

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L35100MH1991PLC060686

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ORIENTAL RAIL INFRASTRUCTURE LIMITED	ORIENTAL RAIL INFRASTRUCTURE LIMITED
Registered office address	SURVEY NO-49, AGHAI (VIA)KALYAN RAILWAY STATION,NA,THANE,Maharashtra,India,421301	SURVEY NO-49, AGHAI (VIA)KALYAN RAILWAY STATION,NA,THANE,Maharashtra,India,421301
Latitude details	18.71044	18.71044
Longitude details	73.23673	73.23673

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

ORIL_RegisteredOffice_Aghai.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****0M

(c) *e-mail ID of the company

*****iance@orientalrail.co.in

(d) *Telephone number with STD code

02*****00

(e) Website

<https://www.orientalrail.com/>

iv *Date of Incorporation (DD/MM/YYYY)

08/03/1991

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1994PTC079160	ADROIT CORPORATE SERVICES P LTD	18-20, JAFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD MAROL NAKA, ANDHERI (E),, Mumbai,Mumbai City,Maharashtra,India,400059	79160

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

04/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

7

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	25	Manufacture of fabricated metal products, except machinery and equipment	74.37
2	C	Manufacturing	15	Manufacture of Leather and related products	12.75
3	C	Manufacturing	20	Manufacture of chemicals and chemical products	5
4	C	Manufacturing	32	Other manufacturing	3.93
5	C	Manufacturing	16	Manufacture of wood and of products of wood and cork, except furniture; manufacture of articles of straw and plaiting materials	2.96
6	C	Manufacturing	31	Manufacture of furniture	0.39
7	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	47	Retail trade, except of motor vehicles and motorcycles	0.6

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U27310MH2014PTC256609		ORIENTAL FOUNDRY PRIVATE LIMITED	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	100000000.00	64559000.00	64559000.00	64559000.00
Total amount of equity shares (in rupees)	100000000.00	64559000.00	64559000.00	64559000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares one share one vote				
Number of equity shares	100000000	64559000	64559000	64559000
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	100000000.00	64559000.00	64559000	64559000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	2289000	59170000	61459000.00	61459000	61459000	
Increase during the year	0.00	3100000.00	3100000.00	3666000.00	3666000.00	420000000.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	2500000	2500000.00	2500000	2500000	420000000
v ESOPs	0	600000	600000.00	600000	600000	0
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify Physical to demat				566000	566000	
Decrease during the year	0.00	0.00	0.00	566000.00	566000.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Physical to demat			0	566000	566000	
At the end of the year	2289000.00	62270000.00	64559000.00	64559000.00	64559000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE457G01029

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☐ Nil

Number of transfers

6

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible warrants	2500000	169	422500000	42.25	105625000
Total	2500000		422500000		105625000

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

1531593918.03

ii * Net worth of the Company

2837406785

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	29505500	45.70	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	6680000	10.35	0	0.00
10	Others 	0	0.00	0	0.00
	Total	36185500.00	56.05	0.00	0

Total number of shareholders (promoters)

14

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	23210005	35.95	0	0.00
	(ii) Non-resident Indian (NRI)	285381	0.44	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	4597568	7.12	0	0.00
10	Others	280546	0.43	0	0.00
	Others				
	Total	28373500.00	43.94	0.00	0

Total number of shareholders (other than promoters)

35544

Total number of shareholders (Promoters + Public/Other than promoters)

35558.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	7580
2	Individual - Male	19925
3	Individual - Transgender	0
4	Other than individuals	8053
	Total	35558.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**[Details of Promoters, Members (other than promoters), Debenture holders]**

Details	At the beginning of the year	At the end of the year
Promoters	14	14
Members (other than promoters)	25426	35544
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	3	0	3	0	23.8	0
B Non-Promoter	0	3	1	4	0.93	0.00
i Non-Independent	0	0	1	0	0.93	0
ii Independent	0	3	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0

v Others	0	0	0	0	0	
Total	3	3	4	4	24.73	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SALEH NAJMUDDIN MITHIBORWALA	00171171	Whole-time director	8554000	
VALI NAJMUDDIN MITHIBORWALA	00171255	Whole-time director	4593000	
KARIM NURUDDIN MITHIBORWALA	00171326	Managing Director	2218000	
SURESH GOVIND MANE	07247232	Director	0	
SHEETAL BHAVIN NAGDA	07179841	Director	0	
DATTAPRASAD UGRANKAR	10729828	Director	0	
LATIF ABDUL MALIK PIRANI	08608540	Director	0	
AMITABH SINHA	10605264	Whole-time director	603000	
SALEH NAJMUDDIN MITHIBORWALA	AABPM7757P	CFO	8554000	
HARDIK MEGHJI CHANDRA	AWNPC2757P	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
AMITABH SINHA	10605264	Whole-time director	26/09/2024	Change in designation
MUSTAFA SAIFUDDIN PARDAWALA	02814971	Director	12/11/2024	Cessation
LATIF ABDUL MALIK PIRANI	08608540	Additional Director	14/08/2024	Appointment

DATTAPRASAD UGRANKAR	10729828	Additional Director	14/08/2024	Appointment
AMITABH SINHA	10605264	Additional Director	14/08/2024	Appointment
LATIF ABDUL MALIK PIRANI	08608540	Director	26/09/2024	Change in designation
DATTAPRASAD UGRANKAR	10729828	Director	26/09/2024	Change in designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual general meeting	26/09/2024	35597	50	47.56

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2024	6	6	100
2	28/05/2024	6	6	100
3	14/08/2024	6	6	100
4	20/09/2024	9	7	77.78
5	12/11/2024	9	8	88.89
6	13/02/2025	8	7	87.5
7	25/03/2025	8	8	100

C COMMITTEE MEETINGS

Number of meetings held

42

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	08/05/2024	4	4	100
2	Audit Committee	28/05/2024	4	4	100
3	Audit Committee	14/08/2024	4	4	100
4	Audit Committee	12/11/2024	4	4	100
5	Audit Committee	13/02/2025	4	4	100
6	Audit Committee	25/03/2025	4	4	100
7	CSR Committee	28/05/2024	3	3	100
8	Nomination Remuneration Committee	28/05/2024	4	4	100
9	Nomination Remuneration Committee	14/08/2024	4	4	100
10	Nomination Remuneration Committee	18/11/2024	4	4	100
11	Nomination Remuneration Committee	28/11/2024	4	4	100
12	Stakeholders Relationship Commtee	18/05/2024	4	4	100
13	Stakeholders Relationship Commtee	28/05/2024	4	4	100
14	Stakeholders Relationship Commtee	14/08/2024	4	4	100
15	Stakeholders Relationship Commtee	12/11/2024	4	4	100
16	Stakeholders Relationship Commtee	13/02/2025	4	4	100
17	Independent Directors Meeting	13/02/2025	4	4	100
18	Independent Directors Meeting	25/03/2025	4	4	100
19	Allotment Committee	17/12/2024	3	3	100

20	Executive Committee	04/04/2024	3	3	100
21	Executive Committee	14/06/2024	3	3	100
22	Executive Committee	03/07/2024	3	3	100
23	Executive Committee	08/07/2024	3	3	100
24	Executive Committee	30/07/2024	3	3	100
25	Executive Committee	16/08/2024	3	3	100
26	Executive Committee	30/08/2024	3	3	100
27	Executive Committee	27/09/2024	3	3	100
28	Executive Committee	17/10/2024	3	3	100
29	Executive Committee	25/10/2024	3	3	100
30	Executive Committee	30/10/2024	3	3	100
31	Executive Committee	07/11/2024	3	3	100
32	Executive Committee	16/11/2024	3	3	100
33	Executive Committee	20/11/2024	3	3	100
34	Executive Committee	06/12/2024	3	3	100
35	Executive Committee	09/12/2024	3	3	100
36	Executive Committee	30/12/2024	3	3	100
37	Executive Committee	30/01/2025	3	3	100
38	Executive Committee	15/02/2025	3	3	100
39	Executive Committee	27/02/2025	3	3	100
40	Executive Committee	10/03/2025	3	3	100
41	Executive Committee	21/03/2025	3	3	100
42	Executive Committee	29/03/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								04/09/2025 (Y/N/NA)

1	KARIM NURUDDIN MITHIBORWALA	7	7	100	30	30	100	No
2	SURESH GOVIND MANE	7	7	100	12	12	100	Not applicable
3	SALEH NAJMUDDIN MITHIBORWALA	7	7	100	34	34	100	No
4	VALI NAJMUDDIN MITHIBORWALA	7	6	85	24	24	100	Yes
5	LATIF ABDUL MALIK PIRANI	4	4	100	7	7	100	Yes
6	AMITABH SINHA	4	1	25	0	0	0	No
7	SHEETAL BHAVIN NAGDA	7	7	100	17	17	100	No
8	DATTAPRASAD UGRANKAR	4	4	100	8	8	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Hardik Chandra	Company Secretary	950000				950000.00
	Total		950000.00	0.00	0.00	0.00	950000.00

C *Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mustafa Pardawala	Director	0	0	0	94000	94000.00

2	Suresh Mane	Director	0	0	0	110000	110000.00
3	Sheetal Nagda	Director	0	0	0	130000	130000.00
4	Dattaprasad Ugrankar	Director	0	0	0	64000	64000.00
5	Latif Pirani	Director	0	0	0	60000	60000.00
	Total		0.00	0.00	0.00	458000.00	458000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B If No, give reasons/observations

One independent director of the Company have not included his name in databank as required pursuant to rule 6 of Companies (Appointment & Qualifications of directors) Rules, 2014

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

35558

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder.xlsm

(b) Optional Attachment(s), if any

List of Other Shareholders -
31032025.pdf
Signed MGT - 8.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

ORIENTAL RAIL
INFRASTRUCTURE LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

SHIV HARI JALAN

Date (DD/MM/YYYY)

28/10/2025

Place

Mumbai

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

4*2*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

00171255

*(b) Name of the Designated Person

VALI NAJMUDDIN
MITHIBORWALA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 11 dated*
(DD/MM/YYYY) 05/05/2025 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*1*1*5*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

6*0*5

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB8616112

eForm filing date (DD/MM/YYYY)

01/11/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Oriental Rail Infrastructure Limited** ("the Company") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within and/or/ beyond the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members;
 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. contracts/arrangements with related parties as specified in section 188 of the Act;
 8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
 10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; *except One independent director of the Company have not included his name in databank as required pursuant to rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.*
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

Place: Mumbai

Date: 01.11.2025

UDIN: F005703G001722220

For Shiv Hari Jalan & Co.

Company Secretaries

FRN: S2016MH382700

(Shiv Hari Jalan)

Proprietor

FCS No: 5703

C.P.NO: 4226

PR No. 1576/2021