial Results**

(in crores)

S. No.	Particulars	2024-25	2023-24
1.	Authorized Share Capital	65.00	65.00
2.	Subscribed & Paid-up Share Capital	65.00	65.00
3.	Reserves & Surplus	120.12	111.61
4.	Capital Work-in-progress	-	-
5.	Total Revenue	116.63	140.94
6.	Revenue from Operations	110.88	136.07
7.	Profit before tax	11.74	14.22
8.	Profit after tax	17.34	8.86
9.	Net worth	185.12	176.61
10.	Earnings Per Share (Rs.)	2.67	1.36

##### **B. Financial Performance Highlights:**

- During the financial year 2024-25 your Company has recorded a total operating income of Rs.110.88 Crore, registering 18.51% lower than previous year's operating income of Rs. 136.07 Crore. The Company has achieved Profit Before Tax (PBT) of Rs. 11.74 crore during the financial year 2024-25 as against Rs 14.22 crore reported last year i.e. 17.44% lower than the previous year. The major reason for reduction in operating income and PBT was due to considerable decline in turnover of various projects.
- The Profit After Tax (PAT) for the financial year 2024-25 is Rs.17.34 Crore. The major reason for increase in PAT is reversal of deferred tax liability related to depreciation on leasehold rights, pursuant to acceptance of the view taken by the Income tax department in recent assessment.
- The Earning Per Share for the financial year 2024-25 is Rs.2.67.
- The net worth of the Company as on 31st March, 2025 is Rs.185.12 Crore.

**C. Transfer to Reserve**

Appropriations to retained earnings for the financial year ended March 31, 2025 were Rs.17.34 Crore.

**D. Foreign Exchange Earnings & Outgo:**

During the Financial Year 2024-25, the Foreign Exchange earnings of the Company is Rs.3.99 Crore on account of Manpower supply and leasing of machinery for Ircon's foreign Projects. On the same line the Foreign Exchange outgo of the company is NIL. The Net Foreign exchange earning of the company during the Financial Year 2024-25 is Rs.3.99Crore.

**E. Dividend:**

The Board of Directors declared and disbursed an interim dividend of Rs.0.38 per equity share of a face value of Rs.10/- per share during FY 2024-25. In addition to interim dividend, your company has proposed a final dividend of Rs.0.755 per share. With this the total dividend pay-out for FY 2024-25 would stand at 11.4% on the paid-up equity share capital, aggregating to ₹7.41 Crore, which is 42.73% of the post-tax profits of FY 2024-25 and 4% of net worth of the Company as on March 31, 2025.

After declaration and payment of the proposed final dividend, the cumulative dividend paid to shareholders for FY 2024-25 would stand at Rs. 7.41 Crore.

**F. Share Capital:**

During the period under review, there is no change in the Share capital of the Company. The Authorized and Paid up Share Capital of the Company is Rs.65 crores comprising of 6,50,00,000 Equity shares of Rs.10 each. 100% of the paid up equity of Company is held by Ircon International Limited.

**2. OPERATIONAL PERFORMANCE****A. Multi-Functional Complexes (MFC's)**

Your Company had undertaken the development of twenty-four Multi-Functional Complexes for the Ministry of Railways at twenty-three identified railway station premises. Out of these 24 MFCs, the MFC at Tarapith, Rajgir and Thiruvalla were considered financially unviable and returned to Rail Land Development Authority (RLDA) in accordance with the terms of the agreement. IrconISL successfully sub-leased 21 MFCs to third parties. Presently 13 MFCs are operational and the sub-lease agreement of 8 MFCs have been terminated due to defaults made by concessionaires. Process of eviction of terminated concessionaires is in progress and upon eviction, these shall be retendered for sub-leasing to prospective concessionaires.



## B. On-going Projects in India

Your Company is executing the following Indian projects –

### I. PMC of Infrastructure Projects:

- a. **DST** - Your Company is providing a Project Management Consultancy for construction of new State-of-Art Building of Department of Science & Technology at Technology Bhawan, New Mehrauli Road, New Delhi at the estimated project cost of approx. Rs. 210.64 crores (including PMC fees). The work has been completed & handed over for Phase – 1 involving Block-I, Block-II and Block-III whereas the work for Phase-II project is under execution. The scheduled date of completion date of Phase-II is 31 Dec 2025.
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## III. Maintenance/Facility Management Service:

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of East Rail Corridor Phase I Project Assets (Track bridges and other associated assets, OHE & ST) in Kharsia - Korichhappar Section of CERL in South East Railway which is in progress. The estimated cost of the project is approx. Rs. 88.39 crores. The work has been completed and handed over to Client on 11.07.2024

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#### **IV. Deployment of Machineries:**

*Your Company is also providing following machineries on lease*

- a. Leasing of **Duomatic-6013** Track Tamping Machine Plasser India make for IRCON Sri Lanka Project.
- b. Leasing of MPT Machine Plasser India Make for IRCON Bangladesh Project. The machine is under transit to CERL/CEWRL project at Chhattisgarh.
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#### **VI. Multi-Functional Complexes:**

Your Company has constructed 24 MFCs at 23 locations as per the lease agreement Warm shells structures were constructed by investing Rs. 100 crores by IRCON. MFCs have been

sub-leased to third parties through open tender system. Presently, 13 MFCs are operational and 8 MFCs have been terminated due to non-payment of dues by the concessionaires which shall be retendered on eviction of terminated concessionaire. 3 small size MFCs have been returned to RLDA being financially unviable.

## VII. Empanelment for Projects:

- a. **MCD** – Your company is also empaneled as a Project Development Consultant (PDC) for Development & Monetization of Land Parcels/Properties under SDMC.

**PMC Fees** 1. **4.10% for plot area 6,000 - 10,000 SQM**

2. **3.40% for plot area above 10,000 SQM**

## VIII. New Projects in India

During the financial year 2024-25, IrconISL has secured one new Project Management Consultancy project of “Detailed Engineering & Project supervision for Construction of Sick-Line shed for development of ROH facility and Warehouse along with the development of surrounding area and CC Pavement work in DCT area at MMLP Vizag” from CONCOR. Also, IrconISL has been empaneled as eligible consultant for Detailed Project Report (DPR)/ Detailed Design Consultancy (DDC) and Project Management Consultancy services for Indian Railway Projects.

## 3. **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

All the Directors on the Board of the Company are part time Director, appointed by the Holding Company. The composition of Board of Directors and KMP of the Company as on March 31, 2025 were as follows;

FULL NAME	DESIGNATION	DATE OF APPOINTMENT
Parag Verma (DIN: 05272169)	Chairman and Nominee Director	05-04-2018
Surender Singh (DIN: 09214484)	Nominee Director	01-07-2021
Rajeev Kumar Sinha (DIN: 08320520)	Nominee Director	07-12-2022
Alin Roy Choudhury (DIN: 10489550)	Nominee Director (Additional)	07-02-2025
Ajay Pal Singh	Chief Executive Officer	06-03-2020
Pooja Chaurasia	Chief Financial Officer	06-01-2024
Manisha Gupta	Company Secretary	03-04-2023



## **Changes in the office of Directors and KMPs during and after the closure of FY 2024-25**

### **A. Changes during the FY 2024-25:**

- i. Mr. Abheejit Kumar Sinha (DIN: 09213782) ceased as the Nominee Part- time Director of the Company w.e.f. 20<sup>th</sup> December, 2024.
- ii. Mr. Santanu Mukherjee (DIN: 10895834) appointed as Additional Part-time Nominee Director on the Board of the Company w.e.f 03<sup>rd</sup> January, 2024. He ceased form the directorship w.e.f. 07<sup>th</sup> February, 2025.
- iii. Mr. Alin Roy Choudhury (DIN: 10489550) appointed as Additional Part-time Nominee Director on the Board of the Company w.e.f 07<sup>th</sup> February, 2025.

### **B. Changes after the closure of the FY 2024-25:**

- i. Mr. Parag Verma (DIN: 05272169) ceased as the Chairman and Part-time Nominee Director of the Company w.e.f. 01<sup>st</sup> May, 2025. Mr. Yogesh Kumar Misra (DIN: 07654014) was appointed as the Chairman and Additional Part-time Nominee Director vis-a vis Mr. Parag Verma w.e.f. 01<sup>st</sup> May, 2025.
- ii. Mr. Rajeev Kumar Sinha (DIN 8320520) ceased as the Nominee Part- time Director of the Company w.e.f. 01<sup>st</sup> May, 2025. Mr. Bujji Bhuvan Kumar Dunne (DIN 10944654) appointed as Additional Part-time Nominee Director on the Board of the Company w.e.f 01<sup>st</sup> May, 2025.
- iii. Ms. Pooja Chaurasia has ceased to be Chief Finance Officer & KMP of the Company w.e.f 01<sup>st</sup> June, 2025 consequent to her repatriation to Ircon International Limited (Holding Company).
- iv. Mr. Atul Kumar was appointed as Chief Finance Officer & KMP of the Company w.e.f 02<sup>nd</sup> June, 2025.

## **4. BOARD COMMITTEES**

The Company has following Committees of the Board:

1. Audit Committee
2. Corporate Social Responsibility (CSR) Committee
3. Nomination & Remuneration Committee

The details pertaining to the composition of Audit Committee, CSR Committee & Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this report and attached as **Annexure – C**

## **5. MEETING OF THE BOARD OF DIRECTORS AND AUDIT COMMITTEE**

During the Financial Year 2024-25, seven meetings of the Board of Directors and six meetings of the Audit Committee were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and DPE Guidelines.

The details of meetings of the Board of Directors and Audit Committee and other Board Level Committee are furnished in the Corporate Governance Report attached as **Annexure-C** to this report.

## **6. RETIREMENT OF DIRECTORS BY ROTATION**

The Companies Act, 2013 provides the provisions in respect of retirement of Directors by rotation. The said provisions are not applicable on the Independent Directors. As there is no Independent Director in the Company, all the Directors of the Company are considered to be retiring by rotation. Accordingly, as per the provisions of section 152 of Companies Act, 2013, Mr. Surender Singh (DIN: 09214484) is liable to retire by rotation and being eligible, offer himself for re-appointment.

The details of the Director seeking re- appointment at the ensuing AGM are contained in the Notice of AGM of the Company.

## **7. INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT**

The Company has adequate internal financial controls in place with reference to financial reporting in compliance with the provisions of the Companies Act, 2013 and such internal financial controls over financial reporting were operating effectively.

In the opinion of the Board, presently the Company does not foresee any major threat / risk to the business of the Company.

Details of the internal control system and risk management are provided in the Management Discussion and Analysis Report.

## **8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND UPGRADATION**

The focus on the environment continued with the same vigor. During the execution of projects, appropriate and adequate measures have been taken to ensure environment protection, conservation and implementation of green building concepts. Various environmental laws including Environment Protection Act, Air and Water Pollution Control Acts, have been duly adhered to as part of conditions to be fulfilled by the Company.

The company has also adopted e tendering, an internet-based process wherein the complete tendering process; from advertising to receiving and submitting tender-related information are done online. This enables companies to be more efficient as paper-based transactions are reduced or eliminated, facilitating for a speedier exchange of information.

Moreover, use of e-Office has been started at the Corporate Office to enhance transparency, accountability, data integrity, promote greater collaboration in the workplace and effective knowledge management. All payments made to vendors/contractors etc. are made by online transactions.

As the Company is mainly engaged in the Project Management Consultancy business, the prescribed format under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is not relevant and hence, the information in the prescribed format is not given.

## **9. AUDITORS**

### **A. Statutory Auditors**

M/s Mohan Gupta & Company, Chartered Accountants, was appointed by the Comptroller and Auditor General of India, as Statutory Auditors, to audit the accounts of the Company for the financial year 2024-25.

### **B. Secretarial Auditor**

In pursuance to the provisions of section 204 of the Companies Act, 2013, the Board of Directors has appointed M/s Vasisht & Associates, Practicing Company Secretary, to conduct the Secretarial Audit of the Company for the financial year 2024-25.

### **C. Internal Auditors**

The Board of Directors has appointed M/s Rajan Malik & Co., Chartered Accountants as Internal Auditors to conduct the Internal Audit of the Company for the financial year 2024- 25.

### **D. Cost Auditors**

Your Company was not required to appoint the Cost Auditor for the financial year 2024- 25.

## **10. OTHER DISCLOSURES UNDER COMPANIES ACT, 2013**

### **A. Particulars of Loans, Guarantees or investment:**

During the year, the company has not taken any loan. Neither any Investments were made nor any loans or guarantees have been granted by the Company.

### **B. Disclosure on remuneration of Directors and employees:**

As per the provision of section 197 of the Companies Act, 2013 read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to disclose the details of the remuneration of the Directors etc. in the Directors' Report. However as per Notification No. GSR463(E) dated 5<sup>th</sup> June, 2015 issued by the Ministry of Corporate Affairs, Government Companies are exempted from complying with provisions of Section 197 of the Companies Act, 2013. IrconISL being a government Company, such particulars are not included as part of Directors' Report. However, remuneration paid to Directors during the Financial Year 2024-25 is "NIL", as all the Directors are Part time (Nominee) Directors appointed by the Holding Company i.e. Ircon International Limited.

**C. Compliance on Maternity Benefit Act, 1961:**

The Company has complied with the applicable provisions of Maternity Benefit Act, 1961 for female employees of the Company with respect to leaves and maternity benefits thereunder.

**D. Compliance with Secretarial Standards on Board Meetings and General Meetings:**

During the year, the Company is generally in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India, except as otherwise stated in the Secretarial Audit Report.

**E. Deposits:**

The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year.

**F. Significant material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's Operations in future:**

No order has passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future during the Financial Year 2024-25.

**G. Material Changes and Commitments affecting the financial position between end of the financial year and the date of the report:**

There are no Material Changes and commitments affecting the financial position of the Company between end of the financial year 2024-25 and date of the report.

**H. Extract of Annual Return**

In accordance with Section 92(3) and Section 134(3) (a) of the Companies Act, 2013 read with Rule 12(1) of Companies (Management and Administration) Rules, 2014 a copy of Annual Return as at March 31, 2025 is placed on the website of the Company at [www.irconisl.com](http://www.irconisl.com) under Investors' section.

**I. Change in the nature of the Business.**

There was no material change in the nature of the business of the Company during the financial year 2024-25.

**J. Statutory Auditors' Report and C&AG Comments**

The report of the Statutory Auditors on the Financial Statements for FY 2024-25 is attached separately as part of the Annual Report. There are no qualifications, reservations or adverse remarks made by M/s Mohan Gupta & Company, Chartered Accountants, Statutory Auditors, in their report for the financial year ended on March 31, 2025.



Vide letter dated 08<sup>th</sup> July, 2025 having reference no. PDA/RC/AA-IISL/03-15/2025-26/203, the Comptroller & Auditor General of India (C&AG) has decided not to undertake supplementary audit on accounts of the Company for the year ended 31st March 2025 under Section 143(6) of the Companies Act, 2013.

**K. Reporting of Frauds by Auditors**

During the financial year 2024-25, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143(12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers or employees, the details of which need to be mentioned in the Board's Report.

**L. The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies**

The Company does not have any Subsidiaries, joint ventures, or associate companies.

**M. Details of application made or any proceedings pending under the insolvency and bankruptcy code, 2016 during the year along with their status as at the end of the financial year**

There are no proceedings initiated/pending against your company under the Insolvency and Bankruptcy Code, 2016 which will have material impact on the business of the Company.

**N. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof**

The Company has not made any onetime settlement with the Banks or Financial Institutions.

**11. INTEGRAL REPORTS**

The Following reports/documents along with relevant annexures form an integral part of this report, and have been placed as Appendices numbered herein.

**A. Report on CSR Activities**

The Annual “**Report on CSR Activities**” in terms of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, provides a brief outline of the company's CSR policy, the composition of CSR Committee, average net profit of the Company for the last three financial years, CSR budget, prescribed CSR expenditure, and details of CSR activities / projects etc. undertaken during the financial year 2024-25 [**Placed at Annexure-A**]. The CSR Policy providing guidelines to conduct CSR activities of the Company is available on the website of the Company [www.irconisl.com](http://www.irconisl.com)

## **B. Management Discussion and Analysis Report**

The “**Management Discussion and Analysis Report**” provides an overview of the state of affairs of the Company, business environment, mission & objectives, sectoral and segment-wise operational performance, strengths, risks and concerns as well as human resource and internal control system. **[Placed at Annexure-B]**

## **C. Corporate Governance Report**

The “**Corporate Governance Report**” highlights the Company’s philosophy of Corporate Governance, composition of Board of Directors and its Committees, their details including the attendance of Directors in the meetings, etc. and other relevant disclosures **[Placed at Annexure-C]**. It is supplemented by the following compliance certificates:

- a) Certificate signed by CEO and CFO with respect to the truth and fairness of the Financial Statements, due compliances, and financial reporting (placed at **Annexure – C1**);
- b) Certificate signed by the Chairman affirming receipt of compliance with the Code of Conduct and key values from all the Board members and Senior Management personnel during the year 2024-25. (placed at **Annexure – C2**); and
- c) Certificate of compliance of Corporate Governance provisions signed by practicing company secretary (placed at **Annexure – C3**).

## **D. Secretarial Auditor Report**

The “Secretarial Audit Report” from the secretarial auditor in Form MR-3 as required under section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report and is placed at **Annexure- D**. The report does not contain any qualifications, reservations or adverse remarks.

## **E. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S 188**

Prior omnibus approval of the Audit Committee is obtained on yearly basis for all Related Party Transactions with the Holding Company which are of unforeseen and repetitive nature valuing upto 1 Crore in a financial year. The transactions, if any, entered into with the Holding Company in pursuant to the omnibus approval granted, are placed before the Audit Committee on a quarterly basis. Approval of specific related party transactions other than those covered under the Omnibus approval are also obtained from the Audit Committee/ Board in compliance with the requirement of the Companies Act, 2013.

All contracts / arrangements / transactions entered by the Company during the financial year 2024-25 with related parties were either in ordinary course of business and / or at arm’s length basis.

The details of contracts or arrangements entered with related parties pursuant to Section 188(1) of Companies Act, 2013 and Rule 8(2) of Companies (Accounts) Rules, 2014 in **Form AOC - 2**, is placed at **Annexure “E”**.

## 12. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company confirms that:

- I. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- II. such accounting policies had been selected and applied consistently and such judgments and estimates were made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended on 31<sup>st</sup> March 2025 and of the profit of the Company for the financial year 2024-25.
- III. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. the annual accounts for the financial year ended on 31<sup>st</sup> March 2025 have been prepared on a 'going concern' basis;
- V. the proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

The Company aims to provide a congenial and safe working atmosphere for women employees. The Company has in place a comprehensive policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace covering all the employees (on regular including depositions, temporary, adhoc, contract / service contract or daily wages basis, either directly or through an agency, including a contractor, co-worker, a contract worker, probationer, trainee, apprentice etc.) of the Company and the same is available at the website of Company.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has a four- member Internal Complaints Committee (ICC) for the prevention of sexual harassment at workplace comprising of three officials of the Company and one external member. Details of complaints received during the year under review under POSH Act are as under:

- a. number of complaints of sexual harassment received in the year : NIL
- b. number of complaints disposed off during the year : NA
- c. number of cases pending for more than ninety days : NA

## **14. OTHER COMPLIANCES**

### **A. Right to Information Act, 2005**

In order to promote transparency and increased accountability, the Company has put in place the mechanism for implementation of Right to Information Act, 2005. As per the requirements of the RTI Act, necessary updated information including the names of Appellate Authority, Central Public Information Officer (CPIO), Assistant Public Information Officer (APIO) are posted on the IrconISL website. All the Queries received have been replied within the stipulated time.

During the year, the Company has received 13 RTI application and 1 Appeals and all have been processed/disposed of within the prescribed time.

### **B. Human Resources**

As one of the strategic pillars, Human Resources and Administration (HR & A) Department is continuously focusing on building competent human resources aligned to company core objectives and deliverables. The Employee Relations scenario has been cordial and peaceful during the year. The manpower strength as on 31.03.2025 was 46 employees, comprising of 2 Regular Employees, 18 employees on contract, 1 Employees on Service Contract and 25 employees on deputation from Ircon International Limited, Holding Company.

### **C. INFORMATION TECHNOLOGY**

The Company has its website on domain <https://www.irconisl.com>, which provides a profile of the Company, Projects, Annual reports, CSR, tenders, contact details, etc. During the year, updates were made regarding, appointment of new directors and Key Managerial Personnel, projects, annual reports, tenders, RTI, CSR activities, contact details, etc. The link of the company's website is also available on the holding company's website i.e. [www.ircon.org](http://www.ircon.org).

### **D. MSE COMPLIANCE**

It has always been an endeavour of IrconISL to support Micro and Small Enterprises (MSEs) and local suppliers. IrconISL has taken a number of steps including the necessary steps to implement the Public Procurement Policy of the Government of India to procure the items specified from MSEs. IrconISL has complied with MSEs compliance of the Company for the financial year 2024-25.

### **E. Accounting Standard followed by the Company**

The Financial Statements of the Company as at and for the financial year ended 31<sup>st</sup> March 2025 have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under section 133 of the Companies Act, 2013 and applicable provisions of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016.



## **ACKNOWLEDGMENT**

We record our appreciation and thanks to Ircon International Limited, Holding Company, Ministry of Railways, Rail Land Development Authority (RLDA), Ministry of Education, Ministry of Home Affairs, Ministry of Science and Technology and other Ministries, the office of Comptroller & Auditor General of India, Statutory, Secretarial & Internal Auditors, Bankers of the Company, and our esteemed clients for their continued interest and support to the Company.

We place on record our sincere appreciation for all the employees of the Company at all levels for their untiring efforts, dedication, and sincerity in improving the performance of the Company.

**For and on behalf of the Board of Directors  
Ircon Infrastructure & Services Limited**

**Sd/-  
Yogesh Kumar Misra  
Chairman  
DIN: 07654014**

**Place:** New Delhi

**Date:** 31.07.2025

## **Annexure - A**

### **Report on Corporate Social Responsibilities Activities for FY 2024-25**

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

The objective of the CSR Policy is to focus on the activities impacting society, economy and environment for betterment and growth. The policy acts as a guiding principle for its CSR initiatives encouraging various opportunities to explore diversified fields of the social sector to meet the basic necessary requirements by promoting a healthy and sound livelihood and social security for the community through its CSR efforts. The CSR Policy outlining the thrust areas of development viz. Education, Literacy, and Environment Sustainability & Health as approved by the Board of Directors is available on the Company's website at <https://www.irconisl.com>.

The company's social vision is to conduct its CSR Initiatives in line with its policy of conducting business in a socially responsible and sustainable way, keeping the needs and expectations of the key stakeholders in focus in various business activities. IrconISL has spread its wings in various social sector areas through its CSR efforts in order to build an empowered society through its CSR projects that will integrate business and social goals in a sustainable manner, creating social impact through inclusive growth and planning.

#### **2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Surender Singh	Chairman	1	1
2	Mr. Abheejit Kumar Sinha	Member	1	1
3	Mr. Rajeev Kumar Sinha	Member	1	1
4.	Mr. Alin Roy Choudhury	Member	0	0

Note: As per Board resolution passed vide circulation on 17.02.2025, the CSR Committee is reconstituted by appointing Mr. Alin Roy Choudhury as Member of the Committee vice-versa Mr. Abheejit Kumar Sinha.

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://www.irconisl.com>
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 - **Not Applicable**

5. (a) Average net profit of the company as per sub-section (5) of section 135: **Rs. 10.43 Crore**
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135: **Rs. 0.21 Crore**
- (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: **Nil**
- (d) Amount required to be set-off for the financial year, if any: **Nil**
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: **Rs. 0.21 Crore**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs. 0.21 Crore**
- (b) Amount spent in Administrative Overheads: **Nil**
- (c) Amount spent on Impact Assessment, if applicable: **Nil**
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **Rs. 0.21 Crore**
- (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (Rs. in Crore)	Amount Unspent (in Rs.)				
	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.
0.21	Nil	Not Applicable	Not Applicable	Nil	Not Applicable

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

Sl. No.	Particular	Amount (Rs. in Crore)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	0.21
(ii)	Total amount spent for the Financial Year	0.21
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil

(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil
-----	---	-----

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 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	FY 2023-24	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	FY 2022-23	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	FY 2021-22	Nil	Nil	11,50,397.00	45,103.00	08.06.2022	Nil	Payment of Rs. 11,05,294.21 was made for supply of computers but the delivery could not be completed till 31.03.2022, hence the expenditure was not considered under CSR.

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

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]	Pincode 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
	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

(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 section 135(5). **Not Applicable**

Sd/-  
Ajay Pal Singh  
Chief Executive Officer

Sd/-  
Surender Singh  
Chairman CSR Committee

**Place:** New Delhi

**Date:** 23.05.2025



## **Annexure-B**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **AN OVERVIEW**

Ircon Infrastructure & Services Limited (IrconISL) was incorporated on 30<sup>th</sup> September 2009 as a wholly owned subsidiary of Ircon International Limited (IRCON, a Schedule 'A', Navratna - category I Company under the Ministry of Railways) as an outcome of MoU by the Holding Company with RLDA for "Planning, Design, Development, Operation and Maintenance of Multi-Functional Complexes (MFC's) on Indian Railways Land" to provide facilities and amenities to users of Indian Railway System.

The above objectives were limited for further growth of the Company and therefore the Company diversified its Business in various other sectors viz. Project management and infrastructure consultancy, to undertake infrastructure projects including planning, designing, development, construction, improvement, commissioning, operation, maintenance and various services relating thereto including leasing out track machines and hence objectives were amended accordingly.

#### **BUSINESS ENVIRONMENT**

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from the Government for initiating policies for creation of world class infrastructure in the country. The Union Budget has made significant announcements in the area of Railways and Infrastructure Sectors resulting in increase in opportunities in these sectors. India's infrastructure sector stands at the cusp of rapid growth, driven by government reforms, incentives and long-term prospects. The seriousness of government support has been influenced by a growing conviction that strengthened infrastructure catalyses national competitiveness, moderate inflation, promotes livelihoods and enhances prosperity.

During the Financial Year 2024-2025, the company secured one new project and achieved significant progress in others existing projects and is working in the direction to achieve the targets effectively and efficiently well within the time. Also, IrconISL has been empaneled as eligible consultant for Detailed Project Report (DPR)/ Detailed Design Consultancy (DDC) and Project Management Consultancy services for Indian Railway Projects.

#### **The Company is looking for opportunities in the following areas:-**

- Preparation of Detailed Project Reports for projects of Government Sector.
- Project Management Consultancy (PMC) for various government agencies.
- Operations & maintenance works for buildings & track works in Government Sector.
- Corporate Social Responsibility (CSR) Projects of Public Sector Undertakings.

## OUTLOOK

The Vision/Mission of the Company as approved by the Board of Directors of the Company are: -

### Vision / Mission

To be recognized as a specialized Infrastructure developer and establish itself as a renowned service provider for all areas of Infrastructure Projects with special emphasis on Environment, Quality, and Safety.

## FINANCIAL PERFORMANCE

- During the financial year 2024-25 your Company has recorded a total operating income of Rs.110.88 Crore, registering 18.51% lower than previous year's operating income of Rs. 136.07 Crore. The Company has achieved Profit Before Tax (PBT) of Rs. 11.74 crore during the financial year 2024-25 as against Rs 14.22 crore reported last year i.e. 17.44% lower than the previous year. The major reason for reduction in operating income and PBT was due to considerable decline in turnover of various projects.
- The Profit After Tax (PAT) for the financial year 2024-25 is Rs.17.34 Crore. The major reason for increase in PAT is reversal of deferred tax liability related to depreciation on leasehold rights, pursuant to acceptance of the view taken by the Income tax department in recent assessment.
- The Earning Per Share for the financial year 2024-25 is Rs.2.67.
- The net worth of the Company as on 31st March, 2025 is Rs.185.12 Crore.

## OPERATIONAL PERFORMANCE

- A. During the FY 2024-25, IrconISL has secured 01 new projects of Detailed Engineering & Project supervision for Construction of Sick-Line shed for development of ROH facility and Warehouse along with the development of surrounding area and CC Pavement work in DCT area at MMLP Vizag for CONCOR. (ii) Operation and Maintenance of Kharsia-Dharamjaygarh main line section, Gharghoda to Bhalumuda spur section, Chhal & Baroud feeder section in CERL Phase-1 – Extension upto July, 2024.
- B. Along with the above new projects, during the FY 2024-25 the following on-going projects are in various stages of completion:
- (i) Project Management Consultancy (PMC) for Establishment of Haryana Vishwakarma Skill University (HVSU) at Dudhola, Palwal, Haryana.
  - (ii) PMC for Construction of a New state-of-Art Building in the Technology Bhawan Campus, Department of Science and Technology, Ministry of Science & Technology, New Mehrauli Road, New Delhi.
  - (iii) PMC for construction of Barrack Accommodation for Security Personnel at ICP, Dawki (Meghalaya) for Land Ports Authority of India (LPAI).

- (iv) PMC for construction of Multi Modal Logistics Park (MMLP) for CONCOR at Paradip (Orissa).
- (v) PMC for Replacement of CST-9 Sleepers with PRC Sleepers of MGR System of Stage-1 (2x210MW) at National Thermal Power Corporation, Unchahar, U.P.
- (vi) PMC for Construction of Infrastructure works at National Disaster Response Force Academy at Nagpur.
- (vii) Detailed Engineering & Project Supervision for development of handling facilities for IFFCO at MMLP Paradip Port, Orissa, awarded by CONCOR.
- (viii) Maintenance of Track, Civil Engineering, OHE and S&T assets of Kharsia-Korichhappar newly laid BG Section for Chhattisgarh East Railway Limited.
- (ix) Inspection Agency for Inspection, Supervision & Quality Control related works of Assembly and Launching of Steel Superstructure within the Railway portion including fabrication & installation of bearing for "Construction of Road Over Bridges (ROB) at various locations in lieu of LC gates in Maharashtra area under Central Railway" for Maharashtra Rail Infrastructure Development Corporation Limited.
- (x) Final Location Survey (FLS) using Modern Survey Technologies for New Broad Gauge Line from Tanakpur to Bageshwar (approx. 154.58km) in the state of Uttarakhand for North Eastern Railway.
- (xi) Final Location Survey (FLS) using Digital Terrain/ Elevation Model (DTM/ DEM/DSM) generated from satellite or LiDAR imageries, staking of alignment on ground, Geological & Geophysical mapping etc. in connection with Imphal-Moreh new BG Single Line project in Manipur (Total approx. length 110KM) for Northeast Frontier Railway.
- (xii) Development & Monetization of Land Parcel Under SDMC Situated at Community Center at Madipur, Punjabi Bagh, New Delhi as Multi Level Car Parking Facility with Commercial Complex for South Delhi Municipal Corporation. Feasibility report and financial model of the project has been submitted to client.
- (xiii) Maintenance of project assets in newly commissioned Korichhappar to Dharamjaygarh section and Ghargoda to Bhalumuda section from Chhattisgarh East Railway Limited
- (xiv) Providing Facility Management Services and Annual Operation cum Comprehensive Maintenance of building related services for Department of Science & Technology.
- (xv) PMC for Construction of Phase-B Work at JNV Sabarkantha (Gujarat) for Navodaya Vidyalaya Samiti.
- (xvi) Detailed engineering and project supervision for Development of Multi Model Cargo Terminal under GCT Policy at Chharodi (Gujarat).
- (xvii) Project Management Consultancy (Supervision/Inspection) of Construction of New Railway Over Bridge near Level Crossing No. LC-148 'C' at Km. No. 273/27-274/1 Bharchana-Kosad, Surat (Railway Portion only)

- C. During FY 2024-25, Construction of Barrack Accommodation for Security Personnel at Petrapole, West Bengal has been completed and handed over to LPAI. Same was inaugurated by Hon'ble Home Minister on 16.12.2024.

## SECTORAL PERFORMANCE

During the year 2024-25, there are five sectors of revenue namely Consultancy, Sub- Leasing of MFCs, Supply of Manpower, Leasing of Plant & Machinery and Maintenance of track. Consultancy projects accounted for major portion of 42.51% of total operating income for the year 2024-25. The table below shows the share of income from different sectors and its percentage contribution to total income.

Sectors	2024-25		2023-24		2022-23	
	Operating Income	%	Operating Income	%	Operating Income	%
Project Management Consultancy (PMC) Projects	47.13	42.51%	79.21	58.22 %	165.23	75.48%
Supply of Manpower	0.98	0.88%	1.02	0.75%	1.36	0.62%
Sub- Leasing of MFCs	25.75	23.22%	16.44	12.08%	27.87	12.73%
<b><u>OTHER OPERATING REVENUES</u></b>						
Leasing of Plant & Machinery	4.83	4.36%	8.37	6.15%	5.49	2.51
Maintenance of Track	32.19	29.03%	31.03	22.81 %	18.96	8.66
<b>Total</b>	<b>110.88</b>		<b>136.07</b>		<b>218.91</b>	

## SEGMENT-WISE PERFORMANCE

Foreign projects contributed 3.60% to total operating income and domestic projects contributed 96.40% to total operating income during the year 2024-25.

(Rs.in crores)

Sectors	2024-25		2023-24		2022-23	
	Total Income	%	Total Income	%	Total Income	%
Foreign	3.99	3.60%	5.65	4.15%	2.54	1.16
Domestic	106.89	96.40%	130.42	95.85%	216.37	98.84
<b>Total</b>	<b>110.88</b>		<b>136.07</b>		<b>218.91</b>	

## STRENGTHS

The biggest strength of the Company is that it is a wholly owned subsidiary of Ircon International limited, having a longstanding reputation in the construction sector. The Company can take the advantage of holding company's expertise to undertake various projects.

## RISKS AND CONCERNS

With the completion of MFCs construction progressively, the work of leasing of MFCs are being taken up which is very much area specific and market dependent. Although, in-depth study for market potential has been carried out by independent renowned consultants, the risk of collection of revenue continue to exists especially after COVID-19 pandemic situations.

## INTERNAL CONTROL SYSTEM

The Company has an internal audit system that requires the Internal Auditor to comment on the existence of adequate internal control system and compliance therewith in addition to the opinion on existence of proper risk assessment and mitigation mechanism. Your Company has appointed M/s Rajan Malik & Co., Cost Accountant as Internal Auditor for the financial year 2024-25. Internal Auditors conduct an audit of the Company to test the adequacy of the internal systems and suggest continual improvements. The Internal Auditor is an experienced Cost Accountant firm which is selected through a transparent selection process, and upon appointment directly reports to the Management. This ensures Internal Auditors' independence. Reports of the Internal Auditor are reviewed, compliances are ensured and put up for consideration of the Audit Committee.



## **HUMAN RESOURCE**

The Company aims to achieve the right size and right mix of human resource/ employees for the organization. Since your Company is a project-based company, there are fluctuations in the manpower requirements which are being taken care of by recruiting employees on deputation, contract and service contract. Recruitment strategies have been re-engineered to make them more in line with the overall strategy of the Company.

The employees of IrconISL are a combination of those who have been appointed by the Company and posted at the corporate office of the company or at the project site and the employees who are on deputation basis from Ircon. Further, your Company also provides manpower to IRCON's various projects. The total manpower strength of the company as on 31 March 2025 is 46 employees. Considering the long-term growth prospects, your Company is planning to enhance the core manpower resources by way of its own cadre development.

**For and on behalf of the Board of Directors  
Ircon Infrastructure & Services Limited**

**Sd/-  
Yogesh Kumar Misra  
Chairman  
DIN: 07654014**

**Place:** New Delhi  
**Date:** 31.07.2025

**REPORT ON CORPORATE GOVERNANCE****1. Company's Philosophy**

Corporate Governance is a set of systems and practices for the ethical conduct of business of the company. It ensures accountability, transparency, equity, and commitment to values to meet its stakeholder's aspirations. It is the constant endeavor of the Company to adopt and maintain the highest standards of ethics in all spheres of business activities.

**2. Governance Structure**

The company is managed by the Board of Directors, which formulates strategies, policies, and reviews performance periodically.

Board of Holding Company also reviews the performance of the Company. Minutes of the Board meetings, statement of all significant transactions and arrangements entered into by the Company, and unaudited quarterly and half yearly results are placed for consideration before the Audit Committee / Board Meeting of the Holding Company.

Apart from four part-time Directors on the Board of IrconISL, the holding company has nominated a Chief Executive Officer, below the board level, for management of day to day affairs of the Company.

**3. Board of Directors****3.1 Composition of Board of Directors**

As per Articles of Association (AOA) (Article 48) of the Company, the number of Directors shall not be less than three and not more than twelve. As per AOA (Article 49), the Holding Company shall appoint the Chairman and all the Directors of the Company.

Present strength of the Board of Directors is four comprising of part-time Directors including part-time Chairman nominated by the Holding Company.

**3.2** The details of Directors as on the date of this report are given below:

**BOARD OF DIRECTORS**

(As on the date of this report)

Directors	Whole-time / part-time / Independent	Directorships held in Companies/ Body Corporates (excluding IrconISL)	Total No. of Committee memberships held (including IrconISL)	
			As Chairman	As Member other than Chairman
Yogesh Kumar Misra (DIN: 07654014) (w.e.f. 01.05.2025)	Chairman and Additional Part-time Director	10 [IHBL, ISTPL, IPBTL, ISGTL, IDHHL, IBMEL, IGRHL, IASEL, ILRHL, IVKEL]	1 [IBMEL- CSR Committee]	NIL
Mr. Surender Singh (DIN 09214484) (w.e.f. 01.07.2021)	Part-time Director	4 [IRPL, IASEL, IGRHL, ILRHL]	2 [IrconISL- NRC and CSR Committee]	1 [IrconISL- Audit Committee]
Mr. Alin Roy Choudhury (DIN: 10489550) (w.e.f. 07.02.2025)	Additional Part-time Director	3 [IRPL, IGRHL, IHBL]	1 [IrconISL-Audit Committee]	2 [IrconISL- NRC and CSR Committee]
Mr. Bujji Bhuvan Kumar Dunne (DIN 10944654) (w.e.f 01.05.2025)	Additional Part-time Director	1 [IHBL]	0	3 [IrconISL- Audit, NRC and CSR Committee]

**Notes:**

1. The number of Directorships is within the maximum limit of 20 Companies (out of which maximum 10 public companies) under the Companies Act, 2013.
2. Directors are not related to each other.
3. Directors do not have any pecuniary relationships or transactions with the company.
4. The Directorships / Committee memberships are based on the latest disclosure received from Directors.
5. Committee memberships of Audit Committees, Nomination & Remuneration Committees (NRC) and CSR & Sustainable Development Committee of all Public Limited Companies have been considered.

6. The number of committee memberships of directors is within the maximum limit of ten including the permitted limit of five chairmanships under the DPE Corporate Governance Guidelines, 2010 (DPE CG Guidelines). Only the Audit Committee and Shareholders' / Investors' Grievance Committee are to be counted for the said limit.
7. Full names of companies referred:
  - a) IrconISL- Ircon Infrastructure & Services Limited
  - b) IRPL- Ircon Renewable Power Limited
  - c) IGRHL - Ircon Gurgaon Rewari Highway Limited
  - d) IASEL- Ircon Akloli-Shirsad Expressway Limited
  - e) ILRHL- Ircon Ludhiana Rupnagar Highway Limited
  - f) IVKEL- Ircon Vadodara Kim Expressway Limited
  - g) ISGTL- Ircon Shivpuri Guna Tollway Limited
  - h) IPBTL- Ircon PB Tollway Limited
  - i) IHBL- Ircon Haridwar Bypass Limited
  - j) ISTPL- Ircon-Soma Tollway Private Limited
  - k) IDHHL- Ircon Davanagere Haveri Highway Limited
  - l) IBMEL- Ircon Bhoj Morbe Expressway Limited

#### **4. Disclosures about Directors**

As per the disclosures made by the Directors in terms of section 184 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, no relationship exists between directors inter-se. The Directors of the Company are appointed/ nominated by the holding company in terms of Article 49 of the Articles of Association of the Company.

#### **5. Remuneration of Directors**

Part-time directors, nominated on the Board by the holding company, do not draw any remuneration from the Company.

No sitting fee is paid to the part-time directors.

#### **6. Board Meetings and Attendance during 2024-25**

The Board of Directors met 07 (seven) times during the financial year 2024-25 on 09<sup>th</sup> May 2024, 10<sup>th</sup> May 2024, 05<sup>th</sup> August 2024, 13<sup>th</sup> September 2024, 29<sup>th</sup> October 2024, 21<sup>st</sup> January 2025 and 30<sup>th</sup> January 2025.

Details of attendance of the Directors in the Board meetings held during the year 2024-25 are given below:

Director	No. of Board Meetings during 2024-2025		Attended Annual Meeting	last General Meeting
	Held (during their respective tenures)	Attended		
Mr. Parag Verma (DIN 05272169)	7	7	YES	
Mr. Surender Singh (DIN 09214484)	7	7	YES	
Mr. Abheejit K Sinha (DIN 09213782)	5	4	YES	
Mr. Rajeev Kumar Sinha (DIN 08320520)	7	7	YES	
Mr. Santanu Mukherjee (DIN: 10895834)	2	2	NA	
Alin Roy Choudhury (DIN: 10489550)	0	0	NA	

## 7. COMMITTEES OF BOARD OF DIRECTORS

### 7.1 Audit Committee

#### 7.1.1 Terms of Reference

The Paid-up Share Capital of the Company has been increased from Rs. 4.90 crores to Rs 40 crores (w.e.f. 28.03.2013) during the financial year 2012-13, which is 100% held by IRCON. Consequently, in compliance with section 292A of Companies Act, 1956, the Board of Directors had constituted the Audit Committee at its meeting held on 5<sup>th</sup> July 2013. The Terms of Reference of the Audit Committee as given in DPE Guidelines on Corporate Governance, Chapter -4, Para 4.2 to Para 4.5 was adopted by the Board of Directors. In brief, they include the following core areas:

- 1) Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

- 2) Reviewing, with the management, the annual financial statements before they are approved by the Board of Directors. In particular: -
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of sub section 5 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications in the draft audit report.
- 3) Reviewing, with the management, the quarterly financial statements before they are approved by the Board of Directors.
- 4) Management discussion and analysis of financial condition and results of operations.
- 5) Reviewing, with the management, performance of internal auditors and adequacy of the internal control systems.
- 6) Discussion with auditors – both internal and statutory auditors – to address significant issues and follow up thereon.
- 7) 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.
- 8) Recommending to the Board the fixation of audit fees.
- 9) Reviewing the appointment, reappointment, remuneration, and removal, etc. of internal auditor.
- 10) Reviewing the Certification/declaration of financial statements by the Chief Executive Officer/Chief Financial Officer.

#### 7.1.2 Audit Committee – Composition and Attendance:

The Audit Committee of the Board, consisting of three part-time Directors of the Company, was originally constituted on 05.07.2013 with the approval of Board of Directors adopting the terms of reference as given in DPE Guidelines on Corporate Governance dated 14<sup>th</sup> May 2010, para 4.2 to para 4.5.



During the financial year 2024-25, the committee was reconstituted twice i.e. on 07.01.2025 and 17.02.2025 by way of resolution passed by circulation by Board of Directors.

The composition of the Audit committee as on 31.03.2025 is:

1	Mr. Alin Roy Choudhury (Nominee Director)	Chairman
2	Mr. Surender Singh (Nominee Director)	Member
3	Mr. Rajeev Kumar Sinha (Nominee Director)	Member

The Audit Committee met 06 times during the financial year 2024-25 on 09<sup>th</sup> May 2024, 10<sup>th</sup> May 2024, 05<sup>th</sup> August 2024, 29<sup>th</sup> October 2024, 21<sup>st</sup> January 2025 and 30<sup>th</sup> January 2025.

The attendance details are as follows:

Company Secretary act as secretary to the committee.

Member	Meetings held (during their respective tenures)	Meetings attended
Mr. Abheejit Kumar Sinha (Chairman of the meeting upto 20.12.2024)	4	4
Mr. Surender Singh (Member)	6	6
Mr. Rajeev Kumar Sinha (Member)	6	6
Mr. Santanu Mukherjee (Chairman -- from 03.01.2025 till 06.02.2025)	2	2
Mr. Alin Roy Choudhury (Chairman w.e.f. 07.02.2025)	0	0

## 7.2 Corporate Social Responsibility (CSR) Committee

As per section 135 of Companies Act 2013, every company having net worth of Rs.500 crore or more, or turnover of Rs.1,000 crore or more or a net profit of Rs.5 crore or more during any financial year shall constitute a Corporate Social Responsibility Committee (CSR) of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

Further, as per DPE Guidelines on Corporate Social Responsibility and Sustainability for Central Public-Sector Enterprise issued vide DPE OM dated 12<sup>th</sup> April 2013, it is stated that each CPSE shall have a Board level committee headed by either the Chairman, or an

Independent Director to oversee the implementation of the CSR and Sustainability policies of the Company.

An integrated Board of Directors Committee for CSR was constituted on 13<sup>th</sup> June 2014 by a note circulated to all Board members, which was further confirmed in 22<sup>nd</sup> Board of Directors meeting held on 26<sup>th</sup> June 2014, to oversee the implementation of the CSR Policy of the Company and to assist the Board of Directors to formulate suitable policies and strategies to take the CSR agenda of the Company forward in the desired direction.

During the financial year 2024-25, the CSR committee was reconstituted twice i.e. on 07.01.2025 and 17.02.2025 by way of resolution passed by circulation by Board of Directors.

The composition of the CSR committee as on 31.03.2025 is:

1	Mr. Surender Singh (Nominee Director)	Chairman
2	Mr. Alin Roy Choudhury (Nominee Director)	Member
3	Mr. Rajeev Kumar Sinha (Nominee Director)	Member

Company Secretary act as secretary to the committee.

One meeting of the CSR Committee was held during the financial year 2024-25 on 05<sup>th</sup> August, 2024. All the committee members as on that date were present in the meeting.

### **7.3 Nomination and Remuneration Committee**

As per section 178 of Companies Act 2013, read with rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, provides for constitution of Nomination and Remuneration Committee in all public companies with a paid-up capital of Rs.10 crores or more, or having turnover of Rs.100 crores or more, or having in aggregate, outstanding loans or borrowings or debentures or deposits exceeding Rs.50 crores or more. The Committee shall consist of three or more non-executive directors out of which not less than one half shall be independent directors.

Further, as per DPE Guidelines on Remuneration Committee for Central Public-Sector Enterprise issued vide DPE OM dated 14<sup>th</sup> May 2010, it is stated that each CPSE shall constitute a Remuneration Committee comprising at least three directors, all of whom should be part-time Directors (i.e. Nominee or Independent Directors), and that the Committee should be headed by an independent director.

#### **Terms of Reference**

- a. To decide the annual bonus/variable pay pool and policy for its distribution across the executives and non-unionized supervisors, within the limits prescribed in the DPE OM dated 26<sup>th</sup> November 2008

- b. To frame and review the policies for identification/selection of persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- c. To decide the level and remuneration with respect to senior management and other employees.
- d. To review, consider and recommend HR policy(ies) with respect to senior management and other employees.
- e. Any other work as may be included by Companies Act or DPE from time to time.

The Company has constituted a Nomination and Remuneration Committee on 28<sup>th</sup> August 2015 pursuant to section 178 of Companies Act 2013 and para 5.1 of the DPE CG Guidelines, 2010.

During the financial year 2024-25 the NRC committee was reconstituted twice i.e. on 07.01.2025 and 17.02.2025 by way of resolution passed by circulation by Board of Directors.

The composition of the NRC committee as on 31.03.2025 is:

1	Mr. Surender Singh (Nominee Director)	Chairman
2	Mr. Alin Roy Choudhury (Nominee Director)	Member
3	Mr. Rajeev Kumar Sinha (Nominee Director)	Member

Company Secretary act as secretary to the committee.

One meeting of the NRC Committee was held during the financial year 2024-25 on 29<sup>th</sup> October, 2024. All the committee members as on that date were present in the meeting.

## 8. General Body Meetings

The last 3 (three) Annual General Meetings were held as under:

AGM No.	Financial Year	Date of holding meeting	Time	Location
15 <sup>th</sup>	2023-24	13 <sup>th</sup> August, 2024	12:30hrs	Company's Registered Office, Delhi
14 <sup>th</sup>	2022-23	01 <sup>st</sup> September 2023	14:30hrs	Company's Registered Office, Delhi
13 <sup>th</sup>	2021-22	24 <sup>th</sup> August 2022	12:40hrs	Company's Registered Office, Delhi

No special resolution was passed in the last three Annual General Meetings (from 2020-21 to 2022-23).

## 9. Disclosures

- 9.1** During the year, there was no transaction of material nature with the Directors or their relative that had potential conflict with the interest of the Company. Attention of the members is drawn to the disclosure of transactions with the related parties set out in Note no. 36 to the Financial Statements.
- 9.2** During 2024-25, there are no items of expenditure debited in books of accounts, other than for the business purposes of the Company. Also, no expenses have been incurred by the Company which are personal in nature for the Directors and Top Management except for the remuneration paid to Key Executives, which is as per Government approved pay and perks (Details disclosed in Note no. 36 forming part of the Financial Statements).
- 9.3** Administrative and office expenses as a percentage of total expenses vis-a-vis financial expenses are given below:

(Rs.in crores)

Particulars	2024-25	2023-24	Remarks
Administrative & other expenses	13.84	14.93	NIL
Bank & Other Finance Charges	0.00	0.00	NIL
Total Expenses	104.89	126.72	NIL
Administration & other expenses/ Total expenses (in %)	13.19%	11.78%	NIL
Bank & Financial Charges/ Total expenses (in %)	0.00%	0.00%	

- 9.4** The Company periodically informs the Board about the risks associated with its projects in risky areas and foreign exchange management. Details pertaining to risk management have been given in Management Analysis Report under the heading 'Risks and Concerns'.
- 9.5** The entire Equity Share Capital of the Company of Rs.65,00,00,000 is held by Ircon International Limited, Holding Company.
- 9.6** There has been no instance of non-compliance of any statutory regulation or government guidelines nor there has been any penalties or strictures imposed on the Company on any matter related to the capital market and guidelines issued by government.
- 9.7** IrconISL has secured, based on self-evaluation, an annual score of '**94.06**' out of 100 which falls under 'Excellent' grade for compliance of DPE Corporate Governance Guidelines for the financial year 2024-25.
- 9.8** The transactions with related party are in the ordinary course of business on arms' length basis and the disclosure of the same has been made as per requirement of relevant accounting standard in notes to the Financial Statement of the Company.
- 9.9** The Company has systems in place for monitoring statutory and procedural compliances. The Board has reported the status of the same so as to ensure proper compliances of all laws applicable to the Company.

## 10. CEO/CFO CERTIFICATION

The Chief Executive Officer and Chief Financial Officer have certified in writing with respect to the truth and fairness of the financial statements, due compliances, and financial reporting which was placed before the Audit Committee and the Board of Directors in the meeting dated April 29, 2025 and is placed as "**Annexure – C-1**" to this Report.

## 11. CODE OF CONDUCT

The Company has in place a Code of Conduct for the Board Members and Senior Management of the Company and the same is posted on the website of the Company. The declaration signed by Chairman affirming receipt of compliance with the Code of Conduct from all the Board members and Senior Management Personnel during the year 2024-25 is placed as "**Annexure –C-2**" to this Report.

## 12. GENERAL INFORMATION FOR SHAREHOLDERS

### 12.1 Means of communication

The Directors' Report and Financial Statement for the year 2024-25 of IrconISL are available on the website of the Company [www.irconisl.com](http://www.irconisl.com).

### 12.2 Annual General Meeting of the Current Year

Date : 12<sup>th</sup> August, 2025  
 Time : 12.30 P.m.  
 Venue : Company's Registered Office -  
 C-4, District Centre, Saket, New Delhi – 110017

### 12.3 Category Wise Shareholding Pattern (As on the date of this report)

Category	No. of Shares held in physical form (Rs.10/- each)	% of Shares Held
Promoters (Ircon International Limited and its Six nominees)	6,50,00,000	100%
Total	6,50,00,000	100%

Transfer of shares is normally technical in nature, from one nominee shareholder to another consequent upon change of officials by the Holding company as it holds 100% of the shares. To affect this transfer, CEO is the authorized officer, and no transfer is pending.

#### **12.4 Address for Correspondence:**

The address of registered office of the company is: Ircon  
Infrastructure & Services Limited  
Plot No. C-4, District Centre,

Saket, New Delhi – 110 017 Contact No.

: 26530266

E-Mail Id : info@irconisl.com

Website : [www.irconisl.com](http://www.irconisl.com)

Your company has also established its corporate office at Noida, details of which are as follows:

Ircon Infrastructure & Services Limited

B-40A, Second Floor, Sector 1, Noida 201301 Contact

No. : 01204132244

E-Mail Id : info@irconisl.com

Website : [www.irconisl.com](http://www.irconisl.com)

#### **13. Compliance on Corporate Governance**

This Report duly complies with the legal requirements in respect of data that should be disclosed in a corporate governance report for the year 2024-25.

Certificate obtained from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance is placed as “**Annexure C-3**” to this report.

**For and on behalf of the Board of Directors  
Ircon Infrastructure & Services Limited**

**Sd/-  
Yogesh Kumar Misra  
Chairman  
DIN: 07654014**

**Place:** New Delhi

**Date:** 31.07.2025



**Annexure – “C-1”**

**Chief Executive Officer and Chief Financial Officer Certification on financial  
Statements for the Financial Year 2024-25**

We have reviewed the Financial Statements including the Balance Sheet, Statement of Profit & Loss, and the Cash Flow Statement for the financial year 2024-25 and to the best of our knowledge and belief we hereby confirmed:

- a) That in preparation of the annual Financial Statements, the applicable Accounting Standards had been followed except as otherwise stated in the annual financial statements and there has been no material departure;
- b) That such Accounting Policies were selected and applied consistently, and such judgments and estimates whatsoever made that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended on 31st March 2025 and of the profit of the Company for the financial year 2024-25;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements accounts have been prepared on a “going concern basis.”
- e) That proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**Sd/-**  
**Ajay Pal Singh**  
**Chief Executive Officer (CEO)**

**Sd/-**  
**Pooja Chaurasia**  
**Chief Financial Officer (CFO)**

**Place:** New Delhi

**Date:** 29.04.2025

**Annexure - C2**

**DECLARATION BY CHAIRMAN REGARDING COMPLIANCE WITH THE CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT OF IRCON INFRASTRUCTURE AND SERVICES LIMITED DURING THE FINANCIAL YEAR 2023-2024.**

I, Yogesh Kumar Misra, Chairman, Ircon Infrastructure and Services 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 of the Company during the financial year 2024-2025.

**Sd/-**  
**Yogesh Kumar Misra**  
**Chairman**  
**DIN: 07654014**

**Place:** New Delhi

**Date:** 24.07.2024



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**  
**UNDER CORPORATE GOVERNANCE GUIDELINES OF DEPARTMENT OF PUBLIC**  
**ENTERPRISES (DPE), 2010**

To,  
The Members  
**Ircon Infrastructure & Services Limited**  
Plot No. C-4, District Centre, Saket, New Delhi-110017

We have examined the compliance of conditions of Corporate Governance by Ircon Infrastructure & Services Limited, a Central Public Sector Enterprise (CPSE) for the year ending March 31, 2025, as stipulated in the Governance Guidelines issued by Department of Public Enterprise, Ministry of Heavy Industries and Public Enterprises, Government of India (DPE-GOI) dated 14th May, 2010. The Company is a wholly owned subsidiary of IRCON International Limited.

The Compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and on the basis of our review and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE).

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

**For VASISHT & ASSOCIATES**

(Company Secretaries)

Sd/-

**CS SHOBHIT VASISHT**

**UDIN: F011517G000789173**

**PR No: 2355/2022**

**FCS No: 11517**

**C P No: 21476**

**Date:** July 16, 2025

**Place:** Faridabad



**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2024-25**

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

To,  
The Members,  
**IRCON INFRASTRUCTURE & SERVICES LIMITED**  
CIN: U45400DL2009GOI194792  
Plot No. C-4, District Centre Saket, New Delhi, Delhi, India, 110017

I, Shobhit Vasisht, Proprietor of Vasisht & Associates, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **IRCON INFRASTRUCTURE & SERVICES LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on the verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 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; **(Not Applicable to the Company)**

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;**(Not Applicable to the Company)**
- (iv) The Foreign Exchange Management Act, 1999 and the rules made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;**(Not Applicable to the Company)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**(Not Applicable to the Company)**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable to the Company)**
  - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;**(Not Applicable to the Company)**
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not Applicable to the Company)**
  - (e) The Securities and exchange board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(Not Applicable to the Company)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and amendments thereof regarding the Companies Act and dealing with client;**(Not Applicable to the Company)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2021;**(Not Applicable to the Company)**
  - (h) The Securities and Exchange Board of India (Buy back of securities) Regulations, 2018;**(Not Applicable to the Company)**
  - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021;**(Not Applicable to the Company)**
- (vi) I further report that the Company has established systems and processes to ensure compliance with applicable general laws. With respect to the adequacy of compliance with other applicable laws, including industry or sector-specific laws under both Central and State legislations, reliance has been placed on the representations provided by the Company and its officers regarding the systems and mechanisms implemented by the Company for ensuring such compliance.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditor(s) and other designated professionals.

I have also examined compliance with the applicable provisions of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General meeting;

- (ii) Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises vide their OM No. 18(8)/2005-GM dated 14th May, 2010.

I report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Standards and Guidelines etc. mentioned above.

**I further report that:**

- The Board of Directors of the Company is duly constituted with Nominee Directors. As the Company is a wholly owned subsidiary of IRCON International Limited (“the Holding Company”), all Nominee Directors have been appointed by the Holding Company. Any changes in the composition of the Board during the period under review were made in compliance with the provisions of the Companies Act, 2013.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at shorter notice or seven days in advance as the case may be, and as system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

**I further report that** during the period under review, there were 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.

**For VASISHT & ASSOCIATES;**

(Company Secretaries)

Sd/-

**CS SHOBHIT VASISHT**

**UDIN: F011517G000757086**

**PR No: 2355/2022**

**FCS No: 11517**

**C P No: 21476**

**Date:** July 11, 2025

**Place:** Faridabad

Note: This report is to be read with the letter of even date which is annexed as Annexure A and forms an integral part of this report



To,  
The Members,  
**IRCON INFRASTRUCTURE & SERVICES LIMITED**  
CIN: U45400DL2009GOI194792  
Plot No. C-4, District Centre Saket, New Delhi, Delhi, India, 110017

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I 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. I believe that the processes and practices, i followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR VASISHT & ASSOCIATES;**

(Company Secretaries)

Sd/-

**CS SHOBHIT VASISHT**

**UDIN: F011517G000757086**

**PR No: 2355/2022**

**FCS No: 11517**

**C P No: 21476**

**Date:** July 11, 2025

**Place:** Faridabad

# Annexure E

## FORM NO. AOC 2

**Form for Disclosure of particulars of contracts / arrangements entered by the Company with related parties referred in section 188 (1) of the Companies Act, 2013, including certain arms-length transactions under fourth proviso thereto**

[Pursuant to Section 134 (3)(h) of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL
2. Details of material contracts or arrangements or transactions at arm's length basis : As follows

S. No	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient terms of contract/ arrangements / transactions, including the value, if any (Transaction during the period April to March 2023)	Date of approval by the Board, if any	Amount received / paid as advances by IrconISL, if any (Rs.in Lakhs)
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	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(a)	Providing manpower for IRCON's project in Bangladesh	<b>Date:</b> Agreement dated 22.05.2020 <b>Duration:</b> 1 years from the date of LOA i.e. 07.02.2020 <b>Renewal:</b> Agreement extended for further six months from 01.10.2024 to 31.03.2025 on the same rate and terms & conditions.	Billing raised to Ircon Bangladesh Project amounting of Rs 36,88,974/- (Rs Thirty Six Lakhs Eighty Eight Thousand Nine Hundred Seventy Four only) towards supply of Manpower for the period 01.04.2024 to 31.03.2025	Not Applicable	Nil
	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(b)	Leasing of MPT 56977 Track Tamping Machine	<b>Date:</b> Agreement dated 25.07.2023 <b>Duration:</b> 1 years from the date of LOA i.e. 30.05.2023. Agreement Valid upto 29.07.2024	Billing raised to Ircon Bangladesh Project amounting of Rs 67,89,338/- (Rs Sixty Seven Lakhs Eighty Nine Thousand Three Hundred Thirty Eight only) towards leasing of MPT Machine for the period 01.04.2024 to 30.06.2024. No billing afterwards	Not Applicable	Nil

	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(c)	Providing manpower for IRCON's project in Myanmar	<b>Date:</b> Agreement dated 15.09.2022 <b>Duration:</b> 1 years from the date of LOA i.e. 01.04.2022 <b>Renewal:</b> Agreement extended for further one year from 01.04.2024 to 31.03.2025 on the same rate and terms & conditions.	Billing raised to Ircon Myanmar Project amounting of Rs 60,99,393/- (Rs Sixty Lakhs Ninety Nine Thousand Three Hundred Ninety Three only) towards supply of Manpower for the period 01.04.2024 to 31.03.2025.	Not Applicable	Nil
	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(d)	Leasing of Flash Butt Machine to Ircon Mumbai Project	<b>Date:</b> Agreement dated 24.05.2022 <b>Duration:</b> 1 years from the date of LOA i.e. 05.03.2022 Agreement extended upto 30.06.2024	Billing raised to Ircon Mumbai Region amounting of Rs 84,78,000/- (Rs Eighty Four lakhs Seventy Eight Thousand only) towards Leasing of FBW Machine for the period 01.04.2024 to 30.06.2024. No billing afterwards	Not Applicable	Nil
	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(e)	Noida Building Rent & Room no 208 at Saket Office to IRCON's	<b>Date:</b> Lease Agreement dated 11.10.2021 (effective from 01.01.2021) From 1st January 2021 Corporate office of IrconISL is shifted to Ircon's Noida Office.	Amount Payable to Ircon Corporate Office amounting of Rs 69,06,999/- (Rs Sixty Nine Lakhs Six Thousand Nine Hundred Ninety	Not Applicable	Nil

			Corporate Office		Nine Only) towards rent ( Noida Building & Room no 208) for the period 01.04.2024 to 31.03.2025		
	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(f)	Noida Building Repair & maintenance charges & Electricity Charges on actual basis to IRCON's Northern Region	<b>Date:</b> Lease Agreement dated 11.10.2021 (effective from 01.01.2021) From 1st January 2021 Corporate office of IrconISL is shifted to Ircon's Noida Office.	Amount Payable to Ircon Northern Region amounting of Rs 36,93,186/- (Rs Thirty Six Lakhs Ninety Three Thousand One Hundred Eighty Six only) towards repair & Maintenance of Noida building ( Rs 22,62,660/-) along with Electricity charges ( Rs 14,30,526) on actual basis for the period 01.04.2024 to 31.03.2025	Not Applicable	Nil
	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(g)	Rent for Guest House at Mumbai provided to IrconISL	<b>Duration:</b> 1 years from the date of LOA i.e. 06.12.2022 <b>Renewal:</b> Agreement extended for further one year from 01.04.2024 to	Amount Payable to Ircon Mumbai Project amounting of Rs 2,40,000/- towards rent for the period	Not Applicable	Nil

			Mumbai Project	31.03.2025 on the same rate and terms & conditions.	01.04.2024 to 31.03.2025		
	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(h)	Leasing of Machine to Ircon Srilanka Project	<b>Duration:</b> 1 years <b>Renewal:</b> Agreement extended for further one year upto 31.03.2025 on the same rate and terms & conditions.	Billing raised to Ircon Sri Lanka amounting of Rs 2,33,69,325/- ( Rs Two Crore Thirty Three Lakhs Sixty Nine Thousand Three Hundred Twenty Five only) towards Leasing of Duomatic Tamping Machine 6013 for the period 01.04.2024 to 31.03.2025		
	<b>IRCON INTERNATIONAL LIMITED (Holding Company)</b>	(i)	Leasing of Flash Butt Machine to Ircon MAHSR T2 Project	Agreement of leasing of machine is yet to be signed	A debit note raised to Ircon MAHSR T2 project towards rental charges of Flash Butt Machine amounting to Rs 94,96,246/- ( Rs Ninety Four Lakhs Ninety Six Thousand Two Hundred Forty Six only) Net of TDS Rs 1,93,801/- for	Not Applicable	Nil



					the period 16.12.2024 to 31.03.2025 and the same is booked under "BILLABLE REVENUE" after the acceptance of debit note by the project as the agreement of leasing of machine is yet to be signed		
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**For and on behalf of the Board of Directors  
Ircon Infrastructure & Services Limited**

**Sd/-  
Yogesh Kumar Misra  
Chairman  
DIN: 07654014**

**Place:** New Delhi  
**Date:** 31.07.2025

## Independent Auditor's Report

To the Members of M/s. Ircon Infrastructure and Services Limited

### Report on the Audit of the Ind AS Financial Statements

#### Opinion

We have audited the accompanying Ind AS financial statements of ***Ircon Infrastructure and Services Limited ("the Company")*** which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the statement of cash flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'Ind AS financial statements')

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the **profit**, total comprehensive **loss**, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

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

## **Other Information**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Director Report, but does not include the Ind AS financial statements and our auditor's report thereon. The Director Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available to us and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Director Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's Responsibilities Relating to Other Information'.

## **Management Responsibility for the 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance, total 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 implementation and maintenance of 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the company's financial reporting process.

## **Auditor's Responsibility for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements 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 Ind AS financial statements including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. Being a government company, provisions of section 164(2) of the Act are not applicable pursuant to the notification no.G.S.R.463(E) dated 5 June 2015, issued by the Central Government of India
  - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - h. Being a government company, provision of section 197 of the Act are not applicable vide notification no. GSR 463 (E) dated 5<sup>th</sup> June 2015, issued by the Central Government of India. With respect to the matters to be included in the Auditor's Report in accordance with the requirements of the section 197(16) of the Act, as amended:
  - i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 Ind AS financial statements.
    - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii) As informed to us, the company has no amount for transferring to the Investor Education and Protection Fund by the Company.

iv) (a) The management has represented to us that , to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented to us that to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 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 the audit trail feature being tampered with. Further, the audit trail has been preserved by the company as per the statutory requirements for record retention.

2. 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-B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

3. Our separate report on directions issued by the Comptroller and Auditor General of India under section 143(5) of the Companies Act, 2013 is attached as "Annexure C".

For Mohan Gupta and Company  
Chartered Accountants  
FRN: 0006519N

Sd/-  
(CA Himanshu Gupta)  
Partner  
M. No.527863  
Place: New Delhi

Date: 29<sup>th</sup> April 2025  
UDIN: 25527863BMMKIM2868

## **Annexure - A to the Auditors' Report**

### **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 over financial reporting of **M/s IRCON Infrastructure & Services Limited** ("the Company") as of 31 March 2025 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 management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally



accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 standalone financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Mohan Gupta and Company  
Chartered Accountants  
FRN: 0006519N

Sd/-  
(CA Himanshu Gupta)  
Partner  
M. No.527863  
UDIN:25527863BMMKIM2868

Place: New Delhi  
Date: 29<sup>th</sup>Apr 2025

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements of the auditors' report of even date to the members of Ircon Infrastructure & Services Limited on the financial statements for the year ended 31<sup>st</sup> March, 2025)**

In terms of information and explanations given to us and the books and records examined by us, we report that:

- I)
- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - b) The Property, Plant and Equipment were physically verified by the management during the year and no material discrepancies were noticed on such verification.
  - c) The company does not own any immovable property as at the balance sheet date, accordingly, the provisions of clause 3 (i)(c) of the Order are not applicable to the Company and hence not commented upon.
  - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - e) No proceedings have been initiated or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- II) (A) The inventory (excluding inventory lying with third parties) has been physically verified by the management at reasonable intervals during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the coverage and procedure of such verification is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- (B) The Company has not been sanctioned working capital limits in excess of Rs.5 crore, in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- III) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made investments in, provided any guarantee or security

or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause 3(iii) of the Order is not applicable.

IV) The Company has not made investments in, provided any guarantee or security or granted any loans or advances. Hence, reporting under clause 3(iv) of the Order is not applicable.

V) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

VI) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

VII)

a) The Company is regular in depositing undisputed statutory dues including provident fund, income tax, goods and service tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable with the appropriate authorities. Employees State Insurance is not applicable to the Company. According to the information and explanation given to us and based on audit procedures performed by us, there are no undisputed statutory dues which were outstanding as on 31.03.2025 for a period of more than six months from the date the same become payable. Except as under: Nil

b) Details of Statutory dues referred to in sub-clause (a) above which have not been deposited as on 31.03.2025 on account of dispute are given below:

<b>Nature of statute</b>	<b>Nature of dues</b>	<b>Forum where dispute is pending</b>	<b>Period to which the amount relates</b>	<b>Amount (in Rs crores)</b>
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax-I (Appeals), New Delhi	FY 2018-2019	3.45
The Goods and Service Tax Act	Goods and Service Tax	Appellate Authority	FY 2019-2020	10.32

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

IX)

- a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) The Company has not taken any term loan during the year and therefore, reporting under clause 3(ix)(c) of the Order is not applicable.
- d) The Company has not raised funds on short term basis during the year and therefore, reporting under clause 3(ix)(d) of the Order is not applicable.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and therefore, reporting under clause 3(ix)(e) of the Order is not applicable.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.

X)

- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

XI)

- a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed by cost auditor/ secretarial auditor or by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

XII)The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

XIII) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

XIV)

- a) The Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) The internal audit reports of the company issued till date of the audit report, for the period under audit have been considered by us.

XV) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

XVI)

- a) The Company is not required to be registered under section 45- IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the requirement to report on clauses 3(xvi)(a) of the Order is not applicable to the Company.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable
- d) There is no Core Investment Company as a part of the Group. Hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company

XVII) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

XVIII)There has been no resignation of the statutory auditors of the Company during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company

XIX) On the basis of the financial ratios disclosed in note-41 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX)

- a) In respect of other than ongoing projects, there are no unspent amounts requiring a transfer 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.
- b) There are no unspent amounts in respect of ongoing projects that are required to be transferred to a Special account in compliance with the provision of sub section (6) of section 135(6) of the said Act. Accordingly, the requirement to report on Clause 3(xx)(b) of the Order is not applicable.

XXI) In our opinion and according to the information and explanation given to us, there is no requirement of consolidation of financial statements of other entities applicable on the company and therefore this clause is not applicable to the company.

For Mohan Gupta and Company  
Chartered Accountants  
FRN: 0006519N

Sd/-  
(CA Himanshu Gupta)  
Partner  
M. No.527863  
Place: New Delhi  
Date: 29<sup>th</sup> Apr 2025  
UDIN: 25527863BMMKIM2868

### Annexure C

As required by section 143(5) of the Act and as per directions issued by Comptroller and Auditor General of India, we report on following that:

S.No.	Directions	Auditor's Replies
(i)	Whether the company has system in place to process all the accounting transactions through IT systems? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The company is using SAP S/4 Hana system to process all the accounting transactions and used for preparation for financial accounts. As per information and explanations provided to us no accounting transaction/s has been processed outside the IT system except income billing for which no financial implication were observed
(ii)	Whether there is any restructuring of an existing loan or cases of waiver/write off of debt/loans/interest etc made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a Government Company, then this direction is also applicable for statutory auditor of lender Company).	During the year, no existing loan has been restructured or cases of waiver/write off of debts/loans/interest etc made by lender to the reason due to the company's inability to repay the loan have been found.
(iii)	Whether funds (grants/subsidy etc) received/receivable for specific schemes from Central/State Government or its agencies work properly accounted for/utilized as per its term and conditions? List the cases of deviation.	No funds have been received/receivables from any Central/State Government or its agencies for any specific schemes during the financial year 2024-2025.

For Mohan Gupta and Company  
Chartered Accountants  
FRN: 0006519N

Sd/-  
(CA Himanshu Gupta)  
Partner  
M. No.527863  
Place: New Delhi  
Date: 29<sup>th</sup> Apr 2025  
UDIN: 25527863BMMKIM2868





Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
<b>I. ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	18.59	21.28
(b) Intangible Assets	4	74.37	76.52
(c) Financial Assets	5		
(i) Loans	5.1	0.01	0.02
(ii) Others Financial Assets	5.2	0.06	0.06
(d) Deferred Tax Asset (Net)	6	13.43	3.59
<b>Total</b>		<b>106.46</b>	<b>101.47</b>
<b>2 Current Assets</b>			
(a) Inventories	7	0.32	5.09
(b) Financial Assets	8		
(i) Trade Receivables	8.1	64.42	67.92
(ii) Cash and cash equivalents	8.2	15.95	25.61
(iii) Other bank balances	8.3	117.09	118.27
(iv) Loans	8.4	0.01	0.02
(v) Other financial assets	8.5	21.69	22.83
(d) Other current assets	9	21.98	26.01
(e) Current tax assets (net)	9A	0.03	-
<b>Total</b>		<b>241.49</b>	<b>265.75</b>
<b>Total Assets</b>		<b>347.95</b>	<b>367.22</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share Capital	10	65.00	65.00
(b) Other Equity	11	120.12	111.61
<b>Total</b>		<b>185.12</b>	<b>176.61</b>
<b>2 Liabilities</b>			
<b>(i) Non-Current Liabilities</b>			
(a) Financial Liabilities	12		
(i) Other financial liabilities	12.1	21.83	19.23
(b) Provisions	13	0.48	0.34
(c) Other Non-Current Liabilities	14	15.95	16.83
<b>Total</b>		<b>38.26</b>	<b>36.40</b>
<b>3 Current Liabilities</b>			
(a) Financial Liabilities	15		
(i) Trade payables	15.1		
- Total outstanding dues of micro enterprises and small enterprises and		0.55	2.32
- Total outstanding dues of creditors other than micro enterprises and small enterprises		26.87	34.39
(ii) Other financial liabilities	15.2	26.27	25.29
(b) Other current liabilities	16	63.86	84.37
(c) Provisions	17	0.08	0.11
(d) Current Tax Liabilities (Net)	18	6.94	7.74
<b>Total</b>		<b>124.57</b>	<b>154.21</b>
<b>Total Equity and Liabilities</b>		<b>347.95</b>	<b>367.22</b>

Summary of material accounting policies

2

The accompanying notes (1 to 43) are an Integral part of the financial statements.

As per our Report of even date attached

For and on behalf of the Board of Directors of

For Mohan Gupta &amp; Company

IRCON Infrastructure and Services Limited

Chartered Accountants

ICAI Firm Registration No. - 006519N

Sd/-

Sd/-

Alin Roy Choudhury

Parag Verma

Director

Chairman

(DIN-10489550)

(DIN- 05272169)

Sd/-

CA Himanshu Gupta

(Partner)

ICAI Membership No. 527863

UDIN:25527863BMMKIM2868

Place : New Delhi

Date : 29.04.2025

Sd/-

Sd/-

Sd/-

Pooja Chaurasia

Ajay Pal Singh

Manisha Gupta

C.F.O

C.E.O

Company Secretary



Particulars	Note No.	For the Year ended 31st March 2025	For the Year ended 31st March 2024
<b>Revenue :</b>			
<b>I</b> Revenue from operations (Net)	19	110.88	136.07
<b>II</b> Other income	20	5.75	4.87
<b>III Total Income (I+II)</b>		<b>116.63</b>	<b>140.94</b>
<b>IV Expenses:</b>			
Cost of Material Consumed	21	4.77	2.07
Operating Expenses	22	70.42	93.00
Employee Benefits Expenses	23	10.89	12.09
Depreciation and Amortization Expenses & Impairment	24	4.97	4.63
Other Expenses	25	13.84	14.93
<b>Total Expenses (IV)</b>		<b>104.89</b>	<b>126.72</b>
<b>V</b> Profit/(Loss) before tax (III - IV)		<b>11.74</b>	<b>14.22</b>
<b>VI</b> Less:- Tax expense:	6		
(1) Current tax			
- For the year		5.01	6.81
- For earlier years (net)		(0.80)	(0.04)
(2) Deferred tax (net)		(9.84)	(1.41)
<b>Total Tax Expense (VI)</b>		<b>(5.63)</b>	<b>5.36</b>
<b>VII</b> Profit/(Loss) after tax (V - VI)		<b>17.37</b>	<b>8.86</b>
<b>VIII Other Comprehensive Income</b>	26		
<b>A.</b> (i) Items that will not be reclassified to profit and loss		(0.04)	(0.02)
(ii) Income Tax relating to Items that will not be reclassified to profit and loss		0.01	0.01
<b>B.</b> (i) Items that will be reclassified to profit and loss		-	-
(ii) Income Tax relating to Items that will be reclassified to profit and loss		-	-
		<b>(0.03)</b>	<b>(0.01)</b>
<b>IX Total Comprehensive Income for the year (VII +VIII)</b>		<b>17.34</b>	<b>8.85</b>
<b>X Earnings Per Equity Share:</b>			
(1) Basic (in Rs.)		2.67	1.36
(2) Diluted (in Rs.)	27	2.67	1.36
<b>Face Value per equity share (in Rs)</b>		<b>10.00</b>	<b>10.00</b>

Summary of material accounting policies

2

The accompanying notes (1 to 43) are an Integral part of the financial statements.

As per our Report of even date attached

For Mohan Gupta &amp; Company

Chartered Accountants

ICAI Firm Registration No. - 006519N

Sd/-

CA Himanshu Gupta

(Partner)

ICAI Membership No. 527863

UDIN:25527863BMMKIM2868

Place : New Delhi

Date : 29.04.2025

Sd/-  
Alin Roy Choudhury  
Director  
(DIN-10489550)

Sd/-  
Pooja Chaurasia  
C.F.O

For and on behalf of the Board of Directors of  
IRCON Infrastructure and Services Limited

Sd/-  
Parag Verma  
Chairman  
(DIN- 05272169)

Sd/-  
Ajay Pal Singh  
C.E.O

Sd/-  
Manisha Gupta  
Company Secretary

## Statement of Cash Flow for the year ended 31st March 2025

All amounts in Indian Rupees Crore (Cr) unless otherwise stated

Particulars		For the period ended 31st March 2025	For the period ended 31st March 2024
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before taxation		11.74	14.22
Adjustment for :			
Depreciation, amortization and impairment		4.97	4.63
Loss / (Profit) on disposal of assets (net)		(0.00)	0.05
Interest Income		(5.33)	(4.74)
Gratuity, leave encashment and PRP.		0.04	0.18
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		0.00	(0.03)
Provision on Doubtful Debts		8.32	10.02
<b>Operating Profit before change in working capital</b>	<b>(1)</b>	<b>19.74</b>	<b>24.33</b>
Adjustment for change in working capital			
Decrease / (Increase) in Inventories		4.77	0.31
Decrease / (Increase) in Trade Receivables		-4.82	0.67
Decrease / (Increase) in Loans		0.02	(0.02)
Decrease / (Increase) in Other Financial Assets		-2.12	8.86
Decrease / (Increase) in Other Current Assets		4.03	(5.62)
(Decrease) / Increase in Other Non-current Liability		-0.89	(0.88)
(Decrease) / Increase in Trade Payables		-9.29	(6.82)
(Decrease) / Increase in Other Financial Liability		3.58	(2.85)
(Decrease) / Increase in Other Current Liability		-20.50	(5.82)
(Decrease) / Increase in Provisions		0.04	(0.13)
	<b>(2)</b>	<b>-25.19</b>	<b>(12.31)</b>
<b>Cash generated from operation</b>	<b>(1+2)</b>	<b>-5.45</b>	<b>12.02</b>
Income Tax Paid (Net of Refunds)		-5.01	(6.05)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(A)</b>	<b>-10.47</b>	<b>5.97</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Capital Expenditure on Property, Plant & Equipment's and Intangible Assets		(0.15)	(1.97)
Sale of Property, Plant & Equipment's and Intangible Assets		0.02	0.70
Interest Received		5.60	5.33
Decrease / (Increase) in Deposit with Banks		4.17	(13.05)
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>(B)</b>	<b>9.64</b>	<b>(8.99)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Interim Dividend paid		(2.50)	(2.50)
Final Dividend paid		(6.33)	-
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(C)</b>	<b>(8.83)</b>	<b>(2.50)</b>

## Statement of Cash Flow for the year ended 31st March 2025

All amounts in Indian Rupees Crore (Cr) unless otherwise stated

Particulars		For the period ended 31st March 2025	For the period ended 31st March 2024
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	(D)	(0.00)	0.03
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>(A+B+C+D)</b>	<b>(9.66)</b>	<b>(5.49)</b>
<b>Components of Cash and Cash Equivalents</b>			
<b>CASH AND CASH EQUIVALENT (OPENING)</b>	<b>(E)</b>	<b>25.61</b>	<b>31.10</b>
<b>Balance with Banks</b>			
– Current Accounts		6.76	0.90
– Flexi Accounts		11.55	30.20
– Deposits with original maturity period less than 3 months		7.30	-
<b>CASH AND CASH EQUIVALENT (CLOSING)</b>	<b>(F)</b>	<b>15.95</b>	<b>25.61</b>
<b>Balance with Banks</b>			
– Current Accounts		4.08	6.76
– Flexi Accounts		11.87	11.55
– Deposits with original maturity period less than 3 months		-	7.30
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>(F - E)</b>	<b>(9.66)</b>	<b>(5.49)</b>

Note: 1. Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

2. Figures in brackets represent outflow of cash.

3. Figures of the previous year have been regrouped / recasted wherever necessary.

Summary of material accounting policies-2

The accompanying notes (1 to 43) are an Integral part of the financial statements.

As per our Report of even date attached  
For Mohan Gupta & Company  
Chartered Accountants  
ICAI Firm Registration No. - 006519N

Sd/-  
CA Himanshu Gupta  
(Partner)  
ICAI Membership No. 527863  
UDIN:25527863BMMKIM2868  
Place : New Delhi  
Date : 29.04.2025

For and on behalf of the Board of Directors of  
IRCON Infrastructure and Services Limited

Sd/-  
Alin Roy Choudhury  
Director  
(DIN-10489550)

Sd/-  
Parag Verma  
Chairman  
(DIN- 05272169)

Sd/-  
Pooja Chaurasia  
C.F.O

Sd/-  
Ajay Pal Singh  
C.E.O

Sd/-  
Manisha Gupta  
Company Secretary

**A. Equity share capital<sup>1</sup>**

Particulars	Balance as at 31st March, 2025	Balance as at 31st March, 2024
Opening Balance	65.00	65.00
Changes in Equity Share Capital due to prior period errors	-	-
Restated Balance at the beginning of the Current Reporting Period	-	-
Changes in equity share capital during the previous year	-	-
<b>Closing Balance</b>	<b>65.00</b>	<b>65.00</b>

<sup>1</sup>Refer Note 10**B. Other Equity<sup>2</sup>**

Particulars	Reserve & Surplus		
	General Reserve	Retained Earnings	Total
<b>Balance as at April 01, 2023</b>	<b>88.89</b>	<b>16.37</b>	<b>105.26</b>
Profit/(Loss) for the year	-	8.86	8.86
Other Comprehensive Income for the year, net of Income Tax	-	(0.01)	(0.01)
<b>Total Comprehensive Income</b>	<b>-</b>	<b>8.85</b>	<b>8.85</b>
Interim Dividend paid during the year	-	(2.50)	(2.50)
<b>Balance as at March 31, 2024</b>	<b>88.89</b>	<b>22.72</b>	<b>111.61</b>
Profit/(Loss) for the year	-	17.37	17.37
Other Comprehensive Income for the year, net of Income Tax	-	(0.03)	(0.03)
<b>Total Comprehensive Income</b>	<b>-</b>	<b>40.06</b>	<b>40.06</b>
Interim Dividend paid during the year	-	(2.50)	(2.50)
Final Dividend paid during the year	-	(6.33)	(6.33)
<b>Balance as at March 31, 2025</b>	<b>88.89</b>	<b>31.23</b>	<b>120.12</b>

<sup>2</sup>Refer Note 11

Summary of material accounting policies

2

The accompanying notes (1 to 43) are an Integral part of the financial statements.

For and on behalf of the Board of Directors of  
IRCON Infrastructure and Services Limited

As per our Report of even date attached  
For Mohan Gupta & Company  
Chartered Accountants  
ICAI Firm Registration No. - 006519N

Sd/-  
Alin Roy Choudhury  
Director  
(DIN-10489550)

Sd/-  
Parag Verma  
Chairman  
(DIN- 05272169)

Sd/-  
CA Himanshu Gupta  
(Partner)  
ICAI Membership No. 527863  
UDIN:25527863BMMKIM2868  
Place : New Delhi  
Date : 29.04.2025

Sd/-  
Pooja Chaurasia  
C.F.O

Sd/-  
Ajay Pal Singh  
C.E.O

Sd/-  
Manisha Gupta  
Company Secretary

**IRCON Infrastructure and Services Limited**  
**Notes to Financial Statements for the year ended 31 March, 2025**

**1. Corporate Information**

Ircon Infrastructure & Services Limited is a wholly owned Subsidiary Company of Ircon International Limited. The company domiciled in India and is incorporated under the provisions of the companies Act applicable in India. The Company had initially incorporated for Construction and development of Multi-Functional Complexes (MFCs) at identified Railway stations to provide amenities to Railway users. Also, the company diversified progressively to Infrastructure Consultancy Projects, Preparation of DPR and FS, Project Management Consultancy Projects, Supply of Manpower, Leasing of Plant & Machinery, Sub- Leasing of MFCs and execution of CSR projects of various clients including Holding Company. The Company caters to both domestic and international markets. The registered office of the company is located at C-4, District Centre, Saket, New Delhi – 110017.

The presentation 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.

The financial statements are approved for issue by the company's Board of Directors in their meeting held on 29<sup>th</sup> April 2025

**2. Material Accounting Policies**

**2.1. Basis of preparation of Financial Statements**

**i) Statement of compliance**

The standalone financial statements of the Company have been prepared on going concern basis following accrual system of accounting and in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

**ii) Basis of measurement**

The standalone financial statements have been prepared under the historical cost convention except for the following assets and liabilities which have been measured at fair value:

- Defined benefit plans and other long-term employee benefits.

**2.2. Summary of material accounting policies**

A summary of the material accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

**2.2.1. Current and non-current classification**

Based on the time involved between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined twelve months as its operating cycle for the purpose of classification of its assets and liabilities as current and non-current in the balance sheet.

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

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**Notes to Financial Statements for the year ended 31 March,2025**

**2.2.2. Property, plant and equipment**

Property, plant and equipment are initially stated at cost.

The cost of property, plant and equipment comprises:

- (a) its purchase price, net of any trade discount and rebates including non-refundable purchase taxes, after deducting trade discounts and rebates;
- (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Property, plant and equipment are subsequently measured at cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost of replacement, major inspection, repair of significant parts and machinery spares are capitalized if the recognition criteria are met.

Depreciation on property, plant and equipment is provided on straight line basis over the estimated useful lives of the assets as specified under part C of schedule II of the Companies Act, 2013. However, in case of certain class of assets, the Company uses different useful life than those prescribed in Schedule II of the Companies Act, 2013.

The useful life has been assessed based on technical evaluation, taking into account the nature of classes of assets, the estimated usage of the asset on the basis of the management's best estimation of getting economic benefits from the asset. The estimated useful life as per the technical evaluation viz-a-viz Schedule II of the Companies Act, 2013 has been disclosed in the notes to accounts. The residual values are not more than 5% of the original cost of assets.

Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.

Property, plant and equipment acquired during the period, individually costing up to Rs. 5000/- are fully depreciated, by keeping Re. 1 as token value for identification. However, Mobile phones provided to employees are charged to statement of profit and loss irrespective of its value.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in statement of profit or loss within other gains/(losses).

**2.2.3. Intangible assets**

The Company received the development rights of MFCs (Multi-functional complexes) on the land of RLDA (Rail Land Development Authority). Cost that are directly attributable to the development of identifiable intangible assets controlled by the Company including borrowing cost are recognised as intangible assets only when it meets the criteria set out in Ind AS 38 and capitalized when the project



**IRCON Infrastructure and Services Limited**  
**Notes to Financial Statements for the year ended 31 March,2025**

is complete in all respects.

Subsequently, Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized over their respective estimated useful lives on a straight- line basis and is charged to the statement of profit and loss account. The estimated useful life has been disclosed in the notes to account.

Software cost up to Rs. 1.00 Lakhs in each case is fully amortized in the year of purchase.

Amortization methods, useful lives and residual values are reviewed at each financial year end.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in statement of profit or loss within other gains/(losses).

**2.2.4. Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.

**2.2.5. Inventories**

Inventories are valued at the lower of cost and net realizable value. Cost is determined on First in First out (FIFO) basis.

Loose tools are charged as expense in the period of purchase.

**2.2.6. Revenue Recognition**

**i) Revenue from Project Management Consultancy (PMC) Services:**

In all PMC Contracts, the Company recognise revenue for a performance obligation satisfied over time after reasonably measuring its progress towards complete satisfaction of the performance obligation. Revenue is booked on gross basis where the company acts as a principal and on net amount that it retains for its services, in case the company acts as an agent. The Company has recognised revenue by considering the substance of the contracts.

When the performance obligations are satisfied over time, the Company recognises revenue using input method (i.e., percentage-of-completion method), based primarily on contract cost incurred to date compared to total estimated contract costs. Changes to total estimated contract costs, if any, are recognised in the period in which they are determined as assessed at the contract level.

Revenue is measured at the transaction price that is allocated to the performance obligation and it excludes amounts collected on behalf of third parties and is adjusted for variable consideration, if any.

Variability in the transaction price arises primarily due to liquidated damages, price variation clauses, changes in scope, if any. The Company considers its experience with similar transactions and

**IRCON Infrastructure and Services Limited**  
**Notes to Financial Statements for the year ended 31 March,2025**

expectations regarding the contract in estimating the amount of variable consideration to which it will be entitled and determining whether the estimated variable consideration should be constrained. The estimates of variable consideration are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. Consequently, amounts allocated to a satisfied performance obligation are recognised as revenue, or as a reduction of revenue, in the period in which the transaction price changes.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to the existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if additional services are priced at the standalone selling price, or as a termination of existing contract and creation of a new contract if not priced at the standalone selling price.

**ii) Revenue from rendering services of supply of manpower, maintenance of track/facility maintain ace and hiring of machinery:**

The Company recognises revenue on satisfaction of the performance obligation by transferring the promised service (i.e., supply of agreed manpower/maintenance of track & facility maintenance/hiring of machinery) as mentioned in the contract with the customer. Such services are recognised as a performance obligation satisfied over time using Input method because the customer simultaneously receives and consumes the benefit provided by the Company.

**Contract balances**

**Contract assets:** If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component since it is usually intended to provide customer with a form of security for Company's remaining performance as specified under the contract, which is consistent with the industry practice.

**Trade receivables:** A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Trade receivable are recognised initially at the transaction price as they do not contain significant financing components. The Company hold the trade receivable with the objective of collecting the contractual cash flows and therefore measure them subsequently at amortised cost using the effective interest rate method. less loss allowance.

**Contract liabilities:** If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

**iii) other income**

- Interest income is recognised using Effective Interest rate method.
- Miscellaneous income is recognised when performance obligation is satisfied and right to receive the income is established as per terms of contract.

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**Notes to Financial Statements for the year ended 31 March, 2025**

**2.2.7. Borrowing cost**

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds and are charged to statement of profit and loss in the period in which they are incurred except when it meets the criteria for capitalization as part of qualifying assets as per Ind AS 23.

**2.2.8. Employee Benefit**

**i) Short Term Employee Benefits**

Employee benefits such as salaries and wages, short term compensated absences, and Performance Related Pay (PRP) falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and undiscounted amount of such benefits are expensed in the statement of profit and loss in the period in which the employee renders the related services.

**ii) Post-employment benefits & other Long Term Employee Benefits**

**a) Defined Contribution Plan**

For the regular employee, the Company has a defined contribution employee pension scheme in which the Company deposit contribution toward employee pension scheme through NPS and are charged to the statement of Profit and loss for the year when the contributions are due.

**b) Defined Benefit Plan**

The Company's liability towards gratuity, provident fund and post-retirement medical benefit are in the nature of defined benefit plans.

The gratuity is funded by the Company and recognised as expense in the statement of profit and loss. The calculation is performed by an independent actuary using the projected unit credit method and provided for if the circumstances indicate that the Company may not be able to generate adequate returns to cover the interest rates notified by the Government.

The Company's net obligation in respect of defined benefit plans is measured separately for each plan at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at each reporting date. The fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) is recognised in other comprehensive income and is reflected in retained earnings.

The Company pays fixed contribution to the recognised provident fund at predetermined rates to EPFO. The contributions to the fund for the period are recognised as expense and are charged to statement of profit and loss. The obligation of the company is to make such fixed contributions and to ensure a minimum rate of return to the members as specified by the Government of India.

The few employees of the Company are on deputation from Ircon International Limited, Holding Company.

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As per arrangement with the Ircon International Limited, Holding Company, the cost in relation to post employee benefits & other long term Employee benefits will be reimbursed to the holding Company on the basis of fixed contribution based on basic pay and dearness allowance for the period of services rendered in the Company.

The company's liability with respect to the long-term employee benefit is limited to the extent of fixed contribution to be paid to the holding company. Actual settlement of the long-term employee liability will be the responsibility of holding company.

**c) Other long-term employee benefits**

The Company treats leave encashment expected to be carried forward beyond twelve months and leave travel concession as long-term employee benefit for measurement purposes. The obligation recognised in respect of these long-term benefits is measured at present value of the obligation based on actuarial valuation using the projected unit credit method.

Long term employee benefit costs comprising current service cost, interest cost and gains or losses on curtailments and settlements, re-measurements including actuarial gains and losses are recognised in the statement of profit and loss as employee benefit expenses.

**2.2.9. Taxes**

Tax expense comprises current tax and deferred income tax.

**i) Current income Tax**

Current tax is determined as the tax payable in respect of taxable income for the period and is computed in accordance with relevant tax regulations.

Current income tax is recognised in statement of profit and loss except to the extent it relates to items recognised outside profit or loss in which case it is recognised either in other comprehensive income or in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

**ii) Deferred Tax**

Deferred tax is provided for temporary taxable/deductible difference arising on the difference of tax base and accounting base of assets/liabilities using the liability method and are measured at the enacted tax rates or substantively enacted tax rates at reporting date.

Deferred tax is recognised in statement of profit and loss except to the extent it relates to items recognised outside profit or loss, in which case it is recognised either in other comprehensive income or in equity.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of

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**Notes to Financial Statements for the year ended 31 March,2025**

the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

**2.2.10. Foreign Currencies**

**i) Functional and presentation currency**

The financial statements are presented in Indian Rupees which is also the functional and presentation currency of the Company.

**ii) Transactions and balances**

Foreign currency transactions are recorded on initial recognition in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the reporting date are converted to functional currency using the closing rate (Closing selling rates for liabilities and closing buying rate for assets). Non-monetary items denominated in a foreign currency which are carried at historical cost are not retranslated and are reported using the exchange rate at the date of the transactions.

Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise. and are presented on net basis.

**2.2.11. Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes unrestricted cash and short-term deposits with original maturities of three months and less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

**2.2.12. Dividend**

Annual Dividend distribution to the Company's equity shareholders is recognized as liability in the period in which dividend is approved by the shareholders. Any interim dividend is recognized as liability on approval by the Board of Directors.

**2.2.13. Provisions, contingent liabilities and contingent assets**

**i) Provisions**

'Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

This provision are reviewed at each reporting date and adjusted to reflect the current best estimates.

## **ii) Contingent liabilities**

Contingent liabilities are disclosed when there is a possible obligation or present obligations that may but probably will not, require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made. Contingent liabilities has been disclosed as a part of notes to account.

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

## **iii) Contingent assets**

Contingent assets are not recognised though are disclosed, where an inflow of economic benefits is probable.

### **2.2.14. Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

#### **i) Company as a lessee**

The Company has taken land on lease from RLDA, on which the Company has developed the MFCs for further earning income. The lease is in operating nature as RLDA does not transfer substantially all the risks and rewards incidental to ownership of an asset to the Company. Rental expenses are accounted as operating expenses in the statement of profit or loss account.

#### **ii) Short Term leases**

The company has elected not to recognise ROU and lease liabilities for short term leases that have a lease term of twelve months or less and leases of low value assets. The company recognise lease payments associated with these leases as an expense on a straight-line basis over the lease term.

#### **iii) Company as a lessor**

The Company has right to earn income by renting the MFCs (multi-functional complexes) developed on the land of RLDA. Rental income arising are accounted over the renting period and is included in revenue in the statement of profit or loss account due to its operating nature.

### **2.2.15. Financial instruments**

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

#### **i. Financial assets**

##### **a) Initial recognition and measurement**

All financial assets (excluding trade receivables which do not contain a significant financing component, being measured at transaction price) are recognised initially at fair value plus transaction

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**Notes to Financial Statements for the year ended 31 March, 2025**

costs that are directly attributable to the acquisition of financial asset. Transaction costs directly attributable to the acquisition of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

**b) Subsequent measurement**

Subsequent measurement of financial asset depends on the Company business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its financial asset as:

**Financial assets at amortised cost**

After initial measurement, the financial assets that are held for collection of contractual cash flows where those cash flow represent solely payments of principal and interest (SPPI) on the principal amount outstanding are measured at amortised cost using the effective interest rate (EIR) method. Interest income from these financial assets is included in other income.

**Impairment of financial assets**

The Company applies the expected credit loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, and other contractual rights to receive cash or other financial asset.

For trade receivables and contract assets, the Company follows 'simplified approach' and measures the loss allowance at an amount equal to lifetime expected credit losses.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as expense/ income in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for financial assets measured at amortised cost is described below:

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

**c) Derecognition of financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset, and the transfer qualifies for derecognition under Ind AS 109.

The difference between the carrying amount and the amount of consideration received / receivable is recognised in the statement of profit and loss.

**ii Financial liabilities**

**a) Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of borrowings, net of directly attributable transaction costs.

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**Notes to Financial Statements for the year ended 31 March, 2025**

The Company's financial liabilities include trade and other payables and other financial liabilities.

**b) Subsequent measurement**

**Financial liabilities at amortized cost**

After initial recognition, trade payables and other financial liabilities are subsequently measured at amortised cost using the EIR (Effective Interest Rate) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

**c) Derecognition of financial liabilities**

A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**2.2.16. Fair value measurement**

The company measures financial instruments at fair value at each reporting period.

All assets and liabilities for which fair value is measured, are disclosed in the financial statements are categorised within the level 3 (Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable) of fair value hierarchy.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

**2.2.17. Earnings Per Share**

In determining basic earnings per share, the company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

**2.2.18. Non-current asset held for sale**

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn, and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment, investment property and intangible assets are not depreciated or amortized once classified as held for sale. Assets classified as held for sale/distribution are presented separately in the balance sheet.

If the criteria stated by IND AS 105 "Non-current Assets Held for Sale" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of (i) its carrying amount before the asset was classified as held for sale,



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**Notes to Financial Statements for the year ended 31 March, 2025**

adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale. The depreciation reversal adjustment related property, plant and equipment, investment property and intangible assets is charged to statement of profit and loss in the period when non-current assets held for sale criteria are no longer met.

**2.2.19. Prior Period Adjustment**

Errors/omissions discovered in the current year relating to prior periods are treated as immaterial and adjusted during the current year, if all such errors and omissions in aggregate does not exceed 0.50% of total operating revenue as per last audited financial statement of the Company.

**2.2.20. Significant accounting estimates and judgements**

The preparation of Standalone Financial Statements requires the management to make judgements, accounting estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Significant areas of estimation and judgements as stated in the respective accounting policies that have the most significant effect on the financial statements are as follows:

**i. Allowances for uncollected trade receivables**

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amount are based on ageing of the receivable's balances and historical experiences. Individual trade receivables are written off when management deems not be collectible.

**ii. Defined benefit plans**

The costs of post-retirement benefit obligation other than deputed employees are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increase, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**iii. Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the company. There are certain obligations which managements have concluded based on all available facts and circumstances are not probable of payment or difficult to quantify reliably and such obligations are treated as contingent liabilities and disclosed in notes Although there can be no assurance of the final outcome of legal proceedings in which the company is involved. it is not expected that such contingencies will have material effect on its financial position of probability.

**iv. Impairment of financial assets**

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The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation., based on the company's past history, credit risk, existing market conditions as well as forward looking estimates at the end of each reporting period.

**v. Taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the nature of business differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments that will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. The company establishes provisions, based on reasonable estimates.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**vi. Impairment of non-financial assets**

The entity assesses at each reporting date whether there is an indication that an asset may be impaired. Determining the recoverable amount of the assets is judgmental and involves the use of significant estimates and assumptions. The estimates are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and do not reflect unanticipated events and circumstances that may occur.

**vii. Non-current asset held for sale**

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn, and sale is expected within one year from the date of the classification.

**viii. Revenue recognition**

The Company's revenue recognition policy is central to how the Company values the work it has carried out in each financial year.

These policies require forecasts to be made of the outcomes of Contracts, which require, assessments and judgements to be made on changes in scope of work and claims and variations.

Estimates are also required with respect to the below mentioned aspects of the contract:

Determination of stage of completion

- Estimation of project completion date
- Provisions for foreseeable losses
- Estimated total revenues and estimated total costs to completion, including claims and variations.

These are reviews at each reporting date and adjust to reflect the current best estimates.

**3 Property, Plant and Equipment**

Particulars	Plant & Machinery	Computers	Furniture, Fixtures, Furnishings	Office Equipment's	Vehicle	Total
<b>Gross Block (At Cost)</b>						
<b>At 01st April 2023</b>	<b>32.48</b>	<b>0.34</b>	<b>0.19</b>	<b>0.12</b>	<b>0.03</b>	<b>33.16</b>
Additions	1.88	0.09	0.00	0.00	-	1.97
Disposals/Adjustments	-	(0.06)	(0.00)	(0.02)	0.01	(0.08)
<b>At 31st March 2024</b>	<b>34.36</b>	<b>0.37</b>	<b>0.19</b>	<b>0.10</b>	<b>0.04</b>	<b>35.06</b>
Additions	-	0.07	0.04	0.02	-	0.14
Disposals/Adjustments	-	(0.08)	(0.01)	(0.01)	-	(0.10)
<b>At 31st March 2025</b>	<b>34.36</b>	<b>0.36</b>	<b>0.22</b>	<b>0.11</b>	<b>0.04</b>	<b>35.10</b>
<b>Accumulated Depreciation and impairment</b>						
<b>At 01st April 2023</b>	<b>10.96</b>	<b>0.23</b>	<b>0.07</b>	<b>0.06</b>	<b>0.00</b>	<b>11.32</b>
Depreciation charge for the year	2.37	0.07	0.02	0.02	0.00	2.48
Disposals/Adjustments	0.04	(0.04)	(0.02)	(0.03)	0.02	(0.03)
<b>At 31st March 2024</b>	<b>13.37</b>	<b>0.26</b>	<b>0.07</b>	<b>0.05</b>	<b>0.02</b>	<b>13.77</b>
Depreciation charge for the year	2.72	0.07	0.02	0.02	0.00	2.82
Disposals/Adjustments	-	(0.07)	(0.01)	(0.00)	-	(0.08)
<b>At 31st March 2025</b>	<b>16.09</b>	<b>0.26</b>	<b>0.08</b>	<b>0.07</b>	<b>0.02</b>	<b>16.51</b>
<b>Net book value</b>						
<b>At 31st March 2025</b>	<b>18.27</b>	<b>0.10</b>	<b>0.14</b>	<b>0.04</b>	<b>0.02</b>	<b>18.59</b>
<b>At 31st March 2024</b>	<b>20.99</b>	<b>0.11</b>	<b>0.12</b>	<b>0.05</b>	<b>0.02</b>	<b>21.28</b>

**Notes:-**

Depreciation is provided based on useful life supported by the technical evaluation considering business specific usage, the Estimated useful life of assets are as follows:

Class of Assets	Useful lives as per Schedule II (in Years)	Useful life adopted based on technical evaluation (in years)
Plant and Machinery *	8-15	1-15
Computers	3-6	3-6
Office Equipment's	5-10	5-10
Furniture and fixtures	10	10
Vehicles	8-10	8-10

\* Each significant component of the asset has been considered for determination of useful life of the assets.

**\*Notes:-**

- The Company does not have any capital work in progress as on reporting date.
- The company does not having any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- During the year Property, Plant & Equipment of the company has not been revalued.
- Office Equipment includes electrical appliances and air conditioners
- Furniture and fixture include furnishings

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**4 Intangible Assets**

Particulars	Development Right	Total
<b>Gross Block</b>		
<b>As at 01st April 2023</b>	<b>95.15</b>	<b>95.15</b>
Addition during the year	-	-
Adjustment	-	-
<b>As at 31st March 2024</b>	<b>95.15</b>	<b>95.15</b>
Addition during the year	-	-
Adjustment	-	-
<b>As at 31st March 2025</b>	<b>95.15</b>	<b>95.15</b>
<b>Amortisation and Impairment</b>		
<b>As at 01st April 2023</b>	<b>16.48</b>	<b>16.48</b>
Amortisation	2.15	2.15
Impairment	-	-
Adjustment	-	-
<b>As at 31st March 2024</b>	<b>18.63</b>	<b>18.63</b>
Amortisation	2.15	2.15
Impairment	-	-
Adjustment	-	-
<b>As at 31st March 2025</b>	<b>20.78</b>	<b>20.78</b>
<b>Net book value</b>		
<b>As at 31 March 2025</b>	<b>74.37</b>	<b>74.37</b>
<b>As at 31 March 2024</b>	<b>76.52</b>	<b>76.52</b>

1. The Company received the development rights of MFCs (Multi functional complexes) on the land of RLDA (Rail Land Development Authority). Cost that are directly as attributable to the development of identifiable intangible assets controlled by the Company including borrowing cost are recognised as intangible assets only when it meets the criteria set out in Ind AS 38 and capitalized when the project is complete in all respects.

2. The Development Rights has been amortised over the estimated useful life of development rights on pro-rata basis. Amortization of development rights are initiate from the date in which the concerned project comes into commercial operations . The amount amortised during the year Rs 2.15 crore (F.Y 2023-24 Rs 2.15 crore )

3. The Company has not revalued its intangible assets during the year.

4. The Company does not having any Intangible Assets under development during the year.

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**5 Non - Current Financial Assets****5.1 Loans**

Particulars	As at 31st March 2025	As at 31st March 2024
A.Considered Good: Secured, <b>Staff Loan<sup>1</sup></b>	0.01	0.02
<b>Total</b>	<b>0.01</b>	<b>0.02</b>

<sup>1</sup>Loans and Advances stated above do not include debts due by officers of the company, firm in which director is a partner or private company in which director is a member and any other related party.

**5.2 Other financial assets**

Particulars	As at 31st March 2025	As at 31st March 2024
Fixed deposits having remaining maturity of more than 12 months (Bank Guarantee) <sup>1</sup>	0.05	0.04
Interest Accrued on Staff Loans & Advances	0.01	0.02
<b>Total</b>	<b>0.06</b>	<b>0.06</b>

<sup>1</sup> Rs 0.05 Crore as on 31st March 2025 ( 31st March 2024 Rs. 0.04 crore) represents fixed deposit pledged to Statutory Authorities/other Parties against ongoing projects.

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**6 Deferred Tax Assets and Income Tax**

Disclosure pursuant to Ind AS 12 "Income Taxes"

(a) The major components of income tax expense for the year ended 31 March 2025 and 31 March 2024 are :

S.No.	Particulars	For the Year ended	
		As at 31st March 2025	As at 31st March 2024
<b>1</b>	<b>Profit and Loss Section</b>		
	<b>Current income tax :</b>		
	Current income tax charge	5.01	6.81
	Adjustment in respect of current tax of previous year	(0.80)	(0.04)
	<b>Deferred tax :</b>		
	Relating to origination and reversal of temporary differences	(9.84)	(1.41)
	<b>Income tax expense reported in the Profit and Loss section</b>	<b>(5.63)</b>	<b>5.36</b>
<b>2</b>	<b>Other Comprehensive Income (OCI) Section</b>		
	<b>Income tax related to items recognised in OCI during the year:</b>		
	Net loss/(gain) on remeasurements of defined benefit plans	0.01	0.01
	Net loss/(gain) on foreign operation translation	-	-
	<b>Income tax expense reported in the OCI section</b>	<b>0.01</b>	<b>0.01</b>

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2025 and 31 March 2024:

S.No.	Particulars	For the Year ended	
		As at 31st March 2025	As at 31st March 2024
1	Accounting profit before income tax	11.74	14.22
2	Corporate tax rate as per Income tax Act, 1961 <sup>1</sup>	25.17%	29.12%
3	Tax on Accounting profit (3) = (1) * (2)	2.95	4.14
4	Effect of Tax Adjustments:		
(i)	Adjustments in respect of current income tax of previous years	(0.80)	(0.04)
(ii)	<u>Non-deductible expenses for tax purposes:</u>	-	-
	-Other non-deductible expenses	0.05	0.07
(iii)	<b>Tax effect of various other items</b>	-	-
	-Reversal of deferred tax on intangible assets <sup>2</sup>	(8.14)	-
	-Others	(0.19)	1.18
(iv)	Due to Change in Tax Rate <sup>1</sup>	0.49	-
5	<b>Income tax expense reported in the Statement of Profit and Loss</b>	<b>(5.64)</b>	<b>5.35</b>
6	Effective Tax Rate	-48.07%	37.62%

<sup>1</sup> During the year, the Company has opted for the concessional tax regime under section 115BAA of the Income-tax Act, 1961.<sup>2</sup> During the year, the Company reversed a Deferred Tax Liability (DTL) related to depreciation on Leasehold Rights, pursuant to acceptance of the view taken by the Income Tax Department in the recent assessment of related cases, which were settled during the financial year 2024-25.

(c) Components of deferred tax (assets) and liabilities recognised in the Balance Sheet and Statement of Profit or Loss

S.No.	Particulars	Balance sheet		Profit and Loss	
		As at 31st March 2025	As at 31st March 2024	As at 31st March 2025	As at 31st March 2024
1	Property, Plant & Equipment (including intangible): Difference in book depreciation and income tax depreciation	0.71	10.44	(9.74)	1.68
2	Provisions	(11.81)	(11.20)	(0.60)	(2.91)
3	Items disallowed u/s 43B of Income Tax Act, 1961	-	-	-	-
4	Impact of expenditure charged to the statement of profit and loss in the current year and earlier years but allowable for tax purposes on payment basis	-	-	-	-
5	Deferred tax Assets on One Time Downpayment of MFC	(2.33)	(2.83)	0.49	(0.19)
	<b>Net (deferred tax assets)/liabilities</b>	<b>(13.43)</b>	<b>(3.59)</b>	<b>(9.85)</b>	<b>(1.41)</b>

(d) Reflected in the balance sheet as follows:

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
1	Deferred tax assets	(14.14)	(14.03)
2	Deferred tax liability	0.71	10.44
	<b>(Deferred Tax Asset)/Liabilities (Net)</b>	<b>(13.43)</b>	<b>(3.59)</b>

**Note:** Deferred tax assets and deferred tax liabilities have been offset as they relate to the same taxation authority.

## (e) Reconciliation of deferred tax (liabilities)/assets:

As at 31st March 2025

S.No.	Particulars	Net balance As at 1st April 2024 (Net)	Recognised in statement of profit and loss	Recognised in OCI	Net Balance As at 31st March 2025 (Net)
1	Property, Plant & Equipment (including intangible): Difference in book depreciation and income tax depreciation	10.44	9.74	-	0.71
2	Provisions	(11.20)	0.60	0.01	(11.81)
3	Items disallowed u/s 43B of Income Tax Act, 1961	-	-	-	-
4	Impact of expenditure charged to the statement of profit and loss in the current year and earlier years but allowable for tax purposes on payment basis	-	-	-	-
7	Deferred tax Assets on One Time Downpayment of MFC	(2.83)	(0.49)	-	(2.33)
	<b>Net deferred tax assets/(liabilities)</b>	<b>(3.59)</b>	<b>9.85</b>	<b>0.01</b>	<b>(13.43)</b>

## (f) Reconciliation of deferred tax (liabilities)/assets:

As at 31st March 2024

S.No.	Particulars	Net balance As at 1st April 2023 (Net)	Recognised in statement of profit and loss	Recognised in OCI	Net Balance As at 31st March 2024 (Net)
1	Property, Plant & Equipment (including intangible): Difference in book depreciation and income tax depreciation	8.76	(1.68)	-	10.44
2	Provisions	(8.29)	2.91	(0.01)	(11.20)
3	Items disallowed u/s 43B of Income Tax Act, 1961	-	-	-	-
4	Impact of expenditure charged to the statement of profit and loss in the current year and earlier years but allowable for tax purposes on payment basis	-	-	-	-
5	Deferred tax Assets on One Time Downpayment of MFC	(2.65)	0.19	-	(2.83)
	<b>Net deferred tax assets/(liabilities)</b>	<b>(2.18)</b>	<b>1.42</b>	<b>(0.01)</b>	<b>(3.59)</b>

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**Current Assets****7 Inventories**

Particulars	As at 31st March 2025	As at 31st March 2024
Spares and Consumables (valued at cost or NRV whichever is lower unless otherwise specified)	0.32	5.09
<b>Total</b>	<b>0.32</b>	<b>5.09</b>

**8 Current: Financial Assets****8.1 Trade Receivables**

Particulars	As at 31st March 2025	As at 31st March 2024
Trade receivables <sup>1</sup>	64.42	67.92
<b>Total</b>	<b>64.42</b>	<b>67.92</b>

**<sup>1</sup>Break-up for Trade Receivables**

Particulars	As at 31st March 2025	As at 31st March 2024
Secured, considered good	14.07	13.55
Unsecured, considered good	-	-
(a) From Related Party - Ircon International Limited	6.78	5.64
(b) From Others	43.57	48.73
Trade Receivables which have significant increase in credit risk	2.37	2.54
Trade Receivables - credit impaired	44.06	35.58
	110.85	106.04
<b>Impairment Allowance (allowance for bad and doubtful debts)</b>		
Unsecured, considered good		
Trade Receivables which have significant increase in credit Risk	(2.37)	(2.54)
Trade Receivables - credit impaired	(44.06)	(35.58)
<b>Total</b>	<b>64.42</b>	<b>67.92</b>

1) Trade Receivable stated above do not include debts due by directors, other officers of the company, firm in which Director is a partner or private company in which director is a member except stated above.

2) Refer Note No 34 for ageing

**8.2 Cash and Cash Equivalents**

Particulars	As at 31st March 2025	As at 31st March 2024
<i>Balances with banks:</i>		
– On current accounts <sup>1</sup>	4.08	6.76
– Flexi Accounts <sup>1</sup>	11.87	11.55
– Deposits with original maturity period less than 3 months <sup>1</sup>	-	7.30
<b>Total</b>	<b>15.95</b>	<b>25.61</b>

<sup>1</sup> Out of Rs. 15.95 cr, Rs. 11.19 cr is funds received from client as on 31st March 2025 (31st March 2024 Out of Rs. 25.61 cr, Rs. 21.58 cr is funds received from client) on which interest is passed on to them

**8.3 Other Bank Balances**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Other Bank Balances</b>		
– Deposits with original maturity of more than 3 months but less than 12 months <sup>1</sup>	117.09	118.27
<b>Total</b>	<b>117.09</b>	<b>118.27</b>

<sup>1</sup> Out of Rs. 117.09 cr, Rs. 47.99 crores are client fund as on 31st March 2025 and Rs. 0.10 from own fund represents fixed deposit with bank against BG (out of Rs. 118.27 cr, Rs. 57.02 crores are client fund as on 31st March 2024) on which interest is passed on to them.



**8.4 Loans**

Particulars	As at 31st March 2025	As at 31st March 2024
A.Considered Good: Secured,		
<b>Staff Loan<sup>1</sup></b>	0.01	0.02
<b>Total</b>	<b>0.01</b>	<b>0.02</b>

<sup>1</sup>Loans and Advances stated above do not include debts due by officers of the company, firm in which director is a partner or private company in which director is a member and any other related party.

**8.5 Other Financial Assets**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Considered Good: Unsecured</b>		
Fixed deposits with original maturity more than 12 month but remaining maturity less than 12 months) <sup>1</sup>	0.32	3.31
Security deposits		
- With Others	1.02	0.04
Interest Accrued on Fixed Deposit with bank's	2.66	2.93
Earnest Money Deposit	0.15	0.20
<b>Contract Assets</b>		
Billable Revenue <sup>2</sup>	12.96	10.32
Retention Money with client	2.82	3.13
Money Withheld by Client	1.76	2.90
<b>Total</b>	<b>21.69</b>	<b>22.83</b>

<sup>1</sup>Rs. 0.32 crore as on 31st March 2025 represents fixed deposit with bank against BG pledged against various projects/Statutory Authorities. (Rs. 3.31 crore as on 31st March 2024 represents fixed deposits placed with Statutory Authorities)

<sup>2</sup> Out of Rs 12.96 Cr (P.Y 10.32 Cr), Rs 0.95 Cr (P.Y Nil) pertains to related parties.

**9 Other Current Assets**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Considered Good: Unsecured</b>		
<b>Advances Other than Capital advances</b>		
Advance to Contractor*	3.45	3.90
<b>Others</b>		
Balance With Revenue Authority		
-Goods and Service Tax**	18.52	22.10
Prepaid Expenses	0.01	0.01
<b>Total</b>	<b>21.98</b>	<b>26.01</b>

Note:-

\*Advances mentioned above does not includes debts due by directors, other officers of the company, firm in which Director is a partner or private company in which director is a member.

\*\* Includes Goods and Services Tax deposited for Rs 0.56 Cr (PY Nil) under dispute for detail refer note 28.

**9A Current tax assets (net)**

Particulars	As at 31st March 2025	As at 31st March 2024
Taxes Paid including TDS & Advance Tax (Net of Provision for Tax)	0.03	-
<b>Total</b>	<b>0.03</b>	<b>-</b>

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**10 Equity Share capital**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Authorized share capital</b>		
6,50,00,000 Equity shares of Rs.10 each-fully paid (as at 31.03.2024 6,50,00,000 Equity shares of Rs.10 each)	65.00	65.00
	65.00	65.00
<b>Issued/Subscribed and Paid up Capital</b>		
6,50,00,000 Equity shares of Rs.10 each-fully paid (as at 31.03.2024 6,50,00,000 Equity shares of Rs.10 each)	65.00	65.00
<b>Total</b>	65.00	65.00

**A. Details of shareholders holding more than 5% in the company**

(In Numbers)

Name of the shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Share	% holding in the class	No. of Share	% holding in the class
Ircon International Limited- Holding Company & 7 nominees	6,50,00,000	100%	6,50,00,000	100%
<b>Total</b>	<b>6,50,00,000</b>	<b>100%</b>	<b>6,50,00,000</b>	<b>100%</b>

**B. Aggregate no. of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date**

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
Equity shares allotted other than cash	-	-	-	-	-
Equity shares issue as bonus	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**C. Reconciliation of the number of equity shares and share capital outstanding at the beginning and end of the year**

Particulars	As at 31st March 2025		As at 31st March 2024	
	No of shares	Rs in crore	No of shares	Rs in crore
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	6,50,00,000	65.00	6,50,00,000	65.00
Add: Changes due to Prior Period Errors	-	-	-	-
Restated Balance at the beginning of the year	6,50,00,000	65.00	6,50,00,000	65.00
Add: Shares Issued during the year	-	-	-	-
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	<b>6,50,00,000</b>	<b>65.00</b>	<b>6,50,00,000</b>	<b>65.00</b>

**D. Terms / Rights attached to Equity Shares :****(i) Voting**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share.

**(ii) Liquidation**

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii) Dividend**

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting

**E Details of Promoter's Shareholding are as follows:-**

Particulars	Promoter Name	No. of shares	% of total shares	% change during the period / year
<b>As at 31st March 2025</b>	Ircon International Limited and 7 nominees	6,50,00,000	100%	-
Particulars	Promoter Name	No. of shares	% of total shares	% change during the period / year
<b>As at March 31, 2024</b>	Ircon International Limited and 7 nominees	6,50,00,000	100%	-

**F Other Notes:**

- No securities convertible into equity shares have been issued by the company as on the reporting date.
- The Company has not forfeited any shares during the Year
- There are no shares issued in respect of which there are unpaid calls as on the reporting date.
- No shares have been reserved for issue under options and contracts or commitments for the sale of shares or disinvestment

**11 Other Equity**

Particulars	As at 31st March 2025	As at 31st March 2024
Retained Earnings (refer note 11.1)	31.23	22.72
General Reserve (refer note 11.2)	88.89	88.89
<b>Total</b>	<b>120.12</b>	<b>111.61</b>

**11.1 Retained Earnings**

Particulars	As at 31st March 2025	As at 31st March 2024
Opening Balance	22.72	16.37
Add: Profit transferred from Statement of Profit & Loss	17.37	8.86
Less: Interim Dividend paid during the year <sup>1</sup>	(2.50)	(2.50)
Less: Final Dividend paid during the year	(6.33)	-
Add: Other comprehensive income arising from remeasurement of defined benefit obligation	(0.03)	(0.01)
<b>Closing Balance</b>	<b>31.23</b>	<b>22.72</b>

<sup>1</sup> The company has paid Interim Dividend for year 31 March 2025 @ Rs 0.38 per share (31 March 2024: @ Rs 0.38 per share)

**11.2 General Reserve**

Particulars	As at 31st March 2025	As at 31st March 2024
Opening Balance	88.89	88.89
Add: Transferred from Statement of Profit & Loss	-	-
<b>Closing Balance</b>	<b>88.89</b>	<b>88.89</b>

**Nature & Purpose of Other Reserves****(a) Retained Earnings**

Retained Earnings represents the undistributed profits of the Company.

**(b) General Reserve**

General Reserve represents the statutory reserves, this is in accordance with Corporate Law wherein a portion of profit is apportioned to General Reserve. Under Companies Act, 2013, the transfer of any amount to General Reserve is at the discretion of the Company.

**11.3 Dividend Distribution**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Cash dividend on equity shares declared/paid:</b>		
Final Dividend of FY 2023-24 paid during 2024-25: INR 0.97 per share (Final Dividend of FY 2022-23 paid during 2023-24: INR Nil per share)	6.33	-
Interim dividend paid during 2024-25: INR 0.38 per share (FY 2023-24: INR 0.38 per share)	2.50	2.50
<b>Closing Balance</b>	<b>8.83</b>	<b>2.50</b>

**11.4 Dividends not recognised at the end of the reporting year**

Final dividend recommended by the Board of Directors, subject to the approval of shareholders in the ensuing Annual General Meeting

Particulars	As at 31st March 2025	As at 31st March 2024
Dividend for 31 March 2025: Rs 0.75 per share (31 March 2024: 0.97 per share)	4.91	6.33
<b>Total</b>	<b>4.91</b>	<b>6.33</b>

**12 Non - Current Liabilities****12.1 Other Financial Liability**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Considered good-Unsecured,</b>		
Retention Money	21.83	19.23
<b>Total</b>	<b>21.83</b>	<b>19.23</b>

**13 Provisions**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Provisions for employee benefits:</b>		
-Provision for Gratuity	0.18	0.12
-Provision for Leave Encashment	0.30	0.22
<b>Total</b>	<b>0.48</b>	<b>0.34</b>

For Detail Refer Note 30

**14 Other Non-Current Liability**

Particulars	As at 31st March 2025	As at 31st March 2024
Other Payables	0.01	0.01
Upfront Amount from Sub - leasing of Multi Functional Complex (MFCs )	15.94	16.82
<b>Total</b>	<b>15.95</b>	<b>16.83</b>

**15 Financial Liabilities****15.1 Trade Payables**

Particulars	As at 31st March 2025	As at 31st March 2024
A)Total outstanding dues of micro enterprises and small enterprises and	0.55	2.32
B) Total outstanding dues of creditors other than micro enterprises and small enterprises		
(a) Contractor & Suppliers	26.86	34.37
(b) Related Parties		
<b>Ircon International Limited</b>	0.01	0.01
<b>Total</b>	<b>27.42</b>	<b>36.71</b>

For Aging refer note 33

Information in respect of dues to Micro and Small Enterprises as required by Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

Particulars	As at 31st March, 2025	As at 31st March, 2024
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	0.55	2.32
Interest due on above	NIL	NIL
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year	NIL	NIL
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 MSMED Act 2006	NIL	NIL

**15.2 Other Financial Liabilities**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Other payables</b>		
Staff Payable	0.16	0.14
Deposits and Retention money	19.44	18.32
<b>Other Payable- Ircon International Limited</b>		
- Towards Reimbursement of remuneration of staff, other exp , etc	6.67	6.83
<b>Total</b>	<b>26.27</b>	<b>25.29</b>

**16 Other Current Liabilities**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Contract Liability:</b>		
Advance from Customers	56.05	74.71
<b>Others</b>		
Statutory dues:	6.95	8.54
Upfront Amount from Sub - leasing of Multi-functional Complex (MFCs)	0.86	0.87
Others <sup>#</sup>	-	0.25
<b>Total</b>	<b>63.86</b>	<b>84.37</b>

<sup>#</sup> Amount received under litigation subject to final settlement.

**17 Provisions**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Provisions for employee benefits:</b>		
-Provision for Gratuity	-	0.00
-Provision for Leave Encashment	0.01	0.01
-Provision for PRP	0.07	0.10
<b>Total</b>	<b>0.08</b>	<b>0.11</b>

**18 Current Tax Liability (Net)**

Particulars	As at 31st March 2025	As at 31st March 2024
Provision of income tax (Net of advance tax & TDS)	-	0.80
Tax Liability of previous year	6.94	6.94
<b>Total</b>	<b>6.94</b>	<b>7.74</b>

**19 Revenue from operations**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
<b>Revenue from Contracts with Customers</b>		
<b>Sale of Services</b>		
-Project Management Consultancy (PMC) Projects	47.13	79.21
-Lease Rentals from Sub-Leasing of MFCs	25.75	16.44
-Maintenance of track/facilities	32.19	31.03
-Supply of Manpower <sup>1</sup>	0.98	1.02
-Leasing of Plant & Machinery <sup>2</sup>	4.83	8.37
<b>Total</b>	<b>110.88</b>	<b>136.07</b>

Refer Note 32 ,

<sup>1</sup> Income includes income from related party Rs 0.98 Cr and (P.Y Rs 1.02 Cr)

<sup>2</sup> Income includes income from related party Rs 4.83 Cr and (P.Y Rs 8.37 Cr)

**20 Other Income**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
<b>Interest Income</b>		
Bank Interest Gross	9.43	
Less:-Interest Passed to Clients	(4.10)	
Interest on Receivables & Advances	0.25	0.21
Interest on Refund of Income Tax	-	0.13
Exchange Fluctuation gain(Net)	-	0.03
Profit on sale of Property, Plant and Equipment's	0.00	0.00
Others	0.17	0.10
<b>Total</b>	<b>5.75</b>	<b>4.87</b>

**21 Cost of Material Consumed**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Opening Balance	5.09	4.97
Add: Purchases during the year	-	2.19
	5.09	7.16
Less: Closing Balance	(0.32)	(5.09)
<b>Cost of Material Consumed</b>	<b>4.77</b>	<b>2.07</b>

**22 Operating Expenses-**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Cost of Operations	70.42	93.00
<b>Total</b>	<b>70.42</b>	<b>93.00</b>

**i) Break-up of Cost of Operations**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
<b>Expenses Incurred on</b>		
-Project Management Consultancy (PMC) Projects	55.63	71.65
-Lease Rentals from Sub-Leasing of MFCs	7.05	6.64
-Maintenance of track/facilities	6.98	13.56
-Supply of Manpower	0.76	0.81
-Leasing of Plant & Machinery	-	0.34
<b>Total</b>	<b>70.42</b>	<b>93.00</b>

**23 Employee Benefit Expenses**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Salaries, Wages and Bonus	9.97	11.10
Contribution to provident and other funds	0.84	0.94
Staff Welfare expenses	0.08	0.05
<b>Total</b>	<b>10.89</b>	<b>12.09</b>

**24 Depreciation, amortization and impairment**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Property, Plant and equipment	2.82	2.48
Intangible Assets	2.15	2.15
<b>Total</b>	<b>4.97</b>	<b>4.63</b>

**25 Other Expenses**

Particulars	For the period ended 31st March 2025	For the period ended 31st March 2024
Rates and Taxes	0.02	0.23
Travelling & conveyance	0.56	0.44
Printing & stationery	0.04	0.06
Postage, telephone & telex	0.03	0.03
Legal & Professional charges	2.41	1.11
Loss on Sale of property, plant & equipments <sup>1</sup>	-	0.05
Provision on Doubtful Debts	8.32	10.02
Loss on transaction in foreign currency	0.01	-
Business promotion	0.02	0.00
Rent	1.13	0.99
Vehicle operation & Maintenance	0.38	0.78
Auditors remuneration ( Refer Points (i) for detail)	0.03	0.03
Advertisement & publicity	0.02	0.14
Power, Electricity & Water Charges	0.16	0.21
Miscellaneous expenses	0.06	0.04
Fee & subscription charges	0.02	0.02
Repair & Maintenance	0.40	0.53
Bank and other Financial Charges	0.02	0.01
Corporate Social Responsibility <sup>2</sup>	0.21	0.24
<b>Total</b>	<b>13.84</b>	<b>14.93</b>

<sup>1</sup> Loss on Sale of property, plant & equipment's for Current Year is Rs. 0.00 Crore ( Previous Year Rs. 0.05 Cr )

<sup>2</sup> Refer Note 35

**(i) Payment to Statutory Auditors:**

Particulars	For the period ended 31st March 2025	For the period ended 31st March 2024
(I) Audit Fee - current year	0.02	0.01
(ii) Tax Audit Fees - current year	0.00	0.00
(iii) Limited Review Fees	0.01	0.01
(iv) Travelling & out of pocket expenses	0.00	0.00
<b>Total</b>	<b>0.03</b>	<b>0.02</b>

Above Payment to Statutory Auditor represent Fees for Statutory Audit Rs 1,50,000/- (Previous Year-Rs 1,26,000/-), Fee for Tax Audit Rs 45,000/- (Previous year - Rs 37,800/-) Fee for Limited Review Rs 85,200/- (Previous Year Rs 75,600/-) and Out of Pocket expenses Rs 27,000/- (Previous Year- 22,800/-)

**26 Components of Other Comprehensive Income (OCI)**

The disaggregation of changes to OCI by each type of reserve in equity is shown below

Particulars	For the period ended 31st March 2025	For the Year ended 31st March 2024
Remeasurements of defined benefit plans <sup>1</sup>	(0.04)	(0.02)
Tax component of remeasurements of defined benefit obligation	0.01	0.01
<b>Total</b>	<b>(0.03)</b>	<b>(0.01)</b>

<sup>1</sup> Defined benefit plan for Current Year **(Rs. 0.04 Crores)** (Previous year **(Rs. 0.02 Crore)** and tax component on same is Rs 0.01 Crores (P.Y Rs. 0.01 Crores) respectively.

**27 Earnings Per Share**

Disclosure as per Ind AS 33 'Earnings per share'

Basic EPS is calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit for the year attributable to the equity holders after considering the effect of dilution by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

**(i) Basic and diluted earnings per share**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Profit attributable to Equity holders (Rs.in crore)	17.37	8.86
Weighted average number of equity shares for Basic and Diluted EPS (In Nos.)	6,50,00,000	6,50,00,000
Earnings per share (Basic) (In Rs)	2.67	1.36
Earnings per share (Diluted) (In Rs)	2.67	1.36
Face value per share (In Rs)	10.00	10.00

**(ii) Profit attributable to equity shareholders (used as numerator)**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Profit for the year as per Statement of Profit and Loss	17.37	8.86
Profit attributable to Equity holders of the company used for computing EPS:	<b>17.37</b>	<b>8.86</b>

**(iii) Weighted average number of equity shares (used as denominator) (Nos.)**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Opening balance of issued equity shares	6,50,00,000	6,50,00,000
Equity shares issued during the year	-	-
<b>Weighted average number of equity shares for computing Basic EPS</b>	<b>6,50,00,000</b>	<b>6,50,00,000</b>
<b>Dilution Effect:</b>		
Add: Weighted average numbers of potential equity shares outstanding during the year	-	-
<b>Weighted average number of equity shares for computing Diluted EPS</b>	<b>6,50,00,000</b>	<b>6,50,00,000</b>

**28 Contingent liabilities and Contingent Assets**

Disclosure of Contingent Liabilities as per Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' is as under:

**A) Contingent Liabilities**

Particulars	Foot Notes	For the Year ended 31st March 2025	For the Year ended 31st March 2024
<b>a) Claims against the company not acknowledged as debt</b>			
i) Disputed Direct tax demands		-	-
ii) Disputed Indirect tax demands	1	10.88	-
iii) Other Legal disputes with			
(i) Employees	2	2.62	2.54
(ii) Multifunctional Complexes (MFC)	3	115.39	11.11
(MFC)	4	2.75	1.47
<b>b) Guarantees excluding financial guarantees;</b>		-	-
<b>c) Other money for which the company is contingently liable.</b>		-	-
<b>Total</b>		<b>131.64</b>	<b>15.12</b>

Foot Notes:

1. During FY 2024-25, Company has received a demand order dated 30.08.2024 relating to FY 2019-20 under Section 73 of the CGST Act, 2017. The Company is contesting this demands raised by concerned authorities and are pending at appellate authorities. Based on the grounds of appeal and advice of the independent legal experts, the management believes that there is reasonable strong likelihood of succeeding before the authority. Pending the final decisions on the above, no adjustment has been made in these financial statements.

2. The Company is party to some of the legal case filled by employees which are pending before court/ arbitration proceedings in India. These claims are being contested by the company as being not admissible in terms of provisions of the respected contracts and strong likelihood of succeeding before the authorities. Interest on claims is not considered, being unascertainable.

3. The Company is party to several legal /arbitration cases related to various dispute raised by MFC concessionaires after termination of the sub lease agreement. The concessionaires have disputed to various terms of the sub lease agreement and lodged claim on the company seeking waiver of amount payable which is not as per terms of the condition along with other non legitimated demands. These claims are being contested by the company as being not admissible in terms of provisions of the respected contracts and strong likelihood of succeeding before the authorities. Against a total claim of ₹ 144.65 crores (₹ 33.78 crore), provision of ₹ 29.27 crore (₹ 22.66 crore) has been made in the financial statements and balance ₹ 115.39 crore (₹ 11.11 crore) is shown as contingent liability. The Company has also made counter claims against these cases on concessioanar and admissible as per the terms of the contract of ₹ 63.56 crore (₹ 57.38 crore). Interest on claims is not considered, being unascertainable.



4. The Company is also party to some of the legal/arbitration cases related to construction contract terms with contractors (other than MFCs) which are pending before court/ arbitration proceedings in India. These claims are being contested by the company as being not admissible in terms of provisions of the respected contracts and strong likelihood of succeeding before the authorities. Interest on claims is not considered, being unascertainable.

#### B) Contingent Assets

The company has made various counter claims against claimed mentioned under note 28(A)(a) for Rs 63.56 crore (₹ 57.38 crore). Claims raised by company on MFC concessionaires and awarded by Estate officer, Railway in favour of company against which concessionaires have gone to court, not accounted for as receivables are ₹ 14.27 crore (₹ 2.46 crore).

### 29 Commitments

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
<b>Contingent Liabilities</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for;	-	-
Uncalled liability on shares and other investments partly paid; and	-	-
Other commitments	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### 30 Employee Benefits

Disclosures in compliance with Ind AS 19 "Employee Benefits" are as under:

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Gratuity	0.04	0.02
Leave encashment	0.11	0.11
Contribution to Pension Fund	0.33	0.36
Contribution to Provident Fund	0.51	0.57

#### A) Defined benefit plans

##### (i) Gratuity

Gratuity is payable on separation (i.e. due to superannuation, retirement, resignation, physical incapacitation or death) @15 days pay for each completed year of service to eligible employee, who rendered continuous service of 5 year or more.

Provision as on 31st March 2025 in respect of Gratuity for Regular employees and contract employees who rendered service more than 5 years of the Company are as per actuarial valuation.

##### i) Changes in Benefit Obligation

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
Present Value of obligation at the beginning of the period	0.13	0.08
Acquisition Adjustment	-	-
Interest cost	0.01	0.01
Service cost	0.03	0.02
Past Service Cost Including curtailment Gain /Losses	-	-
Benefits paid	(0.02)	-
Total Actuarial (gain) / loss on obligations	0.04	0.02
<b>Present Value of obligation at the end of the period</b>	<b>0.19</b>	<b>0.13</b>

##### ii) Changes in Plan assets

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
Fair value of plan assets at the beginning of the period	-	-
Actual return on plan assets	-	-
Employer Contribution	-	-
Benefits paid	-	-
Actual Return on plan asset	-	-
<b>Fair value of plan assets at the end of the period</b>	<b>-</b>	<b>-</b>

**iii) Balance Sheet and Related analysis :**

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
Present Value of the obligation at end	0.18	0.13
Fair value of plan assets	-	-
Unfunded Liability/provision in Balance Sheet	(0.18)	(0.13)

**iv) Amount recognised in Income Statement**

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
Total Service cost	0.03	0.02
Net interest Cost	0.01	-
<b>Expense recognised in the Income Statement</b>	<b>0.04</b>	<b>0.02</b>

**v) Other Comprehensive Income:**

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	(0.04)	(0.02)
Actuarial gain /(loss) for the year on Asset	-	-
<b>Unrecognized actuarial gain/(loss) for the year</b>	<b>(0.04)</b>	<b>(0.02)</b>

**vi) Major categories of plan assets (as percentage of total plan assets)**

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
Government of India Securities	-	-
State Government securities	-	-
High Quality Corporate Bonds	-	-
Equity Shares of listed companies	-	-
Funds Managed by Insurer	-	-
Bank Balance	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**vii) (a) Economics Assumptions :**

The Principal assumptions are the discount rate & salary growth rate .The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities . Salary growth rate is company's long term estimate as to salary increases & takes account of inflation, seniority, promotion, business plan , HR policy and other relevant factors on long term basis as provided in relevant accounting standard .

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
Discount rate	6.93%	7.22%
Future salary increase	Regular- 8.00 % Contractual- 8.00 %	Regular- 8.00 % Contractual- 8.00 %

**vii) (b) Demographic Assumptions**

Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry , retention policy, demand & supply in employment market, standing of the company , business plan, HR policy etc as provided in the relevant accounting standard.

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
i) Retirement Age (Years)	60.00	60.00
ii) Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
iii) Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3%	3%
From 31 to 44 years	2%	2%
Above 44 years	1%	1%

It should be noted that in case of employees above retirement age, for the purpose of valuation it is assumed they will retire immediately & benefit is considered up to actual retirement age.

**viii) Sensitivity Analysis of the defined benefit obligation:**

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
<b>Gratuity Plan impact on DBO</b>		
<b>a) Impact of the change in discount rate</b>		
Present value of obligation at the end of period	0.18	0.12
Impact due to increase of 0.50%	(0.02)	(0.01)
Impact due to decrease of 0.50 %	0.02	0.01
<b>b) Impact of the change in salary increase</b>		
Present value of obligation at the end of period	0.18	0.12
Impact due to increase of 0.50%	0.01	0.01
Impact due to decrease of 0.50 %	(0.01)	(0.01)

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions shown above occurring at the end of the reporting period.

Sensitivities due to mortality and withdrawals are insignificant and hence ignored.

Sensitivities as to rate of inflation, rate of increase of pensions in payments, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

**ix) Expected contribution for next annual reporting period**

Particulars	For the Year ended 31st March 2025	For the year ended 31st March 2024
Service Cost	0.03	0.02
Net Interest Cost	0.01	0.01
Expected Expense for the next annual reporting period	0.04	0.03

The expected contribution to the defined benefit plan for next annual reporting period is Rs. 4.19 lakhs (Prev. Yr. Rs 2.75 lakhs)

**x) Maturity Profile of Defined Benefit Obligation**

Year	For the Year ended 31st March 2025	For the year ended 31st March 2024
0 to 1 Year	-	0.00
1 to 2 Year	-	0.00
2 to 3 Year	-	0.00
3 to 4 Year	-	0.00
4 to 5 Year	-	0.00
5 to 6 Year	-	0.00
6 Year onwards	0.16	0.11

**Description of Risk Exposures:**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

**Salary Increases**

Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

**Investment risk**

If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

**Discount Rate**

Reduction in discount rate in subsequent valuations can increase the plan's liability.

**Mortality & disability**

Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

**Withdrawals**

Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability

**(ii) Earned Leave**

The Company treats leave encashment expected to be carried forward beyond twelve months and leave travel concession as long-term employee benefit for measurement purposes. The obligation recognised in respect of these long-term benefits is measured at present value of the obligation based on actuarial valuation using the projected unit credit method.

	For the Year ended 31st March 2025	For the year ended 31st March 2024
<b><u>Economic assumptions</u></b>		
Discount rate (per annum)	6.93%	7.22%
Salary growth rate (per annum)	Regular-8% Contractual-8%	Regular-8% Contractual-8%
<b><u>Demographic assumptions</u></b>		
Retirement age	60 Yrs.	60 Yrs.
Mortality Rate (% of IALM 2012-14)	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at Ages		
Up to 30 years	3.00%	3.00%
From 31 to 44 Years	2.00%	2.00%
Above 44 Years	1.00%	1.00%
Leave Availment Rate	2.50%	2.50%
Leave lapse Rate while in Service	Nil	Nil
Leave lapse Rate on Exit	Nil	Nil
Leave Encashment rate while in service	5.00%	5.00%

**B) Defined Contribution Plans****(i) Pension**

The Company has a defined contribution employee pension scheme in which the Company deposit contribution toward through NPS and are charged to the statement to the Profit and loss for the year when the contributions are due.

**(ii) Contribution to Provident Fund**

The company make monthly contributions to the provident fund equal to a specified percentage of the covered employees' salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The remaining portion is contributed to the government-administered pension fund. Employees of the Company receive benefits from a government administered provident fund, which is a defined contribution plan. The company has no further obligation to the plan beyond its monthly contributions. Such contributions are accounted for as defined contribution plans and are recognised as employee benefits expenses when they are due in the Statement of Profit and Loss.

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**31 Leases****a) Company as a Lessee**

The Company as a lessee has entered into various lease contracts, which includes lease of office space, guest house and vehicles. Before the adoption of Ind AS 116, the Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease.

The Company also has certain leases of offices and guest house with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

**Right of Use Assets and Lease Liability**

The company applies the "short-term lease" recognition exemption to all available lease agreements. Consequently, No Right to Use and Lease liability has been recognized in the financial statements

The expenses relating to short-term lease (Refer Note 25) for the FY 2024-25 is Rs. 1.13 crores ( P.Y Rs. 0.99 Crores).

**b) Company as a Lessor****Operating Leases for Multi-Functional Complexes:**

i) Company has sub leased 23 MFCs to the various sub lessees out of which, sub- lease agreement of 10 MFC's namely Thiruvalla, Rajgir, Mysore, Kannur, Hyderabad, Bilaspur, Indore, Madurai, Jodhpur and rampura hath are terminated as on 31.03.2025. Out of these 10 terminated MFC,s, the leased assets of two MFC's namely Thiruvalla and Rajgir were returned back to RLDA in the year 2019-20.

An amount of Rs 24.77 crores (31.03.2024 Rs 24.77 crores) has been recognized as provision against the receivable from terminated MFC's as on 31.03.2025.

ii) Future minimum lease rental Payable / receivable under non- cancellable lease are as under:

Lease Rent	Not later than 1 year	Later than 1 year to 5 years	Later than 5 years
<b>Receivable</b>			
Current Year	17.06	79.59	437.62
Previous Year	16.89	75.13	459.48
<b>Payable</b>			
Current Year	-	-	-
Previous Year	-	-	-

**c) Disclosure of Depreciation/ Amortisation in respect of leased MFCs for the year:**

Particulars of assets	2024-25	2023-24
Gross carrying amount of Assets	95.15	96.77
Accumulated Depreciation/ Amortization	20.78	20.25
Depreciation/ Amortisation for the year	2.15	2.15

For above MFC, company has received/receivable one-time down payment and monthly rental from the Sub- lessee. The total revenue recognize under lease for FY is Rs. 25.75 Crores (P.Y Rs. 16.44 Crores).

The one-time down payment received / receivable from sub-lessee are recognized as income in the statement of profit and loss on straight-line basis over the lease term on pro-rata basis.

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## 32 Revenue

### A. Disaggregation of Revenue

Type of Product or Services	For the year ended March 31, 2025						
	Revenue as per Ind AS 115			Method for measuring performance obligation		Other Revenue	Total as per Statement of Profit and Loss /Segment Reporting
	Domestic	Foreign	Total	Input Method	Output Method		
Building	41.41	-	41.41	41.41	-	-	41.41
Roads	-	-	-	-	-	-	-
Others	39.72	3.99	43.72	43.72	-	25.75	69.47
Total	81.13	3.99	85.13	85.13	-	25.75	110.88

Out of the total revenue recognised under Ind AS 115 during the year, Rs 85.13 crore is recognised over a period of time and Nil is recognised point in time. (Refer Note 19)

Set out below is the disaggregation of the Company's revenue from contracts with customers into operating segment and type of product or services:

Type of Product or Services	For the year ended March 31, 2024						
	Revenue as per Ind AS 115			Method for measuring performance obligation		Other Revenue	Total as per Statement of Profit and Loss /Segment Reporting
	Domestic	Foreign	Total	Input Method	Output Method		
Building	79.21	-	79.21	79.21	-	-	79.21
Road	-	-	-	-	-	-	-
Others	34.77	5.65	40.42	40.42	-	16.44	56.85
Total	113.98	5.65	119.63	119.63	-	16.44	136.07

Out of the total revenue recognised under Ind AS 115 during the year, Rs 119.63 crore is recognised over a period of time and Nil recognised point in time. (Refer Note 19)

Set out below is the disaggregation of the Company's revenue from contracts with customers based on geography

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Domestic	106.89	130.42
Exports	3.99	5.65
<b>Total</b>	<b>110.88</b>	<b>136.07</b>

### Reconciliation of Gross Revenue from Contracts With Customers

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Gross Revenue	110.88	136.07
Less:-Discount	-	-
Less:-Price Concession	-	-
Add:-Incentive and Bonus	-	-
<b>Net Revenue recognised from Contracts with Customers</b>	<b>110.88</b>	<b>136.07</b>

### B. Contract balances

Particulars	(Rs. in crore)	
	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Trade Receivables (Note 8.1)	64.42	67.92
Contract Assets (Note 8.5)	17.54	16.35
Contract Liabilities (Note 16)	56.05	74.71

- Trade receivables are partly interest bearing and partly non-interest bearing and the customer profile include Public Sector Enterprises, state govt ,State Owned Companies in India and abroad and Other Enterprises. The Company's average project execution cycle is around 15 to 24 months which may be extended case to case basis. General payment terms include mobilization advance, monthly progress payments with a credit period ranging client to client basis.
- Contract Assets are recognised over the period in which services are performed to represent the Company's right to consideration in exchange for goods or services transferred to the customer. It includes balances due from customers under construction contracts that arise when the Company receives payments from customers as per terms of the contracts however the revenue is recognised over the period under input method. Any amount previously recognised as a contract asset is reclassified to trade receivables on satisfaction of the condition attached i.e. future service which is necessary to achieve the billing milestone.

**Movement in contract balances during the year**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Contract asset at the Beginning of the year	16.35	22.22
Contract asset at the end of the year	17.54	16.35
<b>Net increase/(decrease)</b>	<b>1.19</b>	<b>(5.87)</b>

For the year 2024-25 and 2023-24, There has been a net increase of Rs 1.19 crore and '(-) 5.87 Cr crore respectively as compared to previous year.

During the year ended March 31st, 2025, Rs 8.85 crore and March 31st 2024, 6.12 crore of contract assets as of April 1st, 2024 and April 1st 2023 respectively has been reclassified to trade receivables upon billing to customers on completion of milestones.

- (iii) Contract liabilities relating to construction contracts are balances due to customers, these arise when a particular milestone payment exceeds the revenue recognised to date under the input method and advance received in long term construction contracts. The amount of Advance received gets adjusted over the construction period as and when invoicing is made to the customer.

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Contract liabilities at the beginning of the year	74.71	86.95
Contract liabilities at the end of the year	56.05	74.71
<b>Net increase/(decrease)</b>	<b>(18.66)</b>	<b>(12.24)</b>

For the year 2024-25 and 2023-24 there has been net decrease of Rs.18.66 crore and Rs.12.24 Crore respectively as compared to last year and are mainly due to adjustment of advance payment received from client against works executed during the year.

**C. Set out below is the amount of revenue recognised from:**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Amount included in contract liabilities at the beginning of the year	74.71	86.95
Performance obligation satisfied in previous years	32.43	24.21

**D. Performance obligation**

Information about the Company's performance obligations are summarised below:

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March are, as follows:

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Within one year	170.00	140.00
More than one year to 2 years	46.62	122.14
More than 2 years	-	-
<b>Total</b>	<b>216.62</b>	<b>262.14</b>

**33 A. Trade Payables Ageing Schedule**

Particulars	Unbilled	Not Due	Outstanding for the year ended March 31, 2025 from the due date of payment				Total
			Less than 1 year	1-2 year	2-3 year	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	0.48	-	0.07	-	<b>0.55</b>
Total outstanding dues of creditors other than micro enterprises and small enterprises	13.62	-	7.74	0.38	0.00	5.12	<b>26.86</b>
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>13.62</b>	<b>-</b>	<b>8.22</b>	<b>0.38</b>	<b>0.07</b>	<b>5.12</b>	<b>27.41</b>

**B. Trade Payables Ageing Schedule**

Particulars	Unbilled	Not Due	Outstanding for the year ended March 31, 2024 from the due date of payment				Total
			Less than 1 year	1-2 year	2-3 year	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	2.32	-	-	-	2.32
Total outstanding dues of creditors other than micro enterprises and small enterprises	14.92	-	14.34	-	5.13	-	34.39
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>14.92</b>	<b>-</b>	<b>16.66</b>	<b>-</b>	<b>5.13</b>	<b>-</b>	<b>36.71</b>

**34 A. Trade Receivables Ageing schedule-**

Particulars	Unbilled	Not Due	Outstanding for the year ended March 31, 2025 from the due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	29.33	14.89	15.50	2.71	-	62.43
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	0.00	2.37	2.37
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	1.99	1.99
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	0.14	0.08	0.27	4.71	38.87	44.06
<b>Total</b>	<b>-</b>	<b>-</b>	<b>29.47</b>	<b>14.97</b>	<b>15.77</b>	<b>7.42</b>	<b>43.23</b>	<b>110.86</b>
Impairment allowance								(46.44)
<b>Total</b>								<b>64.42</b>

**B. Trade Receivables Ageing schedule-**

Particulars	Unbilled	Not Due	Outstanding for the year ended March 31, 2024 from the due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	50.81	6.21	7.50	1.40	-	65.93
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	0.03	-	0.13	0.03	2.35	2.54
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	1.99	1.99
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	0.25	4.11	5.75	25.46	35.58
<b>Total</b>	<b>-</b>	<b>-</b>	<b>50.84</b>	<b>6.46</b>	<b>11.74</b>	<b>7.18</b>	<b>29.80</b>	<b>106.04</b>
Impairment allowance								(38.12)
<b>Total</b>								<b>67.93</b>

**35 Corporate Social Responsibility (CSR)**

As per Section 135 of the Companies Act, 2013 read with guidelines issued by Department of Public Enterprises GOI, the company is required to spend in every Financial year, at least two percent of the average net profits of the company made during the three immediately preceding financial years in accordance with its CSR policy. The details of CSR expenses for the year are as under:

**A) Amount required to be spent on CSR Activities**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
a) Gross amount required to be spent by the Company during the year	0.21	0.24
b) Amount approved by the Board to be spent during the year	0.21	0.24

**B) Amount Spent on CSR Activities**

Particulars	For the Year ended 31st March 2025		For the Year ended 31st March 2024	
	Paid in Cash	Yet to be Paid	Paid in Cash	Yet to be Paid
a) Construction/acquisition of any asset	-	-	-	-



b) On purposes other than (a) above	0.21	-	0.24	-
<b>Total</b>	<b>0.21</b>	<b>-</b>	<b>0.24</b>	<b>-</b>

**C) Break-up of the CSR expenses under major heads is as under:**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Contribution to Prime Minister CARES Fund	-	0.24
Eradicating hunger, poverty & malnutrition, promoting preventive healthcare & sanitation & making available safe drinking water	-	-
Promoting Education, including special education and employment enhancing vocation skills especially among children.	0.21	-
Ensuring environmental sustainability	-	-
Setting up homes and hostels for women and orphans, Setting up old age homes, day care centres and such other facilities.	-	-
Sports	-	-
Others (including Other Admin Cost)	-	-
<b>Total</b>	<b>0.21</b>	<b>0.24</b>

**D) Details related to unspent obligations:**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Unspent amount in relation to:		
- Ongoing project (#)	-	-
- Other than ongoing project (##)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**# Ongoing Project:**

Opening Balance	In Separate CSR Unspent A/c	Amount required to be spent during the year	Amount spent during the year		Closing Balance	
			From Company's bank A/c	From Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
<b>With Company</b>						
Current Year	-	0.21	0.21	-	-	-
Previous year	-	0.24	0.24	-	-	-

**## Other than ongoing project:**

Opening Balance	Amount deposited in Specified Fund of Sch. VII within 6 months	Amount required to be spent during the year	Amount spent during the year*	Closing Balance
-	-	-	-	-

**E. Details related to spent / unspent obligations:**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Opening Balance	-	-
Gross amount required to be spent by the Company during the year (as per (a) above)	0.21	0.24
Amount spent by the Company during the year (as per (b) above)*	0.21	0.24
<b>Shortfall/(Excess) amount spent by the company</b>	<b>-</b>	<b>-</b>

\* There are no related party transaction in respect to CSR expenditure.

**F. Other disclosure:**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard (1)	NA	NA
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

**36 Related Party Transactions**

Disclosures in compliance with Ind AS 24 "Related Party Disclosures" are as under:

**a) List of Related Parties**

The entire Equity Share Capital of the Company is held by Ircon International Limited, Holding company.

**b) Relation and name of the related parties are:**

are:		Name of the Related Party
i. Holding Company		IRCON International Limited
ii. Key Management personnel:	Directors:	Sh Parag Verma (Chairman) (01.04.2024 to 31.03.2025) Shri Abhejit Kumar Sinha (01.04.2023 to 20.12.2024) Sh Santanu Mukherjee w.e.f (03.01.2025 to 07.02.2025) Sh Alin Roy Choudhury w.e.f (07.02.2025 to 31.03.2025) Sh Surinder Kumar Singh (01.04.2024 to 31.03.2025) Sh Rajeev Kumar Sinha (01.04.2024 to 31.03.2025)
	Others	Sh Ajay Pal Singh (CEO) (01.04.2024 to 31.03.2025) Mrs Pooja Chaurasia (CFO) (01.04.2024 to 31.03.2025) Miss Manisha Gupta, (Company Secretary) (01.04.2024 to 31.03.2025)

**c) Remuneration to Key management personnel are as under:**

Particulars	2024-25	2023-24
Short-Term benefits	0.72	0.71
Post-employment benefits	0.07	0.07
Other long-term benefits	0.17	0.16
<b>Total</b>	<b>0.96</b>	<b>0.94</b>

The Directors of the Company are appointed /nominated by Holding Company and no remuneration is paid to them by the Company. Hence remuneration of Chief Executive Officer, Chief Financial Officer & Company Secretary has been shown above.

**d) Transactions with other related parties are as follows:**

Nature of transaction	Name of Related Party	For the Year ending 31st march 2025	For the Year ending 31st march 2024
Sale of Goods and Services	IRCON International Limited	5.81	9.39
Sale of Property Plant & Equipment's		0.00	0.00
Purchase of Goods or Services		0.94	0.84
Reimbursement of Expenses received		0.00	2.48
remuneration to staff as salary & Wages, PF contribution, travelling, etc.		2.21	3.96

**e) Outstanding Balance With related Parties as as follows:**

Nature of transaction	Name of Related Party	For the Year ending 31st march 2025	For the Year ending 31st march 2024
Trade Receivable	IRCON International Limited	6.78	5.64
Billable Revenue		0.95	-
Trade Payable		0.01	0.01
Other Financial Liabilities		6.67	6.83

### 37 A. Fair Value Measurements

#### (i) Category wise classification of Financial Instruments

The company measures financial instruments at fair value at each reporting period.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the level 3 (Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable) of fair value hierarchy.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

a) The carrying values and fair values of financial instruments as at 31 March, 2025 are as follows:

Particulars	Carrying Value	Fair Value
<b>Financial Assets at Amortized Cost</b>		
(i) Trade Receivables	64.42	64.42
(ii) Loans	0.02	0.02
(iii) Other Financial Assets	21.75	21.75
<b>Total</b>	<b>86.19</b>	<b>86.19</b>

Particulars	Carrying Value	Fair Value
<b>Financial Liabilities at Amortized Cost</b>		
(i) Trade Payable	27.42	27.42
(ii) Other Financial Liabilities	48.10	48.10
<b>Total</b>	<b>75.52</b>	<b>75.52</b>

b) The carrying values and fair values of financial instruments as at 31 March, 2024 are as follows:

Particulars	Carrying Value	Fair Value
<b>Financial Assets at Amortized Cost</b>		
(i) Trade Receivables	67.92	67.92
(ii) Loans	0.02	0.02
(iii) Other Financial Assets	22.89	22.89
<b>Total</b>	<b>90.83</b>	<b>90.83</b>

Particulars	Carrying Value	Fair Value
<b>Financial Liabilities at Amortized Cost</b>		
(i) Trade Payable	36.71	36.71
(ii) Other Financial Liabilities	44.52	44.52
<b>Total</b>	<b>81.23</b>	<b>81.23</b>

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair values:

#### B. Financial Risk Management

The Company's principal financial liabilities comprise trade and other payables. The Company's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company's activities expose it to some of the financial risks: market risk, credit risk and liquidity risk.

##### a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Foreign currency risk and Interest rate risk. Financial instruments affected by market risk includes borrowings, trade receivables, trade payable and other non derivative financial instruments.

##### (i) Foreign Currency Risk

The company operates internationally and is exposed to insignificant foreign currency risk (since receipts & payments in foreign currency are generally matched) arising from foreign currency transactions, primarily with respect to the US \$ and MMK. Significant foreign currency risk of company are naturally hedged.

##### (ii) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate. The company manages its interest risk in accordance with the companies policies and risk objective.

#### b) Credit Risk

The Company's customer profile includes Ministry of External Affairs, Ministry of Home Affairs, Public Sector Enterprises, State Owned Companies in India. Accordingly, the Company's customer credit risk is low. The Company's average project execution cycle is around 15 to 24 months. General payment terms include mobilization advance, monthly progress payments with a credit period ranging from 45 to 60 days and certain retention money to be released at the end of the project. In some cases, retentions are substituted with bank / corporate guarantees. The Company has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.

#### Trade and other receivable

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

#### Exposure to Credit Risk

Particulars	For Year Ending on 31-03-2025	For Year Ending on 31-03-2024
<b>Financial Assets for which allowance is measured using Lifetime Expected Credit Losses</b>		
Non Current Loans	0.01	0.02
Other Non Current Financial Assets	0.06	0.06
Current Investments	-	-
Cash and Cash Equivalents	15.95	25.61
Other Bank Balances	117.09	118.27
Current Loans	0.01	0.02
<b>Other Current Financial Assets</b>	<b>8.73</b>	<b>12.51</b>
<b>Financial Assets for which allowance is measured using Simplified Approach</b>		
Trade Receivables	64.42	67.92
Contract Assets	12.96	10.32

#### Summary of change in Loss Allowance measured using Simplified Approach

Particulars	For Year Ending on 31-03-2025	For Year Ending on 31-03-2024
<b>Opening Allowances</b>	<b>38.12</b>	<b>28.09</b>
Provided during the year	8.31	11.45
Utilization during the year	-	-
Amount written-off	-	(1.42)
<b>Closing Allowances</b>	<b>46.43</b>	<b>38.12</b>

During the year, the Company has recognised loss allowance of Rs. Nil crores (31 March, 2024 : Rs. 2.11 crores ).

#### c) Liquidity risk

The Company manages liquidity risk by maintaining sufficient Cash & Cash Equivalent and fixed deposit in reputed banks . The treasury department regularly monitors the position of Cash and Cash Equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and financial liabilities and maintenance of Balance Sheet liquidity ratios are considered while reviewing the liquidity position.

The Company's investment policy and strategy are focused on preservation of capital and supporting the Company's liquidity requirements. The senior Management of the Company oversees its investment strategy and achieve its investment objectives. The Company invests in Fixed deposits. The policy requires investments generally to be investment grade, with the primary objective of minimising the potential risk of principal loss.

The table below provides details regarding the significant financial liabilities as at 31 March 2025 and 31 March 2024

Particulars	As on 31st March, 2025			
	Less than 1 Year	1-2 years	2 Years and above	Total
Trade payables	27.42	-	-	27.42
Other financial liabilities	26.27	21.83	-	48.10
	<b>53.69</b>	<b>21.83</b>	<b>-</b>	<b>75.52</b>

Particulars	As on 31st March, 2024			
	Less than 1 Year	1-2 years	2 Years and above	Total
Trade payables	36.71	-	-	36.71
Other financial liabilities	12.90	11.58	20.03	44.52
	<b>49.61</b>	<b>11.58</b>	<b>20.03</b>	<b>81.23</b>

#### d) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

The following table gives details in respect of revenues generated from top five projects.

Particulars	For the year ended 31-03-2025
<b>Revenue from top 5 Projects</b>	
Sub-Leasing of MFC's	25.75
Chhattisgarh East Railways Limited (CERL)	13.83
National Disaster Response Force (NDRF)	18.48
NTPC Limited	12.72
Department of Science and Technology	8.93

Particulars	For the year ended 31-03-2024
<b>Revenue from top 5 Projects</b>	
Haryana Vishwakarma Skill university (HVSU)	27.80
Chhattisgarh East Railways Limited (CERL)	25.85
National Disaster Response Force (NDRF)	21.96
Sub-Leasing of MFC's	16.44
Land Port Authority of India (LPAI)	13.24

#### C. Capital Management

The Company objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that the Company can continue to provide maximum returns to shareholders and benefit to other stakeholders. The Company has paid dividend @ Rs 0.38 per share as per the guidelines issued by Department of Investment and Public Asset Management (DIPAM) as follows :-

##### Dividends :-

Particulars	31-Mar-25	31-Mar-24
Dividend Paid	8.83	2.50
<b>Total</b>	<b>8.83</b>	<b>2.50</b>

The Company determines the capital requirement based on their project in hand and their fund requirement. The funding requirements are met through operating cash flows generated and Support from holding company. The Company is not subject to any externally imposed capital requirements.

#### 38 Segment Reporting

Disclosure as per Ind AS 108 " Operating Segment" is given as under:

Operating segments are define as components of an enterprise for which discreat financial information is available which is being evaluated regularly. Segments are reported in the manner consistent with the internal reporting provided to the chief operating decision maker. The Company has determined reportable operating segment from geographical perspective.

Two operating Segments based on Geographical location of the project viz. Domestic & International

Particulars	International		Domestic		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
<b>Segment Revenue</b>						
Revenue from external customers	3.99	5.65	106.88	130.42	110.88	136.07
Add : Company's share of turnover in integrated joint operations	-	-	-	-	-	-
<b>Total Operating Revenue</b>	<b>3.99</b>	<b>5.65</b>	<b>106.88</b>	<b>130.42</b>	<b>110.88</b>	<b>136.07</b>
Interest income	-	-	5.33	4.74	5.33	4.74
Other Income	-	0.03	0.42	0.10	0.42	0.13
Inter - segment	-	-	-	-	-	-
<b>Total Revenue</b>	<b>3.99</b>	<b>5.68</b>	<b>112.63</b>	<b>135.26</b>	<b>116.63</b>	<b>140.94</b>
<b>Segment Result</b>						
Profit before provision, depreciation, interest and exceptional item and tax	3.22	4.53	21.80	24.34	25.03	28.87
Less: Provisions and write back	-	-	8.32	10.02	8.32	10.02
Less: Depreciation, amortization and impairment	1.47	1.07	3.50	3.56	4.97	4.63
Less: Interest	-	-	-	-	-	-
<b>Profit before tax</b>	<b>1.75</b>	<b>3.46</b>	<b>9.98</b>	<b>10.76</b>	<b>11.74</b>	<b>14.22</b>
Less: Tax expense	0.45	1.11	(6.09)	4.25	(5.63)	5.36
<b>Profit after tax</b>	<b>1.30</b>	<b>2.35</b>	<b>16.07</b>	<b>6.52</b>	<b>17.37</b>	<b>8.86</b>

**C. Other Information**

Particulars	International		Domestic		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Total Assets	6.49	7.72	341.46	359.51	347.95	367.22
Total Liabilities	0.34	2.08	162.49	188.54	162.83	190.62
Investment in joint ventures accounted for by equity method	-	-	-	-	-	-
Non current asset other than financial instruments, deferred tax assets, net defined benefit assets	-	-	-	-	-	-
Capital Expenditure for the year ending (Addition to PPE, CWIP, Investment Property, Other Intangible Assets, Intangible assets under development and Right-to-use)	0.00	0.00	0.14	1.97	0.14	1.97

**Two operating Segments based on Geographical location of the project viz. Domestic & International**

Particulars	Operating Income		Segment Assets		Additions to Fixed Assets	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Consultancy Projects	47.13	79.21	186.07	197.75	0.14	0.10
Sub- Leasing of MFCs	25.75	16.44	100.89	104.79	-	-
Maintenance of Track	32.19	31.03	25.23	29.64	-	-
Leasing of Plant & Machinery	4.83	8.37	30.81	30.33	-	1.87
Supply of Manpower	0.98	1.02	2.96	2.56	-	-
Others	-	-	1.99	2.15	-	-
<b>Total</b>	<b>110.88</b>	<b>136.07</b>	<b>347.95</b>	<b>367.22</b>	<b>0.14</b>	<b>1.97</b>

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**39 Additional Regulatory information:**

- (i) The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year ending 31st March 2025 and 31st March 2024.
- (ii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year ending 31st March 2025 and 31st March 2024.
- (iii) The Company do not have any Benami property as on 31st March 2025 and 31st March 2024, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (iv) The Company do not have any prior period errors in financial year ending on 31st March 2025 and 31st March 2024 to be disclosed separately in Statement of changes in equity.
- (v) The Company has no cases of any charges or satisfaction which is yet to be registered with ROC beyond the statutory period in the financial year ending 31st March 2025 and 31st March 2024.
- (vi) During the financial year 2024-25 and 2023-24, the Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) 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
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vii) During the financial year 2024-25 and 2023-24, the Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) 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
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (viii) The Company has not granted any loans and advances in the nature of loans to promoters, directors, KMP and other related parties in the financial year ending 31st March 2025 and 31st March 2024.
- (ix) The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority in the financial year 2024-25 and 2023-24.
- (x) Company is not required to submit statement of current assets with the bank and therefore reconciliation of the statement filed by the company with bank and the books of accounts is not applicable.
- (xi) The Company does not have any borrowing in financial year 2024-25 and 2023-24, hence clause related to usage of borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.
- (xii) The Company have not entered into any scheme(s) of arrangements during the year ending 31st March 2025 and period ending 31st March 2024.
- (xiii) The Company has not entered in any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).

**40 Recent Pronouncement**

The Company has adopted certain new accounting standards and amendments effective from April 1, 2024. Ind AS 117, Insurance Contracts, which replaces Ind AS 104, provides comprehensive guidance on the recognition, measurement, presentation, and disclosure of insurance contracts; however, it had no impact on the Company's financial statements as the Company has not entered into any insurance contracts.

Further, an amendment to Ind AS 116, Leases, relating to lease liabilities arising from sale and leaseback transactions, was also notified. Since the Company has not undertaken any such transactions, the amendment did not affect its financial statements. As of the reporting date, there are no new standards that have been notified but are not yet effective.

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**41 Disclosure on Amendment IndAS vide notification dated 23.03.2022 and Disclosures pursuant to amendment in Schedule III of the Companies Act 2013****The following accounting ratios are disclosed:**

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% change	Reason for change more than 25%
Current ratio	Current Assets	Current Liabilities	1.94	1.72	12.79%	Not Applicable
Debt-equity ratio	Total Debt	Shareholder's Equity	NA			
Debt service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	NA			
Return on equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.10	0.05	100.00%	The variation is attributable to an increase in profit after tax, primarily due to the reversal of deferred tax liability on intangible assets during the year
Inventory turnover ratio	Cost of Material Consumed	Average Inventory	1.76	0.41	329.27%	The variation is on account of a decrease in closing inventory as compared to the previous year.
Trade receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	1.68	2.00	-16.00%	Not Applicable
Trade payable turnover ratio	Net credit purchases = Gross credit purchases - purchase return + Operating Expenses	Average Trade Payables	2.34	2.59	-9.65%	Not Applicable
Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	0.95	1.22	-22.13%	Not Applicable
Net profit ratio	Net Profit	Net sales = Total sales - sales return	0.16	0.07	128.57%	The variation is primarily attributable to an increase in profit after tax, mainly due to the reversal of deferred tax liability on intangible assets during the year.
Return on capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.11	0.14	-21.43%	The variation is primarily attributable to an increase in capital employed, resulting from the reversal of deferred tax liability on intangible assets during the year.
Return on investment	Interest (Finance Income)	Investment	4.00%	3.00%	33.33%	The variation is mainly due to higher finance income earned during the year compared to the previous year

**42 Reclassification and Comparative Figures**

The company has made certain reclassifications to the comparative period's Financial statements to enhance comparability with the current year's financial statements. As a result certain line items have been reclassified in the Balance Sheet the details of which are as under:

A. Items of Balance Sheet before and after reclassification as at 31st March 2024

Particulars	Restated Amount before reclassification	Reclassification	Restated Amount after reclassification
<b>Current Liabilities</b>			
Other current liabilities (Goods and Service Tax)	77.16	7.20	84.37
<b>Current Assets</b>			
Other current assets (Goods and Service Tax)	18.81	7.20	26.01



**43 Other Notes**

- 1) As per BOD Approval vide item No 10/15 Dated 20.02.2015, the company has raised their Share Capital to the tune of Rs 25.00 Crores to procure old Track Machines from Different Zonal Railways of India & make them operational for helping in Capacity Building of the company in infrastructure sector. Total Estimated approved Expenditure is Rs. 25.00 Crores out of which up to the March 2025 has been incurred Rs. 22.92 Crores (as at 31st March 2024 Rs. 22.92 Crores)
- 2) There are certain other matters pending in litigations against the Company before various arbitrator/courts on account of claims by some contractors in work Deposit projects. In such cases, the Company envisages reimbursement from the Clients in full as per the terms of contract and expects no economic outflow of resources. In this respect, a total claim of ₹ 22.66 crore (FY 2023-24 ₹ 20.10 crore) is under litigation. Interest on claims is not considered, being unascertainable.
- 3) 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.
- 4) Certain reclassifications and recasting have been made to the comparative period's financial statements to enhance comparability with the current year's financial statements. These reclassifications have no effect on the reported results of operations.
- 5) Figures rounded off to the nearest rupees in Crores.

As per our Report of even date attached  
For Mohan Gupta & Company  
Chartered Accountants  
ICAI Firm Registration No. - 006519N

For and on behalf of the Board of Directors of  
IRCON Infrastructure and Services Limited

Sd/-  
Alin Roy Choudhury  
Director  
(DIN-10489550)

Sd/-  
Parag Verma  
Chairman  
(DIN- 05272169)

Sd/-  
CA Himanshu Gupta  
(Partner)  
ICAI Membership No. 527863  
UDIN:25527863BMMKIM2868  
Place : New Delhi  
Date : 29.04.2025

Sd/-  
Pooja Chaurasia  
C.F.O

Sd/-  
Ajay Pal Singh  
C.E.O

Sd/-  
Manisha Gupta  
Company Secretary


**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA  
UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013, ON THE  
FINANCIAL STATEMENTS OF IRCON INFRASTRUCTURE & SERVICES  
LIMITED FOR THE YEAR ENDED 31 MARCH 2025**

The preparation of financial statements of **IRCON Infrastructure & Services Limited** for the year ended 31 March 2025 in accordance with the financial reporting framework prescribed under the Companies Act, 2013, 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 29<sup>th</sup> April 2025.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct supplementary audit of the financial statements of IRCON Infrastructure & Services Limited for the year ended 31 March 2025 under Section 143 (6)(a) of the Act.

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

**Place: New Delhi**  
**Dated: 08.07.2025**

  
**Teg Singh**  
**Principal Director of Audit**  
**Railway Commercial, New Delhi**



**IRCON INFRASTRUCTURE & SERVICES LIMITED (IrconISL)**  
**(A Wholly Owned Subsidiary of IRCON International Limited, a Govt. of India Undertaking)**

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**Registered Office:** C-4, District Centre, Saket, New Delhi -110017, India

**Corporate Office:** B-40A, Second Floor, Sector 1, Noida-201301

**Tel.:** 01202970406

**E-mail id:** [Info@irconisl.com](mailto:Info@irconisl.com)

**Website:** [www.irconisl.com](http://www.irconisl.com)