

19th
ANNUAL REPORT
2024-25



BHARUCH DAHEJ
RAILWAY COMPANY LIMITED



BHARUCH DAHEJ RAILWAY COMPANY LIMITED

Board of Directors:

Shri Devendra Kumar	Nominee Director & Chairman
Shri Manoj Krishna Akhouri	Managing Director
Shri Chandan Kumar Verma	Nominee Director
Shri Anurag	Nominee Director
Shri Deepak Arora	Nominee Director
Shri Kalpesh Kiritbhai Vithlani	Nominee Director
Smt. Ruchi Patel	Nominee Director
Shri Shailendra Kumar Sharma	Nominee Director

Registered Office:

39-42, 3rd Floor, Indra Palace
H – Block, Middle Circle
Connaught Place
New Delhi-110001

Corporate Office:

301/302, Rubellite Building
32, Ajit Nagar Society,
Nr. Urmi Char Raasta, Akota
Vadodara – 390020

Statutory Auditors:

M/s Uberoi Sood & Kapoor
Chartered Accountant
606 Vishal Bhawan
95 Nehru Place
New Delhi-110019

Secretarial Auditors

A. Anand & Co.
(Company Secretary in Practice)
59/2, 2nd Floor, Kashmiri Lal Dhingra Marg
Kalkaji, New Delhi-110019

Bankers:

Canara Bank
Mid Corporate Branch
B-39, Connaught Place,
New Delhi-110001



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Bharuch Dahej Railway Company Limited
19th ANNUAL GENERAL MEETING
Chairman's Address

Dear Members,

It gives me a great pleasure to extend a warm welcome to all of you to the 19th Annual General Meeting of Bharuch Dahej Railway Company Limited. On behalf of the Board of Directors and my colleagues, I sincerely thank you for your gracious presence here today.

Let me begin by extending my best wishes to all of you for good health and continued safety.

Notice of the Annual General Meeting along with Explanatory Statement with the consent of the members taken as read. The Audited Financial Statements including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date with the consent of the members taken as read. The Reports of the Directors and Auditors Report for the year ended 31st March, 2025 with the consent of the Members taken as read.

FINANCIAL PERFORMANCE

Coming to the performance of your Company, in the financial year 2024-25 your company achieved Revenue from Operations of Rs.89.16 crore and earned Profit before Tax of Rs. 52.22 crore and Profit after tax of Rs. 40.18 crore. Though the Company has achieved increased Profit before tax and Profit after tax as compared to last year but the Revenue of the Company has decreased. The decrease in Revenue is attributed to fluctuations in port traffic, which has severe impact on the performance of BDRCL. These fluctuations are the result of policy changes of Government and performance of various sectors in the domestic market.

PHYSICAL PERFORMANCE & OUTLOOK

The traffic has decreased this year in terms of no. of rakes handled and loading, which is attributable to decrease in loading of imported coal and fertilizers. Different commodities such as Fertilizer, Salt, Container traffic and Caustic Soda, Industrial Salt etc. are being handled at BDRCL Dahej Terminal. The Company has also provided connection to a Multi Modal Logistics Park of CONCOR in Dahej, which is expected to add volume to the Container traffic in the current year.

Your Company has undertaken a study with a view to assess the traffic potential in the catchment area of Bharuch – Dahej section. This was also aimed at addressing the logistics need of the area that could be served by Rail. Another objective of taking up the study was from the point of view of reducing dependence on port traffic.

The study was assigned to M/s PwC and they have submitted their report which brings out strategies for increasing the traffic by rail mode for different commodities. The consultant has also examined the possibility of creation of additional infrastructure for augmenting rail borne traffic.

Your Company is in the process of implementing various suggestions and results of the same would be reflected in the last quarter of current year and onwards.



MAINTENANCE OF TRACKS & STATION BUILDINGS

Your company has undertaken complete renewal of Track No. 5 of Dahej yard, as the same was completely corroded. Your Company is in the process of removing ballast deficiency in the entire section and with the help of BRC division (and CSM machine provided by BRC division), BDRCL was able to complete machine packing 60 Km of Main line of the section.

BDRCL has initiated the action for providing cess and repair of cess at critical locations. In the current Financial Year, work of 5.70 KM has been taken up. The maintenance team has completed oiling and greasing of elastic rail fastenings and metal liners for a length of 16 TKM so far. Work continues to be in progress. Similarly, welding 57 joints of 60 Kg rail has also been carried out. Your Company had identified alternative location for installation of a new EIMWB in line No. 2 of Dahej Yard and the newly installed EIMWB has been functioning without giving any trouble.

Condition of station buildings of all the Five stations have deteriorated severely in the last 13-14 years, which has resulted in unsafe condition for working in those station buildings by the station staff. It has been now decided to shift station building of Dahej to an alternative location, which would also release critical space adjacent to Line No.1. This will also be subsequently developed as a handling line as the commodity basket is expanding. Further, upgradation work of gate lodges and other service buildings have been taken up particularly roof treatment.

Rubberised pads have been provided on the road surface of 5 LC gates where there was maximum utilization of LC gates by road users.

DIVIDEND

Considering the consistent profits being made by the company, your Directors have recommended a Dividend of Rs.0.15/- per equity share for the financial year 2024-25.

CLOSING REMARKS

As we passionately strive for a better future, we continue to set new paradigms every singly day. In an unpredictable and challenging environment, agility and innovation are key to staying consistently successful. I would like to place on record my sincere appreciation to the Board of Directors. I would also like to express my gratitude to all our stakeholders for their unwavering faith, support and guidance.

THANK YOU

NOTICE

Notice is hereby given that the **19th (Nineteenth) Annual General Meeting** of Members of **Bharuch Dahej Railway Company Limited** will be held on Friday, 26th September, 2025 at 12.30 hours at Conference Room, Bharuch Dahej Railway Company Limited at 2nd Floor, Indra Place, H-Block, Middle Circle, Connaught Place, New Delhi-110001 through Video Conferencing (VC) to transact the following business:

ORDINARY BUSINESS:

I. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the reports of the Board of Directors and Auditors' (both Statutory and Secretarial) thereon and the comments of the Comptroller and Auditor General of India thereon.

2. Declaration of Dividend

To declare a Final Dividend of Rs. 0.15/- per equity share for the year ended 31st March, 2025.

3. Rotation of Director

To appoint a director in the place of Shri Deepak Arora (DIN 09111160), who retires by rotation and being eligible, offers himself for reappointment.

4. Rotation of Director

To appoint a director in the place of Shri Anurag (DIN: 10153033), who retires by rotation and being eligible, offers himself for reappointment.

5. Remuneration of Statutory Auditors for the Financial Year 2025-26

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the appointment of the Statutory Auditors of the Company will be made by the office of the Comptroller & Auditor General of India.

Section 142 of the Companies Act, 2013 provides that the remuneration of the auditor of the Company shall be fixed by the Company in general meeting or in such manner as the Company in general meeting may determine.

Accordingly, the following resolution is placed before the Shareholders for their approval:

To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorized to fix the remuneration of Statutory Auditors of the Company appointed by the office of Comptroller & Auditor General of India for auditing the accounts of the Company for the Financial Year 2025-26."

For Bharuch Dahej Railway Company Limited

Sd/-

Manoj Krishna Akhouri
Managing Director
DIN: 02293829

Date : 04 September, 2025
Place : New Delhi



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

NOTES:

1. Ministry of Corporate Affairs vide General Circular No 10/2022 dated 28.12.2022 permitted the companies for holding Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) subject to the fulfillment of requirements as per the law. Vide Circular No. 09/2024 dated 19.09.2024, the Ministry of Corporate Affairs has allowed companies to conduct AGMs through VC or OAVM on or before 30th September, 2025. In compliance with the above General Circulars, issued by Ministry of Finance, and applicable provisions of the Companies Act, 2013 the 19th AGM of the Company is being convened and conducted through Video Conferencing.
2. The Registered Office of the Company shall be deemed to be the venue for the AGM.
3. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Since the 19th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 19th AGM and as such the Proxy Form along with Attendance Slip and route map of AGM are not annexed to this Notice.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM at email id cosec@bdrail.in.
6. The Notice of 19th AGM and Annual Report 2024-25 will be available on the Company's website viz. www.bdrail.in.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and other relevant documents referred to in the accompanying notice will be available for inspection by the Members electronically on all working days, except Saturday, between 11 AM to 1 PM. Members seeking to inspect such documents can send an email to cosec@bdrail.in.
8. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 - a) The meeting will be called through 'Microsoft Teams'.
 - b) The link to attend the meeting will be shared through email separately.
 - c) The members may attend the same by clicking on the link and joining through browser or by downloading the app available in the play store.
 - d) The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting and 15 minutes after the expiry of the said scheduled time.
 - e) Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to cosec@bdrail.in so that the answers may be made readily available at the meeting.
 - f) Members are requested to e-mail at cosec@bdrail.in or call at 011- 43586814/15/16/17 in case of any technical assistance required at the time of joining/ accessing/ voting at the Meeting through VC.

For Bharuch Dahej Railway Company Limited

Sd/-

Manoj Krishna Akhouri
Managing Director
DIN: 02293829

Date : 04 September, 2025
Place : New Delhi

DIRECTORS' REPORT

DISTINGUISHED SHAREHOLDERS,

Directors of your Company feel privileged to present the Nineteenth Annual Report of the Company containing salient features of operations and business of your Company, along with the Audited Annual Accounts and the Auditor's report for the year ended 31st March, 2025.

FINANCIAL REVIEW & STATE OF AFFAIRS

The summarized standalone results of your company for the Financial Year ended 31.03.2025 are given in the table below:

Amount (Rs. in crore)

Particulars	2024-25	2023-24
Revenue from Operation	89.16	107.07
Other Income	26.99	01.58
Total Revenue [A]	116.15	108.65
O&M Cost	44.59	33.67
Employee Benefit Expenses	1.83	1.80
Finance Cost	0.12	16.14
Depreciation	13.70	13.68
Other expenses	3.69	2.56
Total Expenses [B]	63.93	67.85
Profit before Exceptional item [A-B]	52.22	40.80
Exceptional Item	0.00	0.00
Profit Before Tax	52.22	40.80
Current Tax	13.40	10.79
Deferred Tax	(1.36)	(0.90)
Profit After Taxes	40.18	30.91

COMPANY'S OPERATIONS

The Company is in the business of Logistics and there is no change in the business of the Company during the Financial Year ended 31.03.2025.

You are aware that Bharuch Dahej Railway line became commercially operational from March 2012. Year wise summary of volume of Traffic handled for last three years is as under:

Sr. No.	Financial Year	No. of Rakes	No. of Wagons	Loading (in million tonnes)
1	2022-23	1594	87715	5.61
2	2023-24	1663	88400	5.38
3	2024-25	1406	72997	4.40

During the year 2024-25, rail bound commodities such as Coal, Fertilizers, Salt, Container traffic, Industrial Salt, Gypsum, Clinker, Fly ash and Caustic Soda, etc. are being handled on BDRCL Dahej Terminal. During the year 2024-25, a number of 1406 rakes were handled as against 1663 rakes in 2023-24. The main reason



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for decrease in terms of number of rakes is on account of reduced import of both Coal and Fertilizers at Dahej Port, which is driven by a combination of factors including increased domestic production and Government policies aimed at achieving self-reliance. As a result, 225 number of rakes of Coal and 100 rakes of offered less during the Financial Year 2024-25 in comparison to the Financial Year 2023-24. This deficit of 325 rakes of imported traffic comprising of Coal and Fertilizers has impacted the overall performance.

However, your Company has made efforts to attract containerized traffic and as a result, altogether 333 rakes were handled in 2024-25 as compared to 290 rakes handled in 2023-24. Similarly, 75 rakes of Salt were handled in 2024-25 as compared to 53 rakes handled in 2023-24. The Company is regularly interacting with the trades and industries and some positive outcomes for increase of traffic in near future are perceived.

OPERATIONS AND MAINTENANCE

The maintenance activities relating to track maintenance, maintenance of signaling and telecom equipment and maintenance of level crossing gates have been taken over by BDRCL. In view of safety norms, your Company has deployed ex-servicemen at the level crossing gates, as are being deployed by WR on the LC gates maintained by WR. Your Company is in advance stage of taking over of maintenance of OHE also in the current year. The O&M agreement has now been signed between BDRCL and Western Railway on 29.08.2025.

WEBLINK OF ANNUAL RETURN

The Annual Return of the Company has been published on the website of the Company and the Link of the same is **www.bdrail.in**.

TRANSFER TO RESERVES

During the year, the Company has not transferred any amount to General Reserves of the Company.

DIVIDEND

Your directors have recommended a dividend of Rs. 0.15/- per equity share of Rs. 10/- each for the financial year 2024-25. The Final Dividend is subject to the approval of the members in the Annual General Meeting.

CAPITAL STRUCTURE

As on 31st March 2025, the issued, subscribed and paid-up share capital of your company stood at Rs 155,11,00,000/- (Rupees One Hundred Fifty-Five Crore Eleven Lakhs only) divided into 15,51,10,000/- (Fifteen Crore Fifty-One Lakh Ten Thousand) equity shares of Rs 10/- each.

BOARD OF DIRECTORS

Your Company's Board of Director has eight members, including a chairman (nominated by the Ministry of Railways), three nominees of Rail Vikas Nigam Limited, one each nominee of Gujarat Maritime Board, Gujarat Industrial Development Corporation Ltd and Adani Port (APDPL).

The composition of the Board of Directors as on the date of report is as under:

Sr. No.	Name	Designation	Date of Appointment
1	Shri Devendra Kumar Additional Member (Traffic) Railway Board	Chairman	25.07.2025
2	Shri Manoj Krishna Akhouri	Managing Director	06.12.2023
3	Shri Chandan Kumar Verma GM/Finance, Rail Vikas Nigam Limited	Nominee Director	29.08.2023
4	Shri Anurag Pr. ED/NC, Rail Vikas Nigam Limited	Nominee Director	05.08.2024

5	Shri Deepak Arora PED/S&T, Rail Vikas Nigam Limited	Nominee Director	31.07.2024
6	Shri Kalpesh Kiritbhai Vithlani GM (Project), Gujarat Maritime Board	Nominee Director	08.08.2024
7	Smt. Ruchi Patel GM (Law & LRC), Gujarat Industrial Development Corporation	Nominee Director	27.03.2024
8	Shri Shailendra Kumar Sharma Head/Railways, Adani Petronet (Dahej) Port Ltd	Nominee Director	01.12.2023

Following are the details of the directors who ceased from their position:

Sr. No.	Name	Designation	Date of Cessation
1	Bansh Narayan Singh Pr. ED/NC, Rail Vikas Nigam Limited	Nominee Director	31.07.2024
2	Shri Sanjay Dungrakoti PED/S&T, Rail Vikas Nigam Limited	Nominee Director	31.07.2024
3	Shri Chhatrasal Singh Additional Member (Traffic) Railway Board	Chairman	31.07.2024
4	Shri Rajesh Pathak Additional Member (Traffic), Railway Board	Chairman	21.08.2024
5	Shri K Raveen Kumar Reddy Additional Member (Traffic) Railway Board	Nominee Director	13.06.2025
6	Shri Manoj Singh Additional Member (M&BD), Railway Board	Part-Time Chairman	23.07.2025

At present the Board of Directors of the Company consists of eight Directors, out of which, two Directors namely Shri Deepak Arora and Shri Anurag will retire by rotation in 19th Annual General Meeting and are being eligible to offer themselves for re-appointment.

DETAILS OF BOARD MEETINGS

During the year, four (4) number of Board Meetings were held, details of which are given below:

Date of the Meeting	No. of Directors Attended the Meeting
19-06-2024	6
30-09-2024	8
19-12-2024	6
19-02-2025	5

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee comprises of the following members:

1. Shri Deepak Arora, Nominee Director (since 30.09.2024)
2. Shri Shailendra Kumar Sharma, Nominee Director (since 07.12.2023)
3. Shri Chandan Kumar Verma, Nominee Director (since 29.08.2023)
4. Shri Sanjay Dungrakoti, Nominee Director (up to 30.09.2024)



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The committee of Corporate Social Responsibility met twice during the year on 19.12.2024 and 17.03.2025. The Corporate Social Responsibility policy has been placed on company's website: www.bdrail.in

The CSR Statement as per Section 134(O) is enclosed as **Annexure A**.

KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Act, the Key Managerial Personnel (KMPs) of the Company during FY 2024-25 are as below:

1. Shri Manoj Krishna Akhouri, Managing Director
2. Shri. Balkishan Sharma, Chief Financial Officer, (up to 11.10.2024) *
3. Smt. Kanika Mathur, Company Secretary, (up to 19.02.2025) **

*Shri Balkishan Sharma, CFO has resigned from the services of the Company.

** Smt. Kanika Mathur, CS has resigned from the services of the Company.

AUDIT AND AUDITORS

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditor nor the Secretarial Auditor has reported, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

STATUTORY AUDITORS AND REPORT

In terms of the provisions of Section 139 of the Act read with provisions of the Companies (Audit and Auditors) Rules, 2014 (as amended), M/s Uberoi Sood and Kapoor, (Firm Registration No. 001462N) was appointed by Comptroller and Auditor General of India as the Auditors of the Company for the financial year 2024-25.

Auditor's Report is part of the Annual report for the perusal of the stakeholders. Comments of the Management on the qualifications/comments made by the Auditor in their Report are enclosed as **Annexure B** to this Report.

SECRETARIAL AUDITOR AND REPORT

In terms of Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), your Company has appointed A. Anand & Co, Company Secretary in Practice (Membership No. F12153) as the Secretarial Auditor of the Company, to conduct the Secretarial Audit for the financial year ended 31.03.2025.

Secretarial Audit Report as presented by Secretarial Auditor is part of the Annual report for the perusal of the stakeholders and Comments of the Management on the qualifications/comments made by the Secretarial Auditor in their Report as **Annexure C**.

INTERNAL AUDITOR

M/s Sunil K Gupta & Associates, Chartered Accountants have been appointed as Internal Auditors of the Company. Internal Auditors have been discharging their role of carrying out various assigned functions, including checking adequacy of internal control systems in the organization. They have also been presenting their Internal Audit Report in meeting of the Board of Directors, and participating in the ensuing discussion.

AUDIT COMPLIANCE AND ADHERENCE TO FINANCIAL REPORTING REQUIREMENTS

Your Company is a Special Purpose Vehicle company formed by Rail Vikas Nigam Limited ("RVNL"), a Government of India Enterprise. RVNL, being a listed Central Public Sector Enterprise is mandated to prepare Consolidated Financial Statements. Your company has been advised by RVNL to strictly follow certain instructions, which have been placed at **Annexure D** along with the reply of the Management of BDRCL for the information of the Members.

COMPLIANCE WITH SECRETARIAL STANDARD

The Company has complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of the Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by the Institute

of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employee or Key Managerial Personnel was drawing remuneration in excess of Rs.8,50,000/- per month.

CORPORATE GOVERNANCE

The Company has adopted best corporate practices and is committed to conduct its business in accordance with the applicable laws, rules and regulations. The Company's Corporate Governance practices are driven by effective and strong

Board oversight, timely disclosures, transparent accounting policies and high level of integrity in decision making. The Company lays emphasis on transparency, accountability and ethical practices and professional management in its activities.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of the Company in pursuance of Section 134(5) of the Companies Act, 2013 hereby confirms that:

- i) in the preparation of annual accounts for the year ended 31st March, 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2024-25 and of the profit and loss of the Company for said period.
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts on a going concern basis;
- v) the Company being unlisted, sub clause (e) of Section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.
- vi) Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

There were no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of the report.

ADEQUACY OF INTERNAL FINANCIAL CONTROL AND ADEQUACY WITH REFERENCE TO FINANCIAL STATEMENT

The Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, 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.

The Company has a well-placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company's policies and Standard Operating Procedures (SOP's) and audit and compliance supplemented by internal auditor and Independent Consultants. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct



reporting of Internal Auditors to the management and the Board. A four-stage mechanism has been put in place in this regard. Apart from the Finance department of the Company holding direct responsibility in the matter, a Chartered Accountant Firm engaged on retainer ship examines the adequacy of system, the Internal Auditors of the Company also examine the systems in place for their adequacy. Finally, the Statutory Auditor of the Company also includes comments on this aspect as part of their Report. Such controls have been constantly tested and no reportable material weakness in the design or operation was observed.

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS U/S 186

During the year, the Company has neither given loans, nor given any guarantee or security to any person or Body Corporate, nor made any investment pursuant to Section 186 of the Companies Act, 2013.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the year, there were no such companies which have become or ceased to be Subsidiaries, joint ventures or associate companies of your Company.

FIXED DEPOSITS

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from public was outstanding as on 31st March, 2025.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the year 2024-25, the Company did not enter into any transactions with the related parties which are not in the ordinary course of business or not at arm's length price or material in nature, under Section 188 of the Companies Act, 2013.

STATEMENT ON RISK MANAGEMENT

The management of your Company is constantly engaged in the process of identifying risks, assessing risks and developing strategies to manage risks. While a risk management plan and a business impact analysis are important parts of a business, early stages of a business should combine optimal utilization of opportunities with effective risk management. Your Company is in the business of providing rail infrastructure for transportation by Indian Railways. Cost advantages and environmental superiority associated with rail transport make the business of your Company a promising proposition.

Your Directors are aware that a business of this size and nature must be subjected to constant review of various risks, and appropriate risk-mitigation measures must be taken from time to time. The major risks perceived for the Company include:

- Issues of control by Indian Railways – cost issues;
- Capacity constraints, and roadblocks in capacity enhancement;
- Constraints in financing the capacity augmentation activities;
- Need for diversifying customer base; and
- Possible damage/loss through acts of God.

In the assessment of the management, duly endorsed by your directors, the risks identified are low. Your Company plans to approach capacity enhancement through diverse interventions in a need-based manner, consistent with the trend of offering traffic. Financing the capacity enhancement will need to follow a mix of internal generation and debt. The Company is already gearing up to meet the demand for rail transportation amongst diverse customers. As regards possible impact of acts of God, the Company keeps its assets suitably insured.

In the view of your Directors, BDRCL's approach to risk management is dynamic and proactive, and reviews will be taken from time to time to bring about appropriate interventions.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Company has a Performance Evaluation framework in place, setting parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its committees. Evaluation of performance has been formulated by the Board of Directors.

The performance evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provision of the Act.

COST RECORDS

During the year, the maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, was not applicable on the Company.

STATEMENT ON DECLARATION FROM INDEPENDENT DIRECTORS

Declaration by Independent Directors under section 149(6) of the Companies Act, 2013 is not applicable to the Company as the Company was not required to appoint any Independent Director during the reporting period.

PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties/punishment/compounding of offences for the breach of any sections of the Companies Act, 2013 against the Company or its Directors or other officers in default, during the year.

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

During the year under review, there were no significant material orders passed by the Regulators / Courts and no litigation was outstanding as on 31.03.2025, which would impact the going concern status and future operations of your Company.

Further the details of litigation / cases under Service Tax and those involving labor/land issues are enclosed as **Annexure E**.

DISCLOSURE OF PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information under section 134 of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31.03.2025 is given below:

i) Conservation of Energy and Technology Absorption

The Company is conscious of the need to keep all the cost elements at the barest minimum level including the energy cost. It is also aware of the responsibility to conserve energy in an overall energy deficit scenario in the Country. The Company has made significant investment upfront to construct a Railway line which runs on electric traction, and is significantly more economical and environment friendly than the alternative diesel traction.

ii) Foreign Exchange Earnings and Outgo

The Company has neither earned nor expended any foreign exchange during the financial year 2024-25.

REPORTING ON CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace.

Further the following is a summary of sexual harassment complaints received and disposed of during the financial year 2024-25:

Number of Complaints Received	:	1
Number of Complaints disposed of	:	NIL
Number of Cases pending for more than 90 days	:	NIL
Closing balance of the Complaints	:	1



Bharuch Dahej Railway Company Limited

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The ICC constituted under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 has disposed of the Complaint referred to it on 20.06.2025.

MATERNITY BENEFIT COMPLIANCE

The Company affirms that it has duly complied with all the provisions of the Maternity Benefit Act, 1961 and has extended all statutory benefits to eligible women employees during the year.

PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year, there were no applications made or proceeding pending under the Insolvency & Bankruptcy Code.

DIFFERENCE IN VALUATION

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the 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 is not applicable.

APPRECIATIONS & ACKNOWLEDGEMENTS

Your directors wish to place on record their appreciation and gratitude to the Ministry of Railways, Rail Vikas Nigam Limited, Government of Gujarat and the shareholders for their continued interest in its business and support to the Company. The Directors would also like to express their deep appreciation and gratitude to the officers of Comptroller and Auditor General, Statutory Auditors, Internal Auditors, Secretarial Auditors, Rating Agencies, Banks and others who have provided their valuable guidance and contribution to the growth and development of the Company in attainment of its aims and goals.

Further, the Directors wish to convey their appreciation to all of the Company's employees for their contribution towards the Company's performance. The Directors would also like to thank the shareholders, customers, dealers, suppliers, bankers, governments and all other business associates for their continuous support to the Company and their confidence in its management. The ownership and responsiveness shown by all the stakeholders is unparalleled and is a testimony of the spirit of this great organization.

**For and on behalf of the Board of Directors of
BHARUCH DAHEJ RAILWAY COMPANY LIMITED**

Sd/-

Chandan Kumar Verma

Director

DIN: 10298031

Sd/-

Manoj Krishna Akhouri

Managing Director

DIN: 02293829

Date : 04 September, 2025

Place: New Delhi

ANNEXURES TO THE DIRECTORS REPORT

REPORT ON CORPORATE SOCIAL RESPONSIBILITY
FOR THE FINANCIAL YEAR 2024-25

ANNEXURE A

1. A brief outline of the Company's CSR policy.-

The Board of Directors in their meeting held on 26.03.2015 approved CSR policy as recommended by the CSR Committee. The Policy has been prepared in accordance with provisions of the Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. The same is available at the Company's website (www.bdrail.in). The policy contains inter alia the Objectives, framework, focus of areas and key rules and guidelines for incurring CSR expenditure etc. The areas of activities mentioned in the policy are as per Schedule VII of the Companies Act, 2013.

Further, the Board of Directors in its meeting held on 19.12.2024 had decided that CSR expenditure should majorly be utilized in the activities pertaining to the Education, Sanitation, Environment, Health and Nutrition with prime focus on Girl Child.

2. The Composition of the CSR Committee:-

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri. Sanjay Dungrakoti (upto 30.09.2024)	Nominee Director	2	0
2	Shri Shailendra Kumar (since 07.12.2023)	Nominee Director	2	2
3	Shri Chandan Kumar Verma (since 29.08.2023)	Nominee Director	2	2
4	Shri Deepak Arora (since 30.09.2024)	Nominee Director	2	2

3. Web link for Composition of CSR Committee: www.bdrail.in and for CSR Policy and CSR projects approved by the Board: www.bdrail.in

4. Details of Impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 – **NA**.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial Year – **NIL**

6. Average net profit of the company as per section 135(5): - **Rs. 38.82 crore**

7. (a) 2% of average net profit of the company as per section 135(5):	–	Rs. 77.64 Lakhs
(b) Surplus arising out of the CSR projects or programs or activities of the previous financial Years :	–	NIL
(c) Amount required to be set off for the financial year:	–	NIL
(d) Total CSR obligation for the financial year:	–	Rs. 77.64 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year.(in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount (in Rs.)	Date of transfer
77,64,000/-	NIL		Prime Minister National Relief Fund, Rs.49,23,530/- on 27 th March, 2025 and 23rd July, 2025		



Bharuch Dahej Railway Company Limited

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Annexure A...Contd

(b) Details of CSR amount spent in the financial year for ongoing projects for FY 2024-25:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID.	Name of the Project	Financial Year in which the Project was commenced	Project duration	Total Amount allocated for the project	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of the reporting Financial Year (in Rs.)	Status of the project – completed /ongoing
					NIL			

(c) Details of CSR amount spent against other than ongoing projects for FY 2024-25:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project.	Amount spent for the project (in Rs.)	Mode of implementation on-Direct (Yes/No).	Mode of implementation – Through implementing agency
1	Healthcare	Promoting health care including pre-ventive health care	Yes	Gujarat/Dahej	1683105.00	No	Deepak Foundation
2	Education	Promoting education, including special education and employment enhancing vocation skills	Yes	Gujarat/Dahej	1157365.00	Yes	Direct

(d) Amount spent in Administrative Overheads: – **NIL**

(e) Amount spent on Impact Assessment: - **NA**

(f) Total amount spent for the Financial Year: – **Rs. 77,64,000/-**

(g) Excess amount for set off:-

Sr. No.	Particular	Amount (Rs. in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	77.64
(ii)	Total amount spent for the Financial Year	77.64
(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

9. (a) Details of Unspent CSR amount for the preceding three financial years: NIL
(b) Details of CSR amount spent in FY 2024-25 for Ongoing projects of the preceding financial year: NIL
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:-
(a) Date of creation or acquisition of the capital asset(s). NA
(b) Amount of CSR spent for creation or acquisition of capital asset. NIL
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. NA
(d) Provide details of the capital asset (s) created or acquired (including complete address and location of the capital asset). NA
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). - **NA**

**For and on behalf of the Board
BHARUCH DAHEJ RAILWAY COMPANY LIMITED**

Sd/-	Sd/-
Chandan Kmar Verma	Manoj Krishna Akhouri
Director	Managing Director
DIN: 10298031	DIN: 02293829

Date: 04 September, 2025
Place: New Delhi

**Management Comments on the Auditor Qualification - FY 2024-25**

S. No.	Auditors' Qualification	Management Comment
1.	<p>The opening balances and the comparative figures disclosed in the financial statements for the year ended March 31, 2025 are based on the audited financial statements of the Company for the year ended March 31, 2024 on which we expressed a qualified opinion as per our audit report dated September 30, 2024. The matters which resulted in the qualification inter alia included the prospective application of Appendix-A to Ind AS 11 "Construction Contracts" (Ind AS 11 was effectively replaced by Ind AS 115 "Revenue from Contracts with Customers" from the accounting periods beginning on or after April 1, 2018.) from the transition date on the first Ind AS financial statements of the Company as at March 31, 2017. The Company had opted to apply this appendix from the transition date prospectively as the Management did not find it practicable to apply this appendix retrospectively. Based on audit procedures and queries made, we were unable to obtain sufficient appropriate audit evidence to ascertain that retrospective application of Appendix A to Ind AS 11 was impracticable as defined in Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Error" to avail the exemption provided by Ind AS 101 "First Time Adoption of Indian Accounting Standards". Consequently, we were unable to ascertain the impact, of the above on the financial statements of the Company." In view of the above, any adjustments to the opening balances as at April 1, 2024 that would have been required may have a consequential effect on the Company's assets and liabilities as at April 1, 2024 and March 31, 2025 and its results for the year ended March 31, 2025 and the presentation and disclosure thereof in the financial statements.</p>	<p>Para 5 of Ind AS 8 provides that application of an accounting policy can be treated as Impracticable when:</p> <ul style="list-style-type: none">(a) The effects of the retrospective application or retrospective restatement are not determinable;(b) The retrospective application or retrospective restatement requires assumptions about what management's intent would have been in the period; or(c) the retrospective application or retrospective restatement requires significant estimates of amounts and it is impossible to distinguish objectively information about those estimates that: (i) provides evidence of circumstances that existed on the date(s) as at which those amounts are to be recognized, measured or disclosed; and (ii) would have been available when the financial statements for that prior period were approved for issue from other information. <p>Considering the impracticability as defined in the para 5 of Ind AS -8 defined above which includes requirement of what could be management's intention at that time, circumstances as on date transactions and other relevant information since the date of signing of concession agreement, the Management decided to apply the appendix from the transition date prospectively. Further, in the year 2014 the fire breakout in the office due to which records/details/information had been destroyed.</p> <p>Furthermore, exemption adopted by company is in line with the exemption available in para-D 22 of Ind AS 101. Para D22 of Ind As states as under: A first-time adopter may apply the following provisions while applying the Appendix A to Ind AS 11:</p> <ul style="list-style-type: none">i) Subject to paragraph (ii), changes in accounting policies are accounted for in accordance with Ind AS 8, i.e. retrospectively, except for the policy adopted for amortization of Intangible Assets arising from Service Concession Arrangement related to toll roads in financial statement for the period ending immediately before the beginning of its Ind AS financial reporting period as per previous GAAP. ii) If, for any particular service

S. No.	Auditors' Qualification	Management Comment
		<p>arrangement, it is impracticable for an operator to apply this Appendix retrospectively at the date of transition, it shall:</p> <ul style="list-style-type: none"> a) recognize financial assets and intangible assets that existed at the date of transition to Ind AS. b) use the previous carrying amounts of those financial and intangible assets (however previously classified) as their carrying amounts as at that date; and c) test financial and intangible assets recognized at that date for impairment, unless this is not practicable, in which case the amounts shall be tested for impairment as at the start of the current period. <p>iii) There are two aspects to retrospective determination: reclassification and re-measurement. It will usually be practicable to determine retrospectively the appropriate classification of all amounts previously included in an operator's balance sheet, but that retrospective re-measurement of service arrangement assets might not always be practicable. However, the fact should be disclosed.</p> <p>In terms of sub-para D22(iii), as reproduced above, if in the management's view it is found impracticable to give retrospective effect, the fact should be disclosed. In the view of BDRCL's management, retrospective effect is impracticable and this fact has been duly disclosed in Note No. 48.1.3 Service Concession Arrangement in to the financial statement of the Company for FY 2016-17.</p>
2.	<p>We draw attention to Note 9.4.2 of the financial statements, which states that Western Railway had recovered an amount of ₹ 1,273.53 lakhs from the Company up to the financial year 2023–24 towards interest on deferred overhead charges. Subsequently, the Railway Board communicated to Western Railway that the Concession/O&M Agreement entered into with BDRCL does not provide for the charging of interest on deferred overheads. Based on this communication, the Company has ceased to recognize further interest expenses on deferred</p>	<p>Western Railway has deferred Operation & Maintenance overhead cost from FY 2011-12 to 2022-23 and thereafter calculated interest on it amounting Rs. 13,94,38,118. In addition to deferred overhead charges, interest on deferred overhead amount has been levied by WR. Accordingly, Interest Recovered by Western Railway (Deducted from freight Apportionment Receipt) is amounting Rs. 12.74 Crore from Apr'23 to Jan'24 month. Further Ministry of Railway has, vide their letter No. 2017/Infra/12/20/Pt. dated 28.03.2024</p>



S. No.	Auditors' Qualification	Management Comment
	overheads and has reversed the interest expense recognized in earlier years by recording other income of ₹ 1,795.43 lakhs during the current year (refer Note 21). Further, Western Railway has also stopped recovering additional interest from the Company following the Railway Board's communication. However, Western Railway, the party that received the earlier interest payments, has not confirmed nor acknowledged any obligation to refund the interest amounts already recovered. In the absence of such confirmation or formal acceptance of refund by Western Railway, in our opinion, the recognition of income amounting to ₹ 1,273.53 lakhs is not appropriate in the current financial year. Had the Company not recognized this income, the total assets and profit before tax would have been lower by ₹ 1,273.53 lakhs, the current tax expense would have been lower by ₹ 320.52 lakhs, and the profit after tax as well as retained earnings would have been lower by ₹ 953.01 lakhs.	regarding imposition of Interest on Deferred Overhead Cost, advised that the Concession/ O&M Agreement of BDRCL does not stipulate any interest towards Overhead charges. Accordingly, Company has reversed the Interest on Deferred Overhead Cost recognized in FY 2022-23 and FY 2023-24 amounting to Rs. 1795.43 Lakhs (For FY 2011-12 to FY 2023-24) during FY 2024-25 and treated as interest income on Deferred Overheads as per Note no. 21.1 of Financial Statement for FY 2024-25. Further, based on the above letter of Ministry of Railway, WR has stopped the recovery of interest amount on deferred overhead cost. Further BDRCL has raised the issue of recoverability of Interest on deferred overhead from Western Railway vide letter no. BDRCL/O&M-III/2021 dt. 15.01.2025.
3.	The Company has been recognizing revenue for the apportionment of terminal costs since August 2017, but Western Railway has not made any payments since then and the realization of it is pending due to the ratification of a signed siding agreement by Western Railway. As mentioned in Note 9.1(H) of the Financial Statements, the total terminal costs booked till March 31, 2025, included in trade receivables amounts to ₹ 5,027.93 lakhs. Ind AS 109 "Financial Instruments" requires an entity to measure and recognize loss allowances at an amount equal to the lifetime expected credit loss for trade receivables. As the Western Railway has not made any payments relating to terminal costs, this necessitates recognition of a loss allowance (Provision for Doubtful Debts) for the entire amount of ₹ 5,027.93 Lakhs. Had the Company recognized this loss allowance, the trade receivables and the profit before tax for the year ended March 31, 2025 would be lower by ₹ 5,027.93 Lakhs, tax expenses would have been lower by ₹ 1,265.43 Lakhs, and profit after tax and the retained earnings, would be lower by ₹ 3,762.50 Lakhs.	As per clause 4.2 (f) of the concession agreement, BDRCL has the right to receive its share of apportionment with the rules of Inter Railway Financial Adjustment (IRFA). Terminal cost is also part of the freight as Para 868(b) of Inter-Railway apportionment of earnings. Any apportionment between BDRCL and Railways in terms of IRFA rules does not require any third-party consent i.e. siding owner. Under Para 868(b). Accordingly, same is receivable from WR. In addition to provisions under Concession Agreement, there are Railway Board letter No. F(C)/99/27/3 dated 10.12.2015 and letter No. 2012/Infra/18/5 dated 10.08.2017 to apportion the terminal cost to SPV's. However, a letter No. 2012/Infra/18/5 dated 25.04.2022 issued by Railway Board with further conditions which were not part of Concession Agreement and previous decisions. As per the same, agreement between Adani and BDRCL needs to be signed and require amendment in the concession agreement. The same is under discussion and finalization. As per Ind AS 109 expected credit loss is "The weighted average of credit losses with the Railway in terms of concession agreement and

S. No.	Auditors' Qualification	Management Comment
		therefore it has been considered as receivables considered good.
4.	<p>In addition to the matter discussed above, we draw attention to the fact that the Company has been recognizing revenue for certain items which have not been accepted or paid by Western Railway. These include, among other things, carried route differences. Despite continued non-acceptance and non-payment by Western Railway, the Company has continued to recognize such revenue in its financial statements, resulting in the accumulation of trade receivables aged from more than one year to over three years. Further, the Company also has old outstanding receivables from parties other than Western Railway, which remain uncollected as at the balance sheet date. The aggregate amount of such aged trade receivables from Western Railway and other parties stood at ₹ 2,436.30 lakhs as at 31st March 2025. It is clarified that the above amount does not include the trade receivables related to terminal cost, which are discussed separately in Paragraph 5. Under Ind AS 109 – Financial Instruments, an entity is required to recognize loss allowances for trade receivables based on the lifetime expected credit loss model. Given that Western Railway has not settled these amounts and no reasonable assurance of recoverability exists, we are of the view that the Company ought to have recognized a loss allowance (provision for doubtful debts) in respect of these long-outstanding receivables. Had the Company recognized such a provision, the trade receivables and profit before tax for the year would have been lower by ₹ 2,436.30 lakhs, the tax expense would have been lower by ₹ 613.17 lakhs, and the profit after tax as well as retained earnings would have been lower by ₹ 1,823.13 lakhs. Cumulative impact of qualifications provided in para 5 and para 6 above would result in an overstatement of the profit after tax and shareholders' funds by ₹ 6,538.64 lakhs as at 31st March 2025.</p>	<p>The Company is following up with the Western Railway in regard of revenue (freight not apportioned) for carried route difference for stations CVJ, CGMD and MAPD due to non-finalization of siding agreements and will finalize the same.</p> <p>As per Ind AS 109 expected credit loss is "<i>The weighted average of credit losses with the respective risks of a default occurring as the weights</i>".</p> <p>It is clear from above that as amount is pending due to some administrative issues, therefore company is of the view that there is no expected credit loss.</p> <p>Further, since company is hopeful of receiving the amount and it is pending due to administrative issues processes and dues are receivable from Western Railway in terms of concession agreement and therefore it has been considered as receivables considered good.</p> <p>BDRCL is continuously following with parties to recover the amount and regarding WR receivable, Company is also following up for recovery of trade receivable as above.</p>



S. No.	Auditors' Qualification	Management Comment
5.	<p>Reference is drawn to the ageing of trade receivables provided in note 9.1(J) to the financial statements. Schedule III of the Act requires companies to classify trade receivables into three categories: a) Receivables - Considered Good, b) Receivables - which have significant increase in credit risk, and c) Receivables - credit impaired. The Company has classified all its trade receivables as "Considered Good." In our opinion, and based on the facts explained in paragraphs 5 and 6 above, trade receivables amounting to ₹ 7,464.23 lakhs should have been classified as "Receivables - which have significant increase in credit risk." This has resulted in non-compliance with the requirements of Schedule III of the Act. Consequently, the disclosure of trade receivables in the financial statements is not a fair presentation.</p>	<p>As per clause 4.2 (f) of the concession agreement, BDRCL has the right to receive its share of apportionment with the rules of Inter Railway Financial Adjustment (IRFA). Terminal cost is also part of the freight as Para 868(b) of Inter-Railway apportionment of earnings. Any apportionment between BDRCL and Railways in terms of IRFA rules does not require any third-party consent i.e. siding owner. Under Para 868(b). Accordingly, same is receivable from WR.</p> <p>In addition to provisions under Concession Agreement, there are Railway Board letter No. F(C)/99/27/3 dated 10.12.2015 and letter No. 2012/Infra/18/5 dated 10.08.2017 to apportion the terminal cost to SPV's. However, a letter No. 2012/Infra/18/5 dated 25.04.2022 issued by Railway Board with further conditions which were not part of Concession Agreement and previous decisions. As per the same, agreement between Adani and BDRCL needs to be signed and require amendment in the concession agreement. The same is under discussion and finalization.</p> <p>As per Ind AS 109 expected credit loss is "<i>The weighted average of credit losses with the respective risks of a default occurring as the weights</i>".</p> <p>It is clear from above that as amount is pending due to some administrative issues, therefore company is of the view that there is no expected credit loss.</p> <p>Further, since company is hopeful of receiving the amount and it is pending due to administrative processes therefore it has been considered as receivables considered good.</p>

**For and on behalf of the Board of Directors of
BHARUCH DAHEJ RAILWAY COMPANY LIMITED**

Sd/- Chandan Kmar Verma Director DIN: 10298031	Sd/- Manoj Krishna Akhouri Managing Director DIN: 02293829
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Date: 04 September, 2025
Place: New Delhi

S. No.	EMPHASIS OF MATTER	MANAGEMENT COMMENT
1.	<p>We draw attention to Note 18.4 and Note 22.2 of the financial statements, which describe the recognition of expenses and provisions relating to resurfacing costs incurred to maintain the Company's project assets in working condition during the concession period. These costs include periodic replacements in accordance with the standards laid down by the Ministry of Railways. During the year, the Company has recognised a total expense of ₹ 1,045.25 lakhs, of which ₹ 783.75 lakhs has been actually incurred and paid, while a provision of ₹ 261.50 lakhs has been created for the balance amount. The Company has estimated a total resurfacing obligation of ₹ 14,200 lakhs over the concession period and has prepared a working to allocate and recognise the yearly expenditure in respect of this obligation. The current year's expense of ₹ 1,045.25 lakhs has been booked based on this estimation.</p>	<p>BDRCL – Compliance with Concession Agreement Provisions As per the Concession Agreement executed between the Ministry of Railways (MoR) and Bharuch Dahej Railway Company Limited (BDRCL), the Company is required to create a Provision for maintaining the Project Assets in proper working condition. The relevant provision of the Concession Agreement is reproduced below:.</p> <p>A. Relevant Clause from the Concession Agreement: Article 4.3(d): "To keep the Project Assets in a proper working condition, including making replacements in accordance with the standards laid down by the Ministry of Railways, of all the Project Assets whose lives have expired. Such replacement shall be carried out by BDRCL either by itself or through MoR, and the cost of such replacements shall be borne by BDRCL." "As per the above requirement, the Company has assessed the total estimated provision required for Resurfacing Cost is Rs. 142.05 Crore, to be recognized over the upcoming financial years (remaining concession period) in the line with assets replacement timelines.</p>
2	<p>We further draw attention to Note No. 20 and Note No. 22 of the Financial Statements regarding the Operations and Maintenance Agreement with Western Railways. This agreement, which outlines, among other things, the rights and obligations and the apportionment of income and expenses arising from the operation of the Bharuch-Dahej-Samni Railway line by the Company, has not yet been signed. The Company, however, has recognized the operating income relating to the Bharuch-Chavaj section and expenses relating to the entire Bharuch-Dahej-Samni Railway line on a provisional basis. Further, as mentioned in Note 22 of the Financial Statements, the operating expenses accounted for by the Company are based on provisional figures provided by Western Railways, and the final figures may vary.</p>	<p>The Company has signed the JPO and O&M agreement with Vadodara Division of Western Railway (WR) in the m/o Sep 2021 and send to HQ level of WR for approval. In this regard, HQ-WR has raised certain matters and the same are under evaluation by the Company. A few items in the O & M Agreement, where there was difference of opinion with Western Railway, are presently under examination and discussion with the Western Railway Head Quarter. The Agreement has not been finalized as with the existing difference of opinion on important elements in the interests of BDRCL. Once the matters are mutually decided, the O&M Agreement will be signed.</p>

For and on behalf of the Board of Directors of
BHARUCH DAHEJ RAILWAY COMPANY LIMITED

Sd/- Sd/-
Chandan Kmar Verma Manoj Krishna Akhouri
Director Managing Director
DIN: 10298031 DIN: 02293829

Date: 04 September, 2025
Place: New Delhi



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

Annexure-C

Management Comments on the Secretarial Auditor Qualification – FY 2024-25

S. No.	Extracts from Secretarial Auditors Report	Management Reply
1.	Section 203 of the Companies Act, 2013 requires to fill the vacancy in the office of a KMP within 6 months. BDRCL has not filled the vacancy caused in the office of Chief Financial Officer till date.	The process for appointment of Chief Financial Officer has already been initiated by the Company and suitable candidate shall be appointed shortly.
2.	Shri Chhatrasal Singh, Ex-Chairman was removed as Nominee Director of Ministry of Railways on 31.07.2024. The Company has not filed Form DIR-12 till date for his cessation as Director.	The Company will ensure that the Form DIR-12 in respect of cessation of Shri Chhatrasal Singh, Ex-Chairman as Director is filed at the earliest possible.

**For and on behalf of the Board of Directors of
BHARUCH DAHEJ RAILWAY COMPANY LIMITED**

Sd/- Chandan Kmar Verma Director DIN: 10298031	Sd/- Manoj Krishna Akhouri Managing Director DIN: 02293829
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Date: 04 September, 2025
Place: New Delhi

Annexure - D

Subject: Audit Compliance and adherence to Financial Reporting requirements Para-wise Compliance are as under

Sr. No.	Instructions	Reply										
1.	<p>Provisioning for CTR Work and Resurfacing Costs:</p> <p>Comptroller and Auditor General of India (CAG) for FY 2023-24 has observed that material liabilities w.r.t. Complete Track Renewal (CTR) Works, resurfacing and related infrastructure expenses have not been adequately provided in accounts of SPVs. This is a continuing observation and must be taken care of, based on best possible estimates.</p>	<p>Resurfacing Cost Provision</p> <p>A provision of Rs.1,045.25 lakh has been recognized during the financial year 2024–25 towards resurfacing costs as per Note no. 22.2 of Operation and Maintenance cost of financial statement. This cost includes Permanent Way (P-Way) materials, elastic fittings, and ballast cleaning work, etc. This provision is made in accordance with the estimate of Resurfacing costs expected to be incurred until the end of the concession period, and in compliance in terms of Clause 4.3(d) of the Concession Agreement between BDRCL and the Ministry of Railways (MoR), which mandates maintaining the project assets in proper working condition.</p>										
2.	<p>Timely Submission of Financial Statements:</p> <p>To enable RVNL’s compliance with its own quarterly and annual reporting obligations, the timelines given by accounts group must be strictly followed as below:</p> <ul style="list-style-type: none">Quarterly Unaudited Financial Statements: by 22nd of the following month after each quarter.Annual Audited Financial Statements: by 1 May of each financial year. Additionally, all SPVs falling under CAG audit must ensure timely submission of its annual account to CAG in a way that ensures completion of CAG audit by 15th July.	<p>Compliance has been made and quarterly unaudited financial statement for FY 2025-26 Q1 has been provided to RVNL accordingly.</p> <p>Annual financial statement for FY 2024-25 has been provided to RVNL accordingly.</p>										
3.	<p>Reconciliation of Inter-Company Balances:</p> <p>Being part of the same group, the inter-company balances among group companies must be reconciled at all times. Each SPV must submit a detailed Reconciliation Statement of inter-company balances with RVNL on quarterly basis that should include the opening and closing balances, movement of transactions during the period and the justification for any discrepancies.</p> <p>Further, all SPVs are required to submit the CAG Comments, CAG Management Letter and their compliance to the RVNL’s Auditor for necessary action in group accounts.</p>	<table><tr><th>Particulars</th><th>Amount in Rs.</th></tr><tr><td>Opening Balance as on 31st March 2025</td><td>11,07,843</td></tr><tr><td>Add: Rate revision by RVNL from ₹ 75,000 to ₹ 78,000 per MT for rail sleepers. Letter No. RVNL/ADI/GENERAL dated. 24-04-2025</td><td>9,02,788</td></tr><tr><td>Less: Payment made to RVNL on 30th April 2025</td><td>9,02,788</td></tr><tr><td>Closing Balance as on 30th June 2025</td><td>11,07,843</td></tr></table>	Particulars	Amount in Rs.	Opening Balance as on 31 st March 2025	11,07,843	Add: Rate revision by RVNL from ₹ 75,000 to ₹ 78,000 per MT for rail sleepers. Letter No. RVNL/ADI/GENERAL dated. 24-04-2025	9,02,788	Less: Payment made to RVNL on 30 th April 2025	9,02,788	Closing Balance as on 30th June 2025	11,07,843
Particulars	Amount in Rs.											
Opening Balance as on 31 st March 2025	11,07,843											
Add: Rate revision by RVNL from ₹ 75,000 to ₹ 78,000 per MT for rail sleepers. Letter No. RVNL/ADI/GENERAL dated. 24-04-2025	9,02,788											
Less: Payment made to RVNL on 30 th April 2025	9,02,788											
Closing Balance as on 30th June 2025	11,07,843											



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511



L74999DL2003GOI118633

PP&D/RVNL/AUDIT/2012/Pt-III

Date : 25.07.2025

Managing Directors,
Kutch Railway Company Limited
Bharuch Dahej Railway Company Limited
Krishanapatnam Railway Company Limited
Haridaspur Paradip Railway Company Limited
Angal Sukindia Railway Limited

Subject : Audit compliance and adherence to Financial Reporting Requirements

Rail Vikas Nigam Limited (RVNL), being a listed Central Public Sector Enterprise (CPSE) is mandated to prepare consolidated Financial Statements (CFS). Following instructions are to be strictly complied with by all the SPVs to facilitate smooth closing of group accounts:-

1. Provisioning for CTR Works and Resurfacing Costs:

Comptroller and Auditor General of India (CAG) for FY 2023-24 has observed that material liabilities w.r.t. Complete Track Renewal (CTR) Works, resurfacing and related infrastructure expenses have not been adequately provided in accounts of SPVs. This is a continuing observation and must be taken care of best possible estimates.

2. Timely Submission of Financial Statements:

To enable RVNL's compliance with its own quarterly and annual reporting obligations, the timelines given by accounts group must be strictly followed as below :

- Quarterly Emaudited Financial Statements by 22nd of the following month after each quarter,
- Annual Audited Financial Statements by 1st May of each financial year

Additionally, all SPVs falling under CAG audit must ensure timely submission of its annual account to CAG in a way that ensures completion of CAG audit by 15th July.

3. Reconciliation of Inter-Company Balances :

Being part of the same group, the inter-company balances among group companies must be reconciled at all times. Each SPV must submit a detailed Reconciliation Statement of Inter-company balances with RVNL, on quarterly basis that should include the opening and closing balances, movement of transactions during the period and the justification for any discrepancies.

Further, all SPVs are required to submit the CAG Comments, CAG Management Letter and their compliance to the RVNL's Auditor for necessary action in group accounts.

Compliance with these instructions should be ensured and these issues be taken up appropriately in Board Meetings of the group companies at appropriate stage.

Sd/-
(M. P. Singh)
Director (Operations)

- Copy to :
1. RVNL's Nominee Directors for KRC
 2. RVNL's Nominee Directors for KRCL
 3. RVNL's Nominee Directors for BDRCL
 4. RVNL's Nominee Directors for HPRCL
 5. RVNL's Nominee Directors for ASRL
 6. CFO
 7. PED/East, PED/NC, PED/RKSH, PED/S&T, PED/CC
 8. ED/INFRA, ED/Civil/HSB
 9. GGM/Civil/MAS
 10. Sr. DGM/CS

(A) GUJARAT HIGH COURT AHMEDABAD - ADVOCATE- SH. R.N.SINGH, AHMEDABAD

Sub:- Termination of 5 nos. employees from service due to absconding from duty & unsatisfactory work.

Prayer of Applicants in Labour court Bharuch: Reinstatement in service with all benefits

Sr.No	Case No.	Filed by	Remarks	Current Status
1	15200/2015	Jagdish Manilal Vasava	<p>-Applicants have filed the case in Labour court Bharuch against the "Termination order from service due to absconding from duty and unsatisfactory work" by BDRCL".</p> <p>- In this case Labour court Bharuch has passed order a vide order dated 18.03.2015 in case no. 262/13 & 264/2013 to 267/2013 in this order the Hon'ble Labour court Bharuch has partly allowed the matters and passed order to pay notice period salary for 15 days and additional lump sum amount of Rs. 3300/- to each of the applicants and rejected the prayer of reinstatement in service as they have not completed 240 days working in a year.</p> <p>- Accordingly, the company has issued the cheque to each employee as per the court order, but they have refused to accept the same.</p> <p>-Against above order of Labour court Bharuch, applicants have filed an appeal in the Hon'ble high Court Ahmedabad with the prayer of reinstatement in service, which was rejected by the Labour court Bharuch, they challenged the court order before Hon'ble high court Ahmedabad.</p>	<p>The case is pending in the Hon. High Court Ahmedabad.</p> <p>The last listing date was 16.04.2020, thereafter, cases were not listed on board. These cases were discussed with Adv. Shri R. N. Singh & he advised that if we filed Misc. application for early hearing, the court would remand back the matters to CGIT Ahmedabad to decide on merit as the Labour court Bharuch has no jurisdiction to decide the matters. That will go against the Company. No further date is listed.</p>
2	15201/2015	Shahrukhkhan Abdul Hafiz khan		
3	15202/2015	Swapnil B. Malaviya		
4	15203/2015	Firozkhan Isubkhan Pathan		
5	15204/2015	Imranali M. Shaikh		



(B) CENTRAL GOVT. INDUSTRIAL TRIBUNAL LALDARWAJA, AHMEDABAD

ADVOCATE - Ms. HIRAL, ADVOCATE with SH. R.N.SINGH

Sub :- Termination of service due to absence from place of duty.

Sr.No	RLC(C) No.	Filed by	Remarks	Current Status
1	CGIT No. 117/2018	Imtiyaz Ayubhai Garasiya	<p>Sr. No. 1 to 7 have filed a complaint before RLC Vadodara against the termination of the service due to unauthorized absence from duty. The conciliation proceedings have been resulted in FOC vide order of RLC Vadodara dated 29.06.2018.</p> <p>- The Ministry of Labour/ Shram Mantralay has referred the matters to CGIT Ahmedabad, for adjudication vide order dated 31.10.2018.</p> <p>- All Workman have filed Claim statement before CGIT - Ahmedabad on 11.03.2019.</p> <p>- After receipt of the claim statement, a detailed reply has been filed by the company on 15.05.2025.</p> <p>- In the Sr. No.8, western Railway Contract Employee Union has filed complaint in RLC- Vadodara against the termination of workmen. The conciliation proceeding resulted in FOC vide RLC Vadodara's order dated 27.08.2024. Then case referred to CGIT - Ahmedabad. But till date Workman/ Union has not filed the claim statement before CGIT- Ahmedabad.</p>	<p>Sr. No. 1 to 8 were listed on 15.05.2025 for a filing of reply. In Sr. No. 1 to 7 replies have been filed by the advocate & cases further adjourned to 11.09.2025 for evidence of workman.</p>

(C) High Court of Gujarat. Advocate- Shri R. N. Singh- APPEAL Against RLC- VADODARA's order.
Sub :- Complaint filed by the LEO for non-payment of Over Time Allowance under the Provision of Minimum Wages Act.

Sr. No.	SCA No.	Complainant	Remarks	Current Status
1	3580/2025	LEO-BRC	<p>Labour Enforcement Officer Vadodara has filed a complaint before RLC Vadodara against the company due to non-payment of Over Time Allowance to the contractual worker under the provision of Minimum Wages Act vide complaint dated 30.05.2024.-</p> <p>RLC Vadodara has passed Ex parte order under the provisions of Minimum wages Act, vide order dated 08.07.2024 in RLC case No. 47/2024 & directed to pay Rs. 25,07,582/-. The case was decided by the RLC, without giving the opportunity to the company.</p>	<p>An appeal has been filed against RLC Vadodara's Ex parte order, before Hon'ble High court and the case is registered vide SCA No. 3580/2025 Hon'ble court has granted stay against the execution of RLC's Order dated 08.07.2024. The matter Last listed on 04.08.2025. The matter further adjourned to 25.09.2025 for further course of hearing</p>

**PART- II****LAND CASES****(A) GUJARAT HIGH COURT AHMEDABAD****Land Acquisition Case - First Appeal against the order dated 03.02.2018 of Bharuch Civil court.****ADVOCATE - SH. R.N. SINGH, AHMEDABAD****Sub :- The cases filed related to land Acquisition for Bharuch- Dahej Yard**

Sr. No.	LAR No.	Filed By	Remarks	Current Status
1.	First Appeal No. 911/2022 AND 936/2022 to 949/2022 & Allied matter	Kanubhai Manilal Patel	<p>The land Acquisition Officer Bharuch has granted Compensation in original Land Acquisition case No. 39/2010 for acquired land at the rate of Rs. 50.42 per square meter.</p> <p>- Aggrieved by the order, all applicants approached the Hon'ble Civil Court Bharuch.</p> <p>Hon'ble Bharuch Civil Court has partly allowed the matters & granted additional compensation via the order dated 03.02.2018 at the rate of Rs. 315/- per square meter for acquired Land.</p> <p>-The company has gone for an appeal with the Hon'ble High Court, Ahmedabad, against the order passed by the Hon'ble Civil court Bharuch.</p> <p>High Court vide order dated 19.08.2019 had directed to deposit 50% of the claim amount of Rs. 30,37,214/- with the Registrar of Hon'ble High Court of Gujarat at Ahmedabad. Accordingly, the said 50% of the amount was deposited before the registrar of Hon'ble High court on 12.09.2019 vide cheque No. 814494 dated 12.09.2019</p> <p>The remaining 50 % amount with interest Rs. 33,78,899/- has been deposited before Civil Court Bharuch</p> <p>vide cheque No. 224014 dated 24.09.2024 on 25.09.2024 as per Hon'ble High court's order dated 30.06.2024.</p>	All first appeals were last listed on 30.06.2024 . In this regard the advocate has advised that all First appeals are placed on board by the Registrar of high court Ahmedabad. year wise.

Sub :- Land Related Cases.

(B) CIVIL COURT VAGRA

ADVOCATE - SH. P.N. MODI (RLY. ADVOCATE) Nominated by Sr. DEN BRC.

Sr. No.	LAR No.	Filed By	Remarks	Current Status
1.	69/2019 (Serve No. 668)	Kalyansinh Madhavsinh	The Land Acquisition Officer Bharuch has been awarded compensation for the acquired land at the rate of Rs. 39/- per square meter in Land acquisition case No. 39/2011 vide order dated 02.09.2013 . -Aggrieved by the order, the applicant approached Civil Court Bharuch for additional compensation. Subsequently the case was transferred to Hon'ble Civil Court Vagra. The case was decided on 11.09.2023 & the court has granted additional compensation at the rate of Rs. 138.10 per square meter .	The applicant has filed a Review application against the order dated 11.09.2023 vide (Review) Civil Misc. Application No. 11/2023 for enhancement of compensation & which is pending & listed to 08.10.2025 .
2.	70/2019 (Serve No. 625)	Ramchandra Shukla Rajendra N. Shukla	The Land Acquisition Officer Bharuch has been awarded compensation for the acquired land at the rate of Rs. 39/- per square meter in Land acquisition case No. 39/2011. - Aggrieved by the order, the applicant approached Civil Court Bharuch for additional compensation. Subsequently the case was transferred to Hon'ble Civil court Vagra.	The case is pending for applicant evidence & till not decided. The next date of hearing is 29.08.2025 .



(C) **CIVIL CORT (JAMBUSAR)**
ADVOCATE – Shri Akthar Hussain L. Sayeed

Sub :- Land related cases.

Sr. No.	LAR No.	Filed By	Remarks	Current Status
1.	E A No. 41/22 in 81/2017	Natwarchandra N.	The Land Acquisition Officer Bharuch has originally decided on the Land Acquisition case No. 06/2010 for land acquired by the company.	1. All three Execution applications were listed before Civil court Jambusar on 19.08.2025 . Advocate Shri Aktharhussain & undersigned were present before the court & requested for time in regard to stay granted by the Hon'ble High court on 18.08.2025. The copy of order submitted before court. Court has adjourned the matters & listed to 30.08.2025 with a next stage to issuance of warrant of attachment. -The First Appeal has been filed against the order passed in LAR case No. 81/2017, 82/2017 & 83/2017 filed by Shri Deepakchandra N. Patel & others. -Details of First Appeal filed in the Hon'ble High Court First Appeal (stamp) No. 9412/2025, First Appeal No. 10931/2025 & First Appeal No. 10955/2025 filed in the Hon'ble High Court Ahmedabad on 01.04.2025. First Appeal No. 2861/2025 (10955/2025) was listed on 18.08.2025. Hon'ble High court has granted ad-interim relief by staying the impugned judgement & award passed by the learned Tribunal/Court till final disposal of the appeal, with a condition that the applicant shall deposit the entire awarded amount before the concerned Tribunal/court within 15 days from today i.e. 18.08.2025. A. First appeal No. 9412/2025 listed to 26.08.2025 B. First appeal No. 10931/2025 listed to 26.08.2025
2.	E.A. No. 42/22 in 82/2017	Dadubhai hatishinh Rathod	The compensation granted by the Land Acquisition officer Bharuch at the rate Rs. 43/- per square meter for acquired land vide order dated 18.02.2012 -Aggrieved by the order, the respective applicants approached the Hon'ble Civil Court Jambusar, by filing LAR Case No. 81/2017 to 83/2017 , filed by Shri Deepakchandra N. Patel & others. Hon'ble court has decided the matter by common order dated 21.01.2022 & granted additional Compensation at the rate of Rs. 857/- per square meter - The applicant has filed Execution application No. 41/2022, 42/2022 & 43/2022 to execute the order dated 21.01.2022. before Hon'ble Civil Court Jambusar. Which are pending & listed on 12.06.2025 .	
3	E.A. No. 43/22 in 83/2017	Jiviben B. Vasava		

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

*[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,
Bharuch Dahej Railway Company Limited
39-42, 3rd Floor, Indra Palace, H Block
Middle Circle, Connaught Circus,
Connaught Place, New Delhi-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BHARUCH DAHEJ RAILWAY COMPANY LIMITED (CIN: U45203DL2006PLC155511)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provides us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Bharuch Dahej Railway Company Limited ("The Company") for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made there under: - **Not Applicable**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: - **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"): -
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Not Applicable**
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015; - **Not Applicable**
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018; - **Not Applicable**
 - iv. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable**
 - v. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable**
 - vi. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **Not Applicable**



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **Not Applicable**
 - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable** and
 - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: - **Not Applicable**
- (vi) We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standard issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company withStock Exchanges: - **Not Applicable**

During the period under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines subject to the following observations:

1. Whereas in terms of provisions of Section 203 of the Companies Act, 2013, the Company was required to have certain Key Managerial Personnel (KMP). The company has not filled the vacancy caused in the office of Chief Financial Officer since 12th October, 2024.
2. The Company has not filed e-form DIR-12 in respect of cessation of Shri Chhatrasal Singh, Ex-Chairman, as Nominee Director.

We further report that

The Board of Directors of the Company, being a Joint Venture, mainly comprises of Nominee Directors (Non-Executive Directors), representing the Stakeholders in Joint Venture. Adequate notice is given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

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

For A. ANAND & CO.
Company Secretaries

Sd/-

CS Anil Anand

(Proprietor)

FCS: 12153, COP No: 11295

PR No: 2719/2022

UDIN: F01253G000608287

Date : 17 June, 2025

Place : New Delhi

To,

**The Members,
Bharuch Dahej Railway Company Limited**
39-42, 3rd Floor, Indra Palace, H Block
Middle Circle, Connaught Circus,
Connaught Place, New Delhi-110001.

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

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For A. ANAND & CO.
Company Secretaries**

Sd/-

CS Anil Anand

(Proprietor)

FCS: 12153, COP No: 11295

PR No: 2719/2022

UDIN: F01253G000608287

Date : 17 June, 2025

Place : New Delhi



UBEROI SOOD & KAPOOR
Chartered Accountants

606, Vishal Bhawan
95 Nehru Place
New Delhi-110019

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
BHARUCH DAHEJ RAILWAY COMPANY LIMITED**

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

QUALIFIED OPINION

1. We have audited the financial statements of **Bharuch Dahej Railway Company Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (herein after referred to as "financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the *Basis for Qualified Opinion* section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act 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, its profit (Including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

BASIS FOR QUALIFIED OPINION

3. The opening balances and the comparative figures disclosed in the financial statements for the year ended March 31, 2025 are based on the audited financial statements of the Company for the year ended March 31, 2024 on which we expressed a qualified opinion as per our audit report dated September 30, 2024. The matters which resulted in the qualification inter alia included the prospective application of Appendix- A to Ind AS 11 "Construction Contracts" (Ind AS 11 was effectively replaced by Ind AS 115 "Revenue from Contracts with Customers" from the accounting periods beginning on or after April 1, 2018.) from the transition date on the first Ind AS financial statements of the Company as at March 31, 2017. The Company had opted to apply this appendix from the transition date prospectively as the Management did not find it practicable to apply this appendix retrospectively. As reported in earlier audit reports, we are unable to obtain sufficient appropriate audit evidence to ascertain that retrospective application of Appendix A to Ind AS 11 was impracticable as defined in Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Error" to avail the exemption provided by Ind AS 101 "First Time Adoption of Indian Accounting Standards". Consequently, we are unable to ascertain the impact, of the above on the financial statements of the Company. In view of the above, any adjustments to the opening balances as at April 1, 2024 that would have been required may have a consequential effect on the Company's assets and liabilities as at April 1, 2024 and March 31, 2025 and its results for the year ended March 31, 2025 and the presentation and disclosure thereof in the financial statements.
4. We draw attention to Note 9.4.2 of the financial statements, which states that Western Railway had recovered an amount of ₹ 1,273.53 lakhs from the Company up to the financial year 2023-24 towards interest on deferred overhead charges. Subsequently, the Railway Board communicated to Western Railway that the Concession/O&M Agreement entered into with BDRCL does not provide for the charging of interest on deferred overheads. Based on this communication, the Company has ceased to recognize further interest expenses on deferred overheads and has reversed the interest expense recognised in earlier years by recording other income of ₹ 1,795.43 lakhs during the current year (refer Note 21). Further, Western Railway has also stopped recovering additional interest from the Company following the Railway Board's communication. However, Western Railway, the party that received the earlier interest payments, has not confirmed nor acknowledged any obligation to refund the interest amounts already recovered. In the absence of such confirmation or formal acceptance of refund by Western Railway, in our opinion, the recognition of income amounting to ₹ 1,273.53 lakhs is not appropriate in the current financial year. Had the Company not recognised this income, the total assets and profit before tax would have been lower by ₹ 1,273.53 lakhs, the current tax expense would have been lower by ₹ 320.52 lakhs, and the profit after tax as well as retained earnings would have been lower by ₹ 953.01 lakhs.

5. The Company has been recognizing revenue for the apportionment of terminal costs since August 2017, but Western Railway has not made any payments since then and the realization of it is pending due to the ratification of a signed siding agreement by Western Railway. As mentioned in Note 9.1(H) of the Financial Statements, the total terminal costs booked till March 31, 2025, included in trade receivables amounts to ₹ 5,027.93 lakhs.

Ind AS 109 "Financial Instruments" requires an entity to measure and recognize loss allowances at an amount equal to the lifetime expected credit loss for trade receivables. As the Western Railway has not made any payments relating to terminal costs, this necessitates recognition of a loss allowance (Provision for Doubtful Debts) for the entire amount of ₹ 5,027.93 lakhs.

Had the Company recognized this loss allowance, the trade receivables and the profit before tax for the year ended March 31, 2025 would be lower by ₹ 5,027.93 lakhs, tax expenses would have been lower by ₹ 1,265.43 lakhs, and profit after tax and the retained earnings, would be lower by ₹ 3,762.50 lakhs.

6. In addition to the matter discussed above, we draw attention to the fact that the Company has been recognising revenue for certain items which have not been accepted or paid by Western Railway. These include, among other things, carried route differences. Despite continued non-acceptance and non-payment by Western Railway, the Company has continued to recognise such revenue in its financial statements, resulting in the accumulation of trade receivables aged from more than one year to over three years.

Further, the Company also has old outstanding receivables from parties other than Western Railway, which remain uncollected as at the balance sheet date. The aggregate amount of such aged trade receivables from Western Railway and other parties stood at ₹ 2,436.30 lakhs as at 31st March 2025. It is clarified that the above amount does not include the trade receivables related to terminal cost, which are discussed separately in Paragraph 5.

Under Ind AS 109 – Financial Instruments, an entity is required to recognise loss allowances for trade receivables based on the lifetime expected credit loss model. Given that Western Railway has not settled these amounts and no reasonable assurance of recoverability exists, we are of the view that the Company ought to have recognised a loss allowance (provision for doubtful debts) in respect of these long-outstanding receivables.

Had the Company recognised such a provision, the trade receivables and profit before tax for the year would have been lower by ₹ 2,436.30 lakhs, the tax expense would have been lower by ₹ 613.17 lakhs, and the profit after tax as well as retained earnings would have been lower by ₹ 1,823.13 lakhs.

Cumulative impact of qualifications provided in para 4, para 5 and para 6 above would result in an overstatement of the profit after tax and shareholders' funds by ₹ 6,538.64 lakhs as at 31st March 2025.

7. Reference is drawn to the ageing of trade receivables provided in note 9.1(J) to the financial statements. Schedule III of the Act requires companies to classify trade receivables into three categories:

- a) Receivables - Considered Good,
- b) Receivables - which have significant increase in credit risk, and
- c) Receivables - credit impaired.

The Company has classified all its trade receivables as "Considered Good." In our opinion, and based on the facts explained in paragraphs 5 and 6 above, trade receivables amounting to ₹ 7,464.23 lakhs should have been classified as "Receivables - which have significant increase in credit risk." This has resulted in non-compliance with the requirements of Schedule III of the Act. Consequently, the disclosure of trade receivables in the financial statements is not a fair presentation.

8. We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion..

EMPHASIS OF MATTER

- 9.. We draw attention to Note 18.4 and Note 22.2 of the financial statements, which describe the recognition of expenses and provisions relating to resurfacing costs incurred to maintain the Company's project assets in working condition during the concession period. These costs include periodic replacements in accordance with the standards laid down by the Ministry of Railways.



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During the year, the Company has recognised a total expense of ₹ 1,045.25 lakhs, of which ₹ 783.75 lakhs has been actually incurred and paid, while a provision of ₹ 261.50 lakhs has been created for the balance amount.

The Company has estimated a total resurfacing obligation of ₹ 14,200 lakhs over the concession period and has prepared a working to allocate and recognise the yearly expenditure in respect of this obligation. The current year's expense of ₹ 1,045.25 lakhs has been booked based on this estimation.

10. We further draw attention to Note No. 20 and Note No. 22 of the Financial Statements regarding the Operations and Maintenance Agreement with Western Railways. This agreement, which outlines, among other things, the rights and obligations and the apportionment of income and expenses arising from the operation of the Bharuch-Dahej-Samni Railway line by the Company, has not yet been signed.

The Company, however, has recognized the operating income relating to the Bharuch-Chavaj section and expenses relating to the entire Bharuch-Dahej-Samni Railway line on a provisional basis. Further, as mentioned in Note 22 of the Financial Statements, the operating expenses accounted for by the Company are based on provisional figures provided by Western Railways, and the final figures may vary.

Our opinion is not qualified in respect of these matters.

OTHER MATTER

11. We draw attention to the fact that the financial statements have not been signed by the Chief Financial Officer and Company Secretary as these positions have not been filled as at the date of this report. We consider, if necessary to draw this matter to the attention of the members of the company. However, our opinion on the financial statements is not modified in respect of this matter, as this does not impact the true and fair view of the financial position and performance of the company as presented in the financial statements.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

12. The Company's Management and Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors' report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work, we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

14. In preparing the 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.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

16. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise

from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

17. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
18. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (1) planning the scope of our audit work and in evaluating the results of our work; and (2) to evaluate the effect of any identified misstatements in the financial statements.
19. 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.
20. 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

21. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
22. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the act, as amended, based on our examination and as per information and explanation provided to us, the remuneration paid by the company to its directors during the year is in accordance with the provision of section 197 of the act.
23. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying financial statements;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, except for the matters described in *Basis for qualified opinion* paragraph above, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on 31 March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164(2) of the Act;



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- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements;
- (g) With respect to the other matters to be included in the Auditors' 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:
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note No.37 to the financial statements;
 - the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2025;
 - there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2025;
 - (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 49(vi) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the Note 49(vii) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement;
 - The dividend declared during previous year and paid during the current year by the company is in compliance with section 123 of the Companies Act, 2013.
 - Based on our examination which included test checks the Company have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.
24. As required by Section 143(5) of the Act and as per directions issued by Comptroller and Auditor General of India for the period ended 31st March, 2024, we report that:

Sr.No.	Directions	Auditor's Replies
(i)	Assess the fair valuation of all the investments, both quoted and unquoted, made directly by the Company or through Trusts, for Post retirement benefits of the employees. This includes verifying valuation methodologies, ensuring consistency with Ind AS and reviewing supporting documentation. The auditor shall provide a brief note on the valuation approach, its reasonability, and compliance with applicable regulations, reporting any material deviations or misstatements.	Based on our audit procedures and review of the Company's financial records and disclosures, we report that the Company has not made any investments, either directly or through trusts, towards post-retirement benefits of the employees. Accordingly, the requirement to assess the fair valuation of investments made for post-retirement benefits is not applicable to the Company.

Sr.No.	Directions	Auditor's Replies
(ii)	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The company has system in place to process all the accounting transactions through IT system and all the accounting transaction are processed and recoded through accounting software. As all the transactions, during the year, are processed through accounting software, there are no transaction which is processed outside the IT System.
(iii)	Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State Government or its agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation.	During the year, no funds (grants/subsidy etc.) were received/receivable by the company for specific schemes from central/state Government or its agencies. Accordingly, further reporting on its utilisation is not applicable.
(iv)	Whether the Company has identified the key Risk areas? If yes, whether the Company has formulated any Risk Management Policy to mitigate these risks? If yes, (a) whether the Risk Management Policy has been formulated considering global best practices? (b) whether the Company has identified its data assets and whether it has been valued appropriately?	The company has informed that it does not require to formulate any risk management policy as it has a small setup and operates under the IT system of Indian Railways (IR) i.e., Freight Operating Information System (FOIS), Rake Management System (RMS), Terminal Management System (TMS). There is no threat or risk associated with commercial and operational functions since both functions are protected and mitigated with the IR system. The company has full fledged accounting software based on Tally platform and has an adequate audit trail, and there is no risk associated with the accounting function. Notwithstanding the above, the Company has not identified any key risk areas and formulated any Risk Management Policy.
(v)	Whether the Company is complying with the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations of SEBI, Department of Investment and Public Asset Management, Ministry of Corporate Affairs, Department of Public Enterprises, Reserve Bank of India, Telecom Regulatory Authority of India, CERT-IN, Ministry of Electronics and Information Technology and National Payments Corporation of India wherever applicable? If not, the cases of deviation may be highlighted.	Based on our audit procedures and management representation received from the Managing Director vide letter dated June 17, 2025 covering the period April 1, 2024 to March 31, 2025, we report that SEBI LODR 2015 regulations and several other specified regulations are not applicable to the Company. However, the Company has confirmed compliance with the applicable regulations under Ministry of Corporate Affairs and Department of Public Enterprises and while applying the general audit procedures, <i>except as mentioned in basis for qualified opinion paragraph Other Matter paragraph of this report and two more non-compliance of the Companies Act 2013 as observed by the secretarial auditor in his report dated December 19, 2024</i> , we have not identified any instances of non-compliance with the applicable regulations during the financial year under audit.

For UBEROI SOOD & KAPOOR

Chartered Accountants

(Firm Registration No. 001462N)

Sd/-

S.D. SHARMA

Partner

(M. No. 080399)

UDIN: 25080399BMJDEE7079

Date : 17 June, 2025

Place : New Delhi



Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 21 under the heading 'Report on other legal and regulatory requirements' section of Independent Auditor's Report issued to the members of Bharuch Dahej Railway Company Limited on Financial Statement for the year ended March 31, 2025)

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

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipments.
(B) The company has maintained proper records showing full particulars of intangible assets.
- (b) As informed to us, Property, Plant and Equipments have not been physically verified by the management during the year.
- (c) We report that there is no immovable property owned by the company and those properties where the company is the lessee, the lease agreements are duly executed in favour of the Company.
- (d) According to the information and explanations are given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant & Equipment (including Right of Use Assets) and intangible assets during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated during the year or are pending against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- (ii) (a) The Company has not purchased any goods or does not have any inventory during the year Accordingly reporting under clause 3(ii)(a) of the order is not applicable on the Company.
- (b) According to the Information and explanation given to us, the Company has not been sanctioned any working capital limit from banks or financial institutions at any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the order is not applicable on the Company.
- iii. During the year, the company has not made investments, 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. Accordingly, reporting under clause 3(iii)(a) to 3(iii)(f) of the Order is not applicable to the company.
- iv. During the year, the company has neither made investments, nor provided any guarantee or security or granted any loans. Accordingly, reporting under clause 3(iv) of the Order on compliance with the provisions of Section 185 and 186 of the Act is not applicable to the company.
- v. In our opinion and according to the information and explanations given to us the company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of section 73 to 76 of the Act and the Companies (Acceptance of Deposit) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the company.
- vi. The Central Government has not specified maintenance of cost records under section 148 (1) of the Act in respect of the services provided by the company. Accordingly, reporting on clause 3(vi) of the Order is not applicable to the company.
- vii. (a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues, wherever applicable, with the appropriate authorities.
No undisputed statutory dues referred to above were outstanding, as at 31st March, 2025 for a period of more than six months from the date they became payable.
- (b) According to the Information and explanation given to us, the following are the statutory dues which have not been deposited as at 31st March, 2025 on account of disputes:

Amount INR Lakhs

Name of the Act	Nature of Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Service Tax	Service Tax interest and penalty	1633 (plus interest and penalties not quantified by the Company)	2011-12 to 2013-14	Before the Hon'ble Supreme Court of India
Service Tax	Service Tax interest and penalty	1638 (plus interest and penalties)	2014-15	The demand has been disputed by the company and is pending for adjudication before the Commissioner Service Tax.
Service Tax	Service Tax interest and penalty	1614.85 (plus interest and penalties)	2015-16	The demand has been disputed by the company and is pending for adjudication before the Commissioner Service Tax.
Service Tax	Service Tax interest and penalty	899.09 (plus interest and penalties)	2016-17 & 2017-18 (upto June 2017)	The demand has been disputed by the company and is pending for adjudication before the Commissioner Service Tax.
Total		5,784.94 (plus interest and penalties)		

- 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) There are no loans or any other borrowing outstanding as on 31st March 2025. Accordingly, reporting under clause 3(ix)(a) of the Order is not applicable to the company.
- (b) According to the information and explanations given to us including representations received from the management of the Company, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority during the year.
- (c) There are no loans or any other borrowing outstanding as on 31st March 2025. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the company.
- (d) The Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the company.
- (e) The company does not have any subsidiary, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the company.
- (b) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the company.



- (xi) (a) To the best of our knowledge and according to the information and explanation given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government for the period covered by our audit.
- (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. Accordingly, reporting under clause 3(xii) of the order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have Considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, reporting under clause 3(xv) of the order with respect to compliance with the provisions of section 192 of the Act is 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. Accordingly, reporting under clause 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 during the year for which a Certificate of Registration (CoR) is required from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, reporting under reporting under clause 3(xvi)(b) of the order is not applicable to the Company.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, Accordingly, reporting under clause 3(xvi)(c) of the order is not applicable to the Company.
- (d) As represented by the management, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Accordingly, reporting under 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.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors' and Management' plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a year of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) During the year under review, the Company had an opening unspent amount of ₹ 11.37 lakhs relating to CSR obligations for other than ongoing projects, which was transferred to a fund specified in Schedule VII to the Companies Act, 2013, within the prescribed period of six months from the end of the previous financial year, in compliance with the second proviso to sub-section (5) of section 135 of the said Act.

Further, during the current financial year, the Company has an unspent CSR amount of ₹ 6.37 lakhs relating to other than ongoing projects, which is required to be transferred to a fund specified in Schedule VII to the Act within six months from the end of the current financial year, in accordance with the applicable provisions.

As informed to us, the said amount of ₹ 6.37 lakhs has not yet been transferred as at the date of this audit report, as the stipulated time period for such transfer has not yet lapsed.

- (b) Additionally, according to the information and explanations given to us, the company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing project as at the end of the financial year.
- (xxi). The Company is not required to prepare the Consolidated Financial Statements. Accordingly, reporting under clause 3 (xxi) of the Order is not applicable to the Company.

For UBEROI SOOD & KAPOOR

Chartered Accountants

(Firm Registration No. 001462N)

Sd/-

S.D. SHARMA

Partner

(M. No. 080399)

UDIN: 25080399BMJDEE7079

Date : 17 June, 2025

Place : New Delhi



Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 23(f) under 'Report on other legal and regulatory requirements' section of our report to the members of Bharuch Dahej Railway Company Limited on the financial statements for the period ended 31st March 2025)

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

We have audited the internal financial controls with reference to financial statements of **Bharuch Dahej Railway Company Limited** ("the Company"), as of 31st March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both 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 with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial control with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For UBEROI SOOD & KAPOOR

Chartered Accountants

(Firm Registration No. 001462N)

Sd/-

S.D. SHARMA

Partner

(M. No. 080399)

UDIN: 25080399BMJDEE7079

Date : 17 June, 2025

Place : New Delhi



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

BALANCE SHEET AS AT 31st MARCH, 2025

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2025		As at 31st March 2024	
I. ASSETS					
(1) Non-current assets					
(a) Property, Plant and equipment	3	47.12		36.80	
(b) Right of Use Assets	4	274.90		-	
(c) Other Intangible assets	5	23,062.83		24,374.24	
(d) Intangible assets under development	6	69.84		69.84	
(e) Financial Assets	7				
(i) Others	7.1	98.11		81.00	
(f) Non-current tax assets	19	16.00		16.00	
(g) Other non-current assets	8	182.77	23,751.57	207.56	24,785.44
(2) Current assets					
(a) Financial Assets	9				
(i) Trade Receivables	9.1	8,481.07		9,220.96	
(ii) Cash and cash equivalents	9.2	2,219.50		1,550.78	
(iii) Bank Balances other than (ii) above	9.3	3,427.25		700.14	
(iv) Others	9.4	1,421.23		33.02	
(b) Current Tax Assets (Net)	19	-		130.15	
(c) Other current assets	10	101.11	15,650.16	85.95	11,721.00
Total Assets			39,401.73		36,506.44
II. EQUITY AND LIABILITIES					
Equity					
(a) Equity Share Capital	11	15,511.00		15,511.00	
(b) Other Equity	12	15,939.73	31,450.73	12,390.70	27,901.70
Liabilities					
(1) Non-current liabilities					
(a) Financial Liabilities	13				
(i) Trade Payables	13.1				
Dues to Micro & Small Enterprises		-		-	
Dues to Creditors other than Micro & Small Enterprises		1,300.04		2,130.89	
(ii) Lease Liabilities	13.3	212.71		-	
(iii) Other financial liabilities	13.2	-		22.97	
(b) Provisions	14	45.74		54.28	
(c) Deferred Tax Liabilities (Net)	15	3,866.46		4,003.25	
(d) Other Non-Current Liability	16.1	800.00	6,224.95	800.00	7,011.39
(2) Current liabilities					
(a) Financial Liabilities	17				
(i) Trade payables	17.1				
Dues to Micro & Small Enterprises		54.36		29.38	
Dues to Creditors other than Micro & Small Enterprises		937.84		1,321.17	
(ii) Lease Liabilities	17.3	38.09		-	
(iii) Other financial liabilities	17.2	179.96		138.18	
(b) Other current liabilities	16.2	52.17		56.38	
(c) Provisions	18	307.33		48.24	
(d) Current Tax liability (Net)	19	156.30	1,726.05	-	1,593.35
Total Equity and Liabilities			39,401.73		36,506.44

See accompanying notes to the financial statements 1 to 51

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

For Uberoi Sood & Kapoor

Chartered Accountants

Sd/-

S.D Sharma

Partner

Membership No. 080399

Firm Registration No. 001462N

Date : 17.06.2025

Place: New Delhi

For and on behalf of the Board of Directors of

Bharuch Dahej Railway Company Limited

Sd/-

Manoj Krishna Akhouri

Managing Director

DIN 02293829

Sd/-

Chandan Kumar Verma

Director

DIN 10298031

STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31st MARCH, 2025

(₹ in Lakhs except EPS)

Particulars	Note No.	Year ended 31st March 2025	Year ended 31st March 2024
Income :			
I. Revenue from operations	20	8,915.74	10,707.42
II. Other income	21	2,699.36	157.59
III. Total Income (I + II)		11,615.10	10,865.01
IV. Expenses:			
Operation and Maintenance	22	4,459.05	3,366.94
Employee benefits expense	23	183.30	180.15
Finance cost	24	11.54	1,614.07
Depreciation and amortization	25	1,370.11	1,368.12
Other Expenses	26	368.92	256.14
Total Expenses (IV)		6,392.92	6,785.42
V. Profit/loss Before exceptional items and Tax (III - IV)		5,222.18	4,079.59
VI. Exceptional items	27	-	-
VII. Profit/(Loss) before tax (V + VI)		5,222.18	4,079.59
VIII. Tax expense:			
(1) Current tax	28		
- For the year		1,339.52	1,078.84
- For earlier years (net)		-	(0.55)
(2) Deferred tax (net)		(135.51)	(89.52)
Total Tax Expense (VIII)		1,204.01	988.77
IX Profit/(loss) for the period from continuing operation (VII - VIII)		4,018.17	3,090.82
X Profit/(loss) from discontinued operations		-	-
XI Tax Expense of discontinued operations		-	-
XII Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		4,018.17	3,090.82
XIV Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit and loss	29	(5.09)	(8.64)
(ii) Income Tax relating to Items that will not be reclassified to profit and loss		1.28	2.17
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			
		(3.81)	(6.47)
XV. Total Comprehensive Income for the period (XIII + XIV) (Comprehensive profit and other comprehensive income for the period)		4,014.36	3,084.35
XVI. Earnings Per Equity Share: (in ₹)			
(For Continuing Operation)			
(1) Basic (Face Value of Share ₹ 10/-) (in ₹)	30	2.59	1.99
(2) Diluted (Face Value of Share ₹ 10/-) (in ₹)	30	2.59	1.99
XVII. Earnings Per Equity Share:			
(For discontinuing Operation)			
(1) Basic (Face Value of Share ₹ 10/-) (in ₹)			
(2) Diluted (Face Value of Share ₹ 10/-) (in ₹)			
XVIII. Earnings Per Equity Share:			
(For discontinued and continuing Operation)			
(1) Basic (Face Value of Share ₹ 10/-) (in ₹)	30	2.59	1.99
(2) Diluted (Face Value of Share ₹ 10/-) (in ₹)	30	2.59	1.99

See accompanying notes to the financial statements

1 to 51

This is the Statement of Profit & Loss referred to in our Report of even date attached

For Uberoi Sood & Kapoor

Chartered Accountants

Sd/-

S.D Sharma

Partner

Membership No. 080399

Firm Registration No. 001462N

Date : 17.06.2025

Place: New Delhi

For and on behalf of the Board of Directors of
Bharuch Dahej Railway Company Limited

Sd/-

Manoj Krishna Akhouri

Managing Director

DIN 02293829

Sd/-

Chandan Kumar Verma

Director

DIN 10298031



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH, 2025

(₹ in Lakhs)

Particulars		Year ended 31st March, 2025	Year ended 31st March, 2024
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before taxation		5,222.18	4,079.59
Adjustment for :			
Depreciation and amortization		1,370.11	1,368.12
Interest Income		(332.69)	(99.01)
Loss(Profit) on sale of Property, Plant and Equipment		(0.02)	(0.04)
Interest Expense		11.54	42.17
Other Comprehensive Income		(5.09)	(8.64)
Unwinding of discount on receivable from Western Railways under Service Concession Arrangement		(8.36)	(7.55)
Operating Profit before operating capital changes	(1)	6,257.67	5,374.64
Adjustment for :			
Decrease / (Increase) in Other non current financial asset		(8.75)	(0.00)
Decrease / (Increase) in Trade receivable		739.89	(2,533.82)
Decrease / (Increase) in Other current financial asset		(1,286.50)	-
Decrease / (Increase) in Other current Assets		(15.16)	113.72
(Decrease) / Increase in Non Current Trade Payables		(830.85)	(283.16)
(Decrease) / Increase in Long term Provisions		(8.54)	(12.09)
(Decrease) / Increase in Current Trade Payables		(358.35)	154.93
(Decrease) / Increase in Other Current financial Liability		67.06	34.71
(Decrease) / Increase in Other financial Liability		189.74	(0.56)
(Decrease) / Increase in Other Liabilities		(4.21)	(55.09)
Decrease / (Increase) in Other Non current Assets		-0.00	(122.03)
(Decrease) / Increase in Short term Provisions		259.09	45.77
	(2)	(1,256.58)	(2,657.62)
Cash generated from operation	(1+2)	5,001.09	2,717.02
Income Tax Paid (Net of Refunds)		1,053.07	1,177.11
NET CASH FROM OPERATING ACTIVITIES	(A)	3,948.02	1,539.91
CASH FLOW FROM INVESTING ACTIVITIES			
Capital Expenditure including Capital Advances (Net of Transfer of Capital Assets)		(319.16)	(93.29)
Proceeds from disposal of Assets		0.05	0.18
Decrease / (Increase) in Bank Balance other than those taken to Cash and Cash Equivalent		(2,727.11)	(612.63)
Interest Received		230.98	80.84
NET CASH FROM INVESTING ACTIVITIES	(B)	(2,815.25)	(624.90)
CASH FLOW FROM FINANCING ACTIVITIES			
Repayment of Borrowings		-	(1,567.00)
Lease liability paid during the year		(14.19)	-
Interest paid		(11.54)	(53.02)
Dividend Paid		(438.33)	(56.50)
NET CASH FROM FINANCING ACTIVITIES	(C)	(464.06)	(1,676.52)
NET INCREASE IN CASH & CASH EQUIVALENT	(A+B+C)	668.72	(761.51)
CASH AND CASH EQUIVALENT (OPENING)	(D)	1550.78	2,312.29
Cash			
On Current Accounts		1,550.78	1,312.29
Deposits with original maturity of less than three months		-	1,000.00

Cash Flow.....Contd.

(₹ in Lakhs)

CASH AND CASH EQUIVALENT (CLOSING)	(E)	2,219.50	1,550.78
Cash			
On Current Accounts		2,219.50	1,550.78
Deposits with original maturity of less than three months		-	-
NET INCREASE IN CASH & CASH EQUIVALENT	(E-D)	668.72	(761.51)

- The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS-7 on Cash Flow Statement notified by the Ministry of Corporate Affairs, Government of India under the Companies Act, 2013.
- The company adopted the amendment to Ind-AS 7 effective from April 1, 2017, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement.

Reconciliation of Liabilities arising from financing activities as on 31st March 2025 are as follows:

(₹ in Lakhs)

Particulars	Interim Dividend and TDS Payable on Dividend	Interest Accrued on Borrowings	Lease Liabilities	Borrowings
Balance at 1st April, 2024	0.00	0.00	-	-
Cash flows:-				
-Payment	(438.33)	(11.54)	(14.19)	-
-Proceeds	-	-	-	-
Non-Cash:-				
- Interest Recognised	-	11.54	-	-
- Interim Dividend Declared	465.33	-	-	-
-Additions to right of use assets in exchange for increased lease liabilities	-	-	264.99	-
-Adjustments	-	-	-	-
Balance at 31st March, 2025	27.00	-	250.80	-

* Amount of Rs. 27.00 lakhs is dividend payable to Texmaco West Rail Ltd. (Formerly known as Jindal Rail Infrastructure Ltd).



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

(₹ in Lakhs)

Reconciliation of Liabilities arising from financing activities as on 31st March 2024 are as follows:

Particulars	Interim Dividend and TDS Payable on Dividend	Interest Accrued on Borrowings	Lease Liabilities	Borrowings
Balance at 1st April, 2023	87.52	10.85	-	1,567.00
Cash flows:-	-	-	-	-
-Repayment	(87.52)	(53.02)	-	(1,567.00)
-Proceeds	-	-	-	-
Non-Cash:-	-	-	-	-
- Interest Recognised	-	42.17	-	-
- Interim Dividend Declared	-	-	-	-
-Additions to right of use assets in exchange for increased lease liabilities	-	-	-	-
-Adjustments	-	-	-	-
Balance at 31st March, 2024	0.00	0.00	-	-

Previous year's figures are reclassified/regrouped to confirm and make them comparable with those of the current year.

This is the Statement of Cash Flow referred to in our Report of even date attached

For Uberoi Sood & Kapoor

Chartered Accountants

Sd/-

S.D Sharma

Partner

Membership No. 080399

Firm Registration No. 001462N

Date : 17.06.2025

Place: New Delhi

For and on behalf of Board of Directors of

Bharuch Dahej Railway Company Limited

Sd/-

Manoj Krishna Akhouri

Managing Director

DIN 02293829

Sd/-

Chandan Kumar Verma

Director

DIN 10298031

Statement of changes in equity for the period ended 31st March 2025

A. Equity share capital

(₹ in Lakhs)

Particulars	Amount
Balance at April 1st, 2023	15,511.00
Change in equity share capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	15,511.00
Changes in equity share capital during the year	-
(a) issue of equity shares capital during the year	-
Balance at 31st March 2024	15,511.00
Change in equity share capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	15,511.00
Changes in equity share capital during the year	-
(a) issue of equity shares capital during the year	-
Balance at 31st March, 2025	15,511.00

B. Other Equity

(₹ in Lakhs)

Particulars	Reserve & Surplus	Total
	Retained Earnings	
Balance at April 1st, 2023	9,306.36	9,306.36
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	9,306.36	9,306.36
Profit for the period	3,090.82	3,090.82
Other Comprehensive income/(Loss) for the period	(6.47)	(6.47)
Total Comprehensive Income for the period	3,084.35	3,084.35
Dividends paid	-	-
Balance at 31st March, 2024	12,390.70	12,390.70
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	12,390.70	12,390.70
Profit for the period	4,018.17	4,018.17
Other Comprehensive income/(Loss) for the period	(3.81)	(3.81)
Total Comprehensive Income for the period	4,014.36	4,014.36
Dividends paid	(465.33)	(465.33)
Balance at 31st March, 2025	15,939.73	15,939.73

The accompanying notes are integral part of financial statements.

This is the Statement of Changes in Equity referred to in our Report of even date attached.

For Uberoi Sood & Kapoor

Chartered Accountants

Sd/-

S.D Sharma

Partner

Membership No. 080399

Firm Registration No. 001462N

Date : 17.06.2025

Place: New Delhi

For and on behalf of Board of Directors of

Bharuch Dahej Railway Company Limited

Sd/-

Manoj Krishna Akhouri

Managing Director

DIN 02293829

Sd/-

Chandan Kumar Verma

Director

DIN 10298031



BHARUCH DAHEJ RAILWAY COMPANY LIMITED

Notes to the financial statements for the year ended 31st March 2025

1 General Information

Bharuch Dahej Railway Company Limited (BDRCL) is a public limited company incorporated in India on November 15, 2006, as a Special Purpose Vehicle (SPV) with the objective of executing the Bharuch-Samni-Dahej Gauge Conversion Project for Western Railway. The company represents a unique collaboration between several public and private stakeholders, functioning as a Joint Venture among Rail Vikas Nigam Limited (RVNL), Gujarat Maritime Board (GMB), Adani Petronet (Dahej) Port Private Limited (APDPPL), Gujarat Narmada Valley Fertilizers & Chemicals Limited (GNFC), Dahej SEZ Limited (DSL), Texmaco West Rail Ltd. (Formerly known as Jindal Rail Infrastructure Ltd (JRIL)), Hindalco Industries Limited (HIL), and Gujarat Industrial Development Corporation (GIDC). The registered office of BDRCL is situated at 39-42, 3rd Floor, H Block, Indra Palace, Middle Circle, Connaught Circus, Connaught Place, New Delhi-110001.

On June 25, 2008, BDRCL entered into a Concession Agreement with the President of India, represented through the Executive Director (Traffic-PPP), Ministry of Railways (MoR), Government of India. Under this agreement, BDRCL was granted the authority to develop, finance, construct, operate, and maintain the project railway. The Concession Period is set for 30 years from the date of commencement of commercial operations or until the company achieves a Net Present Value (NPV) payback of 14% on its equity investment, whichever occurs first. Should the NPV target be reached before the 30-year term, the Concession Agreement will conclude, and the project line will revert to the Indian Railways.

In conjunction with the Concession Agreement, a Lease Deed was executed to govern the use of the railway assets. For the original land belonging to Western Railway, lease rentals are determined according to existing Ministry of Railways policy, while newly acquired land is leased at a nominal rate of ₹ 1 per annum. Additionally, pursuant to a Ministry of Railways order dated November 22, 2017, a land license fee of ₹ 1000 per annum applies. Upon the expiration of the Concession Agreement, the project assets will revert to the Ministry of Railways, free from encumbrances. The company will be compensated an amount equivalent to the book value of the project assets at that time. Furthermore, any fresh land leased from the Ministry of Railways will also revert to the Ministry upon repayment of the acquisition cost.

At the request of Western Railway, the Bharuch-Samni-Dahej line was later extended to include an additional segment from Bharuch to Chavaj, spanning 5.52 kilometers. This extension was certified safe for operations on February 20, 2014, and became operational on February 27, 2014, enhancing the overall utility of the railway corridor.

The Concession Agreement also contemplates the signing of an Operations and Maintenance (O&M) Agreement with Western Railway. Although this formal O&M Agreement is still in the process of finalization, BDRCL has been receiving its entitled share of revenue from the railway line's operations based on an in-principle approval granted by the Ministry of Railways. Revenue sharing commenced on March 8, 2012, marking the official completion of the Gauge Conversion Project and the start of operational activities. Since that date, BDRCL has been preparing its Profit & Loss Statement effective from March 8, 2012. The company's revenue share is calculated after accounting for the applicable O&M costs.

2 Basis of Preparation and Summary of Material Accounting Policies

2.1 Statement of Compliance

The financial statements as at and for year ended 31st March, 2025 have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under section 133 of the companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

2.2 Basis of Measurement

The financial statements have been prepared under the historical cost convention and on an accrual basis, except for the following item that have been measured at fair value as required by relevant Ind-AS

i. Certain financial assets and liabilities measured at fair value (Refer policy for financial instruments)

2.3 Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses. Examples of such estimates includes future obligations under employee retirement benefit plans, estimated useful life of property, plant and equipment and Intangible Assets. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognised in the period in which the results are known /materialize.

All financial information presented in Indian rupees and all values are rounded to the nearest lakhs up to two decimals except where otherwise stated.

2.4 Statement of cash flow

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 as per Ind AS-7.

For the purpose of presentation in the Statement of Cash Flow, cash and cash equivalents include cash on hand, deposits held at call with bank and financial institutions, other short term, highly liquid investment with original maturity of three months or less that are readily convertible to the known amount of cash and which are subject to insignificant risk of change in value.

2.5 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates. (i.e. Functional Currency). The financial statements are presented in Indian rupees, which is company's functional as well as presentation currency of the company.

2.6 Property, plant and equipment

- (I) The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:
 - (a) it is probable that future economic benefits associated with the item will flow to the entity; and
 - (b) the cost of the item can be measured reliably.
- (II) Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost of asset includes the following:
 - a) Cost directly attributable to the acquisition of the assets.
 - b) Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.
- (III) Subsequent costs are included in the assets carrying amount or recognized as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when such component is replaced. All other expense in the nature of repair and maintenance are charged to Statement of Profits and Loss during the reporting period in which they are incurred as per Ind AS 16.
- (IV) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of assets. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in statement of profit or loss.
- (V) The Property, Plant and equipment costing up to Rs, 5,000/- each are fully depreciated in the year of addition.
- (VI) The company has elected to utilise the option under Ind AS 101- "First time adoption of Indian Accounting Standards" by not applying the provisions of Ind AS 16- "Property, Plant and Equipment" retrospectively and continued to use the previous GAAP carrying amount as a deemed cost under Ind AS at the date



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

of transition to Ind AS i.e. 1st April 2015. Therefore, the carrying amount of property, plant and equipment as per the previous GAAP as at 1st April 2015, i.e. the company's date of transition to Ind AS were maintained on transition to Ind AS.

(VII) Depreciation

- (i) (a) Depreciation on Property, plant and Equipment is provided on pro-rata basis on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.
- (b) 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.
- (ii) The estimated useful life of assets for current and comparative period of significant items of property plant and equipment are as follows:

Particulars	Useful Life (Years)
Plant and Machinery	15
EDP Assets	3
Office Equipment's	5
Furniture and fixtures	10
Vehicles	8

- (iii) Leasehold improvements are depreciated over the period of lease from the year in which such improvements are capitalised or useful life as computed under schedule II whichever is less.
- (iv) Depreciation methods, useful lives and residual values are reviewed at each reporting date. In the case of revision, the unamortised depreciable amount is depreciated on a prospective basis.
- (v) Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of that 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 asset.

2.7 Intangible Assets

(A) Freight Sharing Right (Railway Line under Service Concession Arrangement)

The Company has constructed Project Railway (i.e. Broad-Gauge railway line from Bharuch to Dahej in the State of Gujarat) under the Concession Agreement which gives right to the Company to receive a proportionate share of freight earnings from Railways for the freight trains run on the Project Railway. This right is recognized as intangible asset in accordance with Ind AS 38, as per the requirement of Appendix D to Ind AS 115.

The estimated useful life of an intangible asset in a service concession arrangement is the period from when the company is able to charge the public for the use of the infrastructure to the end of the concession period (i.e. 30 year of operation or Net present Value (NPV) payback equal to equity investment @14% whichever is earlier).

Freight sharing right is amortised using the straight line method on prorata basis from the date of addition or from the date when the right brought in to service to the expiry of 30 year of operation or Net present Value (NPV) payback equal to equity investment @14% whichever is earlier.

Amortisation methods and useful lives are reviewed at each reporting date, with the effect of change in estimate accounted for on a prospective basis.

The carrying value of intangible asset is reviewed for impairment annually or more often if events or changes in circumstances indicate that the carrying value may not be recoverable.

(B) Other than Freight Sharing Right

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any. Intangible assets other than freight sharing right are amortised in 3 years or according to the useful life of the assets on pro rata basis.

The company has elected to utilise the option under Ind AS 101- "First time adoption of Indian Accounting Standards" by not applying the provisions of Ind AS 38- "Intangible Assets" retrospectively and continued to use the previous GAAP carrying amount as a deemed cost under Ind AS at the date of transition to Ind AS i.e. 1st April 2015. Therefore, the carrying amount of Intangible Assets as per the previous GAAP as at 1st April 2015, i.e. the company's date of transition to Ind AS were maintained on transition to Ind AS.

(C) Freight sharing right under development

Expenditure incurred on development of existing and new assets (including revenue sharing rights in respect of project railway) are recognised as Intangibles under development at cost incurred by company which is reckoned as fair value of services provided including cost directly attributable including fair value adjustment of land related to the service concession arrangement.

The following amounts are reduced from the cost:

- a) Interest earned on the Mobilization Advances given in respect of the project execution.
- b) Amount received on sale of tender

2.8 Provisions

Provisions are recognised when there is a present obligation 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are reviewed at each Balance Sheet date.

Provision which are expected to be settled beyond 12 months are measured at the present value by using pretax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as finance cost.

In respect of Operation & Maintenance expenses through Western Railway (WR), same are accounted for on the basis of information received from (WR). Whenever such information is not received, same is accounted for on pro-rata estimated basis.

2.9 Revenue Recognition

a) Revenue from Contracts with Customers

Revenue from contract with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue from Railway Operation.

Apportionment of freight as accrued to the company under terms of the concession agreement for freight operation on the project assets is recognised by the company in point in time as operating revenue as per IndAS 115 (i.e. actual freight collected by Railways).

Construction Contract Revenue under SCA

Revenue related to construction or upgrade services under a service concession arrangement is recognized over time based on the stage of completion of the work performed, when the outcome of construction contract can be measured reliably and where the outcome of construction contract can not be measured reliably revenue is recognised only to the extent of contract cost incurred that is probable will be recoverable. Performance obligation is measured by the company on the basis of inputs to the satisfaction of a performance obligation (i.e Input Method).

b) Other Revenue Recognition

Interest income on Fixed Deposits with Bank is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable using Effective Interest Rate Method.

2.10 Leases

- (i) The Company Recognizes a right-of- use asset and a lease liability at the lease commencement date. The right of-use asset is initially measured at cost, which comprises the initial amount of lease



liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

- (ii) The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-to-use-asset or the end of the lease term. The estimated useful life of the right-to-use asset is determined on the same basis as those of property, plant and equipment. In addition, the right-to-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.
- (iii) The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.
- (iv) The lease liability is measured at amortized cost using the effective interest method, it is remeasured when there is a change in future lease payments from a change in an index or rate. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.
- (v) The Company presents right-of-use asset that do not meet the definition of Investment property in the "Right of use assets" separately on the face of the Balance Sheet and lease liabilities in "other financial liabilities" in the Balance Sheet.
- (vi) Short term Lease and Leases of low value assets. The Company has elected not to recognize right-of-use asset and lease liabilities for short term leases that have lease term of 12 months or less and leases of low value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As A Lessor

- (i) When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all the risk and rewards incidental to the ownership of the underlying asset. If this is the case, then the lease is a finance lease, if not then it is an operating lease. As part of the assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.
- (ii) If an arrangement contains lease and non-lease components, the Company applies Ind AS-115 "Revenue from contract with customers" to allocate the consideration in the contract.
- (iii) The Company recognizes lease payments received under operating lease as income on a straight-line basis over the lease term as part of "Other Income".

2.11 Impairment of non-financial assets

In accordance with Ind AS-36 on Impairment of Assets, the carrying amounts of Company's assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated as the higher of the Fair Value less cost to sell and the value in use. An impairment loss is recognized in Statement of Profit and Loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount and such losses either no longer exists or has decreased. Reversal of impaired loss is recognized in the Statement of Profit and Loss.

2.12 Borrowing Cost

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of such assets till such time the assets are substantially ready for their intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

2.13 Employee Benefits

a) Short Term Employee Benefits:

The undiscounted amount of short term employee benefits expected to be paid for the services rendered are recognised as an expense during the period when the employees render the services.

b) Post-employment benefits & other Long Term Employee Benefits:

- (i) Retirement benefits in the form of provident fund and National Pension Scheme (NPS) are defined contribution schemes. The company has no obligation, other than the contribution @10% of Basic pay plus dearness allowance payable under such scheme and Charges payable for operation of the Pension scheme will be borne by the Company. The contributions to the provident fund and NPS are charged to the statement to the Profit and loss for the year when the contributions are due.
- (ii) Under the defined retirement plan, the company provides retirement obligation in the form of Gratuity. For defined retirement plans, the difference between the fair value of plan assets and the present value of plan liabilities is recognised as an assets and liabilities in the statement of financial position. The cost of providing benefit is determined on the basis of actuarial valuation using the projected unit credit method at each year-end and is charged to the Statement of Profit & Loss.
- (iii) Provision for long term Leave Encashment is made based on actuarial valuation at the year end.
- (iv) Actuarial gains or losses are recognised in other comprehensive income
- (v) Re-measurements recognised in other comprehensive income comprise of actuarial gains or losses that are not reclassified to profit or loss from other comprehensive income in subsequent periods. Retirement Benefits Liability in respect of Gratuity and leave encashment is provided on the basis of actuarial valuation.

2.14 Taxes

Current income tax

- a) Current income tax is determined as per the provisions of the Income Tax Act in respect of taxable income for the year.
- b) Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.
- c) Current tax related to OCI and equity Item are recognised in Other Comprehensive Income (OCI) or equity respectively.

Deferred tax

- a) Deferred income tax assets and liabilities are recognised for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.
- b) Deferred income tax asset is recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- c) The carrying amount of deferred income 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 the deferred income tax asset to be utilized.
- d) Deferred tax related to OCI or equity Item is recognised in Other Comprehensive Income (OCI) or equity respectively.

2.15 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.



2.16 Contingent Liabilities and contingent Assets

- (a) Contingent Liabilities are disclosed in either of the following cases:
 - (i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
 - (ii) A reliable estimate of the present obligation cannot be made; or
 - (iii) A possible obligation, unless the probability of outflow of resource is remote.
- (b) Contingent Liability is net of estimated provisions considering possible outflow on settlement.
- (c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date
- (d) Contingent assets are disclosed where an inflow of economic benefits is probable.

2.17 Fair Value Measurement

Company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:-

Level 1— Quoted (unadjusted) market prices in active markets for identical assets or liabilities-

Level 2— Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or Indirectly observable.-

Level 3— Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At the reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.18 Financial instruments:-

a. Initial recognition and measurement

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Trade receivable that do not contain the significant financing component are measured at transaction price determined under Ind AS 115.

b. Subsequent measurement

Financial Assets

Financial assets are classified in following categories:

a) At Amortized Cost

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

- (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- (ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortised cost using effective interest rate method less impairment if any. The EIR amortisation is included in finance income in the statement of profit and loss.

b) At fair value through Other Comprehensive Income

A debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned is recognised using the EIR method.

c) At Fair Value Through Profit and Loss

FVTPL is a residual category for financial Assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency. The company has not designated any financial asset as at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Financial liabilities

a) Financial liabilities at Amortized Cost

Financial liabilities at amortised cost represented by trade and other payables, security deposits and retention money are initially recognised at fair value, and subsequently carried at amortized cost using the effective interest rate method.

b) Financial liabilities at FVTPL

The company has not designated any financial liabilities at FVTPL.

c) Derecognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

d) Impairment of financial assets:

Company applies expected credit loss (ECL) model for measurement and recognition of impairment



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Notes to the financial statements for the year ended 31st March 2025

loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applies on whether there has been significant increase in credit risk. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss.

2.19 Disclosure as per Ind AS 8 'Accounting policies, change in accounting estimates & errors'

a) Material accounting policy information

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendment to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements based on its evaluation has determined that it does not have any impact in its financial statements.

b) Standard/Amendments issued but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification up to 31st March 2025 which would have been applicable effective from April 1st, 2025.

3. Property, Plant and Equipment

(₹ in Lakhs)

Particulars	EDP Assets	Office Equipment	Furniture & Fixtures	Plant & Machinery	Leasehold Equipment	Vehicle	Total Tangible Asset
Cost or Deemed Cost							
At 1st April 2023	17.66	23.14	24.45	28.35	16.39	16.58	126.57
Additions	11.37	3.42	0.17	-	-	-	14.96
Disposals	-	0.14	-	-	-	-	0.14
At 31st March 2024	29.03	26.42	24.62	28.35	16.39	16.58	141.39
Additions	6.25	7.79	2.54	-	4.98	-	21.56
Disposals	-	0.56	-	-	-	-	0.56
At 31st March 2025	35.28	33.65	27.16	28.35	21.37	16.58	162.39
Depreciation and impairment							
At 1st April 2023	14.63	18.73	17.12	15.47	15.60	15.74	97.29
Depreciation charge for the period	2.65	1.50	1.34	1.81	-	-	7.30
Disposals	-	-	-	-	-	-	-
At 31st March 2024	17.28	20.23	18.46	17.28	15.60	15.74	104.59
Depreciation charge for the period	5.59	2.09	1.32	1.80	0.41	-	11.21
Disposals	-	-	-	-	-	-	0.53
At 31st March 2025	22.87	21.79	19.78	19.08	16.01	15.74	115.27
Net book value							
At 31st March 2025	12.41	11.86	7.38	9.27	5.36	0.84	47.12
At 31st March 2024	11.75	6.19	6.16	11.07	0.79	0.84	36.80

Notes to the financial statements for the year ended 31st March 2025

3.1 There is no decommissioning, restoration or similar liabilities on its property, plant and equipment hence, no adjustment has been made in this regard.

4 Right of use Assets

(₹ in Lakhs)

Particulars	Building	Total
At Cost or Deemed Cost		
At 1st April 2024	-	-
Additions	275.34	275.34
Disposals/Adjustments	-	-
At 31st March 2025	275.34	275.34
Accumulated Depreciation and impairment		
At 1st April 2024	-	-
Depreciation charge for the year	0.44	0.44
Impairment	-	-
Disposals/Adjustments	-	-
At 31st March 2025	0.44	0.44
Net book value		
At 31st March 2025	274.90	274.90
At 31st March 2024	-	-

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Notes to the financial statements for the year ended 31st March 2025**5. Other Intangible Assets**

(₹ in Lakhs)

Particulars	Revenue Sharing Rights	Software	Total
At 1st April 2023	36,121.09	1.31	36,122.40
Addition during the year	23.17	-	23.17
Adjustment	-	1.31	1.31
At 31st March 2024	36,144.26	-	36,144.26
Addition during the year	46.13	0.91	47.04
Adjustment	-	-	-
At 31st March 2025	36,190.39	0.91	36,191.30
Amortisation and Impairment			
At 1st April 2023	10,409.51	0.99	10,410.50
Amortisation	1,360.51	0.32	1,360.83
Adjustment	-	(1.31)	(1.31)
At 31st March 2024	11,770.02	-	11,770.02
Amortisation	1,358.30	0.15	1,358.45
Adjustment	-	-	-
At 31st March 2025	13,128.32	0.15	13,128.47
Net book value			
At 31st March 2025	23,062.07	0.76	23,062.83
At 31st March 2024	24,374.24	-	24,374.24

5.1 Amortisation on other intangible assets is included in Note 24 Depreciation & Amortisation.

5.2 Addition to Intangible Assets are during the FY 2024-25 of ₹ 27.19 lakhs under head Weigh Bridge & ₹ 18.94 lakhs under Station & Building.

Notes to the financial statements for the year ended 31st March 2025
6. Intangible Assets Under Development

(₹ in Lakhs)

Particulars	Gross Amount						
	At 1st April 2023	Additions/ (Disposals)	Transfer/ Deduction/ Adjust-ments	At 31st March 2024	Additions/ (Disposals)	Transfer/ Deduction/ Adjust-ments	At 31st March 2025
Revenue sharing right under development							
Project Line No. 5 & Rail Level Platform	69.84	-	-	69.84	-	-	69.84
Other Project Assets	-	-	-	-	-	-	-
Total	69.84	-	-	69.84	-	-	69.84

6.1 The Intangible Assets under development includes expenditure incurred by the Company on the upgradation of the project railway or to create additional facility (Interlocking of Line No-5 at Dahej) thereon which give rise to future economic benefits.

6.2 Intangible assets under development aging schedule FY 2024-25

(₹ in Lakhs)

Intangible assets under development	Amount in Intangible under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	69.84	69.84
Projects temporarily suspended	-	-	-	-	-

Intangible assets under development aging schedule FY 2023-24

(₹ in Lakhs)

Intangible assets under development	Amount in Intangible under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	-	-	-	69.84	69.84
Projects temporarily suspended	-	-	-	-	-

* Project in progress includes the Interlocking work of the Line-5. This work was not completed in the previous years and as per the estimates, it will be completed in the FY 2025-26.

6.3 Details of Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan are as below:
As at 31st March 2025

(₹ in Lakhs)

Intangible assets under development	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Line-5 Interlocking Work	69.84	-	-	-



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Notes to the financial statements for the year ended 31st March 2025

As at 31st March 2024

(₹ in Lakhs)

Intangible assets under development	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Line-5 Interlocking Work	69.84	-	-	-

7. Financial Assets-Non Current

7.1 Other Financial Assets

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Considered Good : Unsecured		
Security Deposits	12.02	3.27
Receivable from Western Railways under SCA (Refer Note 31)	86.09	77.73
Total	98.11	81.00

8 Other Non Current Assets

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Others		
Land Aquisition - Deposit (Refer Note 8.1)	60.74	60.74
Capital Advances	-	24.79
GST Paid on Advance (Refer Note 8.2)	122.03	122.03
Total	182.77	207.56

- 8.1** The Company has acquired land for its project. The compensation paid at the time of acquisition was on the basis of collector order. Further, 15 land owners has disputed the compensation and filed a case before the Civil Court. The Civil Court ordered an additional compensation of ₹ 315 per sq. meter plus increment @ 12% p.a. w.e.f. 23-11-2010 to date of award plus 30% solatium plus interest @ 9% for one year from date of possession and thereafter @ 15% p.a. vide order dated 03-02-2018.

The amount of compensation determined by the Civil Court is ₹ 60.74 Lakhs. The estimated liability of the interest that may arise on the amount of compensation is about ₹ 76.81 Lakhs upto 31-03-2020. Against the said order, the Company has filed an appeal in Hon'ble High Court of Gujarat. The Hon'ble High Court of Gujarat has instructed for deposit of the 50% of the claim amount i.e. ₹ 60.74 Lakhs for admitting the appeal. Accordingly, during the FY 2019-20 the Company has deposited a sum of ₹ 30.37 lakhs in lieu of the instruction made by Hon'ble High Court of Gujarat and the appeal has been admitted by the Hon'ble High Court of Gujarat. Further during the Financial year 2023-24, Company has deposited the remaining 50% of the amount of claim of reference of the IA order dated 30.06.2024. The matter is subjudice as on 31st March 2025.

- 8.2** Company has received advance of ₹ 800 lakhs inclusive of GST for 1 line expenditure at Dahej Yard . GST amounting to ₹ 122.03 lakhs has been deposited on advance.

Notes to the financial statements for the year ended 31st March 2025

9 Financial Assets- Current

9.1 Trade Receivables

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Considered good, Unsecured		
Receivable from related party	-	-
Receivable from others	8,481.07	9,220.96
Total Trade Receivable	8,481.07	9,220.96

(A) The Trade Receivables includes the amount receivable from the Western Railway being the revenue apportioned including Terminal Cost .

(B) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. No any trade or other receivable are due from firm or private companies respectively in which any director is a partner, a director or member other than stated above.

(C) Trade receivable are normally settled on around 45 days term.

(D) The revenue and expenses apportioned as above by the Western Railway are on provisional basis and the final figures may vary. Further the amount of receivable as on 31st March 2025 being ₹ 8457.34 Lakhs [31st March 2024 being ₹ 9204.33 Lakhs] is subject to confirmation by the Western Railway.

(E) 'Trade Receivables' includes the apportioned earnings of BDRCL for chargeable distance of 100.68 KM. However, such earnings have been made available by Western Railway to BDRCL in accordance with the carried route recorded in FOIS system of CRIS. The differences, if any is considered in books of accounts, on receipt of requisite details/informations. Accordingly the necessary adjustment will be taken into account.

(F) Western Railway had recovered an amount of ₹ 27.96 crores from Bharuch Dahej Railway Company Limited (BDRCL) towards land lease charges. Subsequently, the Ministry of Railways, vide its letter No. 2017/Infra/12/20 dated 22nd November 2017, issued a directive revising the applicable land lease policy. According to this revised policy, effective from 1st November 2018, the land lease charges payable by BDRCL were fixed at a nominal rate of ₹ 1,000 per annum.

In compliance with this revised policy, Western Railway refunded ₹ 26.71 crores to BDRCL out of the initially recovered amount. However, a balance sum of ₹ 1.25 crores still remains recoverable from Western Railway. This unrecovered amount has been recognized as part of 'Trade Receivables' in the financial statements, based on the management's expectation of its eventual recovery upon final settlement with Western Railway.

(G) Trade receivable includes a sum of ₹ 386.80 lakhs [31st March 2024 - ₹ 694.68 Lakhs] from Western Railway related to excess recovery made on account of Overhead on Staff Cost.

(H) 'Trade Receivables' includes the share of terminal cost of ₹ 5027.93 Lakh [31st March 2024 - ₹ 4154.31 Lakhs] from the 10.08.2017 to 31.03.2025. The same is receivable from WR and pending due to ratification of signed siding agreement by WR.

(I) Trade receivables does not contain any financing component.



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Notes to the financial statements for the year ended 31st March 2025

(j) Trade Receivables ageing schedule

As on 31st March 2025 are as follows:-

(₹ in Lakhs)

Particulars	Outstanding for following from due date of payment						
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Not Due	Total
(i) Undisputed Trade receivables – considered good	208.55	720.39	1,295.89	1,595.97	3,698.71	961.56	8,481.07
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	-	-	-	-	-	-
	208.55	720.39	1,295.89	1,595.97	3,698.71	961.56	8,481.07

As on 31st March 2024 are as follows:-

(₹ in Lakhs)

Particulars	Outstanding for following from due date of payment						
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Not Due	Total
(i) Undisputed Trade receivables – considered good	1,464.63	1,370.98	1,322.99	892.77	2,306.81	1,862.78	9,220.96
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	-	-	-	-	-	-
	1,464.63	1,370.98	1,322.99	892.77	2,306.81	1,862.78	9,220.96

Notes to the financial statements for the year ended 31st March 2025
9.2 Cash and Cash equivalent

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Balances with banks: On Current Accounts	2,219.50	1,550.78
Total Cash and Cash Equivalent	2,219.50	1,550.78

(a) Balance in current accounts under cash and cash equivalents above includes liquid flexi term deposits of ₹ 2212.32 Lakhs (31st March 2024 ₹ 1,550.78 Lakhs).

9.3 Bank Balances other than cash and cash equivalent

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Dividend Account	27.25	0.14
Deposits with original maturity of more than 3 months but less than 12 months	3,400.00	700.00
Total	3,427.25	700.14

9.3.1 : Dividend Account include dividend of ₹ 27 lakhs payable to Texmaco west Rail Ltd. (Formerly known as Jindal Rail Infrastructure Ltd), this amount could not be paid due to pending documentation by Texmaco west rail limited with depository.

9.4 Other Financial Assets-Current

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Considered Good : Unsecured		
(a) Other Receivables		
(i) RUB Sharing Amount from Western Railway and Industries Commissioner (Refer Note 9.4.1)	516.51	516.51
Less: provision for doubtful debts	-516.51	-516.51
(ii) Interest on Deferred Overheads (Recoverable from WR) (Refer Note 9.4.2)	1,273.53	-
(b) Interest Accrued on Fixed Deposits	120.43	18.72
(c) Receivable from Others (Refer Note 9.4.3)	24.79	1.16
(d) Security deposits	2.48	13.14
Total	1,421.23	33.02

9.4.1: 'Other Receivables' includes recoverable towards the cost of 02 road bridges (constructed at Shaktinath Junction & Hospital Road, both in Bharuch). Even though the Concession Agreement specifically quantified BDRCL's responsibility for construction of such bridges as 'Nil', these bridges had to be constructed based on orders of Ministry of Railway, with explicit undertaking of cost sharing between Western Railway & the Government of Gujarat in the usual manner of construction of such bridges over Indian Railway network. The cost of these bridges was ₹ 916.51 lakhs, to be borne by the two parties i.e. Western Railway & Government of Gujarat. An amount of ₹ 916.51 lakhs has accordingly been reduced from the value of Assets in the books of BDRCL. However, out of the total amount of ₹ 916.51 lakh, only an amount of ₹ 4 Crores has been received from the Government of Gujarat on 06.04.2011 and the balance amount of ₹ 516.51 Lakh is still recoverable from the Government of Gujarat and Western Railway. Since the liability of BDRCL in this regard is clearly defined as zero in the Concession Agreement, supporting the above position is a decision conveyed by Railway Board vide letter number No. 2015/Infra/18/6 dated 23.11.2017 and the construction of the bridges took place on explicit orders of the Railways with clear undertaking of sharing the cost with the State Government, expenditure on these bridges has necessarily to be borne by these two parties only that the cost of elimination of UMLCs on SPVs lines will be born by



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Notes to the financial statements for the year ended 31st March 2025

the Railways. Therefore same will be received in due course. The matter is being pursued with the Western Railway and the State Government vigorously.

9.4.2 : Other Receivables include an amount of ₹ 1,273.53 lakh, which was recovered by Western Railway in till 2023–24 on account of Interest on Deferred Overhead Charges. This amount is considered receivable from Western Railway, as per Ministry of Railway letter No. 2017/Infra/12/20/Pt. regarding imposition of Interest on Deferred Overhead Cost, as Ministry of Railway in the said letter has advised that the Concession/O&M Agreement of BDRCL does not stipulate any interest towards Deferred Overhead charges.

9.4.3: Receivable from others includes a sum of ₹ 24.79 lakhs from Railtel Corporation for installation of CCTV Cameras across its infrastructure. An advance payment of ₹ 24.79 lakhs was made on 25-01-2024 but now due to Cost Discrepancies and other significant issues company has requested Railtel to rescind the contract and refund the advance payment vide letter BDRCL/2024/CCTV dated. 05-09-2024.

10 Other current assets (₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Imprest to employees	1.61	1.07
Advance for expenses	46.32	20.07
Prepaid Expenses	48.84	60.47
GST Paid on Advance (Refer Note 10.1)	4.34	4.34
Total	101.11	85.95

10.1 Company has received advance amount of ₹ 28.45 lakhs inclusive of GST was received for shifting of OHE Mast. GST amounting to ₹ 4.34 lakhs was deposited in advance.

11 Equity Share Capital (₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Authorised share capital		
16,50,00,000 Equity Shares of ₹ 10 each	16,500.00	16,500.00
(March 31, 2024 : 16,50,00,000		
Equity Shares of ₹ 10 each)	16,500.00	16,500.00
Issued, Subscribed & Fully Paid up Share Capital with voting rights		
15,51,10,000 Equity Shares of Rs. 10 each with	15,511.00	15,511.00
Voting Rights (March 31, 2024: 15,51,10,000 Equity		
Shares of Rs. 10 each Fully paid up)	15,511.00	15,511.00

(a) Reconciliation of the number of equity shares and share capital

Particulars	As at 31st March 2025		As at 31st March 2024	
	No of shares	Amount in Lakhs)	No of shares	Amount in Lakhs)
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	15,51,10,000	15,511.00	15,51,10,000	15,511.00
Add: Shares Issued during the period	-	-	-	-
Shares bought back during the period	-	-	-	-
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	15,51,10,000	15,511.00	15,51,10,000	15,511.00

Notes to the financial statements for the year ended 31st March 2025

(b) Terms/Rights attached to Equity Shares

The company has only one class of equity shares having par value of Rs 10/- per share Each holder of equity shares is entitled to one vote per share

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

(c) Details of Shares held by each shareholder holding more than 5% shares in the company

Name of the shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Rail Vikas Nigam Ltd (including 5 nominee directors)	5,50,00,000	35.46%	5,50,00,000	35.46%
Gujarat Industrial Development Corp	1,78,60,000	11.51%	1,78,60,000	11.51%
Gujarat Maritime Board	1,78,60,000	11.51%	1,78,60,000	11.51%
Adani Petronet (Dahej) Port Private Ltd.	1,73,30,000	11.17%	1,73,30,000	11.17%
Gujarat Narmada Valley Fertilizers & Chemicals Limited	1,35,30,000	8.72%	1,35,30,000	8.72%
Hindalco Industries Limited	1,35,30,000	8.72%	1,35,30,000	8.72%
Dahej SEZ Ltd	1,00,00,000	6.45%	1,00,00,000	6.45%
Texmaco West Rail Ltd. (Formerly known as Jindal Rail Infrastructure Ltd)	1,00,00,000	6.45%	1,00,00,000	6.45%
Total	15,51,10,000	100%	15,51,10,000	100%

(d) Aggregate no. of equity shares issued as fully paid by way of bonus, other than cash & shares bought back during the period of five years immediately preceding the reporting date

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	No's in Lakhs	No's in Lakhs	No's in Lakhs	No's in Lakhs	No's in Lakhs
Equity Shares issued for consideration other than cash	-	-	-	-	-
Equity Shares issued as fully paid up bonus shares	-	-	-	-	-
Equity Shares bought back	-	-	-	-	-
Total	-	-	-	-	-

(e) Shareholding of Promoters are as follows:-

Shares held by promoters at the end of 31st March 2025

Promoter Name	No. of share	% of total share	% Change during the year
Rail Vikas Nigam Limited (Including 5 nominee directors)	5,50,00,000	35.46%	Nil
Adani Petronet (Dahej) Port Private Ltd.	1,73,30,000	11.17%	Nil

Shares held by promoters at the end of 31st March 2024

Promoter Name	No. of share	% of total share	% Change during the year
Rail Vikas Nigam Limited (Including 5 nominee directors)	5,50,00,000	35.46%	Nil
Adani Petronet (Dahej) Port Private Ltd.	1,73,30,000	11.17%	Nil



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Notes to the financial statements for the year ended 31st March 2025

12. Other Equity

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Retained Earnings	15,939.73	12,390.70
Total	15,939.73	12,390.70

12.1 Retained Earnings

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Balance as per last financial statement	12,390.70	9,306.36
Add: Profit/loss for the current period	4,018.17	3,090.82
Add: Other comprehensive income arising from Remeasurements of defined benefit obligation net of income tax	(3.81)	(6.47)
Less: Dividend (Interim) @ ₹ 0.30 per share (Refer Note No- 12.1.1)	(465.33)	-
Closing Balance	15,939.73	12,390.70

12.1.1 Retained Earnings

Retained Earnings represents the undistributed profits of the Company.

Distribution made and proposed

Cash Dividend on Equity Shares declared and paid

Particulars	As at 31st March 2025	As at 31st March 2024
Final Dividend paid during the period for FY 2023-24: Rs. 0.30 per share	465.33	-
	465.33	-

Proposed Dividend on Equity Shares*

Particulars	As at 31st March 2025	As at 31st March 2024
Proposed Dividend for the period		465.33
		465.33

* Proposed dividend subject to approval of shareholders or Board of Directors as appropriate.

13 Financial Liability-Non Current

13.1 Trade Payable

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Outstanding dues of micro and small enterprises	-	-
(ii) Outstanding dues of other than micro and small enterprises	-	-
At Amortised Cost		
Overhead Cost Payable	1,300.04	2,130.89
Total	1,300.04	2,130.89

- (i) 'Trade payable represents Overhead cost payable which were deferred for first ten year of operation and commencing from the 11th year of operation and to be recovered in next 10 years as per the Joint Procedure Order (JPO) signed in the 2021 at the Divisional Level and pending for finalization at WR (HQ).

Notes to the financial statements for the year ended 31st March 2025

(ii) Trade Payables aging schedule are as follows:-

As on 31st March 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	Not Due	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	1,300.04	1,300.04
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	-	-	-	1,300.04	1,300.04

As on 31st March 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	Not Due	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	2,130.89	2,130.89
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	-	-	-	2,130.89	2,130.89

13.2 Other Financial Liability

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Security Deposits	-	22.97
Total	-	22.97

13.3 Lease Liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Lease Liabilities	212.71	-
Total	212.71	-

14 Provisions-Non Current

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Employee Benefits		
Gratuity	30.30	29.59
Leave Encashment	15.44	24.69
Total	45.74	54.28



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Notes forming part of the Financial Statement for the year ended 31st March, 2025

14.1 Provision for gratuity and Leave Encashment liability has been made for the year ended 31st March, 2025 based on Actuarial Valuation. For other disclosures refer Note 45

14.2 Gratuity Benefit is payable to employees on separation from the corporation. The amount of gratuity payable is based on past service and salary at the time of separation as per Payment of Gratuity act, 1972. There is a vesting period of 5 years on the benefit.

15 Deferred Tax Liabilities (Net)

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred tax liability on Property, plant & equipment, Intangible Assets and ROU Assets	4,083.70	4,156.18
Total deferred tax liability	4,083.70	4,156.18
Deferred tax Assets Employee benefit and Provision for doubtful debts Provision for Resurfacing Cost	151.43 65.81	152.93
Total deferred tax asset	217.24	152.93
Deferred Tax Liabilities/ (Assets) (Net)	3,866.46	4,003.25

15.1 Movement in deferred tax liability/ (asset)

(₹ in Lakhs)

Particulars	PPE, Intangible Assets and ROU Assets	Employee Benefits & provision for bad debts	Provision for Resurfacing Cost	Total
Opening balance as at 1st April 2023	4,242.26	(147.32)	-	4,094.94
Charged/(credited) during the year 2023-24				
To Profit & Loss	(86.08)	(3.44)	-	(89.52)
To other comprehensive income	-	(2.17)	-	(2.17)
Closing balance as at 31st March 2024	4,156.18	(152.93)	-	4,003.25
Charged/(credited) during the year 2024-25				
To Profit & Loss	(72.48)	2.78	(65.81)	(135.51)
To other comprehensive income	-	(1.28)	-	(1.28)
Closing balance as at 31st March 2025	4,083.70	(151.43)	(65.81)	3,866.46

In accordance with Ind AS-12- "Income Taxes" notified by Ministry of Corporate Affairs, Government of India, the Company has assessed the deferred tax taking into consideration all the items, due to which there is temporary difference between the carrying amount of the assets and liabilities and their tax base as on 31st March 2025.

16 Other Liabilities

16.1 Other Non Current Liability

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Capital Advance		
Advance Received from Customer	800.00	800.00
Total	800.00	800.00

Notes forming part of the Financial Statement for the year ended 31st March, 2025

16.1.1 During the FY 2022-23, company has received ₹ 800 Lakhs inclusive of GST from Container Corporation of India for construction of 1 line for Dahej Yard, Further modality, MOU & Siding Agreement is still to be finalised.

16.2 Other Current Liability

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Advance Received from Customer	23.73	31.65
Statutory dues	28.44	24.73
Total	52.17	56.38

16.2.1 Advance received from customer includes ₹ 28.45 Lakhs (inclusive of GST) received from MG Contractors Pvt. Ltd. for shifting of OHE Mast in which work of ₹ 8.91 lakhs is competed.

16.2.2 Statutory dues includes TDS, Service Tax/ GST and Provident Fund payable.

17 Financial Liabilities

17.1 Trade Payables

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Outstanding dues of micro and small enterprises	54.36	29.38
(ii) Outstanding dues of other than micro and small enterprises		
Payable to Others	646.28	516.10
Payable to related parties	8.39	-
Overhead Cost Payable (Refer Note:-13.1)	283.17	805.07
	937.84	1,321.17
Total	992.20	1,350.55

(a) The 'Payable to Others' includes the amount payable to Western Railway towards Operation & Maintenance expenditure of ₹ 333.52 lakhs (Previous Year - ₹ 404.53 lakhs).

(b) The 'Trade Payables' includes the amount payable to Western Railway towards Land Lease Rental Charges computed in accordance to the Concession Agreement of ₹ 0.05 lakhs (Previous Year- ₹ 0.04 lakhs)

(c) Payable to related parties includes a sum of ₹ 8.39 lakhs (31st March 2024 Nil) payable to GIDC. Refer note 42.1 (c) for related party transactions and balances.



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Notes forming part of the Financial Statement for the year ended 31st March, 2025

(d) Trade Payables aging schedule are as follows:-

As on 31st March 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	Not Due	
(i) MSME	-	-	-	54.36	54.36
(ii) Others	311.69	25.65	167.62	432.87	937.84
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	311.69	25.65	167.62	487.23	992.20

(e) Trade Payables aging schedule are as follows:-

(₹ in Lakhs)

As on 31st March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year 3 years	1-2 years More than	2-3 years	Not Due	
(i) MSME	6.74	0.52	1.10	20.79	29.15
(ii) Others	199.53	218.56	595.95	307.36	1,321.40
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	206.27	219.08	597.05	328.15	1,350.55

17.2 Other Financial Liability

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Security Deposits	121.87	70.60
Other Payables	7.53	49.15
Dividend Payable	27.00	-
Payable to Staff	23.56	18.43
Total	179.96	138.18

17.2.1 As at March 31, 2025, an amount of ₹ 27,00,000 is unpaid under the Unpaid Dividend Account, representing the final dividend for the financial year 2023-24, payable to Texmaco West Rail Ltd. (Formerly known as Jindal Rail Infrastructure Ltd). The unpaid dividend will be transferred to the shareholder's designated bank account within the statutory timeline as per the provisions of the Companies Act, 2013, and applicable rules. Any dividend remaining unpaid beyond the prescribed period will be transferred to the Investor Education and Protection Fund (IEPF) as required by law.

Notes forming part of the Financial Statement for the year ended 31st March, 2025

17.3 Lease Liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Lease Liabilities	38.09	-
Total	38.09	-

18 Provisions Current

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Employee Benefits		
Gratuity	35.53	35.48
Leave Encashment	3.93	1.39
Provision for CSR	6.37	11.37
Provision for Resurfacing Cost (Refer Note 18.4)	261.50	-
Total	307.33	48.24

18.1 Provision for gratuity and Leave Encashment liability has been made for the year ended 31st March, 2025 based on Actuarial Valuation. For other disclosures refer Note 45

18.2 Leave Encashment is applicable for regular employees, accordingly, provision has been made. Further, No provision made for any contractual personnel as they are not entitled to any encashment of leave as per their terms of Contract and Company policy.

18.3 Details related to the Provision for CSR are given in the Note No- 44

18.4 As per clause no. 4.3(d) of Concession Agreement between BDRCL and MOR, there is an obligation on the Company to keep the project assets in working condition, including replacement, as per laid down standards of MOR, for project assets, during the concession period.

Accordingly, Company is required to provide for, in respect of replacement obligations arising during the remaining concession period as per requirement of the Ind AS 115 for best estimate of expenditure required to settle obligation. Accordingly Company has recognised Provision for Resurfacing Cost at Rs1,045.25 Lakhs during FY 2024-25 to keep the project assets in working condition at the end of concession period. The remaining balance of such provision is Rs. 261.50 Lakhs (ie. Total Resurfacing Cost Provision Rs 1,045.25 in FY 2024-25 less Resurfacing expenses incurred Rs. 783.75 Lakhs in FY 2024-25). Similary the Resurfacing Cost provision for upcoming financial year will be recognised accordingly.

18.5 Movement in Provisions

Particulars	Opening Balance as on 01.04.2024	Additions duringthe year/ Provision Made during the year	Amount used/ incurred/reversed during the year	Closing Balance as on 31.03.2025
Provision for Resurfacing Cost	-	1,045.25	783.75	261.50



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Notes forming part of the Financial Statement for the year ended 31st March, 2025

19 Current/Non Current Tax Asset and Liability

(i) Non-current tax assets

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Advance tax and TDS Receivable A Y 2023-24	16.00	16.00
Total	16.00	16.00

- 19.1 Company has received advance of ₹ 800 lakhs for 1 line expenditure at Dahej Yard. TDS amounting to ₹ 16 lakhs has been deducted by Concor in advance. Thus, TDS receivable has been deferred till the execution of above mentioned expenditure.

(ii) Current Tax Asset and Liability(Net)

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Current tax Assets		
Advance tax and TDS Receivable A Y 2023-24	-	
Provision for Income tax A Y 2024-25	-	(1,078.84)
Advance tax and TDS Receivable A Y 2024-25	-	1,208.99
Provision for Income tax A Y 2025-26	(1,339.52)	
Advance tax and TDS Receivable A Y 2025-26	1,183.22	
Total	(156.30)	130.15
Current tax Liability		
AY 2010-2011	-	0.28
AY 2012-2013	-	2.16
Provision for Income Tax	-	
Total	-	2.44

20 Revenue from operations

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Revenue From Contracts with Customers		
(a) Income from Railway Operation	8,869.61	10,684.25
(b) Construction Contract Revenue under Service concession Arrangement (refer note 31)	46.13	23.17
Total	8,915.74	10,707.42

Notes forming part of the Financial Statement for the year ended 31st March, 2025

20.1 Operating Income: The Bharuch-Samni-Dahej Railway line of route length 61.60 kilometers became operational from March 8, 2012 and Bharuch-Chavaj line of route length 5.52 Kilometers became operational from 27th February 2014 with the completion of the respective portions of the project. The operating income of the company has been recognized for the period from 1st April 2024 to 31st March 2025 for Bharuch-Samni-Dahej Railway line, with the revenue pertaining to Bharuch-Chavaj being computed on provisional basis. The share of BDRCL in the total revenue collected by the Railway at the time of loading is computed on the basis of percentage of chargeable distance travelled on BDRCL line to the total chargeable distance travelled. However, earnings have been made available by Western Railway to BDRCL in accordance with the carried route recorded in FOIS system of CRIS. The differences, if any, considered in books of accounts on receipt of requisite details/information's. While the Operation & Maintenance Agreement is yet to be signed with Western Railway, apportionment of revenue is being done on the basis of in-principle approval accorded by the Ministry of Railways.

20.2 The Ministry of Railways has allowed the Company to charge freight at inflated kilometers (50% inflated) for the distance travelled over BDRCL's jurisdiction. Therefore, as against actual distance of 61.60 kms on the Bharuch-Samni-Dahej section and actual distance of 5.52 km of Bharuch-Chavaj section constructed by the company, the total chargeable distance is taken as 100.68 kms. Revenue pertaining to Bharuch-Chavaj section has been accounted for on provisional basis.

21 Other Income

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
(a) Interest Income		
Bank Deposits	332.69	99.01
Others	6.06	3.68
(b) Other Non-operating Income		
Unwinding of discount on receivable from Western Railways under Service Concession Arrangement	8.36	7.55
Income on Substantial Modification on terms of Financial Liabilities*	547.68	-
Income from Scrap Sales	7.97	44.92
Interest on Unwinding discount of security deposit	0.31	-
(c) Reversal of interest on Deferred overheads	1,795.43	-
(d) Miscellaneous Income	0.88	2.43
Total	2,699.36	157.59

21.1 Ministry of Railway has, vide their letter No. 2017/Infra/12/20/Pt. dated 28.03.2024 regarding imposition of Interest on Deferred Overhead Cost, advised that the Concession/O&M Agreement of BDRCL does not stipulate any interest towards Overhead charges. Accordingly, Company has reversed the Interest on Deferred Overhead Cost recognised in FY 2022-23 and FY 2023-24 amounting to Rs. 1795.43 Lakhs (For FY 2011-12 to FY 2023-24) during FY 2024-25 and treated as interest income on Deferred Overheads.

21.2 * It represents difference between the fair value of financial liabilities (Deferred Overhead Cost Payable to Railway) on initial recognition and expenditure incurred at amortised cost.



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22 Operation and Maintenance Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Wagon Hire Charges	108.56	129.81
Engine Hire charges	75.07	104.71
Maintenance Expenses	1,130.38	843.22
Operating expenses- Traffic	80.93	90.48
Operating expenses- Fuel	787.74	1,020.19
Staff Cost	972.77	965.25
Overhead Staff Cost	153.87	144.32
Resurfacing Cost (Refer Note No-22.2)	1,045.25	-
Other Operating Expenses	58.34	45.79
Construction Contract Cost under Service	46.13	23.17
Concession Arrangement (Refer Note No-31)		
Grand Total	4,459.05	3,366.94

22.1 In terms of the draft Operation and Maintenance Agreement to be entered into with the Western Railway read together with the Concession Agreement, the company has to bear the expenses incurred by Western Railway on the operation and maintenance of the Bharuch-Samni-Dahej section and the additional line from Bharuch to Chavaj. The company has recognized operating expenses of ₹ 1201.59 Lakhs (During the F.Y 2023-24 ₹1252.65 Lakhs) for the period from April 2024 to March 2025 as advised by the Western Railway on provisional basis in terms of the Operation & Maintenance Agreement to be entered into with the Western Railway. The final amount of expenses to be borne by the company could vary.

O&M of Civil Engineering and Signalling & Telecom assets are being carried out by the Company with a few other related activities. Accordingly, the company has recognized O&M expenses on activities retained by BDRCL related to Civil Engineering, Signalling & Telecom assets and other activities on railway section amounting to ₹ 3211.36 Lakhs (During the F.Y 2023-24 ₹ 2091.09 Lakhs) for the period ending March 31, 2025

The above amount also includes Operation & Maintenance expenses on the extended section of the line from Bharuch to Chavaj for the Financial Year 2024-25 as advised by the Western Railway on provisional basis.

22.2 Resurfacing Cost Provision

A provision of Rs.1,045.25 lakh has been recognized during the financial year 2024-25 towards resurfacing costs. This cost includes Permanent Way (P-Way) materials, elastic fittings, and ballast cleaning work, etc. This provision is made in accordance with the estimate of Resurfacing costs expected to be incurred until the end of the concession period, and in compliance in terms of Clause 4.3(d) of the Concession Agreement between BDRCL and the Ministry of Railways (MoR), which mandates maintaining the project assets in proper working condition.

Actual expense incurred relating to resurfacing cost includes Rs. 783.75 Lakhs during FY 2024-25 on the following components:

Upgradation Work	Amount (₹ in Lakhs)
a) Procurement of new 60 Kg Rails	237.22
b) Upgradation of level crossings with rubberized pads	61.51
c) Replacement and procurement of permanent way materials	262.07
d) Machine packing	97.03
e) Upgradation of service buildings and level crossings, etc.	125.92
Total	783.75

Notes forming part of the Financial Statement for the year ended 31st March, 2025

23 Employee Benefits Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Salary and Allowances	137.45	110.86
Staff welfare expenses	19.33	35.11
Contributions to Provident fund	17.16	20.51
Gratuity (Refer Note 45)	8.95	7.44
Leave Encashment (Refer Note 45)	0.41	6.23
Total	183.30	180.15

23.1 During the year ended March 31, 2025 there are only five employees in the company who are employed on long term basis. All other employees were appointed by the company for a period of six/twelve months only subject to further extension from time to time, if required.

23.2 Gratuity Expense include Gratuity paid to some Contractual staffs who were working in the company for last 5 years and claimed Gratuity at the time of leaving the company also provision has been made for contractual employees during the year.

24 Finance Cost

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Interest Expenses		
Term Loan	-	42.05
Other Interest Expenses	11.54	0.12
Interest on Deferred Overhead Cost (Refer Note 13.1)	-	1,571.90
Total	11.54	1,614.07

24.1 Finance cost include interest paid on Income Tax Liability for A.Y. 2024-2025 amounts to Rs. 8.99 Lakhs due to late Payment of last installment of Advance Tax of A.Y. 2024-25 because of shortage of liquid cash at that point of time.



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25 Depreciation and Amortisation

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Depreciation on Property, Plant and Equipment (Refer Note 3)	11.21	7.29
Depreciation on Right of Use Assets (Refer Note 4)	0.44	-
Amortisation of Intangible Assets (Refer Note 5)	1,358.45	1,360.83
Total	1,370.11	1,368.12

26. Other Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Power and Fuel	4.35	3.23
Repairs and Maintenance	6.23	1.99
Legal and Professional Fees	107.08	78.79
Tax Audit Fees	0.60	0.60
Auditor Remuneration- Audit Fees	3.72	3.72
Out of Pocket expenses	0.04	-
Internal Audit Fees	2.24	2.24
Printing & Stationery	6.64	3.07
Meeting & Conference	2.40	2.50
Communication Expense	1.25	1.25
Travelling Expense	43.59	38.06
Rates & Taxes	1.06	0.38
Rent	49.57	55.61
Advertisement Expenses	15.62	6.97
Housekeeping Expenses	9.03	4.71
Staff Outsourcing Expenses	19.90	6.66
Insurance Charges	2.25	1.67
Miscellaneous Expense	10.85	7.43
Corporate Social Responsibility	77.64	37.26
Interest- Others	3.98	-
Bad Debt Written Off	0.88	-
Total	368.92	256.14

Notes forming part of the Financial Statement for the year ended 31st March, 2025

27 Exceptional Items

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Refund & Reversal of Excess Billing	-	-
Total	-	-

28 Taxes

28.1 Income tax recognised in profit and loss

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Current Income Tax Expenses		
Current Tax on profits for the years	1,339.52	1,078.84
Adjustments in respect of current income tax of previous year	-	-0.55
Total Current Tax Expenses	1,339.52	1,078.29
Deferred Income Tax Expense		
In respect of the current year (For details Refer Note no 15)	(135.51)	(89.52)
Total Deferred Tax Expenses	(135.51)	(89.52)
Income tax expenses attributable to continuing operations	1,204.01	988.77

The Government of India has announced concessional tax regime under Section 115BAA enacted from 27th March 2020 under the Income Tax Act, 1961 and Company has adopted the same from FY 21-22. Accordingly, the tax liability for FY 2024-25 has been determined as per the applicable provisions under Section 115BAA. The applicable tax rate from the FY 2021-22 is 25.17%

28.2 Tax related to items recognised in OCI during the year:

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Net loss/(gain) on remeasurements of defined benefit plans (Refer Note 14)	1.28	2.17
Income tax charged to OCI	1.28	2.17



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

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Accounting profit before tax from continuing operations	5,222.18	4,079.59
Profit/(loss) before tax from a discontinued operation	-	-
Accounting profit before income tax	5,222.18	4,079.59
At India's statutory income tax rate of 25.17% (31st March 2024 25.17%)*	1,314.42	1,026.83
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
Add: Tax effect for IndAS Adjustments	(139.95)	(1.90)
Add: Non deductible items	21.87	9.38
Add : Book Loss	-	-
Add : Taxable Income	-	-
Add : Deferred Tax recognised in statement of profit and loss and OCI	-	-
Add : Impact of reversal of Unabsorbed depreciation and Business Loss	-	-
Add: Impact of Tax Rate Change/Other Item	7.67	(45.55)
At the effective income tax rate	1,204.01	988.77
Income Tax expenses reported in statement of profit and loss for current year	1,204.01	988.77
Tax expenses for previous year recognised	-	-
Income tax expenses reported in statement of Profit and loss	1,204.01	988.77

29 Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below: (₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Remeasurements (Loss)/Gain of defined benefit plans	(5.09)	(8.64)
Tax component of remeasurements of defined benefit obligation	1.28	2.17
Total	(3.81)	(6.47)

Remeasurements of defined benefit plan includes ₹ 5.09 lakhs towards actuarial loss (Previous Year ₹ 8.64 lakhs towards actuarial gain) on Projected benefit obligation.

Notes forming part of the Financial Statement for the year ended 31st March, 2025

30 Earnings per share (EPS)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
	(₹ per share)	(₹ per share)
Basic EPS		
From continuing operation	2.59	1.99
Diluted EPS		
From continuing operation	2.59	1.99

30.1 Basic Earning per Share

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

The earning and weighted average number of equity share used in calculation of basic earning per share:: (₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Profit attributable to equity holders of the company (₹ in lakhs)	4,018.17	3,090.82
Earnings used in calculation of Basic Earning Per Share (₹ in lakhs)	4,018.17	3,090.82
Weighted average numbers (In Lakhs) of shares for the purpose of basic earnings per share	1,551.10	1,551.10

30.2 Diluted Earning per Share

The earnings and weighted average number of equity shares used in calculation of diluted earning per share:- (₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Profit attributable to equity holders of the company (₹ in lakhs)	4,018.17	3,090.82
Earnings used in calculation of diluted earning per share (₹ in lakhs)	4,018.17	3,090.82

The weighted number of equity shares for the purpose of diluted earning per share reconciles to the weighted average number of equity shares used in calculation of basic earning per share as follows:
(in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Weighted average number (in Lakhs) of Equity shares used in calculation of basic earnings per share	1,551.10	1,551.10
Effect of dilution:	-	-
Share Options		
Weighted average number (in Lakhs) of Equity shares used in calculation of diluted earnings per share	1,551.10	1,551.10



Notes forming part of the Financial Statement for the year ended 31st March, 2025

31 Disclosure of Ind As 115 “Revenue from Contracts with Customers”

31.1 Service Concession Arrangements

Public-to-private service concession arrangements are recorded according to Appendix “D” Service Concession Arrangements” IND-AS-115 . Appendix “D” Service Concession Arrangements applies if:

- a) The Grantor controls or regulates which services the operator should provide with the infrastructure, to whom it must provide them, and at what price; and
- b) The Grantor controls- through ownership, beneficial entitlement, or otherwise- any significant residual interest in the infrastructure at the end of the term of the arrangement.

If both of the above conditions are met simultaneously, an intangible asset is recognized to the extent that the operator receives the right to charge users of the public service, provided that these charges are conditional on the degree to which the service is used.

These intangible assets are initially recognized at cost, which is understood as the fair value of the service provided plus other direct costs directly attributable to the operation. They are then amortized over the term of the concession.

Description of Arrangement

The Bharuch Dahej Railway Company Limited (Company) has entered into a Concession Agreement with Ministry of Railways (MoR), Government of India dated June 25, 2008 in terms of which the Ministry of Railways (Grantor) has authorized the Company (Operator) to develop, finance, design, engineer, procure, construct, operate and maintain the Project Railway and to exercise and/or enjoy the rights, powers, benefits, privileges authorizations and entitlements upon its completion. In terms of the said agreement BDRCL has an obligation to complete construction of the project railway and to keep the project assets in proper working condition including all projects assets whose lives have expired.

The concession period is determined with reference to attainment of NPV payback benchmark at the rate of return of 14%. The concession period shall be 30 years of operation or till the NPV payback equal to equity investment is reached, whichever is earlier. In case the NPV payback is reached earlier than 30 years, the concession agreement would stand terminated and the project line would be re-possessed by railway.

At the end of concession period, the project assets shall be hand over by BDRCL to MOR and BDRCL shall be entitled to receive and MOR shall pay to BDRCL an amount equal to the Book value of new assets and additional facilities created by the BDRCL. The original existing assets leased to BDRCL by MOR shall revert back to MOR. The fresh land acquired by MOR and leased to BDRCL shall also revert back to MOR on payment of an amount equal to the cost of acquisition.

In terms of the above agreement upon expiry of 30 years of operation the concession period shall be extended by an equal period of time which corresponds to the period for which material disruption of operation and maintenance occurred during the concession period. However such extension will be limited to provision that if NPV payback equal to equity investment is reached earlier then the period so extended, the concession period would stand terminated.

In case of material breach in terms of the agreement the MOR and BDRCL both have the right to terminate the agreement if they are not able to cure the event of default in accordance with such agreement.

In terms of the draft Operations and Maintenance Agreement to be entered into with the Western Railway read together with the Concession Agreement, the company has to bear the expenses incurred by Western Railway on the operation and maintenance of the Bharuch-Samni-Dahej section and the additional line from Bharuch to Chavaj.

Sections: (a) Bharuch Station to Dahej Station measuring approximately 61.60 kms,
(b) Bharuch station to Chavaj Station measuring approximately 5.52 kms,

Revenue recognise from contract with customer:

For the period ended 31st March, 2025 the company has recognized revenue of ₹ 8915.74 Lakhs (31st March 2024 ₹ 10707.42 Lakhs), consisting of ₹ 46.13 Lakhs (31st March 2024 ₹ 23.17 Lakhs) on

Notes forming part of the Financial Statement for the year ended 31st March, 2025

construction of intangible assets under service concession arrangement and ₹ 8869.61 Lakhs (31st March 2024 ₹ 10684.25 Lakhs) towards sharing of apportioned earnings from operation of railway line under service concession arrangement & Terminal Charges. Company has recognized Profit before tax of ₹ 5222.18 Lakhs (31st March 2024 Profit of ₹ 4079.57 Lakhs), consisting ₹ 46.13 Lakhs profit/loss on construction of intangible assets under service concession arrangement and a Profit before tax of ₹ 5222.18 lakhs (31st March 2024 Profit of ₹ 4079.57 Lakhs) towards sharing of apportioned earnings from operation of railway line under service concession arrangement. The company has recognized intangible asset of ₹ 46.13 Lakhs during the period ended 31st March, 2025 and of ₹ 23.17 Lakhs in F.Y.2023-24. The intangible asset under development represents the freight sharing rights under development to receive freight traffic earnings under service concession agreement. The company has recognized receivable under service concession arrangement measured at an amortized cost of ₹ 86.09 Lakhs (31st March 2024 of ₹ 77.73 Lakhs).

31.2 IND AS-115 Disclosures

The Company has adopted IND AS 115 Revenue from contracts with customers w.e.f. 01-04-2018.

Transition Method:

The Company has applied modified retrospective approach for the application of Ind AS 115 "Revenue from contracts with customers" as it is covered under the SCA (Service Concession Arrangement) with the western railways and the concession period is not completed at the date of the initial application. The Company has applied modified retrospective approach.

31.3 Disaggregation Of Revenue

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Income From Railway Operation	8,869.61	10,684.25
Construction Contract Revenue under SCA	46.13	23.17
Total	8,915.74	10,707.42

Contract balances

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Trade receivables	8,481.07	8,150.43
Contract assets	-	-
Contract liabilities	23.73	31.65

Trade Receivables

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Trade Receivables at the beginning of the year	9,220.96	6,687.14
Net Revenue Recognized during the year	8,869.61	10,684.25
Adjustments	-	-
Payment received during the year	9,609.50	8,150.43
Closing Balance of the Trade Receivables	8,481.07	9,220.96

- 'Trade Receivable' includes a sum of ₹ 125 Lakh (approx) deducted from apportioned revenue by Western Railway on account of land lease charges upto 31st March 2018. In accordance with Railway board letter dated 22.11.2017 the same is now recoverable from western Railway.
- The revenue and expenses apportioned as above by the Western Railway are on provisional basis and the final figures may vary. Further the amount of receivable as on 31st March 2025 being ₹ 8457.34 Lakhs [31 March 2024 being ₹ 9204.33 Lakhs] is subject to confirmation by the Western Railway.
- Income is apportioned by the Railway and Recognized by Company on the basis of IRFA Rules and various circulars issued by Railway Board from time to time.



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Contract Assets

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Contract Asset at the beginning of the year	-	-
Transfer from Contract Asset to Trade Receivable and increase as a result of changes in measure of progress	-	-
Contract Asset at the end of the year	-	-

Impairment loss recognized on any receivables or contract assets arising from an the company's contracts with customers is Nil during the year.

The amount of the Contract assets is NIL as it is covered under the SCA (Service Concession Arrangement) with the western railways and the concession period is not completed at the date of the initial application.

Contract Liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Contract Liabilities at the beginning of the year	31.65	30.51
Transfer from Contract Liabilities to Revenue and increase as a result of changes in measure of progress	-7.92	1.14
Contract Liabilities at the end of the year	23.73	31.65

There was no revenue recognized in the current reporting period that related to performance obligations that were satisfied in a prior year.

32 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 company can continue to provide maximum returns to share holders and benefit to other stake holders

Further, company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants. The company maintain an optimal capital structure of Debt equity to reduce the cost of capital.

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Borrowing	-	-
Net debt	-	-
Equity (Note No. 11)	15,511.00	15,511.00
Other equity (Note No. 12)	15,939.73	12,390.70
Total equity	31,450.73	27,901.70
Net Debt to equity ratio	NA	NA

No changes were made in the objectives, policies or processes for managing capital during the period ended 31st March 2025.

Notes forming part of the Financial Statement for the year ended 31st March, 2025

33 Fair Value Measurements

(i) The carrying amount of financial Instruments by Category are as follow: (₹ in Lakhs)

Particulars	31st March 2025			31st March 2024		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
(i) Receivable from Western Railways under Service concession arrangement	-	-	86.09	-	-	77.73
(ii) Trade Receivables	-	-	8,481.07	-	-	9,220.96
(iii) Cash and cash equivalents	-	-	2,219.50	-	-	1,550.78
(iv) Bank Balances other than (iii) above	-	-	3,427.25	-	-	700.14
(v) Security Deposits	-	-	14.50	-	-	16.41
(vi) Others	-	-	1,418.75	-	-	19.88
Total Financial Assets	-	-	15,647.16	-	-	11,585.90
Financial Liabilities						
(i) Borrowings	-	-	250.80	-	-	-
(ii) Trade Payables	-	-	2,292.24	-	-	3,481.44
(iii) Other financial liabilities	-	-	179.96	-	-	161.15
Total Financial Liabilities	-	-	2,723.01	-	-	3,642.59

(ii) Comparison by class of the carrying amounts and fair value of the company's financial instruments, other than those with carrying amounts that are reasonable approximates there fair values are not presented since fair value of all financial instruments as on reporting date approximates their carrying value.
(₹ in Lakhs)

Particulars	31-Mar-25		31-Mar-24	
	Carrying Value	Fair value	Carrying Value	Fair value
Financial Assets				
(i) Receivable from Western Railways under Service concession arrangement	86.09	111.09	77.73	95.35
Financial Liability				
Trade Payables (deferred Overhead Charges)	1,583.21	1,583.21	2,935.96	2,935.96
	1,669.30	1,694.30	3,013.69	3,031.31

(iii) The carrying amounts of trade receivables, cash and cash equivalents and other short term receivables and other financial liabilities are considered to the same as their fair values, due to short term nature.



Notes forming part of the Financial Statement for the year ended 31st March, 2025

- (iv) The amortised cost of receivables from railways under service concession arrangement were calculated based on cash flows discounted using lending rate.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level-2.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Fair Value hierarchy as on 31-03-2025

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortized Cost	-	-	-	-
Receivable from Western Railways under service concession arrangement	-	-	111.09	111.09
Financial Liability				
Trade Payable (Deferred overhead charges)	-	-	1,583.21	1,583.21

Fair Value hierarchy as on 31-03-2024

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortized Cost	-	-	-	-
Receivable from Western Railways under service concession arrangement	-	-	95.35	95.35
Financial Liability				
Total Financial Liabilities	-	-	2,935.96	2,935.96

Financial risk management

The Company's principal financial liabilities comprises trade payables and other payables. The main purpose of these financial liabilities is to finance the company's operations and to provide guarantees to support its operation. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company is expose to credit risk and liquidity risk. The company financial risk activities are governed by appropriated policies and procedures and that financial risk are identified, measured and managed in accordance with the companies policies and risk objectives. The board of directors reviews and agrees policies for managing each of these risk, which are summarised below:

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The company is exposed to credit risk from its financial activities including operating activities (primarily trade receivable) deposits with banks and other financial instruments.

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i) Trade Receivable

Customer credit risk is managed by company's established policy, procedure and control relating to customer credit risk management. Outstanding customer receivable are regularly monitored and an impairment analysis is performed at each reporting date on individual basis for major customer. The company does not hold any collateral as security.

(ii) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed in accordance with the companies policy. Investment of surplus are made only with approved with counterparty on the basis of the financial quotes received from the counterparty.

b) Liquidity risk

Ultimate responsibility for liquidity risk management rest with the board of directors. The company manages maintaining adequate banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturities of financial liabilities.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as at 31st March 2025 and 31st March 2024 :

(₹ in Lakhs)

Particulars	As At 31st March, 2025			
	Less than 1 Year	1-2 years	2-5 Years	5 years and above
Borrowings	-	-	-	-
Lease Liabilities	38.09	38.09	128.06	176.66
Trade Payables	992.20	283.17	849.50	715.05
Other Financial Liabilities	179.74	0.19	0.03	-

(₹ in Lakhs)

Particulars	As At 31st March, 2024			
	Less than 1 Year	1-2 years	2-5 Years	5 years and above
Borrowings	-	-	-	-
Trade Payables	1,350.55	283.17	849.51	998.21
Other Financial Liabilities	138.18	10.18	12.79	-



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The table below provides details regarding the undiscounted contractual maturities of significant financial Assets as at 31st March 2025 and 31st March 2024 :

(₹ in Lakhs)

Particulars	As At 31st March, 2025			
	Less than 1 Year	1-2 years	2-5 Years	5 years and above
Trade Receivables	8,481.07	-	-	-
Fixed Deposits with Banks (including interest)	3,520.43	-	-	-
Other Financial Assets	1,300.80	-	-	95.09

(₹ in Lakhs)

Particulars	As At 31st March, 2024			
	Less than 1 Year	1-2 years	2-5 Years	5 years and above
Trade Receivables	9,220.96	-	-	-
Fixed Deposits with Banks (including interest)	718.72	-	-	-
Other Financial Assets	14.30	-	-	77.73

34 Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and the key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities with next financial year.

a) Fair valuation measurement and valuation process

The fair values of financial assets and financial liabilities is measured the valuation techniques including the Discounted cash flow model. The inputs to these method are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Value of receivable from Western Railway is fair valued using current lending rate i.e 9.10% (9.50% previous year).

b) Useful life of Property, plant & equipment

As described in note 2.6, Useful life of property plant and equipment are based on a number of factors including the effects of obsolesces, demand, competition, internal assessment of user experience and other economic factors and level of maintenance expenditure required to obtain the expected future cash flows from the asset. The Company reviews the useful life of property, plant and equipment at each reporting date.

c) Useful life of Intangible Assets

As described in note 2.7, company has estimated the useful live of intangible assets (Intangible under service concession arrangement) is 30 years for amortisation of intangible assets, As per service concession arrangement if NPV payback equal to equity investment @14% is reached earlier than 30 years, the concession agreement would stand terminated and the project line would be repossessed by railway.

Notes forming part of the Financial Statement for the year ended 31st March, 2025

As described in note 2.7 - Intangible Assets other than freight Sharing right ,company has estimated useful life of 3 years in case of computer software.

The financial impact of the above assessment may impact the amortisation expenses in subsequent financial years

d) Defined benefit plan

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation 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 increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans , the management considers the interest rates of government bodies in currencies consistent with the currencies of the post-employment benefit obligation.

e) Taxes

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

f) Resurfacing Cost Provision

Provision for resurfacing costs has been recognized based on the management's best estimate of future expenses to be incurred for replacement and resurfacing activities over the duration of the concession period. This estimate takes into account the expected usage pattern, maintenance cycles, and technical assessments of the infrastructure condition. The provision is reviewed annually and revised, if necessary, to reflect changes in expected costs or the timing and scope of resurfacing activities.

g) Right of Use (ROU)

The measurement of Right-of-Use (ROU) assets and corresponding lease liabilities involves significant judgment and estimation. The key sources of estimation uncertainty in relation to ROU assets include:

- a. Lease Term: Determining the lease term requires judgment, especially where extension and termination options are present. Management assesses whether it is reasonably certain to exercise such options based on business requirements and contractual terms.
- b. Discount Rate: The Company uses its SBI MCLR borrowing rate to discount lease payments unless the interest rate implicit in the lease is readily determinable. Estimating the SBI MCLR borrowing rate involves judgment and affects the measurement of lease liabilities and ROU assets.
- c. Assessment of Lease Components: Identification of lease and non-lease components within a contract requires estimation and affects the capitalized ROU asset value.
- d. Impairment of ROU Assets: The carrying amount of ROU assets is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Estimating recoverable amounts involves use of future cash flow projections, discount rates, and other assumptions.
- e. Residual Value and Useful Life: While ROU assets are generally depreciated over the lease term, estimating the residual value or reassessing the useful life can impact depreciation expense.



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Notes forming part of the Financial Statement for the year ended 31st March, 2025

35 Construction Contracts

In terms of the disclosure required in IND AS-115 "Construction Contracts" as notified in the companies (Accounting Standard) Rules 2016, the amount considered in the financial statements up to the balance sheet date are as follows : (₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Revenue Recognised on exchanging construction services	46.13	23.17
Aggregate amount of costs incurred and recognised	46.13	23.17

36 Leases Disclosures

- (i) The Company has lease contracts for its office Buildings. 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. Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases except for short-term leases. The standard provides specific transition requirements and practical expedients, which have been applied by the Company.

(ii) Right of Use Assets

The carrying amounts of right-of-use assets recognised and the movements during the year are disclosed in Note 4.

(iii) Lease Liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Opening Balance as to the beginning of the year	-	-
Additions/adjustments during the year	264.99	-
Interest recognised during the year	-	-
Payment made during the year/total cash outflow for the leases	-14.19	-
Closing Balance as on the end of the year	250.80	-
Current	38.09	-
Non-current	212.71	-

- (iv) The details of the Contractual Maturities of the Lease Liabilities as at 31st March 2025 and 31st March 2024 on undiscounted basis are as follows:

As at 31st March, 2025

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2 -5 years	years and above
Lease Liabilities	38.09	38.09	128.06	176.66

As at 31st March, 2024

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-5 years	years and above
Lease Liabilities	-	-	-	-

Notes forming part of the Financial Statement for the year ended 31st March, 2025

(v) Amounts recognised in Statement of Profit and Loss

(₹ in Lakhs)

Particulars	For the period ended 31st March 2025	For the period ended 31st March 2024
Depreciation expense of right-of-use assets	0.44	-
Interest expense on lease liabilities	-	-
Expense relating to short-term leases (Refer Note 25)	49.57	55.61
	50.01	55.61

Gain/loss from sale and leaseback transactions is not applicable to the Company.

(vi) Leased Assets from Western Railways

Western Railway (lessor) has leased all the existing assets as per concession agreement and the land to be newly acquired with all rights, easements for the project to the company (lessee) for the duration of concession agreement.

As per extant policy of Ministry of Railways in its order dated 22.11.2017 had decided that land license fee should be charged @1000/- p.a. Previously, Company was paying to the lessor, an annual lease rental of ₹ 1/- p.a. in case of new land acquired by Western Railway and as per extant policy of the Ministry of Railways (as revised from time to time) for the original land of Western Railway, which shall be payable in advance in the first week of January every year. Upon expiry, the Company is required to hand over the leased assets to Ministry of Railways (MoR) free from all encumbrances whatsoever. If the concession period is extended/renewed beyond concession period, the lease agreement shall also to be extended/renewed at terms to be mutually decided by the parties.

The Company has taken lease assets from Ministry of Railways under non-cancellable operating lease.

As rent payable is dependent on the extant policy of Ministry of Railways which changes from time to time, therefore it is not possible for the company to determine and present the future minimum lease rentals payable.

37 Contingent Liabilities

Claims not acknowledged as debts by the company

- i) The Company had received a Show Cause Notice (SCN) during financial year 2014-15 from tax authorities in the matter of applicability of service tax on the Company in respect of apportioned freight received by the Company from Railways. The SCN covered a period of three years from financial year 2011-12 to financial year 2013-14 and involved service tax of ₹ 1,633 lakhs plus interest and penalties. The Company contested the SCN and submitted its position through a rejoinder thereon to the adjudicating authorities, pleading that no service is rendered by BDRCL to Western Railway that might warrant liability to pay Service Tax. The Company managed to obtain relief from the Commissioner of Service Tax vide her order dated 25.01.2016 and has, therefore, not provided for the amount in the aforesaid claim in its books for the above period. However, the department has filed appeal with CESTAT against the order of Commissioner for the same period, which was contested on similar lines by the Company. CESTAT has passed the order in favour of the Company vide Order No ST/A/50434-50435-50435/2019-CU(DB) dated 25/03/2019 rejected the appeals filed by the department. The department has filed a appeal in Hon'ble Supreme Court against the order of CESTAT in response to the same the Company has submitted a statement in Hon'ble Supreme Court. The tax authorities issued another SCN to the Company on the same grounds involving a demand of ₹ 1,638 lakhs plus interest and penalties for FY 2014-15. The company has duly submitted its reply to the adjudicating authorities for withdrawal of the claim in the aforesaid SCN on the same grounds as pleaded in the earlier rejoinder. Since the Company's stand is based on sound principles and immutable facts, and it had received a favourable ruling from the Commissioner of Service Tax, on the earlier occasion, it is confident that no additional liability on account of Service Tax will devolve on it. The Company has not yet received any adjudication order in the matter. Further, the tax authorities issued another SCN to the Company on the same grounds involving a demand of ₹ 1,614.85 lakhs plus interest and penalties for FY 2015-16 on 21st March 2018, the



Notes forming part of the Financial Statement for the year ended 31st March, 2025

company has duly submitted its reply to the adjudicating authorities for withdrawal of the claim in the aforesaid SCN on the same grounds as pleaded in the earlier rejoinder.

Further more, the tax authorities issued another SCN to the Company on the same grounds involving a demand of ₹ 899.09 lakhs plus interest and penalties for FY 2016-17 & 2017-18 (Upto Jun-17) on 22th April 2019. The company has duly submitted its reply to the adjudicating authorities for withdrawal of the claim in the aforesaid SCN on the same grounds as pleaded in the earlier rejoinder..

- ii) The O&M expenditure pertaining to Bharuch-Chavaj section has been provided in the financial statements to the extent information provided by Western Railway and information available with the company, remaining O& M will be provided in the year in which information will be received from Railways.
- iii) Company has terminated some contractual employees, due to misconduct at work place and unauthorised absence from office, Aggrieved by the decision of the company employees have filed application with Labour court for compensation towards their termination. However, based on the facts of the case company expects favourable decision. Further, certain exiting Contractual personnel of Maintenance work have approached Regional Labour Commissioner (RLC) with certain demands. Matter is pending with RLC. Financial impact if any, of same is not ascertainable. The matter is scheduled for next hearing on 04.08.2025 (Special Application No. 3580/2025).
- iv) The Company has received a claim of ₹ 696.62 lakhs from Rail Vikas Nigam Limited (RVNL) pertaining to arbitral award for construction of BDRCL Project under construction agreement for gauge conversion of Bharuch Samni-Dahej Section. The claim of ₹ 551.34 Lakh has been accepted and paid by the company. The remaining amount of ₹ 145.28 Lakh has not been accepted by the Company and the necessary facts in this regard have been intimated to RVNL.
- v) The Company has received a claim for the legal proceedings involving enhanced land acquisition compensation claims filed by landowners under the Land Acquisition Act. These matters are currently pending before the Civil Courts at Jambusar and Vagra and also involve related appeals before the Hon'ble High Court. Civil Court, Vagra:

In the case of Kalyansinh Madhavsingh (LAR 69/2019), the court has awarded enhanced compensation at ₹138.10 per sq. meter against the original ₹ 39 per sq. meter for 2,890.52 sq. meters of land. A Review Application (Misc. App. No. 11/2023) has been filed and is pending for hearing on 24.06.2025. This case may result in additional liability to the Company depending on the final adjudication by the courts. However, no provision has been recognized in the financial statements as the obligation is contingent in nature and accordingly Contingent Liability will be ₹ 3.99 lakhs (2890 sq.mt. @ ₹ 138.10) subject to final order of proceedings.

Civil Court, Jambusar:

Execution Applications No. 41/2022 to 43/2022, arising from LAR Case Nos. 81/2017 to 83/2017, are currently pending before the Civil Court, Jambusar for enforcement of the order dated 21.01.2022, which awarded enhanced compensation at ₹ 857/- per square meter. Subsequently, First Appeals (Nos. 9412/2025, 10931/2025, and 10955/2025) have been filed by the affected parties before the Hon'ble High Court, Ahmedabad. The matter is scheduled for next hearing on 21.06.2025. Accordingly, a contingent liability exists towards payment of enhanced compensation at ₹ 857/- per square meter for the total land area involved, subject to the final outcome of the proceedings."

- vi) The Company has received a claim in connection with land acquired for the Company's project, 15 landowners had disputed the compensation awarded and filed a case before the Civil Court. Vide order dated 03.02.2018, the Civil Court awarded enhanced compensation of ₹ 315 per sq. meter along with interest, solatium, and other statutory benefits. The total enhanced compensation awarded was ₹ 60.74 lakhs, which has been fully deposited by the Company in compliance with directions of the Hon'ble High Court of Gujarat—₹ 30.37 lakhs in FY 2019-20 and ₹ 30.37 lakhs in FY 2023-24 (Kindly refer Note no 8.1).

The appeal filed by the Company is currently pending before the Hon'ble High Court. As the matter remains sub judice, and the additional liability on account of interest and statutory components is presently unascertainable, no provision has been made in the financial statements.

Accordingly, a contingent liability of an unascertainable amount exists as on 31.03.2025, pending final adjudication."

- 38 In the opinion of the Board of Directors and to the best of their knowledge and belief, the aggregate value of the Current Assets including Current financial assets on realization in the ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet.

Notes forming part of the Financial Statement for the year ended 31st March, 2025

39 Capital commitment

Capital commitment is Estimated at ₹ 187.27 Lakhs (31st March 2024 ₹ 459.35 Lakhs).

40 Foreign currency transactions

Expenditure in Foreign Currency Nil (Previous period Nil)

Income in Foreign Currency Nil (Previous period Nil)

41 Information in respect of micro and small enterprises as required by Micro, Small and Medium Enterprises Development Act, 2006 are as follows:- (₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Amount remaining unpaid to any supplier:		
Principal amount	54.36	29.38
Interest due thereon	NIL	NIL
(ii) Amount of interest paid in terms of Section 16 of the MSMED Act along-with the amount paid to the suppliers beyond the appointed day.	NIL	NIL
(iii) 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.	NIL	NIL
(iv) Amount of interest accrued and remaining unpaid	NIL	NIL
(v) 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 enterprises, for the purpose of disallowances as a deductible expenditure under Section 23 of MSMED Act	NIL	NIL

42 Related Party Disclosures

42.1 Parties to the joint venture agreement

(a) Related Parties held equity of company

Name of Party	As at 31st March 2025		As at 31st March 2024	
	Number of shares held in Lakhs	% holding in that class of shares	Number of shares held in Lakhs	% holding in that class of shares
Rail Vikas Nigam Ltd	550.00	35.46%	550.00	35.46%
Gujarat Industrial Development Corp.	178.60	11.51%	178.60	11.51%
Gujarat Maritime Board	178.60	11.51%	178.60	11.51%
Adani Petronet (Dahej) Port Private Ltd	173.30	11.17%	173.30	11.17%
Gujarat Narmada Valley Fertilizers & Chemicals Limited	135.30	8.72%	135.30	8.72%
Hindalco Industries Limited	135.30	8.72%	135.30	8.72%
Dahej SEZ Ltd	100.00	6.45%	100.00	6.45%
Texmaco West Rail Ltd. (Formerly known as Jindal Rail Infrastructure Ltd)	100.00	6.45%	100.00	6.45%
	1,551.10	100.00%	1,551.10	100.00%



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Notes forming part of the Financial Statement for the year ended 31st March, 2025

(b) Key Managerial personnel of the entity

Name	Designation
Mr. Manoj Krishna Akhouri (w.e.f 06.12.2023)	Managing Director
Mr. Anurag (w.e.f 05.08.2024)	Nominee Director
Mr. Deepak Arora (w.e.f 31.07.2024)	Nominee Director
Mr. K Raveen Kumar Reddy (ceased 20.04.2025)	Nominee Director & Chairman
Mr. Kalpesh Kiritbhai Vithlani (w.e.f 08.08.2024)	Nominee Director
Mr. Sanjay Dungrakoti (Ceased 31.07.2024)	Nominee Director
Mr. Bansh Narain Singh (Ceased 31.07.2024)	Nominee Director
Mr. Chhatrasal Singh (Ceased 31.07.2024)	Nominee Director
Mr. Rajesh Pathak (Ceased 21.08.2024)	Nominee Director
Mr. Chandan kumar Verma (w.e.f 29.08.2023)	Nominee Director
Mr. Shailendra Kumar Sharma (w.e.f 01.12.2023)	Nominee Director
Ms. Ruchi Pranav Patel (w.e.f 27.03.2024)	Nominee Director
Mr. Balkishan Sharma (Ceased 11.10.2024)	Chief Financial Officer
Ms. Kanika Mathur (Ceased 19.02.2025)	Company Secretary

42.1.1 As of 31st March, 2025, the position of Chief Financial Officer and Company Secretary is vacant.

(c) Disclosure of transaction with related parties:

(₹ in Lakhs)

Particulars	Transactions (Rs.)	Outstanding Amount Payable/ (Receivable) (Rs.)	Transactions (Rs.)	Outstanding Amount Payable/ (Receivable) (Rs.)
	Year ended March 31, 2025	Year ended March 31, 2025	Year ended March 31, 24	Year ended March 31, 2024
Rail Vikas Nigam Limited				
Purchase of Rail	237.22	-	-	-
Final Dividend Paid	148.50	-	-	-
Closing Balance	-	11.08	-	-
Gujarat Industrial Development Corp.				
Amount paid towards Lease Rent/ Water Charges/Plot/Shed	12.40	-	29.77	-
Final Dividend Paid	48.22	-	-	-
Closing Balance	-	8.39	-	-
Adani Petronet (Dahej) Port Private Ltd.				
Final Dividend Paid	46.79	-	-	-
Dividend				
Gujarat Maritime Board	48.22	-	-	-
Gujarat Narmada Valley Fertilizers & Chemical Limited	36.53	-	-	-
Hindalco SEZ Ltd	36.53	-	-	-
Dahej SEZ Ltd	27.00	-	-	-
Texmaco West Rail Ltd. (Formerly known as Jindal Rail Infrastructure Ltd)	27.00	27.00	-	-

Notes forming part of the Financial Statement for the year ended 31st March, 2025

(d) Compensation of key management personnel:

The remuneration of directors and other members of key management personnel during the year was as follows: (₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended 31st March 2024
Short-term benefits	47.34	55.50
Post-employment benefits	5.98	-
Other long-term benefits	16.98	5.13
Total	70.30	60.63

(e) Commitment to related parties

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended 31st March 2024
Rail Vikas Nigam Limited	187.27	187.27
Total	187.27	187.27

43 Payment to Auditors

Payment to the Auditors comprises of the following: (₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended 31st March 2024
Audit Fee	3.72	3.72
Out of Pocket expenses	0.04	-
Total	3.76	3.72

44 Corporate Social Responsibility

The Company is required to spend ₹ 77.64 lakhs on Corporate Social Responsibility (CSR) during the F.Y 24-25 in accordance with Section 135 of companies Act 2013. The average profit/(loss) of the Company, as per section 198, for the last three years i.e. 2021-22, 2022-23 and 2023-24 : ₹ 3882.33 Lakhs. Accordingly, the CSR liability for FY 24-25 is ₹ 77.64 lakhs (FY 2022-23 ₹ 50.60 Lakhs). Further, Company has spent an amount of ₹ 42.86 lakhs to Prime Minister National Relief Fund dated 27.03.2025 and amount of ₹ 28.41 Lakhs has been spent towards Mobile Health Clinic and Education and Infrastructure development for Social welfare. The remaining unspent amount of ₹ 6.37 lakhs will be deposited by the Company in the Prime Minister's National Relief Fund within the time limit of six months from the end of the financial year, in accordance with the provisions of Section 135 of the Companies Act, 2013.

(₹ in Lakhs)

Particulars	FY 2024-25		FY 2023-24	
(i) Amount required to be spent by the company during the year	77.64		50.60	
(ii) Amount of expenditure incurred				
Particulars	In cash	Yet to be paid in Cash	In cash	Yet to be paid in Cash
Construction / acquisition of any On purposes other than above	71.27	-	25.89	-
	71.27	-	25.89	-

(iii) Shortfall at the end of the year,

6.37

11.37

(iv) Total of previous years shortfall,

NIL

NA



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Notes forming part of the Financial Statement for the year ended 31st March, 2025

(v)	Reason for shortfall	Remaining Amt. after expenditure incurred will be deposited in PM relief Fund within 6 months	Excess spent during the FY 2022-23 is adjusted during the current Financial Year
(vi)	Nature of CSR activities	Mobile health clinic Education and infrastructure development for social welfare PM national Relief Fund	Mobile health clinic PM national Relief Fund
(vii)	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,	NA	NA
(viii)	where a provision is made with respect to a liability incurred by entering a contractual obligation, the movements in the provision during the year shall be shown separately.	NO	Yes

(₹ in Lakhs)

Opening Balance	Provision Made during the year	Provision reversed during the year	Closing Balance
-	-	-	-

(ix) In case of Section 135(5) unspent amount (Other than Ongoing Project)

As at 31st March 2025

(₹ in Lakhs)

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
11.37	(11.37)	77.64	71.27	6.37

Rs. 42.86 lakhs has been transferred to the PM National Relief fund on dated 27.03.2025.
Company will deposit Rs. 6.37 lakhs to the PM National Relief fund within 6 months from the end for Balance sheet reporting date.

As at 31st March 2024

(₹ in Lakhs)

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
(13.34)	-	50.60	25.89	11.37

Rs 11.37 lakhs has been transferred to the PM National Relief fund on dated 28.08.2024.

Notes forming part of the Financial Statement for the year ended 31st March, 2025

- 45** The company has accounted for the employee's benefit expenses in accordance with Ind AS 19 "Employee Benefits" notified by the Ministry of Corporate Affairs, Government of India. The summarised position of Post-employment benefits and long-term employee benefits recognised in the Statement of Profit and Loss and Balance sheet as per Ind AS 19 are as under-

(₹ in Lakhs)

45.1 Change in present value of obligation:

Particulars	2024-25		2023-24	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Opening Balance	65.07	26.09	48.99	19.85
Interest Cost	4.70	1.88	3.62	1.47
Current service cost	4.25	3.91	3.82	3.24
Past Service Cost including curtailment Gains/Losses	-	-	-	-
Benefit paid	(13.28)	(7.12)	-	-
Actuarial (Gain)/ Loss on obligation	5.09	(5.38)	8.64	1.53
Closing Balance	65.83	19.37	65.07	26.09

45.2 Change in fair value of Plan Assets

(₹ in Lakhs)

Particulars	2024-25		2023-24	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Fair value of Plan Assets at the beginning of the year	-	-	-	-
Expected return on Plan Assets	-	-	-	-
Employer's contribution	-	-	-	-
Benefit Paid	-	-	-	-
Actuarial (loss)/ gain on Obligations	-	-	-	-
Closing Balance	-	-	-	-

45.3 Amount Recognised in Balance Sheet

(₹ in Lakhs)

Particulars	2024-25		2023-24	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Estimated Present Value of obligations as at the end of the year	65.83	19.37	65.07	26.09
Fair value of Plan Assets as at the end of the Year	-	-	-	-
Net Assets/ (Net Liability) recognised Balance Sheet	(65.83)	(19.37)	(65.07)	(26.09)



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Notes forming part of the Financial Statement for the year ended 31st March, 2025

45.4 Expenditure recognised in the Statement of Profit & Loss (₹ in Lakhs)

Particulars	2024-25		2023-24	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Current Service Cost	4.25	3.91	3.82	3.24
Past Service Cost including curtailment Gains/Losses	-	-	-	-
Interest Cost	4.70	1.88	3.62	1.47
Net Actuarial (Gain) / Loss recognized in the year	-	(5.38)	-	1.53
Total expenses recognized in the Statement of Profit and Loss	8.95	0.41	7.44	6.23

45.5 Expenditure recognised in Other Comprehensive Income (₹ in Lakhs)

Particulars	2024-25		2023-24	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Net cumulative unrecognized actuarial gain/ (loss) opening	-	-	-	-
Actuarial gain/ (loss) for the year on PBO	(5.09)	-	(8.64)	-
Actuarial gain/ (loss) for the year on the assets	-	-	-	-
Unrecognized Actuarial gain/ (loss) at the end of the year	(5.09)	-	(8.64)	-

45.6 Bifurcation of PBO at the end of year in current and non-current. (₹ in Lakhs)

Particulars	2024-25		2023-24	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Current Liability(Amount due with in one year)	35.53	3.93	35.48	1.39
Non-Current Liability(Amount due over one year)	30.30	15.44	29.59	24.69
Total PBO at the end of the year	65.83	19.37	65.07	26.08

45.7 Principal actuarial assumption at the Balance Sheet Date

Particulars	2024-25		2023-24	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Discount Rate	6.93%	6.93%	7.22%	7.22%
Expected rate of return on Plan Assets	5.50%	5.50%	5.50%	5.50%
Expected rate of Salary Increase	5.50%	5.50%	5.50%	5.50%
Method used	Project Unit Credit		Project Unit Credit	

Notes forming part of the Financial Statement for the year ended 31st March, 2025

45.8 Maturity profile of defined benefit obligation is as follow: (₹ in Lakhs)

Period	Effect on Gratuity obligation	Effect on Earned Leave
0-1 year	35.53	3.93
1 to 2 year	1.50	0.34
2 to 3 year	0.53	0.33
3 to 4 year	2.53	0.33
4 to 5 year	1.36	0.32
5 to 6 year	0.49	0.32
6 year onwards	23.89	13.81

45.9 Sensitivity Analysis For the year ended 31 March 2025 (₹ in Lakhs)

Particulars	Change in assumptions	Effect on Gratuity obligation	Effect on Earned Leave
Discount Rate	0.50%	(1.78)	(1.28)
	-0.50%	1.83	1.42
Salary Growth	0.50%	1.83	1.43
	-0.50%	(1.81)	(1.30)

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

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

45.10 Mortality Rates for specimen ages

Mortality rate for both Compensated absences and gratuity are as under- (₹ in Lakhs)

Age	Mortality rate	Age	Mortality rate	Age	Mortality rate
15	0.000698	45	0.002579	75	0.038221
20	0.000924	50	0.004436	80	0.061985
25	0.000931	55	0.007513	85	0.100979
30	0.000977	60	0.011162	90	0.163507
35	0.001202	65	0.015932	95	0.259706
40	0.00168	70	0.024058	100	0.397733

45.11 Expected contribution for the next Annual reporting period (₹ in Lakhs)

Particulars	31-03-2025		31-03-2024	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Service cost	3.06	1.54	3.94	2.91
Net Interest cost	4.56	1.34	4.70	1.88
Expected expense for the next annual reporting period	7.63	2.89	8.64	4.80



Notes forming part of the Financial Statement for the year ended 31st March, 2025

45.12 The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in employee market.

45.13 Government of India has notified the payment of Gratuity (Amendment), Act 2018 on 29 March 2018, as per the said notification the maximum Gratuity limit has been increased from Rs 10 Lakhs to Rs 20 Lakhs. The Company provides for Gratuity for employees as per the Payment of Gratuity Act 1972. Employees who are in continuous service for a period of five (5) years are eligible for gratuity. The amount of gratuity payable on retirement/termination of the employees is last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

45.14 The amount of liabilities is as per the report of a qualified Actuary.

45.15 Post Employment benefits in form of National Pension Scheme (NPS) are defined contribution schemes: The company has no obligation, other than the contribution @10% of Basic pay plus dearness allowance payable under such scheme and Charges payable for operation of the Pension scheme will be borne by the Company. Company subscribed to Corporate NPS of the Pension Fund Regulatory and Development Authority (PFRDA) for the pension benefits of all regular employees of the company w.e.f. 01.01.2017 during the meeting of Board of Directors held in March 2023 During the year company has recognised contribution of ₹ 23.88 Lakhs for the period 01.01.2017 to 31.03.2024. In FY 2024-2025, company has contributed ₹ 3.59 lakhs for NPS Employer Contribution.

46 Impairment of Assets

In accordance with Ind AS-36 Impairment of Assets, the carrying amounts of Company's assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. On the basis of review, the management is of the opinion that there is no indicators of impairment as on the Balance Sheet date.

47 Obligation to Restore project assets to specified level of serviceability

In terms of Clause 4.3(d) of Concession Agreement, there is an obligation on the Company to keep the project assets in working condition, including making replacement, as per laid down standards of MOR, of all project assets whose codal lives expire during the concession period. Accordingly, Company is required to provide for in respect of replacement obligations arising during the remaining concession period as per requirement of Appendix D of the Ind AS 115 for best estimate of expenditure required to settle obligation. During the current FY 2024-25, Company has recognised the Resurfacing cost provision for Rs. 1045.25 Lakhs in note no. 22 for Operation and Maintenance Expenses. Resurfacing Cost provision includes P Way Material, Elastic Fittings, Ballast Cleaning work expenses to be incurred in remaining concession period.

48 Operating Segment Reporting

Operating segment are reported in the manner consistent with the internal reporting provided to chief operating decision maker(CODM). CODM has identified only one operating segment, hence no separate disclosure are required. Revenue of approximately ₹ 8423.31 Lakhs (31st March 2024: ₹ 10,329.20) are derived from customers contributing more than 10% of total revenue of the company.

49 Disclosures pursuant to amendment in Schedule III of the Companies Act 2013:

The MCA vide notification dated 24th March 2021 has amended Schedule III to the Companies Act. 2013 in respect of certain disclosures which are applicable from 1st April 2021. The Company has incorporated the changes as per the said amendment in the financial statements and below disclosures are made in compliance of the said amendment :

- (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 period.
- (ii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the period.

Notes forming part of the Financial Statement for the year ended 31st March, 2025

- (iii) The Company do not have any Benami property, 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 to be disclosed separately in statement of changes in equity.
- (v) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period. Charge created in the earlier years on the assets due to the loan is now released, however form filing is pending .
- (vi) The Company have not advanced or loaned or invested funds to any other person(s) or entity(is), 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) The Company have not received any fund from any person(s) or entity(is), 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 does not have any loans and advances in the nature of loans to promoters, directors, KMP and other related parties.
- (ix) The Company has not revalued any item of property, plant and equipment and Intangible Assets.
- (x) The Company does not have any transactions where the company has not used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date
- (xi) The Company do not have any title deeds of immovable properties not held in name of the company.
- (xii) The Company does not have any investment property.
- (xiii) 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.
- (xiv) The Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority.
- (xv) The Compliance of number of layers as prescribed under the Companies Act, 2013 is not applicable to the Company.
- (xvi) The Company have not entered into any scheme(s) of arrangements during the financial year.
- (xvii) The Company does not have any transaction which is not recorded in the books of accounts that has been subsequently surrendered or disclosed as income during the year as part of the on going tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

Notes forming part of the Financial Statement for the year ended 31st March, 2025

(xviii) 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	9.07	7.36	23.23%	Increase in Current Assets in comparison to Current Liability as per Recoverable amount for Interest on Deferred OH Cost from WR.
Debt-equity ratio	Total Debt	Shareholder's Equity	NA			
Debt service coverage ratio	Earnings for debt service	Debt service	NA			
Return on equity ratio	Net Profits after taxes – Pref. Dividend	Average Shareholder's Equity	0.14	0.12	16.67%	NA
Inventory turnover ratio	Cost of goods sold	Average Inventory	NA			
Trade receivables turnover ratio	Sales	Average Trade Receivable	1.00	1.34	-25.37%	Decrease in revenue from Operation from WR.
Trade payable turnover ratio	Purchases	Average Trade Payables	1.55	0.95	63.16%	Increase in O&M Cost due to Resurfacing Cost.
Net capital turnover ratio	Sales	Working Capital	0.64	1.05	-39.05%	Decrease in revenue from Operation from WR.
Net profit ratio	Net Profit	Sales	0.45	0.29	55.17%	Increase in Other Income due to reversal of Interest on Deferred OH charged by WR
Return on capital employed	Earnings before interest and taxes	Capital Employed	0.09	0.10	-10.00%	NA
Return on investment	NA					

50 Previous year's figures are, regrouped to confirm and make them comparable with those of the current year.

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 Statement of Cash Flow before and after reclassification as at 31st March, 2025

Sl. No.	Particulars	Amount before reclassification	Reclassification	Restated amount after reclassification	Reason for reclassification
1	Cash from Operating Activities	(8.31)	122.03	113.72	GST Advance Paid is considered as non Current Assets
2	Cash from Operating Activities	-	(122.03)	(122.03)	GST Advance Paid is considered as non Current Assets

Notes forming part of the Financial Statement for the year ended 31st March, 2025

b) Items of Statement of Balance Sheet before and after reclassification as at 31 March 2025

Sl. No.	Particulars	Amount before reclassification	Reclassification	Restated amount after reclassification	Reason for reclassification
1	Other non-current assets	85.53	122.03	207.56	GST Advance Paid is considered as non Current Assets
2	Other current assets	207.98	(122.03)	85.95	GST Advance Paid is considered as non Current Assets

51 Approval of Financial Statements

The financial statements were approved for issue by the Board of Directors on 17.06.2025

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

For Uberoi Sood & Kapoor

Chartered Accountants

Sd/-

S.D Sharma

Partner

Membership No. 080399

Firm Registration No. 001462N

Date : 17.06.2025

Place: New Delhi

For and on behalf of Board of Directors of

Bharuch Dahej Railway Company Limited

Sd/-

Manoj Krishna Akhouri

Managing Director

DIN 02293829

Sd/-

Chandan Kumar Verma

Director

DIN 10298031



Bharuch Dahej Railway Company Limited

CIN: U45203DL2006PLC155511

प्रधान निदेशक लेखापरीक्षा
का कार्यालय
रेलवे वाणिज्यक,
4, दीनदयाल उपाध्याय मार्ग
नई दिल्ली – 110002



Office of the
Principal Director of
Audit Railway
Commercial
4, Deen Dayal Upadhyaya
Marg, New Delhi-110002

संख्या/पी.डी. ए/आर.सी/AA-BDRCL/03-33/2025-26/447

दिनांक : 17.09.2025

सेवा में,

प्रबंध निदेशक,
भरुच दहेज रेलवे कंपनी लिमिटेड
39-42, तीसरा फ्लोर, एच ब्लॉक, इंद्र पैलेस,
कनॉट सर्कस, इनर सर्किल,
नई दिल्ली – 110001

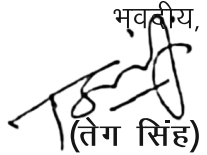
विषय: 31 मार्च 2025 को समाप्त वर्ष के लिए भरुच दहेज रेलवे कंपनी लिमिटेड के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143 (6)(b) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

मैं, भरुच दहेज रेलवे कंपनी लिमिटेड के 31 मार्च 2025 को समाप्त वर्ष के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143 (6)(b) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ अग्रेषित कर रहा हूँ।

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

संलग्न: यथोपरी

भवदीय,

(तेग सिंह)

प्रधान निदेशक (रेलवे वाणिज्यक)

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF BHARUCH DAHEJ RAILWAY COMPANY LIMITED FOR THE YEAR ENDED 31 MARCH 2025.

The preparation of financial statements of Bharuch Dahej Railway Company Limited for the year ended 31 March 2025 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are 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 17 June 2025.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of Bharuch Dahej Railway Company Limited for the year ended 31 March 2025 under Section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditor and is limited primarily to inquiries of the Statutory Auditor and company personnel and a selective examination of some of the accounting records.

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

A Comments on disclosure

Note to the financial statements for the year ended 31st March 2025

42.1 Parties to the joint venture agreement

(a) Related Parties held equity of company

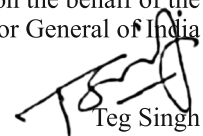
As per Para 9 of Ind AS 24 'Related Party Disclosures' a related party includes any entity that has joint control or significant influence over the reporting entity or is party to a joint venture agreement with the reporting entity. The company under a Concession Agreement entered (June 2008) into with the Ministry of Railways, represented through Western Railway, determines critical financial and operational aspects such as revenue sharing, operation and maintenance and cost allocation rights etc. The rights constitute significant influence over the Company. Thus, the Western Railway was Related Party of the Company.

However, the Company had not given the disclosure about this related party as required under Para 19 of the Ind AS 24.

Place: New Delhi

Dated: 17.09.2025

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



Teg Singh
Principal Director of Audit
Railway Commercial, New Delhi



Sr. No.	CAG Final Comments	MANAGEMENT'S REPLY
A (ii)	<p>Comments on Disclosures</p> <p>Note to the financial statements for the year ended 31st March 2025</p> <p>42.1 Parties to the joint venture agreement (a) Related Parties held equity of company.</p> <p>As per Para 9 of Ind AS 24 'Related Party Disclosures' a related party includes any entity that has joint control or significant influence over the reporting entity or is party to a joint venture agreement with the reporting entity'. The company under a Concession Agreement entered (June 2008) into with the Ministry of Railways, represented through Western Railway, determines critical financial and operational aspects such as revenue sharing, operation and maintenance and cost allocation rights etc. The rights constitute significant influence over the Company. Thus, the Western Railway was Related Party of the Company.</p> <p>However, the Company had not given the disclosure about this related party as required under Para 19 of the Ind AS 24.</p>	<p>The Company has carefully examined the provisions of Ind AS-24, Related Party Disclosures. As per Para 9 of the Standard, a related party relationship arises only where there is control, joint control, or significant influence over the financial and operating policy decisions of the reporting entity. Further, Para 11(c)(iv) also clarifies that departments and agencies of a government that do not control, jointly control or significantly influence the reporting entity are not considered related parties simply by virtue of their normal dealings with an entity (even though they may affect the freedom of action of an entity or participate in its decision-making process).</p> <p>While Western Railway is a Zonal Railway under Ministry of Railways (MoR), its role is limited to operational facilitation and regulatory oversight. It does not exercise control, joint control, or significant influence over the financial or policy decisions of the Company. Hence, Western Railway does not meet the criteria of a related party as defined under Ind AS-24.</p> <p>The related party disclosures for FY 2024-25 have been reviewed and found to be in compliance with Ind AS-24, and the same have been appropriately disclosed in Note No. 42 of the financial statements. Accordingly, no further disclosure regarding Western Railway under the Related Party transactions is required.</p>



BHARUCH DAHEJ RAILWAY COMPANY LIMITED

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